(*Please scan this QR Code to view the* DRHP)

DRAFT RED HERRING PROSPECTUS
Dated September 27, 2023
Please read Section 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

EXICOM TELE-SYSTEMS LIMITED

CORPORATE IDENTITY NUMBER: U64203HP1994PLC014541

REGISTERED OFFICE	CORPORATE OFFICE	CONTACT PERSON	TELEPHONE AND E-MAIL	WEBSITE
8, Electronics Complex, Chambaghat, Solan 173 213 Himachal Pradesh, India	3rd Floor, Plot No. 38, Institutional Area, Sector 32, Gurugram 122 001 Haryana, India	Sangeeta Karnatak *Company Secretary and Compliance Officer*	+91 124 6615 200 investors@exicom.in	www.exicom.in

OUR PROMOTERS: NEXTWAVE COMMUNICATIONS PRIVATE LIMITED AND ANANT NAHATA

DETAILS OF THE OFFER TO PUBLIC

Type	Fresh Issue	Offer for Sale size	Total Offer size	Eligibility and share reservation among QIBs, NIIs and RIIs
Fresh Issue and Offer for Sale	Up to [●] Equity Shares aggregating up to ₹ 4,000.00 million	Up to 7,400,000 Equity Shares aggregating up to ₹ [●] million	Up to [●] Equity Shares aggregating up to ₹ [●] million	The Offer is being made pursuant to Regulation 6(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), as our Company does not fulfil requirements under Regulation 6(1) (b) of the SEBI ICDR Regulations of having operating profit, combined for the continued and discontinued operations. See "***Other Regulatory and Statutory Disclosures – Eligibility for the Offer***" on page 389. For details in relation to share reservation among QIBs, NIIs and RIIs, see "***Offer Structure***" beginning on page 408.

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

Name of Selling Shareholder	Type	Number of Equity Shares offered/ amount	Weighted average cost of acquisition per Equity Share (in ₹)[(1)]
NextWave Communications Private Limited	Promoter Selling Shareholder	Up to 7,400,000 Equity Shares aggregating up to ₹ [●] million	16.93

[(1)] *As certified by the Statutory Auditors, Khandelwal Jain & Co., Chartered Accountants, pursuant to certificate dated September 27, 2023.*

RISKS IN RELATION TO THE FIRST OFFER

This being the first public offer of our Company, there has been no formal market for the Equity Shares of our Company. The face value of our Equity Shares is ₹ 10 each and the Floor Price and Cap Price are [●] times and [●] times of the face value of the Equity Shares, respectively. The Floor Price, Cap Price and the Offer Price (as determined by our Company and the Promoter Selling Shareholder, in consultation with the book running lead managers ("**BRLMs**"), on the basis of the assessment of market demand for the Equity Shares by way of the book building process, in accordance with SEBI ICDR Regulations, and as stated in "***Basis for Offer Price***" beginning on page 131) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer including the risks involved. The Equity Shares offered in the Offer have not been recommended or approved by the SEBI, nor does the SEBI guarantee the accuracy or adequacy of the contents of this DRHP. Specific attention of the investors is invited to "***Risk Factors***" beginning on page 28.

ISSUER'S AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this DRHP 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 DRHP is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this DRHP as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, the Promoter Selling Shareholder accepts responsibility for and confirms only statements and undertakings expressly made by such Promoter Selling Shareholder in this DRHP solely in relation to itself and the Offered Shares and confirms that such statements are true and correct in all material respects and are not misleading in any material respect. However, the Promoter Selling Shareholder does not assume any responsibility for any other statements and undertakings, including without limitation, any and all of the statements and undertakings made by or in relation to the Company or its business or any other person, in this Draft Red Herring Prospectus.

LISTING

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

DETAILS OF BOOK RUNNING LEAD MANAGERS

Book Running Lead Managers		Contact Person	Telephone and E-mail
MONARCH NETWORTH CAPITAL	Monarch Networth Capital Limited	Saahil Kinkhabwala/Rupali Verma	+91 22 6647 6400 projectcharge@mnclgroup.com
UNISTONE	Unistone Capital Private Limited	Brijesh Parekh	+91 22 4604 6494 mb@unistonecapital.com
SYSTEMATIX GROUP Investments Re-defined	Systematix Corporate Services Limited	Jinal Sanghvi	+91 22 6704 8000 mb.ipo@systematixgroup.in

DETAILS OF REGISTRAR TO THE OFFER

Name of Registrar	Contact Person	Telephone and E-mail
Link Intime India Private Limited	Shanti Gopalkrishnan	+91 810 811 4949 exicom.ipo@linkintime.co.in

BID/OFFER PERIOD

Anchor Investor Bidding Date[(1)]	[●]	Bid/Offer Opens On[(1)]	[●]	Bid/Offer Closes On[(2)]	[●]

[(1)] *Our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.*

[(2)] *Our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, may decide to close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations.*

DRAFT RED HERRING PROSPECTUS
Dated September 27, 2023
Please read Section 32 of the Companies Act, 2013
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
100% Book Built Offer

EXICOM TELE-SYSTEMS LIMITED

Our Company was incorporated as "Himachal Exicom Communications Limited", a public limited company under the Companies Act, 1956, pursuant to a certificate of incorporation issued by the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh situated at Jalandhar on May 9, 1994. Our Company was granted a certificate of commencement of business on May 11, 1994, by the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh situated at Jalandhar. The name of our Company was changed to "Exicom Tele-Systems Limited", pursuant to a resolution passed by our Shareholders on August 6, 2008, and a fresh certificate of incorporation consequent upon change of name issued by the RoC on August 11, 2008. For details of the change in registered office of our Company, see "***History and Certain Corporate Matters – Brief history of our Company***" on page 232.

Corporate Identity Number: U64203HP1994PLC014541
Registered Office: 8, Electronics Complex, Chambaghat, Solan, 173 213, Himachal Pradesh, India; **Tel:** +91 179 2230 948
Corporate Office: 3rd Floor, Plot No. 38, Institutional Area, Sector 32, Gurugram 122 001 Haryana, India; **Tel:** +91 124 6615 200
Contact Person: Sangeeta Karnatak, Company Secretary and Compliance Officer; **Tel:** +91 124 6615 200
E-mail: investors@exicom.in; **Website**: www.exicom.in

OUR PROMOTERS: NEXTWAVE COMMUNICATIONS PRIVATE LIMITED AND ANANT NAHATA

INITIAL PUBLIC OFFERING OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF EXICOM TELE-SYSTEMS LIMITED ("COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) (THE "OFFER PRICE") AGGREGATING TO ₹ [●] MILLION, COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 4,000.00 MILLION ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 7,400,000 EQUITY SHARES AGGREGATING TO ₹ [●] MILLION ("OFFER FOR SALE") BY NEXTWAVE COMMUNICATIONS PRIVATE LIMITED (THE "PROMOTER SELLING SHAREHOLDER" AND SUCH EQUITY SHARES OFFERED BY THE PROMOTER SELLING SHAREHOLDER, THE "OFFERED SHARES") (THE "OFFER"). THE OFFER SHALL CONSTITUTE [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF EQUITY SHARES IS ₹10 EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS, MAY CONSIDER A FURTHER ISSUE OF EQUITY SHARES AS MAY BE PERMITTED UNDER APPLICABLE LAW TO ANY PERSON(S)) OF [●] EQUITY SHARES FOR AN AMOUNT AGGREGATING UP TO ₹ 800.00 MILLION, AT THEIR DISCRETION, PRIOR TO THE FILING OF THE RED HERRING PROSPECTUS WITH THE ROC ("PRE-IPO PLACEMENT"). IF THE PRE-IPO PLACEMENT IS UNDERTAKEN, THE FRESH ISSUE SIZE WILL BE REDUCED TO THE EXTENT OF SUCH PRE-IPO PLACEMENT, SUBJECT TO THE OFFER COMPLYING WITH RULE 19(2)(B) OF THE SECURITIES CONTRACTS (REGULATION) RULES, 1957, AS AMENDED ("SCRR"). THE PRE-IPO PLACEMENT SHALL NOT EXCEED 20% OF THE SIZE OF THE FRESH ISSUE.

THE PRICE BAND AND THE MINIMUM BID LOT SIZE WILL BE DECIDED BY OUR COMPANY AND THE PROMOTER SELLING SHAREHOLDER, IN CONSULTATION WITH THE BRLMs, AND WILL BE ADVERTISED IN ALL EDITIONS OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND ALL EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, HINDI ALSO BEING THE REGIONAL LANGUAGE OF HIMACHAL PRADESH WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR 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 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. In cases of *force majeure*, banking strike or similar circumstances, our Company and the Promoter Selling Shareholder, may in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s).

The 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, in compliance with Regulation 6(2) of SEBI ICDR Regulations, wherein not less than 75% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**" and such portion, the "**QIB Portion**"), provided that our Company and the Promoter Selling Shareholder may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors and the basis of such allocation will be on a discretionary basis, in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations (the "**Anchor Investor Portion**"), of which one-third shall be reserved for the domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors ("**Anchor Investor Allocation Price**") in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) (the "**Net QIB Portion**"). Further, 5% of the Net QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis 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 (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not more than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors ("**Non-Institutional Portion**") (out of which one-third of the portion available to Non-Institutional Investors will be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion) and not more than 10% of the Net Offer shall be available for allocation to Retail Individual Investors ("**Retail Portion**"), in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All Bidders (except Anchor Investors) shall mandatorily participate in the Offer only through the Application Supported by Blocked Amount ("**ASBA**") process and shall provide details of their respective bank account (including UPI ID for UPI Bidders using UPI Mechanism) in which the Bid Amount will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") or the Sponsor Bank. Anchor Investors are not permitted to participate in the Anchor Investor Portion through the ASBA process. See '***Offer Procedure***' beginning on page 411.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public offer of our Company, there has been no formal market for the Equity Shares of our Company. The face value of our Equity Shares is ₹ 10 each and the Floor Price and Cap Price are [●] times and [●] times of the face value of the Equity Shares, respectively. The Floor Price, Cap Price and the Offer Price (as determined by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, on the basis of the assessment of market demand for the Equity Shares by way of the book building process, in accordance with SEBI ICDR Regulations, and as stated in "***Basis for Offer Price***" beginning on page 131) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of the Issuer and the Offer, including the risks involved. The Equity Shares have not been recommended or approved by 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***" beginning on page 28.

ISSUER'S AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, the Promoter Selling Shareholder accepts responsibility for and confirms only statements and undertakings expressly made by such Promoter Selling Shareholder in this Draft Red Herring Prospectus solely in relation to itself and the Offered Shares and confirms that such statements are true and correct in all material respects and are not misleading in any material respect. However, Promoter Selling Shareholder , does not assume any responsibility for any other statements and undertakings, including without limitation, any and all of the statements and undertakings made by or in relation to the Company or its business or any other person, in this DRHP.

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the BSE and the NSE. Our Company has received in-principle approvals from BSE and NSE for listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively. For the purposes of the Offer, [●] shall be the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Section 26(4) 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, see "***Material Contracts and Documents for Inspection***" beginning on page 457.

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER
Monarch Networth Capital Limited 4th Floor, B Wing, Laxmi Towers, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 **Telephone Number:** +91 22 66476400 **E-mail**: projectcharge@mnclgroup.com **Investor Grievance E-mail:** mbd@mnclgroup.com **Website:** www.mnclgroup.com **Contact Person:** Saahil Kinkhabwala/Rupali Verma **SEBI Registration No.:** MB/INM000011013	**Unistone Capital Private Limited** A/ 305, Dynasty Business Park, Andheri-Kurla Road, Andheri East, Mumbai – 400 059, India. **Telephone Number:** +91 22 46046494 **Email:** mb@unistonecapital.com **Investor grievance email:** compliance@unistonecapital.com **Website:** www.unistonecapital.com **Contact Person:** Brijesh Parekh **SEBI registration number:** INM000012449	**Systematix Corporate Services Limited** The Capital, A-Wing No. 603-606 6th Floor, Plot No. C-70 G-Block, BKC, Bandra (East) Mumbai- 400 051, Maharashtra, India **Telephone Number:** +91 22 6704 8000 **E-mail:** mb.ipo@systematixgroup.in **Investor grievance e-mail:** investor@systematixgroup.in **Website:** www.systematixgroup.in **Contact Person:** Jinal Sanghvi **SEBI registration No.**: INM000004224	**Link Intime India Private Limited** C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West) Mumbai, Maharashtra- 400083 **Telephone Number**: +91 810 811 4949 **E-mail:** exicom.ipo@linkintime.co.in **Investor Grievance Email:** exicom.ipo@linkintime.co.in **Website:** www.linkintime.co.in **Contact Person:** Shanti Gopalkrishnan **SEBI Registration No**.: INR000004058

BID/OFFER PERIOD

Anchor Investor Bidding Date(1)	[●]	**Bid/Offer opens on**(1)	[●]	**Bid/Offer closes on**(2)#	[●]

(1) Our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, may consider participation by Anchor Investors, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date.
(2) Our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, may decide to close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations.
#UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.

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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, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarification as amended and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

*Unless the context otherwise indicates, all references to "**the Company**" and "**our Company**", are references to Exicom Tele-Systems Limited, a public limited company incorporated under the Companies Act, 1956, and having its registered office at 8, Electronics Complex, Chambaghat, Solan, 173 213, Himachal Pradesh, India. Furthermore, unless the context otherwise indicates, all references to the terms, "**we**", "**us**" **and** "**our**" are to our Company and our Subsidiaries (as defined below) on a consolidated basis.*

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

*Notwithstanding the foregoing, terms in "**Basis for Offer Price**", "**Statement of Special Tax Benefits**", "**Industry Overview**", "**Key Regulations and Policies**", "**Restated Consolidated Financial Information**", "**Outstanding Litigation and Other Material Developments**" and "**Main Provisions of the Articles of Association**", beginning on pages 131, 141, 150, 227, 266, 381 and 431, respectively, will have the meaning ascribed to such terms in those respective sections.*

Company Related Terms

Term	Description
Articles of Association/AoA/Articles	The articles of association of our Company, as amended, from time to time
Audit Committee	The audit committee of our Board, as described in "***Our Management – Board Committees – Audit Committee***" on page 249
Auditors/Statutory Auditor	Statutory auditors of our Company, being, Khandelwal Jain & Co., Chartered Accountants
Board/Board of Directors	The board of directors of our Company or a duly constituted committee thereof. See "***Our Management – Our Board***" on page 243
Managing Director and Chief Executive Officer/CEO	Anant Nahata, being the managing director and chief executive officer of our Company. See "***Our Management – Our Board***" on page 243
Chief Financial Officer	Chief financial officer of our Company, being Shiraz Khanna. See "***Our Management – Key Managerial Personnel***" on page 256
Company Secretary and Compliance Officer	Company secretary and compliance officer of our Company, being Sangeeta Karnatak. See "***Our Management – Key Managerial Personnel***" on page 256
Corporate Office	The corporate office of our Company situated at 3rd Floor, Plot No. 38, Sector 32, Gurugram 122 001 Haryana, India
CRISIL/CRISIL MI&A	CRISIL Market Intelligence & Analytics, a division of CRISIL Limited
CRISIL Report	Report titled "*Industry Report on EV Chargers, Telecom Power, Telecom & Data Centre Energy Storage Systems*" dated September 2023 prepared by CRISIL, appointed by our Company pursuant to an engagement letter dated June 29, 2023, and such report commissioned by and paid for by our Company
CSR Committee	The corporate social responsibility committee of our Board, as described in "***Our Management – Board Committees – Corporate Social Responsibility Committee***" on page 254
Director(s)	Director(s) on our Board. See "***Our Management – Our Board***" on page 243
EESPL	Exicom Energy Systems Private Limited
Equity Shares	The equity shares of our Company of face value of ₹ 10 each
Executive Director(s)	Executive Director(s) on our Board. See "***Our Management – Our Board***" on page 243
Exicom Energy Systems BTA	Business Transfer Agreement dated December 16, 2022, entered amongst Exicom Energy Systems Private Limited and our Company
Exicom ESOP Scheme	Exicom Tele-Systems Limited Employees Stock Option Scheme – 2023
Exicom Singapore	Exicom Tele-Systems (Singapore) Pte. Ltd.
Group Company(ies)	Our group companies identified in accordance with SEBI ICDR Regulations, whereunder the term 'group company' includes (i) companies (other than our

Term	Description
	Subsidiaries) with which there were related party transactions during the year ended March 31, 2023, March 31, 2022 and March 31, 2021 in accordance with Ind AS 24, and (ii) any other companies as considered material by our Board, in accordance with our Materiality Policy, and as identified in "***Group Companies***" beginning on page 263
Horizon DMCC	Horizon Power Solutions DMCC
Horizon SDN	Horizon Tele-System SDN BHD
ICE Certificate	Certificate dated September 26, 2023 from Mukesh M. Shah, independent chartered engineer (membership number: M-0231074) certifying, details of the installed capacity and capacity utilization of the products manufactured at our manufacturing facilities
Independent Director(s)	Non-executive independent Director(s) oon our Board. See "***Our Management – Our Board***" on page 243
Individual Promoter	Anant Nahata
IPO Committee	The IPO committee of our Board constituted pursuant to the resolution adopted by our Board on August 11, 2023 to facilitate the process of the Offer
Key Managerial Personne/KMP	Key management/managerial personnel of our Company in terms of the SEBI ICDR Regulations and as disclosed in "***Our Management – Key Managerial Personnel***" on page 256
Material Subsidiary	The material subsidiary of our Company, being Exicom Tele-System (Singapore) Pte. Ltd., in terms of the SEBI ICDR Regulations and SEBI Listing Regulations. See "***History and Certain Corporate Matters – Our Subsidiaries***" on page 240
Materiality Policy	The policy adopted by our Board on September 15, 2023 for identification of Group Companies, material outstanding litigation and outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations
Memorandum of Association or MoA	The memorandum of association of our Company, as amended, from time to time
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, as described in "***Our Management– Board Committees – Nomination and Remuneration Committee***" on page 252
Non-Executive Director	Non-executive non-independent Director of our Company. See "***Our Management – Our Board***" on page 243
Planned Telangana Facility	Our planned manufacturing facility, proposed to be situated on the industrial land allotted to us admeasuring 74,475.40 sq. mts., at S105-112, EHMC Non-Sez Area, Raviryala Village, Maheshwaram Mandal, Ranga Reddy, Telangana
Pre-IPO Placement	Our Company, in consultation with the BRLMs, may consider a further issue of Equity Shares as may be permitted under applicable law to any person(s) of [●] Equity Shares for an amount aggregating up to ₹ 800.00 million, at its discretion, prior to the filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of SCRR. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue
Project Report	Cost Assessment Report dated September 25, 2023 obtained from Resurgent India Limited in relation to the capital expenditure to be incurred towards the setting up of production/assembly lines at the manufacturing facility in Telangana
Promoter Group	The persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in "***Our Promoters and Promoter Group***" beginning on page 259
Promoters	The promoters of our Company, being our corporate Promoter, NextWave Communications Private Limited and our individual Promoter, Anant Nahata
Promoter Selling Shareholder/ Nextwave	NextWave Communications Private Limited
Registered Office	The registered office of our Company situated at 8, Electronics Complex, Chambaghat, Solan, 173 213, Himachal Pradesh, India
Registrar of Companies/RoC	Registrar of Companies, Himachal Pradesh at Chandigarh
Restated Consolidated Financial Information	Restated consolidated summary statements of our Company, together with its subsidiaries ("**Group**"), comprising the restated consolidated statement of assets and liabilities as at March 31, 2023, March 31, 2022, and March 31, 2021, and restated consolidated summary statements of profit and loss (including other comprehensive income), and restated consolidated summary cash flows and restated consolidated summary statement of changes in equity for the years ended March 31, 2023, March 31, 2022 and March 31, 2021, the consolidated summary statement of significant accounting policies, and other explanatory information of our Company, derived from audited financial statements as at and for the years ended March 31, 2023, March 31, 2022 and March 31, 2021, prepared in accordance with Ind AS and restated by our Company in accordance with the requirements of Section 26 of Part I of Chapter III of

Term	Description
	the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI
Risk Management Committee	The risk management committee of our Board, as described in "***Our Management– Board Committees – Risk Management Committee***" on page 254
Senior Management	Senior management of our Company in terms of SEBI ICDR Regulations, and as described in "***Our Management – Senior Management***" on page 256
Shareholder(s)	The holders of Equity Shares of our Company, from time to time
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Board, as described in "***Our Management– Board Committees – Stakeholders' Relationship Committee***" on page 253
Statutory Auditors	Khandelwal Jain & Co., Chartered Accountants
Subsidiaries	Subsidiaries of our Company, as described in "***History and Certain Corporate Matters***" beginning on page 232
Whole–Time Director(s)	The whole–time Director(s) of our Company. See "***Our Management – Our Board***" on page 243

Offer Related Terms

Term	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by the SEBI in this behalf
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary(ies) to the Bidder as proof of registration of the Bid cum Application Form
Allot/Allotment/Allotted	Unless the context otherwise requires, the allotment or transfer, as the case may be of the Equity Shares pursuant to the Fresh Issue and transfer of the Offered Shares pursuant to the Offer for Sale to successful Bidders
Allotment Advice	Advice or intimation of Allotment sent to each successful Bidder who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with SEBI ICDR Regulations and the Red Herring Prospectus, and who has Bid for an amount of at least ₹ 100 million
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors according to the terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs
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 of the Red Herring Prospectus and under the SEBI ICDR Regulations
Anchor Investor Bidding Date	The date, one Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which BRLMs will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company and the Promoter Selling Shareholder, 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 and the Promoter Selling Shareholder, in consultation with the BRLMs, to Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price
ASBA or Application Supported by Blocked Amount	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid and authorizing an SCSB to block the Bid Amount in the relevant ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism

Term	Description
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder using the UPI Mechanism
ASBA Bid	A Bid made by an ASBA Bidder
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
Banker(s) to the Offer	Collectively, the Escrow Collection Bank, the Refund Bank, the Public Offer Account Bank(s) and the Sponsor Bank(s)
Basis of Allotment	Basis on which the Equity Shares will be Allotted to successful Bidders under the Offer, described in "***Offer Procedure***" beginning on page 411
Bid(s)	An indication by an ASBA Bidder to make an offer during the Bid/Offer Period pursuant to submission of the ASBA Form, or on the Anchor Investor Bidding Date by an Anchor Investor, pursuant to the submission of the Anchor Investor Application Form, to subscribe to or purchase Equity Shares at a price within the Price Band, including all revisions and modifications thereto, to the extent permissible under the SEBI ICDR Regulations, in terms of the Red Herring Prospectus and the Bid cum Application Form. The term 'Bidding' shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form, and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid in the Offer, as applicable. In the case of Retail Individual Investors Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Investors and mentioned in the Bid cum Application Form
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be notified 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 Himachal Pradesh, where our Registered Office is located), and in case of any revision, the extended Bid/Offer Closing Date shall also be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as required under the SEBI ICDR Regulations Our Company and the Promoter Selling Shareholder, 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
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, which shall be notified in all editions of [●] (a widely circulated English national daily newspaper) and all editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Himachal Pradesh, where our Registered Office is located), and in case of any revision, the extended Bid/Offer Opening Date also be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as required under the SEBI ICDR Regulations
Bid/Offer Period	Except in relation to Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which Bidders (excluding Anchor Investors) can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations
Bidder/Applicant	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor

Term	Description
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, i.e., Designated SCSB Branches for SCSBs, Specified Locations for Members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
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
Book Running Lead Managers/BRLMs	The book running lead managers to the Offer, being Monarch Networth Capital Limited, Unistone Capital Private Limited and Systematix Corporate Services Limited
Broker Centres	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com
CAN/Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on or after the Anchor Investor Bidding Date
Cap Price	The higher end of the Price Band, above which the Offer Price and Anchor Investor Offer Price will not be authorized and above which no Bids will be accepted. The Cap Price shall be atleast 105% of the Floor Price
Cash Escrow and Sponsor Bank Agreement	The agreement to be entered into amongst our Company, the Promoter Selling Shareholder, the Syndicate Members, the Registrar to the Offer, the BRLMs, and the Banker(s) to the Offer for, among other things, collection of the Bid Amounts from the Anchor Investors, transfer of funds to the Public Offer Account(s), and where applicable, remitting refunds, if any, to such Bidders, on the terms and conditions thereof
CDP/Collecting Depository Participant	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 circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and other applicable circulars issued by SEBI as per the lists available on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com, as updated from time to time
Client ID	Client identification number maintained with one of the Depositories in relation to the demat account
Cut-Off Price	Offer Price, which shall be any price within the Price Band, authorised by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs Only Retail Individual Investors are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price
Demographic Details	The details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation, bank account details and UPI ID, as applicable
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com as updated from time to time
Designated Date	The date on which the funds from the Escrow Account are transferred to the Public Offer Account(s) or the Refund Account, as appropriate, and the relevant amounts blocked in the ASBA Accounts are transferred to the Public Offer Account(s) and/or are unblocked, as applicable, in terms of the Red Herring Prospectus and the Prospectus, after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Equity Shares will be Allotted in the Offer
Designated Intermediary(ies)	SCSBs, Syndicate, sub-Syndicate, Registered Brokers, CDPs and RTAs who are authorized to collect ASBA Forms from the ASBA Bidders, in relation to the Offer
Designated RTA Locations	Such locations of the RTAs where ASBA Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com, respectively) as updated from time to time
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms used by the Bidders, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, updated from time to time, or at such other website as may be prescribed by SEBI from time to time

Term	Description
Designated Stock Exchange	[●]
Draft Red Herring Prospectus or DRHP	This draft red herring prospectus dated September 27, 2023 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto
Eligible FPI	FPIs(s) that are eligible to participate in this Offer in terms of applicable laws, other than individuals, corporate bodies and family offices
Eligible NRI	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
Escrow Account(s)	Account(s) opened with the Escrow Collection Bank and in whose favour Anchor Investors will transfer the money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount while submitting a Bid
Escrow Collection Bank	Bank which is a clearing member and registered with SEBI as a banker to an issue under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, and with whom the Escrow Accounts in relation to the Offer for Bids by Anchor Investors will be opened, in this case being [●]
First or sole Bidder	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name 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 finalized and below which no Bids will be accepted
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Fresh Issue	Fresh issue of up to [●] Equity Shares aggregating up to ₹ 4,000.00 million by our Company. See "***The Offer***" beginning on page 72
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018
General Information Document or GID	The General Information Document for investing in public offers, prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 issued by SEBI and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs
Monarch	Monarch Networth Capital Limited
Mutual Fund Portion	The portion of the Offer being 5% of the Net QIB Portion consisting of [●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Net Proceeds	Proceeds of the Offer less Offer expenses
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
Non-Institutional Investors/NIIs	Bidders that are not QIBs or RIIs and who have Bid for Equity Shares for an amount more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category/ Portion	The portion of the Offer being not more than 15% of the Net Offer consisting of [●] Equity Shares which shall be available for allocation to Non-Institutional Bidders, of which (a) one-third portion shall be reserved for applicants with application size of more than ₹ 200,000 and up to ₹ 1,000,000, and (b) two-thirds portion shall be reserved for applicants with application size of more than ₹ 1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of, subject to valid Bids being received at or above the Offer Price
NR/Non-Resident	Person resident outside India, as defined under FEMA and includes non-resident Indians, FVCIs and FPIs
Offer	The initial public offer of Equity Shares comprising the Fresh Issue and the Offer for Sale
Offer Agreement	The agreement dated September 27, 2023 among our Company, the Promoter Selling Shareholder and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Offer
Offer for Sale	The offer for sale of up to 7,400,000 Offered Shares aggregating up to ₹ [●] million by the Promoter Selling Shareholder in the Offer. See "***The Offer***" beginning on page 72
Offer Price	The final price at which Equity Shares will be Allotted to successful ASBA Bidders in terms of the Red Herring Prospectus which will be decided by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, on the Pricing Date, in accordance with the Book-Building Process and in terms of the Red Herring Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price,

Term	Description
	which will be decided by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, on the Pricing Date, in accordance with the Book-Building Process and in terms of the Red Herring Prospectus
Offered Shares	Up to 7,400,000 Equity Shares aggregating to ₹ [●] million being offered for sale by the Promoter Selling Shareholder in the Offer
Price Band	The price band ranging from the Floor Price of ₹ [●] per Equity Share to the Cap Price of ₹ [●] per Equity Share, including any revisions thereto. The Price Band and minimum Bid Lot, as decided by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, will be advertised in all editions of [●] (a widely circulated English national daily newspaper) and all editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Himachal Pradesh, where our Registered Office is located), at least two Working Days prior to the Bid/Offer Opening Date with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites
Pricing Date	The date on which our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, will finalise the Offer Price
Prospectus	The Prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Offer Price, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account(s)	The bank account(s) opened with the Public Offer Account Bank(s) under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
Public Offer Account Bank(s)	Bank(s) which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Offer Account(s) will be opened
QIBs/ Qualified Institutional Buyers	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
QIB Bidders	QIBs who Bid in the Offer
QIB Portion	The portion of the Offer being not less than 75% of the Net Offer or [●] Equity Shares, which shall be available for allocation to QIBs (including Anchor Investors) on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Red Herring Prospectus/RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013, and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the Offer Price and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three 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 Anchor Investors shall be made.
Refund Bank	The account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to Anchor Investors shall be made.
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and eligible to procure Bids in terms of Circular No. CIR/CFD/14/2012 dated October 4, 2012, and other applicable circulars issued by SEBI
Registrar Agreement	The agreement dated September September 27, 2023 entered into between our Company, the Promoter Selling Shareholder and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar to the Offer/Registrar	Link Intime India Private Limited
Retail Individual Investor(s)/RII(s)	Individual Bidders, who have Bid for the Equity Shares for an amount which is not more than ₹ 200,000 in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRI Bidders) and does not include NRIs (other than Eligible NRIs)
Retail Portion/Retail Category	The portion of the Offer being not more than 10% of the Offer consisting of [●] Equity Shares, available for allocation to Retail Individual Bidders as per the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price, which shall not be less than the minimum Bid Lot subject to availability in the retail portion, and the remaining Equity Shares to be Allotted on a proportionate basis
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable QIB Bidders and Non-Institutional Investors are not allowed to withdraw or lower their

Term	Description
	Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise their Bids during the Bid/Offer Period and withdraw their Bids until the Bid/Offer Closing Date
RTAs or Registrar and Share Transfer Agents	The registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI and available on the websites of BSE and NSE, and the UPI Circulars
Self Certified Syndicate Bank(s) or SCSB(s)	The banks registered with SEBI, offering services in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 or such other website as updated from time to time, and (ii) The banks registered with SEBI, enabled for UPI Mechanism, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time. Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is appearing in the "list of mobile applications for using UPI in Public Issues" displayed on SEBI website at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43. The said list shall be updated on SEBI website from time to time
Share Escrow Agent	The share escrow agent to be appointed pursuant to the Share Escrow Agreement, namely, [●]
Share Escrow Agreement	The agreement to be entered into between our Company, the Promoter Selling Shareholder and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Promoter Selling Shareholder and credit of such Equity Shares to the demat account of the Allottees in accordance with the Basis of Allotment
Specified Locations	Bidding centres where the Syndicate shall accept ASBA Forms from Bidders
Sponsor Bank(s)	[●], being Banker(s) to the Offer, appointed by the Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and/or payment instructions of UPI Bidders using the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars
Stock Exchanges	Together, BSE and NSE
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms
Syndicate Agreement	The agreement to be entered into between our Company, the Registrar to the Offer, the Promoter Selling Shareholder, the BRLMs and the Syndicate Members in relation to the procurement of Bids by the Syndicate
Syndicate Member(s)	[●]
Syndicate or Members of the Syndicate	Together, BRLMs and the Syndicate Members
Systematix	Systematix Corporate Services Limited
Underwriters	[●]
Underwriting Agreement	The agreement to be entered into between the Underwriters, our Company and the Promoter Selling Shareholder, entered into on or after the Pricing Date but prior to filing of the Prospectus with the RoC
Unistone	Unistone Capital Private Limited
UPI	Unified Payments Interface, which is an instant payment mechanism, developed by the NPCI
UPI Bidders	Collectively, individual investors applying as Retail Individual Investors in the Retail Portion, and individuals applying as Non-Institutional Investors with a Bid Amount of up to ₹ 500,000 in the Non-Institutional Portion, and Bidding under the UPI Mechanism Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual investors applying in public issues where the application amount is up to ₹ 500,000 shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)

Term	Description
UPI Circulars	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL-2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI and Stock Exchanges in this regard
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI application, by way of a SMS directing the UPI Bidder to such UPI application) to the UPI Bidder initiated by the Sponsor Bank(s) to 9materia blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that shall be used by a UPI Bidder to make an ASBA Bid in the Offer in accordance with the UPI Circulars
UPI PIN	Password to authenticate UPI transaction
Wilful Defaulter	Wilful defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Working Day(s)	All days other than second and fourth Saturday of the month, Sunday or a public holiday, 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 expression "Working Day" shall mean all days on which commercial banks in Mumbai are open for business, excluding all Saturdays, Sundays or public holidays; and (c) with reference to the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, the expression 'Working Day' shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, in terms of the circulars issued by SEBI

Industry Related Terms

Term	Description
2W	Two-wheelers
AGR	Adjusted gross revenue
AR	Augmented reality
ASM	Additional Surveillance Measures
BESS	Battery Energy Storage Systems
BMS	Battery management system
BTS	Base transceiver stations
Charging Guidelines	Charging Infrastructure for Electric Vehicles – Guidelines and Standards, 2018
CPOs	Charge point operators
CY	Calendar Year
DC Power Systems	DC power conversion systems
DOT	Department of Telecommunications, Government of India
EBIT	EBIT is calculated as profit / (loss) for the period / year plus total tax expense / (credit) plus finance costs, excluding other Income
EBITDA	Earnings before interest, tax, depreciation and amortization is calculated as profit / (loss) for the period / year, plus total tax expense (credit) for the period / year, finance costs and depreciation and amortization expenses, excluding other Income
EBIT Margin (%)	EBIT Margin (%) is computed as EBIT divided by revenue from operations, excluding other Income
EBITDA Margin (%)	EBITDA Margin (%) is computed as EBITDA divided by revenue from operations
ESS	Energy storage systems
EVs	Electric Vehicle
EVSE/ EV Charger	Electric vehicle supply equipment
FAME-II	Faster Adoption and Manufacturing of (Hybrid &) Electric Vehicles in India
Gross profit	Gross profit is calculated as revenue from operations less cost of materials consumed,

Term	Description
	purchases of stock-in-trade, manufacturing expenses and changes in inventories of finished goods, goods for re-trade and work-in-progress
Gross profit margin (%)	Gross Profit Margin refers to the percentage margin derived by dividing gross profit by revenue from operations
Growth in revenue from operations (%)	Growth in revenue from operations (%) is calculated as a percentage of revenue from operations of the relevant period/year minus Revenue from Operations of the preceding period/year, divided by revenue from operations of the preceding period/year
Gurugram Facility I	Our manufacturing facility located at Plot 2A, Sector 18, Gurugram, Haryana, India
Gurugram Facility II	Our manufacturing facility located at Plot 75D, Sector 18, Gurugram, Haryana, India
GSM	Graded Surveillance Measures
GWh	Giga Watt Hour
HCV	Heavy Commercial Vehicles
HRMS	Human resources management system
ICE	Internal Combustion Engine
IDC	Industrial Development Corporation
IOT	Internet of Things
IMF	International Monetary Fund
IPMS	Integrated Power Management Systems
LCV	Light Commercial Vehicles
Li-ion	Lithium-ion
Li-on Batteries	Li-ion based energy storage solutions
M-SIPs	Ministry of Electronics and Information Technology, Government of India's Modified Special Incentive Package Scheme
M&HCV	Medium and heavy commercial vehicles
MHz	Megahertz
ML	Machine learning
MoRTH	The Ministry of Road Transport and Highways, Government of India
MPC	Monetary Policy Committee constituted by the Givernment of India
MW	Megawatts
NPAs	Non-performing assets
NREL	US National Renewable Energy Laboratory
NSO	National Statistics Office
OMCs	Oil Marketing Companies
Order backlog	Order backlog means Order book outstanding as at the end of the relevant financial year/period
Order received during the year/period	Order received during the year/period means the number of orders received during the relevant financial year/period, between segments
PCB	Printed circuit boards
PCS	Public charging stations
PLI	Public Linked Incentive
Profit/(Loss) for the year from continuing operations	Profit / (loss) for the year from continuing operations as appearing in the Restated Consolidated Financial Information
Profit after tax margin (%)	Profit after Tax Margin refers to the percentage margin derived by dividing profit after tax by revenue from operations
PVs	Passenger vehicles
Revenue from operations	Revenue from Operations means the revenue from operations as appearing in the Restated Consolidated Financial Information.
Revenue from operations (Split between products and services)	Revenue from operations split between Products and services. Percentage of revenue (%) from products is calculated as revenue from sale of products divided by total revenue from operations. Percentage of revenue (%) from services is calculated as revenue from sale of services divided by total revenue from operations
Revenue from operations (Split between our segments)	Revenue from operations split between our two segments, i.e., Critical Power segment and EV Charger segment. Percentage of revenue (%) from Critical Power is calculated as revenue from operation from Critical Power segment divided by total revenue from operations. Percentage of revenue (%) from EV Charger is calculated as revenue from for the EV Charger segment divided by total revenue from operations
RoCE (%)	Return on Capital Employed is calculated as earnings before interest and tax divided by Capital Employed. Earnings before interest and tax is calculated as profit / (loss) for the period / year plus total tax expense / (credit) plus finance costs excluding other income. Capital Employed is calculated as total equity plus total borrowings minus intangible assets
RoE (%)	Return on Equity refers to the profit for the year/period attributable to equity shareholders of our Company divided by total Equity for the year/period
SEZs	Special economic zones

Term	Description
SMEV	The Society of Manufacturers of Electric Vehicles
SMT	Surface mount technology
Solan Facility	Our manufacturing facility located at Shed No. 1-8, Electronics Complex, Chambaghat, Solan, Himachal Pradesh, India
STUs	State transport undertaking
TAM	Total addressable market
TPEM	The Technology Platform for Electric Mobility formed by Ministry of Science and Technology, Government of India
TPS	Telecommunication Power System
TSIIC	Telangana State Industrial Infrastructure Corporation Limited
V2G	Vehicle-to-Grid
VR	Virtual reality
VRLA	Valve Regulated Lead Acid

Conventional and General Terms and Abbreviations

Term	Description
AGM	Annual general meeting of shareholders under the Companies Act 2013
AI	Artificial intelligence
AIF(s)	Alternative Investment Funds as defined in and registered with SEBI under the SEBI AIF Regulations
Banking Regulation Act	Banking Regulation Act, 1949
Bn/bn	Billion
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CCD	Compulsory Convertible Debenture
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Client ID	Client identification number of the Bidder’s beneficiary account
Companies Act, 1956	The erstwhile Companies Act, 1956 read with the rules, regulations, clarifications and modifications thereunder
Companies Act, 2013	Companies Act, 2013 read with rules, regulations, clarifications and modifications thereunder
Competition Act	Competition Act, 2002
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	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020 and a pandemic on March 11, 2020
CSR	Corporate social responsibility
DDT	Dividend distribution tax
Depositories Act	Depositories Act, 1996, read with the rules, regulations, clarifications and modifications thereunder
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996
DIN	Director Identification Number
DP ID	Depository Participant’s identity number
DP/Depository Participant	A depository participant as defined under the Depositories Act
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (formerly Department of Industrial Policy and Promotion), GoI
EBITDA	Earnings before interest, tax, depreciation and amortization
EGM	Extra-ordinary general meeting
EPS	Earnings per share
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the provisions of FEMA
FDI	Foreign direct investment
FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Finance Act	Finance Act, 2023
Financial Year/Fiscal/Fiscal Year	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FPIs	Foreign portfolio investor registered with SEBI pursuant to the SEBI FPI Regulations
FTA	The Foreign Trade (Development & Regulation) Act, 1992
FVCI	Foreign venture capital investors registered with SEBI pursuant to the SEBI FVCI

Term	Description
	Regulations
FVTPL	Fair Value through Profit and Loss
GoI/Central Government	The Government of India
GST	Goods and services tax
HUF(s)	Hindu undivided family(ies)
ICAI	Institute of Chartered Accountants of India
ICAI Guidance Note	Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards issued by the International Accounting Standard Board
Income Tax Act	Income Tax Act, 1961
Ind AS	The Indian Accounting Standards notified under Section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Companies Act 2013
Ind AS 24	Indian Accounting Standard 24, "Related Party Disclosures", notified under Section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules, 2015
Ind AS 37	Indian Accounting Standard 37, "Provisions, Contingent Liabilities and Contingent Assets", notified under Section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules, 2015
Ind AS 110	Indian Accounting Standard 110, "Consolidated Financial Statements", notified under Section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules, 2015
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015, as amended
Indian GAAP	Generally Accepted Accounting Principles in India notified under Section 133 of the Companies Act 2013 and read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016
INR/Indian Rupees/Rupee/₹/Rs.	Indian Rupee, the official currency of the Republic of India
IST	Indian Standard Time
IT Act	Information Technology Act, 2000
MCA/Ministry of Corporate Affairs	The Ministry of Corporate Affairs, Government of India
MeitY	Ministry of Electronics and Information Technology, Government of India
Mn	Million
MSME	Micro, Small or a Medium Enterprise
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
NACH	National Automated Clearing House
NAV	Net asset value
NBFC-SI	A systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
NCDs	Non-convertible debentures
NCLT	National Company Law Tribunal
NRI	Non-Resident Indian
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
OCCRPS	Optionally Convertible Cumulative Redeemable Preference Shares
OGDI	Operational Guidelines for Demand Incentives, 2019
P/E Ratio	Price/Earnings Ratio
PAN	Permanent account number
PAT	Profit after tax
Patents Act	Patents Act, 1970
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RoCE	Return on Capital Employed
RoE	Return on Equity
RoNW	Return on Net Worth
RTGS	Real Time Gross Settlement

Term	Description
SCORES	Securities and Exchange Board of India Complaints Redress System
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India, constituted under section 3 of the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI ICDR Master Circular	SEBI master circular for Issue of Capital and Disclosure Requirements bearing reference number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI RTA Master Circular	SEBI master circular bearing reference no. SEBI/HO/MIRSD/POD- 1/P/CIR/2023/70 dated May 17, 2023
SEBI SBEBSE Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
STT	Securities Transaction Tax
US GAAP	Generally Accepted Accounting Principles in the United State of America
U.S. Securities Act	U.S. Securities Act of 1933, as amended
US$/USD/US Dollar	United States Dollar
USA/U.S./US	United States of America
VCF	Venture capital funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the SEBI AIF Regulations, as the case may be

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

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 in this Draft Red Herring Prospectus to the "U.S.", "USA" or "United States" are to the United States of America. All references in this Draft Red Herring Prospectus to "Singapore", "Dubai" and "Malaysia", are to the Republic of Singapore, the Emirate of Dubai in the United Arab Emirates and Malaysia and their territories and possessions, respectively.

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

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

Currency and Units of Presentation

All references to "Rupee(s)", "Rs." Or "₹" or "INR" are to Indian Rupees, the official currency of the Republic of India. All references to "US$" or "U.S. Dollars" or "USD" are to United States Dollars, the official currency of the United States of America. All references to "SGD" or "S$" are to Singapore Dollar, the official currency of the Republic of Singapore. All references to "AED" or "Dirham" are to United Arab Emirates Dirham, the official currency of the United Arab Emirates. All references to "RM" are to Malaysian Ringgit, the official currency of Malaysia.

All the figures in this Draft Red Herring Prospectus have been presented in millions, billions or in whole numbers where the numbers have been too small to present in millions unless stated otherwise. One million represents 1,000,000 and one billion represents 1,000,000,000. Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given, and (ii) the sum of the figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Any discrepancies in any table between the totals and the sum of the amounts listed are due to rounding off. All figures in decimals have been rounded off to two decimal points.

Figures sourced from third-party industry sources may be expressed in denominations other than millions or may be rounded off other than to two decimal points in the respective sources, and such figures have been expressed in this Draft Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources.

Financial and Other Data

Unless stated otherwise or the context otherwise requires, the financial data and financial ratios in this Draft Red Herring Prospectus are derived from the Restated Consolidated Financial Information. The restated consolidated financial information of our Company, together with its subsidiaries ("**Group**"), comprise the restated consolidated statement of assets and liabilities as at March 31, 2023, March 31, 2022, and March 31, 2021, and restated consolidated summary statements of profit and loss (including other comprehensive income), and restated consolidated summary cash flows and restated consolidated summary statement of changes in equity for the years ended March 31, 2023, March 31, 2022 and March 31, 2021, the consolidated summary statement of significant accounting policies, and other explanatory information of the Group, derived from the special purpose audited consolidated financial statements as at and for the years ended March 31, 2023, March 31, 2022 and March 31, 2021, prepared in accordance with Ind AS and restated by our Company in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI. See "***Restated Consolidated Financial Information***" beginning on page 266.

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

There are significant differences between Ind AS, 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 see "***Risk Factors – Risk Relating to India – Significant differences exist between Ind AS and other accounting principles, such as Indian Generally Accepted Accounting Principles, U.S. Generally Accepted Accounting Principles and International Financial Reporting Standards, which may be material to investors' assessments of our financial condition.***" on page 68. 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 Ind AS, Indian accounting policies and practices, the Companies Act, 2013 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. Unless the context otherwise indicates, any percentage or amounts (excluding certain operational metrics), with respect to financial information of our Company in "***Risk Factors***", "***Our Business***" and "***Management's Discussion and Analysis of Financial Conditional and Results of Operations***" beginning on pages 28, 192 and 348, respectively, and elsewhere in this Draft Red Herring Prospectus have been derived from the Restated Consolidated Financial Information.

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.

Unless otherwise stated, the exchange rates referred to for the purpose of conversion of foreign currency amounts into Rupee amounts, are as follows:

(*in ₹*)

Currency	Exchange rate as on		
	March 31, 2023	March 31, 2022	March 31, 2021
USD	82.21	75.80	73.50
AED	22.36	20.55	19.93
SGD	61.82	55.77	54.33
RM	18.56	17.93	17.64

Source: www.fbil.org.in; www.oanda.com; www.rbi.org.in

Non-Generally Accepted Accounting Principles Financial Measures

Certain Non-GAAP financial measures relating to our financial performance such as revenue from operations, growth in revenue from operations, gross profit, gross profit margin, EBITDA, EBITDA margin, PAT, PAT margin, RoCE, RoE, EBIT, EBIT margin, and others, have been included in this Draft Red Herring Prospectus. We compute and disclose such Non-GAAP financial measures relating to our financial performance as we consider such information to be supplemental and useful measures of our business and financial performance. These Non-GAAP financial measures are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, these Non-GAAP financial measures should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, these Non-GAAP financial measures are not standardized terms, hence a direct comparison of these Non-GAAP financial measures between companies may not be possible. These Non-GAAP financial measures and other information relating to financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures 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 and hence have limited usefulness as a comparative measure.

See "***Risk Factors – Internal Risk Factors – We have included certain non-GAAP measures, industry metrics and key performance indicators related to our operations and financial performance in this Draft Red Herring Prospectus that are subject to inherent challenges measurement. These Non-GAAP Measures, industry metrics and key performance indicators may not be comparable with financial, or industry related statistical information of similar nomenclature computed and presented by other companies. Such supplemental financial and operational information is therefore of limited utility as an analytical tool for investors and there can be no assurance that there will not be any issues or such tools will be accurate going forward.***" on page 62.

Industry and Market Data

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents or from various sources believed to be reliable but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. The data used in these sources may have been re-classified 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. Industry sources and publications may also base their information on estimates and assumptions that may prove to be incorrect. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "***Risk Factors – Internal Risk Factors – This Draft Red Herring Prospectus contains information from an industry report, prepared by an independent third-party research agency, CRISIL, which we have commissioned and paid for purposes of confirming our understanding of the industry exclusively in connection with the Offer and reliance on such information for making an investment decision in the Offer is subject to certain inherent risks.***" on page 63. Accordingly, investment decisions should not be based solely on such information.

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus is derived from the report titled, "*Industry Report on EV Chargers, Telecom Power, Telecom & Data Centre Energy Storage Systems*" dated September 2023 ("**CRISIL Report**") prepared by CRISIL, appointed by our Company pursuant to an engagement letter dated June 29, 2023, and such report has been commissioned by and paid for by our Company, exclusively in connection with the Offer. Further, CRISIL pursuant to their consent letter dated September 25, 2023 ("**Letter**") has accorded its no objection and consent to use the CRISIL Report in connection with the Offer. CRISIL, pursuant to its Letter has also confirmed that it is an independent agency, and that it is not related to our Company, our Directors, our Promoters or our Key Managerial Personnel.

The CRISIL Report is available on the website of our Company at https://www.exicom.in/investors.html.

CRISIL has required us to include the following disclaimer in connection with the CRISIL Report:

"*CRISIL Market Intelligence & Analytics (CRISIL MI&A), a division of CRISIL Limited (CRISIL) has taken due care and caution in preparing this report (Report) based on the Information obtained by CRISIL from sources which it considers reliable (Data). This Report is not a recommendation to invest / disinvest in any entity covered in the Report and no part of this Report should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. CRISIL especially states that it has no liability whatsoever to the subscribers / users / transmitters/ distributors of this Report. Without limiting the generality of the foregoing, nothing in the Report is to be construed as CRISIL providing or intending to provide any services in jurisdictions where CRISIL does not have the necessary permission and/or registration to carry out its business activities in this regard. Exicom Tele-Systems Limited will be responsible for ensuring compliances and consequences of non-compliances for use of the Report or part thereof outside India. CRISIL MI&A operates independently of, and does not have access to information obtained by CRISIL Ratings Limited, which may, in their regular operations, obtain information of a confidential nature. The views expressed in this Report are that of CRISIL MI&A and not of CRISIL Ratings Limited. No part of this Report may be published/reproduced in any form without CRISIL's prior written approval.*"

In accordance with the SEBI ICDR Regulations, the section "***Basis for Offer Price***" beginning on page 131 includes information relating to our peer group companies, which has been derived from publicly available sources, and accordingly, no investment decision should be made solely on the basis of 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 business of our Company is conducted, and methodologies and assumptions may vary widely amongst different industry sources.

FORWARD-LOOKING STATEMENTS

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

These forward-looking statements are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. This could be due to risks or uncertainties associated with expectations relating to, and including, regulatory changes pertaining to the industry in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, growth and expansion plans, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, changes in the incidence of any natural calamities and/or violence, regulations and taxes and changes in competition in the industry in which we operate. Certain important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

- Our electric vehicle supply equipment business ("**EV Charger Business**") is correlated with and thus dependent upon the continuing rapid adoption of, and demand for electric vehicles

- We are dependent on the five most significant customers under our critical power solutions business ("**Critical Power Business**"), who contributed over 50% of our revenue from operations in each of the last three Financial Years. Loss of any of these customers or a reduction in purchases by any of them could adversely affect our business, results of operations and financial condition

- We are dependent on global suppliers for the supply of raw materials and key inputs and may not be able to reduce our dependency on such imports. If critical components or raw materials become scarce or unavailable, then we may incur delays in manufacturing and delivery of our products and in completing our development programs, which could damage our business.

- Our operations are dependent on our continued research and development initiatives, and our inability to identify and understand, or keep up with evolving industry trends, technological advancements, customer preferences and develop new products to meet our customers' demands may adversely affect our business.

- The disruption, shutdown or breakdown of operations at our manufacturing facilities may have a material adverse effect on our business, financial condition and results of operations.

- We typically do not enter into long-term arrangements with our customers, and do not have any firm commitment of quantity or price of products to be supplied thereunder. If our customers choose not to renew their agreements with us or continue to place order with us, our business and results of operations will be adversely affected.

- We derived a portion (more than 50%) of our revenue from operations in each of the last three Financial Years from customers in the Indian telecommunication sector. Any adverse changes in the Indian telecommunications sector could adversely impact our business, results of operations and financial condition.

- We depend on third parties for the uninterrupted supply of components and raw material and delivery of our products. Volatility in the price or disruption in the supply of raw materials or failure of our suppliers to meet their obligations could impact our production and increase our costs.

- If the current sales of our Li-ion based energy storage solutions ("**Li-ion Batteries**") are not maintained due to, amongst others, any delay in the industry wide adoption of Li-ion Batteries or its obsolescence in the future, our business, financial condition and results of operations may be adversely affected.

- A portion of our revenue from our Critical Power Business is dependent on us winning bids. Bidding for a tender involves various management activities such as cost estimations and an inability to accurately measure the cost may lead to loss of tender creating an adverse impact on our business, results of operations, financial condition and cash flows.

For details regarding factors that could cause actual results to differ from expectations, see "***Risk Factors***", "***Our Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on pages 28, 192 and 348, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

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

Forward-looking statements reflect current views as on the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, the Promoter Selling Shareholder, the Book Running Lead Managers nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations, our Company will ensure that the Bidders in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchanges for the Equity Shares pursuant to the Offer.

In accordance with requirements of SEBI and as prescribed under applicable law, the Promoter Selling Shareholder shall ensure that the Bidders in India are informed by our Company of material developments, only in relation to statements and undertakings specifically undertaken or confirmed by such Promoter Selling Shareholder in relation to itself and the Offered Shares in this Draft Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges for the respective portion of the Offered Shares pursuant to the Offer. Only statements and undertakings which are specifically confirmed or undertaken by the Promoter Selling Shareholder, as the case may be, in this Draft Red Herring Prospectus shall be deemed to be statements and undertakings made by such Promoter Selling Shareholder.

SUMMARY OF THIS DRAFT RED HERRING PROSPECTUS

*This section is a general summary of certain disclosures included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including the sections titled "**Risk Factors**", "**The Offer**", "**Capital Structure**", "**Objects of the Offer**", "**Industry Overview**", "**Our Business**", "**Our Promoters and Promoter Group**", "**Restated Consolidated Financial Information**", "**Management's Discussion and Analysis of Business and Results of Operations**", "**Outstanding Litigation and Material Developments**", "**Offer Procedure**"and "**Main Provisions of Articles of Association**" beginning on pages 28, 72, 89, 102, 150, 192, 259, 266, 348, 381, 411 and 431, respectively, of this Draft Red Herring Prospectus.*

*We have exclusively commissioned and paid for the services of independent third party research agency, CRISIL, and have relied on the report titled "Industry Report on EV Chargers, Telecom Power, Telecom & Data Centre Energy Storage Systems" (the "**CRISIL Report**") dated September 2023, for industry related data in this Draft Red Herring Prospectus, including in the sections "**Industry Overview**", "**Our Business**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on pages 150, 192 and 348, respectively. We engaged CRISIL in connection with the preparation of the CRISIL Report pursuant to an engagement letter dated June 29, 2023 and commissioned and paid for such report for the purposes of confirming our understanding of the industry in connection with the Offer. The CRISIL Report will be available on the website of our Company at https://www.exicom.in/investors.html. from the date of this Draft Red Herring Prospectus until the Bid/Offer Closing Date and has also been included in "**Material Contracts and Documents for Inspection – Material Documents**" on page 457. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year, refers to such information for the relevant Financial Year.*

Summary of the primary business of our Company

Incorporated in 1994, we are an India headquartered power management solutions provider, operating under two business verticals, (i) our electric vehicle supply equipment ("**EV Charger(s)**") solutions business, wherein we provide smart charging systems with innovative technology for residential, business, and public charging use in India ("**EV Charger Business**"); and (ii) our critical power solutions business, wherein we design, manufacture and service critical digital infrastructure technology to deliver overall energy management at telecommunications sites and enterprise environments in India and overseas ("**Critical Power Business**"). We were amongst the first entrants in the EV Chargers manufacturing segment in India and as of March 31, 2023, we are amongst the market leaders, with a market share of 60% and 25% in the residential and public charging segments, respectively (*Source: CRISIL Report*). Furthermore, in our Critical Power Business, we occupy a market share of 16% in the DC Power Systems market and are recognized as a leading player in the market for Li-ion Batteries for application in the telecommunications sector, having a market share of approximately 10% as of March 31, 2023 (*Source: CRISIL Report*).

We aim to be an impact business contributing to the sustainable energy transition by enabling electrification of transportation, and energy stability of digital communication infrastructure.

Summary of industry in which our Company operates

The increasing demand for mobile data and voice services, the growing adoption of 4G and 5G networks, and the need for reliable and uninterrupted power supply for telecommunication towers are the key factors driving the growth of the global telecommunication power market, which is projected to grow at a CAGR of 9.4% from 2023 to 2028, reaching USD 6.6 billion. The market size for telecommunication DC power systems (including hybrid systems) in India is estimated at ₹ ~15 billion for Financial Year 2023, with upgradation and replacement demand expected to drive the industry with 75% demand while balance 25% demand expected on account of new tower additions. The ESS market for telecommunications is expected to grow from ₹ 19.5 billion in Financial Year 2023 to ₹ 36.1 billion in Financial Year 2028 at a CAGR of 13.5%, with an aggregate market potential of ₹ ~150 billion over Financial Year 2023 – Financial Year 2028, while market size of Li-ion battery energy storage systems in data centres is estimated to grow from ₹ 3.2 billion in 2023 to ₹ 47.0 billion in 2028. Globally, the EV Charging market for public chargers is projected to grow exponentially from an estimated 2.61 million units in 2022 to

16.39 million units by 2027, at a CAGR of 44.4%. CRISIL MI&A estimates the current EV charging market in India to be valued at ~₹ 8.5 billion as of Financial Year 2023. (*Source: CRISIL Report*) See "***Industry Overview***" beginning on page 150.

Promoters

Our Promoters are:

(i) NextWave Communications Private Limited; and
(ii) Anant Nahata.

See "***Our Promoters and Promoter Group – Individual Promoter***" and "***Our Promoters and Promoter Group – Corporate Promoter***" on pages 259 and 259.

Offer Size

The following table summarizes the details of the Offer.

Offer	**[●] Equity Shares, aggregating up to ₹ [●] million**
of which	
Fresh Issue(1)	[●] Equity Shares, aggregating up to ₹ 4,000.00 million
Offer for Sale(2)	Up to 7,400,000 Equity Shares, aggregating up to ₹ [●] million by the Promoter Selling Shareholder

(1) *Our Board has authorized the Offer, pursuant to its resolution dated September 15, 2023. Our Shareholders have authorized the Fresh Issue pursuant to their resolution dated September 16, 2023. Further, our Board has taken on record the approval for the Offer for Sale by the Promoter Selling Shareholder pursuant to its resolution dated September 15, 2023.*

(2) *The Equity Shares being offered by the Promoter Selling Shareholder are eligible for being offered for sale pursuant to the Offer in terms of Regulation 8 of the SEBI ICDR Regulations. Further, in accordance with Regulation 8A of the SEBI ICDR Regulations, the Equity Shares offered for sale by (i) Selling Shareholder holding, individually or with persons acting in concert, more than 20% of the pre-Offer shareholding of our Company (on a fully-diluted basis), shall not exceed more than 50% of their respective pre-Offer shareholding (on a fully-diluted basis) and (ii) Selling Shareholder holding, individually or with persons acting in concert, less than 20% of pre-Offer shareholding of our Company (on a fully-diluted basis), shall not exceed more than 10% of the pre-Offer shareholding of our Company (on a fully-diluted basis). For details of authorizations of the Promoter Selling Shareholder in relation to its Offered Shares, see "**Other Regulatory and Statutory Disclosures – Authority for the Offer – Approvals from the Selling Shareholder**" on page 388.*

The Offer would constitute [●]% of the post-Offer paid-up Equity Share capital of our Company.

Our Company, in consultation with the BRLMs, may consider a further issue of Equity Shares as may be permitted under applicable law to any person(s) of [●] Equity Shares for an amount aggregating up to ₹ 800.00 million, at its discretion, prior to the filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of SCRR. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue. See '***The Offer***' and '***Offer Structure***' beginning on pages 72 and 408, respectively.

Objects of the Offer

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

Particulars	**Amount (in ₹ million)(1)**	**Percentage of Net Proceeds(%)**
Part-financing the cost towards setting up of production/assembly lines at the planned manufacturing facility in Telangana	1,514.71	[●]
Repayment/pre-payment, in part or full, of certain borrowings of our Company	502.98	[●]
Part-funding incremental working capital requirements	690.00	[●]
Investment in R&D and product development	400.00	[●]
General corporate purposes(1)	[●]	[●]
Total Net Proceeds(1)(2)	[●]	**100.00**

(1) *Includes the proceeds, if any, received pursuant to the Pre-IPO Placement which may be undertaken at the discretion of our Company, in consultation with the 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. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus. Upon allotment of specified securities pursuant to the Pre-IPO Placement, we may utilize the proceeds from the Pre-IPO Placement towards the Objects as set out in this section. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue.*

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

See "***Objects of the Offer***" beginning on page 102.

Aggregate pre-Offer Shareholding of Promoters (including the Promoter Selling Shareholder), and members of our Promoter Group

The aggregate pre-Offer shareholding of our corporate Promoter (also the Promoter Selling Shareholder) and members of our Promoter Group as a percentage of pre-Offer paid-up Equity Share capital of our Company is set forth below:

S.No.	Name of Shareholder	Pre-Offer	
		No. of Equity Shares held	% of Equity Share capital
Promoters*			
1.	NextWave Communications Private Limited**	66,014,028	71.45
Promoter Group			
2.	HFCL Limited	7,562,676	8.19
3.	Vinsan Brothers Private Limited	12,992,304	14.06
4.	Satellite Finance Private Limited	4,530,000	4.90
5.	Mahendra Nahata	1,200	Negligible
Total		**91,100,208**	**98.60**

**Our individual Promoter, Anant Nahata does not directly hold any Equity Shares.*
***Also the Promoter Selling Shareholder.*

As on the date of this Draft Red Herring Prospectus, our individual Promoter, Anant Nahata, does not directly hold any Equity Shares of our Company.

Summary of selected financial information derived from our Restated Consolidated Financial Information

The details of certain financial information as set out under the SEBI ICDR Regulations as at and for the Financial Years ended March 31, 2023, March 31, 2022, and March 31, 2021, as derived from the Restated Consolidated Financial Information are set forth below:

(*in ₹ million except per share data*)

Particulars	As at and for the Financial Year ended March 31, 2023	As at and for the Financial Year ended March 31, 2022	As at and for the Financial Year ended March 31, 2021
Share capital	72.30	72.30	72.30
Net worth	2,319.99	2,215.72	2,134.42
Revenue from operations	7,079.30	8,428.05	5,129.05
Profit/(Loss) for the years from continuing operations	310.31	303.95	126.76
Profit after tax	63.72	51.36	34.50
Earnings per share for continuing operations – Basic (in ₹)	3.38	3.31	1.38
Earnings per share for continuing operations – Diluted (in ₹)	3.38	3.31	1.38
Earnings per share from continuing and discontinued operations – Basic (in ₹)	0.69	0.56	0.38
Earnings per share for continuing and discontinued operations – Diluted (in ₹)	0.69	0.56	0.38
Net asset value per Equity Share (in ₹)	25.24	24.10	23.22
Total borrowings	1,179.15	1,076.69	1,017.63

Notes:

(1) *Net worth means equity share capital plus other equity.*
(2) *Revenue from Operations means the revenue from operations as appearing in the Restated Consolidated Financial Information.*
(3) *Profit after Tax means profit / (loss) for the year from continuing and discontinued operations as appearing in the Restated Consolidated Financial Information.*
(4) *Basic earnings per share (₹) = Net profit after tax (from continuing operations/from continuing and discontinued operations, as the case may be) attributable to owners of the Company, as restated divided by /Weighted average number of equity shares outstanding during the year.*
(5) *Diluted Earnings per share (₹) = Net profit after tax (from continuing operations/from continuing and discontinued operations, as the case may be)attributable to owners of the Company, as restated divided by Weighted average number of potential Equity Shares outstanding during the year.*
(6) *Net asset value per equity share represents total Net Worth as at the end of the fiscal year/ period, as restated, divided by the number of Equity Shares outstanding at the end of the year/ period Net worth means equity share capital plus other equity*

(7) *Borrowings consist of current and non-current (including current maturities of long term borrowings) borrowings as per the Restated Consolidated Financial Information.*

(8) *Subsequent to March 31, 2023, our Company undertook a bonus issue of Equity Shares in the proportion of 11 Equity Shares for every one Equity Share held by the Shareholders as on the record date as September 15, 2023, pursuant to resolutions dated September 15, 2023 and September 16, 2023 passed by our Board and Shareholders, respectively and the calculation of earnings per share (basic and diluted) and net asset value per equity shares takes into consideration such bonus issue. See "**Capital Structure - Equity Share capital history of our Company**" on page 90.*

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

There are no auditor qualifications that have not been given effect to in the Restated Consolidated Financial Information.

Summary of Outstanding Litigation and Material Developments

A summary of outstanding litigation proceedings involving our Company, our Subsidiaries, our Promoters, and our Directors as disclosed in this Draft Red Herring Prospectus, is set forth below:

Name	Criminal proceedings	Tax proceedings	Statutory or regulatory actions	Disciplinary actions by the SEBI or Stock Exchanges against the Promoters	Material pending civil litigation	Aggregate amount involved (in ₹ million)*
Company						
By the Company	1	Nil	Nil	N.A.	Nil	Nil
Against the Company	Nil	11	1	N.A.	Nil	27.47
Subsidiaries						
By the Subsidiaries	Nil	Nil	Nil	N.A.	1	41.80
Against the Subsidiaries	Nil	Nil	Nil	N.A.	Nil	Nil
Directors						
By the Directors	Nil	Nil	Nil	N.A.	Nil	Nil
Against the Directors	Nil	Nil	Nil	N.A.	Nil	Nil
Promoters						
By the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoters	Nil	Nil	Nil	Nil	Nil	Nil

** Amount to the extent quantifiable.*

Further, as on the date of this Draft Red Herring Prospectus, there are no pending litigation proceedings involving our Group Companies which would have a material impact on our Company. See "***Outstanding Litigation and Material Developments***" beginning on page 381.

Risk Factors

Specific attention of the investors is invited to "***Risk Factors***" beginning on page 28. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer.

Summary of contingent liabilities

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

Nature of Contingent Liabilities	As of March 31, 2023 *(in ₹ millions)*
Guarantees given by the bank on behalf of our Company	377.13
Letter of credit given by the bank on behalf of our Company (margin money for letters of credit and bank guarantees kept by way of fixed deposits of ₹ 108.48 millions (Financial Year 2022 ₹ 101.69 millions and Financial Year 2021 ₹ 107.83 millions)	126.36
Additional demand of custom duty raised on our Company	0.70

Nature of Contingent Liabilities	As of March 31, 2023 (in ₹ millions)
Amount demanded by the sales tax authorities of various states but liability not provided for on account of appeals against the same*	26.48
Total	**530.67**

** The Group's pending litigation comprises claims against the Group and proceedings pending with tax authorities/statutory authorities. The Group has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in the Restated Consolidated Financial Information. The Group does not expect the outcome of these proceedings to have a material impact on its financial position.*

During Financial Year 2019-2020 the Company has received refund on April 23, 2019 pertaining to Financial Year 2011-2012 (₹ 5.47 million), Financial Year 2012-2013 (₹ 0.13 millions), Financial Year 2013-2014 (₹ 7.81 millions) against the sales tax assessment relief granted by the relevant tribunal on November 17, 2018. Against this relief the Sales Tax Department has filed revision application before the High Court, which has been dismissed on March 28, 2019. The Sales Tax Department has filed an application before the Supreme Court of India, which is currently pending. Accordingly, ₹ 13.41 millions is treated as contingent liability.

During Financial Year 2020-2021, the Company received a demand orders for ₹ 13.07 million and ₹ 0.64 million against the sales tax assessment for Financial Year 2014-2015 and Financial Year 2015-2016, respectively, from the office of Deputy Commissioner of Sales Tax, Patna. Accordingly, ₹ 13.71 millions is treated as contingent liability. The Company has filed application before the Additional Commissioner of Sales Tax (Appeals), Patna on April 26, 2023

Notes:

The Group periodically reviews all its long-term contracts to assess for any material foreseeable losses. Based on such review wherever applicable, the group has made adequate provisions for these long-term contracts in the books of account as required under any applicable law/accounting standard.

As at March 31, 2023 the group did not have any outstanding long-term derivative contracts.

See "***Restated Consolidated Financial Information – Note 48 – Commitments and Contingencies***" on page 322.

Summary of Related Party Transactions

The summary of the related party transactions as per Ind AS 24, read with the SEBI ICDR Regulations as at and for Financial Year ended March 31, 2023, March 31, 2022 and March 31, 2021, derived from the Restated Consolidated Financial Information, is set forth below:

(in ₹ millions)

Nature of transaction	For the Financial Year ended		
	March 31,2023	March 31, 2022	March 31, 2021
(i) Tranactions During The Year			
Issue of 6% Compulsorily Convertible Debentures			
NextWave Communications Private Limited	-	-	750.00
Purchase of goods			
EESPL	22.17	-	-
Innovative Roof Solar Solution LLP	-	-	0.12
HFCL Limited	-	-	23.51
HTL Limited	9.89	11.21	0.00
Polixel Security Systems Private Limited	-	0.25	-
Services received			
Innovative Roof Solar Solution LLP	-	0.02	0.01
HFCL Limited	30.98	13.54	3.31
Sitting Fees			
Himanshu Baid	0.60	0.40	0.05
Subhash Chander Rustgi	0.50	0.50	0.50
Leena Pribhdas Gidwani	0.40	0.40	0.50
Brij Behari Tandon	-	-	0.70
Sale of Goods			
HFCL Limited	6.02	65.90	58.96
EESPL	229.53	-	-
HTL Limited	1.85	3.92	-
Services rendered			
HFCL Limited	9.20	75.02	23.95
Interest Expenses			-
NextWave Communications Private Limited	58.62	57.48	22.81

Nature of transaction	For the Financial Year ended		
	March 31,2023	March 31, 2022	March 31, 2021
Satellite Finance Private Limited	0.91	-	-
Rent Income			
HFCL Limited	8.40	8.40	-
EESPL	20.14	-	-
Exicom Power Systems Private Limited	3.34	-	-
Hairdramaco India Private Limited	0.05	-	-
Rent Paid			
HFCL Limited	4.59	4.59	0.42
Management Fees Income			
EESPL	18.00	-	-
Expenses paid on behalf of			
Gratuity Trust	0.01	0.02	-
Expenses Charged Back			
EESPL	25.76	-	-
Loan Received			
Whole time director*	27.50	-	40.00
Satellite Finance Private Limited	40.00	-	-
Loan Repaid			
Whole time director*	27.50	10.00	-
Satellite Finance Private Limited	40.00	-	-

Note: All related party transactions entered during the year were in ordinary course of the business and on arm's length basis.
** Anant Nahata*

For details of the related party transactions, see "***Restated Consolidated Financial Information – Note 50 - Related Party Disclosures***" on page 324.

Financing Arrangements

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

Weighted average price at which Equity Shares were acquired by our Promoters (including the Promoter Selling Shareholder) during the one year preceding the date of this Draft Red Herring Prospectus

Name	Number of Equity Shares acquired in last one year	Weighted average price of Equity Shares acquired in the last one year (in ₹)*
Individual Promoter		
Anant Nahata	Nil	Nil
Corporate Promoter		
NextWave Communications Private Limited**	60,982,343	8.20^

** As certified by the Statutory Auditors, Khandelwal Jain & Co., Chartered Accountants, pursuant to certificate dated September 27, 2023.*
*** Also the Promoter Selling Shareholder.*
*^ Subsequent to March 31, 2023, our Company undertook a bonus issue of Equity Shares in the proportion of 11 Equity Shares for every one Equity Share held by the Shareholders as on the record date as September 15, 2023, pursuant to resolutions dated September 15, 2023 and September 16, 2023 passed by our Board and Shareholders, respectively and the weighted average price has been adjusted for the bonus issue. See "**Capital Structure - Equity Share capital history of our Company**" on page 90.*

Details of price at which Equity Shares were acquired in the three years immediately preceding the date of this Draft Red Herring Prospectus

Except as disclosed below, none of our Promoters (including the Promoter Selling Sahreholder) and members of our Promoter Group, have acquired any Equity Shares in the three years immediately preceding the date of this Draft Red Herring Prospectus.

S. No.	Name of the acquirer/ Shareholder	Promoters/ Promoter Group/ Selling Shareholder/ Shareholders with right to nominate directors or other special rights	Date of acquisition of Equity Shares	Number of Equity Shares	Face value of the Equity Share (in ₹)	Acquisition price per Equity Share (in ₹)*
1.	NextWave Communications Private Limited [3]	Promoter	August 11, 2023	469,484	10	1,065[1]
2.	NextWave Communications Private Limited [3]	Promoter	September 16, 2023	60,512,859	10	Not applicable[2]
3.	Vinsan Brothers Private Limited	Promoter Group	September 16, 2023	11,909,612	10	Not applicable[2]
4.	HFCL Limited	Promoter Group	September 16, 2023	6,932,453	10	Not applicable[2]
5.	Satellite Finance Private Limited	Promoter Group	September 16, 2023	4,152,500	10	Not applicable[2]
6.	Mahendra Nahata	Promoter Group	September 16, 2023	1,100	10	Not applicable[2]

** As certified by the Statutory Auditors, Khandelwal Jain & Co., Chartered Accountants, pursuant to certificate dated September 27, 2023.*

*(1) Pursuant to a resolution passed by our Board in its meeting held on August 11, 2023, 469,484 compulsory convertible debentures having a face value of ₹ 1,065 each ("**CCDs**") held by NextWave Communications Private Limited were converted into 469,484 Equity Shares, and allotted to NextWave Communications Private Limited. However, the entire consideration for such Equity Shares (issued pursuant to such conversion) was paid at the time of allotment of the CCDs. See "**Capital Structure - Equity Share capital history of our Company"** on page 90.*

*(2) Equity Shares acquired pursuant to bonus issue approved by our Board and Shareholders by way of resolutions dated September 15, 2023 and September 16, 2023, respectively. Represents cost of Equity Shares issued pursuant to bonus issue (which were issued at nil consideration) See "**Capital Structure - Equity Share capital history of our Company**" on page 90.*

(3) Also the Promoter Selling Shareholder

As on the date of this Draft Red Herring Prospectus, none of our Shareholders have any special rights including the right to nominate directors on the Board.

Average cost of acquisition for our Promoters (including the Promoter Selling Shareholder)

The average cost of acquisition per Equity Share acquired by our Promoters (including the Promoter Selling Shareholder), as on the date of this Draft Red Herring Prospectus is set forth below:

S. No.	Name of Promoter/Selling Shareholder	Number of Equity Shares	Average cost of acquisition per Equity Share (in ₹)*
Promoter			
1.	NextWave Communications Private Limited[2]	66,014,028	16.93[1]

** As certified by the Statutory Auditors, Khandelwal Jain & Co., Chartered Accountants, pursuant to certificate dated September 27, 2023.*
****

*(1) Subsequent to March 31, 2023, our Company undertook a bonus issue of Equity Shares in the proportion of 11 Equity Shares for every one Equity Share held by the Shareholders as on the record date as September 15, 2023, pursuant to resolutions dated September 15, 2023 and September 16, 2023 passed by our Board and Shareholders, respectively and the average cost of acquisition adjusted for the bonus issue. See "**Capital Structure - Equity Share capital history of our Company**" on page 90.*

(2)Also the Promoter Selling Shareholder

As on the date of this Draft Red Herring Prospectus, our individual Promoter, Anant Nahata, does not directly hold any Equity Shares. See "***Capital Structure - Shareholding of our Promoters and the members of our Promoter Group***" on page 95.

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

The weighted average cost of acquisition for all Equity Shares transacted during the one year, eighteen months and three years preceding the date of the Draft Red Herring Prospectus is set forth below:

Period	Weighted average cost of acquisition (in ₹)# (2)	Cap Price is 'x' times the weighted average cost of acquisition*	Range of acquisition price: lowest price – highest price# (in ₹)
One year preceding the date of this Draft Red Herring Prospectus	8.20	[●]	Nil(1)-1,065
18 months preceding the date of this Draft Red Herring Prospectus	8.20	[●]	Nil(1)-1,065
Three years preceding the date of this Draft Red Herring Prospectus	8.20	[●]	Nil(1)-1,065

 # As certified by the Statutory Auditors, Khandelwal Jain & Co., Chartered Accountants, pursuant to certificate dated September 27, 2023.
** To be updated upon finalization of the Price Band.*
(1)Represents cost of Equity Shares issued pursuant to bonus issue (which were issued at nil consideration)
*(2)Subsequent to March 31, 2023, our Company undertook a bonus issue of Equity Shares in the proportion of 11 Equity Shares for every one Equity Share held by the Shareholders as on the record date as September 15, 2023, pursuant to resolutions dated September 15, 2023 and September 16, 2023 passed by our Board and Shareholders, respectively and the weighted average cost of acquisition adjusted for the bonus issue. See "**Capital Structure - Equity Share capital history of our Company**" on page 90.*

Details of Pre-IPO Placement

Our Company in consultation with the BRLMs, may consider a further issue of Equity Shares as may be permitted under applicable law to any person(s) of [●] Equity Shares for an amount aggregating up to ₹ 800.00 million, at its discretion, prior to the filing of the Red Herring Prospectus with the RoC. If the Pre-IPO Placement is undertaken, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of SCRR. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue.

Issue of Equity Shares through bonus or for consideration other than cash during the last year

Except the bonus issue of 84,696,557 Equity Shares on September 16, 2023, our Company has not issued any Equity Shares through bonus or for consideration other than cash during the one year preceding the date of this Draft Red Herring Prospectus.

See "***Capital Structure - Equity Share capital history of our Company***" on page 90.

Split/Consolidation of Equity Shares in the last one year

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

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

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

SECTION II: RISK FACTORS

*An investment in equity shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. We have described below the risks and uncertainties that our management believes are material, but these risks are not exhaustive or the only ones relevant to us, the Equity Shares or the industries in which we currently operate or may propose to operate. Additional risks and uncertainties, not presently known to us or that we currently do not deem material may arise or may become material in the future. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial implication of any of the risks mentioned below. If any or a combination of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the trading price of the Equity Shares could decline, and investors may lose all or part of their investment. Furthermore, some events may be material collectively rather than individually and some risks may have an impact which is qualitative in nature but cannot be quantified. This Draft Red Herring Prospectus also contains forward-looking statements, which refer to future events that involve known and unknown risks, uncertainties and other factors, many of which are beyond our control, which may cause the actual results to be materially different from those expressed or implied by the forward-looking statements. See "**Forward-looking Statements**" beginning on page 18.*

*In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with "**Industry Overview**", "**Our Business**", "**Key Regulations and Policies in India**", "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" and "**Outstanding Litigation and Material Developments**" beginning on pages 150, 192, 227, 348 and 381, 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. Potential investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Offer. You should pay particular attention to the fact that we are incorporated under the laws of India and are subject to a legal and regulatory environment that may be different from that in other countries.*

*Unless the context requires otherwise, all financial information included herein is derived from our Restated Consolidated Financial Information included in '**Financial Information**' beginning on page 266. Our Financial Year ends on March 31 of each year, and references to a particular Financial Year are to the twelve months ended March 31 of that year.*

*Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus are derived from the report titled, "Industry Report on EV Chargers, Telecom Power, Telecom & Data Centre Energy Storage Systems" dated September 2023 ("**CRISIL Report**") prepared by CRISIL Limited, appointed by our Company pursuant to an engagement letter dated June 29, 2023. The CRISIL Report has been commissioned by and paid for by our Company, exclusively in connection with the Offer. The CRISIL Report is available on the website of our Company at https://www.exicom.in/investors.html. Unless otherwise indicated the information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year. See "**Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data**", "**- Internal Risk Factors –This Draft Red Herring Prospectus contains information from an industry report, prepared by an independent third-party research agency, CRISIL, which we have commissioned and paid for purposes of confirming our understanding of the industry exclusively in connection with the Offer and reliance on such information for making an investment decision in the Offer is subject to certain inherent risks**" and "**Industry Overview**" on pages 16, 63 and beginning on page 150, respectively.*

Internal Risk Factors

1. ***Our electric vehicle supply equipment business ("EV Charger Business") is correlated with and thus dependent upon the continuing rapid adoption of, and demand for electric vehicles ("EVs")***

Our potential profitability and growth is dependent upon the continued adoption of EVs by businesses, end-users and fleet operators, continued support from regulatory programs and in each case, the use of our EV chargers, any of which may not occur at the levels we currently anticipate or at all. The EV industry in India is at a nascent stage and characterized by rapidly changing technologies and increasing consumer choice as it relates to available EV models, their pricing and performance, evolving government regulation and industry standards, changing consumer preferences and behaviors, and governmental initiatives related to climate change and the environment generally (*Source: CRISIL Report)*. Although as per the CRISIL Report, the Indian EV industry is one of the fastest growing markets in the world, with growth of approximately over 130% from Financial Year ended March 31, 2022 (despite lack of FAME demand incentive, albeit on a lower base) (*Source: CRISIL Report*), there is no guarantee of continuing future demand. Residential, business and public charging may not develop as expected and may fail to attract projected market share of the total EV Charger market. If the market for EVs develops more slowly than expected, or if demand for EVs decreases, there can be no assurance that our past performance will continue at a comparable scale in the future and our business, prospects, financial condition and operating results would be harmed. The table below sets forth our revenue from operations from the EV Charger Business in the Financial Years stated:

Particulars	**Financial Year**					
	2023		**2022**		**2021**	
	Amount (₹ million)	**% of total revenue from operations**	**Amount (₹ million)**	**% of total revenue from operations**	**Amount (₹ million)**	**% of total revenue from operations**
Revenue from EV Charger Business	2,242.09	31.67	710.99	8.44	441.20	8.60

As per the CRISIL Report, the market for EVs could be affected by numerous factors, such as:

- perception of EV features, quality, driver experience, safety, performance and cost;
- perception of the limited range over which EVs may be driven on a single battery charge and about availability and access to sufficient public EV charging stations;
- competition, including from other types of alternative fuel vehicles (such as hydrogen fuel cell vehicles), plug-in hybrid EVs and high fuel-economy internal combustion engine vehicles;
- EV supply chain disruptions including but not limited to availability of certain components (e.g., semi-conductors), ability of EV OEMs to ramp-up EV production, availability of batteries, and battery materials;
- concerns regarding the stability of the electrical grid;
- availability of service for EVs;
- the number, cost of ownership and variety of EV models available for purchase; and
- changes in government mandates, regulations or quotas regarding the sale of EVs.

For instance, recently the subsidy available for two-wheelers ("**2W**") under Faster Adoption and Manufacturing of (Hybrid &) Electric Vehicles in India ("**FAME-II**") scheme was reduced for 2Ws registered on or after June 1, 2023. Any such unfavourable changes in the governments' regulations may lead to a decline in the adoption/demand of EVs, which may in turn lead to a decline in demand for our products.
Our ability to gain market share in the EV chargers market is also dependent on the ability of our automotive original equipment manufacturers ("**OEM**") customers to develop and sell EVs and the end-consumers' willingness to adopt EVs. While many OEMs have announced plans for new EV models (*Source: CRISIL Report*), the lineup of EV models with increasing charging needs expected to come to market over the next several years may not materialize in that time-frame or may fail to attract sufficient customer demand.

Our growth strategy includes capitalizing on and strengthening our position in the growing EV industry in India,. See "***Our Business - Our Strategies- Capitalize on EVSE industry tailwinds, including through proposed expansion***" on page 202. Our estimates of future EV adoption and the total addressable market for our EV Chargers and services, whether obtained from third-party sources or developed internally, are subject to significant uncertainty and are based on assumptions and estimates that may prove to be inaccurate, which may adversely affect our business prospects and financial performance.Our ability to remain profitable in the future would also be dependent on the design, development and marketability of our EV Chargers, while controlling costs to achieve expected margins. If we are unable to efficiently design, develop, market, deploy, and supply our EV Chargers, our margins, profitability and prospects could be materially and adversely affected. Further, we cannot assure you that expanding our products portfolio by designing, developing and/or manufacturing new products will enable us to establish new customer bases and cater to the various use cases that our products address.

2. ***We are dependent on the five most significant customers under our critical power solutions business ("Critical Power Business"), who contributed over 50% of our revenue from operations in each of the last***

three Financial Years. Loss of any of these customers or a reduction in purchases by any of them could adversely affect our business, results of operations and financial condition.

We derived a substantial portion of our revenue from operations from the sale of products and services to our five most significant Critical Power Business customers. The table below sets forth the revenue from operations derived from our top five Critical Power Business customers for the Fiscals stated:

Particulars	**Financial Year**					
	2023		**2022**		**2021**	
	Amount (₹ million)	**% of total revenue from operations**	**Amount (₹ million)**	**% of total revenue from operations**	**Amount (₹ million)**	**% of total revenue from operations**
Five most significant Critical Power Business customers	3,612.01	51.02	6,891.58	81.77	3,723.85	72.60

We have historically been dependent, and expect to depend, on such customers, for a substantial portion of our revenue and the loss of any them for any reason (including due to loss of, or failure to renew existing arrangements; limitation to meet any change in quality specification, customization requirements, change in technology; disputes with a customer; adverse changes in the financial condition of our customers, such as possible bankruptcy or liquidation or other financial hardship) could have a material adverse effect on our business, results of operations and financial condition. Additionally, as our five most significant customers under this business vertical include PSUs, we may be unable to win bids and secure the tenders of the said PSUs for similar volumes of demand or at all, which may adversely effect on our business, results of operations and financial condition. See "***-Internal Risk Factors - A significant portion of our revenue from our Critical Power Business is dependent on us winning bids. Bidding for a tender involves various management activities such as cost estimations and an inability to accurately measure the cost may lead to loss of tender creating an adverse impact on our business, results of operations, financial condition and cash flows***" on page 37.

While we have entered into contractual arrangements with certain of such customers, the quantity of products to be provided is typically set out by way of purchase orders. Further, we do not typically enter into long-term arrangements with of our customers, and we cannot predict with certainty that purchase orders will be in one period as consistently as they have been in prior periods. We also rely on purchase orders issued by a majority of our customers from time to time to set out the price per unit, delivery schedules, volume and other terms of sales for our products. Also see "***-Internal Risk Factors- We typically do not have any long term arrangements with a majority of our customers, or any firm commitment of quantity or term with them***" on page 33. Further, such continuing arrangements or purchase orders may be cancelled unilaterally with or without cause with prior notice and should such cancellation take place, it may have an adverse impact on our revenue and results of operations. There can be no assurance that any customers will not cancel orders in the future which may have an impact on our results of operations and business in the future. Furthermore, there is no assurance that our most significant customers will continue to source products from us at volumes or rates consistent with, and commensurate to, the amount of business received from them historically, or at all. While our five most significant Critical Power Business customers have not terminated their arrangements with us in the past, any decrease in the demand for our products from our customers, or a termination of our arrangements altogether, would adversely impact our results of operations, financial condition and cash flow.

3. ***We are dependent on global suppliers for the supply of raw materials and key inputs and may not be able to reduce our dependency on such imports. If critical components or raw materials become scarce or unavailable, then we may incur delays in manufacturing and delivery of our products and in completing our development programs, which could damage our business.***

We import certain of our raw materials and key inputs such as Li-ion cells and battery packs, semi-conductors, rectifier modules and other critical components required for manufacturing our products from suppliers in China, Singapore, Hong Kong, South Korea among others. The table below sets forth details of our expenditure on raw materials and key inputs from global and domestic suppliers, including as a percentage of our total cost of material consumed and as a percentage of our total revenue from operations, during the Financial Years stated:

Cost of raw materials by supplier category	Financial Year 2023			2022			2021		
	Amount of expenditure (₹ million)	% of total cost of material	% of total revenue from operation	Amount of expenditure (₹ million)	% of total cost of material	% of total revenue from operations	Amount of expenditure (₹ million)	% of total cost of material	% of total revenue from operations
Global	3,400.51	65.67	48.03	5,481.61	84.09	65.04	2,585.35	66.68	50.41
Domestic	1,777.81	34.33	25.11	1,037.12	15.91	12.31	1,291.72	33.32	25.18
Total	**5,178.32**	**100.00**	**73.14**	**6,518.73**	**100.00**	**77.35**	**3,877.07**	**100.00**	**75.59**

We have long standing relationships with certain of our suppliers although we do not have long-term or continuing contractual arrangements with such suppliers. We primarily procure our key raw materials and inputs by way of purchase orders on an ongoing basis, and accordingly do not typically have fixed prices under our supply arrangements on a continuing basis, and may therefore require to pay prevailing market prices for such raw materials and inputs. While we have entered into continuing agreements with certain of our key suppliers, pursuant to which we provide the suppliers with specifications for the products, there is no fixed commitment of quantity or price under such contractual arrangements, which are only stipulated by way of purchase orders issued under such contractual arrangements from time to time. Further, the term of our ongoing agreements entered into with suppliers ranges from one year to seven years, with automatic renewal clauses for extension of the agreements, unless terminated by either party. Further, certain of our agreements with our suppliers stipulate prices and quantities for a certain period in advance based on our forecasts, with prices being subject to revision in accordance with prevailing market conditions. Component supply and pricing can be volatile due to a number of factors beyond our control, including global demand and supply, and we may not be able to negotiated fixed and favorable pricing under our supply agreements in anticipation of price volatility due to reasons beyond our control.

Further, we cannot assure you that we would be able to meet our requirements solely through domestic suppliers and not be dependent on overseas suppliers. Any volatility in fuel prices, rising freight costs can also affect commodity prices, which in turn may significantly increase our sourcing costs, which in turn will affect our results of operations and profitability.

4. ***Our operations are dependent on our continued research and development initiatives, and our inability to identify and understand, or keep up with evolving industry trends, technological advancements, customer preferences and develop new products to meet our customers' demands may adversely affect our business.***

Our future success will depend upon our ability to refine and evolve our products to adapt to changing industry trends, technological advancements, customer preferences and regulatory requirements. Accordingly, our manufacturing operations are supported by our two R&D centres located at Gurugram, Haryana and Bengaluru, Karnataka and our dedicated R&D team, which has a strength of 144 employees as of August 31, 2023. We are required to continually develop and introduce a variety of new capabilities and enhancements to our existing product offerings, as well as introduce a variety of new product offerings, to address the changing needs of the markets in which we offer our products. Further, if we are unable to bring enough products or enhancements to market, or if products are brought to market after competing products are commercialized, our growth strategy may not be successful, and our business would be adversely affected.

The development of EV Chargers and products under our Critical Power Businesses is a costly, complex and time-consuming process, and investments in product development often involve a long wait until a return, if any, can be achieved on such investment. Our ongoing investments in product development and R&D for new products may also result in higher costs without a proportionate increase in revenues. The table below sets forth details of the R&D expenses (comprising R&D expenses and capitalized product development expenses) incurred during the Financial Years as set out below:

Particulars	Financial Year 2023		2022		2021	
	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations

R&D expenses	151.61	2.14	152.06	1.80	146.32	2.85

Delays in any part of the process, our inability to obtain necessary regulatory approvals for our products or failure of a product to be successful at any stage of its development will result in our inability to timely offer products that satisfy the market, which might allow competing products to emerge during the development and certification process and could adversely affect our business. For instance, due to lack of adequate testing infrastructure in India for our Critical Power Business products, we are required to have our products tested and certified by overseas testing laboratories, which may increase the intended timelines of our product launches due to unavailability of any testing slots. Consequently, any failure on our part to successfully introduce new products and upgrades may have an adverse effect on our business, results of operations and financial condition.

Delays in introducing new products and enhancements, the failure to choose correctly among technical alternatives or the failure to offer innovative products or enhancements at competitive prices may cause existing and potential customers to purchase our competitors' products. Though we strive to align our solutions with requirements of our customers, there can be no assurance that we will be able to secure the necessary knowledge through our own in-house product development that will allow us to continue to develop our offerings in accordance with the requirements of our customers and industry trends. For instance, while the IS:17017 standards issued by the Bureau of Indian Standards recommends both Combined Charging System Type-2 (CCS-2) (beside AC Type-2 charger) and CHAdeMO as the EVs standards for India for fast charging, the CCS-2 has emerged as the most preferred mode of charging in India, as it is supported by a wider range of EV manufacturers and can be used for both AC and DC charging (*Source: CRISIL Report*). While we aim to continue meeting future industry requirements, we cannot assure you that we will be able to achieve necessary innovations in the future through our R&D efforts. In addition, we may not be successful in anticipating or reacting to changes in the regulatory environments in which our products are sold, and the markets for our products may not develop or grow as we anticipate.

Similarly, while we endeavour to innovate enterprise specific solutions, we cannot assure you that they will find commercial acceptability in a timely manner, or at all. For instance, we introduced Li-ion Batteries for application in the telecommunication industry in India in 2013. However, we cannot assure you that there will not be a delay in wider adoption of Li-ion Batteries or an unfavourable change in estimated industry trend in this regard. See ***"- Internal Risk Factors- If the current sales of our Li-ion based energy storage solutions ("Li-ion Batteries") are not maintained due to, amongst others, any delay in the industry wide adoption of Li-ion Batteries or its obsolescence in the future, our business, financial condition and results of operations may be adversely affected"*** on page 36.

5. The disruption, shutdown or breakdown of operations at our manufacturing facilities may have a material adverse effect on our business, financial condition and results of operations.

As on the date of this Draft Red Herring Prospectus, we operate three manufacturing facilities in India, comprising our Solan Facility situated at Solan, Himachal Pradesh, and Gurugram Facility I and Gurugram Facility II situated at Gurugram, Haryana (which together have a total built-up area of 134,351.95 sq. ft.). At our Gurugram Facility I, we undertake manufacturing of products for both our Critical Power and EV Charger Businesses, while at our Gurugram Facility II, we have recently commenced manufacturing of Li-ion Batteries. At our Solan Facility, we manufacture AC-DC converters (rectifiers), which are primarily utilised for our own manufacturing operations at our Gurugram Facility I. Our business is dependent upon our ability to manage our manufacturing facilities, which are subject to various operating risks, including those beyond our control, such as the breakdown, failure of equipment or industrial accidents, fire, power interruption and other operational failures or lapses. While there have been no material instances in the past, any significant malfunction or breakdown of our machinery, our equipment, our automation systems, our IT systems or any other part of our manufacturing processes or systems (together, our "**Manufacturing Assets**") may entail significant repair and maintenance costs and cause delays in our operations. If we are unable to repair our Manufacturing Assets in a timely manner or at all, our operations may need to be suspended until we procure the appropriate Manufacturing Assets to replace them and there can be no assurance that the new Manufacturing Assets will be procured and/or integrated in a timely manner. In addition, we may be required to carry out planned shutdowns of our manufacturing facilities for maintenance, statutory inspections, customer audits and testing, or we may shut down one or more of our manufacturing facilities for capacity expansion and equipment upgrades. Set out below are our expenses incurred towards repairs to plant and machinery and other repairs incurred towards our manufacturing operations during the last three Financial Years:

Particulars	Financial Year					
	2023		2022		2021	
	Amount (₹ in million)	% of total revenue from operations	Amount (₹ in million)	% of total revenue from operations	Amount (₹ in million)	% of total revenue from operations
Repairs to plant and machinery	7.29	0.10	4.40	0.05	6.75	0.13
Other repairs	2.51	0.04	1.87	0.02	2.46	0.05
Total	**9.80**	**0.14**	**6.27**	**0.07**	**9.21**	**0.18**

Further, our Manufacturing Assets are primarily located in Northern India, in the Indian states of Haryana and Himachal Pradesh. In particular, outbreak of a pandemic or any materially adverse social, political or economic development, civil disruptions, or changes in the policies of the Indian or the state/local governments where our manufacturing facilities are situated, could adversely affect operations of our production facilities. In the future, we may also experience plant shutdowns or periods of reduced production because of regulatory issues, severe weather conditions, natural disasters or employee-related incidents that result in harm or death, delays in raw material deliveries or as a result of an escalation of the Covid-19 pandemic or related response measures. In addition, we also may face protests from local citizens at our existing facilities or while setting up new facilities, which may delay or halt our operations.

Further, we may be subject to manufacturing disruptions due to contraventions by us of any of the conditions of our regulatory approvals, which may require our manufacturing facilities to cease, or limit, production until the disputes concerning such approvals are resolved. Although we have not experienced any significant disruptions at our manufacturing facilities in the past, we cannot assure you that there will not be any disruptions in our operations in the future. Our inability to effectively respond to such events and rectify any disruption, in a timely manner and at an acceptable cost, could lead to the slowdown or shutdown of our operations or the under-utilization of our manufacturing facilities, reduction in inventory, inability to fulfil customer orders, resulting in lawsuits, which in turn may have an adverse effect on our business, financial condition and results of operations.

6. ***We typically do not enter into long-term arrangements with our customers, and do not have any firm commitment of quantity or price of products to be supplied thereunder. If our customers choose not to renew their agreements with us or continue to place order with us, our business and results of operations will be adversely affected.***

We follow a business-to-business model in our Critical Power and EV Charger Businesses. For our critical power customers, we typically transact our business based on either continuing contractual arrangements with our customers which range from one to three years, supplemented by purchase orders or standalone purchase orders issued by our customers. For our EV Charger customers, we typically transact our business on the basis of standalone purchase orders (although in very limited instances, we have entered into continuing contractual arrangements). Accordingly, we typically do not have any long-term contractual arrangements with majority of our customers in the Critical Power and EV Charger Businesses, and do not have any fixed continuing commitments of quantity of supply or term. Our pricing terms, payment cycles and permitted adjustments are generally set out in advance in our continuing arrangements or standalone purchase orders and we may not be able to renegotiate/reset prices set out, in the event of significant unanticipated changes in, for instance, raw material prices or currency exchange rate fluctuation. Due to committed delivery schedules at a pre-agreed price, we may not be able to adequately adjust our inventory and raw material costs in the event of an unanticipated change or cancellation in orders from our customers and we may, therefore, in certain events, incur additional costs that we are unable to pass through to our customers or be required to write off certain expenses.

We may encounter problems executing an order from a customer in accordance with the requirements of the customers on a timely basis. Moreover, factors beyond our control or the control of our customers may not place an order or postpone orders or cause its cancellation, including delays or failure to obtain necessary permits, authorizations, permissions, right-of-way, and other types of difficulties or obstructions. Due to the possibility of orders not being placed, cancellations or changes in scope and schedule of orders, which is typically at the discretion of our customers, or problems we encounter in order execution or reasons outside our control or the control of our customers, we cannot predict with certainty when, if or to what extent a project will be performed or that purchase orders will be in one period as consistently as they have been in prior periods.

Further, these continuing arrangements or purchase orders provide for payment of liquidated damages for delay in delivery and quality issues and we may also be required to indemnify customer against losses occurring as a result of defective products. Also see "***-Internal Risk Factors- If the products we manufacture experience quality defects, we may lose our customers and may be subject to product liability claims, which may also cause damage to our reputation and/or adversely affect our results of operations and financial condition"*** on page 45. Our relationships with our customers are therefore dependent to a large extent on our ability to regularly meet customer requirements, including price competitiveness, efficient and timely product deliveries and consistent product quality. In the event we are unable to meet such requirements in the future, it may result in decrease in orders or cessation of business from affected customers.

Delays in the completion of an order could lead to customers delaying or refusing to pay the amount, in part or full, that we expect to be paid in respect of such order. These payments often represent an important portion of the margin we expect to earn on an order. In addition, even where an order proceeds as scheduled, it is possible that the contracting parties may default or otherwise fail to pay amounts owed. Any delay, reduction in scope, cancellation, execution difficulty, payment postponement or payment default in regard to our order book or any other uncompleted orders, or disputes with customers in respect of any of the foregoing, could materially harm our cash flow position, revenues and earnings.

7. ***We derived a portion (more than 50%) of our revenue from operations in each of the last three Financial Years from customers in the Indian telecommunication sector. Any adverse changes in the Indian telecommunications sector could adversely impact our business, results of operations and financial condition.***

Our business has been and continues to be concentrated on providing critical power solutions and Li-ion Batteries to customers in the Indian telecommunications sector, being telecommunication companies and tower companies, and is therefore dependent on the performance of the telecommunications sector in India. The table below sets forth the contribution from the Indian telecommunications sector to our total revenue from operations for the Financial Years stated below.

Particulars	Financial Year					
	2023		2022		2021	
	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations
Revenue from telecommunication companies and tower companies	3,645.13	51.49	6,818.32	80.90	3,966.27	77.33

Given our dependence on customers in the Indian telecommunication sector, our business depends to an extent upon the performance of the Indian telecommunication industry, which in turn is highly competitive, with multiple players vying for market share. Intense competition often leads to price wars, reducing profitability for operators. In Financial Year 2024, the Indian telecommunication industry is expected a stable growth of 10% to 13% on account of the full impact of expected tariff hikes taken in the second half of Financial Year 2023. Additionally, migration of marginal top line 4G customers to 5G is also expected to drive marginal revenue in Financial Year 2024 and putting pressure on revenue growth (*Source: CRISIL Report*).

Our ability to continue to generate consistent volume of business from the Indian telecommunication sector also depends on our ability to develop and introduce new products in a timely manner. However, there can be no assurance that we will be able to secure the necessary technological knowledge or capabilities which will allow us to expand our product portfolio in a timely manner or at all, or that any products we develop and introduce will achieve market acceptance as anticipated.

8. ***We depend on third parties for the uninterrupted supply of components and raw material and delivery of our products. Volatility in the price or disruption in the supply of raw materials or failure of our suppliers to meet their obligations could impact our production and increase our costs***.

Our cost of material consumed, which primarily consists of costs incurred towards Li-ion cells, printed circuit boards, cable assemblies, electronic components, switchgear components, plastic enclosures, mechanical components and bus bars, has historically been and is expected to continue to be significant. The table below sets forth details on our cost of material consumed, including as a percentage of our total expenses and revenue from operations (considering continued operations), during the Financial Years stated:

Particulars	Financial Year								
	2023			2022			2021		
	Amount (₹ million)	% of total expenses	% of total revenue from operations	Amount (₹ million)	% of total expenses	% of total revenue from operations	Amount (₹ million)	% of total expense	% of total revenue from operations
Cost of material for continuing operations	5,178.32	74.94	73.14	6,518.73	80.56	77.35	3,877.07	75.79	75.59

* *Cost of material for continuing operations includes cost of material consumed, purchase of stock-in trade and change in inventory*

We are dependent on third party suppliers for these inputs and other raw materials used in the manufacture of our products. There is no assurance that if we experience a disruption of supplies, we will be able to source such commodities from alternative suppliers on similar commercial terms and within a reasonable timeframe. We select suppliers based on total value (including total landed price, quality and delivery), taking into consideration their production capacities and financial condition and expect that they will deliver in accordance with our quality standards and comply with their contractual obligations with us. However, there can be no assurance that capacity limitations, non-conforming parts, industry shortages, labor or social unrest, weather emergencies, commercial disputes, government actions, riots, wars, pandemic, sabotage, cyberattacks, acts of terrorism, "Acts of God", financial or operational instability of suppliers, or other problems that our suppliers experience will not result in occasional shortages or delays in their supply of raw materials to us. For instance, we are dependent on our imports of semi-conductors from various geographies, including China and Singapore, which we cannot assure you that we will be able to continue to obtain in the future, at current levels or at all.

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

If we were to experience a significant or prolonged shortage of raw materials from any of our suppliers and could not procure the raw materials from other sources, we would be unable to meet the production schedules for some of our products and could miss customer delivery expectations and future business from these customers. There have been instances in the past where we failed to meet the timelines on account of delay in supply of materials and paid liquidated damages for such delays. Also see "- ***Internal Risk Factors--If we fail to effectively implement our production schedules, or our manufacturing operations suffer unanticipated or prolonged interruption, our business and results of operations may be materially and adversely affected."*** on page 55. We cannot assure you that our suppliers will continue to supply the required raw materials to us or supply such raw materials at prices favorable to us. Any change in the supplying pattern of our raw materials can adversely affect our business, financial conditions and results of operations.

Any variation in the agreed terms of such contracts would create an adverse impact on our business. The loss of any of our existing suppliers as a result of termination of existing contracts, may adversely affect our flow of operations. We are also subject to the risk that one or more of our existing suppliers may discontinue their operations, which may adversely affect our ability to source components at a competitive price.

We are further dependent on a limited number of suppliers for certain key raw materials and inputs, including rectifiers, Li-ion cells and battery packs and semi-conductors and thus, if we experience significant increased demand, or need to replace an existing supplier, we cannot assure you that we will be able to meet such demand or find suitable substitutes, in a timely manner and at reasonable costs, or at all. Furthermore, as we typically do not have exclusive arrangements with our suppliers, our suppliers could engage with our competitors and prioritize supplies of their other customers, which could adversely impact our ability to procure a sufficient quantity of raw materials at competitive rates. The table below sets forth the contribution of our 10 most significant suppliers (determined based on cost of material consumed attributable to such suppliers in Financial Year 2023) to our cost of materials consumed for the Financial Years stated:

Particulars	Financial Year					
	2023		2022		2021	
	Amount (₹ million)	% of cost of material	Amount (₹ million)	% of cost of material	Amount (₹ million)	% of cost of consumed
Expenses towards 10 most significant suppliers	3,787.50	73.14	5,318.29	81.58	2,696.36	69.55

9. If the current sales of our Li-ion based energy storage solutions ("Li-ion Batteries") are not maintained due to, amongst others, any delay in the industry wide adoption of Li-ion Batteries or its obsolescence in the future, our business, financial condition and results of operations may be adversely affected.

Our business and financial performance have historically been, and may continue to be, dependent on the sale of our Li-ion Batteries to deliver back-up power during grid interruptions or intermittent renewable energy supply at telecommunication sites and data centres. Historically, while we have typically entered into purchase orders with our customers that set out the quantity of Li-ion Batteries to be provided, the actual deployment (and consequently our revenues from the sale) of Li-ion Batteries has varied based on the quantity of Li-ion batteries required by our customers to be deployed in a given Financial Year based on their procurement and deployment schedules. Sale of our Li-ion Batteries may also decline as a result of, amongst others, change in our existing customers' preferences, loss of our market share, increase in competition, macro-economic conditions in relation to the adoption of Li-ion Batteries by the industry players, innovation in technology thereby rendering Li-ion Batteries obsolete or less attractive, and pricing pressures. Any or all of these factors may have an adverse effect on our business prospects and sales of our product could decline substantially. Our future performance will depend on the market acceptance of Li-ion Batteries for various applications, in particular for backup power at telecommunication sites, data centres and home usage. The growth of Li-ion Batteries in telecommunication is expected to primarily be driven by the upgradations of the existing tower infrastructure and secondly due to the new tower additions supporting 5G roll out in India (*Source: CRISIL Report*). Further, the proliferation of data centres has heightened the demand for accompanying infrastructure. This infrastructure cost encompasses various components, including field operations, facility management, procurement, and information technology usage, posing a considerable challenge for companies looking to invest in energy solutions (*Source: CRISIL Report*). New products based on new or improved battery technologies or localised products available at competitive pricing may render existing Li-ion battery products obsolete. If our customers defer or cancel existing orders due to a slowdown in demand or in the expectation of a new product release, our business, results of operations and financial condition would be adversely affected. We cannot assure you that such lack of demand for our Li-ion Batteries could potentially be off-set by sales of our other product and solutions offering.

Furthermore, we have historically imported our Li-ion Batteries (as finished goods) from a limited number of suppliers, as goods for re-trade. Our agreements with our suppliers stipulate prices and quantities for a certain period in advance based on our forecasts, with prices being subject to revision in accordance with prevailing market conditions. For risks in relation to our dependence on sourcing of, among other things, Li-ion Batteries (including cells and battery packs) through imports from global vendors, see "***Internal Risk Factors- We are dependent on global suppliers for the supply of raw materials and key inputs and may not be able to reduce our dependency on such imports. If critical components or raw materials become scarce or unavailable, then we may incur delays in manufacturing and delivery of our products and in completing our development programs, which could damage our business***" and "***Internal Risk Factors- We depend on third parties for the uninterrupted supply of components and raw material and delivery of our products. Volatility in the price or disruption in the supply of raw materials or failure of our suppliers to meet their obligations could impact our production and increase our costs***." on pages 30 and 34. In April 2021, the Ministry of Finance increased the rate of import duty levied on assembled battery packs was increased form 5% to 15% to promote localization. To meet present and estimated future demand of Li-ion batteries and to reduce our dependence on imports, we have recently, in Financial Year 2024, commenced the manufacturing of Li-ion Batteries at our Gurugram Facility II. However, we have not, as on the date of this Draft Red Herring Prospectus, commenced commercial sales thereof. We cannot assure you that our in-house Li-ion Batteries will find commercial acceptability or that we will not face quality control issues in relation to them, or that our investment may otherwise fail to provide returns.

10. A portion of our revenue from our Critical Power Business is dependent on us winning bids. Bidding for a tender involves various management activities such as cost estimations and an inability to accurately measure the cost may lead to loss of tender creating an adverse impact on our business, results of operations, financial condition and cash flows.

The financial performance and growth of our Critical Power Business depends on our ability to qualify for and win bids undertaken by the GoI entities including PSUs for awarding contracts. The table below sets forth our sales to GoI entities including PSUs which were secured through winning bids for the Financial Years 2023, 2022 and 2021 including as a percentage of our total sales of the critical power segment:

Particulars	Financial Year					
	2023		2022		2021	
	Amount (₹ million)	% of total sales of Critical Power Business	Amount (₹ million)	% of total sales of Critical Power Business	Amount (₹ million)	% of total sales of Critical Power Business
Sales to GoI entities, including PSUs	332.62	6.88	499.81	6.48	435.31	9.29

The GoI awards contracts on a competitive basis which have the potential to create pricing pressure which in turn exerts pressure on our margins. We obtain a portion of our business through a competitive bidding process in which we compete for contracts awards based on, among other things, pricing, product trials, reputation for quality, financing capabilities and track record. Further, our inability to accurately measure the cost and design and develop the trial product may lead to loss of tender creating an adverse impact on our business, results of operations, financial condition and cash flows. If we fail to accurately estimate our product cost or if we are unable to design or develop the products as per the required specifications, we may lose contracts or may be barred by the authorities to participate in the future bids. While there have been no instances in the past where we had been barred by any authority to participate in the bids, there can be no assurance that in the future we would not be barred by any authority to participate in bids. Our ability to win a successful bid also depends on offering our products at a lower price that could adversely affect our profit margin. Reduced profit margin could have an adverse impact on our financial condition and cash flows.

Further, the bidding and selection process is affected by a number of factors, including factors which may be beyond our control, such as market conditions and external economic or political factors. In the past we have lost certain bids, or been awarded partial tenders as the L2 or L3 vendor on account of competitors offering lower price. We cannot assure you that we would not lose any bids in future as well. Further, any increase in competition during the bidding process or reduction in our competitive capabilities could have a material adverse effect on our market share. There can be no assurance that our current or potential competitors will not offer products and solutions comparable or superior to those that we offer at the same or lower prices, adapt more quickly to industry challenges, or expand their operations at a faster pace than we do. Increased competition may result in price reductions, reduced profit margins and loss of market share, thereby causing an adverse effect on our operations, prospects and financial condition.

11. Our inability to collect receivables and defaults in payment from our customers could result in the reduction of our profits and affect our cash flows.

Our typical payment terms generally between 30 to 60 days from the date of delivery or commissioning, as per the terms of the contractual agreements or purchase orders entered into with our customers. Our business depends in part on our ability to successfully obtain payments from our customers for products and services provided. While we typically limit the credit we extend to what we believe is reasonable based on an evaluation of each customer's financial condition and payment history, we may still experience losses in the event our customers are unable to pay. As a result, while we maintain what we deem a reasonable allowance for doubtful receivables for potential credit losses based upon our historical trends and other available information, there is a risk that our estimates may not be accurate. The table below sets forth details of our trade receivables, including our receivable turnover day, during the Financial Years stated:

Particulars	Financial Year					
	2023		2022		2021	
	Amount (₹ million)	Receivable turnover day	Amount (₹ million)	Receivable turnover day	Amount (₹ million)	Receivable turnover day
Trade receivables	3,211.77	166	1,784.57	77	3,282.34	234

Any increase in our receivable turnover days will negatively affect our business. If we are unable to collect customer receivables or if the provisions for doubtful receivables are inadequate, it could have a material adverse effect on our business, financial condition and results of operations.

12. ***Our proposed plans relating to setting up a manufacturing facility on industrial land allotted to us by the Telangana State Industrial Development Corporation are subject to the risk of unanticipated delays in obtaining approvals, implementation and cost overruns.***

    In order to achieve the economies of scale in our operations to enable us to increase our production capacity in response to the needs and timelines of our customers, we intend to continue to expand our existing production capabilities. We propose to utilise a substantial portion of the Net Proceeds from the Offer towards our setting up a manufacturing facility on the industrial land allotted to us with the Telangana State Industrial Development Corporation ("**Planned Telangana Facility**"), as described in detail in "***Objects of the Offer- Details of the Objects of the Fresh Issue- Part-financing the cost towards setting up of production/ assembly lines at the planned manufacturing facility in Telangana***" beginning on page 104. For risks in relation to the land being located within an industrial development corporation, see "***-Internal Risk Factors- Certain of our manufacturing facilities are located within industrial development corporation ("IDC") premises. If we are unable to comply with conditions of use of such land or otherwise renew existing leases for such manufacturing facilities, we may have to relocate our operations which may have an adverse impact on our business, financial condition and operations.***" beginning on page 54.

    Our expansion plans and business growth require significant capital expenditure and the dedicated attention of our management. Our efforts to enhance our production capabilities are subject to significant risks and uncertainties, including: (i) delays and cost overruns resulting from increases in the prices and availability of raw materials and components, shortages of skilled workforce and transportation constraints; (ii) lower production efficiency and yield before achieving our expected economies of scale; (iii) our inability to obtain the required permits, licenses and approvals from relevant government authorities such as approval for the factory plan, consent to establish etc.; (iv) the unavailability or delay in arrival of the required technology or equipment or raw materials from third parties or our internal R&D resources; and (v) interruptions caused by natural disasters or other unforeseen events. If we are unable to anticipate regulatory changes and address these risks and uncertainties, the project as described in detail in "***Objects of the Offer***" beginning on page 102 could be delayed, adversely affecting our business, results of operation and prospects. If we decide to raise additional funds through the issuance of equity, your ownership interest in our Company will be diluted.

    Further, in accordance with Sections 13(8) and27 of the Companies Act 2013, we cannot undertake any variation in the utilisation of the Net Proceeds without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilisation of the Net Proceeds, we may not be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations. See "***Internal Risk Factors–Any variation in the utilisation of the proceeds of the Offer would be subject to certain compliance requirements, including prior shareholders' approval***" on page 59.

    Consequently, we cannot assure you that any expansion or improvement will be completed as planned or on schedule, or that we will achieve our increased planned output capacity or operational efficiency. If we experience significant delays in the implementation of our expansion plans or if there are significant cost overruns, the overall benefit of such plans to our revenues and profitability may decline. If the expenditure that we incur does not produce anticipated or desired results, our profitability and financial condition will be adversely affected.

13. ***We intend to utilize a portion of the Net Proceeds for procurement of plant and machinery for the Planned***

Telangana Facility that we are yet to place orders for.

We intend to utilize a portion of the Net Proceeds towards part-financing the cost of setting up production/assembly lines at our planned manufacturing facility at the Planned Telangana Facility, being Critical Power and EV Charger production/assembly line; and (ii) Prismatic production/assembly line for Li-ion Batteries. Our Company proposes to utilize an amount of ₹ 351.11 million towards procurement of such plant and machinery for setting up of such production/assembly lines, based on our current estimates. While we have procured quotations from vendors in relation to the capital expenditure to be incurred, as on the date of this Draft Red Herring Prospectus, orders for purchase of the plant and machinery towards the said production/assembly lines for an amount aggregating to ₹ 328.55 million (inclusive of GST), which constitutes 72.32% of the total estimated cost of purchase of the plant and machinery, are yet to be placed. See "***Objects of the Offer- Details of the Objects of the Fresh Issue- Part-financing the cost towards setting up of production/assembly lines at the planned manufacturing facility in Telangana Capital expenditure towards setting up a manufacturing facility in Telangana***" on page 104.

Such quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. We cannot assure you that we will be able to undertake such capital expenditure within the cost indicated by such quotation or that there will not be cost escalations. Further, the actual amount and timing of our future capital requirements may differ from our estimates as a result of, among other things, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, design changes and technological changes. In the event of any delay in placing the orders, or an escalation in the cost of acquisition of the plant and machinery or in the event the vendor is not able to provide the plant and machinery in a timely manner, or at all, we may encounter time and cost overruns. Further, if we are unable to procure the requisite plant and machinery from the vendors from whom we have procured the quotation, we cannot assure you that we may be able to identify alternate vendor to provide us with the materials which satisfy our requirements at acceptable prices.

Our inability to procure the machinery and equipment at acceptable prices or in a timely manner, may result in an increase in capital expenditure, the proposed schedule of implementation and deployment of the Net Proceeds may be extended or may vary accordingly, thereby resulting in an adverse effect on our business, prospects and results of operations.

14. ***We depend on our Promoters, Directors, Key Managerial Personnel and Senior Management, and our employees with technical qualifications, and our inability to attract or retain such persons could adversely affect our business, results of operations and financial condition.***

We are dependent on our Promoters, Directors, Key Managerial Personnel and Senior Management, and employees with technical qualifications for the management of our operations and strategic business decisions. We are led by our individual Promoter, Anant Nahata, our Directors, Key Managerial Personnel and Senior Management, who are involved in strategic planning, operations, design and production development. We credit their experience and leadership for our growth and development And rely on our management team of qualified and experienced professionals to identify avenues of growth and help us to implement our business strategies in an efficient manner and to continue to build on our track record of successful product offerings. Our business is supported by an employee base of 1,124 in India (of which 421 are engaged on contractual basis and not on our rolls) as of August 31, 2023, which includes 705 technically qualified employees (431 diploma holders and 274 engineers). Additionally, we have 43 employees at our Subsidiaries (overseas). The table below sets forth details of our employee benefit expenses, including as a percentage of our total expenses (considering continued operations), during the Financial Years stated:

Particulars	**Financial Year**					
	2023		**2022**		**2021**	
	Amount (₹ million)	**% of total expenses**	**Amount (₹ million)**	**% of total expenses**	**Amount (₹ million)**	**% of total expenses**
Employee benefit	644.71	9.33	556.65	6.88	513.78	10.04

As we expect to continue to expand our operations and develop new products, we will need to continue to attract and retain experienced management personnel. We could incur additional expenses and need to devote significant time and resources to recruit and train replacement personnel, which could further disrupt our business and growth. Our ability to meet continued success and future business challenges depends on our ability to attract, recruit and train experienced, talented and skilled professionals and retain our engineers and sales and marketing professionals. The loss of the services of any key personnel or our inability to recruit or train a sufficient number of experienced personnel or our inability to manage the attrition levels in different employee categories may have an adverse effect on our financial results and business prospects. Further, if we are unable to offer qualified personnel adequate compensation or sustain their employees' benefits plans, we may be unable to attract or retain our employees and the competition for highly skilled personnel may require us to increase salaries and employee stock option expenses, which increased costs we may be unable to pass on to our clients. Set out below are details in respect of attrition experienced by us during the last three Financial Years:

Particulars	Financial Year ended		
	March 31, 2023	March 31, 2022	March 31, 2021
Number of Key Managerial Personnel and Senior Management	8	8	8
Attrition rate of Key Managerial Personnel and Senior Management (%)*	Nil	25	25
Toal number of employees	1,103	1,034	922
Attrition rate (%)*	22.10	26.76	18.46

** Attrition rate for a particular category is calculated as total number of employees who have resigned during the period divided by average number of employees as on 1st date of each month during such period.*

If any dispute arises between our senior executives and us, any non-competition, non-solicitation and non-disclosure provisions in our employment agreements we have with our senior executives might not provide effective protection to us. We may be subject to litigation or administrative actions resulting from claims against us by current or former employees individually or as part of class actions, including claims of wrongful terminations, discrimination, misclassification or other violations of labor law or other alleged conduct. From time to time, we may enter into settlement agreements with employees in relation to any such potential litigation. We may also, from time to time, be subject to litigation resulting from claims against us by third parties, including for nonadherence to the code of conduct or employment terms by our employees including breach of non-compete and confidentiality provisions of our employees’ former employment agreements with such third parties or claims of breach by us of their intellectual property rights. Our former employees may join a competitor or client's competitor and we cannot assure you that such incidents may not occur. If the courts or tribunals rule against us in any such matters, we may face monetary losses and may have to make provisions in our financial statements, which could increase our expenses and our liabilities. Any adverse publicity associated with such cases may also harm our reputation.

Any loss or interruption in the services of our Key Managerial Personnel or Senior Management could significantly affect our ability to effectively manage our operations and to meet our strategic objectives. The relationships and reputation that members of our management team and key employees have established contribute to our ability to maintain good customer relations and to identify new business opportunities. We cannot assure you that we will be able to retain these employees or find adequate replacements in a timely manner, or at all.

15. We are required to obtain, renew or maintain statutory and regulatory permits, licenses and approvals to operate our business and our facilities, and any delay or inability in obtaining, renewing or maintain such permits, licenses and approvals could result in an adverse effect on our results of operations.

Our business requires us to obtain and renew from time to time, certain approvals, licenses, registrations and permits under various regulations, guidelines, circulars and statutes regulated by the Government of India, the relevant State Governments and certain other regulatory and government authorities. As on the date of this Draft Red herring Prospectus, our Company has submitted an application dated March 28, 2023 before the Himachal Pradesh State Pollution Control Board, for renewal of authorisation under the provisions of the Hazardous & Other Wastes (Management & Transboundary Movement) Rules 2016, for our Solan Facility and an application dated September 25, 2023, for obtaining the consent to operate and authorisation under the provisions of the Water (Prevention & Control of Pollution) Act, 1974, Air (Prevention & Control of Pollution) Act, 1981, submitted before the Haryana State Pollution Control Board for our Gurugram Facility II. See “***Government and Other Approvals –Material approvals to be obtained by our Company*** ” beginning on page 386.We cannot guarantee that we will receive the renewed approvals in a timely manner 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 an adverse effect on our business, financial condition and results of operations.

Further, the approvals, licenses, registrations and permits issued to us may 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. Further, any violation of the environmental laws and regulations may result in fines, criminal sanctions, revocation of operating permits, or shutdown of our manufacturing facility. While there have been no instances in the past where any approvals, licenses, registrations and permits issued to us were suspended or revoked, we cannot assure you that the relevant authorities would not suspend or revoke any of our approvals, licenses, registrations and permits. 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 and permits that have been or may be issued to us, may impede our operations. In the event that we are unable to obtain such approvals in a timely manner or at all, our business operations may be materially and adversely affected.

16. If we cannot execute our strategies to increase existing customer accounts, acquire new customers and expand our geographical footprint effectively, our business and prospects may be materially and adversely affected.

Our strategies to target new customers and expand existing customer accounts, expand our geographical footprint, specifically in the Southeast Asia and European countries (such as the Netherlands) and extend to markets with high entry barriers, which could be regulatory or financial, will continue to place significant demands on our management, operational and financial resources. See "***Our Business – Strategies – Increase penetration in existing markets, and expand into new overseas markets*** " on page 204. In addition, the costs associated with entering and establishing ourselves in new markets, and expanding our operations and sales, may be higher than expected, and we may face significant competition in these regions. Further, foraying into the international markets would be subject to numerous political and economic factors, legal requirements, cross-cultural considerations and other risks associated with doing business globally. Further, entry into new international markets requires considerable time of the management of our Company, startup expenses, expenditure on capital improvements and modification of our existing operations before any significant revenue is generated. Therefore, we may not be able to expand our export business, which could have a material adverse effect on our business, financial condition and results of operations. Many of these factors are beyond our control and there is no assurance that we will succeed in implementing our strategy. We may face increased risks when we enter new markets in India and internationally, and may find it more difficult to hire, train and retain qualified employees in new regions. In addition, we may have difficulty in finding reliable suppliers with adequate supplies of raw materials meeting our quality standards. Our inability to manage and implement our strategy could have a material adverse effect on our business, financial condition and profitability.

17. The number of orders we have received in the past, our current order book and our growth rate may not be indicative of the number of orders we will receive in future.

The table below sets forth the total order received during the Financial Years 2023, 2022 and 2021 for our Critical Power Business and EV Charger Business:

(in ₹ million)

Order Book Segment	**Financial Year**		
	2023	**2022**	**2021**
Critical Power Business	5,522.25	6,584.11	6,394.76
EV Charger Business	2,946.53	910.08	775.00
Total	**8,468.78**	**7,494.19**	**7,169.76**

We prepare our order book on the basis of work being completed, outstanding work and the time expected to complete contracts forming part of the order book. Our order book may be materially impacted if the time taken or amount payable for completion of any ongoing order of our Company changes. The growth of our order book is a cumulative indication of the revenues that we expect to recognise in future periods with respect to our existing contracts. Further, we cannot guarantee that the income anticipated in our order book will be realised, or, if realised, will be realised on time or result in profits. Our existing order book and our growth rate may not be indicative of the number of orders we will receive or our growth in the future.

Our order book only represents business that is considered firm, although this is subject to, among other things, cancellation or early termination due to any breach of our contractual obligations, non-payment by our customers, delays in the initiation of our production, unanticipated variations or adjustments in the scope and schedule of our obligations for reasons outside our and our customers' control or change in budget appropriations. Accordingly, we cannot predict with certainty the extent to which an order forming part of our order book will be performed. While none of our orders have been cancelled or terminated prematurely, there can be no assurance that orders will be cancelled or terminated prematurely in the future, and we will receive any applicable termination payments in time or at all or that the amount paid will be adequate to enable us to recover its investments in respect of the prematurely cancelled order. In such events, we may have to bear the actual costs for such production incurred by us which may exceed the agreed work as a result of which, our future earnings may be lower from the amount of the order book and if any of the forgoing risks materialize, our cash flow position, revenues and earnings may be adversely affected.

18. ***We have significant working capital requirements. If we experience insufficient cash flows to fund our working capital requirements, there may be an adverse effect on our business, cash flows and results of operations.***

Our business requires significant working capital in connection with our manufacturing of products, financing inventory and purchase of critical components which may be adversely affected in case there is any change in terms of credit or payment. Delays in payment under our existing contracts or reduction of advance payments due to lower order intake or inventory and work in progress increases and/or accelerated payments to suppliers, could adversely affect our working capital, lower our cash flows and materially increase the amount of working capital to be funded through external debt financings. Accordingly, we may require additional capital or financing from time to time to meet our working capital requirements.

The table below sets forth our working capital for the Financial Years stated below:

Particulars	**Financial Year**		
	2023	**2022**	**2021**
Working Capital on a consolidated basis (₹ million)	1,881.92	1,289.00	1,558.61
Working Capital (in number of days)	97	56	111

* *Cash and cash equivalent and short term borrowings are not considered in the above calculation.*

Furthermore, we require a significant amount of working capital to maintain optimum inventory levels of raw materials, work-in-progress and finished goods as well as to offer credit to our customers, and fulfil our payment obligations towards our suppliers.

The aggregate amount of our outstanding borrowings (fund based) as on August 31, 2023 was ₹ 754.44 million and for outstanding borrowings (non-fund based) as on August 31, 2023 was ₹ 469.31 million. While we have the capacity to take on financial leverage, our ability to obtain external financing is subject to a variety of uncertainties, including our financial condition, results of operations, cash flows and liquidity of the domestic, international capital and lending markets and our credit rating. See "- ***Internal Risk Factors - 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 and results of operations***." on page 61. In addition, to the extent we receive credit ratings in respect of any of our future borrowings, any subsequent downgrade in those credit ratings may increase interest rates for our future borrowings, which would increase our cost of borrowings and adversely affect our ability to borrow on a competitive basis.

Further, our loan agreements may contain financial covenants that restrict our ability to incur additional indebtedness without our lenders' consent. See "- ***Internal Risk Factors - Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business and results of operations.***" on page 49. Any indebtedness that we may incur in the future may also contain operating and financing covenants that could be restrictive. Further, financing may not be available in a timely manner or in amounts or on terms acceptable to us, or at all. If we are required to raise equity financing, this could result in dilution to our Shareholders. Some of the working capital facilities we have availed are repayable on demand. In the event that any lender seeks a repayment of any such loan, our Company would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. Any failure to raise additional funds on favourable terms or in a timely manner or at all could severely restrict our liquidity and have a material adverse effect on our business and results of operations. Further, continued increase in our working capital requirements may have an adverse effect on our financial condition and results of operations.

19. ***Our EV Charger solutions business is benefitted by various fiscal and non-fiscal incentives, tax benefits, other schemes launched by the GoI, or State Governments to encourage growth of the EV industry. Any***

variation or reversal of such schemes would have an adverse impact on our results of operations and financial condition and cash flows.

The Ministry of Science and Technology has formed the Technology Platform for Electric Mobility (the "**TPEM**"), with the Ministry of Heavy Industries and Public Enterprises providing it with the requisite funding. The TPEM is specifically aimed at assisting with the development of technologies and products that specifically address the needs of the Indian market. It is also aimed at establishing centres of excellence and research, assisting in the formation of industry technology consortia led by automotive and other competent companies, and supporting the development of new products by private entities. Further, the Ministry of Electronics and Information Technology launched the Modified Special Incentive Package Scheme (the "**M-SIPs**") in July 2012, to promote large scale manufacturing in India. It provides special incentives for investments pertaining to capital expenditure in both, special economic zones ("**SEZs**") and non-SEZs. Our Company has benefited from certain subsidy benefits that it was awarded under M-SIPs.

We cannot assure that GoI will continue to launch and implement such schemes in future to support our business and operations or we would eventually receive disbursements. Any variation in the current M-SIPs, TPEM benefits or any policy of the GoI may have an adverse impact on our business, results of operations, financial condition and cash flows. For instance, the State Government of Telangana provided a 100% exemption of road tax and registration fee on purchase of the first 5,000 electric cars until 2025 and the State Government of Tamil Nadu provided a 100% exemption of road tax until 2022. As the said exemptions will no longer be available to purchasers of EVs in these states, thus increasing the cost of EVs at par with other cars, we cannot assure you that this will not adversely affect the growth prospects of the EV industry, including EV chargers, in these states.

20. Any inability to protect our intellectual property or any claims that we infringe on the intellectual property rights of others and any failure to keep our technical knowledge confidential could erode our competitive advantage and could have a material adverse effect on us.

As on the date of this Draft Red Herring Prospectus, we have five registered trademarks in India and one trademark registered in Singapore. Further, we have applied for registration of three trademarks in India under classes 9, 37, 38 and 42, including the registration of our logo, , which are pending. As on the date of this Draft Red Herring Prospectus, we have been granted three patents in India and have applied for seven patents which are pending. Further, we have 15 design registrations in India and have a pending application for one design registration as on the date of this Draft Red Herring Prospectus.

Our intellectual property registrations are subject to expiration, and we cannot guarantee that we will be able to renew all of them prior to expiration. Our inability to renew registration of certain trademarks and loss of such trademarks could have an adverse effect on our business, results of operations, financial condition and cash flows. See '***Government and Other Approvals- Intellectual Property of our Company***' on page 387.

Further, while we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty whether we are infringing any existing third-party intellectual property rights. Any claims of intellectual property infringement from third parties, regardless of merit or resolution of such claims, could force us to incur significant costs in responding to, defending and resolving such claims, and may divert the efforts and attention of our management and technical personnel away from our business. The risk of being subject to intellectual property infringement claims will increase as we continue to expand our operations and product offerings. As a result of such infringement claims, we could be required to pay third party infringement claims, alter our technologies, obtain licenses or cease some portions of our operations. While there have been no such instances in the past, the occurrence of any of the foregoing could result in unexpected expenses.

Further, we possess extensive technical knowledge about our products. Such technical knowledge has been built up through our nearly three decades of domain experience, and as a result, is considered by us as a significant independent asset, which may not be adequately protected by intellectual property rights such as patent registration. Some of our technical knowledge is protected only by secrecy. While there have been no past instances where there was breach of confidentiality in relation to our technical knowledge by our employees, we cannot be certain that our technical knowledge will remain confidential in the long run. Certain proprietary knowledge may be leaked, either inadvertently or wilfully, at various stages of the manufacturing process. A significant number of our employees have access to confidential design and product information and there can be no assurance that this information will remain confidential. Moreover, certain of our employees may leave us and join our various competitors. In the event that the confidential technical information in respect of our processes and products or business becomes available to third parties or to the general public, any competitive advantage we may have over our peers could be harmed. If a competitor is able to reproduce or otherwise capitalise on our technology, it may be difficult, expensive or impossible for us to obtain necessary legal protection. Consequently, any leakage of confidential technical information could have an adverse effect on our business, results of operations, financial condition and future prospects.

21. ***The examination report of the current Statutory Auditors contains other matter and emphasis of matter paragraphs, as applicable and the Companies (Auditor's Report) Order, 2020 and Companies (Auditor's Report) Order, 2016 of our Company, contain certain adverse remarks***

The examination report issued by the current Statutory Auditors for the Restated Consolidated Financial Information includes, amongst others, the following other matter paragraphs:

"

a) In case of one subsidiary Company, Horizon Tele-Systems SDN BHD, the "Material Uncertainty Related to Going Concern" para reproduced below:

(i) We draw attention to Note 63 to the Special Purpose Consolidated Financial Statements regarding there is a deficit in net assets of ₹ 5.54 million as at March 31, 2023. As stated in Note 63, these events or conditions, along with other matters as set forth in note 63 indicate that a material uncertainty exists that may cast significant doubt on the company's ability to continue as a going concern.

(ii) We draw attention to Note 64 to the Special Purpose Consolidated Financial Statements regarding there is a deficit in net assets of ₹ 8.77 million as at March 31, 2022. As stated in Note 64, these events or conditions, along with other matters as set forth in note 64 indicate that a material uncertainty exists that may cast significant doubt on the company's ability to continue as a going concern.

(iii) We draw attention to Note 60 to the Special Purpose Consolidated Financial Statements regarding there is a deficit in net assets of ₹ 42.44 Million as at March 31, 2021. As stated in Note 60, these events or conditions, along with other matters as set forth in note 60 indicate that a material uncertainty exists that may cast significant doubt on the company's ability to continue as a going concern.

b) We draw attention to Note 61 to the Special Purpose Consolidated Financial Statements for the year ended March 31, 2021, which describes the management evaluation of COVID-19 impact on performance of the Company, which also depend on future developments that are uncertain.

Our opinion on the Special Purpose Consolidated Ind AS Financial Statements is not modified in respect of these matters."

In addition, the audit report issued by our Statutory Auditors for our audited standalone financial statements as of and for the Financial Year ended March 31, 2023 and the audit report issued by our previous statutory auditors for our audited standalone financial statements as of and for the Financial Year ended March 31, 2022 included, as an annexure, a statement on certain matters specified in the auditors' report issued under the Companies (Auditor's Report) Order, 2020 as applicable on the financial statements for the Financial Years ended March 31, 2023 and March 31, 2022, which was modified to indicate that in respect of our Company, (i) quarterly returns/statements filed with banks were not in agreement with the unaudited books of accounts; (ii) there were delays in few cases in the deposit of undisputed statutory dues for TDS and provident fund; (iii) certain dues in respect of sales-tax and custom duty, have not been deposited on account of any dispute; and (iv) cash losses incurred during the immediately preceding year. Further, audit reports issued by our Company's previous statutory auditors as of and for the Financial Year ended March 31, 2021, included, as an annexure, a statement on certain matters specified in the auditors' report issued under the Companies (Auditor's Report) Order, 2016, as applicable on the standalone financial statements as of and for the Financial Year ended March 31, 2021 which was modified to indicate that in respect of our Company, (i) there were delays in few cases in the deposit of undisputed statutory dues for TDS and provident fund; and (ii) certain dues in respect of sales-tax and custom duty, have not been deposited on account of any dispute.

See "***Restated Consolidated Financial Information***" on page 266. Such other matters did not require any corrective adjustment in the Restated Consolidated Financial Information. There is no assurance that our audit reports, for any future periods will not contain qualifications, emphasis of matters or other observations which affect our results of operations in such future periods.

22. ***We operate in industries which are highly regulated and subject to change. We are subject to various laws, regulations and standards applicable to our products. If we fail to comply with the applicable regulations and standards prescribed by the Government of India and the relevant statutory or regulatory bodies, our business, financial condition, cash flows and results of operations will be adversely affected.***

We operate in highly regulated industries and our operations, including our development, testing, research, manufacturing, marketing and sales activities, are subject to extensive laws and regulations in India and other countries. For example, the Charging Infrastructure for Electric Vehicles – Guidelines and Standards, 2018 (the "**Charging Guidelines**"), as amended, notified by the Ministry of Power, Government of India aims to support the faster adoption of electric vehicles in India, by providing affordable tariffs for charging station operators and vehicle owners, and by supporting the establishment of charging infrastructure for electric vehicles. Under the Guidelines, any entity is free to set up a public charging station, subject to fulfilment the standards and protocols laid down by the Ministry of Power, Government of India as well as the Bureau of Energy Efficiency, and the Central Electricity Authority of India. Further, the ARAI standards- AIS 138 Part 1 for EV conductive AC charging system and ARAI standards- AIS 138 Part 2 for EV conductive DC charging system prescribe the standards for AC and DC EV chargers, respectively. All EV chargers, including our products in the EV Charger solutions business, are required to be type tested by a third-party lab accredited by National Accreditation Board for Testing and Calibration Laboratories for ensuring compliance with the abovementioned standards. For details of regulations and policies applicable to our business in India, see "***Key Industry Regulations and Policies***" beginning on page 227.

Changes in the laws, regulations and standards applicable to us may lead to uncertainty in our operations and increase our compliance costs, which may adversely affect our business, financial condition, cash flows and results of operations. The Government of India may implement new laws or other regulations, standards or policies that could affect the manufacturing industry and the EV industry, which could lead to new compliance regulations. Consequently, we may inadvertently fail to comply with such regulations, which could lead to enforced shutdowns and other sanctions imposed by the relevant authorities, as well as the withholding or delay in receipt of regulatory approvals for our new products, which may increase our costs for complying with applicable laws, rules and other requirements. If any of the foregoing risks occur, our business, financial condition, cash flows and results of operations could be adversely affected.

23. ***If the products we manufacture experience quality defects, we may lose our customers and may be subject to product liability claims, which may also cause damage to our reputation and/or adversely affect our results of operations and financial condition.***

We operate in an evolving technology business and the ecosystems in which our products function are subject to change. Our business depends on delivering products of global standards and consistently high quality to our customers as per stringent scheduling requirements of our customers in accordance with the contractual arrangements entered into with them. There may be defects in our products which may result in product recalls, large-scale repair and remediation claims and other losses to our customers. We may be required to replace or repair defective products at our own cost, defend related litigation or compensate our customers for losses or damage caused by these defects including other incidental costs. In addition, quality defects may cause us to lose customers to our competitors and loss of reputation and goodwill of our Company. Certain customers have also audited and approved our manufacturing facilities and manufacturing processes in the past and may undertake similar audits periodically in the future. We may also have to expend resources to defend ourselves in the event that claims, or legal proceedings are instituted directly against us.

Further, the use of our products, which in certain instances, are required to perform under extreme temperatures and conditions, carries an inherent risk of product liability claims arising from personal injury, death or property damage due to equipment failure, work accidents, fire or explosion, if our products are defective or are used incorrectly by our customers (or by their customers, who are the end-users). The warranty arrangements o conditions for our products are covered under the general purchase terms and conditions of our customers. The standard performance warranty period for our products ranges from six months to seven years from the date of dispatch or commissioning, respectively. Also see "***-Internal Risk Factors- We typically do not have any long term arrangements with a majority of our customers, or any firm commitment of quantity or term with them***" on page 33.

While we maintain insurance coverage, including a comprehensive general liability policy, which includes product liability insurance covering product recall expenses, product guarantee and financial losses, in keeping with what we believe to be the industry standard, we cannot assure you that we are sufficiently insured against punitive damage awards. While there have been no such material instances in the past, in the event that any significant product liability, performance improvement or replacement claims are brought against us, which are not entirely covered by insurance or result in recoveries in excess of our insurance coverage, it may adversely affect our business, financial condition, results of operations and prospects. Further, despite insurance coverage, in the event of any future accident or liability involving our products, our customers may delay or withhold payments to us and/or seek to enforce warranty or performance improvement claims against us, and which in turn may, to that extent, diminish our reputation among our customers, suppliers, lenders and the public, making it difficult for us to operate our business and compete effectively, which may adversely affect our business, financial condition, results of operations and prospects.

24. ***Certain of our corporate records, including instruments of transfer are not traceable, and there have been delays on our part in respect of certain filings. We cannot assure you that no legal proceedings or regulatory actions will be initiated against us in the future in relation to any such discrepancies.***

We are unable to trace certain corporate records of our Company, including the share transfer forms in relation to the transfer of our Equity Shares made to our corporate Promoter on November 13, 2009. Accordingly, for the said transfer made to our corporate Promoter, we have relied on alternative documents such as board resolutions, share transfer registers maintained by our Company, and annual returns filed by our Company. See "***Capital Structure***" beginning on page 89.

In the past, we have committed delays in submitting our filings before the RoC in a timely manner, including delays in filing Form MGT 14, PAS3 and MGT 14. To identify such delays, our Company has obtained a certificate dated September 25, 2023 from Anupam Agarwal & Associates, practicing company secretary, in relation to our form filings with the RoC and pursuant to inspection and independent verification of the documents available/ maintained by your Company, the Ministry of Corporate Affairs at the MCA Portal and the RoC.

We cannot assure you that we will not be subject to legal proceedings, regulatory action or penalties imposed by statutory or regulatory authorities in this respect, which may adversely affect our business, financial condition, results of operations and reputation.

25. ***We outsource certain operations of our business such as installation, commissioning and maintenance of our installed products and other processes to third parties. Any failure by such third parties to deliver their services could have an adverse impact on our business.***

We rely on external contractors and authorised service providers for various services including installation, commissioning and maintenance of our installed products and other processes such as site services and civil works. Set out below are details of the costs incurred by our Company towards external contractors and authorised service providers for provision of various services, together with the percentage of revenue from sale of services constituted thereby:

Particulars	**Financial Year**					
	2023		**2022**		**2021**	
	Amount (₹ million)	**% of revenue from sale of services**	**Amount (₹ million)**	**% of revenue from sale of services**	**Amount (₹ million)**	**% of revenue from sale of services**
Costs incurred towards external contractors and authorised service providers for various services	126.77	14.44	100.60	13.53	78.31	17.78

We also use third parties for the deliveries of our finished and unfinished products from our manufacturing units and warehouses to our domestic and overseas customers. Transportation strikes and other supply chain disturbances (including container non-availability etc.) could have an adverse effect on our supplies and deliveries to and from particular plants on a timely and cost-efficient basis. An increase in freight costs or the unavailability of adequate port and shipping infrastructure for transportation of our products to our markets may have an adverse effect on our business and results of operations. Further, we are also exposed to risks associated with various modes of transportation. The delivery of these components is subject to risks, including damage during transportation, loading and unloading, damage due to accidental fires and bad weather conditions and other factors beyond our control. The occurrence of all or any of the above factors will result in delays in deliveries to our customers and adversely affect our reputation, cause a loss of business and adversely impact our results of operations. While we have obtained insurance to cover such risks, which is in line with industry practice, our insurance policies may not be adequate to cover fully all potential risks related to delivery and transportation of our products. Further, there is no assurance that the amount of our insurance coverage will be sufficient to satisfy any damages arising from the occurrence of all or any of the above risks. See *"-**Internal Risk Factors– An inability to maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability***" on page 59.

As we do not control our third-party service providers, we could be subject to disruptions and strikes that could hamper their services. There may be delay providing such services to our customers or ensuring that such services are provided in an efficient and reliable manner or in maintaining the required quality standards, which could adversely impact our customer relationships. Any recompense received from insurers or third party providers may be insufficient to cover the cost of any delays and will not repair damage to our relationships with our affected customers. We may also be affected by an increase in the costs levied by our third-party providers, as it will have a corresponding impact on the cost of our products or profitability margins, including by way of absorbing these excess 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.

26. Our inability to maintain appropriate levels of inventory to meet the demands of our customers may have an adverse effect on our results of operations and financial condition.

We need to maintain sufficient inventory levels to meet customer expectations at all times. Accumulating excess inventory could increase our inventory costs, and a failure to have adequate inventory in stock to fulfil customer orders could result in inability to meet customer demand or loss of customers. As actual orders by our customers are typically placed by way of on-going purchase orders, we are exposed to significant or unexpected changes in product specifications and delivery schedules, which may result in a mismatch between our inventories of raw materials, work-in-progress, finished goods and goods for re-trade, thereby increasing our costs for maintaining inventory. Our inability to forecast the level of customer demand for our products as well as our inability to accurately schedule our raw material purchases and production and manage our inventory may adversely affect our business and cash flows from operations. The table below sets forth our inventory as of the dates stated:

Particulars	Financial Year		
	2023	2022	2021
	Amount (₹ million)	Amount (₹ million)	Amount (₹ million)
Inventory (₹ million)	1,282.92	1,361.33	1,167.22
Inventory Days	88	75	107

While we have not experienced a significant mismatch in the past, there can be no assurance that such instances in the future will not have a material adverse effect on our liquidity, profitability and financial condition. Furthermore, we may be required to maintain high inventory levels if we anticipate increase in customer demand for our products, which in turn would require a significant amount of working capital. Continued increases in our working capital requirements may have an adverse effect on our results of operations and financial condition. See "***– Internal Risk Factors - We have significant working capital requirements. If we experience insufficient cash flows to fund our working capital requirements, there may be an adverse effect on our business, cash flows and results of operations***." on page 42.

27. We have experienced growth in recent years and may be unable to sustain our growth or manage it effectively

We have expanded our operations and experienced growth in the recent years, particularly in our EV Charger Business. Our revenue from continuing operations grew in the Financial Years stated below as set forth below:

Particulars	Financial Year			CAGR (Financial Year 2021-Financial Year 2023) (%)
	2023	2022	2021	
Revenue from EV Charger Business (₹ million)	2,242.09	710.99	441.20	125.43

Percentage of Revenue from Operations	31.67	8.44	8.60	N.A.

Simultaneous with the growth of our EV Charger solutions business in the preceding three Financial Years, our installed capacities have been increasing utilised for the manufacturing of EV chargers. See "***Our Business-Manufacturing Facilities***" on page 211.

For further details on our current growth strategies, see "***Our Business — Strategies***" beginning on page 202. Our continued growth requires us to manage complexities such as those relating to diversifying our product portfolio, expansion of our global footprint, as well as digitization of our internal processes. This may require significant time and attention from our management, and may place strains on our operational systems and controls. For instance, we may face challenges in growing our R&D team, failing which we may not be able to innovate and grow our product portfolio. We are also proposing to develop a manufacturing facility in Telangana. The construction of this new manufacturing facility is subject to risks such as delays or cost overruns and failures to obtain necessary regulatory approvals. See - ***Internal Risk Factors - Our proposed plans relating to setting up a manufacturing facility on industrial land allotted to us by Telangana State Industrial Development Corporation are subject to the risk of unanticipated delays in obtaining approvals, implementation and cost overruns.*** " on page 38. We may not be able to increase our market share in the domestic market due to factors such as increased competition. Additionally, we may be unfamiliar with the new international markets that we expand into in the future, and may encounter unanticipated challenges such as difficulties with registering our products or successfully recruiting and training our required on-the-ground sales force. We cannot assure you that we will be able to execute our business plan and growth strategies, and sustain our previous levels of growth. If any of the aforementioned risks were to materialize, our business, financial condition and results of operations may be adversely affected.

28. We have availed unsecured working capital facility which are repayable on demand. Any demand from lender for repayment of such working capital facilities may adversely affect our cash flows.

We have an outstanding working capital facility amounting to ₹ 50.00 million, as on August 31, 2023 and in future may continue to avail such working capital facilities which may be recalled at any time. 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 the lenders to give us extensions or to refrain from exercising such recalls, which may adversely affect our results of operations and cash flows.

29. There are outstanding legal proceedings involving our Company and our Subsidiaries. Any adverse outcome in any of these proceedings may adversely affect our reputation, business operations, financial condition and results of operations.

There are outstanding legal proceedings against our Company and our Subsidiaries which are pending at various levels of adjudication before various courts, tribunals and other authorities. The summary of outstanding matters set out below includes details of criminal proceedings, tax proceedings, statutory and regulatory actions and other material pending litigation (as defined in the section '***Outstanding Litigation and Material Developments***' beginning on page 381) involving our Company, our Promoters. Directors, Subsidiaries and Group Companies.

Name	Criminal proceedings	Tax proceedings	Statutory or regulatory actions	Disciplinary actions by the SEBI or Stock Exchanges against the Promoters	Material pending civil litigation	Aggregate amount involved (in ₹ million)*
Company						
By the Company	1	Nil	Nil	N.A.	Nil	Nil
Against the Company	Nil	11	1	N.A.	Nil	27.47
Subsidiaries						
By the Subsidiaries	Nil	Nil	Nil	N.A.	1	41.80
Against the Subsidiaries	Nil	Nil	Nil	N.A.	Nil	Nil
Directors						
By the Directors	Nil	Nil	Nil	N.A.	Nil	Nil

Name	Criminal proceedings	Tax proceedings	Statutory or regulatory actions	Disciplinary actions by the SEBI or Stock Exchanges against the Promoters	Material pending civil litigation	Aggregate amount involved (in ₹ million)*
Against the Directors	Nil	Nil	Nil	N.A.	Nil	Nil
Promoters						
By the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoters	Nil	Nil	Nil	Nil	Nil	Nil

These legal proceedings may or may not be decided in our favor. Additional liability may also arise out of these proceedings. Adverse decisions in such proceedings may have an adverse effect on our business, results of operations, cash flows, financial condition and growth strategy.

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

As of August 31, 2023, the aggregate amount of our outstanding borrowings (fund based) was ₹ 754.44 million and for outstanding borrowings (non-fund based) was ₹ 469.31 million. For details on our outstanding indebtedness, see "***Financial Indebtedness***" beginning on page 345. Our ability to meet our obligations under our debt financing arrangements, which comprise term loans and working capital facility agreements (fund and non-fund based) from time to time, and repayment of our outstanding borrowings will depend primarily on the cash generated by our business. Our financing agreements generally include various conditions and covenants that require us to obtain lender consents prior to carrying out certain activities and entering into certain transactions such as:

- any change in the capital structure, shareholding pattern, ownership, management, or control, including any dilution in shareholding of our Promoters;
- undertake any merger/amalgamation/compromise or reconstruction;
- amending our constitutional documents including our Memorandum of Association or Articles of Association;
- entering into borrowing arrangements with other banks;
- effect any change in the practice of remuneration or commission given to the Directors; and
- undertaking any trading activity other than the sale of products arising out of its own manufacturing.

These covenants vary depending on the requirements of the financial institution extending the loan and the conditions negotiated under each financing document and may restrict or delay certain actions or initiatives that we may propose to take from time to time. Our Company is also required to furnish bank guarantees in the ordinary course of business in relation to the fulfilment of purchase orders, as and when required. In the event that any such bank guarantees are invoked and if we are unable to meet our guarantee requirements, then legal proceedings may be initiated against us, or we may incur additional costs. While we have not defaulted in the payment of any of our borrowings including bank guarantees, we cannot assure you that we will not default in future.

While we are currently in compliance with the financial covenants specified in our financing arrangements, we cannot assure you that we will continue to comply with all covenants with respect to our financing arrangements in the future or that we will be able to secure waivers for any such non-compliance in a timely manner or at all. Any future inability to comply with the covenants under our financing arrangements or to obtain necessary consents required thereunder may lead to the termination of our credit facilities, levy of penal interest, acceleration of all amounts due under such facilities and the enforcement of any security provided. If the obligations under any of our financing agreements are accelerated, we may have to dedicate a substantial 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. Further, during any period in which we are in default, we may be unable to raise, or face difficulties raising, further financing. In addition, other third parties may have concerns over our financial position, and it may be difficult to market our financial products. Any of these circumstances or other consequences could adversely affect our business and credit ratings. Moreover, any such action initiated by our lenders could adversely affect the price of the Equity Shares.

Our ability to make payments on our indebtedness will depend on our future performance and our ability to generate cash, which to a certain extent is subject to general economic, financial, competitive, legislative, legal, regulatory and other factors, many of which are beyond our control. If our future cash flows from operations and other capital resources are insufficient to pay our debt obligations, meet our contractual obligations, or to fund our other liquidity needs, we may be forced to sell assets or attempt to restructure or refinance our existing indebtedness. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations.

In addition, any failure to make payments of interest and principal on our outstanding indebtedness on a timely basis would likely result in a reduction of our creditworthiness and/or any credit rating we may hold, which could harm our ability to incur additional indebtedness on acceptable terms. In the event we breach any financial or other covenants contained in any of our financing arrangements or in the event we had breached any terms in the past which is noticed in the future, we may be required to immediately repay our borrowings either in whole or in part, together with any related costs. Our failure to meet our obligations under the debt financing agreements could have an adverse effect on our business, financial condition, cash flows and results of operations.

31. We have recorded operating losses for the Financial Year ended March 31, 2021. Any losses in the future may adversely impact our business and the value of the Equity Shares.

We have recorded operating losses in the past for the Financial Year ended March 31, 2021, wherein our restated operating loss (EBIT) for the year was ₹ 107.91 million. Our restated profit/(loss) for this financial year was significantly impacted by the operation of our business of manufacturing and service of the Li-ion batteries for electric vehicles, which was discontinued by our Company ("**Transferred Business**") pursuant to the Business Transfer Agreement dated December 16, 2022 ("**Exicom Energy Systems BTA**"), wherein the Transferred Business was transferred to Exicom Energy Systems Private Limited ("**EESPL**") on a slump sale basis with effect from November 1, 2022. See "***History and Other Corporate Matters - Details regarding material acquisitions or divestments of business or undertakings, mergers, amalgamations orrevaluation of assets in the last 10 years***" on page 239. In the Restated Consolidated Financial Statements, the net results of Transferred Business have been disclosed separately as discontinued operation as required by Ind AS 105. Consequently, the Company's Statement of Profit and Loss for the year ended March 31, 2023 pertains to its continuing operations and discontinued operation separately and for that purpose the Statement of Profit and Loss for the year ended March 31, 2022 and March 31, 2021 has been restated accordingly. Our ability to operate profitably depends upon a number of factors, some of which are beyond our control. See "***Management's Discussion and Analysis of Financial Condition and Results of Operations — Our Results of Operations***" on page 371. Any losses in the future may adversely affect our business and the value of our Equity Shares.

32. We have and may continue to enter into related party transactions in the future in the ordinary course of our business on an arm's length basis.

We have entered transactions with related parties in the past and from, time to time, we may enter into related party transactions in the future. For further information relating to our related party transactions, see '***Restated Consolidated Financial Information – Note 50 - Related Party Disclosures***' on page 324. While such transactions have been conducted on an arm's length basis, we cannot assure you that we might not have obtained more favourable terms had such transactions been entered into with unrelated parties.

These related party transactions are typically in the nature of sales and purchases of goods, payment of rent, royalty expenses and loans availed and repaid by us and include the following:

- NextWave Communications Private Limited, our corporate Promoter is interested to the extent of repayment of 234,741 6% unsecured non-convertible debentures having a face value of ₹ 1,065 each (including interest) by our Company;

- HFCL Limited, a member of our Promoter Group and our Group Company is interested in, amongst others, the (i) lease agreement executed on October 14, 2020 entered between our Company and HFCL Limited to lease our corporate office for a term of nine years; (ii) lease agreement executed on September 6, 2023 entered between our Company and HFCL Limited to lease our Registered Office for a term of 11 months, with effect from September 1, 2023; (iii) sub-lease agreements executed on October 15, 2020 entered between our Company and HFCL Limited to lease our R&D centre at Gurugram, Haryana, for a period of nine years; (iv) sale of Critical Power Business products by our Company to HFCL by way of purchase orders and the subsequent maintenance and other services, as may be required; and (v) the corporate guarantee given by HFCL Limited in favour of Punjab National Bank, IDBI Bank Limited and State Bank of India for certain borrowings availed by our Company. Further, HFCL Limited is interested in the sub-lease agreement executed on July 5, 2019, as amended, entered between our Company and HFCL Limited for lease of premises situated in Bengaluru, Karnataka by HFCL Limited;

- Exicom Tele-Systems (Singapore) Pte. Ltd., our Subsidiary is interested in the Brand and Trade Name Agreement dated April 1, 2018, as amended. See "***History and Other Corporate Matters- Key terms of other subsisting material agreements***" on page 240;

- Our Company divested the Transferred Business to EESPL pursuant to the Exicom Energy Systems BTA and accordingly, EESPL was interested in the transactions between the customers and vendors of the Transferred Business and our Company, which were undertaken in the Financial Year ended March 31, 2023 post the effective date of the said divestment during the transition period. As on the date of this Draft Red Herring Prospectus EESPL, our Group Company, is interested in, the lease agreement executed on June 21, 2021 entered between our Company and EESPL for lease of certain premises within our Gurugram Facility II by EESPL for a term of 36 months with effect from April 1, 2022 and the common professional services availed by our Company and EESPL from certain members of our management team in the ordinary course of business; and

- HFCL Limited and EESPL are interested to the extent of the corporate guarantee provided in favour of Punjab National Bank, IDBI Bank Limited and State Bank of India for certain borrowings availed by our Company. For further details, see '***Financial Indebtedness – Key terms of borrowings availed by our Company***' on page 345.

While we shall endeavour to conduct all related party transactions post listing of the Equity Shares subject to the Board's or Shareholders' approval, as applicable, and in compliance with the applicable accounting standards, provisions of Companies Act, 2013, as amended, provisions of the SEBI Listing Regulations and other applicable law, such related party transactions may potentially involve conflicts of interest. While our Company will endeavour to duly address such conflicts of interest as and when they may arise, we cannot assure you that these arrangements in the future, or any future related party transactions that we may enter into, individually or in the aggregate, will not have an adverse effect on our business, financial condition, results of operations, cash flows and prospects or may potentially involve any conflict of interest.

33. We are exposed to risks associated with our international sales and operations.

The table below sets forth details of our revenue from sale of products to overseas customers, including as a percentage of our total revenue from operations, during the Financial Years stated:

Particulars	Financial Year					
	2023		2022		2021	
	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations
Overseas customers	622.13	8.79	536.24	6.36	420.29	8.19

As on the date of this Draft Red Herring Prospectus, we have strategically expanded our presence and operations to overseas markets by establishing three Subsidiaries (including direct and indirect), Exicom Tele-Systems (Singapore) Pte. Ltd. in Singapore, Horizon Power Solutions DMCC in U.A.E., and Horizon Tele-System SDN BHD in Malaysia and are in the process of incorporating a subsidiary in the Netherlands. See "***History and Other Corporate Matters - Subsidiaries***" on page 240.

We are affected by risks inherent in international sales and operations, including:

- economic cycle and demand for our products in the international markets;
- currency exchange rate fluctuations;
- regional economic or political uncertainty;
- currency exchange controls;
- differing accounting standards and interpretations;
- differing labour regulations;
- competition from local competitors who may have more experience in such markets and may receive concessions or benefits which are not available to us in such jurisdictions;
- differing domestic and foreign customs, tariffs and taxes;
- current and changing regulatory environments;
- difficulty in staffing and managing widespread operations;
- coordinating and interacting with local representatives and counterparties to fully understand local business and regulatory requirements; and
- availability and terms of financing.

Selling products in international markets and maintaining and expanding international operations require significant coordination, capital and resources. It exposes us to a number of risks globally, including, without limitation compliance with local laws and regulations, which can be onerous and costly as the magnitude and complexity of, and continual amendments to, those laws and regulations are difficult to predict and the liabilities, costs, obligations and requirements associated with these laws and regulations can be substantial. For instance, the global economy has been negatively impacted by the recent conflict between Russia and Ukraine. In addition, recent increases in inflation and interest rates globally, including in India, could adversely affect the prices of raw materials and commodities.

Moreover, the length and complexity of our internal production chain make us vulnerable to numerous risks, many of which are beyond our control, which may cause significant interruptions or delays in production or delivery of our products to our customers. To the extent that we are unable to effectively manage our global operations and risks such as the above or fail to comply with the changing international regulations and resolve cultural differences, we may be unable to grow or maintain our sales and profitability, or we may be subject to additional unanticipated costs or legal or regulatory action. As a consequence, our business, financial condition, results of operations and prospects may be adversely affected.

34. Failures in internal control systems could cause operational errors which may have an adverse impact on our profitability.

We are responsible for establishing and maintaining adequate internal measures commensurate with the size and complexity of operations. Internal control systems comprising policies and procedures are designed to ensure sound management of our operations, safekeeping of its assets, optimal utilization of resources, reliability of its financial information and compliance. The systems and procedures are periodically reviewed and routinely tested and cover all functions and business areas. 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. For instance, we review our financials on a quarterly basis and any unauthorized, incomplete and inaccurate financial statements are reported to the Board of Directors. Maintaining such internal controls require human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error.

While we seek to have in place adequate controls, 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 guarantee effective internal controls in all circumstances. Given the size of our operations, it is possible that errors may repeat or compound before they are discovered and rectified. Our management information systems and internal control procedures that are designed to monitor our operations and overall compliance may not identify every instance of non-compliance or every suspicious transaction. While there have not been any instances of non-adherence with internal controls in the past three Financial Years, there can be no assurance that deficiencies in our internal controls will not arise in the future, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls.

Our operations are subject to anti-corruption laws and regulations. These laws generally prohibit us and our employees and our distributers and re-sellers 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 take reasonable measures to prevent corruption by including anti-bribery clauses by ways of representations and warranties in our re-seller and distribution agreements and also provide training to our employees on anti-corruption laws and regulations. However, we are still exposed to the risks arising from breach of such contracts and our inability to monitor such breaches. 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. If internal control weaknesses are identified, our actions may not be sufficient to correct such internal control weakness. These factors may have an adverse effect on our reputation, business, results of operations, cash flow and financial condition.

Fraud or misconduct by our employees such as leaking of confidential information in relation to our software and solutions, unauthorized business transaction, bribery, breach of any applicable law or our internal policies could result in regulatory actions and litigation thereby creating an adverse impact on our business and reputation. We take reasonable measures to prevent corruption by including anti-bribery clauses by ways of representations and warranties in our re-seller and distribution agreements and also provide training to our employees on anti-corruption laws and regulations. Although we have controls in place with respect to the handling of such cases, we may be unable to prevent, detect or deter all such instances of misconduct. Prior to registration for some of the bids, we are generally required to enter into integrity pact agreements with the respective GoI entities with the purpose of recording certain obligations with respect to prevention of corrupt practices with respect to the proposed bid. For instance, we are required to confirm that we would not offer any inducement to the officer of the GoI entity or collude with any other party interested in the bid to impair the fairness. While there have been no past instances of any such fraud or misconduct committed by our employees under such contract or otherwise, we cannot assure you that our employees will not commit any fraud or other misconduct in the future. Further, we may not be able to identify non-compliance and suspicious transactions in a timely manner. Any such misconduct committed against our interests, which may include past acts that have gone undetected or future acts, may have a material adverse effect on our business, results of operations and financial condition.

35. ***Our manufacturing facilities, Registered Office, corporate office and certain other properties are located on premises taken on a leasehold basis. There can be no assurance that these lease agreements will be renewed upon termination or that we will be able to obtain other premises on leasehold basis on same or similar commercial terms or at all.***

Our Gurugram Facility I is located on premises taken on a leasehold basis for a period of 15 years with effect from August 22, 2014 and Gurugram Facility II is located on premises taken on a leasehold basis for a period of 36 months with effect from April 1, 2021. Further, our Registered Office and corporate office are taken on lease from HFCL Limited, one of the members of our Promoter Group and a Group Company. For further information relating to our related party transactions, see "***Restated Consolidated Financial Information – Note 50 – Related Party Disclosures***" on page 324.

In addition, our R&D centres, warehouses and certain of our branch/sales offices are also located on premises that are taken on a leasehold basis. The table below sets forth details of our total lease rentals paid under leases relating to land/building premises, including as a percentage of our total expenses, during the Financial Years stated:

Particulars	Financial Year					
	2023		2022		2021	
	Amount (₹ million)	% of total expenses	Amount (₹ million)	% of total expenses	Amount (₹ million)	% of total expenses
Lease rentals	101.59	1.47	91.97	1.14	83.92	1.64

While we renew these lease agreements periodically in the ordinary course of business, in the event that these existing leases are terminated or they are not renewed on commercially acceptable terms, we may suffer a disruption in our operations and may, to that extent, need to revise our raw material sourcing, product manufacturing and raw material and product inventory schedules and/or incur significant costs to relocate or expand our operations elsewhere in order to continue to honour our commitments to our customers. If alternative premises are not available at the same or similar costs, sizes or locations, our business and results of operations may be adversely affected. Our inability to renew lease agreements on commercially favourable terms may lead to disruptions to our business and have a material adverse impact on our financial condition and results of operations. See "***Our Business – Properties***" on page 223.

36. Certain of our manufacturing facilities are located within industrial development corporation ("IDC") premises. If we are unable to comply with conditions of use of such land or otherwise renew existing leases for such manufacturing facilities, we may have to relocate our operations which may have an adverse impact on our business, financial condition and operations.

As of March 31, 2023, we operate three manufacturing facilities across two states in India, of which the Solan Facility is located on land which has been directly leased from the Himachal Pradesh State Industrial Development Corporation and our Planned Telangana Facility is also located on land that we occupy on a leasehold basis from the Telangana State Industrial Development and Investment Corporation ("**TSIIC**"). Under the terms of the allotment by IDCs to us, we are required to comply with various conditions such as achieving the investment commitment set out in the Project Report and adhering to the timelines for completion of setting up of the manufacturing facility and commencement of manufacturing activity. Further under the allotment letters and agreement entered into by TSIIC, we are also required to obtain its approval for certain corporate actions, such as availing a loan for the proposed development on the allotted land. Our Company has *vide* a letter dated September 26, 2023 expressed its inability to commence construction of the factory building on the said land (while having commenced civil works) and sought an extension of three months from the date of possession for commencement of such construction, which has been acknowledged by TSIIC, and is pending as on the date of this Draft Red Herring Prospectus. In the event we fail to comply with the terms and conditions under certain of the agreements, the IDC reserves the right to resume the plot and deduct a certain percentage of the price of the plot and forfeit the amount of interest and penalty paid on installments.

Furthermore, according to the statutory rules under which the IDCs function, IDCs also retain the power to take back possession of the land in case of non-compliance with terms and conditions. If the letter of allotments are terminated, we would need to relocate our operations on that land to a different location, which would disrupt our operations and involve additional costs and which could have an adverse effect on our business, financial condition, results of operations and cash flows. We are also required to comply with the regulations and schemes issued by IDCs. Failure to comply with these regulations could lead to regulatory actions against us which may adversely affect our business.

37. . Our failure in maintaining our quality accreditations and certifications may negatively impact our brand and reputation.

We have received a number of quality assurance certifications and accreditations which have certified that manufacturing of our products is in compliance with globally accepted manufacturing practices and quality standards. Our manufacturing facilities are accredited and ISO 9001:2015 certified in Quality Management System (for the scope of manufacture, supply, installation, commissioning and service of electric vehicle charger, SMR, SMPS based power plants, centralized battery and energy management solutions), ISO 14001:2015 and ISO 45001:2018 certified in Environmental Management System and Occupational Health & Safety Management System. Our Gurugram Facility I also follows a Quality Management System for Design and Manufacturing of Electric Vehicle Charger as per IATF 16949:2016. If we are unable to renew these accreditations, our brand and reputation could be adversely affected. Any significant damage to our reputation and/or brand caused by being denied such accreditations and certifications could have a material adverse effect on our ability to attract new and repeat customers and, as a result, adversely affect our business, financial condition, results of operations or prospects. Any failure of the company to comply with the IS:17017 standards issued by the Bureau of Indian Standards can lead to loss of business and reputation.

38. Our operations have been historically dependent on our material Subsidiary, Exicom Tele-Systems (Singapore) Pte. Ltd.

During the preceding three Financial Years, we conducted a significant portion of our operations through Exicom Singapore, primarily involving the import of Li-ion battery packs and cells and its sale to our customers. The revenue from operations contributed by Exicom Tele-Systems (Singapore) Pte. Ltd. is set forth below:

Particulars	Financial Year					
	2023		2022		2021	
	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations
Revenue from Exicom Tele-Systems (Singapore) Pte. Ltd.	1,712.67	24.19	4,837.84	57.40	2,159.61	42.11

The business and revenues of Exicom Tele-Systems (Singapore) Pte. Ltd. have accordingly contributed significantly to our cash flows, investment income, financing proceeds, dividends and other permitted payments. Further, a significant diminution in the value of our investment in Exicom Singapore may have an adverse effect on our financial condition, results of operations and prospects. As Exicom Singapore is a separate and distinct legal entity, it has no obligation to pay dividends and may be restricted from doing so by law or contract, including applicable laws, charter provisions and the terms of its financing arrangements. We cannot assure you that Exicom Singapore will generate sufficient profits and cash flows, or otherwise be able to pay dividends to us in the future.

39. Under-utilization of our manufacturing capacities and an inability to effectively utilize our expanded manufacturing capacities could have an adverse effect on our business, future prospects and future financial performance.

The success of any capacity expansion and expected return on investment on capital expenditure 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. The product requirements of, and procurement practice followed by, our customers also affect our capacity utilization. In recent times, we have made investments towards capital expenditure and improving and innovating our products and processes and are proposing to utilise the Net Proceeds for the expansion of our manufacturing capacities by setting up the Planned Telangana Facility. In case of oversupply in the industry or lack of demand we may not be able to utilise our expanded capacity efficiently.

Under-utilization of our manufacturing capacities over extended periods, or significant under-utilization in the short term, or an inability to fully realize the benefits of our capacity expansion, could materially and adversely impact our business, growth prospects and future financial performance. For details relating to the capacity utilization of our manufacturing facilities, see "***Our Business – Our Manufacturing Facilities***" on page 211. As we typically do not enter into long-term contracts with our customers, we also face the risk that our customers might not place any order or might place orders of lesser than expected size or may even cancel existing orders or make change in their policies, which may result in reduced quantities being manufactured by us resulting in under-utilization of our existing manufacturing capacity. Further, we make significant decisions, including determining the levels of business that we will seek and accept, production schedules, personnel requirements and other resource requirements, based on our estimates of customer orders. The changes in demand for their products (which are in turn manufactured by us) could reduce our ability to estimate accurately future customer requirements, make it difficult to schedule production and lead to over production and utilization of our manufacturing capacity for a particular product. Any such mismatch leading to over or under utilization of our manufacturing facilities could adversely affect our business, results of operations, financial condition and cash flows.

40. If we fail to effectively implement our production schedules, or our manufacturing operations suffer unanticipated or prolonged interruption, our business and results of operations may be materially and adversely affected.

Our success depends in part on our ability to meet the production schedules and requirements of our customers according to their specifications and within delivery time frames which are, at times, demanding. Our ability to meet specific customer demands depends on our ability to arrange supply of critical components and commence production of our products within short timeframes. Our contractual arrangements with our customers typically stipulate the payment of liquidated damages on account of delay in supply. The table below sets forth details of the paymet for liquidated damages for Financial Year 2023, Financial Year 2022 and Financial Year 2021:

Particulars	Financial Year		
	2023	2022	2021
	Amount (₹ million)	Amount (₹ million)	Amount (₹ million)
Payment of liquidated damages	28.15	57.05	15.90

We cannot guarantee that in future we would not default any of the existing terms of the contract resulting in the payment of liquidated damages. While there have been no instances in past where our orders were cancelled on account of delay in supply, there can be no guarantee that our customers would not cancel orders on account of delay in supply along with payment of liquidated damages. We may in the future incur additional costs and delays in our business, including as a result of higher prices, schedule delays or the need to identify and develop alternative suppliers, and we may need to provide additional resources to support our suppliers or otherwise continue performance under our contracts. We may not be able to maintain and enhance our production capabilities in time or implement our production plans effectively. Our production operations may also suffer from unanticipated interruptions such as the Covid-19 pandemic, which would cause delays to our production schedule and prevent us from fulfilling customer orders on time. If we are unable to maintain or enhance our production capabilities to satisfy customer demand, or our production operations suffer unanticipated or prolonged interruption, our business and results of operations would be adversely affected.

41. Our business may be subject to labour conflicts, strikes, or other types of conflicts with our workforce which may adversely impact on our business, results of operations and financial condition.

We are significantly dependent on labour force for our manufacturing operations. As of August 31, 2023, we had 430 employees. The success of our operations depends on the availability of labour and maintaining a good relationship with workforce, and currently the employees at our Solan Facility are affiliated with a labour union. A shortage of skilled or unskilled personnel or work stoppages caused by disagreements with our workforce, strikes and lockouts as a result of disputes could have an adverse effect on our business, results of operations and financial conditions. In 2021, we faced certain disagreements with our unionised workforce at Solan and have entered into a wage settlement with them to resolve the disagreements. We cannot assure you that we shall not experience any such disagreements, strikes, lockouts or labour disputes in the future. Such events could disrupt our operations and may have a material adverse effect on our business, financial condition and results of operations. Further, we engage independent contractors through whom we engage contract labour for performance of certain functions at our manufacturing facility as well as at our offices.

Further, we engage independent contractors through whom we engage contract labour for performance of certain functions at our manufacturing facilities as well as at our offices. Although we do not engage these labourers directly, we are responsible for any wage payments to be made to such labourers in the event of default by such independent contractors. Any requirement to fund their wage requirements may have an adverse impact on our results of operations and our financial condition. While there has been no past instance where we were held responsible for payment of wages to contract labourers, we cannot assure you that we would not be held liable for payment of wages in the future.

In addition, we are subject to a number of stringent labour laws that protect the interests of workers, including legislation that sets forth detailed procedures for dispute resolution and employee removal and legislation that imposes financial obligations on employers upon retrenchment. If labour laws become more stringent, it may become difficult for us to maintain flexible human resource policies, discharge employees or downsize, any of which could have an adverse effect on our business, financial condition, results of operations and cash flows.

42. The coronavirus pandemic ("Covid-19") has had an adverse effect on our business and operations, and the extent to which it may continue to do so in the future cannot be predicted.

As a result of the Covid-19 pandemic, our operations and business were affected in the following ways:

- As a result of Government-imposed lockdowns in India, operations at our manufacturing facilities were temporarily shut down for approximately four weeks in 2021. During the second wave of the Covid-19 pandemic in India in April 2021 until June 2021, restrictions on operations at our manufacturing facilities were imposed again, though with less stringent restrictions, with the imposition of a night curfew with effect from April 12, 2021, leading to a complete lockdown from May 3, 2021.

- We faced challenges in sourcing key raw materials during the pandemic as a result of temporary or permanent closures of our suppliers' facilities. As our customers were also impacted by the lockdowns and restrictions, we did not incur any losses on account of termination of our supply contracts. These disruptions impacted the demand for our products and services, affecting our revenue from operations during Financial Years 2021 and Financial Year 2022.

Similar pandemics and resultant government actions that may occur in the future may similarly affect our business, results of operations and financial condition, including as a result of: (i) complete or partial closure of our operations due to lockdowns; (ii) disruptions or restrictions on our ability to conduct our business or manufacturing operations, pursue partnerships and other business opportunities; (iii) delays of shipments and delivery of our products; (iv) inability to source key raw materials as a result of the temporary or permanent closure of our suppliers' facilities; (v) difficulty in finding alternate suppliers, if the need arises; (vi) nonavailability of labour, which could result in a slowdown in our operations; (vii) inability to access debt and 64 equity capital on acceptable terms, or at all; and (viii) potential non-compliance with financial covenants in credit facilities and other financing agreements which could result in events of default and the acceleration of indebtedness. The occurrence of any of these events could hamper our ability to ensure business continuity.

43. We work with hazardous materials in our manufacturing activities and such operations can be dangerous, which could cause injuries to people or property.

Our business involves manufacturing processes for Li-ion Batteries that can be dangerous to our employees due to the hazardous and flammable materials involved in such manufacturing. Although we employ safety procedures, including providing safety equipment on the shop floor, in the operation of our facilities and maintain what we believe to be adequate insurance, there is a risk that an accident including an explosion or lead exposure or electrical shock may occur in any of our facilities. An accident may result in destruction of property or equipment, environmental damage, manufacturing or delivery delays, or may lead to suspension of our operations and/or imposition of liabilities. Any such accident may result in litigation, the outcome of which is difficult to assess or quantify, and the cost to defend litigation can be significant. As a result, the costs to defend any action or the potential liability resulting from any such accident or death or arising out of any other litigation, and any negative publicity associated therewith, may have a negative effect on our business, financial condition, results of operations and prospects. While we maintain legally mandated insurance policies such as accident and medical insurance policies for our employees, we cannot assure you that the coverage under such policies will be sufficient to cover loss sustained or that an affected employee or third party will not additionally seek legal recourse against us. While there have been no such instances in the past, we may face claims and litigation filed on behalf of persons alleging injury predominantly as a result of occupational exposure to hazards at our facilities. If these claims and lawsuits, individually or in the aggregate, are resolved against us, our business, results of operations and financial condition could be adversely affected.

44. A shortage or non-availability of essential utilities such as power and fuel could affect our manufacturing operations and have an adverse effect on our business, results of operations and financial condition

Adequate and cost-effective supply of power and fuel is critical to our manufacturing facilities. The table below sets forth details of our power and fuel costs, including as a percentage of our total revenue from operations, during the Financial Years stated:

Particulars	**Financial Year**					
	2023		**2022**		**2021**	
	Amount (₹ million)	**% of total revenue from operations**	**Amount (₹ million)**	**% of total revenue from operations**	**Amount (₹ million)**	**% of total revenue from operations**
Power and fuel expenses	21.17	0.30	25.43	0.30	17.83	0.36

There may be power cuts in the supply provided by the respective state electricity boards from time to time and so we have stand-by captive generator sets and UPS system for our operations to ensure that there is no stoppage in our production. Power costs represent a significant portion of our operating costs. If the per unit cost of electricity is increased by the state electricity boards our power costs will increase. It may not be possible to pass on any increase in our power costs to our customers, which may adversely affect our profit margins. An interruption in or limited supply of electricity may result in suspension of our manufacturing operations. Interruptions of electricity supply can also result in production shutdowns, increased costs associated with restarting production and the loss of production in progress. A prolonged suspension in production could materially and adversely affect our business, financial condition or results of operations. If supply is not available for any reason, we will need to rely on alternative sources, which may not be able to consistently meet our requirements. Further, if for any reason such electricity is not available, we may need to shut down our plants until an adequate supply of electricity is restored. The cost of such purchased power would be significantly higher, thereby adversely affecting our cost of production and profitability.

45. Any failure of our information technology and ERP systems could adversely affect our business and operations.

Our systems are equipped with ERP, which is an on-premises enterprise resource planning or ERP system used at all our locations. ERP integrates digital information of all business documents integrating with all business processes on real time basis. Further, we have role-based access controls with multi-factor authentication in place to ensure compartmentalized data access within our employee network. We rely on our IT infrastructure to provide us with connectivity and data backup across our locations and functions. The complexity of our computer systems may make them potentially vulnerable to breakdown, malicious intrusion and computer viruses. We cannot assure you that we will not encounter disruptions to our information technology systems in the future and any such disruption may result in the loss of key information or disruption of our business processes, which could adversely affect our business and results of operations. In addition, our systems are potentially vulnerable to data security breaches, whether by employees or others that may expose sensitive data to unauthorized persons. Such data security breaches could lead to the loss of trade secrets or other intellectual property, or could lead to the public exposure of personal information (including sensitive personal information) of our employees, customers and others. Any such security breaches could have an adverse effect on our business and reputation.

Our technology infrastructure and the technology infrastructure of our third-party providers are vulnerable to damage or interruption as a result of software or hardware malfunctions, system implementations or upgrades, computer viruses, third-party security breaches, employee error, misuse, war, natural calamities, power loss, telecommunications failures, cyber-attacks, human error, and other similar events. Disruptions or damage in our technology infrastructure and the technology infrastructure of our third-party providers could lead to extended interruptions of our operations, a corresponding loss of revenue and profits, cause breaches of data security, loss of intellectual property or critical data, or the release and misappropriation of sensitive information, or otherwise impair our operations. While we have disaster recovery arrangements in place, our disaster recovery and data redundancy plans may be inadequate, and in India we do not have business interruption insurance to compensate us for the losses that could occur. If any such event were to occur, our business, financial condition, cash flows and results of operations may be adversely affected.

46. Our Promoters, Directors, Key Management Personnel and Senior Management may be interested in our Company other than in terms of remuneration and reimbursement of expenses.

Anant Nahata, our individual Promoter, Managing Director and CEO is interested in our Company by virtue of being our Promoters as well as the promoter, directors and majority shareholder of our corporate Promoter, NextWave Communications Private Limited**.** Additionally, he has provided a personal guarantee in favour of Punjab National Bank, IDBI Bank Limited and State Bank of India for certain borrowings availed by our Company. See '***Financial Indebtedness – Key terms of borrowings availed by our Company***' on page 345. NextWave Communications Private Limited, our corporate Promoter, Promoter is interested to the extent of repayment of 234,741 6% unsecured non-convertible debentures having a face value of ₹ 1,065 each (including interest) by our Company. See "***Financial Indebtedness- Terms of the non-convertible debentures***" on page 346.

Certain of our Promoters, Directors. Key Managerial Personnel and Senior Management are from time to time interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any company which is promoted by them, in which they are members, in which they hold directorships or any partnership firm in which they are partners in the ordinary course of business. See, "***-Internal Risk Factors- We have and may continue to enter into related party transactions in the future in the ordinary course of our business on an arm's length basis.***" on page 50. Our individual Promoter, Anant Nahata, certain of our Directors, Anant Nahata and Himanshu Baid and certain of our KMPs and Senior Management, Shiraz Khanna and Puran Mal Singh, may be deemed to be interested to the extent they hold directorships in certain of our Subsidiaries, Group Companies and members of our Promoter Group, some of which may also be authorized to engage in business similar to our Company. For details on the other directorships of our individual Promoter and our Directors, see, "***Our Management- Our Board***" on page 243 and for details of the directorships of our KMPs and Senior Management in our Subsidiaries and/ or Group Companies, see, "***Our Management- Interest of Key Managerial Personnel or Senior Management***" on page 258. We cannot assure you that our individual Promoter, Directors, KMPs and Senior Management will not provide competitive services or otherwise compete in business lines in which we are already present or will enter into in the future. This may give rise to a conflict of interest, which may adversely affect our business, financial condition, cash flows and results of operations. See '***Restated Consolidated Financial Information – Note 50 - Related Party Disclosures***' on page 324.

47. Any variation in the utilisation of the proceeds of the Offer would be subject to certain compliance requirements, including prior shareholders' approval.

We propose to utilize the Net Proceeds towards (i) part-financing the cost towards setting up of production/assembly lines at the Planned Telangana Facility in Telangana; (ii) repayment/pre-payment, in part or full of certain borrowings of our Company; (iii) part-funding incremental working capital requirements; (iv) investment in R&D and product development; and (v) General corporate purposes in the manner specified in '***Objects of the Offer***' beginning on page 102. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Sections 13(8) and 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilization of the Net Proceeds, we may not be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations.

In light of these factors, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Offer, if any, or vary the terms of any contract referred to in this Draft Red Herring Prospectus, even if such variation is in the interest of our Company. This may restrict our Company's ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of Net Proceeds, if any, or varying the terms of contract, which may adversely affect our business and results of operations.

48. Our funding requirements and proposed deployment of the Net Proceeds are not appraised by any independent agency and are based on management estimates and may be subject to change based on various factors, some of which are beyond our control.

We intend to use the Net Proceeds for, (i) part-financing the cost towards setting up of production/assembly lines at the Planned Telangana Facility in Telangana; (ii) repayment/pre-payment, in part or full of certain borrowings of our Company; (iii) part-funding incremental working capital requirements; (iv) investment in R&D and product development; and (v) general corporate purposes, in the manner specified in '***Objects of the Offer***' on page 102. The amount of Net Proceeds to be actually used will be based on our management's estimates and has not been appraised by any bank or financial institution.

However, the deployment of the Net Proceeds will be monitored by a monitoring agency appointed pursuant to the SEBI ICDR Regulations. 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 capital expenditure and may have an adverse impact on our business, financial condition, results of operations and cash flows. 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 Net Proceeds. If we are unable to deploy the Net Proceeds in a timely or an efficient manner, it may affect our business and the results of operations.

49. An inability to maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability.

Our operations are subject to certain hazards such as work accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions, including hazards that may cause destruction of property and inventory. Our principal types of insurance coverage include coverage for our stocks that includes all normal risks associated with our business, including fire, burglary and product liability. We typically maintain standard fire and burglary insurance policies for our stocks, also obtain commercial general liability and marine cargo insurance policies for transit of goods. We have also obtained a group mediclaim policy and group personal accidental policy for our employees. These insurance policies are generally valid for a year and are renewed annually.

The table below sets forth details of the aggregate coverage of insurance policies obtained by us, including as a percentage of our total fixed assets and inventory, during the Financial Years stated:

Particulars	Financial Year					
	2023		2022		2021	
	Amount (₹ million)	% of total fixed assets and inventory	Amount (₹ million)	% of total fixed assets and inventory	Amount (₹ million)	% of total fixed assets and inventory
Insurance coverage	2,640.12	111.17	2,586.89	100.17	2,588.52	111.76

Our insurance may not be adequate to completely cover any or all of our risks and liabilities. While there have been no instances in the past. There can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. Our inability to maintain adequate insurance cover in connection with our business could adversely affect our operations and profitability. To the extent that we suffer loss or damage as a result of events for which we are not insured, or for which we did not obtain or maintain insurance, or which is not covered by insurance, 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, see '***Our Business – Insurance***' on page 222. If insurance coverage, customer indemnifications and/or other legal protections are not available or are not sufficient to cover risks or losses, it could have a material adverse effect on our financial position, results of operations and/or cash flows.

50. We have contingent liabilities, and our financial condition and profitability could be adversely affected if any of these contingent liabilities materialize.

As of March 31, 2023, we had disclosed the following contingent liabilities (as per Ind AS 37) in the Restated Consolidated Financial Information:

(₹ in millions)

Nature of Contingent Liabilities	As of March 31, 2023
Guarantees given by the bank on behalf of the Company	377.13
Letter of credit given by the bank on behalf of the Company (Margin Money for LC & BGs kept by way of fixed deposits ₹ 108.48 million (Financial Year 2022, ₹ 101.69 million and Financial Year 2021, ₹ 107.83 million)	126.36
Additional demand of custom duty raised on the company	0.70
Amount demanded by the Sales tax authorities of various states but liability not provided for on account of appeals against the same.*	26.48

** The Group's pending litigation comprises claims against the Group and proceedings pending with tax authorities/statutory authorities. The Group has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in the Restated Consolidated Financial Information. The Group does not expect the outcome of these proceedings to have a material impact on its financial position.*

During Financial Year 2019-2020 the Company has received refund on April 23, 2019 pertaining to Financial Year 2011-2012 (₹ 5.47 million), Financial Year 2012-2013 (₹ 0.13 millions), Financial Year 2013-2014 (₹ 7.81 millions) against the sales tax assessment relief granted by the relevant tribunal on November 17, 2018. Against this relief the Sales Tax Department has filed revision application before the High Court, which has been dismissed on March 28, 2019. The Sales Tax Department has filed an application before the Supreme Court of India, which is currently pending. Accordingly, ₹ 13.41 millions is treated as contingent liability.

During Financial Year 2020-2021, the Company received a demand orders for ₹ 13.07 million and ₹ 0.64 million against the sales tax assessment for Financial Year 2014-2015 and Financial Year 2015-2016, respectively, from the office of Deputy Commissioner of Sales Tax, Patna. Accordingly, ₹ 13.71 millions is treated as contingent liability. The Company has filed application before the Additional Commissioner of Sales Tax (Appeals), Patna on April 26, 2023

Notes:

The Group periodically reviews all its long-term contracts to assess for any material foreseeable losses. Based on such review wherever applicable, the group has made adequate provisions for these long-term contracts in the books of account as required under any applicable law/accounting standard.

As at March 31, 2023 the group did not have any outstanding long-term derivative contracts.

We cannot assure you that we will not incur similar or increased levels of contingent liabilities in the future. If any of these contingent liabilities materialize or if at any time, we are compelled to pay all or a material proportion of these contingent liabilities, our financial condition and results of operation may be adversely affected.

51. ***We have sustained negative cash flows from operating activities in the past and may experience earnings declines or operating losses or negative cash flows from operating activities in the future.***

The following table sets forth certain information relating to our cash flows on a consolidated basis for the periods indicated.

(₹ in millions)

Particulars	Financial Year 2023		
	2023	2022	2021
Net cash generated from/ (used in) operating activities	25.71	560.37	(134.56)
Net cash (used in)/ generated from investing activities	76.96	(102.14)	(201.80)
Net cash generated from/ (used in) financing activities	(155.06)	(171.64)	(464.53)

We have sustained negative cash flow used in operating activities for Financial Years 2021 and 2020 primarily due to losses, investments in growth development activities, higher debt and longer cashflow cycles. We have also sustained negative cash flow used in investing activities for Financial Years 2022 and 2021 due to purchase of plant and machinery, product development and investment in fixed deposits. Further, we have sustained negative cash flow used in financing activities for Financial Years 2022 and 2021 due to interest paid towards interest costs on financial liabilities and working capital loans. There can be no assurances that cash flows will be positive in the future thereby creating an adverse impact on our ability to meet working capital expenditure, repay loans without raising finance from external resources. If we are not able to generate sufficient cash flows, it may adversely affect our business and financial operations.

52. ***Certain members of our Promoter Group have been subject to actions by regulatory authorities such as SEBI and the Stock Exchanges***

Certain members of our Promoter Group, being Abhilash Growth Fund Private Limited, J.L. Growth Fund Limited, Nahar Growth Fund Private Limited, VanaikInvestors Limited and Kamal Oswal were in the past debarred from buying/selling/dealing/undertaking/participating in IPO in/of securities or specified scrips directly or indirectly, each from June 4, 2013, due to the inability of Abhilash Growth Fund Private Limited to adhere to the minimum public shareholding requirements prescribed under applicable laws. These debarment orders issued by SEBI were revoked on April 16, 2014 and as on the date of this Draft Red Herring Prospectus, the said entities are not debarred. Furthermore, as on the date of this Draft Red Herring Prospectus, our Company, the Promoters (including the Promoter Selling Shareholder), the members of our Promoter Group, and our Directors are not debarred from accessing the capital market by SEBI.

Further, our Promoters are also promoters of a company forming part of our Promoter Group and identified as our Group Company, being HFCL Limited, which is listed on the Stock Exchanges and has in the past been subject to certain regulatory action including the levy of monetary penalties by the Stock Exchanges in relation to non-compliance with certain requirements of the SEBI Listing Regulations.

53. ***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 and results of operations.***

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

Rating agency	Instrument	Credit rating as of 2022	Credit rating as of 2023
CARE	Long term bank facilities	BBB (-)	BBB (Stable)
	Short term bank facilities	A3+	A3+

We cannot assure you that we will be able to maintain our credit ratings in future. Our credit rating reflects, amongst other things, the rating agency's opinion of our financial strength, operating performance, strategic position, and ability to meet our obligations. Our inability to obtain such credit rating in a timely manner or any non-availability of credit ratings, or poor ratings, or any downgrade in our ratings may increase borrowing costs and constrain our access to capital and lending markets and, as a result, could adversely affect our business and results of operations. In addition, non-availability of credit ratings could increase the possibility of additional terms and conditions being added to any new or replacement financing arrangements.

54. We face foreign exchange risks that could adversely affect our results of operations.

We are exposed to foreign exchange rate fluctuations (mainly in US$, Euro and GBP) in respect of (i) revenue from overseas business in foreign denominations; (ii) currency translation losses for the purpose of preparing our consolidated financial statements (which are presented in Indian Rupees), on account of our global operations; and (iv) cost incurred on procuring raw material and components from overseas vendors. Our revenues, operating expenses and finance costs are influenced by the currencies of those countries where we manufacture and/or sell our products. The exchange rate between the Indian Rupee and these currencies, primarily the US$, Euro and GBP have fluctuated in the past and our results of operations have been impacted by such fluctuations in the past and may be impacted by such fluctuations in the future. For example, during times of strengthening of the Indian Rupee, we expect that our overseas sales and revenues will generally be negatively impacted. However, the effect of depreciation in the Indian Rupee may not be sustained or may not show an appreciable impact on our results of operations in any given financial period due to other variables impacting our business and results of operations during the same period.

While we seek to pass on all losses on account of foreign currency fluctuations to our customers, our ability to foresee future foreign currency fluctuations is limited. In relation to our products which are priced in foreign currencies, the strengthening of these currencies against the Indian Rupee results in gains and the weakening of these currencies results in losses for our Company. As an effort to mitigate any significant currency fluctuations, we typically agree to renegotiate/reset prices of our products on a periodic basis including adjustments on account of currency fluctuations beyond a specified range, which may vary between customers, depending on terms negotiated with such customers from time to time. The said permitted adjustments in our prices are generally effected with a prospective effect and may not be adequate to fully set-off the effect of foreign currency fluctuations, which may result, as earlier mentioned, in either losses or gains for our Company.

55. We are subject to transfer pricing regulations in respect of transactions with our foreign Subsidiaries. If the income tax authorities review any of our tax returns and determine that the transfer price applied was not appropriate, we may incur increased tax liabilities, including accrued interest and penalties.

Indian transfer-pricing regulations require that any international transaction involving associated enterprises be at an arm's length price. Transactions among us and our Subsidiaries may be considered such transactions. Accordingly, we determine the pricing among our entities on the basis of detailed functional and economic analysis involving benchmarking against transactions among entities that are not under common control. If the income tax authorities review any of our tax returns and determine that the transfer price applied was not appropriate, we may incur increased tax liabilities, including accrued interest and penalties. The amount of taxes we pay in different jurisdictions may depend on the application of the tax laws of the various jurisdictions, to our international business activities, changes in tax rates, new or revised tax laws or interpretations of existing tax laws and policies, and our ability to operate our business in a manner consistent with our corporate structure and intercompany arrangements. The taxing authorities of the jurisdictions in which we operate may challenge our methodologies for pricing intercompany transactions pursuant to our intercompany arrangements or disagree with our determinations as to the income and expenses attributable to specific jurisdictions. If such a challenge or disagreement were to occur, and our position was not sustained, we could be required to pay additional taxes, interest and penalties, which could result in one-time tax charges, higher effective tax rates, reduced cash flows and lower overall profitability of our operations.

56. We have included certain non-GAAP measures, industry metrics and key performance indicators related to our operations and financial performance in this Draft Red Herring Prospectus that are subject to inherent challenges measurement. These Non-GAAP Measures, industry metrics and key performance indicators may not be comparable with financial, or industry related statistical information of similar nomenclature computed and presented by other companies. Such supplemental financial and operational

information is therefore of limited utility as an analytical tool for investors and there can be no assurance that there will not be any issues or such tools will be accurate going forward.

Certain non-GAAP financial measures and certain other industry measures relating to our operations and financial performance have been included in this Draft Red Herring Prospectus. We compute and disclose such non-GAAP financial and operational measures, and such other industry related statistical and operational information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of businesses similar to ours, many of which provide such non-GAAP financial and operational measures, and other industry related statistical and operational information. These non-GAAP financial and operational measures, and such other industry related statistical and operational information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial and operational measures, and industry related statistical information of similar nomenclature that may be computed and presented by other companies pursuing similar business. See "***Definitions and Abbreviations***", "***Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation***", "***Basis for Offer Price***", "***Our Business***", "***Other Financial Information***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" begining on pages 1, 14, 131, 192, 343 and 348, respectively.

Further, in evaluating our business, we consider and use certain key performance indicators that are presented herein as supplemental measures to review and assess our operating performance. We present these key performance indicators because they are used by our management to evaluate our operating performance. These key performance indicators have limitations as analytical tools. These key performance indicators may differ from, and may not be comparable to, estimates or similar metrics or information published by third parties and other peer companies due to differences in sources, methodologies, or the assumptions on which we rely, and hence their comparability may be limited. As a result, these metrics should not be considered in isolation or construed as an alternative to our financial statements or as an indicator of our operating performance, liquidity, profitability or results of operations. Further, as the industry in which we operate continues to evolve, the measures by which we evaluate our business may change over time. In addition we calculate measures using internal tools, which are not independently verified by a third party. If the internal tools we use to track these measures under-count or over-count performance or contain algorithmic or other technical errors, the data and/or reports we generate may not be accurate. Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of the Restated Consolidated Financial Information of our Company in disclosed in "***Our Business***", "***Other Financial Information***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" begining on pages 192, 343 and 348, respectively.

While we have not experienced any issues on account of such tools in the past, there can be no assurance that there will not be any issues or such tools will be accurate going forward. Limitations or errors with respect to how we measure data or with respect to the data that we measure may affect our understanding of certain details of our business, which could affect our long-term strategies. If our key performance indicators are not accurate representations of our business, or if investors do not perceive these metrics to be accurate, or if we discover material inaccuracies with respect to these figures, our reputation may be materially and adversely affected, the market price of our shares could decline, we may be subject to shareholder litigation, and our business, results of operations, and financial condition could be materially adversely affected.

57. ***This Draft Red Herring Prospectus contains information from an industry report, prepared by an independent third-party research agency, CRISIL, which we have commissioned and paid for purposes of confirming our understanding of the industry exclusively in connection with the Offer and reliance on such information for making an investment decision in the Offer is subject to certain inherent risks***.

We have availed the services of an independent third-party research agency, CRISIL, appointed by us pursuant to an engagement letter dated June 29, 2023 entered into with our Company, to prepare an industry report titled "*Industry Report on EV Chargers, Telecom Power & Data Centre Energy Storage Systems*", that has been exclusively commissioned and paid for by us, for purposes of inclusion in this Draft Red Herring Prospectus. The CRISIL Report is available on the website of our Company at https://www.exicom.in/investors.html. The CRISIL Report is subject to various limitations and based upon certain assumptions that are subjective in nature. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amount may differ materially from those included in this Draft Red Herring Prospectus. See '***Certain Conventions, Use of Financial Information and Market Data and Currency of Presentation – Industry and Market Data***' on page 16.

58. ***Information relating to installed capacities, historical production and capacity utilisation of manufacturing facilities included in this Draft Red Herring Prospectus is based on various assumptions and estimates by the chartered engineer verifying such information and future production and capacity utilisation may vary.***

Information relating to our installed capacities, historical production and capacity utilization of our manufacturing facilities is based on various assumptions and estimates by Mukesh M. Shah, independent chartered engineer, as set out in certificate dated Septemner 26, 2023 including those relating to the number of working days in a week, working days in the financial year and the number of shifts. Such assumptions and estimates may not continue to be true and future production and capacity utilization may vary. Calculation of the installed capacities and historical production and capacity utilization of our manufacturing facilities by the independent chartered engineer may not have been undertaken on the basis of any standard methodology and may not be comparable to that employed by competitors.

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

Our Company does not have a formal dividend policy as on the date of this Draft Red Herring Prospectus. Our Company has not made any dividend payments in the last three Financial Years. See '***Dividend Policy***' on page 265. Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flow, working capital requirements, capital expenditure and restrictive covenants of our financing arrangements. The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013. We may retain all future earnings, if any, for use in the operations and expansion of the business. As a result, we may not declare dividends in the foreseeable future. Accordingly, realization of a gain on Shareholders' investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that our Equity Shares will appreciate in value.

60. ***Our Company has issued Equity Shares during the last twelve months at a price which may be lower than the Offer Price.***

We have, in the 12 months preceding the filing of this Draft Red Herring Prospectus, issued Equity Shares at prices that may be lower than the Offer Price. See '***Capital Structure – Notes to Capital Structure – Issue of equity shares at a price lower than the Offer Price in the last one year***' on page 93. The price at which our Company has issued the Equity Shares in the past is not indicative of the price at which they will be issued or traded.

61. ***We will continue to be controlled by our Promoter after the completion of the Offer, and our Promoter's interest may differ from those of other shareholders.***

As of the date of this Draft Red Herring Prospectus, our corporate Promoter, NextWave Communications Private Limited directly holds 71.45% of our pre-Offer share capital. Furthermore, after the completion of this Offer, our Promoter will control, directly or indirectly, a substantial portion of our outstanding Equity Shares. As a result, our corporate Promoter will continue to exercise significant control over us, including being able to control the composition of our board of directors and determine decisions requiring simple voting. Our Promoter may take or block actions with respect to our business, which may conflict with our interests or the interests of our minority shareholders, such as actions which delay, defer or cause a change of our control or a change in our capital structure, merger, consolidation, takeover or other business combination involving us, or which discourage or encourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of us. We cannot assure you that our Promoter will act in our interest, or in the interests of minority shareholders, while exercising their rights in such entities

62. The Promoter Selling Shareholder will receive the entire proceeds from the Offer for Sale.

Our Company will not receive or benefit from any proceeds from the Offer for Sale. This Offer consists of an Offer for Sale of up to 7,400,000 Equity Shares aggregating to [●] million by the Promoter Selling Shareholder. The entire proceeds from the Offer for Sale will be paid to the Promoter Selling Shareholder and our Company will not receive any such proceeds. See "***The Offer***", "***Capital Structure***" and "***Objects of the Offer***" beginning on pages 72, 89 and 102, respectively.

Risks Relating to India

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

The Indian economy and capital markets are influenced by economic, political and market conditions in India and globally. Our Company is incorporated in India, and all of our assets and employees are located in India. As a result, we are dependent on prevailing economic conditions in India and our results of operations are affected by factors influencing the Indian economy. Further, the following external risks may have an adverse impact on our business and results of operations, should any of them materialize:

- increase in interest rates may adversely affect our access to capital and increase our borrowing costs, which may constrain our ability to grow our business and operate profitably;

- downgrade of India's sovereign debt rating by an independent agency;

- political instability, resulting from a change in governmental or economic and fiscal policies, may adversely affect economic conditions in India. In recent years, India has implemented various economic and political reforms. Reforms in relation to land acquisition policies and trade barriers have led to increased incidents of social unrest in India over which we have no control;

- civil unrest, acts of violence, terrorist attacks, regional conflicts or situations or war; and

- India has experienced epidemics, and natural calamities such as earthquakes, tsunamis, floods, and drought in recent years.

- contagious diseases such as the Covid-19 pandemic or a similar contagious disease could adversely affect the Indian economy and economic activity in the region.

Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations and financial condition and the price of the Equity Shares. Conditions outside India may also contribute to a slowdown in the Indian economy or changes in India's economic policies and regulations, which could adversely affect the level of trading activity in the securities market, such as the Russia-Ukraine war, power shortages in Europe, and rising inflation rates globally. Our performance and the growth of our business depend on the overall performance of the Indian economy as well as the economies of the regional markets in which we operate.

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

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

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

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

65. 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. The GoI may implement new laws or other regulations that could affect the industry in which we operate, which could lead to new compliance requirements. New compliance requirements could increase our costs or otherwise adversely affect our business, 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, see "***Key Regulations and Policie*s**" beginning on page 227.

Tax and other levies imposed by the central and state governments in India that affect our tax liability include central and state taxes and other levies, income tax, goods and service tax, stamp duty and other special taxes and surcharges which are introduced on a temporary or permanent basis from time to time. The Income Tax Act, 1961 ("**Income Tax 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. Due to the Covid-19 pandemic, the GoI had also passed the Taxation and Other Laws (Relaxation of Certain Provisions) Act, 2020, implementing relaxations from certain requirements under, amongst others, the Central Goods and Services Tax Act, 2017 and Customs Tariff Act, 1975.

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 Income Tax Act to abolish the DDT regime. Accordingly, 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.

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

66. Investors may not be able to enforce a judgment of a foreign court against our Company outside India.

Our Company is incorporated under the laws of India. Our Company's assets are located in India and all of our Company's Directors, Key Managerial Personnel and Senior Management are residents of India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce against them judgments obtained in courts outside India. Moreover, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if the damages are excessive or inconsistent with Indian public policy.

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Code of Civil Procedure, 1908 ("**Civil Code**"). India is not party to any international treaty in relation to the recognition or enforcement of foreign judgments. India has reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions, which includes, the United Kingdom, Singapore, UAE, and Hong Kong. A judgment from certain specified courts located in a jurisdiction with reciprocity must meet certain requirements of the Civil Code. The United States and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgments in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any federal or state court in a non-reciprocating territory, such as the United States, for civil liability, whether or not predicated solely upon the general securities laws of the United States, would not be enforceable in India under the Civil Code as a decree of an Indian court.

A judgment of a court of a country which is not a reciprocating territory may be enforced in India only by a suit on the judgment under Section 13 of the Civil Code, and not by proceedings in execution. Section 13 of the Civil Code provides that foreign judgments shall be conclusive regarding any matter directly adjudicated on except (i) where the judgment has not been pronounced by a court of competent jurisdiction, (ii) where the judgment has not been given on the merits of the case, (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or refusal to recognize the law of India in cases to which such law is applicable, (iv) where the proceedings in which the judgment was obtained were opposed to natural justice, (v) where the judgment has been obtained by fraud or (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. Under the Civil Code, a court in India shall, on the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record. The Civil Code only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us, our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court.

However, the party in whose favour such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in the United States or other such jurisdiction within three years of obtaining such final judgment. It is unlikely that an Indian court would award damages on the same basis as a foreign court if an action were brought in India. Moreover, it is unlikely that an Indian court will award damages to the extent awarded in a final judgment rendered outside India if it believes that the amount of damages awarded were excessive or inconsistent with Indian practice. In addition, any person seeking to enforce a foreign judgment in India is required to obtain the prior approval of the RBI to repatriate any amount recovered.

67. 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.

Foreign ownership of Indian securities is subject to Government regulation. Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions), if they comply with the pricing and reporting requirements specified by the RBI. If a transfer of shares is not in compliance with such requirements and does not fall under any of the exceptions specified by the RBI, then the RBI's prior approval is required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. As provided in the foreign exchange controls currently in effect in India, the RBI has provided that the price at which the Equity Shares are transferred be calculated in accordance with internationally accepted pricing methodology for the valuation of shares at an arm's length basis, and a higher (or lower, as applicable) price per share may not be permitted. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT which has been incorporated as the proviso to Rule 6(a) of the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares a land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India, as prescribed in the Consolidated FDI Policy dated October 15, 2020, and the FEMA Rules. These investment restrictions shall also apply to subscribers of offshore derivative instruments. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular term or at all.

68. Significant differences exist between Ind AS and other accounting principles, such as Indian Generally Accepted Accounting Principles, U.S. Generally Accepted Accounting Principles and International Financial Reporting Standards, which may be material to investors' assessments of our financial condition.

The Restated Consolidated Financial Information included in this Draft Red Herring Prospectus have been derived from our audited consolidated financial statements and restated in accordance with SEBI ICDR Regulations and the Guidance Note. There are significant differences between Ind AS, Indian GAAP, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS, the Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should, accordingly, be limited.

69. Rights of shareholders under Indian laws may differ to those 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 including in relation to class actions, under Indian law may not be as extensive and wide spread as the shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholder of our Company than as a shareholder of an entity in another jurisdiction.

70. Our ability to raise foreign capital may be constrained by Indian law.

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions limit our financing sources and could constrain our ability to obtain financings on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that any required regulatory approvals for borrowing in foreign currencies will be granted to us without onerous conditions, or at all. Limitations on foreign debt may have an adverse effect on our business growth, financial condition and results of operations.

71. 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 the SEBI Takeover Regulations. Further, as per the RBI Master Directions, any takeover or acquisition of control of our Company, which may or may not result in change of management, would require a prior written permission from the RBI.

Risks Related to the Offer

72. 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 of an Indian company are generally taxable in India. Capital gains arising from the sale of the Equity Shares may be partially or completely exempt from taxation in India in cases where such exemption is provided under a treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on gains made upon the sale of the Equity Shares. The Finance Act, 2019 has clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of certain securities, other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. These amendments have come into effect from July 1, 2020. Under the Finance Act 2020, any dividends paid by an Indian company will be subject to tax in the hands of the shareholders at applicable rates. Such taxes will be withheld by the Indian company paying dividends. Further, the Finance Act, 2021, which followed, removed the requirement for DDT to be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as non-resident. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends.

Further, the Finance Act, 2022, require, among others, the taxpayers to explain sources of cash credits, introduce a separate 30% tax on income from virtual digital assets, extend the anti-tax avoidance provision to bonus stripping of securities and repeal the 15% concessional rate on foreign dividends. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares. Unfavourable changes in, amendments to, or interpretations of existing laws, 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.

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

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

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

Subsequent to the listing of the Equity Shares, we may be subject to Additional Surveillance Measures ("**ASM**") and Graded Surveillance Measures ("**GSM**") by the Stock Exchanges. These measures are in place to enhance the integrity of the market and safeguard the interest of investors. The criteria for shortlisting any security trading on the Stock Exchanges for ASM is based on objective criteria, which includes market based parameters such as high low price variation, concentration of client accounts, close to close price variation, market capitalization, average daily trading volume and its change, and average delivery percentage, among others. A scrip is subject to GSM when the share price is not commensurate with the financial health and fundamentals of the company. Specific parameters for GSM include net worth, net fixed assets, price to earnings ratio, market capitalization and price to book value, among others. Factors within and beyond our control may lead to our securities being subject to GSM or ASM. In the event our Equity Shares are subject to such surveillance measures implemented by any of the

Stock Exchanges, we may be subject to certain additional restrictions in connection with trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active trading market for our Equity Shares.

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

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by us, including through exercise of employee stock options may dilute your shareholding in our Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our Promoters, Promoter Group or other significant Shareholders, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. Except as disclosed in "***Capital Structure***" on page 89, we cannot assure you that our Promoters and Promoter Group will not dispose of, pledge or encumber their Equity Shares in the future.

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

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

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

77. Qualified Institutional Buyers and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid.

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise or withdraw their Bids at any time during the Bid/Offer Period and until the Bid/ Offer Closing date, but not thereafter. While our Company is required to complete Allotment pursuant to the Offer within such period as may be prescribed under applicable law, events affecting the Bidders' decision to invest in the Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

78. 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 this Offer and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately five Working Days from the Bid 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 six Working Days of the Bid 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.

SECTION III: INTRODUCTION

THE OFFER

The following table summarizes details of the Offer:

Offer of Equity Shares	Up to [●] Equity Shares aggregating up to ₹ [●] million
The Offer consists of:	
Fresh Issue[(1)(2)]	Up to [●] Equity Shares aggregating up to ₹ 4,000.00 million
Offer for Sale[(3)] by the Promoter Selling Shareholder	Up to 7,400,000 Equity Shares aggregating up to ₹ [●] million
Of which:	
A. QIB Portion[(4) (6)]	Not less than [●] Equity Shares aggregating up to ₹ [●] million
Of which:	
Anchor Investor Portion[(5)]	[●] Equity Shares
Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares
Of which:	
Mutual Fund Portion (5% of the Net QIB Portion)	[●] Equity Shares
Balance of QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares
B. Non-Institutional Portion[(6)]	Not more than [●] Equity Shares aggregating up to ₹ [●] million
Of which:	
One-third available for allocation to Bidders with an application size of size of more than ₹ 200,000 and up to ₹ 1,000,000	[●] Equity Shares
Two-thirds available for allocation to Bidders with an application size of more than ₹ 1,000,000	[●] Equity Shares
C. Retail Portion[(6)]	Not more than [●] Equity Shares aggregating up to ₹ [●] million
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer as on the date of this Draft Red Herring Prospectus	92,396,244 Equity Shares
Equity Shares outstanding after the Offer	[●] Equity Shares
Use of Net Proceeds	See '***Objects of the Offer***' beginning on page 102 for information about the use of the Net Proceeds from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

(1) Our Company in consultation with the BRLMs, may consider a Pre-IPO Placement. In the event the Pre-IPO Placement is undertaken, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of SCRR. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue.

(2) Our Board has authorized the Offer pursuant to their resolution dated September 15, 2023. Our Shareholders have authorized the Fresh Issue pursuant to their special resolution dated September 16, 2023. Further, our Board has taken on record the approval for the Offer for Sale by the Promoter Selling Shareholder pursuant to its resolution dated September 15, 2023.

*(3) The Promoter Selling Shareholder has confirmed that the Offered Shares have been held by it for a period of at least one year prior to the filing of this Draft Red Herring Prospectus and are accordingly eligible for being offered for sale in the Offer in compliance with the SEBI ICDR Regulations. The Promoter Selling Shareholder has authorized the inclusion of the Offered Shares in the Offer for Sale. For details of authorization of the Promoter Selling Shareholder in relation to the Offered Shares, see "**Other Regulatory and Statutory Disclosures – Authority for the Offer - Approvals from the Selling Shareholder**" on page 388.*

*(4) If at least 75% of the Offer cannot be Allotted to QIBs, the entire application money will be refunded forthwith. In the event aggregate demand in the QIB Portion has been met, under-subscription, if any, in any category, except the QIB Portion, would be met with spill-over from any other category or categories, as applicable, at the discretion of our Company, the Promoter Selling Shareholder, in consultation with the BRLMs and the Designated Stock Exchange. In the event of under-subscription in the Offer, Equity Shares shall be allocated in the manner specified in '**Terms of the Offer**' beginning on page 402.*

(5) Our Company, the Promoter Selling Shareholder may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company, the Promoter Selling Shareholder may in

*consultation with the BRLMs in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors) including Mutual Funds, subject to valid Bids being received at or above the Offer Price. See '**Offer Procedure**' beginning on page 411.*

(6) *Allocation to all categories, other than Anchor Investors, if any, Non-Institutional Investors and Retail Individual Investors, shall be made on a proportionate basis, subject to valid Bids received at or above the Offer Price, as applicable. The allocation to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. The allotment to each Non-Institutional Investor shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be Allotted on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII to the SEBI ICDR Regulations. Allocation to Anchor Investors shall be on a discretionary basis. See, "**Offer Procedure**" beginning on page 411.*

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth summary financial information derived from our Restated Consolidated Financial Information. The summary financial information presented below should be read in conjunction with "***Restated Consolidated Financial Information***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on pages 266 and 348, respectively.

[*Remainder of this page has been intentionally kept blank*]

Exicom Tele-Systems Limited
(CIN: U64203HP1994PLC014541)
Annexure I - Restated Consolidated Statement of Assets and Liabilities
(All amounts are in INR Millions, unless otherwise stated)

Particulars	Note No(s)	As at March 31,2023	As at March 31, 2022	As at March 31, 2021
ASSETS				
Non-current Assets				
(a) Property, Plant and Equipment	5	498.55	652.87	670.41
(b) Right-of-Use Assets	6	134.73	189.11	196.74
(c) Goodwill on Consolidation	7	2.47	3.29	4.11
(d) Intangible Assets (other than Goodwill)	7	155.69	161.64	63.43
(e) Intangible Assets under Development	8	45.61	175.27	190.02
(f) Financial Assets				
(i) Investments	9	12.46	9.29	8.61
(ii) Trade Receivables	10	66.67	98.76	1.10
(iii) Others	11	37.03	44.15	33.64
(g) Deferred Tax Assets (Net)	12	219.70	233.24	288.14
(h) Other Non-Current Assets	13	132.48	130.02	47.07
Total Non-Current Assets		**1,305.39**	**1,697.64**	**1,503.27**
Current Assets				
(a) Inventories	14	1,282.92	1,361.33	1,167.22
(b) Financial Assets				
(i) Trade Receivables	15	3,145.09	1,685.81	3,281.25
(ii) Cash and Cash Equivalents	16	379.59	431.98	145.39
(iii) Bank Balances other than (ii) above	17	138.99	122.26	214.54
(iv) Others	18	8.47	7.39	9.98
(c) Current Tax Assets (Net)	19	101.61	61.20	-
(d) Other Current Assets	20	619.39	662.32	462.94
(e) Assets Held for Sale	21	69.45	-	-
Total Current Assets		**5,745.51**	**4,332.29**	**5,281.32**
Total Assets		**7,050.90**	**6,029.93**	**6,784.59**
EQUITY AND LIABILITIES				
Equity				
(a) Equity Share Capital	22	72.30	72.30	72.30
(b) Other Equity	23	2,247.69	2,143.42	2,062.12
Total Equity		**2,319.99**	**2,215.72**	**2,134.42**
LIABILITIES				
Non-current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	24	833.23	791.61	696.71
(ii) Lease Liabilities	6	115.93	150.95	158.69
(iii) Others	25	9.99	13.53	20.66
(b) Provisions	26	80.84	84.00	90.42
Total Non-Current Liabilities		**1,039.99**	**1,040.09**	**966.48**
Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	27	345.91	285.07	320.92
(ii) Lease Liabilities	6	35.02	48.87	41.77
(iii) Trade Payables	28			
(A) total outstanding dues of micro enterprises and small enterprises ; and		256.53	342.33	320.63
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.		2,562.15	1,311.94	2,604.31
(iv) Others	29	159.87	123.81	102.70
(b) Other Current Liabilities	30	301.19	635.51	209.68
(c) Provisions	31	30.25	26.59	11.54
(d) Current Tax Liabilities (Net)	32	-	-	72.14
Total Current Liabilities		**3,690.92**	**2,774.12**	**3,683.69**
Total Liabilities		**4,730.91**	**3,814.21**	**4,650.17**
Total Equity and Liabilities		**7,050.90**	**6,029.93**	**6,784.59**

The above Annexure should be read with the Basis of Preparation and Signigficant Accounting Policies appearing in Annexure V, Notes to the Restated Consolidated Financial Information in Annexure VI and Statement of Adjustments to the Restated Consolidated Financial Information appearing in Annexure VII.

As per our report of even date

For Khandelwal Jain & Co.
Chartered Accountants
Firm Registration No. 105049W

For and on behalf of the Board of Directors

Anant Nahata
Managing Director Cum CEO
DIN:02216037

Subhash Chander Rustgi
Director
DIN:06922968

Naveen Jain
Partner
Membership No. 511596

Sangeeta Karnatak
Company Secretary
M.No. 25216

Shiraz Khanna
Chief Financial Officer
PAN: AEZPK3682F

Place: Gurugram
Date: September 15, 2023

Exicom Tele-Systems Limited
(CIN: U64203HP1994PLC014541)
Annexure II - Restated Consolidated Statement of Profit and Loss
(All amounts are in INR Millions, unless otherwise stated)

	Particulars	Note No. No(s)	For the year ended March 31,2023	March 31, 2022	March 31, 2021
I	**INCOME**				
	Revenue from operations	33	7,079.30	8,428.05	5,129.05
	Other Income	34	154.69	61.52	114.59
	Total Income (I)		**7,233.99**	**8,489.57**	**5,243.64**
II	**EXPENSES**				
	Cost of Material Consumed	35	3,598.90	2,300.57	1,818.24
	Purchase of Stock-in-Trade	36	1,530.26	4,297.04	1,895.28
	Changes In Inventories of Finished Goods,Work-In-Progress and Stock-In-Trade	37	49.16	(78.88)	163.55
	Employee Benefits Expenses	38	644.71	556.65	513.78
	Manufacturing Expenses	39	148.82	118.19	89.57
	Finance Costs	40	189.98	185.33	140.62
	Depreciation and amortization expenses	41	164.66	152.71	140.84
	Other Expenses	42	512.22	503.95	320.08
	R&D Expenses	43	70.87	56.32	33.40
	Total Expenses (II)		**6,909.58**	**8,091.88**	**5,115.36**
III	**Profit / (Loss) before exceptional items and tax from continuing operations (I-II)**		**324.41**	**397.69**	**128.28**
IV	**Exceptional Items**		-	-	-
V	**Profit / (loss) before tax from continuing operations (III-IV)**		**324.41**	**397.69**	**128.28**
VI	**Tax expense**				
	(1) Current Tax	56	-	77.71	11.94
	(2) Deferred Tax & MAT Credit		14.10	16.03	(10.42)
VII	**Profit / (Loss) for the year from continuing operations (V-VI)**		**310.31**	**303.95**	**126.76**
VIII	Profit / (Loss) before tax for the year from discontinued operations	62	**(246.59)**	(252.59)	(262.22)
IX	**Tax Expense**				
	Tax Credit from discontinued operations		-	-	(169.96)
X	**Profit / (Loss) from discontinued operations (After Tax) (VIII-IX)**		**(246.59)**	**(252.59)**	**(92.26)**
XI	**Profit / (Loss) for the year (VII+X)**		**63.72**	**51.36**	**34.50**
XII	**Other Comprehensive Income ('OCI')**				
	(a) Items that will not be reclassified to profit or loss				
	(i) Equity Instruments measured at Fair value		-	-	1.70
	Tax on above Item		-	-	-
	(ii) Re-measurement gain/(loss) on defined benefits plans		**(2.13)**	5.69	1.56
	Tax on above Item		**0.55**	1.48	0.41
	(b) Items that will be reclassified to profit or loss				
	(i) Exchange gain / (loss) on translation of foreign operations		**42.13**	22.78	0.55
	Total Other Comprehensive Income/(loss) (After Tax) for the year		**40.55**	**29.94**	**4.21**
XIII	**Total Comprehensive Income for the year (XI+XII)**		**104.27**	**81.30**	**38.71**
XIV	**Profit attributable to:**				
	Owners of the Parent		**63.72**	51.36	34.50
	Non-controlling Interests		-	-	-
XV	**Other Comprehensive Income attributable to:**				
	Owners of the Parent		**40.55**	29.94	4.21
	Non-controlling Interests		-	-	-
XVI	**Total Comprehensive Income attributable to:**				
	Owners of the Parent		**104.27**	81.30	38.71
	Non-controlling Interests		-	-	-
XVII	**Earnings per equity share (for continuing operations)**	44			
	Basic (amount In INR)		**42.92**	42.04	17.53
	Diluted (amount In INR)		**42.92**	42.04	17.53
	Earnings per equity share (for discontinued operation)				
	Basic (amount In INR)		**(34.11)**	(34.94)	(12.76)
	Diluted (amount In INR)		**(34.11)**	(34.94)	(12.76)
	Earnings per equity share (for discontinued & continuing operation)				
	Basic (amount In INR)		**8.81**	7.10	4.77
	Diluted (amount In INR)		**8.81**	7.10	4.77

The above Annexure should be read with the Basis of Preparation and Signigficant Accounting Policies appearing in Annexure V, Notes to the Restated Consolidated Financial Information in Annexure VI and Statement of Adjustments to the Restated Consolidated Financial Information appearing in Annexure VII.

As per our report of even date
For Khandelwal Jain & Co.
Chartered Accountants
Firm Registration No. 105049W

For and on behalf of the Board of Directors

Naveen Jain
Partner
Membership No. 511596

Anant Nahata
Managing Director Cum CEO
DIN:02216037

Subhash Chander Rustgi
Director
DIN:06922968

Sangeeta Karnatak
Company Secretary
M.No. 25216

Shiraz Khanna
Chief Financial Officer
PAN: AEZPK3682F

Place: Gurugram
Date: September 15, 2023

Exicom Tele-Systems Limited
(CIN: U64203HP1994PLC014541)
Annexure IV - Restated Consolidated Statement of Cash Flows
(All amounts are in INR Millions, unless otherwise stated)

	Particulars	For the year ended		
		March 31, 2023	March 31, 2022	March 31, 2021
I.	**Cash Flow from Operating Activities**			
	Profit/(Loss) before tax from continuing operations	**324.41**	**397.69**	**128.28**
	Profit/(Loss) before tax from discontinued operations	**(246.59)**	**(252.59)**	**(262.22)**
	Adjustment for :			
	Depreciation, Impairment and Amortization expenses	190.56	192.43	170.18
	Finance Costs (net)	219.27	209.75	161.38
	Lease Modification/termination adjustment- Ind AS	-	-	(18.60)
	Interest Income/(Loss)	(12.41)	(14.33)	(14.39)
	Interest income/(Loss) on fair valutaion of Non-current Trade Receivables	(7.32)	-	-
	Net loss on derecognition of investment securities	-	-	7.69
	Fair valuation Gain on financial instruments at FVTPL	(1.54)	(0.68)	(0.02)
	Effect of Exchange Rate Change	42.12	22.77	0.55
	Sundry Balance/ Excess Provision Written Back	(55.23)	4.82	3.31
	Bad Debts W/off and Impairment allowance for trade receivables and Loan and Advances	22.10	123.12	22.88
	Loss/(Gain) on foreign currency transaction and translation (net)	17.03	(6.43)	(26.78)
	Provision for warranty		4.00	4.70
	Subsidy from MSIPS	(3.53)	(3.60)	(3.65)
	Loss on discard of Intangible assets under development	7.65		
	Loss/(Profit) on Sale of Property, Plant and equipment	0.24	(0.34)	1.59
		418.94	**531.51**	**308.83**
	Operating cash flow before changes in working capital	**496.76**	**676.61**	**174.90**
	Changes in Working Capital:			
	Trade & Other Receivables	(1,401.26)	1,021.51	(2,230.82)
	Inventories	78.40	(194.11)	96.88
	Trade Payables & Other Current Liabilities	892.22	(816.57)	1,862.13
		(430.64)	**10.83**	**(271.81)**
	Net cash generated from operations before tax	**66.12**	**687.44**	**(96.91)**
	Income taxes paid/refund (net)	**(40.41)**	**(127.07)**	**(37.64)**
	Net Cash from/(used) in Operating Activites (A)	**25.71**	**560.37**	**(134.55)**
II.	**Cash Flow from Investing Activities**			
	Purchase of Property, Plant and equipment	(164.47)	(200.09)	(179.05)
	Sale of Property, Plant and equipment	0.20	0.47	0.03
	Sale of PPE and Intangible Assets under Slump Sale	241.50	-	-
	Sale/(Purchase) of Investments	(1.63)	-	(0.79)
	(Increase)/Decrease in Fixed Deposits (having original maturity of more than 3 months)	(8.10)	84.85	(35.22)
	Interest Received (net)	9.46	12.63	13.23
	Net Cash used in Investing Activities (B)	**76.96**	**(102.14)**	**(201.80)**
III.	**Cash Flow from Financing Activities**			
	Proceeds/(Repayment) of Long Term Borrowings	41.63	76.37	(4.80)
	Proceeds/(Repayment) of Short Term Borrowings	60.83	(29.79)	(87.44)
	Payment of Lease Liabilities - Principal portion	(48.76)	(47.95)	(31.72)
	Payment of Lease Liabilities - Interest portion	(15.20)	(17.27)	(17.81)
	Proceeds/(Repayment) of CCD	-	-	750.00
	Interest Paid	(193.56)	(153.00)	(143.70)
IV.	**Net Cash generated from Financing Activities (C)**	**(155.06)**	**(171.64)**	**464.53**
IV.	**Net Increase/(Decrease) in cash & cash equivalents (A+B+C)**	**(52.39)**	**286.59**	**128.18**
V.	Add: Cash & Cash Equivalents as at beginning of the Year	**431.98**	**145.39**	**17.22**
VI.	**Cash & Cash Equivalents as at the end of the Year (refer Note No. 16)**	**379.59**	**431.98**	**145.39**

(All amounts are in INR Millions, unless otherwise stated)

Changes in liabilities arising from financing activities during the year ended 31 March 2023

Particulars	Current Borrowings	Non Current Borrowings	Equity Share Capital
Opening Balance	**285.07**	**791.62**	**72.30**
Cash flows	60.83	41.63	-
Classification / non-cash expense	-	-	-
Closing Balance	**345.91**	**833.25**	**72.30**

Changes in liabilities arising from financing activities during the year ended 31 March 2022

Particulars	Current Borrowings	Non Current Borrowings	Equity Share Capital
Opening Balance	**320.92**	**696.72**	**72.30**
Cash flows	(29.79)	76.37	-
Classification / non-cash expense	(6.06)	18.53	-
Closing Balance	**285.07**	**791.62**	**72.30**

Changes in liabilities arising from financing activities during the year ended 31 March 2021

Particulars	Current Borrowings	Non Current Borrowings	Equity Share Capital
Opening Balance	**381.17**	**105.25**	**72.30**
6% Compulsorily Convertible Debentures	-	623.46	-
Cash flows	(87.44)	(4.80)	-
Classification / non-cash expense	27.19	(27.19)	-
Closing Balance	**320.92**	**696.72**	**72.30**

Notes:

1. TheRestated Consolidated Statement of Cash flow has been prepared under the indirect method as set-out in the Ind AS - 7 "Statement of Cash Flows" .
2. Figures in bracket indicate cash outflow.
3. Cash and cash equivalents (refer Note 16) comprise of the followings :-

Cash on hand	0.16	0.15	0.08
Balances with scheduled Banks			
- In Current Accounts	166.92	361.33	68.22
- In Fixed Deposits 0-3 months	212.51	70.50	77.09
Balances as per Statement of cash flows	**379.59**	**431.98**	**145.39**

The above Annexure should be read with the Basis of Preparation and Signigficant Accounting Policies appearing in Annexure V, Notes to the Restated Consolidated Financial Information in Annexure VI and Statement of Adjustments to the Restated Consolidated Financial Information appearing in Annexure VII.

As per our report of even date
For Khandelwal Jain & Co.
Chartered Accountants
Firm Registration No. 105049W

Naveen Jain
Partner
Membership No. 511596

Place: Gurugram
Date: September 15, 2023

For and on behalf of the Board of Directors

Anant Nahata
Managing Director
Cum CEO
DIN:02216037

Subhash Chander Rustgi
Director
DIN:06922968

Sangeeta Karnatak
Company Secretary
M.No. 25216

Shiraz Khanna
Chief Financial Officer
PAN: AEZPK3682F

GENERAL INFORMATION

Our Company was incorporated as “Himachal Exicom Communications Limited”, a public limited company under the Companies Act, 1956, pursuant to a certificate of incorporation issued by the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh situated at Jalandhar on May 9, 1994. Our Company was granted a certificate of commencement of business on May 11, 1994, by the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh situated at Jalandhar. The name of our Company was changed to “Exicom Tele-Systems Limited”, pursuant to a resolution passed by our Shareholders on August 6, 2008, and a fresh certificate of incorporation consequent upon change of name issued by the RoC on August 11, 2008. See “***History and Certain Corporate Matters***” beginning on page 232.

Registration Number: 014541

Corporate Identity Number: U64203HP1994PLC014541

Registered Office

8, Electronics Complex
Chambaghat, Solan 173 213
Himachal Pradesh, India

Corporate Office

3rd Floor, Plot No. 38, Institutional Area
Sector 32, Gurugram 122 001
Haryana, India

Address of the Registrar of Companies

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

Registrar of Companies, Himachal Pradesh at Chandigarh

1st Floor, Corporate Bhawan,
Plot No. – 4-B, Sector 27-B,
Chandigarh 160 019, India

Board of Directors

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

Name and Designation	DIN	Address
Anant Nahata *Managing Director and CEO*	02216037	W-48, Greater Kailash Part-2, Greater Kailash, South Delhi 110 048, Delhi
Vivekanand Kumar *Whole time Director*	10244171	Flat No – 1203, Tower – 12, The Close North, Niravan Country, Gurugram 122 018, Haryana
Subhash Chander Rustgi *Non-Executive Director*	06922968	279, Block B, Sushant Lok 3, Sector 57, Gurugram 122 011, Haryana
Himanshu Baid *Chairman of our Board; Independent Director*	00014008	W-37, Greater Kailash Part-2, Greater Kailash, South Delhi 110 048, Delhi
Leena Pribhdas Gidwani *Independent Director*	06969243	1301, Tower 3, Planet Godrej, Keshavrao Khadye Marg, Mahalaxmi 400 011, Mumbai
Karen Wilson Kumar *Independent Director*	05297981	A51/10, DLF City Phase – I, Chakarpur (74), Gurugram 122 002, Haryana

For brief profiles and further details in respect of our Directors, see “***Our Management***” beginning on page 243.

Company Secretary and Compliance Officer

Sangeeta Karnatak is the Company Secretary and Compliance Officer of our Company. Her contact details are as follows:

Sangeeta Karnatak
3rd Floor, Plot No. 38, Institutional Area,
Sector 32, Gurugram 122 001
Haryana, India
Tel: +91 124 6615 200
E-mail: investors@exicom.in

Investor Grievances

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

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

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

The Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned above.

Book Running Lead Managers

Monarch Networth Capital Limited
4th Floor, B Wing
Laxmi Towers
G Block, Bandra Kurla Complex
Bandra (East), Mumbai – 400 051
Tel: +91 22 6647 6400
E-mail: projectcharge@mnclgroup.com
Investor Grievance E-mail: mbd@mnclgroup.com
Website: www.mnclgroup.com
Contact Person: Saahil Kinkhabwala/Rupali Verma
SEBI Registration No.: MB/INM000011013

Unistone Capital Private Limited
A/ 305, Dynasty Business Park,
Andheri-Kurla Road,
Andheri East,
Mumbai – 400 059, India.
Telephone Number: +91 22 4604 6494
Email: mb@unistonecapital.com
Investor grievance email:
compliance@unistonecapital.com
Website: www.unistonecapital.com
Contact Person: Brijesh Parekh
SEBI registration number: INM000012449

Systematix Corporate Services Limited
The Capital, A-Wing
No. 603-606, 6th Floor
Plot No. C-70, G-Block
Bandra-Kurla Complex
Bandra (East), Mumbai 400 051
Telephone: +91 22 6704 8000
E-mail: mb.ipo@systematixgroup.in
Investor Grievance E-mail:
investor@systematixgroup.in
Website: www.systematixgroup.in
Contact Person: Jinal Sanghvi
SEBI Registration No.: INM000004224

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

The responsibilities and co-ordination by the BRLMs for various activities in this Offer are as follows:

Sr. No	Activity	Responsibility	Co-ordinator
1.	Capital structuring, positioning strategy and due diligence of the Company including its operations/management/business plans/legal etc. Drafting and design of the Draft Red Herring Prospectus and of statutory advertisements including a memorandum containing salient features of the Prospectus. The Managers shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of Prospectus and RoC filing.	All BRLMs	Monarch
2.	Drafting and approval of all statutory advertisement	All BRLMs	Monarch
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, etc. and filing of media compliance report.	All BRLMs	Monarch
4.	Appointment of Registrar to the Offer, Advertising Agency and Printer to the Offer including co-ordination for their agreements.	All BRLMs	Monarch
5.	Appointment of all other intermediaries and including co-ordination for all other agreements	All BRLMs	Monarch
6.	Preparation of road show presentation and FAQs	All BRLMs	Systematix
7.	International institutional marketing of the Offer, which will cover, *inter alia*: • Finalizing the list and division of international investors for one-to-one meetings Finalizing international road show and investor meeting schedules	All BRLMs	Systematix
8.	Domestic institutional marketing of the Offer, which will cover, *inter alia*: • Finalizing the list and division of domestic investors for one-to-one meetings Finalizing domestic road show and investor meeting schedules	All BRLMs	Monarch
9.	Conduct non-institutional marketing of the Offer, which will cover, *inter-alia*: • Finalising media, marketing and public relations strategy; Formulating strategies for marketing to Non-Institutional Investors	All BRLMs	Unistone
10.	Conduct retail marketing of the Offer, which will cover, *inter-alia*: • Finalising media, marketing, public relations strategy and publicity budget including list of frequently asked questions at retail road shows • Finalising collection centres	All BRLMs	Monarch

Sr. No	Activity	Responsibility	Co-ordinator
	• Finalising centres for holding conferences for brokers etc. • Finalising commission structure Follow-up on distribution of publicity and Offer material including form, RHP/Prospectus and deciding on the quantum of the Offer material		
11.	Managing anchor book related activities and submission of letters to regulators post completion of anchor allocation, book building software, bidding terminals and mock trading, payment of 1% security deposit to the designated stock exchange.	All BRLMs	Monarch
12.	Managing the book and finalization of pricing in consultation with the Company.	All BRLMs	Monarch
13.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with Registrar, SCSBs and Banks, intimation of allocation and dispatch of refund to Bidders, etc. Post-Offer activities, which shall involve essential follow-up steps including allocation to Anchor Investors, follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising the Issuer about the closure of the 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 Shareholder 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. Co-ordination with SEBI and Stock Exchanges for refund of 1% security deposit and submission of all post Offer reports including the initial and final post Offer report to SEBI	All BRLMs	Systematix

Syndicate Members

[●]

Legal Counsel to the Offer

Shardul Amarchand Mangaldas & Co
Amarchand Towers
216, Okhla Industrial Estate Phase III
New Delhi 110 020
Delhi, India
Tel: +91 11 4159 0700

Registrar to the Offer

Link Intime India Private Limited
C-101, 1st Floor, 247 Park
Lal Bahadur Shastri Marg
Vikhroli (West)
Mumbai 400 083
Maharashtra, India
Telephone Number: +91 810 811 4949
Website: www.linkintime.co.in

E-mail: exicom.ipo@linkintime.co.in
Investor Grievance Email: exicom.ipo@linkintime.co.in
Contact Person: Shanti Gopalkrishnan
Registration No.: INR000004058

Bankers to the Offer

Escrow Collection Bank

[●]

Public Offer Account Bank

[●]

Refund Bank

[●]

Sponsor Bank

[●]

Bankers to our Company

Punjab National Bank
MCC Green Park, 10, Rakesh Deep Building, Gulmohar Enclave
Green Park, New Delhi 110 049, Delhi, India
Tel: 011-41616320/41616251/42139016
Website: https://www.pnbindia.in/
Contact Person: Devendra Kumar Shah
E-mail: mcc6368@pnb.co.in

IDBI Bank Limited
Mid Corporate Group, New Delhi Branch, 8th Floor
Block 2, NBCC Office Complex,
East Kidwai Nagar, New Delhi 110 023, Delhi, India
Tel: 011-69297191
Website: https://www.idbibank.in/
Contact Person: Ved Vrit Pandey
E-mail: vv.pandey@idbi.co.in

State Bank of India
Mid-Corporate Branch, 91 IDC, First Floor,
MG Road-Mehrauli Road, Gurugram 122 001, Haryana, India
Tel: +91 9967923717
Website: https://www.sbi.co.in/
Contact Person: Tushar Agarwal
E-mail: sbi.50933@sbi.co.in

Designated Intermediaries

Self certified Syndicate Banks

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

SCSBs and mobile applications enabled for UPI Mechanism

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

Syndicate SCSB Branches

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

Registered Brokers

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

Registrar and Share Transfer Agents

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

Collecting Depository Participants

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

Statutory Auditors of our Company

Khandelwal Jain & Co., Chartered Accountants
8 and 9, Hans Bhawan
Ground Floor, 1, Bahadur Shah Zafar Marg, Near I.T.O
New Delhi 110 002, India
Tel: (+91-11) 23370091 / 23370892 / 23378795
E-mail: delhi@kjco.net
Firm Registration Number: 105049W
Peer Review Number: 014497

Change in statutory auditors

Except as disclosed below, there has been no change in the statutory auditors of our Company during the three years immediately preceding the date of this Draft Red Herring Prospectus:

Particulars	Date of Change	Reason for Change
Khandelwal Jain & Co., Chartered Accountants 8 and 9, Hans Bhawan Ground Floor, 1, Bahadur Shah Zafar Marg, Near I.T.O New Delhi 110 002, India **Tel:** (+91-11) 23370091 / 23370892 / 23378795 **E-ma**il: delhi@kjco.net **Firm Registration Number:** 105049W **Peer Review Number:** 014497	August 29, 2022	Appointment of the Statutory Auditors caused by the retirement of the previous auditor, SGN & Co., Chartered Accountants.
SGN & Co., Chartered Accountants Office No. 78, 7th Floor, Kalpataru Avenue, Akruli Road, Kandivali East, Mumbai 400101, India **Tel:** +91 9833806186 **E-mail:** shreyans@sgnco.in **Firm Registration Number:** 134565W **Peer Review Number:** 013839	August 29, 2022	Completion of term.

Credit rating

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

Appraising entity

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

IPO grading

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

Green shoe option

No green shoe option is contemplated for the Offer.

Debenture trustees

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

Monitoring agency

Our Company will appoint a monitoring agency prior to the filing of the Red Herring Prospectus in accordance with Regulation 41 of SEBI ICDR Regulations, for monitoring of the utilisation of the proceeds from the Fresh Issue. For details in relation to the proposed utilisation of the proceeds from the Fresh Issue, please see '***Objects of the Offer***' beginning on page 102.

Experts

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

Our Company has received a written consent dated September 27, 2023 from Khandelwal Jain & Co., Chartered Accountants to include their names as required under section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated September 15, 2023 on our Restated Consolidated Financial Information; (ii) their report dated September 27, 2023 on the Statement of Special Tax Benefits in this Draft Red Herring Prospectus;

and (iii) various certifications issued by them in respect of information in this Draft Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received certificate dated September 26, 2023 ("**ICE Certificate**") from Mukesh M. Shah, independent chartered engineer (membership number: M-0231074) certifying, among other things, the details of the installed capacity and capacity utilization of the products manufactured at our manufacturing facilities, and consenting to the inclusion of 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 an independent chartered engineer, in relation to the ICE Certificate and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated September 25, 2023, from Resurgent India Limited in relation to the report titled "Cost Assessment Report for building, plant and machinery and utilities to be built at Telangana" dated September 25, 2023, 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.

Filing

A copy of this Draft Red Herring Prospectus has been submitted electronically with SEBI at cfddil@sebi.gov.in, in accordance with the instructions issued by SEBI on March 27, 2020, in relation to "*Easing of Operational Procedure – Division of Issues and Listing – CFD*", and has also been uploaded on the SEBI intermediary portal at https://siportal.sebi.gov.in as specified in Regulation 25(8) of SEBI ICDR Regulations and the SEBI master circular bearing reference SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023.

It will also be filed with the SEBI at the following address:

Securities and Exchange Board of India
SEBI Bhavan, Plot No. C4-A,
"G" Block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act, 2013 would be filed with the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 would be filed with the RoC and through the electronic portal of the MCA.

Book Building Process

The Book Building Process, in the context of the Offer, refers to the process of collection of Bids from Bidders on the basis of the Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms within the Price Band. The Price Band and the minimum Bid lot will be decided by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, and advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Himachal Pradesh, 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 and the Promoter Selling Shareholder, pursuant to the Book Building Process, in consultation with the BRLMs, after the Bid/Offer Closing Date. See "***Offer Procedure***" beginning on page 411.

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

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise their Bid(s) during the Bid/Offer Period and withdraw their Bid(s) until Bid/Offer Closing Date. Anchor Investors are not allowed to revise and

withdraw their Bids after the Anchor Investor Bidding Date. Allocation to all categories, other than Anchor Investors, if any, Non-Institutional Investors and Retail Individual Investors, shall be made on a proportionate basis, subject to valid Bids received at or above the Offer Price, as applicable. The allocation to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. The allotment to each Non-Institutional Investor shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be Allotted on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII to the SEBI ICDR Regulations. Allocation to Anchor Investors shall be on a discretionary basis.

For further details on method and process of Bidding, see "***Offer Structure***" and "***Offer Procedure***" beginning on pages 408 and 411, respectively.

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

Investors should note the Offer is also subject to (i) obtaining final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment within such time period as prescribed under applicable law, 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.

For an explanation of the price discovery process and allocation, see "***Terms of the Offer***" and "***Offer Procedure***" beginning on pages 402 and 411, respectively.

Underwriting Agreement

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

The Underwriting Agreement is dated [●]. The Underwriter has indicated their intention to underwrite the following number of Equity Shares:

(The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus. Specific details below have been intentionally left blank and will be filled in before, and this portion will be applicable upon the execution of the Underwriting Agreement and filing of the Prospectus with the RoC, as applicable.)

Name, address, telephone and e-mail of the Underwriter	Indicative Number of Equity Shares to be Underwritten	Amount Underwritten *(₹ in million)*
[●]	[●]	[●]

The abovementioned amounts are provided for indicative purposes only and would be finalized after the pricing and actual allocation and subject to the provisions of Regulation 40(2) of the SEBI ICDR Regulations.

In the opinion of our Board of Directors (based on representations made to our Company by the Underwriter), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriter is registered as merchant bankers with SEBI or registered as brokers with the Stock Exchange(s). Our Board of Directors/IPO Committee, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Notwithstanding the above table, the Underwriter shall be severally responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them. The extent of underwriting obligations and the Bids to be underwritten by each BRLMs shall be as per the Underwriting Agreement.

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

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CAPITAL STRUCTURE

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

(in ₹, except share data)

S. No.	Particulars	Aggregate value at face value	Aggregate value at Offer Price*
A)	**AUTHORIZED SHARE CAPITAL(1)**		
	130,000,000 Equity Shares of face value of ₹ 10 each	1,300,000,000	-
B)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	92,396,244 Equity Shares of face value of ₹ 10 each	923,962,440	-
C)	**PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS**		
	Fresh Issue of up to [●] Equity Shares aggregating to ₹ 4,000.00 million(2)#	[●]	[●]
	Offer for Sale of up to 7,400,000 Equity Shares aggregating to ₹ [●] million(3)(4)	7,400,000	[●]
D)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER+**		
	[●] Equity Shares of face value of ₹ 10 each	[●]	-
E)	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer (*as on the date of this Draft Red Herring Prospectus*)		1,111,640,633
	After the Offer		[●]

* *To be updated upon finalization of the Offer Price.*

\+ *Assuming full subscription in the Ofer.*

\# *Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement of such number of Equity Shares for an aggregate amount of up to ₹ 800.00 million, 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 and the Promoter Selling Shareholder in consultation with the BRLMs, and will be completed prior to filing of the Red Herring Prospectus with the RoC and the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of SCRR. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue.*

(1) *For details in relation to changes in the authorized share capital of our Company in the last 10 years, see "**History and Certain Corporate Matters – Amendments to our Memorandum of Association in the last 10 years**" on page 232.*

(2) *The Offer has been authorized by our Board pursuant to its resolution dated September 15, 2023. Our Shareholders have authorized the Fresh Issue pursuant to their resolution dated September 16, 2023.*

(3) *Our Board has taken on record the approval for the Offer for Sale by the Promoter Selling Shareholder pursuant to its resolution dated September 27, 2023.*

(4) *The Selling Shareholder confirms that the Offered Shares are eligible in accordance with Regulation 8 of the SEBI ICDR Regulations. Further, in accordance with Regulation 8A of the SEBI ICDR Regulations, the Equity Shares offered for sale by (i) Selling Shareholder holding, individually or with persons acting in concert, more than 20% of the pre-Offer shareholding of our Company (on a fully-diluted basis), shall not exceed more than 50% of their respective pre-Offer shareholding (on a fully-diluted basis) and (ii) Selling Shareholder holding, individually or with persons acting in concert, less than 20% of pre-Offer shareholding of our Company (on a fully-diluted basis), shall not exceed more than 10% of the pre-Offer shareholding of our Company (on a fully-diluted basis).For details of the authorization of the Selling Shareholder in relation to its respective Offered Shares, see "**Other Regulatory and Statutory Disclosures – Authority for the Offer - Approvals from the Selling Shareholder**" on page 388.*

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

Notes to Capital Structure

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

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

Date of allotment	Name(s) of allottee(s)	Reason/nature of allotment	No. of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration
May 9, 1994	200 Equity Shares to Himachal Futuristic Communications Limited, 200 Equity Shares to Himachal Telematics Limited, 100 Equity Shares to Mahendra Nahata, 100 Equity Shares to Vinay Maloo, 100 Equity Shares to Deepak Malhotra, 100 Equity Shares to Yeshwant Singh Choudhary and 100 Equity Shares to Baburaj E	Initial subscription to the MoA(1)	900	10	10	Cash
December 8, 1994	25,000 Equity Shares to Santinath Traders Private Limited, 25,000 Equity Shares Nipu Commercial Private Limited, 25,000 Equity Shares to Navifast Commercial Private Limited, 25,000 Equity Shares to Mirania Mercantiles Private Limited, 25,000 Equity Shares to Kanchan Jhawar, 65,000 Equity Shares to The Pench Valley Coal Co. Limited, 25,000 Equity Shares to Tribute Trading & Finance Limited, 50,000 Equity Shares to Lansdown Properties Limited, 25,000 Equity Shares to Sirmour Holdings Private Limited, 25,000 Equity Shares Tanwi Viniyog Private Limited, 25,000 Equity Shares to Bhawani Bansal, 25,000 Equity Shares to Manav Bansal, 25,000 Equity Shares to Aruna Bansal, 25,000 Equity Shares to Vikas Bansal, 12,500 Equity Shares to Sashi Kala Mundra, 25,000 Equity Shares to Santosh Mundra, 12,500 Equity Shares to Pawan Kumar	Further issue	465,000	10	20	Cash
March 6, 1995	Alliance Boards Limited	Further issue	50,000	10	20	Cash
January 12, 1996	982,692 Equity Shares to Exicom Limited, 66,792 Equity Shares to Himachal Futuristic Communications Limited, 250,000 Equity Shares to Mittal Laminates Limited and 150,000 Equity Shares to Worthy Plywoods Private Limited	Further issue	1,449,484	10	20	Cash

Date of allotment	Name(s) of allottee(s)	Reason/nature of allotment	No. of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration
March 15, 1996	125,000 Equity Shares to Himachal Telematics Limited, 541,645 Equity Shares to Himachal Futuristic Communications Limited and 666,645 Equity Shares to Exicom Limited	Further issue	1,333,290	10	20	Cash
November 2, 1996	Himachal Futuristic Communications Limited	Rights Issue	981,326	10	10	Cash
August 24, 2012	Shinano Retail Private Limited	Preferential allotment	416,000	10	360	Cash
December 14, 2012	Shinano Retail Private Limited	Preferential allotment	278,000	10	360	Cash
July 10, 2014	43,140 Equity Shares to Srinivasa Rao Saripalli, 37,190 Equity Shares to Prashanth Narayana and 27,273 Equity Shares to Siva Janardhan Marrapu	Private placement	107,603	10	121	Cash
May 9, 2016	NextWave Communications Private Limited	Private placement	1,398,600	10	143	Cash
March 27, 2018	NextWave Communications Private Limited	Conversion of OCCRPS (as defined below) (2)	750,000	10	200	Cash
August 11, 2023	NextWave Communications Private Limited	Conversion of CCDs (as defined below) (3)	469,484	10	1,065	Cash
September 16, 2023, 2023	60,512,859 Equity Shares to NextWave Communications Private Limited, 11,909,612 Equity Shares to Vinsan Brothers Private Limited, 6,932,453 Equity Shares to HFCL Limited (formerly known as Himachal Futuristic Communications Limited), 4,152,500 Equity Shares to Satellite Finance Private Limited, 1,100 Equity Shares to Mahendra Nahata, 474,540 Equity Shares to Srinavasa Rao Saripalli, 409,090 Equity Shares to Maryada Bartar Private Limited, 300,003 Equity Shares to Siva Janardhan Marrapu, 1,100 Equity Shares to Vinay Maloo, 1,100 Equity Shares to Deepak Malhotra, 1,100 Equity Shares to Manjula Choudhary and 1,100 Equity Shares to Baburaj Eradath	Bonus issue in the proportion of 11 Equity Shares for every one Equity Share held as on the record date being September 15, 2023	84,696,557	10	-	-

(1) Our Company was incorporated on May 9, 1994. The date of subscription to the Memorandum of Association is May 6, 1994, and the allotment of Equity Shares pursuant to such subscription was made in the first meeting of the board of directors held after incorporation of the Company i.e., on May 10, 1994.

*(2) Pursuant to a resolution passed by our Board and Shareholders dated January 19, 2016, and January 20, 2016, respectively, 15,000,000, 6% optionally convertible cumulative redeemable preference shares ("**OCCRPS**") were allotted to NextWave Communications Private Limited at a face value of ₹ 10 per each, aggregating to a consideration of ₹ 150.00 million. Pursuant to a resolution passed by our Board in its meeting held on March 27, 2018, 15,000,000 CCRPS were converted and upon conversion, 750,000 Equity Shares were allotted to NextWave Communications Private Limited. However, the entire consideration for such Equity Shares (issued pursuant to such conversion) was paid at the time of issuance of the OCCRPS.*

*(3) Pursuant to a resolution passed by our Board and Shareholders dated September 21, 2020 and September 22, 2020, respectively, 704,225, 6% compulsorily convertible debentures ("**CCDs**") were allotted to NextWave Communications Private Limited at a face value of ₹ 1,065 each, aggregating to a consideration of ₹ 750.00 million, which was paid at the time of allotment of the CCDs. Pursuant to a resolution*

passed by our Board dated August 11, 2023, 469,484 CCDs were converted into 469,484 Equity Shares, which were allotted to Nextwave Communication Private Limited. Further, pursuant to resolutions passed by our Board and Shareholders dated August 11, 2023, and August 21, 2023, respectively, 234,741, CCDs were converted into 6% unsecured non-convertible debentures and were allotted to Nextwave Communication Private Limited. See ***'Financial Indebtedness - Key terms of our non-convertible debentures'*** *on page 345.*

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

As on the date of this Draft Red Herring Prospectus, our Company does not have any outstanding preference shares.

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

Details of Equity Shares issued pursuant to bonus issue are as follows:

Date of allotment of Equity Shares	Names of the allottees	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Reason/ Nature of allotment	Benefits accrued to our Company
September 16, 2023,	60,512,859 Equity Shares to NextWave Communications Private Limited, 11,909,612 Equity Shares to Vinsan Brothers Private Limited, 6,932,453 Equity Shares to HFCL Limited (formerly known as Himachal Futuristic Communications Limited), 4,152,500 Equity Shares to Satellite Finance Private Limited, 1,100 Equity Shares to Mahendra Nahata, 474,540 Equity Shares to Srinavasa Rao Saripalli, 409,090 Equity Shares to Maryada Bartar Private Limited, 300,003 Equity Shares to Siva Janardhan Marrapu, 1,100 Equity Shares to Vinay Maloo, 1,100 Equity Shares to Deepak Malhotra, 1,100 Equity Shares to Manjula Choudhary and 1,100 Equity Shares to Baburaj Eradath	84,696,557	10	-	-	Bonus issue in the proportion of 11 Equity Shares for every one Equity Share held as on the record date being September 15, 2023	-

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

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

5. **Issue of shares pursuant to a scheme of amalgamation approved under Sections 391 to 394 of the Companies Act 1956 or Sections 230 to 234 of the Companies Act, 2013**

Our Company has not allotted any shares pursuant to any scheme of arrangement approved under Sections 391 to 394 of the Companies Act, 1956 or Sections 230 to 234 of the Companies Act, 2013, as applicable.

6. **Issue of Equity Shares under employee stock option schemes**

Our Company has not issued any Equity Shares under an employee stock option scheme since incorporation. See " – ***Employee stock option scheme***" on page 100.

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

Except as disclosed above in '- ***Equity Share capital history of our Company***' on page 89, our Company has not issued any Equity Shares at a price which may be lower than the Offer Price during a period of one year preceding the date of this Draft Red Herring Prospectus.

8. **History of the share capital held by our Promoters**

As on the date of this Draft Red Herring Prospectus, our corporate Promoter, NextWave Communications Private Limited holds 66,014,028 Equity Shares, constituting 71.45 % of the issued, subscribed and paid-up equity share capital of our Company. As on the date of this Draft Red Herring Prospectus, our individual

Promoter, Anant Nahata does not directly hold any Equity Shares. See "***Our Promoters and Promoter Group***" beginning on page 243.

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

As on the date of this Draft Red Herring Prospectus, our individual Promoter, Anant Nahata does not directly hold any Equity Shares. The build-up of the equity shareholding of our corporate Promoter, NextWave Communications Private Limited, since incorporation of our Company is set forth in the table below:

Date of allotment/ transfer	Number of Equity Shares allotted/transferred	Face value per equity share (₹)	Issue/acquisition/transfer price per equity share (₹)	Nature of transaction	% of the pre-Offer Equity Share capital	% of the post-Offer Equity Share capital
NextWave Communications Private Limited						
November 3, 2009*	480,000	10	100.00	Transfer from Himachal Futuristic Communications Limited	0.52	[●]
November 9, 2009*	1,017,440	10	68.80	Transfer from Superior Portfolio Private Limited	1.10	[●]
November 13, 2009*	25,000	10	22.40	Transfer from Apex Enterprises (India) Limited	0.03	[●]
March 31, 2012*	666,645	10	90.00	Transfer from Vinsan Brother Private Limited	0.72	[●]
December 22, 2015	694,000	10	128.07	Transfer from MN Ventures Private Limited	0.75	[●]
May 9, 2016	1,398,600	10	143.00	Private placement	1.51	[●]
March 27, 2018(1)	750,000	10	200.00	Conversion of OCCRPS	0.81	[●]
August 11, 2023(2)	469,484	10	1,065.00	Conversion of CCDs	0.51	[●]
September 16, 2023, 2023	60,512,859	10	N.A.	Bonus issue in the proportion of 11 Equity Shares for every one Equity Share held as on the record date being September 15, 2023	65.49	[●]
Total	**66,014,028**				**71.45**	

Our Company has been unable to trace the share transfer forms in relation to such transfer. See "Risk Factors – Certain of our corporate records and filings and instruments of transfer are not traceable. We cannot assure you that no legal proceedings or regulatory actions will be initiated against us in the future in relation to any such discrepancies.***" on page 46.*

(1) Pursuant to a resolution passed by our Board and Shareholders dated January 19, 2016, and January 20, 2016, respectively, 15,000,000 OCCRPS were allotted to NextWave Communications Private Limited at a face value of ₹ 10 per each, aggregating

to a consideration of ₹ 150.00 million. Pursuant to a resolution passed by our Board in its meeting dated March 27, 2018, 15,000,000 OCCRPS were converted and upon conversion, 750,000 Equity Shares were allotted to NextWave Communications Private Limited.

(2) *Pursuant to a resolution passed by our Board and Shareholders dated September 21, 2020 and September 22, 2020, respectively, 704,225, 6% compulsorily convertible debentures ("**CCDs**") were allotted to NextWave Communications Private Limited at a face value of ₹ 1,065 each, aggregating to a consideration of ₹ 750.00 million, which was paid at the time of allotment of the CCDs. Pursuant to a resolution passed by our Board dated August 11, 2023, 469,484 CCDs were converted into 469,484 Equity Shares, which were allotted to NextWave Communications Private Limited. Further, pursuant to resolutions passed by our Board and Shareholders dated August 11, 2023, and August 21, 2023, respectively, 234,741, CCDs were converted into 6% unsecured non-convertible debentures and were allotted to NextWave Communications Private Limited. See **'Financial Indebtedness – Key terms of our non-convertible debentures'** on page 345.*

Excet as stated below, as on date of the Draft Red Herring Prospectus, none of the Equity Shares held by our promoters are pledged or are otherwise encumbered;

Our corporate Promoter, Nextwave Communications Private Limited has pledged 2,566,585 Equity Shares ("**Pledged Shares**"), aggregating to 2.78 % of the outstanding paid-up share capital of our Company, in favour of Punjab National Bank, IDBI Bank Limited and State Bank of India in relation to a loan availed by our Company. As of the date of this Draft Red Herring Prospectus, except as disclosed above, none of the Equity Shares held by our Promoters are pledged or are otherwise encumbered. The Pledged Shares will be temporarily released from the pledge on or before the Bid/Offer Opening Date and re-pledged immediately after the implementation of the statutory lock-in under Regulation 16(1)(b) of the SEBI ICDR Regulations.

(b) Shareholding of our Promoters and the members of our Promoter Group

Except as stated below, our corporate Promoter, the members of our Promoter Group and directors of our corporate Promoter, NextWave Communications Private Limited, do not hold any Equity Shares in our Company as on date of this Draft Red Herring Prospectus:

	Pre-Offer		Post-Offer[(1)]	
	No. of Equity Shares	**Percentage of total Shareholding (%)**	**No. of Equity Shares**	**Percentage of total Shareholding (%)**
Promoters*				
NextWave Communications Private Limited	66,014,028	71.45	[●]	[●]
Total (A)	**66,014,028**	**71.45**	[●]	**[●]**
Members of our Promoter Group				
HFCL Limited	7,562,676	8.19	[●]	[●]
Vinsan Brothers Private Limited	12,992,304	14.06	**[●]**	**[●]**
Satellite Finance Private Limited	4,530,000	4.90	**[●]**	**[●]**
Mahendra Nahata	1200	Negligible	**[●]**	**[●]**
Total (B)	**25,086,180**	**27.15**	[●]	**[●]**
Directors of our corporate Promoter				
Baburaj Eradath	1200	Negligible	[●]	[●]
Total (C)	1200	Negligible	[●]	**[●]**
Total (A+B+C)	**91,101,408**	**98.60**	[●]	**[●]**

* *Our individual Promoter, Anant Nahata does not directly hold any Equity Shares.*
(1) *Subject to finalization of Basis of Allotment.*

9. **Details of Lock-in**

(a) Details of Promoters' contribution locked-in for 18 months

Pursuant to Regulation 14 and Regulation 16 of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer equity share capital of our Company held by our Promoters, shall be considered as minimum promoters' contribution and locked-in for a period of 18 months from the date of Allotment or any other period as may be prescribed under applicable law ("**Promoters' Contribution**").

As on the date of this Draft Red Herring Prospectus, our individual Promoter, Anant Nahata does not directly hold any Equity Shares. As on the date of this Draft Red Herring Prospectus, our corporate Promoter, NextWave Communications Private Limited holds 66,014,028 Equity Shares, constituting

71.45% of our Company's issued, subscribed and paid-up equity share capital. Set forth below are the details of the Equity Shares that will be locked-in as Promoters' Contribution from the date of Allotment:

Name of Promoter	Date of allotment/ acquisition	Nature of the allotment/ transaction	Face value Per equity share (₹)	Issue price/acquisition price per Equity Share (₹)	No. of Equity Shares Locked-in[1]	Percentage of the pre-Offer paid-up capital on a fully diluted basis (%)	Percentage of the post Offer paid-up capital on a fully diluted basis (%)
NextWave Communications Private Limited	[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total					**[●]**	**[●]**	**[●]**

[2] *Note: To be updated at the Prospectus stage. All the Equity Shares were fully paid-up on the respective dates of allotment of such Equity Shares.*

Our Promoters have given their consent to include such number of Equity Shares held by them as may constitute 20% of the fully diluted post-Offer equity share capital of our Company as the Promoters' Contribution. Our Promoters have agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner, the Promoters' Contribution from the date of filing 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.

For details on the build–up of the equity share capital held by our Promoters, see "– ***History of the share capital held by our Promoters – Build-up of our Promoters' shareholding in our Company***" on page 93.

Our Company undertakes that the Equity Shares that are being locked-in are not ineligible for computation of Promoters' Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. In this connection, we confirm the following:

(i) the Equity Shares offered for Promoters' Contribution do not include Equity Shares acquired in the three immediately preceding years (a) for consideration other than cash, or revaluation of assets or capitalization of intangible assets; or (b) which have resulted from bonus issue by utilization of revaluation reserves or unrealized profits of our Company or bonus issue against Equity Shares, which are otherwise ineligible for computation of Promoters' Contribution;

(ii) the Promoters' Contribution does not include any Equity Shares acquired during the one immediately preceding year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

(iii) our Company has not been formed by conversion of one or more partnership firms or a limited liability partnership firm;

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

(v) all the Equity Shares held by the Promoters are held in dematerialized form.

(b) Details of Equity Shares locked-in for six months

In terms of Regulation 17 of the SEBI ICDR Regulations, the entire pre-Offer equity share capital of our Company will be locked-in for a period of six months from the date of Allotment in the Offer, except: (a) the Promoters' Contribution which shall be locked in as above; (b) Offered Shares, which are successfully sold and transferred as part of the Offer for Sale; and (c) Equity Shares issued as a result of exercise of any employee stock options pursuant to and in accordance with the Exicom ESOP Scheme.

(c) Lock-in of Equity Shares Allotted to Anchor Investors

One half of the Equity Shares Allotted to Anchor Investors in the Anchor Investors Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining half of the Equity Shares shall be locked-in for a period of 30 days from the date of Allotment.

(d) Other Requirements in respect of lock-in

Pursuant to Regulation 21(a) of the SEBI ICDR Regulations, the Equity Shares held by our Promoters, which are locked-in for a period of 18 months from the date of Allotment may be pledged only with scheduled commercial banks, public financial institutions, systemically important non-banking finance companies or housing finance companies as collateral security for loans granted by such entities. Pursuant to Regulation 21(b) of the SEBI ICDR Regulations, the Equity Shares held by our Promoters, which are locked-in for a period of six months from the date of Allotment may be pledged only with scheduled commercial banks, public financial institutions, systemically important non-banking finance companies or housing finance companies as collateral security for loans granted by such entities, provided that such pledge of the Equity Shares is one of the terms of the sanction of such loans. However, the relevant lock-in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer the Equity Shares till the relevant lock in period has expired in terms of the SEBI ICDR Regulations.

Pursuant to Regulation 22 of the SEBI ICDR Regulations, (a) the Equity Shares held by our Promoters, which are locked-in may be transferred to and among the members of our Promoter Group or to any new promoters of our Company, and (b) the Equity Shares held by persons other than our Promoters, and locked-in for a period of six months from the date of Allotment in the Offer may be transferred to any other person holding the Equity Shares which are locked-in, subject to continuation of the lock-in in the hands of transferees for the remaining period and compliance with the SEBI Takeover Regulations.

As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository. Any unsubscribed portion of the Offered Shares would also be locked-in as required under the SEBI ICDR Regulations.

The BRLMs and their respective associates (as defined under the SEBI Merchant Bankers Regulations) do not hold any Equity Shares as on the date of this Draft Red Herring Prospectus. The BRLMs and their respective associates may engage in transactions with, and perform services for our Company, the Promoter Selling Shareholder and their respective affiliates or associates 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 or the Promoter Selling Shareholder or their respective affiliates or associates for which they may have received, and may in future receive compensation.

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

10. **Our shareholding pattern**

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

Category (I)	Category of the Shareholder (II)	No. of Shareholders (III)	No. of fully paid up Equity Shares held (IV)	No. of partly paid-up Equity Shares held (V)	No. of Equity Shares underlying Depository Receipts (VI)	Total No. Equity Shares held (VII) = (IV)+(V) + (VI)	Shareholding as a % of total no. of Equity Shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	No. of Voting Rights held in each class of securities (IX)		No. of Equity Shares underlying outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a % of diluted share capital) (XI)=(VII)+(X) as a % of (A+B+C2)	Number of locked in Equity Shares (XII)		Number of Equity Shares pledged or otherwise encumbered (XIII)*		Number of Equity Shares materialized form (XIV)
								No. of Voting Rights (X) Total	Total as a % of total voting rights			No. (a)	As a % of total Equity Shares held (b)	No. (a)	As a % of total Equity Shares held (b)	
(A)	**Promoter & Promoter Group**	5	91,100,208	-	-	91,100,208	98.60	91,100,208	98.60	-	-	-	-	2,566,585	2.78	91,100,208
(B)	**Public**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	**Non Promoter - Non Public**	7	1,296,036	-	-	1,296,036	1.40	1,296,036	1.40	-	-	-	-	-	-	1,296,036
(1)	**Shares underlying Custodian/Depository Receipts**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	**Shares held by Employee Trust**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total (A)+(B)+(C)	**12**	**92,396,244**	**-**	**-**	**92,396,244**	**100.00**	**92,396,244**	**100.00**	**-**	**-**	**-**	**-**	**2,566,585**	**2.78**	**92,396,244**

**As on the date of this Draft Red Herring Prospectus, 2,566,585 Equity Shares constituting 2.78% of the outstanding paid-up share capital of our Company held by NextWave Communications Private Limited, one of our Promoters, are pledged in favor of Punjab National Bank, IDBI Bank Limited and State Bank of India in relation to a loan availed by our Company. The Pledged Shares will be temporarily released from the pledge on or before the Bid/Offer Opening Date and re-pledged immediately after the implementation of the statutory lock-in under Regulation 16(1)(b) of the SEBI ICDR Regulations.*

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

None of our Directors, Key Managerial Personnel or Senior Management hold any Equity Shares in our Company.

12. **Details of shareholding of the major Shareholders of our Company**

(a) As on the date of this Draft Red Herring Prospectus, our Company has 12 holders of Equity Shares.

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

S. No.	Name of the Shareholder	Pre-Offer	
		Number of Equity Shares	Percentage of Equity Share capital (%)
1.	NextWave Communications Private Limited	66,014,028	71.45%
2.	Vinsan Brothers Private Limited	12,992,304	14.06%
3.	HFCL Limited	7,562,676	8.19%
4.	Satellite Finance Private Limited	4,530,000	4.90%
	Total	**91,099,008**	**98.60%**

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

S. No.	Name of the Shareholder	Pre-Offer	
		Number of Equity Shares	Percentage of Equity Share capital (%)
1.	NextWave Communications Private Limited	66,014,028	71.45%
2.	Vinsan Brothers Private Limited	12,992,304	14.06%
3.	HFCL Limited	7,562,676	8.19%
4.	Satellite Finance Private Limited	4,530,000	4.90%
	Total	**91,099,008**	**98.60%**

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

S. No.	Name of the Shareholder	Pre-Offer	
		Number of Equity Shares	Percentage of Equity Share capital (%)
1.	NextWave Communications Private Limited	5,031,685	69.59%
2.	Vinsan Brothers Private Limited	1,082,692	14.97%
3.	HFCL Limited	630,223	8.72%
4.	Satellite Finance Private Limited	377,500	5.22%
	Total	**7,122,100**	**98.50%**

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

S. No.	Name of the Shareholder	Pre-Offer	
		Number of Equity Shares	Percentage of Equity Share capital (%)
1.	NextWave Communications Private Limited	5,031,685	69.59%
2.	Vinsan Brothers Private Limited	1,082,692	14.97%
3.	HFCL Limited	630,223	8.72%
4.	Satellite Finance Private Limited	377,500	5.22%
	Total	**7,122,100**	**98.50%**

13. **Employee stock option scheme**

As on the date of this Draft Red Herring Prospectus, our Company has adopted an employee stock option scheme, the 'Exicom Tele-Systems Limited Employees Stock Option Scheme – 2023' ("**Exicom ESOP Scheme**") pursuant to the resolutions passed by the Board of Directors on September 15, 2023, and our Shareholders on September 16, 2023. The Exicom ESOP Scheme is in compliance with the SEBI SBEB & SE Regulations. Pursuant to the Exicom ESOP Scheme, our Company may grant an aggregate number of up to 4,862,959 employee stock options, each exercisable such that, upon payment of the exercise price, the employee stock option holder will be entitled to one Equity Share per employee stock option. Accordingly, the number of Equity Shares that may be issued pursuant to the Exicom ESOP Scheme shall not exceed 4,862,960 Equity Shares of face value ₹10 each.

14. Except as disclosed in " - ***Equity share capital history of our Company***" on page 89, none of our Promoters, members of our Promoter Group, our Directors or their relatives have sold or purchased any Equity Shares of our Company during the six months immediately preceding the date of this Draft Red Herring Prospectus.

15. There have been no financing arrangements whereby our Promoters, members of our 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 business during the six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

16. Our Company, our Directors and the BRLMs have not entered into any buy-back or other arrangements for purchase of Equity Shares being offered through this Offer from any person.

17. No person connected with the Offer, including our Company, the Promoter Selling Shareholder, the members of the Syndicate, or our Directors, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.

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

19. Our Company has no outstanding warrants, options to be issued or rights to convert debentures, loans or other convertible instruments into, or which would entitle any person any option to receive, Equity Shares as on the date of this Draft Red Herring Prospectus.

20. Except for the issuance and allotment of any Equity Shares pursuant to the (i) Fresh Issue; (ii) Pre-IPO Placement; and (iii) exercise of employee stock options under the Exicom ESOP Scheme, there will be no further issuance of Equity Shares whether by way of bonus issue, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of this Draft Red Herring Prospectus with the SEBI until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded, as the case may be.

21. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

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

23. Except for the issuance and allotment of any Equity Shares pursuant to the (i) Fresh Issue; and (ii) exercise of employee stock options under the Exicom ESOP Scheme, our Company presently does not intend or propose to alter the capital structure for a period of six months from the Bid/Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares, or further issue of Equity Shares (including issue of securities convertible into or exchangeable for, directly or indirectly into Equity Shares), whether on a preferential basis or by bonus issue, preferential allotment, rights issue or further public issue or otherwise.

24. The BRLMs and any associates of the BRLMs or syndicate members (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 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) shall not apply in the Offer under the Anchor Investor Portion. Further, no person related to our Promoters or members of our Promoter Group shall apply in the Offer under the Anchor Investor Portion.

25. Our Company shall ensure that any transactions in Equity Shares by our Promoters and the members of our Promoter Group during the period between the date of filing this Draft Red Herring Prospectus filed in relation to this Offer and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of such transactions.

OBJECTS OF THE OFFER

The Offer comprises a Fresh Issue of up to [●] Equity Shares, aggregating up to ₹ 4,000.00 million by our Company and an Offer for Sale of up to 7,400,000 Equity Shares aggregating up to ₹ [●] million by the Promoter Selling Shareholder. See "***Summary of this Draft Red Herring Prospectus – Offer Size***" and "***The Offer***" beginning on pages 20 and 72, respectively.

Offer for Sale

The Promoter Selling Shareholder will be entitled to the proceeds of the Offer for Sale after deducting its proportion of the Offer expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer for Sale. The proceeds of the Offer for Sale will be received by the Promoter Selling Shareholder and will not form part of the Net Proceeds. See '- ***Offer related expenses***' on page 128.

Object of the Fresh Issue

Our Company proposes to utilize the Net Proceeds towards funding the following objects (collectively, the "**Objects**"):

1. Part-financing the cost towards setting up of production/assembly lines at the planned manufacturing facility in Telangana;
2. Repayment/pre-payment, in part or full of certain borrowings of our Company;
3. Part-funding incremental working capital requirements;
4. Investment in R&D and product development; and
5. General corporate purposes.

In addition, we expect to achieve the benefit of listing of the Equity Shares on the Stock Exchanges, enhancement of our Company's visibility and brand name amongst our existing and potential customers and creation of a public market for the Equity Shares in India.

The main objects clause and matters necessary for furtherance of the main objects clause as set out in the Memorandum of Association enables our Company: (i) to undertake our existing business activities; and (ii) to undertake the proposed activities for which the funds are being raised by us pursuant to the Fresh Issue, as well as the activities towards which the loans proposed to be repaid or pre-paid from the Net Proceeds were utilized.

Net Proceeds

After deducting the Offer-related expenses from the Gross Proceeds, we estimate the net proceeds of the Fresh Issue to be ₹ [●] million ("**Net Proceeds**"). The details of the Net Proceeds of the Offer are summarized in the table below.

S. No	Particulars	Estimated Amount (in ₹ million)
(a)	Gross Proceeds of the Fresh Issue	Up to ₹ 4,000.00 million(1)
(b)	Less: Offer Expenses in relation to the Fresh Issue(1)	[●](2)(3)
(c)	**Net Proceeds**	[●](3)

(1) Includes the proceeds, if any, received pursuant to the Pre-IPO Placement which may be undertaken at the discretion of our Company, in consultation with the 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. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus. Upon allotment of specified securities pursuant to the Pre-IPO Placement, we may utilize the proceeds from the Pre-IPO Placement towards the Objects as set out in this section. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue.

*(2) See '-**Offer Related Expenses**' on page 128.*

(3) To be determined after finalisation of the Offer Price and updated in the Prospectus prior to filing of the RoC.

Utilisation of Net Proceeds

The Net Proceeds are proposed to be utilised in accordance with the details provided in the table below.

Particulars	Amount (in ₹ million)^	Percentage of Net Proceeds (%)
Part-financing the cost towards setting up of production/assembly lines at the planned manufacturing facility in Telangana	1,514.71	[●]

Particulars	Amount (in ₹ million)^	Percentage of Net Proceeds (%)
Repayment/pre-payment, in part or full, of certain borrowings of our Company	502.98	[●]
Part-funding incremental working capital requirements	690.00	[●]
Investment in R&D and product development	400.00	[●]
General corporate purposes(1)	[●]	[●]
Total Net Proceeds(1)(^)	[●]	**100.00**

^ *Includes the proceeds, if any, received pursuant to the Pre-IPO Placement which may be undertaken at the discretion of our Company, in consultation with the 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. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus. Upon allotment of specified securities pursuant to the Pre-IPO Placement, we may utilize the proceeds from the Pre-IPO Placement towards the Objects as set out in this section. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue.*

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

Proposed schedule of implementation and deployment of Net Proceeds

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

(₹ in million)

S. No	Particulars	Amount to be funded from Net Proceeds	Amount to be deployed from the Net Proceeds in Financial Year 2024(2)	Amount to be deployed from the Net Proceeds in Financial Year 2025(2)
1.	Part-financing the cost towards setting up of production/assembly lines at the planned manufacturing facility in Telangana	1,514.71	1,200.00	314.71
2.	Repayment/prepayment of certain indebtedness availed by our Company	502.98	502.98	-
3.	Part-funding incremental working capital requirements	690.00	-	690.00
4.	Investment in R&D and product development	400.00	200.00	200.00
5.	General corporate purposes(1)	[●]	[●]	[●]
	Total Net Proceeds(1)	[●]	[●]	[●]

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

(2) *Includes the proceeds, if any, received pursuant to the Pre-IPO Placement which may be undertaken at the discretion of our Company, in consultation with the 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. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus. Upon allotment of specified securities pursuant to the Pre-IPO Placement, we may utilize the proceeds from the Pre-IPO Placement towards the Objects as set out in this section. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue.*

The above-stated fund requirements, deployment of the funds and the intended use of the Net Proceeds as described in this Draft Red Herring Prospectus are based on (a) our current business plan and internal management estimates based on current market conditions and valid quotations obtained from various third-party vendors, which are subject to change in the future; (b) Cost Assessment Report ("**Project Report**") dated September 25, 2023 obtained from Resurgent India Limited in relation to the capital expenditure to be incurred towards the setting up of production/assembly lines at the planned manufacturing facility in Telangana; and (c) certificate dated September 27, 2023 obtained from Khandelwal Jain & Co. certifying the working capital requirements. However, such fund requirements and deployment of funds have not been appraised by any bank, financial institution or any other independent agency. See "***Risk Factors – Internal Risk Factors - Our funding requirements and proposed deployment of the Net Proceeds are not appraised by any independent agency and are based on management estimates and may be subject to change based on various factors, some of which are beyond our control.***" on page 59. 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, our ability to identify and implement inorganic growth initiatives (including investments and acquisitions), 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 utilisation of the Net Proceeds and changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable law. See '***Risk Factors – Any variation in the utilisation of the proceeds of the Offer would be subject to certain compliance requirements, including prior shareholders' approval.***' on page 59.

In case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by our internal accruals, additional equity and/or debt arrangements, as required. In case the actual utilisation towards any of the Objects is lower than the proposed deployment, such balance will be used for funding other existing Objects, if necessary and/or towards general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes does not exceed 25% of the Gross Proceeds in accordance with the SEBI ICDR Regulations.

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

Details of the Objects of the Fresh Issue

1. ***Part-financing the cost towards setting up of production/assembly lines at the planned manufacturing facility in Telangana***

As on the date of this Draft Red Herring Prospectus, we undertake our manufacturing operations at three manufacturing facilities in India, comprising our Solan Facility situated at Solan, Himachal Pradesh and Gurugram Facility I and Gurugram Facility II situated at Gurugram, Haryana, which together have a total built-up area of 134,351.95 sq. ft.

Leveraging our experience and know-how, we aim to utilise an amount of ₹ 1,514.71 million, constituting [●]% of the Net Proceeds from the Offer towards part-financing the cost of setting up production/assembly lines at our planned manufacturing facility, proposed to be situated on the industrial land allotted to us admeasuring 74,475.40 sq. mts., at S105-112, EHMC Non-Sez Area, Raviryala Village, Maheshwaram Mandal, Ranga Reddy, Telangana by the Telangana State Industrial Infrastructure Corporation Limited ("**TSIIC**"), pursuant to the final allotment letter dated January 17, 2022 issued to us by TSIIC, and agreement for sale of plot dated March 25, 2023 entered into between our Company and TSIIC ("**Planned Telangana Facility**"). The land parcel has been allotted to us for the purposes of setting up a unit for manufacturing of EV battery charging stations with assembling of Li-ion Batteries, SMPS (DC power plant), Li-ion Batteries and EV chargers manufacturing unit, involving power electronics and IoT.The proposed setting up of the Planned Telangana Facility entails (a) construction of building and civil works; (b) procurement and installation of plant and machinery; and (c) other necessary utilities.

Estimated Cost

The Company has received the Project Report dated September 25, 2023 obtained from Resurgent India Limited in relation to the capital expenditure to be incurred towards the setting up of production/assembly lines at the Planned Telangana Facility. The total estimated cost as per the Project Report for the Planned Telangana Facility is ₹ 1,680.67 million as detailed below, which is based on the management estimates in accordance with our business plan and specified in the Project Report. The detailed break-down of estimated cost is set forth below:

S. No.	Item	Estimated Cost* (₹ in millions)	Amount to be utilized out of Net Proceeds (₹ in millions)	% of Net Proceeds
A.	Building and civil work	1,024.72	961.93	[●]
B.	Plant and machinery	454.29	351.11	[●]
C.	Utilities	201.67	201.67	[●]
	Total	**1,680.67**	**1,514.71**	**[●]**

As per the Project Report. Amounts inclusive of GST. As on the date of this Draft Red Herring Prospectus, our Company has paid an amount of ₹ 165.96 million out of its internal accruals, as detailed in "- ***Procurement of plant and machinery*" on page 107, and in "- ***Building and civil works***" on page 105, in relation to the Planned Telangana Facility.*

Our Board in its meeting dated September 27, 2023 took the Project Report on record, and noted that an amount of ₹ 1,514.71 million out of the Net Proceeds is proposed to be utilized towards part-financing the cost towards setting up of production/assembly lines at the Planned Telangana Facility. The fund requirements, the deployment of funds and the intended use of the Net Proceeds, for the Planned Telangana Facility, as described hereinabove, are based on our current business plan, management estimates, current and valid quotations from suppliers or purchase orders issued to suppliers/vendors, and other commercial and technical factors. However, such total estimated cost and related fund requirements have not been appraised by any bank or financial institution. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial and market condition, business and strategy, competition and interest or exchange rate fluctuations and other external factors, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of our management.

Means of finance

As on the date of this Draft Red Herring Prospectus, our Company has paid an amount of ₹ 165.96 million out of its internal accruals, as detailed in "- ***Procurement of plant and machinery***" on page 107, and in "- ***Building and civil works***" on page 105, in relation to the Planned Telangana Facility. The balance fund requirements for the Planned Telangana Facility are proposed to be entirely funded from the Net Proceeds and internal accruals, and hence, no amount is proposed to be raised through any other means of finance. Accordingly, we are in compliance with the requirements prescribed under Paragraph 9(C)(1) of Part A of Schedule VI and Regulation 7(1)(e) of the SEBI ICDR Regulations which require firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue and existing internal accruals. In case of a shortfall in the Net Proceeds or any increase in the actual utilisation of funds earmarked for the Objects, our Company may explore a range of options including utilizing our internal accruals. Our Company may also consider raising bridge financing facilities, including through secured or unsecured loans or any short-term instrument like non-convertible debentures, commercial papers, or inter-corporate deposits, pending receipt of the Net Proceeds.

Building and civil works

Building and civil works in relation to the Planned Telangana Facility involve construction and engineering related work, including construction of a main production building and warehouse, battery building, canteen, training center, service repair center, medical room and creche, utility building, HVAC panel room, and water supply and drainage system. The total estimated cost for building and civil works towards the Planned Telangana Facility is ₹ 1,024.72 million, of which the Company has already paid ₹ 62.79 million as per the Project Report, and the balance amount of ₹ 961.93 million is proposed to be paid for entirely out of the Net Proceeds.

The break-up for estimated cost of the building and civil work, as per the Project Report, is as follows:

[Remainder of this page is intentionally left blank]

S. No.	Particulars of proposed building	Unit of Floor Area	Covered Area	Unit of Construction Cost	Construction cost per relevant unit of area	Total (₹ million)	Name of Vendor	Date of Purchase Order/Quotations	Validity of Purchase Order/Quotation (from the date of the Quotation/Purchase Order)
1	**Civil works:-**								
1.1	PEB building- Clear height 8.0M	sq. ft.	2,39,676	₹/sq. ft.	495.67	118.80	KIRBY Building Systems & Structure India Private Limited	September 8, 2023	6 months
1.2	Civil works: -	sq. ft.	2,39,676	₹/sq. ft.	891.49	213.67	Ratna Infrastructures Project Private limited	August 29, 2023	6 months
1.3	FM 2 flooring						Ratna Infrastructures Project Private limited	August 29, 2023	6 months
1.4	Main plant	sq. ft.	1,78,548	₹/sq. ft.	202.84	36.22	Ratna Infrastructures Project Private limited	August 29, 2023	6 months
1.5	Battery plant	sq. ft.	61,129	₹/sq. ft.	271.15	16.57	Ratna Infrastructures Project Private limited	August 29, 2023	6 months
1.6	Road work	RMT^	1,650	₹/RMT	25,276	41.70	Ratna Infrastructures Project Private limited	August 29, 2023	6 months
1.7	Retaining wall	RMT^	793	₹/RMT	52,099	41.31	Ratna Infrastructures Project Private limited	August 29, 2023	6 months
1.8	**Total civil works**					**468.28**			
2	**MEP Services**								
2.1	Plumbing (Internal & External)	sq. ft.	2,78,981	₹/sq. ft.	143.81	40.12	Ratna Infrastructures Project Private limited	August 8, 2023	6 months
2.2	HVAC	TR^	1,000	₹/TR	1,50,052	150.05	Escube Air-conditioning Private Limited	September 13, 2023	6 months
2.3	**Total Cost of MEP Services**					**190.17**			
3.1	Land development	CUM^	2,39,659	₹/CUM	349.25	33.01#	S.V Infra	April 19, 2023	-#
3.2	Boundary wall: 8 mt Height	RMT^	1,033.47	₹/RMT	40,623.38	41.98	Triveni Enterprises Limited	August 11, 2023	4 Months
3.3	**Total land development and boundary wall**					**72.48**			
4	**Others cost related to building and office**								
4.1	Interior (Admin)	sq. ft.	20,000	₹/sq. ft.	1,600.00	32.00	Parag Technobuild Private Limited	September 11, 2023	6 months
4.2	Canteen	sq. ft.	8,000	₹/sq. ft.	900.00	7.20	Parag Technobuild Private Limited	September 11, 2023	6 months
4.3	Shop floor office (Main Plant & Battery)	sq. ft.	10,000	₹/sq. ft.	1,000.00	10.00	Parag Technobuild Private Limited	September 11, 2023	6 months
4.4	Epoxy/ ESD flooring	sq. ft.	2,12,000	₹/sq. ft.	97.00	20.56	Stepon Engineers Private Limited	September 11, 2023	6 months
4.5	Green building certification	Nos	1	₹	5,00,000	0.50	Kamal Cogent Energy Private Limited	July 7, 2023	24 Months
4.6	PCD design (consultancy charges) - @2%					11.49	PC Designs Private Limited	July 12, 2023	24 Months
4.7	**Total other cost**					**81.75**			
5	**Total Building and civil works**					**815.20**			
6	Add: GST@18%					146.74			
7	**Total building and civil Works**					**961.93**			

Note: # The total cost of Land Development is ₹ 83.70 million, out of which ₹ 50.69 million paid to SV Infra and 61% of the work is done. The Company also paid ₹ 2.52 million to PC Designs Private Limited.

^ RMT – Running Meter ; CUM – Cubic Meter; TR - Ton of refrigeration.

Procurement of plant and machinery

As part of the Planned Telangana Facility, our Company proposes to set up two production/assembly lines: (i) Critical Power and EV Charger production/assembly line; and (ii) Prismatic production/assembly line for Li-ion Batteries. Our Company proposes to utilize an amount of ₹ 351.11 million towards procurement of the plant and machinery for setting up of such production/assembly lines, based on our current estimates, the specific number and nature of such plant and machinery to be procured by our Company will depend on our business requirements. In addition to the procurement of plant and machinery

An indicative list of such plant and machinery that we intend to purchase, along with details of the quotations we have received in this respect is set forth below, which has been certified by Resurgent India Limited, pursuant to the Project Report:

(i) Critical Power and EV Charger production/assembly line

(Remainder of this page is intentionally left blank)

S. No.	Name of machinery	Name of suppliers/ vendors	Country	Date of the Quotation	Validity of Quotation (from the date of the Quotation)	Quantity	Rate/Unit (₹ unless specified)	Cost (₹ million)/Unit-Set^*	GST-Custom Duty	Amount (₹ million)^	Estimated delivery time as per Quotation
1	Kardex: Kardex Shuttle 500 with a max height of 8950 mm	Kardex India Private Limited	India	August 25, 2023	189 Days	4	45,75,000	4.58	18%	21.59	24- 26 weeks from receipt of order
2	Assembly Conveyor Lines	Maestrotech System Private Limited	India	September 12, 2023	180 days	2	67,26,000	6.73	18%	15.87	12 weeks from receipt of purchase order
3	Line Automation: Traceability	ENS Engineering Technology	India	August 26, 2023	180 days	2	13,98,994	1.40	18%	3.30	6-8 weeks after delivery at place and advance payment received
4	AC Source Chroma 12KVA Model - 61812	Quantel Pte Ltd	Singapore	August 25, 2023	200 days	6	USD 51,215#	4.23	11%	28.20	24-26 weeks
5	Test setup for Spin Air Grid Simulator with regenerative AC load 30KVA	Quantel Pte Ltd	Singapore	August 25, 2023	200 days	2	USD 1,06,700#	8.82	11%	19.58	24-26 weeks
6	Kilews Electric Screwdriver	Microntech Engineers Private Limited	India	August 28, 2023	Up to February 28, 2024 or 180 Days	200	25,222.40	0.03	18%	5.95	Within 4-8 weeks from the date of receipt
7	Automatic test & inspection equipment model : QX150i Cyber Optics 2D AOI	Maxim SMT Technologies Private Limited	India	September 12, 2023	180 days	1	USD 60,000#	4.960704	11%	5.51	16-20 Weeks from the date of receipt of advance payment
8	Mycronic (SX) pick and place system	Mycronic AB	Sweden	August 26, 2023	180 days	1	USD 2,91,673#	24.12	11%	26.77	18-22 weeks upon confirmation of order
9	Cyberoptics 3D AOI:Model SQ3000 3D Automatic	Maxim SMT Technologies Private	India	September 12, 2023	180 days	1	USD 1,25,000#	10.33	11%	11.47	16-20 Weeks from the date of receipt of advance payment

S. No.	Name of machinery	Name of suppliers/ vendors	Country	Date of the Quotation	Validity of Quotation (from the date of the Quotation)	Quantity	Rate/Unit (₹ unless specified)	Cost (₹ million)/Unit-Set^*	GST-Custom Duty	Amount (₹ million)^	Estimated delivery time as per Quotation
	Optical Inspection System (AOI)	Limited									
10	Elecrovert Wave soldering machine	NMTronics India Private Limited	India	September 12, 2023	180 days	1	USD 1,40,000#	11.57	11%	12.85	16-18 weeks upon confirmation of order
11	Solder Dross Separator - Motorized Model : SDS-102	Maxim SMT Technologies Private Limited	India	September 12, 2023	180 days	1	930,000	0.93	18%	1.10	6-8 Weeks from the date of receipt of advance payment along with purchase order
12	MHE: Material Handling Equipments Model: EES – 8	Puma Lift Trucks Private Limited	India	September 11, 2023	180 days	2	4,30,000	0.43	18%	1.01	4 weeks from date of receipt of Advance
13	Inertec CUBE-Inline, Selective Soldering	NMTronics India Private Limited	India	September 12, 2023	180 days	1	EURO 133,200#	12.02	11%	13.34	6-8 Weeks from the date of receipt of advance payment along with purchase order
14	Burn In Room Chamber 9530 x 1802 x 3000 mm cube	Avenir Tech Ventures Private Limited	India	September 7, 2023	180 days	2	1,40,81,444	14.08	18%	33.23	65 – 70 days for room installations
15	Material Storage Rack	Max Storage System Private Limited	India	September 12, 2023	180 days	20	1,35,750	0.14	18%	3.20	2 - 3 weeks upon confirmation of order
16	Mycronic (HX)Pick & Place	Mycronic AB	Sweden	August 26, 2023	180 days	1	USD 3,10,849#	25.70	11%	28.53	18-22 weeks upon confirmation of order
17	Mycronic SMD Tower	Mycronic AB	Sweden	August 26, 2023	180 days	1	USD 76,895#	6.36	11%	7.06	8 - 10 weeks upon confirmation of order
18	Pillar House	Pillarhouse International Limited	United Kingdom	August 26, 2023	180 days	1	GBP 36,500#	3.84	11%	4.26	8 weeks from date of receipt

S. No.	Name of machinery	Name of suppliers/ vendors	Country	Date of the Quotation	Validity of Quotation (from the date of the Quotation)	Quantity	Rate/Unit (₹ unless specified)	Cost (₹ million)/Unit-Set^*	GST-Custom Duty	Amount (₹ million)^	Estimated delivery time as per Quotation
19	Automatic PCB Separator	Genitec Technology Co. Ltd.	Taiwan	August 26, 2023	180 days	1	USD 40,500#	3.35	11%	3.72	6-8 Weeks from the date of receipt of advance payment along with purchase order
20	Shifting & Installation Cost Existing SMT/EV Charger production line from Gurgaon To Telangana	Maestrotech Systems Private Limited	India	September 12, 2023	180 days	1	95,70,000	9.57	18%	11.29	After commercial operation of Planned Telangana Facility
21	**Total Cost of EV Charger production line**			**₹ in million**				**227.13**		**257.84**	

^ *All decimals have been rounded off to two decimal points*
# *The quotations for certain plants and machinery are in foreign currencies such as EURO, GBP and USD.*
* *The conversion rates have been considered as of August 31, 2023 (a) Euro – ₹ 90.22 (b) USD – ₹ 82.68; (c) GBP - ₹ 105.09. Source of exchange rate is* https://www.rbi.org.in/

Notes:

1. *The Cost of the EV Charger line are derived from the quotations that has been available to Regurgent India Limited.*
2. *Final price are arrived based on basic price, custom duty @11% for imported payment of plant and machinery on equipment price, forex rate and quantity for each machinery to derived the total cost of machinery.*
3. *GST factor @18% is considered on domestic payment for plant and machinery.*
4. *Cost for transportation, loading, unloading and erection to the Planned Telangana Facility for shifting the existing machines located at Gurugram Plant to Planned Telangana Facility, is arrived based on the quotations of Maestrotech Systems Private Limited.*

(ii) *Prismatic production/assembly line for Li-ion Batteries*

S.N	Name of machinery	Name of suppliers/ vendors	Country	Quantity	Rate/Unit (₹ unless specified)	Cost (₹ million)/Unit-Set*^	Amount (₹ million) ^*	Amount Pending (₹ million) ^*	Date of purchase order/ Quotation	Validity of Quotation/ purchase order (from the date of the Quotation)	Estimated delivery time as per Quotation/ purchase order
1	Prismatic Line	Patil Automation Private Limited (PAPL)	India	1	66,000,000	66.00	77.88	22.56 #	Purchase Order Dated April 17, 2023	36 months from the date of delivery	Date of delivery:17.08.2023 equipment valued ₹ 48.4 million arrived at the Plant
2	Chroma Regenerative Battery Pack Test System 17020 (HRD Test 60V/750A/30KW/1-Channels)	Quantel Pte Ltd	Singapore	2	USD 145,000	11.99	26.61	26.61	Quotation Dated August 25, 2023	200 days	24-26 weeks
3	Chroma Regenerative Battery Pack Test System for HRD Test Grid Simulator with Regenrative AC Load 30KVA:	Quantel Pte Ltd	Singapore	1	USD 106,700	8.82	9.79	9.79	Quotation Dated August 25, 2023	200 days	24-26 weeks
4	Chroma Regenerative Battery Pack Test System for EOL Test 100V/200A/10KW/1-Channels + 100V/400A/20KW/1-Channels)	Quantel Pte Ltd	Singapore	1	USD 160,000	13.23	14.68	14.68	Quotation Dated August 25, 2023	200 days	24-26 weeks
5	Double Side Spot Welding M/C	Minderhightech Co.	China	2	USD 10,300	0.85	1.89	1.89	Quotation Dated September 12, 2023	180 days	With in 25-50 working days after received the deposit
6	ESD Mat	Harsha Technologies Private Limited	India	20	15,000	0.02	0.35	0.35	Quotation Dated July 31, 2023	180 days	Stock available(2days after getting advance
7	WIP Storage Racks:10Qty Cell Storage Rack : 20Qty FIFO Storage Rack: 3 Qty Total Rack Req : 33 Qty	Mex Storage Systems Private Limited	India	33	1,35,750	0.14	5.29	5.29	Quotation Dated September 12, 2023	180 days	2 - 3 weeks upon confirmation of order
8	BIN (Normal) 590*390*310(L*W*H)	Nilkamal Limited	India	50	484	(Negligible) **	0.03	0.03	Quotation Dated	180 days	Within 10-15 days

S.N	Name of machinery	Name of suppliers/ vendors	Country	Quantity	Rate/Unit (₹ unless specified)	Cost (₹ million)/Unit-Set*^	Amount (₹ million) ^*	Amount Pending (₹ million) ^*	Date of purchase order/ Quotation	Validity of Quotation/ purchase order (from the date of the Quotation)	Estimated delivery time as per Quotation/ purchase order
									September 12, 2023		
9	BIN (Normal): 400*300*100(L*W*H)	Nilkamal Limited	India	50	160	(Negligible) **	0.01	0.01	Quotation Dated September 12, 2023	180 days	Within 10-15 days
10	BIN (Normal): 220*140*120(L*W*H)	Nilkamal Limited	India	50	100	(Negligible) **	0.01	0.01	Quotation Dated September 12, 2023	180 days	Within 10-15 days
11	BIN (Normal): 600(L) X 400(B) X 300(H	Nilkamal Limited	India	300	950	(Negligible) **	0.34	0.34	Quotation Dated September 12, 2023	180 days	Within 10-15 days
12	BIN (Normal): 600(L) X 400(B) X 180(H)	Nilkamal Limited	India	200	610	(Negligible) **	0.14	0.14	Quotation Dated September 12, 2023	180 days	Within 10-15 days
13	BIN (Normal): 600(L) X 400(B) X 220(H) MM	Nilkamal Limited	India	200	1480	(Negligible) **	0.35	0.35	Quotation Dated September 12, 2023	180 days	Within 10-15 days
14	MHE: Material Handling Equipment's Model: EES – 8 Logistic Purpose: 1Qty Storage Purpose: 1Qty	Puma Lift Trucks Private Limited	India	2	4,30,000	0.43	1.01	1.01	Quotation Dated September 11, 2023	180 days	4 weeks from date of receipt of advance
15	Hydr. Hand Pallet Truck: 2.5 Ton Logistic: 5 Qty Store :5Qty	Nilkamal Limited	India	10	21,500	0.02	0.25	0.25	Quotation Dated September 12, 2023	180 days	Within 10-15 days
16	Digital Weighing Capacity: 1000 Kg	Samurai Technoweigh (India) Private Limited	India	2	58,650	0.06	0.14	0.14	Quotation Dated September 1, 2023	180 days	Within 2-3 weeks from the date of receipt of order with advance.

S.N	Name of machinery	Name of suppliers/ vendors	Country	Quantity	Rate/Unit (₹ unless specified)	Cost (₹ million)/Unit-Set*^	Amount (₹ million) ^*	Amount Pending (₹ million) ^*	Date of purchase order/ Quotation	Validity of Quotation/ purchase order (from the date of the Quotation)	Estimated delivery time as per Quotation/ purchase order
17	Digital Weighing Capacity: 600 Kg	Samurai Technoweigh (India) Private Limited	India	2	26,450	0.03	0.06	0.06	Quotation Dated September 1, 2023	180 days	Within 2-3 weeks from the date of receipt of order with advance.
18	Digital Weighing Capacity: 6 Kg	Samurai Technoweigh (India) Private Limited	India	4	15,813	0.02	0.07	0.07	Quotation Dated September 1, 2023	180 days	Within 2-3 weeks from the date of receipt of order with advance.
19	Battery operated hand Striping M/c	Allianz Business Corporation	India	2	3,35,000	0.34	0.79	0.79	Quotation Dated September 11, 2023	180 days	One to two weeks after receipt of confirmed purchase order and 100 % advance
20	Shifting & Installation Cost Existing Prismatic Line From Gurgaon To Telangana	Maestrotech Systems Private Limited Pune	India	1	75,30,000	7.53	8.89	8.89	Quotation Dated September 12, 2023	180 days	After commercial operation of Planned Telangana Facility
	Total Cost of Prismatic Line	**Total ₹ in million**					**148.59**	**93.27**			

^ All decimals have been rounded off to two decimal points
 # The quotations for certain equipment are in foreign currencies such as USD
** The conversion rates have been considered as of August 31, 2023 - USD – ₹ 82.68; Source of exchange rate is https://www.rbi.org.in/*
*** Negligible means amount less than ₹ 1,500 per unit*

Notes:

1. *The Cost of the Prismatic Line are derived from the Quotations/ POs and Invoices that has been available to Resurgent India Limited.*
2. *Final price are arrived based on basic price, custom duty @11% for imported payment of plant and machinery on equipment price, forex rate and quantity for each machinery to derived the total cost of Machinery. Where the Invoices are available, the prices of the machines are taken from the Invoices.*
3. *GST factor @18% is considered on Domestic Payment for plant and machinery. However, the GST input will be considered in the books of the Company.*
4. *Cost for transportation, loading, unloading and erection to Planned Telangana Facility for shifting the existing machines located at Gurugram plant to Planned Telangana Facility, is arrived based on the quotations of Maestrotech Systems Private Limited, Pune, India.*

As set out hereinabove, our Company has paid an amount of ₹ 103.17 million out of the total estimated cost for plant and machinery for setting up the Prismatic production/assembly line as part of the Planned Telangana Facility as on the date of this Draft Red Herring Prospectus.

Certain confirmations

As on the date of this Draft Red Herring Prospectus, orders for purchase of the machinery/equipment towards the Planned Telangana Facility for an amount of of ₹ 328.55 million, which constitutes 72.32% of the total estimated cost of purchase of the machinery/equipment towards the Planned Telangana Facility, as certified by the Project Report, are yet to be placed.

No second-hand or used machinery is proposed to be purchased out of the Net Proceeds. However, as detailed above, certain existing plant and machinery as part of the existing Critical Power and EV Charger and Prismatic production/assembly lines situated at our Gurugram Facility I and Gurugram Facility II are proposed to be shifted to the Planned Telangana Facility. Cost for transportation, loading and unloading and erection of existing plant and machinery from Gurugram Facility I and Gurugram Facility II to the Planned Telangana Facility has been included as detailed in the costing above, based on quotations received from Maestrotech Systems Private Limited.

All quotations received from the vendors mentioned above are valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged to eventually supply the equipment or provide the service at the same costs. In accordance with the terms of certain quotations obtained by our Company, the prices in relation to the plant and machinery may be subject to revisions during the validity period of such quotations, pursuant to *inter alia* any update to the pricing list of the vendor, prices of the raw materials or pursuant to foreign exchange currency fluctuations or policy changes. If there is any increase in the costs of equipment, the additional costs shall be paid by our Company from its internal accruals. The quantity of equipment to be purchased is based on the present estimates of our management. Our Company shall have the flexibility to deploy such equipment according to the business requirements of such facilities and based on the estimates of our management. See "***Risk Factors – Internal Risk Factors - Our proposed plans relating to setting up a manufacturing facility on industrial land allotted to us by the Telangana State Industrial Development Corporation are subject to the risk of unanticipated delays in obtaining approvals, implementation and cost overruns.***" on page 38.

Our Promoter, Directors, Key Managerial Personnel and Senior Management do not have any interest in the proposed construction of building and civil works, acquisition of plant and machinery, or in the entities from whom we have obtained quotations in relation to such activities.

Utilities

We propose to utilise an amount of ₹ 201.67 million towards utilities including goods lift, passenger lift, substation/transformer, panels, cabling, fire sprinkler system with hydrants, IT infrastructure (including LAN system), automatic fire alarm system, access control systems and services (electrical, water supply and sanitary). The break-up of the estimated cost for the utilities, as certified by the Project Report, is as follows:

S.N	Utility	Unit of Measurement	Covered Area/Units	Unit of Construction Cost	Construction cost per relevant unit of area	Total (₹ million)	Name of Vendor/ Supplier	Date of Quotation	Validity of purchase order/Quotation (from the date of purchase order/quotation)
1	Low Side Electrical works (Internal & External)	sq.ft.	277302	₹/ sq.ft.	210.00	58.23	Meptricks Engineering	September 11, 2023	6 months
2	Fire Fighting Works (Sprinklers & Hydrants)	Various Components	-	-	-	40.24	Vaidyanath Fire Services Private Limited	September 13, 2023	6 months

S.N	Utility	Unit of Measurement	Covered Area/Units	Unit of Construction Cost	Construction cost per relevant unit of area	Total (₹ million)	Name of Vendor/ Supplier	Date of Quotation	Validity of purchase order/Quotation (from the date of purchase order/quotation)
3	High Side Electrical Works	sq.ft.	277302	₹/ sq.ft.	100.00	27.73	Meptricks Engineering	September 11, 2023	6 months
4	**Process Piping & equipment's**								
4.1	Air compressor Package	Various Components	-	-	-	1.09	Alpha India International	September 13, 2023	6 months
4.2	TRANSFORMER: 2000 KVA WITH ON LOAD TAP	No	2	₹ million/ Pc	3.77	7.54	Recons Power Equipments Private Limited	September 13, 2023	6 months
4.3	Air Pressure Pipeline	Various Components	4,800	-	-	2.04	Khurana Compressor & Spares	September 14, 2023	6 months
5	IT infrastructure	-	-	-	-	33.99#	Details provided in the break-up below		
6	**Total**					**170.87**			
7	Add: GST@18%					30.79*			
8	**Total cost of Utilities**					**201.67**			

* *Calculation of GST on Utility*	*₹ in million*
Cost of Utility without IT infrastructure	*136.88*
GST on above @18%	*24.64*
GST on IT Infra	*6.16*
Total GST on Cost of Utility	*30.79*

#*The Cost of IT infrastructure networking components, Laptops, Window Servers, D-Link LAN and software for data control and management System.*

The Cost of IT infrastructure is arrived at ₹ 33.99 million as set out below:

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S.N	Name of machinery	Name of suppliers/ vendors	Country	Date of Quotation	Validity of Quotation (from the date of the Quotation)	Quantity	Rate/Unit (₹ unless specified)	Cost (₹ million)/Unit-Set^	GST-Custom Duty(CD)	Amount (₹ million) ^	Estimated delivery time as per Quotation
1	Networking components - IT	Seamless InfoTech Private Limited	India	September 12, 2023	90 Days	1	1,05,25,263	10.53	18%	12.42	8-10 weeks
2	Software - IT Windows Server 2022 Std. 16-core license	Seamless InfoTech Private Limited	India	September 12, 2023	90 Days	3	99,411	0.10	18%	0.35	8-10 Days
3	Software - IT Windows Server 2022 Device CALs	Seamless InfoTech Private Limited	India	September 12, 2023	90 Days	300	3,347	(Negligible)*	18%	1.18	8-10 Days
4	Software - IT M365 Application Bundle	Seamless InfoTech Private Limited	India	September 12, 2023	90 Days	300	9,048	0.01	18%	3.20	8-10 Days
5	Lenovo ThinkBook 14G4 -14.0" FHD/i5-1235U/16GB (8+8)/1TB SSD/W11 Pro /720p/FPR/BKLT KYB/Integrated Graphic/Wifi +BT/Backpack/ CO2 Offset	Transtek Infoways Private Limited	India	September 12, 2023	120 Days	200	63,500	0.06	18%	14.99	2 to 3 Days
6	ManageEngine EndPoint System Access Control	Sanskrit e Solutions & Services Private Limited	India	September 12, 2023	120 Days	300	760	(Negligible)*	18%	0.27	2 to 3 Days
7	D-Link LAN	Xtreme ICT Private Limited	India	September 13, 2023	120 Days	1	49,33,952	4.93	18%	5.82	Within 4 to 6 weeks from date of purchase order
8	Sony 4K native, 65" diagonal Smart Professional LED	Digital Point Solutions Private Limited	India	September 12, 2023	90 Days	5	74,500	0.07	28%	0.48	27 to 60 Days

S.N	Name of machinery	Name of suppliers/ vendors	Country	Date of Quotation	Validity of Quotation (from the date of the Quotation)	Quantity	Rate/Unit (₹ unless specified)	Cost (₹ million)/Unit-Set^	GST-Custom Duty(CD)	Amount (₹ million) ^	Estimated delivery time as per Quotation
	display Monitor with 4nos. HDMI port, Inbuilt										
8	4K VC Hardware for 11 - 13pax Conference rooms LifeSize ICON 700 Phone	Digital Point Solutions Private Limited	India	September 12, 2023	90 Days	2	607,475	0.61	18%	1.43	27 to 60 Days
	Total						**₹ in million**			**40.15**	

^ *All decimals have been rounded off to two decimal points.*

** Negligible means amount less than ₹ 1,500 per unit.*

Government and other approvals

As on the date of this Draft Red Herring Prospectus, our Company has commenced land development at the Planned Telangana Facility. In relation to the Planned Telangana Facility, we are required to obtain routine approvals including building plan approval, consent to establish (air and water), electrical drawings approval, no objection certificate for fire safety, importer-exporter code, power connection, which will be obtained at the time of construction and labour license for construction, final approvals for all electrical equipment, final approval for operating the facility, STP, DG (Air, Water and Hazardous Wastes), layout approval from inspector of factories and factories license which will be obtained after completion of construction of the proposed building, as certified by Resurgent India Limited pursuant to the Project Report. Construction of the proposed building and utilities has not yet commenced as of the date of this Draft Red Herring Prospectus and accordingly, no approvals are required to be obtained as of such date.

Our Company will file necessary applications with the relevant authorities for obtaining all final approvals as applicable, at the relevant stages. In the event of any unanticipated delay in receipt of such approvals, the proposed schedule implementation and deployment of the Net Proceeds may be extended or may vary accordingly. See "***Risk Factors – Internal Risk Factors - Our proposed plans relating to setting up a manufacturing facility on industrial land allotted to us by the Telangana State Industrial Development Corporation are subject to the risk of unanticipated delays in obtaining approvals, implementation and cost overruns.***" on page 38.

2. ***Repayment/ prepayment of certain indebtedness availed by our Company***

Our Company has entered into various financing arrangements with banks and financial institutions. Our Company avails fund based, and non-fund based facilities in the ordinary course of its business for purposes such as, *inter alia*, meeting our working capital requirements or business requirements. As of August 31, 2023, the aggregate amount of our outstanding borrowings (fund based) was ₹ 754.44 million and for outstanding borrowings (non-fund based) was ₹ 469.31 million. See '***Financial Indebtedness***' on page 345. Our Company proposes to utilize an estimated amount of ₹ 502.98 million from the Net Proceeds towards full or partial repayment/ prepayment of all or a portion of certain borrowings availed by our Company. The repayment/ prepayment, will help reduce our outstanding indebtedness, assist us in maintaining a favourable debt-equity ratio and enable utilisation of some additional amount from our internal accruals for further investment in business growth and expansion. Our Company may choose to repay/ prepay certain borrowings availed further by our Company and/or draw down further funds under existing loans, other than those identified in the table below, which may include additional borrowings availed after the filing of this Draft Red Herring Prospectus.

Given the nature of borrowing and the terms of repayment/prepayment, the aggregate outstanding borrowing amount may vary from time to time. The amounts outstanding under these borrowings as well as the sanctioned limits are dependent on several factors and may vary with our business cycle with multiple intermediate repayments, drawdowns and enhancement of sanctioned limits. Payment of interest, prepayment penalty or premium, if any, and other related costs shall be made by us out of the Net Proceeds. If the Net Proceeds are insufficient for making payments for such pre-payment penalties or premiums or interest, such excessive amount shall be met from our internal accruals. Our Company may choose to repay/ prepay additional borrowings availed by our Company and/ or our Subsidiaries, other than those identified in the table below, which may include additional borrowings availed after the filing of this Draft Red Herring Prospectus. Further, Our Company and its Subsidiaries may repay/ prepay or refinance the loans identified in this Draft Red Herring Prospectus with loan(s) from one or more financial institutions basis appropriate recommendations made by the management in the ordinary course of business prior to completion of the Offer, and the terms of repayment/prepayment, the aggregate outstanding borrowing amounts may vary from time to time. If at the time of Allotment, any of the below mentioned loans are repaid or refinanced or if any additional credit facilities are availed or drawn down or further disbursements under the existing facilities are availed by our Company, then our Company may utilise the Net Proceeds for prepayment/ repayment of any such refinanced facilities or repayment of any additional facilities/ disbursements obtained by our Company. However, the aggregate amount to be utilised from the Net Proceeds towards repayment/ prepayment of certain borrowings, in part or in full, would not exceed ₹ 502.98 million.

In light of the above, at the time of filing the Red Herring Prospectus, the table below shall be suitably updated to reflect the revised amounts or additional/other loans as the case may be which have been availed by us. Further, in the event our Board deems appropriate, the amount allocated for estimated schedule of deployment of Net Proceeds in a particular Financial Year may be repaid / pre-paid by our Company in subsequent Financial Years.

The following table provides details of certain borrowings availed by our Company as on August 31, 2023, out of which our Company proposes to pre-pay or repay, in full or in part, up to an amount aggregating to ₹ 502.98 million from the Net Proceeds:

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Name of the lender	Amount sanctioned as on August 31, 2023 (₹ in million)	Nature of the facility	Purpose for which loan was sanctioned as mentioned in the underlying sanction letter/ loan agreement	Date of last approved / revised sanction letter	Purpose for which amount was utilized	Outstanding amount as per books of accounts as at August 31, 2023 (₹ in million)	Interest rate (p.a.) as at August 31, 2023	Tenor/Repayment Schedule	Prepayment Penalty conditions
Punjab National Bank	33.00	Guarantee emergency covid limit	To meet working capital needs due to temporary liquidity mismatch arising out of Covid-19 crisis	December 31, 2021	Working capital requirement	33.00	Existing RoI or MCLR (one year) +1.00%, whichever is lower, subject to maximum of 9.25%	Tenor: 60 months; Moratorium period: 24 months; Repayment: 36 monthly instalments	Nil
	310.00	cash credit (FB working capital limits)	Working capital	July 28, 2023	Working capital requirement	234.32	One year MCLR (7.65%) + 3.50% i.e. 11.15% p.a	Tenor: 12 months; Repayment: On demand	Nil
State Bank of India	26.50	Guarantee emergency covid limit	To meet working capital needs due to temporary liquidity mismatch arising out of Covid-19 crisis	December 21, 2021	Working capital requirement	26.49	Six months MCLR (Presently 6.95%)+100 bps, present effective rate of 7.95% subject to a maximum interest rate of 9.25% p.a.	Tenor: 60 months; Moratorium period: 24 months; Repayment: 36 monthly instalments	Nil
	90.00	Cash credit (FB working capital limits)	Working capital	April 05, 2023	Working capital requirement	89.02	Six months MCLR (8.40%) + 2.75% i.e. 11.15% p.a.	Tenor: 12 months; Repayment: On demand	Nil
IDBI Bank Limited	24.00	Guarantee emergency covid limit	To meet working capital needs due to temporary liquidity mismatch arising out of Covid-19 crisis	March 30, 2022	Working capital requirement	20.67	RLLR+1% p.a.	Tenor: 48 month; Moratorium period: 12 months; Repayment: 36 monthly instalments	Nil
	90.00	Cash credit (FB working capital limits)	Working capital	August 10, 2023	Working capital requirement	49.48	12.7%	Tenor: 12 months; Repayment: On demand	Nil
Adventz Finance Private Limited	50.00	Inter corporate deposit	Working capital / General business purpose	April 6, 2023	Working capital / General business purpose	50.00	12.00%	Tenor: 12 months; Repayment: On demand	Nil

Name of the lender	Amount sanctioned as on August 31, 2023 (₹ in million)	Nature of the facility	Purpose for which loan was sanctioned as mentioned in the underlying sanction letter/ loan agreement	Date of last approved / revised sanction letter	Purpose for which amount was utilized	Outstanding amount as per books of accounts as at August 31, 2023 (₹ in million)	Interest rate (p.a.) as at August 31, 2023	Tenor/Repayment Schedule	Prepayment Penalty conditions
Total	**623.50**					**502.98**			

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In compliance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations, the Statutory Auditors pursuant to their certificate dated September 27, 2023 have certified the utilization of the above-mentioned borrowings for the purposes such borrowings were availed for, as of August 31, 2023. As highlighted above, an amount of ₹ 502.98 million is proposed to be utilized towards payment of the outstanding amount under such borrowings. The interest accrued on such borrowings shall be repaid from time to time in accordance with the terms of the arrangements for such borrowings in the ordinary course of business, out of the internal accruals of the Company. The borrowings proposed to be prepaid or repaid amongst our borrowing arrangements availed will be based on various factors, including (i) cost of the borrowing, including applicable interest rates, (ii) any conditions attached to the borrowings restricting our ability to prepay / repay the borrowings and time taken to fulfil, or obtain waivers for fulfilment of such conditions, (iii) receipt of consents for prepayment from the respective lenders, (iv) levy of any prepayment penalties and the quantum thereof, (v) provisions of any laws, rules and regulations governing such borrowings, and (vi) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan. The selection and extent of the borrowings proposed to be prepaid and / or repaid as mentioned in the table above, is not determined and our Company may utilize the Net Proceeds to prepay and / or repay the facilities disclosed above in accordance with commercial considerations, including amounts outstanding at the time of prepayment and/ or repayment.

For the purposes of the Offer, our Company has intimated and has obtained necessary consents from its lenders, as is respectively required under the relevant facility documentation for undertaking activities in relation to this Offer, including consequent actions, such as change in the capital structure, change in shareholding pattern of our Company, amendment to the Articles of Association of our Company, etc.

For details in relation to the terms and conditions under the aforesaid loan agreements as well as restrictive covenants in relation thereto, see '***Financial Indebtedness***' and '***Risk Factors – Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business and results of operations.***' on pages 345 and 49, respectively.

3. ***Part-funding incremental working capital requirements***

Our business is working capital intensive and we fund a majority of our working capital requirements in the ordinary course of business from internal accruals and financing from various banks and financial institutions. As on August 31, 2023, our Company had a total sanctioned limit of working capital facilities of ₹ 1,150.00 million, including fund based and non-fund based sub-limits, and has an aggregated outstanding borrowing of ₹ 842.13 million for our Company. We propose to utilise up to ₹ 690.00 million from the Net Proceeds to fund the working capital requirements of our Company in Financial Year 2025.

Basis of estimation of working capital requirement and estimated working capital requirements

(a) Existing working capital

Set forth below are the existing working capital of our Company as on March 31, 2023, March 31, 2022, and March 31, 2021, as derived from our audited standalone financial statements:

(in ₹ million)

S. No.	Particulars	Amount as of March 31, 2023	Amount as of March 31, 2022	Amount as of March 31, 2021
I.	**Current assets**			
a)	Inventories	1,155.82	1,266.32	1,098.24
b)	Financial Assets			
	i. Trade Receivables	1,280.26	1,149.01	1,286.70
	ii. Others	37.39	37.45	63.16
c)	Other Current Assets	661.45	719.01	519.29
	Total current assets (A)	**3,134.92**	**3,171.79**	**2,967.39**
II.	**Current liabilities**			
a)	Financial Liabilities			
	i. Trade payables	1,368.26	1,558.37	1,677.99
	ii. Other financial liabilities	166.27	146.92	126.70
b)	Other current liabilities & Provisions	363.57	650.28	217.30
	Total current liabilities (B)	**1,898.10**	**2,355.57**	**2,021.99**

S. No.	Particulars	Amount as of March 31, 2023	Amount as of March 31, 2022	Amount as of March 31, 2021
III.	**Total working capital liabilities (A)-(B)**	**1,236.82**	**816.22**	**945.40**
IV.	**Funding Pattern**			
1.	Working capital facilities	285.43	236.09	201.15
2.	Internal Accruals	951.38	580.13	744.25
	Total	**1,236.82**	**816.22**	**945.40**

*Note: As certified by the Statutory Auditors, Khandelwal Jain & Co., Chartered Accountants, pursuant to certificate dated September 27, 2023. See "**Material Contracts and Documents for Inspection – Material Documents**" on page 457.*

(b) Future working capital

Our working capital requirement on a standalone basis for Financial Years 2021, 2022 and 2023 was ₹ 945.40 million, ₹ 816.22 million and ₹ 1,236.82 million, respectively and for the same period our revenue from operations was ₹ 3091.26 million, ₹ 3978.34 million and ₹ 5158.04 million, respectively. At consolidated level, Order received during the Financial Years 2023, 2022, 2021 was ₹ 8,468.78 million, ₹ 7,494.19 million and ₹ 7,169.76 million, respectively and order backlog as on March 31, for Financial Years 2023, 2022, 2021 was ₹ 2,906.24 million, ₹ 1,507.06 million and ₹ 2,594.07 million Further, increased working capital requirements for Financial Year 2024 and Financial Year 2025 is based on our order backlog of ₹ 3,879.49 million, as on August 31, 2023.

On the basis of our existing working capital requirements and the estimated working capital requirements, our Board, pursuant to their resolution dated September 27, 2023 has approved the projected working capital requirements for Financial Years 2024 and 2025 and the proposed funding of such working capital requirements as stated below:

(₹ in million)

S. No.	Particulars	Financial Year 2024 (estimated)	Financial Year 2025 (estimated)
I.	**Current assets**		
a)	Inventories	1,970.73	2,610.22
b)	Financial Assets		
	i. Trade Receivables	2,251.56	3,028.10
	ii. Others	18.26	18.42
c)	Other Current Assets	803.56	921.05
	Total current assets (A)	**5,044.11**	**6,577.79**
II.	**Current Liabilities**		
a)	Financial Liabilities		
	i. Trade payables	2,149.89	2,728.86
	ii. Other financial liabilities	182.63	245.61
b)	Other current liabilities	502.22	552.63
	Total current liabilities (B)	**2,834.74**	**3,527.10**
III.	**Total working capital liabilities (A)-(B)**	**2,209.37**	**3,050.69**
IV.	**Funding Pattern**		
1.	Working capital facilities	710.00*	337.18
2.	Internal accruals	1,499.37	2,023.51
3.	Amount Proposed to be utilized from Net Proceeds	-	690.00
	Total	**2,209.37**	**3,050.69**

*Note: As certified by the Statutory Auditors, Khandelwal Jain & Co., Chartered Accountants, pursuant to certificate dated September 27, 2023. See "**Material Contracts and Documents for Inspection – Material Documents**" on page **457**.*

** As of March 31, 2023, our Company had sanctioned working capital facilities (fund-based) of ₹ 310.00 million. During Financial Year 2024, cash credit and working capital facilities limit availed by our Company from consortium of Punjab National Bank, IDBI Bank Limited and State Bank of India were enhanced by ₹ 400.00 million, of which ₹ 180.00 million has been disbursed as on the date of this Draft Red Herring Prospectus. Our Company proposes to utilize and amount of ₹ 372.82 million out of the Net Proceeds towards repayment/pre-payment of working capital facilities. See "- **Repayment/pre-payment, in part or full of certain borrowings of our Company**" on page 118.*

Pursuant to its certificate dated September 27, 2023, Khandelwal Jain & Co., Chartered Accountants, has confirmed the existing working capital requirements and the estimated working capital requirements, as noted by the Board pursuant to its resolution dated September 27, 2023.

Holding levels and justifications for holding period

The following table sets forth the details of the holding period (with days rounded to the nearest) considered for Financial Year 2021, Financial Year 2022, Financial Year 2023 as well as estimates for Financial Year 2024 and Financial Year 2025.

Particulars	Financial Year 2021 (Actual)	Financial Year 2022 (Actual)	Financial Year 2023 (Actual)	Financial Year 2024 (Estimated)	Financial Year 2025 (Estimated)
Current Assets					
Inventories					
As number of days of Cost of Goods Sold	180	168	116	110	110
Trade Receivables					
As number of days of Operating Revenue	152	105	91	90	90
Other Current Assets					
As number of days of Operating Revenue	61	66	47	32	27
Current Liabilities					
Trade Payables					
As number of days of Cost of Goods Sold	275	206	138	120	115
Other Current Liabilities & Provision					
As number of days of Operating Revenue	26	60	26	20	16

*Note: As certified by the Statutory Auditors, Khandelwal Jain & Co., Chartered Accountants, pursuant to certificate dated September 27, 2023. See "**Material Contracts and Documents for Inspection – Material Documents**" on page **457.***

Justification for holding period levels

Pursuant to the Business Transfer Agreement dated December 16, 2022, entered amongst Exicom Energy Systems Private Limited and our Company ("***Exicom Energy Systems BTA***"), our Company has transferred to Exicom Energy Systems Private Limited ("**Purchaser**") its business and assets related to the manufacturing and service of the Li-ion batteries of electric vehicles ("**Transferred Business**") on a slump sale basis. See "***History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business or undertakings, mergers, amalgamations or revaluation of assets in the last 10 years***" on page 239.

The working capital estimates made by the Company are based on certain key assumptions, as set out below.

S. No.	Particulars	Assumptions and justifications
Current Assets		
1.	Inventories	Our Company had 180 and 168 days of inventories holding during Financial Year 2021 and Financial Year 2022, respectively. The longer inventory holding period in Financial Year 2021 was a result of sluggish inventory turnover during the Covid-19 affected period. Additionally, inventory levels were elevated due to supply chain challenges stemming from a shortage of semiconductor chips. This scarcity led to delays in certain deliveries, necessitating the retention of higher levels of input materials and imported components by our company. Furthermore, both in Financial Year 2021 and Financial Year 2022, in Transferred Business we had to maintain a substantial inventory of Li-ion cells due to shortages, demand and price fluctuations. In the case of the EV Charger Business which started in Financial Year 2019, we were required to maintain certain fixed level of inventory which had no direct co relation with sales. Such fixed level of inventory mainly required to keep a range of product offering and inventory for the purpose of R&D. However, sales picked up in Financial Year 2023, which along with our efforts in optimizing supply chain process, has resulted in optimizing the inventory holding days to 116. Going forward, the Company estimates to continue maintaining the inventory holding days at same levels i,e around 110 days for Financial Year 2024 and Financial Year 2025.
2.	Trade Receivables	Our Company had 152 to 105 days of trade receivables during Financial Year 2021 and Financial Year 2022. There was a substantial backlog of

S. No.	Particulars	Assumptions and justifications
		outstanding payments from specific customers, including those from Transferred Business and the PSU segment in other business segments. However, in Financial Year 2023, we managed to reduce the trade receivables period to 91 days. This improvement is due to shift in our customer mix, largely to private customers, successfully collecting long-standing trade receivables and higher contribution of sales from EV charger business, which has a faster collection cycle. We expect to maintain this reduced period, aiming for 90 days for the Financial Year 2024, Financial Year 2025, respectively.
Other Current Assets		
3.	Other Current Assets	Other Current Assets largely comprises of advance to vendors, balance with government authorities and TDS recoverable. In Financial Year 2021 and Financial Year 2022, Other Current Assets days were 61 and 66, respectively, largely on account of advances to vendors for certain import components and balances with government authorities. In Financial Year 2023, our Company saw an improvement, with the number of days decreasing to 47, primarily due to better term negotiated with the vendors. Going forward we estimate to further optimize payment terms and therefore we expect a holding period of 27-32 days in Financial Year 2024 and Financial Year 2025.
Current Liabilities		
4.	Trade Payables	Our Company had 275 and 206 days of trade payable holding during Financial Year 2021 and Financial Year 2022, respectively. the increase level of trade payable was mainly on account of delay in payment during Covid-19 effected time in Financial Year 2021 and Financial Year 2022. Post COVID effected period our trade payable holding days have improved to 138 days in Financial Year 2023. Going forward we estimate our liquidity to improve and we endevor to further optimize trade payable holding days and maintain the same at a level of 115 -120 days in Financial Year 2024 and Financial Year 2025.
5.	Other Financial Current Liabilities	Other Financial Current Liabilities mainly comprising of salary and wages payable to employees, lease liabilities, interest payable to MSME and payment payable to related party, which are not direct propitiate to operating revenue. Our Company had Other Financial Current Liabilities of 15 Days,13 Days and 12 Days of operating revenue during Financial Year 2021, Financial Year 2022 and Financial Year 2023, respectively. Going forward we estimate our operating revenue to increase and we endevor to maintain such holding period around 7 days in Financial Year 2024 and Financial Year 2025.
6.	Other Current Liabilities	Other Current Liabilities comprises of advance from customers, statutory dues and provision for warranty and gratuity and leave encashment. Our Company held Other Current Liabilities of 26 Days, 60 Days and 26 Days of operating revenue during Financial Year 2021, Financial Year 2022 and Financial Year 2023. In Financial Year 2022, Other Current Liabilities was higher due to an advance received from customers against a large order. Going forward we estimate our revenue base to grow and we anticipate such holding period will be optimized in the range of 16-20 days for the Financial Year 2024 and Financial Year 2025.

*Note: As certified by the Statutory Auditors, Khandelwal Jain & Co., Chartered Accountants, pursuant to certificate dated September 27, 2023. See "**Material Contracts and Documents for Inspection – Material Documents**" on page **457**.*

4. Investment in R&D and product development

We cater to continuously evolving industries of electric mobility and power management solutions. Our growth over the years is attributable to our design and technological capabilities, our ability to invent and deliver customer centric offerings (i.e., hardware, software and solutions) and our vertically integrated operations. For instance, in 2013, we leveraged our experience of providing power management solutions to telecommunication companies to introduce Li-ion Batteries for delivering back-up power to telecommunication infrastructure. Further, in 2019, we used our domain experience and know-how in power electronics along with the advantage of tapping into our existing manufacturing and supply chain operations, to diversify our offerings through the commencement of our

EV Charger business. We have leveraged and seek to continue to leverage such domain experience and know-how to create a better user experience based on customers insights and with continuous technology improvements.

We intend to utilise ₹ 400.00 million from the Net Proceeds towards investment in product development opportunities. We have developed domain knowhow and experience in EV charging technology, power converters and systems, and battery and BMS design and we seek to continue to build on this experience and enhance our product and technology stack. We constantly endeavour to do innovative enhancements and incremental innovations to existing products. For instance, we intend to introduce newer versions of our EV Chargers such as SPIN Air (a 7-22Kw new generation home charger), Generation 2 Harmony DC Charger, Next generation modular 3Kw AC-DC converter (rectifier), wherein our focus will be on improving the performance, form factor, and ergonomics of the products. We also strive to create specific solutions for our customers, including upgrading the existing products and solutions. For example, we customized a 30Kw DC CCS2 EV Charger for one of our customers to enhance charger utilization for their fleet operations. See "***Our Business – Case Studies* – *EV Charger business***" and "***Our Business – Research and Development – Planned Products***" on page 221 and 217, respectively.

We are a vertically integrated company equipped with R&D centres, located at Gurugram, Haryana and Bengaluru, Karnataka, which allows us to design, develop, engineer and manufacture our product and solutions and to create new products, improve operational efficiency and reliability for our customers. During the Financial Year ended March 31, 2023, March 31, 2022 and March 31, 2021, we incurred expenditure towards R&D (comprising R&D expenses and capitalized product development expenses) of ₹ 151.61 million, ₹ 152.06 million and ₹ 146.32 million, constituting 2.14%, 1.80% and 2.85% of our total revenue from operations, respectively for such periods.

The above-mentioned expenses for product development includes inter alia expenses on manpower (which includes payment to engineers, product managers, consultants for designing and testing new products, etc.), material costs (which includes electric, electronic and mechanical components, etc.) which are required for R&D and product development purposes and overhead cost. Further, as on August 31, 2023, we had an R&D team of 144 employees working in areas of power electronics design, firmware, system engineering, EV charger development and battery pack / BMS development and we intend to add more capable and experienced employees in the product development team, in order for us to make better products and solutions.

We consider that investment in product development is essential to our business, in order to take advantage of market growth opportunities. Rise of EV penetration in passenger vehicles ("**PVs**"), fleets and buses will cause the demand for EV Chargers for all key segments combined to grow at a CAGR of 55%-60% between Financial Year 2023-Financial Year 2028 (*Source: CRISIL Report*). The electric charging infrastructure market is at a nascent stage in India at ~ ₹8.4 billion, however, with all the growth factors like the government push in the form of favourable policies, incentives and subsidies, lower cost of ownership, growth in underlying segments of electric passenger cars and electric buses, upcoming investments in EV charging space are expected to take the market to ~ 10 times the existing size i.e., to ₹ 8.6 billion by Financial Year 2028 (*Source: CRISIL Report*). Continuous R&D developments are required to comply with evolving and anticipated technological advancements in EV Charger, including continual innovation in areas such as quicker charging speeds, compatibility with various EV models, footprint, regulatory compliance, and increased user experiences, V-G "Vehicle to Grid" technology to make charger compatible with future grids, and compliance to new standard in EV charging such as ISO:15118 and improving overall performance in general.

Under our Critical power solutions business, energy storage solutions ("**ESS**") market for telecommunications is expected to grow from ₹ 19.5 billion in 2023 to ₹ 36.1 billion in 2028 at CAGR of 13.5% (*Source: CRISIL Report*) and to continuously enhance our value proposition in this market we need to invest in BMS and battery development to enhance life cycle and performance, explore new battery chemistries in conjunction with global trends and invest in scaled production We also endeveour to undergo R&D to create new use cases and customize or develop new Li-ion based battery products for applications such as data center and home storage.

Our investment in R&D capabilities is also directly correlated to our focus on indigenization. With the implementation of the FAME II policy and PLI awarded to auto OEMs for EV and gasoline cars, there is a focus on localization of manufacturing and IP development in India. We have focussed on achieving a high level of localization and control over software and hardware to be able to deliver continuous improvements and customizations, to which we attribute our ability to acquire business from established automotive OEMs. We also intend to continue to seek to collaborate on designs with our vendor ecosystem in order to reduce imports which would help us in reducing costs and turn-around time of our manufacturing of products for the Indian market. See

'***Our Business – Strategies – Continue to invest in product innovation, engineering and design capabilities with focus on indigenisation***' on page 204.

Accordingly, we intend to utilize ₹ 200.00 million from the Net Proceeds of Offer towards investment in R&D and product development opportunities in each of Financial Years 2024 and 2025. Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and historical trend of our annual spend on R&D and product innovation.

5. **General corporate purposes**

Our Company proposes to deploy the balance Net Proceeds aggregating to ₹ [●] million towards general corporate purposes, subject to such amount not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations. The general corporate purposes for which our Company proposes to utilise Net Proceeds include, but are not restricted to, the following:

i. strategic initiatives including inorganic expansion;
ii. strengthening marketing capabilities and brand building exercises;
iii. employee and other personnel expenses;
iv. meeting ongoing general corporate exigencies and contingencies; and
v. any other purpose.

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.

Bridge Financing

Our Company has not raised any bridge loans from any bank or financial institution as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds. Our Company may consider raising bridge financing facilities, including through secured or unsecured loans or any short-term instrument like non-convertible debentures, commercial papers, or inter-corporate deposits, pending receipt of the Net Proceeds.

Monitoring of Utilisation of Funds

In terms of Regulation 41 of the SEBI ICDR Regulations, our Company shall appoint a Monitoring Agency for monitoring the utilisation of net proceeds, prior to the filing of the Red Herring Prospectus, as our size of the Offer (excluding the Offer for Sale by the Promoter Selling Shareholder) exceeds ₹ 1,000.00 million, in accordance with Regulation 41 of the SEBI ICDR Regulations. Our Audit Committee and the Monitoring Agency will monitor the utilisation of the Net Proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose the utilisation of the Net Proceeds, including interim use under a separate head in our balance sheet for such periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Net Proceeds have been utilised if any, of such currently unutilised Net Proceeds. Our Company will also, in its balance sheet for the applicable Financial Years, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any, of such currently unutilised Net Proceeds.

Pursuant to Regulation 18(3) and Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilised. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the proceeds of the Fresh Issue from the objects of the Fresh Issue as stated above; and (ii) details of category wise variations in the actual utilisation of the proceeds of the Fresh Issue from the objects of the Fresh Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our director's report, after placing the same before the Audit Committee. We will disclose the utilisation of the Net Proceeds under a separate head along with details in our balance sheet(s) until such time as the Net Proceeds remain unutilised clearly specifying the purpose for which such Net Proceeds have been utilised. Our Company will indicate investments, if any, of unutilised Net Proceeds in the balance sheet of our Company for the relevant Financial Years subsequent to receipt of listing and trading approvals from the Stock Exchanges.

Offer related expenses

Other than (a) listing fees, audit fees (not in relation to the Offer), and expenses for any product or corporate advertisements consistent with past practice of the Company (other than the expenses relating to the Offer), which will be borne by the Company; and (b) fees and expenses in relation to the legal counsel to the Promoter Selling Shareholder which shall be borne by the Promoter Selling Shareholder, all costs, charges, fees and expenses associated with and incurred with respect to the Offer, including but not limited to offer advertising, printing, research expenses, road show expenses, accommodation and travel expenses, stamp duty, transfer, issuance, documentary, registration, costs for execution and enforcement of this Agreement, and other Offer related agreements, Registrar's fees, fees to be paid to the BRLMs, fees and expenses of legal counsels to the Company and the BRLMs, fees and expenses of the auditors, fees to be paid to Sponsor Bank, SCSBs (processing fees and selling commission), brokerage and commission for Syndicate Members, commission to Registered Brokers, Collecting DPs and Collecting RTAs, and payments to consultants, and advisors, regulatory fees, fees to intermediaries and third parties, shall be shared among the Company and the Promoter Selling Shareholder on a pro rata basis, in proportion to its respective portion of the Equity Shares sold in the Offer in accordance with Applicable Law. All such payments shall be made by the Company on behalf of the Promoter Selling Shareholder (in accordance with the appointment or engagement letter or memoranda of understanding or agreements with such entities), and solely upon the successful completion of the Offer, the Promoter Selling Shareholder agrees that it shall reimburse the Company in proportion to the Offered Shares, for any expenses incurred by the Company on behalf of such Selling Shareholder. It is further clarified that all payments shall be made first by the Company and consequently the Promoter Selling Shareholder shall reimburse the Company for its respective proportion of Offer related expenses upon the successful completion of the Offer.

The total expenses of the Offer are estimated to be approximately ₹ [●] million. The expenses of the Offer include, amongst others, listing fees, selling commission, fees payable to the BRLM, fees payable to legal counsels, fees payable to the Registrar to the Offer, Bankers to the Offer, processing fee to the SCSBs for processing ASBA 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.

The estimated Offer expenses are as follows:

(*₹ in million*)

Activity	Estimated expenses*	As a % of the total estimated Offer expenses	As a % of the total Offer size
Fees payable to the BRLM and commissions (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Commission/processing fee for SCSBs, Sponsor Bank and Bankers to the Offer. Brokerage underwriting and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs(1)(2)	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Others including but not limited to (i) Listing fees, SEBI filing fees, upload fees, BSE and NSE processing fees, book building software fees and other regulatory expenses; (ii) Printing and distribution of stationery; (iii) Advertising and marketing expenses; (iv) Fees payable to legal counsel; (v) Fees payable to other advisors to the Offer, including but not limited to Statutory Auditors, Independent Chartered Accountant, industry service provider and Independent Chartered Engineer; and (vi) Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

**Offer expenses include goods and services tax, where applicable. Offer expenses will be incorporated at the time of filing of the Prospectus. Offer expenses are estimates and are subject to change.*

(1) *Selling commission payable to the SCSBs on the portion for RIIs and NIIs which are directly procured by the SCSBs, would be as follows:*

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

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

Selling Commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE.

(2) *No processing fees shall be payable by our Company and the Promoter Selling Shareholder to the SCSBs on the applications directly procured by them.*

Processing fees payable to the SCSBs on the portion for RIIs and NIIs (excluding UPI Bids) which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/CRTAs/ CDPs and submitted to SCSB for blocking, would be as follows:

*Portion for RIIs and NIIs**	*₹[●] per valid application (plus applicable taxes)*

** Processing fees payable to the SCSBs for capturing Syndicate Member/Sub-syndicate (Broker)/Sub-broker code on the ASBA Form for Non-Institutional Investors and Qualified Institutional Bidders with bids above ₹ 0.5 million would be ₹ [●] plus applicable taxes, per valid application.*

(3) *Selling commission on the portion for RIIs (upto ₹ 0.2 million) and NIIs which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, CRTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the Registered Brokers which are Members of the Syndicate (including their Sub-Syndicate Members) would be as follows:*

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

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

The selling commission payable to the Syndicate / Sub-Syndicate Members will be determined (i) for RIIs and NIIs (upto ₹ 0.5 million), on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the selling commission will be payable to the SCSB and not the Syndicate / Sub-Syndicate Member; and (ii) for NIIs (above ₹ 0.5 million), Syndicate ASBA Form bearing SM Code & Sub-Syndicate Code of the application form submitted to SCSBs for Blocking of the Fund and uploading on the Exchanges platform by SCSBs. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the selling commission will be payable to the Syndicate / Sub Syndicate members and not the SCSB.

Bidding Charges payable to members of the Syndicate (including their sub-Syndicate Members) on the applications made using 3-in-1 accounts would be ₹ [●] plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members). Bidding charges payable to SCSBs on the QIB Portion and NIIs (excluding UPI Bids) which are procured by the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSBs for blocking and uploading would be ₹ [●] per valid application (plus applicable taxes).

The selling commission and bidding charges payable to Registered Brokers the CRTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE.

Selling commission / bidding charges payable to the Registered Brokers on the portion for RIIs procured through UPI Mechanism and NIIs which are directly procured by the Registered Broker and submitted to SCSB for processing, would be as follows:

Portion for RIIs and NIIs	*₹ [●] per valid application (plus applicable taxes)*

Bidding charges / processing fees for applications made by UPI Bidders would be as under:

Members of the Syndicate / CRTAs / CDPs	*₹ [●] per valid application (plus applicable taxes)*
[●]	*₹ NIL/- per valid Bid cum Application Form (plus applicable taxes)* *[●] will also be entitled to a one time escrow management fee of ₹ [●]* *The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with*

	the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.
[●]	*₹ [●] per valid Bid cum Application Form (plus applicable taxes)* *[●] will also be entitled to a one time escrow management fee of ₹ [●]* *The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.*

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

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/570 dated June 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI ICDR Master Circular.

Interim use of Net Proceeds

The Net Proceeds shall be retained in the Public Offer Account until receipt of the listing and trading approvals from the Stock Exchanges by our Company. Pending utilization of the Net Proceeds for the purposes described above, our Company undertakes to deposit the Net Proceeds only in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as may be approved by our Board or the IPO Committee.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Other Confirmations

Except to the extent of any proceeds received pursuant to the sale of Offered Shares proposed to be sold in the Offer by the Promoter Selling Shareholder, no part of the proceeds of the Offer will be paid by our Company to our Promoters, members of the Promoter Group, our Directors, our Key Managerial Personnel or Senior Management.

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

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act, 2013 and the applicable rules, and the SEBI ICDR Regulations, our Company shall not vary the objects of the Fresh Issue without our Company being authorised to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("**Notice**") shall specify the prescribed details as required under the Companies Act, 2013. The Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the vernacular language of the jurisdiction where our Registered Office is situated. Pursuant to Section 13(8) of the Companies Act, 2013, our Promoters will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal, to vary the objects, subject to the provisions of the Companies Act, 2013 and in accordance with such terms and conditions, including in respect of proving of the Equity Shares, in accordance with the Companies Act, 2013 and the SEBI ICDR Regulations.

BASIS FOR OFFER PRICE

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

Investors should also refer to the sections "***Risk Factors***", "***Our Business***", "***Financial Information***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on pages 28, 192, 266 and 348 respectively, to have an informed view before making an investment decision.

Qualitative factors

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

- market leader in the Indian EV Charger market, with an early-mover-and-learner advantage in a fast-growing industry characterized by high entry barriers;
- domain experience and know-how and diversified product portfolio with a track record of demonstrated outcomes in critical cases;
- vertically integrated operations, backed by manufacturing capabilities, robust supply chain, significant research and development activities and sales and marketing initiatives;
- significant product development and focussed engineering capabilities;
- track record of long-standing relationships with an established customer base; and
- experienced and qualified leadership and management team.

See "***Our Business – Strengths***" on page 196.

Quantitative factors

Some of the information presented in this section relating to our Company is based on and derived from the Restated Consolidated Financial Information. See "***Financial Information***" beginning on page 266.

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

1. Basic and diluted earnings per share ("EPS")

A. From continuing and discontinued operations:

Financial Year ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weightage
March 31, 2023	0.69	0.69	3
March 31, 2022	0.56	0.56	2
March 31, 2021	0.38	0.38	1
Weighted Average	**0.60**	**0.60**	

Notes:

1. *Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights, i.e., (EPS x Weight) for each divided by total of weights*
2. *Basic and diluted EPS are based on the Restated Consolidated Financial Information*
3. *Basic earnings per share (₹) = Net profit after tax from continuing and discontinued operations attributable to owners of the Company, as restated divided by weighted average number of equity shares outstanding during the year*
4. *Diluted Earnings per equity share (₹) = Net profit after tax from continuing and discontinued operations attributable to owners of the Company, as restated divided by weighted average number of potential Equity Shares outstanding during the year*
5. *Earnings per share (EPS) calculations are in accordance with the notified Indian Accounting Standard 33 'Earnings per share'*
6. *Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year adjusted by the number of Equity Shares issued during the year multiplied by the time weight factor.*
7. *Subsequent to March 31, 2023, our Company undertook a bonus issue of Equity Shares in the proportion of 11 Equity Shares for every one Equity Share held by the Shareholders as on the record date as September 15, 2023, pursuant to resolutions dated September 15, 2023 and September 16, 2023 passed by our Board and Shareholders, respectively and the weighted average number of Equity Shares outstanding during the years are adjusted for the bonus issue, in accordance with Ind AS 33.*

B. From continuing operations:

Financial Year ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weightage
March 31, 2023	3.38	3.38	3
March 31, 2022	3.31	3.31	2
March 31, 2021	1.38	1.38	1
Weighted Average	**3.02**	**3.02**	

Notes:

1. *Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights, i.e., (EPS x Weight) for each year divided by total of weights*
2. *Basic and diluted EPS are based on the Restated Consolidated Financial Information*
3. *Basic earnings per share (₹) = Net profit after tax from continuing operations attributable to owners of the Company, as restated divided by Weighted average number of equity shares outstanding during the year*
4. *Diluted Earnings per equity share (₹) = Net profit after tax from continuing operations attributable to owners of the Company, as restated divided by weighted average number of potential Equity Shares outstanding during the year*
5. *Earnings per share (EPS) calculations are in accordance with the notified Indian Accounting Standard 33 'Earnings per share'*
6. *Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year adjusted by the number of Equity Shares issued during the year multiplied by the time weight factor.*
7. *Subsequent to March 31, 2023, our Company undertook a bonus issue of Equity Shares in the proportion of 11 Equity Shares for every one Equity Share held by the Shareholders as on the record date as September 15, 2023, pursuant to resolutions dated September 15, 2023 and September 16, 2023 passed by our Board and Shareholders, respectively and the weighted average number of Equity Shares outstanding during the years are adjusted for the bonus issue, in accordance with Ind AS 33.*

See "***Other Financial Information***" on page 343.

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

A. From continuing and discontinued operations:

Particulars	P/E ratio at the lower end of the Price Band (number of times)*	P/E ratio at the higher end of the Price Band (number of times)*
Based on Basic EPS for the financial year ended March 31, 2023	[●]	[●]
Based on Diluted EPS for the financial year ended March 31, 2023	[●]	[●]

* *To be updated upon finalisation of the Price Band*

B. From continuing operations:

Particulars	P/E ratio at the lower end of the Price Band (number of times)*	P/E ratio at the higher end of the Price Band (number of times)*
Based on Basic EPS for the financial year ended March 31, 2023	[●]	[●]
Based on Diluted EPS for the financial year ended March 31, 2023	[●]	[●]

* *To be updated upon finalisation of the Price Band*

3. Industry peer group price to earnings ratio:

Particulars	P/E ratio
Highest	158.37
Lowest	75.70
Average	**117.03**

Notes:

1. *The industry high and low has been considered from the industry peer set provided in "– **Comparison of Key Accounting Ratios with Listed Industry Peers**" on page 133. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed below*
2. *The industry P/E ratio mentioned above has been computed based on the closing market price of the peer group's equity shares on the website of NSE as of September 15, 2023, divided by the basic earnings per share for the year ended March 31, 2023*
3. *Source: The financial information for listed industry peers mentioned above is sourced from the audited financial statements of the relevant companies for Financial Year ended March 31, 2023, as available on the websites of the Stock Exchanges*

4. Return on Net Worth ("RoNW")

A. From continuing and discontinued operations:

Financial Year	RoNW, as derived from the Restated Consolidated Financial Information (%)	Weightage
Financial Year ended March 31, 2023	2.75	3
Financial Year ended March 31, 2022	2.32	2
Financial Year ended March 31, 2021	1.62	1
Weighted Average	2.42	

Notes:

1. *RoNW (%) = Net Profit after tax from continuing and discontinued operations attributable to the owners of the Company for the year/period, as restated divided by net worth as at the end of the respective year/period.*
2. *Net worth means equity share capital plus other equity.*
3. *Net profit after tax from continuing and discontinued operations, equity share capital, and other equity numbers are based on the Restated Consolidated Financial Statements.*
4. *Weighted Average RoNW = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/total of weights.*

B. From continuing operations:

Financial Year	RoNW, as derived from the Restated Consolidated Financial Inforamtion (%)	Weightage
Financial Year ended March 31, 2023	13.38	3
Financial Year ended March 31, 2022	13.72	2
Financial Year ended March 31, 2021	5.94	1
Weighted Average	12.25	

Notes:

1. *RoNW (%) = Net Profit after tax from continuing operations attributable to the owners of the Company for the year/period, as restated divided by net worth as at the end of the respective year/period.*
2. *Net worth means equity share capital plus other equity*
3. *Net Profit after tax from continuing operations, equity share capital, and other equity numbers are based on the Restated Consolidated Financial Statements.*
4. *Weighted Average RoNW = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/total of weights.*

5. Net asset value ("NAV") per Equity Share

Financial Year ended	NAV derived from the Restated Consolidated Financial Information (₹)
As on March 31, 2023	25.24
After the completion of the Offer*	At the Floor Price: [●] At the Cap Price: [●]
Offer Price*	[●]

**To be updated upon finalisation of the Price Band. Offer Price will be determined on conclusion of the Book Building Process.*

Notes:

1. *Net asset value per equity share represents total Net Worth as at the end of the fiscal year/ period, as restated, divided by the number of Equity Shares outstanding at the end of the year/ period. Net worth means equity share capital plus other equity.*
2. *Subsequent to March 31, 2023, our Company undertook a bonus issue of Equity Shares in the proportion of 11 Equity Shares for every one Equity Share held by the Shareholders as on the record date as September 15, 2023, pursuant to resolutions dated September 15, 2023 and September 16, 2023 passed by our Board and Shareholders, respectively and the NAV per Equity Share disclosed above is adjusted for the bonus issue.*

6. Comparison of Key Accounting Ratios with Listed Industry Peers

Set forth below is a comparison of our key accounting ratios against those of our peers that are Indian listed companies as of and for the Financial Year ended March 31, 2023:

Name of the Company	Closing Price as on September 15, 2023 (₹)	Face Value (₹ per share)	Consolidated revenue from operatio	Basic EPS	Diluted EPS	P/E	Return on net worth (%)	NAV per Equity Share (₹)	Consolidated or standalone

			ns (in ₹ mn)						
Exicom Tele-Systems Limited	-	10.00	7,079.30	3.38^ 0.69^^	3.38^ 0.69^^	-	13.38^ 2.75^^	25.24	Consolidated
Peer Group									
Servotech Power Systems Limited	82.35	1.00*	2,784.81	0.52*	0.56*	158.37	13.47	3.86*	Consolidated
HBL Power Systems Limited	265.70	1.00	13,686.78	3.51	3.51	75.70	10.35	34.32	Consolidated

^*Calculated on the net profit after tax from continuing operations based on the Restated Consolidated Financial Statements. For details refer tables 1B and 4B of* **"- Quantitative factors**" *on page 131.*

^^*Calculated on the net profit after tax from continuing and discontinued operations based on the Restated Consolidated Financial Statements. For details refer tables 1B and 4B of "***- Quantitative factors**" *on page 131.*

**Number of equity shares for calculation of basic and diluted EPS, NAV has been revised after taking into consideration the effect of sub division of equity shares of face value of ₹ 2 per equity shares into ₹ 1 per equity share as on July 28, 2023.*

Notes:

1. *For listed peer - sourced from the annual audited financial results of the listed peer for the year ended March 31, 2023*
2. *For listed peers, P/E Ratio has been computed based on the closing market price of equity shares on the website of NSE as of September 15, 2023 divided by the Basic EPS.*
3. *For listed peer, return on Net Worth for equity shareholders (%) (RONW) = Profit for the year divided by total net worth. Net worth means equity share capital plus other equity.*
4. *For listed peers, NAV is computed as equity attributable to owners (total equity) divided by the number of equity shares outstanding at the end of the year.*
5. *Fot our Company, subsequent to March 31, 2023, our Company undertook a bonus issue of Equity Shares in the proportion of 11 Equity Shares for every one Equity Share held by the Shareholders as on the record date as September 15, 2023, pursuant to resolutions dated September 15, 2023 and September 16, 2023 passed by our Board and Shareholders, respectively and the NAV per Equity Share disclosed above is adjusted for the bonus issue.*
6. *Source: The financial information for listed industry peers mentioned above is sourced from the audited financial statements of the relevant companies for Financial Year ended March 31, 2023, as available on the websites of the Stock Exchanges*

7. Key performance indicators ("KPIs")

The table below sets forth the details of our KPIs that our Company considers having a bearing for arriving at the basis for Offer Price. These KPIs have been used historically by us to understand and analyze the business performance, which in result, help us in analysing our performance in comparison to our peers. The Bidders can refer to the below-mentioned KPIs, being a combination of financial indicators and operational key performance indicators, to assess our performance over the last three Financial Years and make an informed decision. All the KPIs disclosed below have been approved by a resolution of our Audit Committee dated September 27, 2023 and have been certified by the Statutory Auditors, Khandelwal Jain & Co., Chartered Accountants, pursuant to certificate dated September 27, 2023. This certificate on KPIs shall form part of the material contracts for inspection and shall be accessible on the website of our Company at https://www.exicom.in/investors.html. Further, pursuant to its resolution dated September 27, 2023, the Audit Committee noted that no investment has been undertaken in the Company at any point during the preceding three years and accordingly, no other KPIs pertaining to the Company, other than as disclosed below, have been disclosed to earlier investors of the Company for raising funds at any point of time during the three immediately preceding years.

Sr. No	Particulars	Financial Year		
		2023	2022	2021
1	Revenue from operations (₹ million)	7,079.30	8,428.05	5,129.05
2	*Growth in revenue from operations (%)*	*-16.00%*	*64.32%*	*NA*
3	Gross profit (₹ million)	1,752.17	1,791.13	1,162.41
4	*Gross profit margin (%)*	*24.75%*	*21.25%*	*22.66%*
5	EBITDA (₹ million)	524.37	674.21	295.15
6	*EBITDA Margin (%)*	*7.41%*	*8.00%*	*5.75%*
7	EBIT (₹ million)	359.71	521.50	154.31
8	*EBIT Margin (%)*	*5.08%*	*6.19%*	*3.01%*
9	Profit/(Loss) for the year from continuing operations	310.32	303.96	126.76
10	*Profit after tax margin (%)*	*4.38%*	*3.61%*	*2.47%*
11	*RoE (%)*	*13.38%*	*13.72%*	*5.94%*
12	*RoCE (%)*	*10.92%*	*17.66%*	*5.33%*

Sr. No	Particulars	Financial Year		
		2023	2022	2021
13	Revenue from operations (Split between products and services):			
a	Revenue from sale of Products (₹ million)	6,201.40	7,684.31	4,688.49
b	Revenue from sale of Services (₹ million)	877.90	743.74	440.56
c	*Revenue from sale of Products (%)*	*87.60%*	*91.18%*	*91.41%*
d	*Revenue from sale of Services (%)*	*12.40%*	*8.82%*	*8.59%*
14	Revenue from operations (Split between our segments):			
i	Revenue from Critical Power (₹ million)	4,837.21	7,717.06	4,687.85
ii	Revenue from EV Charger (₹ million)	2,242.09	710.99	441.20
iii	*Revenue from Critical Power Systems (%)*	*68.33%*	*91.56%*	*91.40%*
iv	*Revenue from EV Charger (%)*	*31.67%*	*8.44%*	*8.60%*
15	Order received during the year/period:			
i	Critical Power (₹ million)	5,522.25	6,584.11	6,394.76
ii	EV charger (₹ million)	2,946.53	910.08	775.00
16	Order backlog: (₹ million)	2,906.24	1,507.06	2,594.07

Notes: As certified by the Statutory Auditors, Khandelwal Jain & Co., Chartered Accountants, pursuant to certificate dated September 27, 2023

1. *Revenue from Operations means the revenue from operations as appearing in the Restated Consolidated Financial Information*
2. *Growth in revenue from operations (%) is calculated as a percentage of revenue from operations of the relevant period/year minus Revenue from Operations of the preceding period/year, divided by revenue from operations of the preceding period/year.*
3. *Gross profit is calculated as revenue from operations less cost of materials consumed, purchases of stock-in-trade, manufacturing expenses and changes in inventories of finished goods, goods for re-trade and work-in-progress*
4. *Gross Profit Margin refers to the percentage margin derived by dividing gross profit by revenue from operations.*
5. *EBITDA is calculated as profit / (loss) for the period / year, plus total tax expense (credit) for the period / year, finance costs and depreciation and amortization expenses, excluding other Income.*
6. *EBITDA Margin (%) is computed as EBITDA divided by revenue from operations.*
7. *EBIT is calculated as profit / (loss) for the period / year plus total tax expense / (credit) plus finance costs, excluding other Income.*
8. *EBIT Margin (%) is computed as EBIT divided by revenue from operations, excluding other Income.*
9. *Profit after Tax means profit / (loss) for the year from continuing operations as appearing in the Restated Consolidated Financial Information.*
10. *Profit after Tax Margin refers to the percentage margin derived by dividing profit after tax by revenue from operations.*
11. *Return on Equity refers to the profit for the year/period attributable to equity shareholders of our Company divided by total Equity for the year/period*
12. *Return on Capital Employed is calculated as earnings before interest and tax divided by Capital Employed. Earnings before interest and tax is calculated as profit / (loss) for the period / year plus total tax expense / (credit) plus finance costs excluding other income. Capital Employed is calculated as total equity plus total borrowings minus intangible assets.*
13. *Revenue from operations split between Products and services. Percentage of revenue (%) from products is calculated as revenue from sale of products divided by total revenue from operations. Percentage of revenue (%) from services is calculated as revenue from sale of services divided by total revenue from operations.*
14. *Revenue from operations split between our two segments i.e Critical Power segment and EV Charger segment. Percentage of revenue (%) from critical power is calculated as revenue from operation from critical power segment divided by total revenue from operation. Percentage of revenue (%) from EV Charger is calculated as revenue from sale of products and services from EV Charger segment divided by total revenue from operations.*
15. *Order received during the year/period means the number of orders received during the relevant financial year/period, between segments.*
16. *Order backlog means Order book outstanding as at the end of the relevant financial year/period.*

The above KPIs of our Company have also been disclosed, along with other key financial and operating metrics, in "***Risk Factors***", "***Our Business***", "***Other Financial Information***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***", beginning on pages 28, 192, 343 and 348, respectively. Further, definitions of such KPIs have been compiled and presented in "***Definitions and Abbreviations – Industry Related Terms***" on pages 9 to 11.

Our Company shall continue to disclose the KPIs included in this section on a periodic basis, at least once in a year (or for any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares, on the Stock Exchanges or for such other duration as may be required under the SEBI ICDR Regulations.

Explanation for the KPIs

The following table provides a brief explanation of the rationale for our KPIs that have a bearing on arriving at the basis for Offer Price and the relevance of such KPIs to our business operations are set forth below:

KPI	Explanations
Revenue from operations	Revenue from Operations is used by the management to track the revenue profile of the business and in turn helps assess the overall financial performance of the Company and size

KPI	Explanations
	of the business.
Growth in revenue from operations (%)	Growth in Revenue from Operations provides information regarding the growth of the business for the respective period.
Gross profit	Gross Profit provides information regarding the value addition by the Company (including its profits) over cost on sale of products and services by the Company.
Gross profit margin (%)	Gross Margin (%) is an indicator of the value addition by the Company (including its profits) over cost on sale of products and services by the Company.
EBITDA	Earnings before interest, tax, depreciation, and amortization and is calculated as the profit for the period or year plus tax expense, finance cost, depreciation and amortization expenses excluding exceptional items and other Income. EBITDA provides information regarding operational profitability and efficiency of our Company
EBITDA Margin (%)	EBITDA Margin (%) is computed as EBITDA divided by revenue from operations. This metric helps in benchmarking the operating profitability against the historical performance of our Company
EBIT	Earnings before interest and tax is calculated as the restated profit for the period or year plus tax expense and finance cost excluding exceptional items and other Income.
EBIT Margin (%)	EBIT Margin (%) helps in keeping track of the operational efficiency of our company after the depreciation and amortization expenses calculated as EBIT as a percentage of revenue from operations.
Profit/ (Loss) after tax	The amount that remains after a company has paid off all of its operating and non-operating expenses and taxes. It provides information regarding the profitability of our Company
Profit/ (Loss) after tax margin (%)	Percentage of the amount that remains after a company has paid off all of its operating and non-operating expenses, and taxes. It provides information regarding the operational profitability of our Company.
RoE (%)	Return on Equity is calculated on the basis of net profit after tax divided by shareholder's equity (equity share capital and other equity). It indicates our Company's ability to turn equity investments into profits
RoCE (%)	Return on capital employed is calculated using two components, i.e. earnings before interest and tax divided by capital employed. Capital employed is calculated by sum of net worth and total debt less Intangible assets. This provides us information on efficiency of our capital deployment and utilization.
Revenue from operations (Split between products and services)	This metric enables the company to track the progress of revenue from operations from products and services
Revenue from operations (Split between our segments)	This metric enables the company to track the progress of revenue from operations between our Critical power and EV Charger
Order received during the year/period	This metric enables the Company to track the order book between our segments and thereby provides various operational insights which are used to improve offerings
Order backlog	This metric enables the Company to track the open orders.

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

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs are not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Information. We use these KPIs to evaluate our financial and operating performance. 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, profitability or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS.

Investors are encouraged to review the Ind AS financial measures and to not rely on any single financial or operational metric to evaluate our business. See *"**Risk Factors – Risks Related to India - Significant differences exist between Ind AS and other accounting principles, such as Indian Generally Accepted Accounting***

Principles, U.S. Generally Accepted Accounting Principles and International Financial Reporting Standards, which may be material to investors' assessments of our financial condition. *"* on page 68.

9. Comparison of key performance indicators/KPIs of our Company and our listed peers

Parameters	**Exicom Tele-Systems Limited**			**Servotech Power Systems Limited**			**HBL Power Systems Limited**		
	Financial Year 2023	**Financial Year 2022**	**Financial Year 2021**	**Financial Year 2023**	**Financial Year 2022**	**Financial Year 2021**	**Financial Year 2023**	**Financial Year 2022**	**Financial Year 2021**
Revenue from operations (₹ million)	7,079.30	8,428.05	5,129.05	2,784.81	1,436.74	869.94	13,686.78	12,362.10	9,120.39
Growth in revenue from operations (%)	*-16.00%*	*64.32%*	*NA*	*93.83%*	*65.15%*	*NA*	*10.72%*	*35.54%*	*NA*
Gross profit (₹ million)	1,752.17	1,791.13	1,162.41	481.78	188.34	126.72	3,871.22	3,425.41	2,339.66
Gross profit margin (%)	*24.75%*	*21.25%*	*22.66%*	*17.30%*	*13.11%*	*14.57%*	*28.28%*	*27.71%*	*25.65%*
EBITDA (₹ million)	524.37	674.21	295.15	187.86	90.89	48.37	1,514.37	1,389.80	673.72
EBITDA Margin (%)	*7.41%*	*8.00%*	*5.75%*	*6.75%*	*6.33%*	*5.56%*	*11.06%*	*11.24%*	*7.39%*
EBIT (₹ million)	359.71	521.50	154.31	166.58	75.11	33.69	1,159.75	1,038.95	285.62
EBIT Margin (%)	*5.08%*	*6.19%*	*3.01%*	*5.98%*	*5.23%*	*3.87%*	*8.47%*	*8.40%*	*3.13%*
Profit after tax (₹ million)	310.31	303.95	126.76	110.65	40.58	9.19	984.45	937.10	137.27
Profit after tax margin (%)	*4.38%*	*3.61%*	*2.47%*	*3.97%*	*2.82%*	*1.06%*	*7.19%*	*7.58%*	*1.51%*
RoE (%)	*13.38%*	*13.72%*	*5.94%*	*13.47%*	*8.77%*	*2.33%*	*10.35%*	*10.82%*	*1.76%*
RoCE (%)	*10.92%*	*17.66%*	*5.33%*	*13.45%*	*11.53%*	*5.22%*	*11.69%*	*11.99%*	*3.60%*
Revenue from operations (Split between products and services):									
Revenue from Sale of Products (₹ million)	6,201.40	7,684.31	4,688.49	2,695.70	1,402.87	851.42	12,793.52	11,619.01	8,477.67
Revenue from Sale of Services (₹ million)	877.90	743.74	440.56	89.11	33.88	18.52	893.28	743.09	642.72
Revenue from Sale of Products (%)	*87.60%*	*91.18%*	*91.41%*	*96.80%*	*97.64%*	*97.87%*	*93.47%*	*93.99%*	*92.95%*
Revenue from Sale of Services (%)	*12.40%*	*8.82%*	*8.59%*	*3.20%*	*2.36%*	*2.13%*	*6.53%*	*6.01%*	*7.05%*
Revenue from operations (Split between our segments):									

Parameters	Exicom Tele-Systems Limited			Servotech Power Systems Limited			HBL Power Systems Limited		
	Financial Year 2023	Financial Year 2022	Financial Year 2021	Financial Year 2023	Financial Year 2022	Financial Year 2021	Financial Year 2023	Financial Year 2022	Financial Year 2021
Revenue from Critical Power (₹ million)	4,837.21	7,717.06	4,687.85	NA	NA	NA	NA	NA	NA
Revenue from EV Charger (₹ million)	2,242.09	710.99	441.20	NA	NA	NA	NA	NA	NA
Revenue from Critical Power (%)	*68.33%*	*91.56%*	*91.40%*	*NA*	*NA*	*NA*	*NA*	*NA*	*NA*
Revenue from EV Charger (%)	*31.67%*	8.44%	*8.60%*	*NA*	*NA*	*NA*	*NA*	*NA*	*NA*
Order Received during the year/period:									
Critical Power Business (₹ million)	5,522.25	6,584.11	6,394.76	NA	NA	NA	NA	NA	NA
EV Charger Business (₹ million)	2,946.53	910.08	775.00	NA	NA	NA	NA	NA	NA
Order backlog (₹ million)	2,906.24	1,507.06	2,594.07	NA	NA	NA	NA	NA	NA

Source: The financial information for listed industry peers mentioned above is sourced from the audited financial statements of the relevant companies for Financial Year ended March 31, 2023, as available on the websites of the Stock Exchanges. The comparison is not a recommendation to invest/ disinvest in any entity, including our Company, and should not be construed as investment advice within the meaning of any law or regulation, or used as a basis for any investment decision.

10. Weighted average cost of acquisition, Floor Price and Cap Price

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

Except as stated below, there has been no issuance of Equity Shares or convertible securities during the 18 months preceding the date of this Draft Red Herring Prospectus (excluding Equity Shares issued pursuant to exercise of employee stock options or any bonus issuances), 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-issue capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days:

Date of allotment/ transaction	No. of Equity Shares	Face value per Equity Share (₹)	Issue/ Transaction price per Equity Share (₹)	Nature of allotment/ transaction	Nature of consideration	Total consideration (₹ in million)
August 11, 2023	469,484	10	1,065	Conversion of CCDs	Cash	500.00
Weighted Average Cost of Acquisition (primary transactions) **						8.20

* *As certified by by the Statutory Auditors, Khandelwal Jain & Co., Chartered Accountants, pursuant to certificate dated September 27, 2023*

**Subsequent to March 31, 2023, our Company undertook a bonus issue of Equity Shares in the proportion of 11 Equity Shares for every one Equity Share held by the Shareholders as on the record date as September 15, 2023, pursuant to resolutions dated September 15, 2023 and September 16, 2023 passed by our Board and Shareholders, respectively and the weighted average cost of acquisition adjusted for the bonus issue*

b. Price per share of the Company based on secondary sale or acquisition of Equity Shares or convertible securities (excluding gifts) involving any of the Promoters, members of the Promoter Group, Promoter Selling Shareholders or any other Shareholders with rights to nominate directors during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-transaction capital before such transactions), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

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

11. Floor Price and Cap Price vis-à-vis weighted average cost of acquisition ("WACA") based on primary issuances/secondary transactions during the last three years

	WACA**	**Floor price#: ₹ [●]**	**Cap Price#: ₹ [●]**
Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity/ convertible securities), excluding shares issued under an employee stock option plan/employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of filing of this Daft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the preissue 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	8.20***	[●]	[●]
Weighted average cost of acquisition for last 18 months for secondary sale/acquisition of shares equity/convertible securities), where promoter/ promoter group entities or selling shareholders or shareholder(s) having the right to nominate director(s) or selling shareholder in the Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of	N.A.	[●]	[●]

this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than five per cent of the fully diluted paid-up share capital of the Company (calculated based on the preissue 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	

* *As certified by by the Statutory Auditors, Khandelwal Jain & Co., Chartered Accountants, pursuant to certificate dated September 27, 2023*

** *"WACA" indicates the weighted average cost of acquisition*

****Subsequent to March 31, 2023, our Company undertook a bonus issue of Equity Shares in the proportion of 11 Equity Shares for every one Equity Share held by the Shareholders as on the record date as September 15, 2023, pursuant to resolutions dated September 15, 2023 and September 16, 2023 passed by our Board and Shareholders, respectively and the weighted average cost of acquisition adjusted for the bonus issue*

#*To be updated upon finalisation of the Price Band*

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

The Offer Price of ₹ [●] has been determined by our Company and the Promoter Selling Shareholders, in consultation with the BRLMs, on the basis of assessment of demand from investors for Equity Shares through the Book Building Process and, is justified in view of the above qualitative and quantitative parameters.

The trading price of the Equity Shares could decline due to the factors mentioned in the "***Risk Factors***" beginning on page 28 and you may lose all or part of your investments.

13. Detailed explanation for Offer Price/Cap Price being [●] times the weighted average cost of acquisition of primary issuances/secondary transactions (set out in point 11 above) along with our Company's key performance indicators/KPIs and financial ratios for Financial Year ended March 31, 2023, March 31, 2022 and March 31, 2021

Please note the following rationale in relation to the justification of the Offer Price:

[●]*

**This will be included on finalisation of Price Band*

14. Detailed explanation for Offer Price/Cap Price being [●] times the weighted average cost of acquisition of primary issuances/secondary transactions (set out in point 11 above) in view of the external factors which may have influenced the pricing of the Offer

Please note the following rationale in relation to the justification of the Offer Price:

[●]*

**This will be included on finalisation of Price Band*

STATEMENT OF SPECIAL TAX BENEFITS

To,

The Board of Directors
Exicom Tele-Systems Limited
3rd Floor, Plot No. 38,
Institutional Area,
Sector 32, Gurugram 122 001
Haryana, India

Statement of possible special tax benefits (under direct and indirect tax laws) available to Exicom Tele-System Limited (the "Company") and its shareholders and its material subsidiary in accordance with the requirements under Schedule VI Part A- Clause (9) (L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations").

This Certificate is issued in accordance with the Engagement Letter dated July 6, 2023.

We, Khandelwal Jain & Company, Chartered Accountants, the statutory auditors of the Company, hereby confirm that the enclosed statement is in connection with the special tax benefits available to the Company, the shareholders and material subsidiary *(as defined under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015*) of the Company under direct and indirect tax laws, including the Income-tax Act 1961 (the "**Act**"), Goods and Service Tax Act, 2017, Custom Act, 1962 and Foreign Trade Policy 2015-2020, each as amended, presently in force in India and applicable for financial year 2023-24, relevant to the assessment year 2024-25 presently in force in India as on the date of this certificate in the enclosed statement at **Annexure I** being prepared by the Company and initialled by us for identification purpose.

Following is the material subsidiary of the Company:

(a) Exicom Tele-Systems (Singapore) Pte Limited (ETSPL)

Limitations

Several of these benefits are dependent on the Company or its shareholders or material subsidiary fulfilling the conditions prescribed under the relevant provisions of the Act which are based on business imperatives the Company may face in the future and accordingly, the Company may or may not choose to fulfil.

The benefits discussed in the enclosed **Annexure I** are not exhaustive and covers only special tax benefits available to the Company and its shareholders and do not cover any general tax benefits available to the Company and is only intended to provide general information to the investors for the Offer and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer.

We confirm that **Annexure I** provide in all material respects the tax benefits available to the Company or its shareholders or material subsidiary in accordance with the applicable tax laws as on the date of this certificate. Further, the preparation of the enclosed Annexure I and its contents is the responsibility of the Management of the Company.

We do not express any opinion or provide any assurance as to whether:

(1) The Company or its shareholders or material subsidiary will continue to obtain these benefits in future; or

(2) The conditions prescribed for availing the benefits have been/ would be met with; or

(3) The revenue authorities/courts will concur with the views expressed therein.

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.

We have conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India ("**ICAI**") which requires that we comply with ethical requirements of the Code of Ethics issued by the ICAI. We hereby confirm that while providing this certificate we have complied with the Code of Ethics issued by the ICAI.

We confirm that the information in this certificate is true and correct and there is no untrue statement or omission which would render the contents of this certificate misleading in its form or context. Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of the Tax Laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to the Company and any other person in respect of this Statement, except as per applicable law.

This certificate may be relied upon by the Company, the Book Running Lead Managers, and the legal counsels appointed by the Company and the Book Running Lead Managers in relation to the Offer. We hereby consent to extracts of, or reference to, this certificate being used in the draft red herring prospectus, red herring prospectus and prospectus or any other documents in connection with the Offer (collectively, the "**Offer Documents**"). We also consent to the submission of this certificate as may be necessary, to any regulatory authority and/or for the records to be maintained by the Book Running Lead Managers in connection with the Offer and in accordance with applicable law.

We confirm that if the information made available to us by the Company subsequent to issue of this certificate results in change in the information stated above, we will immediately communicate such changes to the Book Running Lead Managers until the date when the Equity Shares allotted and transferred in the offer commence trading on the relevant stock exchanges.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.

Yours faithfully

For Khandelwal Jain & Company
Chartered Accountants
ICAI Firm Registration Number: 105049W

Naveen Jain
Partner
Membership No.: 511596
UDIN: 23511596BGXDDB9731

Place: Gurugram
Date: September 27, 2023

Encl: Annexure I (Statement of tax benefits)

Annexure I

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO EXICOM TELE-SYSTEM LIMITED ("THE COMPANY") AND ITS SHAREHOLDERS AND ITS MATERIAL SUBSIDIARY UNDER THE APPLICABLE DIRECT AND INDIRECT TAXES ("TAX LAWS")

Outlined below are the Possible Special Tax Benefits available to the Company, its shareholders and its Material Subsidiary under the Tax Laws. Reliance on this statement is on the express understanding that we do not assume responsibility towards the investors who may or may not invest in the proposed issue or to any third party relying on this statement.

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

1. **Special tax benefits available to the Company**

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

2. **General tax benefits available to the Company**

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

   a) **Benefit of lower rate of tax under Section 115BAA of the Act and corresponding benefit under Minimum Alternative Tax ('MAT') provisions under section 115JB of the Act**
   Section 115BAA has been inserted in the Act by the Finance Act, w.e.f. FY 2019-20 (AY 2020-21), which grants an option to all domestic companies to compute corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and cess of 4%). The said benefit is available subject to the condition that the Company does not claim the deductions/incentives as specified in subclause 2(i) of section 115BAA of the Act.

   In case a company opts for section 115BAA of the Act, provisions of MAT under section 115JB of the Act would not be applicable and MAT credit of the earlier year(s) will not be available for set-off.

   The option needs to be exercised on or before the due date of filing the tax return of a specific year. Option once exercised, cannot be subsequently withdrawn for the same or any other tax year. The Company has not opted for the lower tax regime under section 115BAA from FY 2023-24.

   b) **Section 32 of the Act Depreciation Allowance**
   As per section 32(1) of the Act, the Company can claim depreciation allowance at the prescribed rates in respect of its tangible and intangible assets.

   Further, as per the provisions of section 32(1)(iia) of the Act, the Company is entitled to claim additional depreciation at the rate of 20% of the actual cost of any new plant or machinery acquired and installed during the year. In case such new plant or machinery is put to use for less than 180 days, the additional depreciation is allowed at 10% of its actual cost in such year and balance 10% of the actual cost in the immediately succeeding year.

   The Company shall be entitled for the additional depreciation under section 32(1)(iia) as it has not opted for the benefit of lower rate of tax under section 115BAA of the Act as discussed at para (a) above.

   c) **Section 36(1)(vii) of the Act Allowance of bad debts written off**
   Under section 36(1)(vii), any bad debt or part thereof which has been written off as irrecoverable in the books of accounts is allowable as deduction for computing the income under the head "Profit and gains of business or profession", subject to the fulfilment of the conditions as specified in section 36(2) read with section 36(1)(vii) of the Act.

   d) **Deductions in respect of donations**

A deduction equal to 100% or 50%, as the case may be, on sums paid as donations to certain specified entities is allowable as per section 80G of the Act while computing the total income of the Company.

A deduction amounting to 100% of any sum contributed to a political party or an electoral trust, otherwise than by way of cash, is allowable under section 80GGB of the Act while computing total income of the Company.

However, the above benefit shall not be available to the entity which has opted for the benefit of lower rate of tax under section 115BAA of the Act as discussed at para (a) above.

e) In House Research & Development (R&D) Expenditure

As per the provisions of section 35(2AB) of the Act, the Company is eligible to claim weighted deduction at the rate of 100% of expenditure (not being in the nature of cost of any land or building) incurred on approved in-house scientific research and development facilities.

However, the above benefit shall not be available to the entity which has opted for the benefit of lower rate of tax under section 115BAA of the Act as discussed at para (a) above.

f) Deduction for additional employee cost

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

g) Taxation on dividend income

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

h) Taxability of income from capital gains

As per section 2(42A) of the Act, if the period of holding of a security (other than a unit) listed on a recognised stock exchange in India or a unit of the Unit Trust of India or a unit of an equity oriented fund or a zero coupon bond is more than 12 months, it will be considered a long term capital asset as per section 2(29A) of the Act. With respect to immovable property (being land or building or both) and shares of a company not being listed on a recognized stock exchange, the determinative period of holding shall be more than 24 months for it to be regarded as long-term capital asset. With respect to other assets including a unit of a mutual fund other than equity oriented mutual fund or unit of a business trust, the determinative period of holding is more than 36 months for it to be regarded as long-term capital asset. Asset not considered as long-term capital asset shall be regarded as short-term capital assets

As per the provisions of section 112(1)(d) of the Act, gains arising on the transfer of long-term capital assets shall be chargeable to tax at the rate of 20% (plus applicable surcharge and cess). However, as per the proviso to section 112 of the Act, the tax on long term capital gains resulting on transfer of listed securities (other than those covered under section 112A) and Zero Coupon Bonds shall be the lower of the following:

a. 20% (plus applicable surcharge and cess) with indexation benefit; or

b. 10% (plus applicable surcharge and cess) without indexation benefit

The short-term capital gains are chargeable to tax at a normal tax rate (plus applicable surcharge and cess).

As per section 70 read with section 74 of the Act, short term capital loss arising during an year is allowed to be set-off against short term capital gains as well as long term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years. Long term capital loss arising during a year is allowed to be set-off only against long term capital gains. Balance loss, if any, shall be carried forward and set-off against long term capital gains arising during subsequent eight assessment years.

3. **Special tax benefits available to the Material Subsidiaries**

   There are no special tax benefits (direct taxes or indirect taxes) available to Exicom Tele-Systems (Singapore) Pte. Ltd.

4. **General tax benefits available to the Material Subsidiaries i.e., Exicom Tele-Systems (Singapore) Pte. Ltd.**

   Exicom Tele-Systems (Singapore) Pte. Ltd. is subject to corporate income tax at a rate of 17% on income chargeable to tax.

   Exicom Tele-Systems (Singapore) Pte. Ltd. is registered for goods and services tax (GST) in Singapore and the current GST rate is 8% (7% until December 2022 and 9% from January 2024).

5. **Special tax benefits available to the Shareholders**

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

6. **General tax benefits available to the Shareholders**

   The following tax benefits are generally available to the shareholders of all companies subject to the fulfilment of the conditions specified in the Act:

6A. For resident shareholders

a) Exemption on Dividend Income received from Indian Company

Dividend income earned on shares of the Company will be taxable in the hands of shareholders as to such shareholder. The shareholder is eligible to claim deduction of interest expense wholly and exclusively incurred for earning of such dividend income under section 57 of the Act. However, such deduction is restricted to 20 per cent of dividend received.

Further, in case of a shareholder being a company, deduction in respect of dividends received from the Company shall be available under section 80M of the Act, to the extent such dividend is distributed by it on or before the specified due date.

b) Taxability of gain/ loss arising from sale of shares of the Company:

The characterisation of gains/ losses, arising from sale of shares, as capital gains or business income would depend on the nature of holding in the hands of the shareholder and various other factors.

i. Taxability under the head 'capital gains'

Income arising from transfer of shares of the Company held for more than 12 months and subject to securities transaction tax, shall be considered as long-term capital assets. The shares which are not considered as long-term capital assets shall be considered as short-term capital assets.

Section 112A of the Act provides for concessional rate of 10% (plus applicable surcharge and cess) on long term capital gains (exceeding Rs. 1,00,000) arising from equity shares of the Company, if STT has been paid on both acquisition and transfer of such shares. The benefit of indexation under the second proviso to section 48 of the Act shall not be applicable for computing long term capital gains taxable under section 112A of the Act.

As per section 112 of the Act, the tax on long term capital gains resulting on transfer of listed shares of the Company (other than those covered under section 112A) shall be the lower of the following:

a. 20% (plus applicable surcharge and cess) with indexation benefit; or

b. 10% (plus applicable surcharge and cess) without indexation benefit

As per the provisions of section 111A of the Act, short term capital gain arising from transfer of equity share in the Company through a recognized stock exchange and subject to STT shall be taxable at a concessional rate of 15% (plus applicable surcharge and cess if any).

As per section 70 read with section 74 of the Act, short term capital loss arising during a year is allowed to be set-off against short term capital gains as well as long term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years. Long term capital loss arising during a year is allowed to be set-off only against long term capital gains. Balance loss, if any, shall be carried forward and set-off against long term capital gains arising during subsequent eight assessment years.

ii. Taxability under the head ‘income from business and profession’:

Where the gains arising on the transfer of shares of the Company are included in the business income of a shareholder and assessable under the head “Profits and Gains from Business or Profession” and on such transfer is subjected to STT, then such STT shall be a deductible expense from the business income as per the provisions of section 36(1)(xv) of the Act.

6B. For non-resident shareholders being Foreign Portfolio Investors (‘FPIs’)

a) Taxability of dividend income from shares of the Company

Dividend income earned on shares of the Company will be taxable in the hands of shareholders as ‘income from other sources’ at tax rate applicable to such shareholder.

b) Taxability of gain/ loss arising from sale of shares of the Company

As per section 2(14) of the Act, transfer of any shares/ securities (other than those held as stock in trade) being invested in accordance with the regulations made under the Securities and Exchange Board of India Act, 1992 shall be deemed to be treated as Capital Gains.

Income arising from transfer of shares of the Company held for more than 12 months and subject to securities transaction tax, shall be considered as long-term capital assets. The shares which are not considered as long-term capital assets shall be considered as short-term capital assets.

Section 115AD read with section 112A of the Act provides for concessional rate of 10% (plus applicable surcharge and cess) on long term capital gains (exceeding Rs. 1,00,000) arising from equity shares of the Company, if STT has been paid on both acquisition and transfer of such shares. The benefit of indexation under the second proviso to section 48 of the Act shall not be applicable for computing long term capital gains taxable under section 112A of the Act.

As per section 115AD of the Act, the tax on long term capital gains resulting on transfer of listed shares of the Company (other than those covered under section 112A) shall be 10% (plus applicable surcharge and cess) without indexation benefit.

Under section 115AD(1)(ii) of the Act, income by way of short term capital gains arising to the FPI on transfer of shares of the Company shall be chargeable at the rate of 15% (plus applicable surcharge and cess) if such transaction of sale is entered on a recognised stock exchange in India and is chargeable to STT.

As per section 70 read with section 74 of the Act, short term capital loss arising during a year is allowed to be set-off against short term capital gains as well as long term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years. Long term capital loss arising during a year is allowed to be set-off only against long term capital gains. Balance loss, if any, shall be carried forward and set-off against long term capital gains arising during subsequent eight assessment years.

Under the provisions of section 90(2) of the Act, a non-resident will be governed by the provisions of the country of tax residence of the FPI or the provisions of the Act, to the extent they are more beneficial to the FPI.

6C. For non-resident shareholders, other than FPIs

a) Taxability of dividend income from shares of the Company

Dividend income earned on shares of the Company will be taxable in the hands of shareholders as 'income from other sources' at tax rate applicable to such shareholder. The shareholder is eligible to claim deduction of interest expense wholly and exclusively incurred for earning of such dividend income under section 57 of the Act. However, such deduction is restricted to 20 per cent of dividend received.

b) Taxability of gain/ loss arising from sale of shares of the Company

a. Taxability under the head 'capital gains'

Income arising from transfer of shares of the Company held for more than 12 months and subject to securities transaction tax, shall be considered as long-term capital assets. The shares which are not considered as long-term capital assets shall be considered as short-term capital assets.

Section 112A of the Act provides for concessional rate of 10% (plus applicable surcharge and cess) on long term capital gains (exceeding Rs. 1,00,000) arising from equity shares of the Company, if STT has been paid on both acquisition and transfer of such shares. The benefit of indexation under the second proviso to section 48 of the Act shall not be applicable for computing long term capital gains taxable under section 112A of the Act.

As per section 112 of the Act, the tax on long term capital gains resulting on transfer of listed shares of the Company (other than those covered under section 112A) shall be the lower of the following:

a. 20% (plus applicable surcharge and cess) with indexation benefit; or

b. 10% (plus applicable surcharge and cess) without indexation benefit

As per the provisions of section 111A of the Act, short term capital gain arising from transfer of equity share in the Company through a recognized stock exchange and subject to STT shall be taxable at a concessional rate of 15% (plus applicable surcharge and cess if any).

As per section 70 read with section 74 of the Act, short term capital loss arising during a year is allowed to be set-off against short term capital gains as well as long term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years. Long term capital loss arising during a year is allowed to be set-off only against long term capital gains. Balance loss, if any, shall be carried forward and set-off against long term capital gains arising during subsequent eight assessment years.

b. Taxability under the head 'income from business and profession'

Where the gains arising on the transfer of shares of the Company are included in the business income of transfer is subjected to STT, then such STT shall be a deductible expense from the business income as per the provisions of section 36(1)(xv) of the Act.

Under the provisions of section 90(2) of the Act, a non-resident will be governed by the provisions of the Double Tax Avoidance Agreement ('DTAA') between India and the country of tax residence of the non-resident or the provisions of the Act, to the extent they are more beneficial to the non-resident.

As per Explanation 4 to section 115JB(2), the provisions of section 115JB shall not be applicable to a foreign company if the foreign company is a resident of a country having DTAA with India and such foreign company does not have a permanent establishment within the definition of the term in the relevant DTAA, or the foreign company is a resident of a country which does not have a DTAA with India and such foreign company is not required to seek registration under section 592 of the Companies Act 1956 or section 380 of the Companies Act 2013.

NOTES:

1. The above is as per the current Tax Laws.

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

For **EXICOM TELE-SYSTEM LIMITED**

(Shiraz Khanna)
Chief Financial Officer
Place: Gurugram
Date: September 27, 2023

II. TAXABILITY UNDER THE INDIRECT TAXATION

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

1. Special tax benefits available to the Company

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

2. General tax benefits available to the Company

i) Benefits of Duty Drawback scheme under Section 74 and 75 of the Customs Act, 1962

Section 74 of the Act grants duty drawback up to 98% of the import duty paid on goods, if the goods are reexported by the importer. The importer is entitled to drawback subject to the fulfilment of the certain conditions. Presently the rate of Duty Drawback ranges from 0% to 95%.
As per section 75, Central Government is empowered to allow duty drawback on export of goods, where the imported materials are used in the manufacture of such goods. Unlike drawback of a portion of the customs duty paid on imported goods, here the main principle is that the Government fixes a rate per unit of final article to be exported out of the country as the amount of drawback payable on such goods.

ii) Benefits under the Central Goods and Services Act, 2017, respective State Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017 (read with relevant Rules prescribed thereunder)

Under the GST regime, 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. There are two mechanisms for claiming refund of accumulated ITC against export. Either person can export under Bond/ Letter of Undertaking (LUT) as zero-rated supply and claim refund of accumulated Input Tax Credit or person may export on payment of integrated Goods and Services Tax and claim refund thereof as per the provisions of Section 54 of Central Goods and Services Tax Act, 2017.

Thus, the GST law allows the flexibility to the exporter (which will include the supplier making supplies to SEZ) to claim refund upfront as integrated tax (by making supplies on payment of tax using ITC) or export without payment of tax by executing a Bond/LUT and claim refund of related ITC of taxes paid on inputs and input services used in making zero rated supplies.

NOTES:

1. The above is as per the Tax Laws as on date.

2. The above Statement of possible special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of equity shares of the Company.

3. This Statement does not discuss any tax consequences in any country outside India of an investment in the equity shares of the Company. The shareholders / investors in any country outside India are advised to consult their own professional advisors regarding possible income tax consequences that apply to them under the laws of such jurisdiction.

For **EXICOM TELE-SYSTEM LIMITED**

(Shiraz Khanna)
Chief Financial Officer
Place: Gurugram
Date: September 27, 2023

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*Unless otherwise indicated, the industry and market data contained in this Draft Red Herring Prospectus is derived from the CRISIL Report, which has been prepared exclusively for the purpose of understanding the industry in connection with the Offer and commissioned and paid for by our Company, pursuant to an engagement letter dated June 29, 2023. The CRISIL Report will be available on the website of our Company at https://www.exicom.in/investors.html from the date of this Draft Red Herring Prospectus until the Bid/Offer Closing Date and has also been included in "**Material Contracts and Documents for Inspection – Material Documents**" on page 457. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year, refers to such information for the relevant calendar year. See "**Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data**" and "**Risk Factors - Internal Risk Factors – This Draft Red Herring Prospectus contains information from an industry report, prepared by an independent third-party research agency, CRISIL, which we have commissioned and paid for purposes of confirming our understanding of the industry exclusively in connection with the Offer and reliance on such information for making an investment decision in the Offer is subject to certain inherent risks**" on pages 16 and 63, respectively.*

Macro-Economic Scenario – Global and India

Global economic scenario

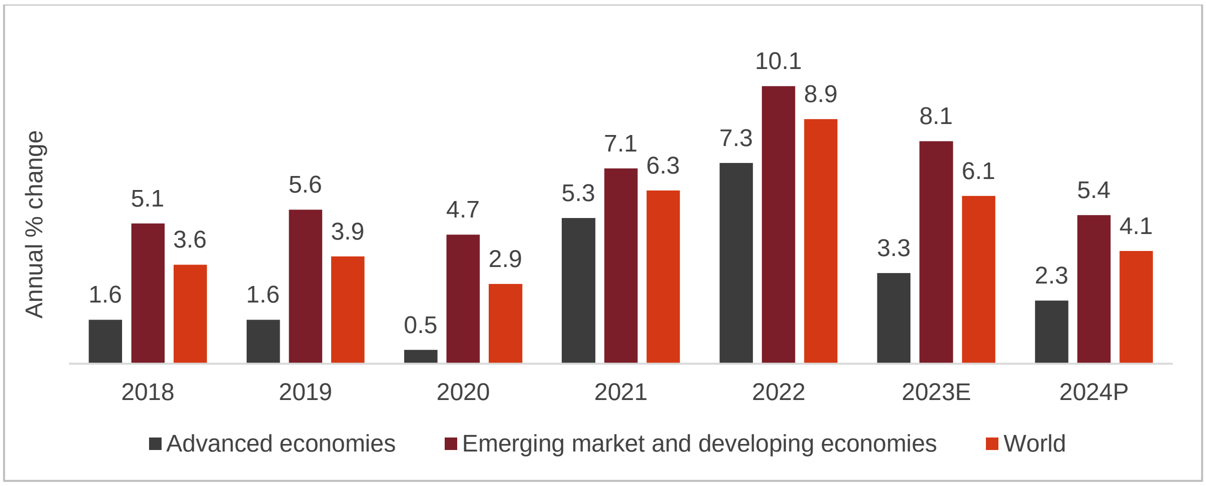
Review and outlook of economic growth and inflation in key countries

The global economy is highly volatile with the cumulative effect of the past three years of adverse shocks of Covid-19 pandemic, Russia invasion of Ukraine in early 2022 and the consequent rise in energy and commodity prices. This has forced the major central banks around the world to tighten the economic policies and keep the inflation expectations anchored. After initial outage, some improvement was noted in the global economic indicators in the second half of 2022 and by early 2023, the world economy began showing signs of stabilising. However, increasing commodity prices, geoeconomics fragmentation with Russia's war in Ukraine and China's reopening of economic activity seems to be continued into 2023. The global economic growth outlook remains subdued in the medium term due to elevated interest rates, widespread recession, and augmented geopolitical uncertainties.

Global inflation and growth trajectory

Global inflation has been declining since second half of 2022. A fall in the fuel and energy commodity prices particularly for the United States, Euro area and Latin America, has contributed majorly to this decline. To dampen the demand and reduce core inflation, the major central banks around the world have been raising interest rates since 2021 at a faster clip. Monetary policy tightening particularly by major economies has led to sharp increase in borrowings costs, raising concerns about the sustainability of some economies' debts. As per the International Monetary Fund ("**IMF**"), the global growth projection in the first half of 2023 has been improved due to more-resilient-than-expected consumer spending in developed economies, recovery in China and a sequel growth momentum in India.

Trend in inflation based on the Consumer Price Index



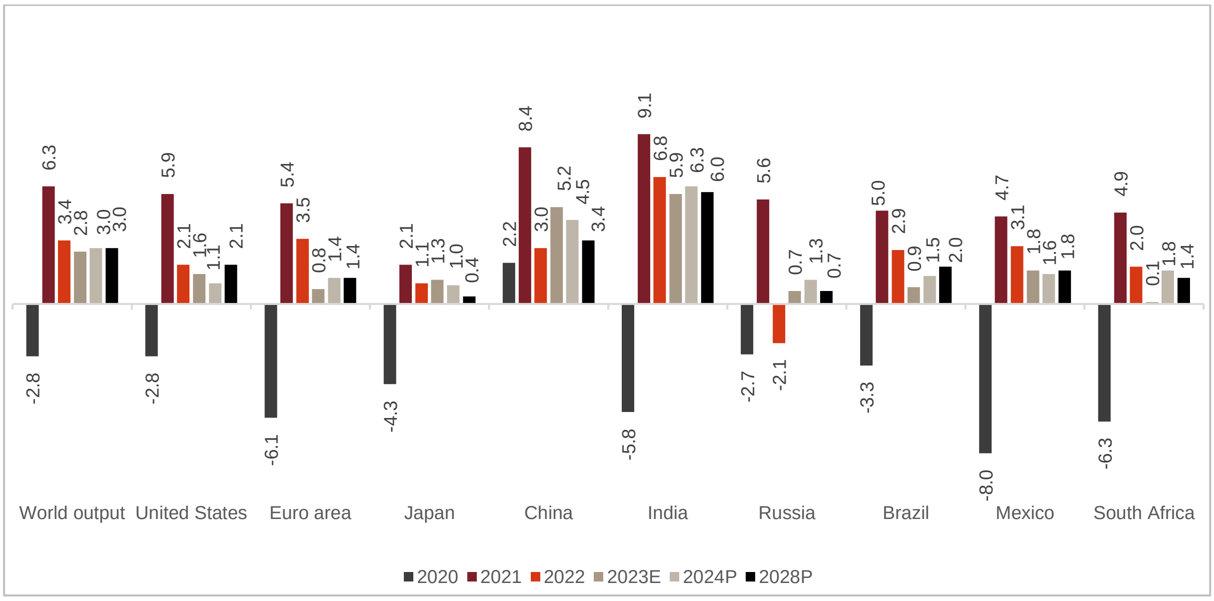
E: Estimated; P: Projected
Advanced economies – US, Japan, euro area; Emerging market and developing economies – China, India, Russia, Brazil, Mexico, and South Africa
Source: IMF (World Economic Outlook – April 2023 update), CRISIL MI&A

As per the IMF, the global economy was projected at 3.4% in 2022 and 2.8% in 2023.The forecast for 2023 is changed from 0.1% lower than predicted in the January 2023 outlook. This forecast for the coming years is well below what was expected before the onset of the adverse shocks since early 2022.

For advanced economies, the growth was projected at 2.7% in 2022 and 1.3% in 2023. About 90% of advanced economies are projected to see a decline in growth in 2023. With a sharp slowdown, advanced economies are expected to see higher unemployment. For emerging and developed economies, economic prospects are on average stronger than for advanced economies, but these prospects vary more widely across regions. On average, growth is expected to be in 3.9% in 2023 and to rise to 4.2% in 2024.In low income developing countries, GDP is expected to grow by 5.1%, on average, over 2023-2024.

India is expected to remain a growth outperformer over the medium run. CRISIL MI&A expect India's GDP growth to average 6.1% between Financial Year 2025 and 2027, compared with 3.1% globally as estimated by IMF. India would also outpace emerging market peers such as China (4.2% growth estimated from 2024-26), Indonesia (5.0%), Turkey (3.2%) and Brazil (1.8%).

International Monetary Fund GDP projection for key economies



**Euro area includes 19 countries of the European Union*
Source: IMF (World Economic Outlook – April 2023 update), CRISIL MI&A

Indian economic scenario

Review of real GDP growth over Financial Years 2018-2023 and outlook for Financial Years 2023-2028

The Indian economy logged 4.1% CAGR over Financial Years 2018-2023. This was a sharp deceleration from a robust 6.6% CAGR between Financial Years 2017 and 2019, which was driven by rising consumer aspiration, rapid urbanisation, the government's focus on infrastructure investment, and growth of the domestic manufacturing sector. Economic growth was supported by benign crude oil prices, soft interest rates and low current account deficit. The Indian government also undertook key reforms and initiatives, such as implementation of the Goods and Services Tax ("**GST**") and Insolvency and Bankruptcy Code; Make in India and financial inclusion initiatives; and gradual opening of sectors such as retail, e-commerce, defence, railways, and insurance for foreign direct investments ("**FDI**").

A large part of the lower print between Financial Years 2018 and 2023 was because of the economy contracting 5.8% in Financial Year 2021 owing to the fallout of Covid-19. Impact of Covid-19 was more pronounced on contact sensitive services as social distancing norms affected services such as entertainment, travel, and tourism, with many industries in the manufacturing sector also facing issues with shortage of raw materials/components as lockdown in various parts of the world upended supply chains.

Over the period, India's economic growth was led by services, followed by the industrial sector. In parts, though, growth was impacted by demonetisation, non-banking financial company ("**NBFC**") crisis, slower global economic growth, and Covid-19.

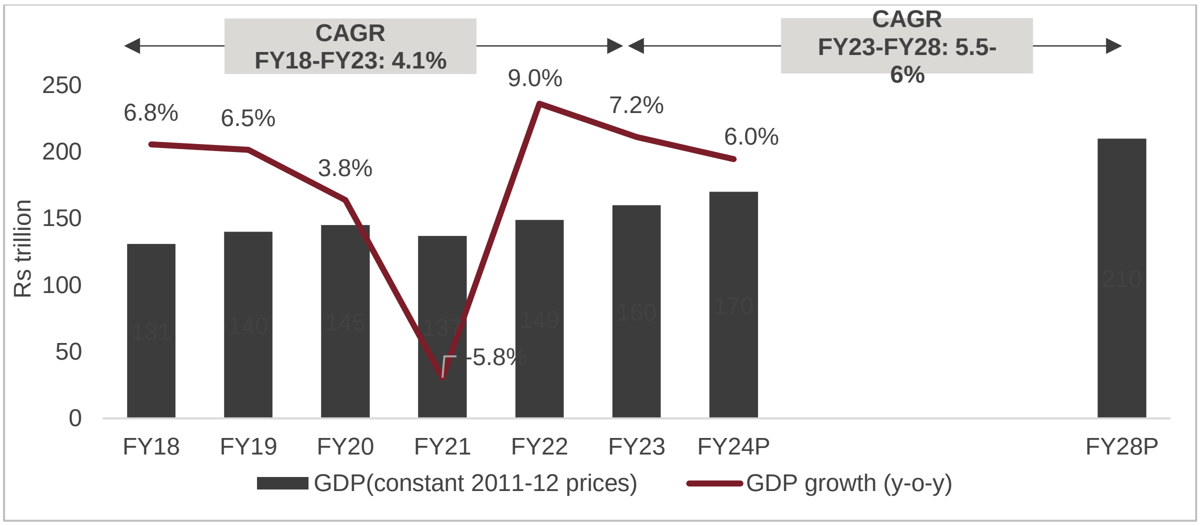
As lockdowns were gradually lifted, economic activity revived in the second half of Financial Year 2021. After a steep contraction in the first half, owing to rising number of Covid-19 cases, GDP moved into positive territory towards the end of Financial Year 2021. Subsequently, in Financial Year 2022, India's real GDP grew 9.0% from the low base of Financial Year 2021.

However, according to the National Statistical Office estimates released on May 31, 2023, GDP growth rose sharply to 6.1% on-year in the fourth quarter (January-March) of Financial Year 2023. During the third quarter of the Financial Year 2023, GDP had declined to 4.5%. The growth surpassed the number factored in the National Statistics Office's ("**NSO**") second advance estimate of February 2023. Annual growth for Financial Year 2023 was revised up to 7.2% (provisional estimate) from 7.0% in the second advance estimate. GDP grew in the fourth quarter primarily driven by investment and net exports and less of a drag given rising exports and slowing imports. Fixed investment turned in the strongest growth on the demand side while private consumption growth was more subdued on-quarter. Manufacturing and agriculture growth improved on-quarter on the supply side even as services growth remained strong, albeit slowing a tad relative to the previous quarter.

Growth momentum was strong in Financial Year 2023, the current Financial Year 2024 will feel the lagged impact of rate hikes of central banks over the past 15 months. External demand is likely to be a bigger hindrance to growth with western advanced economies staring at a sharp slowdown in the coming quarters, whipping up a headwind for exports. While domestic demand will also weaken, hit by rising lending rates, softening inflation and government capital expenditure will offer support. Monsoon and El Nino risks remain a swing factor.

Owing to these factors, CRISIL MI&A estimates GDP growth to slow to 6.0% in this Financial Year 2024 from 7.2% in the Financial Year 2023 with risk to downside.

India's GDP growth trend and outlook



P: Projected; E: Estimated, Financial Year 2023 – Second advance estimate
Source: National Statistical Office (NSO), CRISIL MI&A estimates

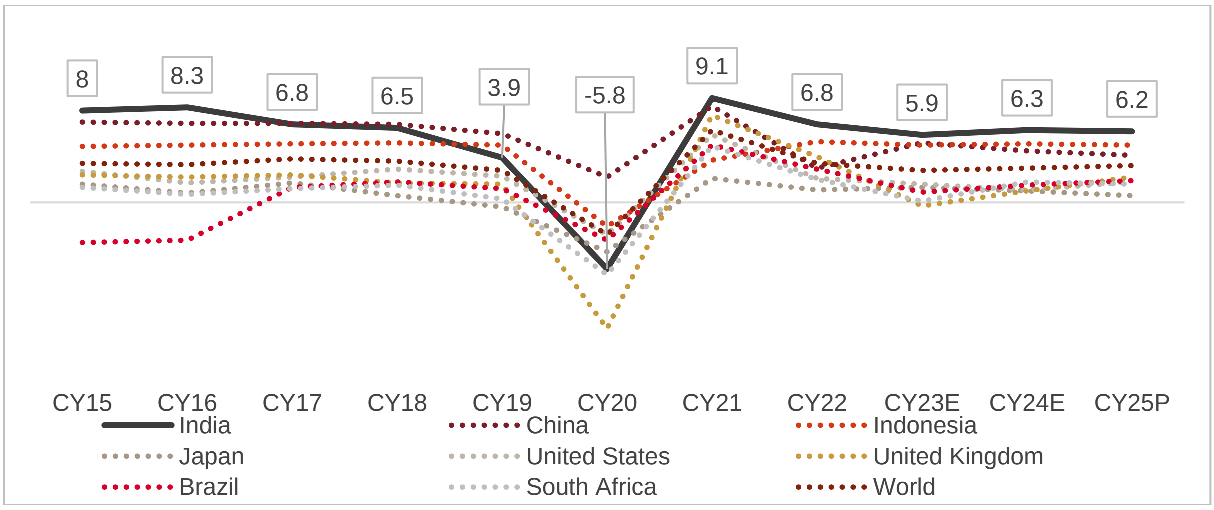
India to remain a growth outperformer globally

Despite the slowdown in near term, India is expected to remain a growth outperformer over the medium run. CRISIL MI&A expects GDP growth to average 6.1% between Financial Year 2025 and 2027, compared with 3.1% globally as estimated by IMF.

Drivers for India's economic growth

Stronger domestic demand is expected to drive India's growth premium over peers in the medium term. Investment prospects are optimistic, given the government's capital expenditure push, progress of Production-Linked Incentive ("**PLI**") scheme, healthier corporate balance sheets, and a well-capitalised banking sector with low non-performing assets ("**NPAs**"). India is also likely to benefit from its diversification of supply-chain for incoming FDI flows. As global supply chains get reconfigured with focus shifting from efficiency towards resilience and friend shoring. Private consumption (~57% of GDP) will play a supportive role in raising GDP growth in the medium term.

India is one of the fastest growing emerging economies (GDP growth, % on Year)



E: Estimated; P: Projected
Note: GDP growth is based on constant prices
Source: IMF (World Economic Outlook – April 2023 update), CRISIL MI&A

Inflation outlook

CPI inflation may moderate in the coming months as base effect comes into play. Going ahead, food inflation falls led by edible oil, vegetables, and some softness in cereals. However elevated inflation rate in milk, cereals, species, and recent uptick in pulses remains a monitorable. In the months to come, rainfall conditions will play a key role in shaping food inflation.

CRISIL M&I projects CPI inflation forecast at 5% for this Financial Year, from 6.7% in Financial Year 2023. A supportive monsoon is a key assumption underlying this forecast. In this scenario, CRISIL expects the Monetary Policy Committee ("**MPC**") to maintain a pause as it continues to watch the impact of past rate hikes. As growth slowdown seeps in and inflation moderates, the expectation is for it to cut rates by the end of this Financial Year.

Telecommunication Industry – Global and Indian

Global telecommunication industry

The global telecommunication industry is a significant and rapidly growing market. The adoption of smartphones, increasing data usage, and the deployment of 5G networks have transformed the way people communicate and access information globally. The proliferation of IoT devices has been another significant driver in the telecommunication industry. IoT connects various devices and enables data exchange over the internet, leading to increased demand for connectivity and network infrastructure.

The rollout of 5G networks is expected to drive significant growth and innovation in the telecommunication sector. 5G technology promises faster data speeds, low latency, and the ability to connect a massive number of devices simultaneously, enabling new applications and services. The adoption of edge computing is expected to increase in the telecommunication industry. Edge computing brings computing resources closer to the network edge, reducing latency and improving performance for real-time applications such as autonomous vehicles, smart cities, and augmented reality ("**AR**")/virtual reality ("**VR**"). Efforts are underway to extend internet connectivity to underserved areas globally, with initiatives like satellite internet, high-altitude balloons, and other innovative solutions. Bridging the digital divide remains a focus for governments and telecommunication operators.

Indian telecommunication industry

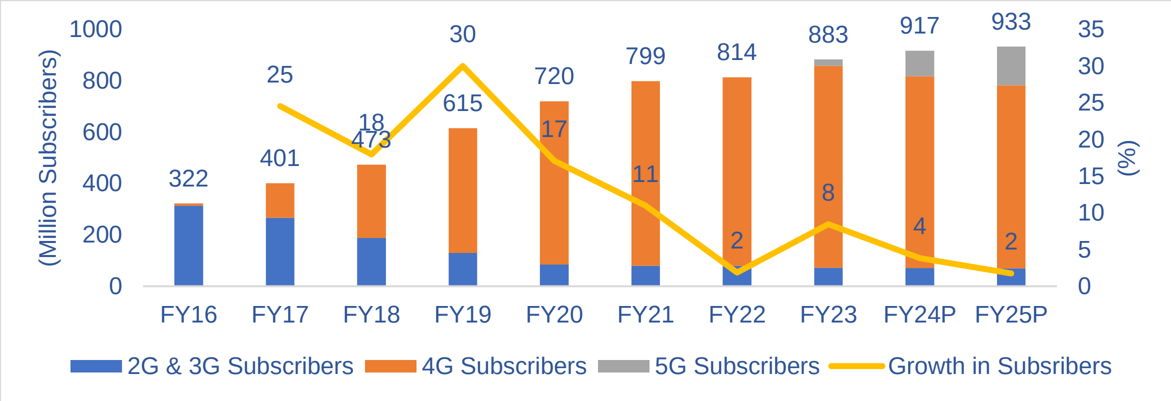
The Indian telecommunication industry has witnessed significant growth and transformation over the past few decades. It has emerged as one of the largest and fastest-growing telecommunication markets in the world. The major telecommunication operators in India include Bharti Airtel, Reliance Jio, Vodafone Idea (now Vi), and BSNL.

The industry witnessed a surge in mobile subscribers, as mobile phones became affordable and accessible to a wide range of consumers. The growth of the internet and data services has been a key driver of the industry. The launch of 4G services and affordable smartphones led to a surge in data consumption and digital services, with users accessing various digital services such as streaming, social media, e-commerce, and online content. It has become one of the largest data markets globally, with increasing internet penetration and the rise of digital platforms. The recent rollout of 5G technology in October 2022, is expected to enable faster internet speeds, enhanced connectivity, and support for emerging technologies like the Internet of Things ("**IoT**") and smart cities and bring the next wave of growth in the industry.

Market Overview:

The industry is characterized by its vast customer base and a high level of mobile penetration. As of Financial Year 2022, India had over 1,142 million mobile subscribers, making it the second-largest mobile market in the world, according to data from the Department of Telecommunications ("**DOT**"). The mobile subscriber base has been growing steadily, with a focus on providing affordable voice and data services to a diverse customer base.

Trend in telecommunication data services subscribers



Source: Company reports. TRAI, CRISIL MI&A Research

The industry witnessed a surge in internet users over the past few years — internet penetration as a percentage of total population was ~62% in Financial Year 2022, compared with less than 20% in Financial Year 2015, as per DOT. Of the total ~920 million internet subscribers in Financial Year 2023, ~883 million are wireless subscribers and the balance is wired. The dominance of wireless internet subscribers in India is unlike other developed markets such as the US and European countries, which have a judicious mix of wireless and wired broadband users. Additionally, 4G mobile broadband prices have been much lower than those of wired broadband. Hence, most of the internet consumption is taking place via mobile phones.

Government initiatives for the development of the Indian telecommunication industry:

The Indian government has taken several initiatives to foster the development and growth of the telecommunication industry. These initiatives aim to improve connectivity, expand infrastructure, promote digital inclusion, and support the overall growth of the sector. Here are some key government initiatives in India:

1. BharatNet: It is a government project aiming to provide high-speed broadband connectivity to all villages in India. The project involves the laying of optical fiber cables to connect rural areas, enabling the delivery of various digital services. It aims to bridge the digital divide and empower rural communities with internet connectivity.

2. PLI Scheme: The Union Cabinet approved ₹ 12,195 crores PLI scheme for telecommunication and networking products under the Department of Telecom to boost the telecommunication industry.

3. In 2022, the government approved a revival package of BSNL amounting to ₹ 1.64 lakh crore revival measures include infusion of fresh capital for upgrading BSNL services, allocation of spectrum, de-stressing its balance sheet and augmenting its fiber network.

4. Saturation of 4G mobile services in uncovered villages across the country will provide 4G mobile services in 24,680 uncovered villages in remote and difficult areas.

5. Draft Telecommunications Bill: The Indian Government introduced a draft telecommunications bill in September, 2022 that would help in the growth of the telecommunication industry.

Recent developments in the Indian telecommunication industry:

New Department of Telecom ("DoT") regulations to impact regulatory capital expenditure:

- **Price cuts and new bands**

- Spectrum price cut of 36% for 5G band of 3,300-3,670 MHz on a 20 year basis.
- 700 Megahertz ("**MHz**"), 2,300 MHz and 2,500 MHz witness largest price cut of 40%, 53% and 41%, respectively.
- 600 MHz and 24.5-28.5 gigahertz frequency introduced for auction.

- **New payment terms**

- Condition of 50% upfront payment for 5G band removed.
- Incumbents can either pay part payments and remaining over the course of period after a moratorium adjusted to the percent(%) of part payment to full payment or Incumbents can pay the amount over 20 years of equal instalments.

While the price cut remains a positive step, prices cut of 36% remains low as against demand of >90% by incumbents for the 5G band. However, abundant supply of spectrum is expected to result in total principle outflow of ₹ 1.5 trillion as for 5G band. Introduction of new frequency band is a positive and overall, we expect a muted participation due to high spectrum prices. A 700 MHz band is expected to be sold for the first time to offer 5G services. The new payment term is also a positive as it will relieve the incumbent players of ₹ 590-620 billion of upfront payment on 5G as per CRISIL MI&A estimates.

Drivers and challenges affecting the Indian telecommunication industry:

India has witnessed a significant increase in mobile penetration, driven by the availability of affordable smartphones and low-cost data plans. This has led to a larger customer base for telecommunication operators and increased demand for mobile services. With the increasing popularity of mobile apps, streaming services, social media, and e-commerce, there is a growing demand for data services. Consumers are increasingly relying on mobile data for various activities, leading to higher revenue generation for telecommunication operators.

The Indian government's push for digitization, initiatives like BharatNet, and increasing adoption of digital services by individuals and businesses are driving the demand for telecommunication services. This includes the need for high-speed internet, cloud services, IoT connectivity, and enterprise solutions. telecommunication operators are focusing on expanding their networks to rural areas, where there is significant untapped potential. BharatNet aim to connect rural areas with high-speed broadband, presenting opportunities for telecommunication operators to extend their services and reach new customers. CRISIL MI&A expects the number of internet subscribers to reach 910-915 million by Financial Year 2024, resulting in ~65% internet penetration and by Financial Year 2026, with a complete transition of 2G and 3G data services to 4G and 5G, ~70% internet penetration.

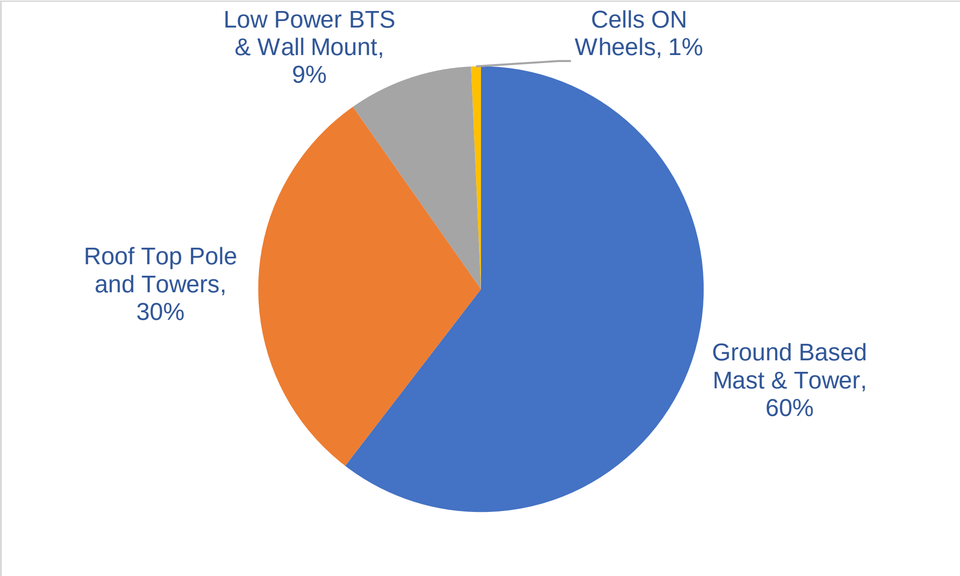
After an estimated 7% growth in Financial Year 2022, the Indian telecommunication industry's revenue is expected to witness a healthy growth at 10-13% in Financial Year 2023 to touch ₹ 2,290-2,400 billion on account of the full impact of the tariff hike taken in Financial Year 2022. In Financial Year 2024, the industry is expected a stable growth of 10-13% growth to touch ₹ 2,600-2,700 billion on account of the full impact of expected tariff hikes taken in the second half of Financial Year 2023.

The expectation is for telecommunication companies capital expenditure to rise in the current Financial Year to touch ₹ 1,150-1,300 billion largely driven by network capital expenditure. After spending ₹ 1.5 trillion on the 5G auction spectrum, the telecommunication companies are expected to invest heavily in network to rollout pan-India 5G by Financial Year 2024. Financial Year 2024 too will largely witness network capital expenditure along with an instalment of regulatory capital expenditure to the tune of ₹ 1,000-1,100 on account of rollout obligations, investments in expanding 4G sites, and strengthening fibre footprint. and quality enhancement of services.

Indian telecommunication tower industry

The telecommunication tower industry in India plays a crucial role in supporting the country's rapidly growing telecommunication sector. Telecommunication towers provide the necessary infrastructure for wireless communication networks, including mobile networks and internet connectivity.

Telecommunication tower type mix in India



Source: DoT, CRISIL MI&A Research

Telecommunication Tower Market Review

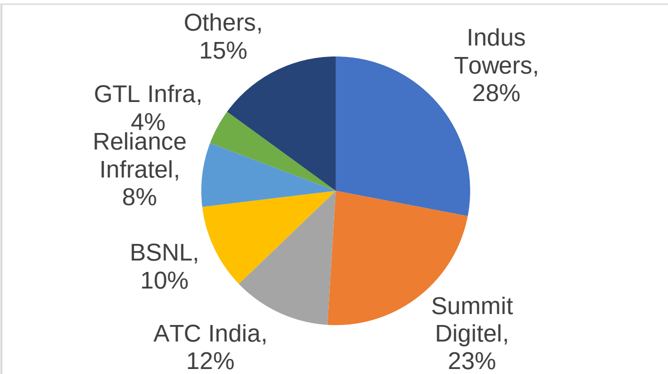
In India, there are specialized tower companies that own and manage the telecommunication tower infrastructure. These companies lease out tower space to multiple telecommunication operators, allowing them to share the infrastructure and reduce costs. Some prominent tower companies in India include Indus Towers (including Bharti Infratel), Summit Digitel, American Tower Corporation, and Ascend telecom.

The telecommunication tower industry in India continues to evolve as the demand for mobile and internet services grows. The deployment of advanced technologies like 5G, increased tower density in rural areas, and the adoption of sustainable practices will shape the future of the industry. With a large and diverse population, India requires a significant number of telecommunication towers to ensure widespread coverage and connectivity. The density of telecommunication towers varies across urban, suburban, and rural areas, with higher tower density in urban regions compared to rural areas. Efforts are being made to increase tower density in underserved and remote areas to bridge the digital divide.

Post major consolidation, top three telecommunication tower companies to account for over 70% of market:

Currently, Indus Towers, Summit Digitel infrastructure (previously known as Reliance Jio Infratel), and American Tower Corporation, are the key players in the Indian telecommunication tower space. Together they commanded ~65% share of the country's estimated ~7.5 lakh towers in Financial Year 2023. India's other players, Tower Vision and Ascend Telecom Infrastructure have a comparatively small portfolio of ~15,000 towers together.

Indus Towers and Summit Digitel lead in the market share (as of Financial Year 2022)



Note: The market share of players has been estimated based on the number of towers as reported by the respective tower companies

Source: Industry, Company reports, CRISIL MI&A

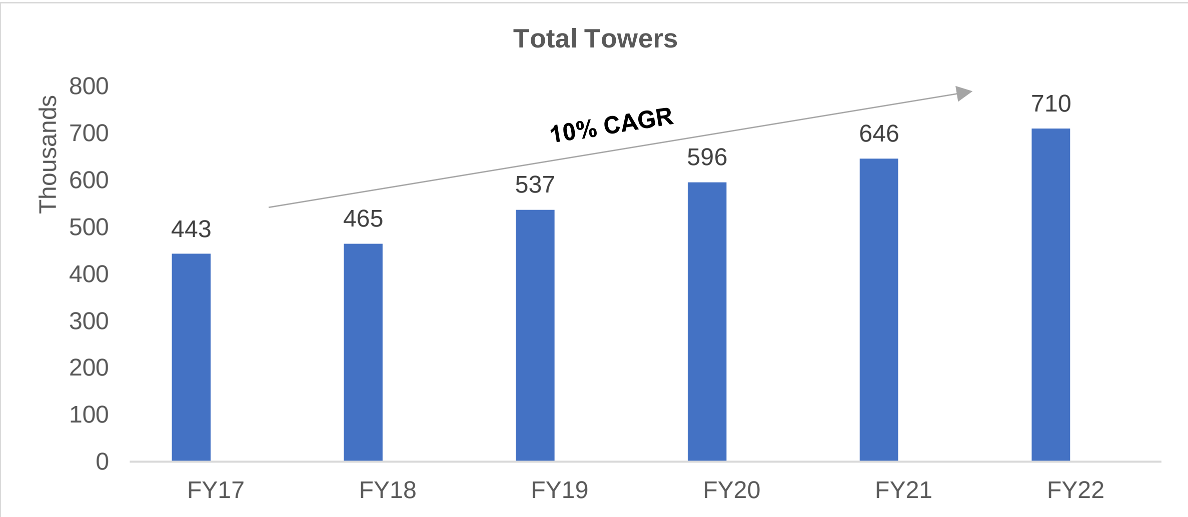
Market outlook for Indian telecommunication tower industry

The scale of data consumption in India is unparalleled when compared to global growth, which is flattening. As per DOT report, the data traffic in the country grew by 30 times in the past five years which is amongst highest globally with 97.9% of the data usage coming from 4G in 2021.

This strong growth in telecommunication data usage puts pressure on telecommunication infrastructure. Capacity expansion and equipment modernization is essential to provide customers with a seamless telecommunication service. To support such a strong user base, and their ever-increasing telecommunication needs there is a need for an equally strong telecommunication infrastructure backbone.

The number of telecommunication towers being deployed have grown at 10% CAGR over the last five years, primarily led by Reliance Jio with the overall industry adding over 2.5 lakh towers, which is more than half of the Financial Year 2017 tower population. The additions were largely on account of the 4G roll out in the country.

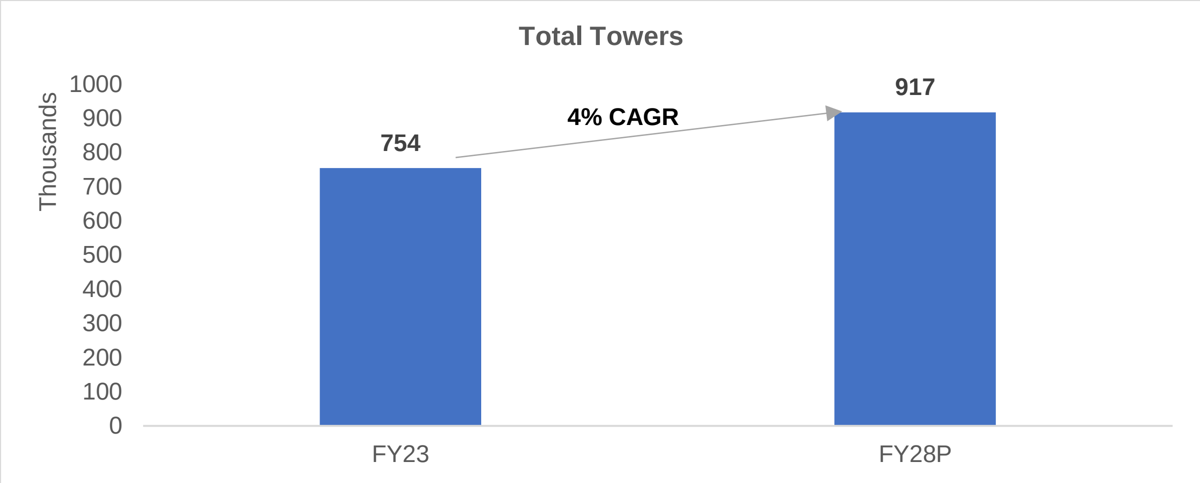
Tower infrastructure review (Number of towers)



Source: CRISIL MI&A

However, going forward, the new tower additions are expected to grow modestly at a CAGR of 4.0% from 7.5 lakh in Financial Year 2023 to 9.0-9.2 lakhs by Financial Year 2028 and most of the capex will happen towards upgradation of the towers for 5G, as almost ~80% of Financial Year 2024 tower population is expected to be upgraded by Financial Year 2028.

Tower infrastructure outlook (Number of towers)

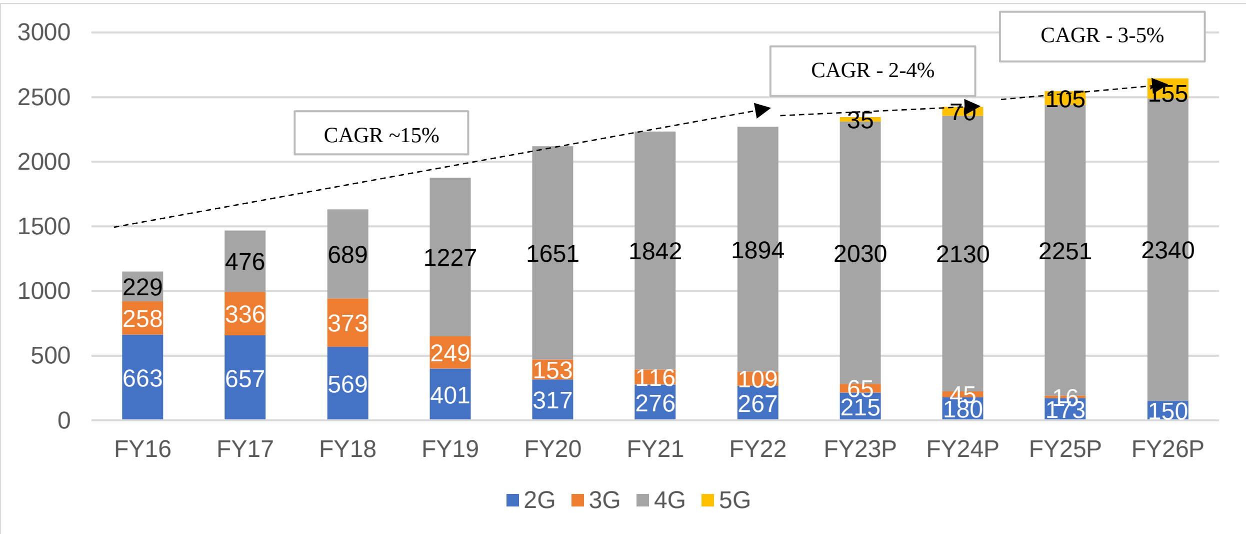


Source: CRISIL MI&A

2G and 3G base transceiver stations to decline; 4G base transceiver stations additions to help overall growth:

The overall BTS number is expected to grow at 3-5% CAGR between Financial Years 2023 and 2026, much lower than ~7% CAGR during Financial Year 2017 and Financial Year 2022.Growth in 4G and 5G BTSs is expected to offset the reduction in 2G and 3G BTSs and non-standalone additions, and help overall BTS numbers grow, albeit at a slow pace.

4G base transceiver stations to lead additions; 5G additions to be moderate



E: Estimated P: Projected
The number on top of each bar denotes '000 BTSs
Single RAN BTSs are counted as two different technologies
Source: Department of Telecom, CRISIL MI&A

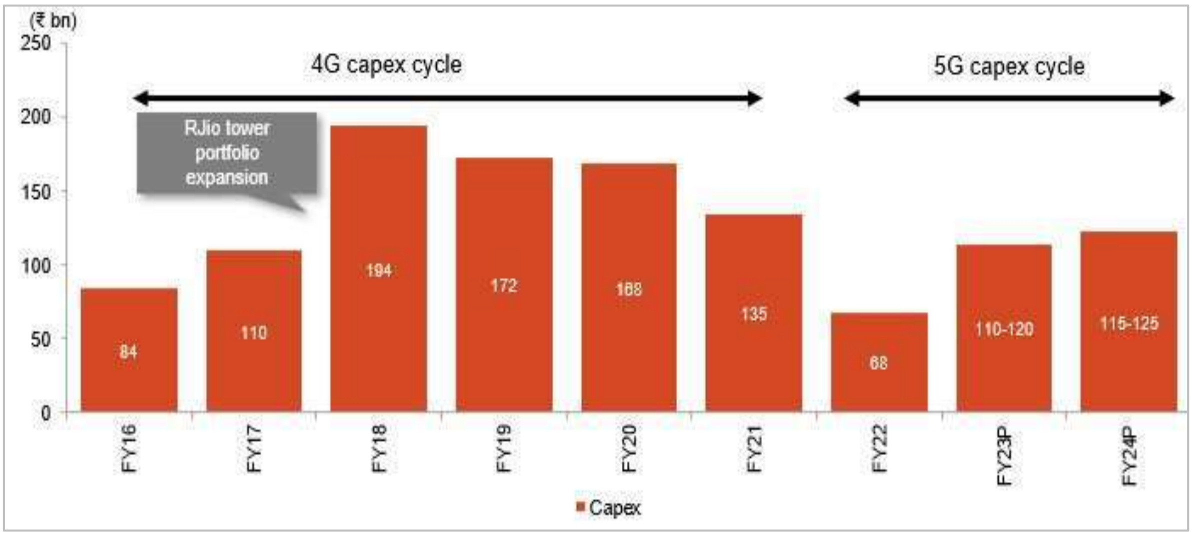
The growth will primarily be driven by the upgradations of the existing tower infrastructure and secondly due to the new tower additions supporting 5G roll out in the country.

Capital expenditure to increase owing to 5G deployment

The telecommunication towers industry witnessed exponential growth in construction and upgradation capital expenditure over Financial Year 2016-Financial Year 2021 owing to massive network expansion and the 4G rollout. During this period, over ~11,00,000 base transceiver stations (“**BTS**”) were cumulatively added to roll out 3G and 4G services. By contrast, only ~1,78,000 BTSs are expected to be added over Financial Year 2022 to Financial Year 2024. This is because telecommunication companies are currently focusing on replacing 2G and

3G tenancies with 4G tenancies to bring their subscriber base under the umbrella of 4G services, thus limiting construction capital expenditure growth in Financial Year 2023 and 2024 on that front.

Capital expenditure to increase gradually on account of 5G deployment and 4G upgradations



Note: Our forecast is based on the expansion of operators, estimated mix of ground-based towers (GBTs) and rooftop towers (RTTs), capital expenditure required to build a tower, and incremental capital expenditure needed to maintain it. But it does not include the capital expenditure incurred by telecommunication companies to build their captive towers.
Source: CRISIL MI&A

BSNL revival package and a nation wise 4G implementation a boost to the Indian telecommunication tower industry

Another booster to the industry is the second revival package of BSNL amounting to ₹ 1.64 Lakh Cr, announced in 2022. The revival measures include infusion of fresh capital for upgrading BSNL services, allocation of spectrum, de-stressing its balance sheet and augmenting its fiber network by merging Bharat Broadband Nigam Ltd. (BBNL) with BSNL, as well as the settlement of adjusted gross revenue ("**AGR**") dues. In June 2023, the third revival package of BSNL with the total outlay of ₹ 89,047 crore is also announced for the allotment of 4G/5G Spectrum to BSNL, providing further fillip to the telecommunication industry.

BSNL is also rolling out pan India 4G network and is expected to upgrade 1 lakh tower sites (Including 8k-9k new sites) via upgradation of both communication infrastructure and power infrastructure at these sites.

Another project for saturation of 4G mobile services in uncovered villages across the country has been approved. The project will provide 4G mobile services in 24,680 uncovered villages in remote and difficult areas. The project has a provision to include additional villages on account of rehabilitation, new-settlements, withdrawal of services by existing operators etc. In addition, 6,279 villages having only 2G/3G connectivity shall be upgraded to 4G. The project is being executed by BSNL using Atmanirbhar Bharat's 4G technology stack and is funded through Universal Service Obligation Fund.

Construction capital expenditure

Capital expensed by tower companies to set up new towers is classified as construction capital expenditure. The expectation is for it to have accounted for ~51% of the industry's overall capital expenditure in Financial Year 2022. With a need for speedy 5G deployment, the expectation is for the pace of tower additions to grow going ahead, which will warrant the share of construction capital expenditure to remain constant. Thus, construction capital expenditure is expected to constitute ~60% of overall capital expenditure till Financial Year 2024.

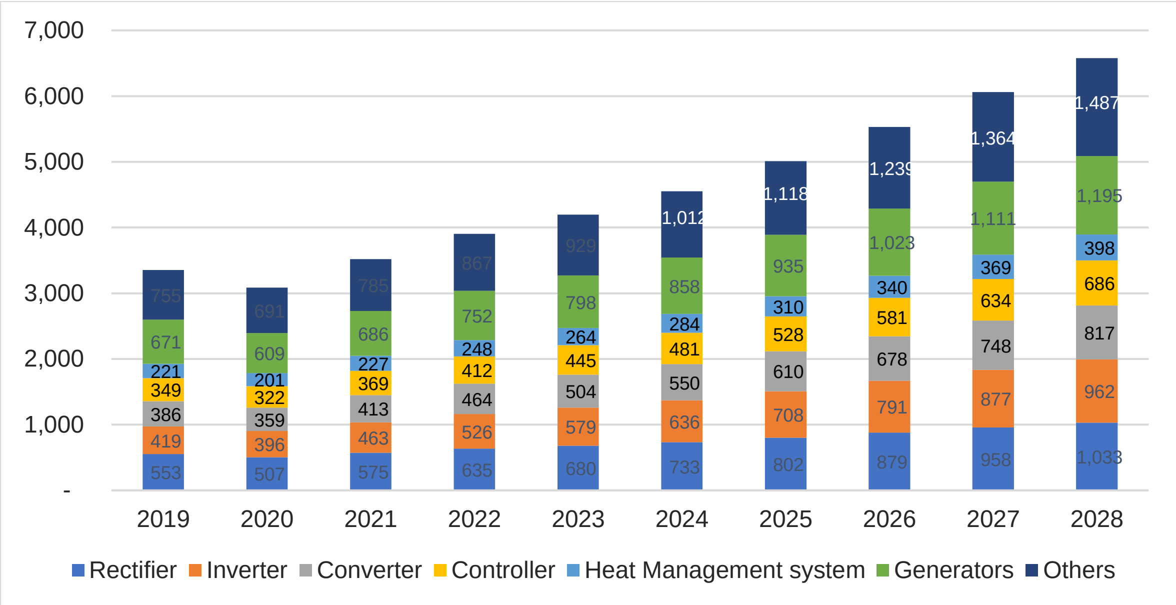
Telecommunication Power Industry – Global and India

Global Telecommunication Power Industry

The increasing demand for mobile data and voice services, the growing adoption of 4G and 5G networks, and the need for reliable and uninterrupted power supply for telecommunication towers are the key factors driving the growth of the telecommunication power market. The telecommunication power system market is projected to grow at a CAGR of 9.4% from 2023 to 2028, reaching a value of USD 6.6 billion by 2028.

Set out below are projected component-wise growth trends for the telecommunication power market, as per the CRISIL Report:

Telecommunication power market by components, 2019–2028 (USD Million)



Source: Markets & Markets

Within telecommunication power system market, DC power systems market including components like rectifiers, inverters, converters, and controllers is expected to grow at a higher CAGR of 9.6%, while remaining market including components like Heat management systems and Generators is expected to grow at 8.4% CAGR over a period of 2023 to 2028.

Here are some of the key trends driving the growth of the telecommunication DC power system market and telecommunication ESS market:

- **The increasing demand for mobile data and voice services leading to growing adoption of 4G and 5G networks** – Growth of demand of telecommunication services at a higher rate than telecommunication infrastructure requires upgradation of BTS at existing sites or addition of BTS at new tower sites. New high capacity and high efficiency DC power systems and battery backup are required at these sites to service higher loads. 5G densification sites may also require new power systems serving specific needs.

- **The need for reliable and uninterrupted power supply for telecommunication towers** – To maintain high quality telecommunication network even in cases of brownouts and blackouts is increasing demand for DC Power systems and associated energy storage solutions.

- **Telecommunication Power Upgrades:** The older telecommunication power infrastructure is also more expensive to operate and maintain, which is something telecommunication operators are starting to become aware of. Cost savings through new high efficiency DC power systems, intelligent energy management, remote O&M, and intelligent hybrid systems are being identified and deployed.

- **Expansion of telecommunication network in bad-grid and off-grid locations and Increasing use of renewable power:** These are areas where electricity is not continuously available and telecommunication power infrastructure will see higher CAGR over the forecast period in this segment. With cost of solar panels, converters coming down substantially lot of tower companies are solarizing ground base towers (especially the ones where electricity condition is poor) in order to reduce operating expenditure. This is leading to an increase in demand for both standalone solar and hybrid DC systems along with energy storage for telecommunication sites.

- **Solution approach:** Tower companies and telecommunication companies are increasingly looking for complete power management solutions including high efficiency power conversion systems, smart integration of renewable power at site, and providing long cycle life, safe Li-ion batteries with cooling solutions as well. This helps in integration of site power management functions and deliver superior savings and insights.

- **Smart O&M:** telecommunication companies and tower companies are using remote management systems to monitor power systems in real-time, predict failures, and schedule maintenance more efficiently.

- **Distributed power generation:** Distributed power generation, including microgrids and small-scale renewable installations are gaining traction. These systems add resilience to the telecommunication infrastructure and reduce dependence on centralized power grids.

Geographic Analysis

Set out below are projected region-wise growth trends for the telecommunication power system market, as per the CRISIL Report:

Telecommunication power system market, by region, 2022–2027 (USD million)

Region	2023	2024	2025	2026	2027	2028	CAGR
North America	630.2	665.1	711.1	762.3	810.7	852.6	6.2%
Europe	984.1	1,049.6	1,134.6	1,230.6	1,324.6	1,410.9	7.5%
Asia Pacific	1,911.0	2,110.4	2,362.1	2,652.7	2,956.6	3,261.3	11.3%
RoW	671.9	728.8	801.6	884.7	969.4	1,051.6	9.4%
Total	4,197.2	4,553.9	5,009.3	5,530.3	6,061.2	6,576.4	9.4%

Note: This includes all DC power systems (rectifiers, inverters, controllers, converters), Heat Management Systems, & Generators
Source: Markets & Markets

Market share analysis

Delta Electronics from Taiwan, Eaton from Ireland, Huawei Technologies from China are the leading companies in the telecommunication power system market. These top three players collectively hold around ~50% of the market share, indicating a consolidated market structure. Set out below are the details of market share of such players as per the CRISIL Report:

Telecommunication power system market: Degree of competition, 2021

Degree of Competition	Consolidated
Total Market Share of Top 3 Players	**55–74%**
Delta Electronics	15–19%
Eaton	13–17%
Huawei Technologies	10–14%

Source: Markets & Markets

Other key players in telecommunication DC systems are ZTE, Eltek and Vertiv group. However, the market has also seen the entry of several small and medium-sized enterprises in recent years, like Unipower (US), Dynamic Power (China), and Exicom tele-systems (India) adding further dynamism to the industry.

Indian telecommunication DC power systems

Telecommunication power systems are specialized systems designed to provide reliable and uninterrupted power supply to telecommunication infrastructure, such as cell towers, base stations, data centers, and network facilities. These systems ensure that the telecommunication equipment remains operational even during power outages or unreliable grid conditions. These are the integrated systems that manage the generation, conversion, distribution, and control of electrical power. They are designed to provide reliable and efficient power supply to various electrical loads.

India is expected to be the fastest growing market at 10-12% CAGR over the period from 2023 to 2028, while other economies like North America and Europe will grow at 5-6% CAGR over the same period. The growth is mainly going to come from upgradation capex which telecommunication companies are doing in light of network upgrades, efficiency measures and new tower additions.

Key stakeholders of the Indian telecommunication power industry:
Major stakeholders are tower companies and operators, who have their captive telecommunication infrastructure require telecommunication power for their infrastructure needs. Then there are mobile switching centres and base station controllers, which also require power for their functioning.

Stakeholders - telecommunication power system market

Stakeholder	Role and Function
Telecommunication Operators	Provide telecommunication services and operate telecommunication networks
Telecommunication Tower Companies	Own and manage telecommunication tower infrastructure, lease tower space to operators
Power Solution Providers	Design, develop, and supply power solutions and infrastructure for telecommunication networks
Equipment Manufacturers	Produce telecommunication equipment, collaborate with power solution providers
Power Infrastructure Providers	Deploy and manage power infrastructure, ensure grid power supply to telecommunication equipment
Government Regulatory Bodies	Regulate the telecommunication sector, establish guidelines and standards
Renewable Energy Authorities	Promote and regulate the adoption of renewable energy sources in the telecommunication industry
System Integrators	Execute critical infrastructure turnkey EPC projects

Source: CRISIL MI&A

As per the stakeholder list tabulated above, key DC power solution providers are Delta Electronics, Exicom Tele Systems, Vertiv Energy, Lineage Power, Vrinda Nano Technologies, and Greenpole Power Solutions. While key players in backup power segment who provide Li-ion based ESS solutions are Exicom Tele Systems, Coslight India, Vision India, Exide, and Amara Raja.

Telecommunication power solution providers

Players	DC Power Systems	Telecom ESS
Delta Electronics India Limited		
Vertiv Energy		
Lineage Power		
Greenpole Power Solutions		
Vrinda Nano Technologies		
Exicom Tele-Systems Limited		
Coslight India		
Amara Raja Batteries		
Exide Batteries		
Vision Batteries		

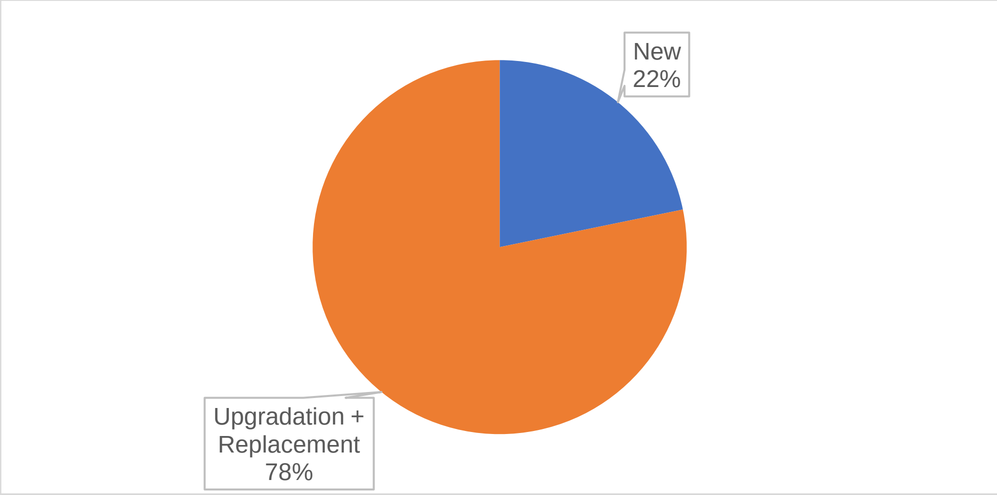
Source: CRISIL MI&A

Owing to the tropical climate of the country, the Indian telecommunication power industry faces challenges such as high temperatures of 50 degrees Celsius during the summer months. On the other hand, voltage fluctuations and surges on grid lines are quite common especially if the telecommunication tower sites are close to nearby process industries. Inadequate maintenance of telecommunication sites also makes the sites prone to dust and high voltages. With such differing conditions and challenges across the length and breadth of the country, it becomes extremely important for the incumbent players to offer customised solutions meeting the diverse need of the country which can tolerate harsh environmental and electrical conditions.

Market size

The market size for telecommunication DC power systems (including hybrid systems) is estimated at ₹ ~15 billion for Financial Year 2023. The upgradation and replacement demand are expected to drive the industry with 75% demand coming from the segment, while the balance 25% demand is expected on account of new tower additions.

New and upgradation plus replacement mix



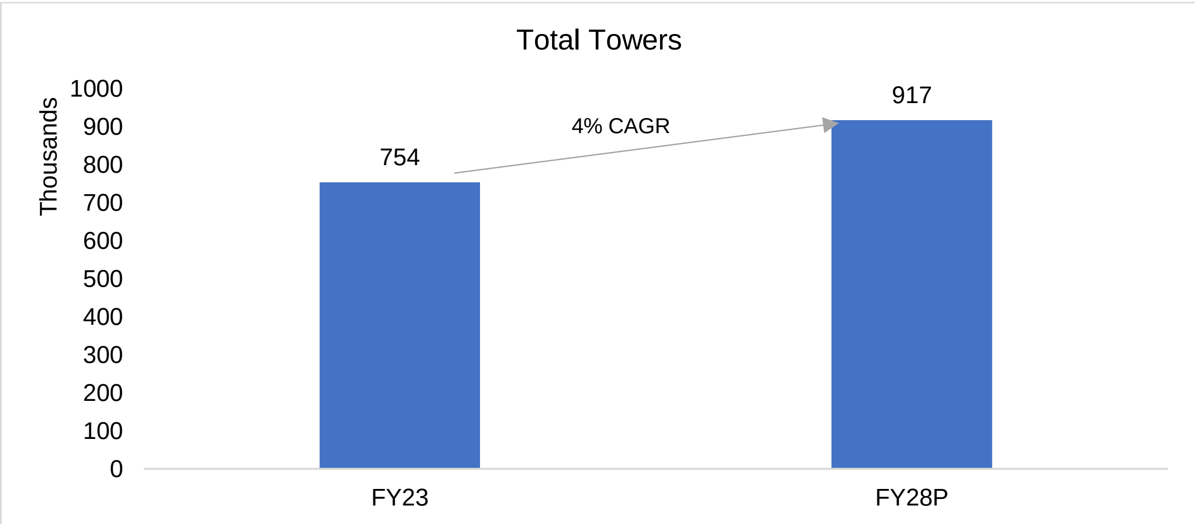
Source: CRISIL MI&A

The number of telecommunication towers being deployed have grown at a healthy clip of 10% CAGR over the last five years, primarily led by Reliance Jio with the overall industry adding over 2.5 lakh towers, which is more than half of Financial Year 2017 tower population. The additions were largely on account of the 4G roll out in the country.

However, going forward, the new tower additions are expected to grow modestly at a CAGR of 4.0% from 7.5 lakh in Financial Year 2023 to 9.0-9.2 lakhs by Financial Year 2028 and most of the capital expenditure will happen towards upgradation of the towers for 5G, as almost ~80% of Financial Year 2024 tower population is expected to be upgraded by Financial Year 2028.

Hence, the growth in telecommunication DC power systems is expected to be driven primarily be driven by the upgradations of the existing tower infrastructure and secondly due to the new tower additions supporting 5G roll out in the country and various government programs for enhancing the rural connectivity.

Tower infrastructure outlook (Number of towers)

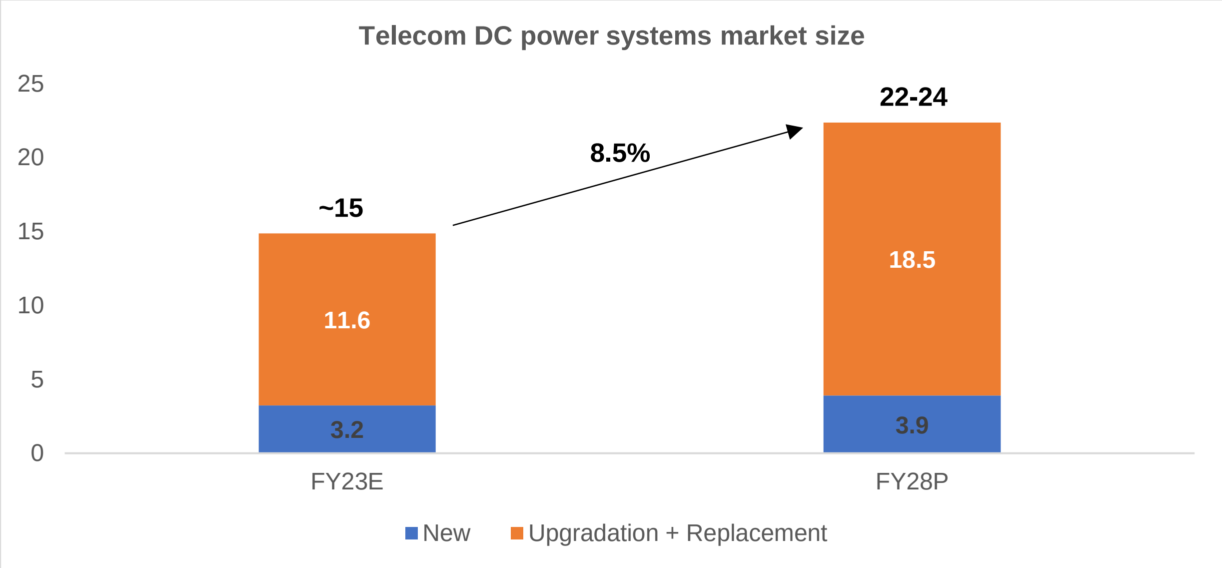


Source: CRISIL MI&A

BSNL is also rolling out pan India 4G network and is expected to upgrade 1 lakh tower sites (Including 8k-9k new sites) via upgradation of both communication infrastructure and power infrastructure at these sites.

Under GoI 4G saturation program of connecting uncovered villages, BSNL is expected to install sites for 24360 villages across the country. All these sites are expected to be powered by solar energy and to have Li-ion batteries for the power backup solutions. The telecommunications power systems market in India is expected to grow from ~ ₹15 billion in 2023 to ₹ 22 to 24 billion in Financial Year 2028 at a CAGR of 8.5%, with an aggregate market potential of ₹ 90-95 billion over Financial Year 2023 – Financial Year 2028.

Telecommunication direct current power systems market size (₹ billion)



Source: CRISIL MI&A

Key players in the Indian telecommunication DC power systems are:

The key players in the Indian telecom DC power systems are (i) Delta Electronics India Limited, (ii) Exicom Tele-Systems Limited, (iii) Vertiv energy, (iv) Vrinda Nano Technologies and (v) Greenpole.

Indian Telecommunication Energy Storage Systems ("ESS") - Lithium-ion ("Li-ion")

Telecommunication ESS store electrical energy for later use to run telecommunication infrastructure. However, telecommunication ESS are part of the overall ESS gamut. India's installed renewable capacity has crossed the 150GW mark and this brings the total non-fossil fuel based installed energy capacity at 156.8 GW which is 40.1% of the total installed capacity of 390.8GW. At the recently concluded COP26, the government is committed to achieving 500GW of installed electrical capacity from non-fossil fuel sources by the year 2030. With this the need for Battery Energy Storage Systems is estimated to rise to maintain grid stability. In addition to grid storage, the BESS systems will be used mainly for providing backup, replacement of diesel gensets and with UPS in various commercial and industrial use cases and telecommunication is one large sector in such use cases.

A few years back, telecommunication ESS segment was largely dominated by Valve Regulated Lead Acid ("**VRLA**") batteries. However, the landscape changed, after Jio rolled-out close to 2 lakh towers with Li-ion batteries. As a result, there is almost an equal mix of VRLA and Li-ion batteries in the current tower population.

Benefits of Li-ion batteries

Lithium-ion batteries offer several advantages over other types of rechargeable batteries, making them the most popular type of rechargeable battery, making them ideal for use in telecommunication applications and they are continuing to become more popular as technology improves, and the cost of Li-ion batteries decreases.

Comparison table of basic features of Valve Regulated Lead Acid & Lithium-ion batteries

Feature	VRLA Batteries	Lithium-ion Batteries
Chemistry	Lead-Acid	Lithium-Ion (LFP)
Specific Density	Heavier weight	Lighter weight
Volumetric Density	Larger physical size	Smaller physical size
Charging Rate	Lower charging rate	Higher charging rate
Cycle Life	Lower cycles	Higher cycles

Feature	VRLA Batteries	Lithium-ion Batteries
Scalability	Non-Scalable	Modular and scalable
Self-Discharge Rate	Higher self-discharge rate	Lower self-discharge rate
Charge Efficiency	Moderate charge efficiency	Higher charge efficiency
Temperature Range	Lower operating range	Higher operating range
Cost	Lower initial cost	Higher initial cost
Safety	Generally safe, but can release hydrogen gas	Generally safe, but risk of thermal runaway
Environmental Impact	Contains lead and sulfuric acid, requires proper disposal	Lower environmental impact, recyclable

Source: CRISIL MI&A

Entry barriers for Li-ion batteries

- **Battery Chemistry and Safety:** Selecting the appropriate battery chemistry is crucial to meet the specific requirements of telecommunication applications. Ensuring the safety of the batteries, particularly in terms of thermal management and prevention of thermal runaway, is paramount in hot weather conditions. Partnership with a cell supplier having cells for Indian environment conditions is important for independent battery pack companies.

- **Battery Management System ("BMS"):** Designing an efficient and reliable BMS that manages charging, discharging, monitoring of individual cells, modules, pack, and that functions optimally to elongate battery life is essential. The BMS also has to provide multi-layer protection and has algorithms for accurate SOC (state of charge) and SOH (state of health) enabling efficient customer operations. Designing BMS is a complex task and needs multi skill set technology teams.

- **Supply Chain and Raw Materials:** Securing a stable supply of raw materials like lithium, cobalt, and nickel can be challenging due to market fluctuations and geopolitical factors. The supply of lithium carbonate which is the main raw material in LFP cells is concentrated in China and has fluctuated a lot in terms of price since Covid-19. To reduce risk of specialized material availability and pricing, batteries based on more commonly available raw material like Sodium ion are being explored by many global battery companies.

- **Environmental Concerns:** Addressing environmental concerns related to battery disposal and recycling is increasingly important, and compliance with environmental regulations can be challenging so appropriate tie ups with re-purpose and recycling companies is important for battery pack players.

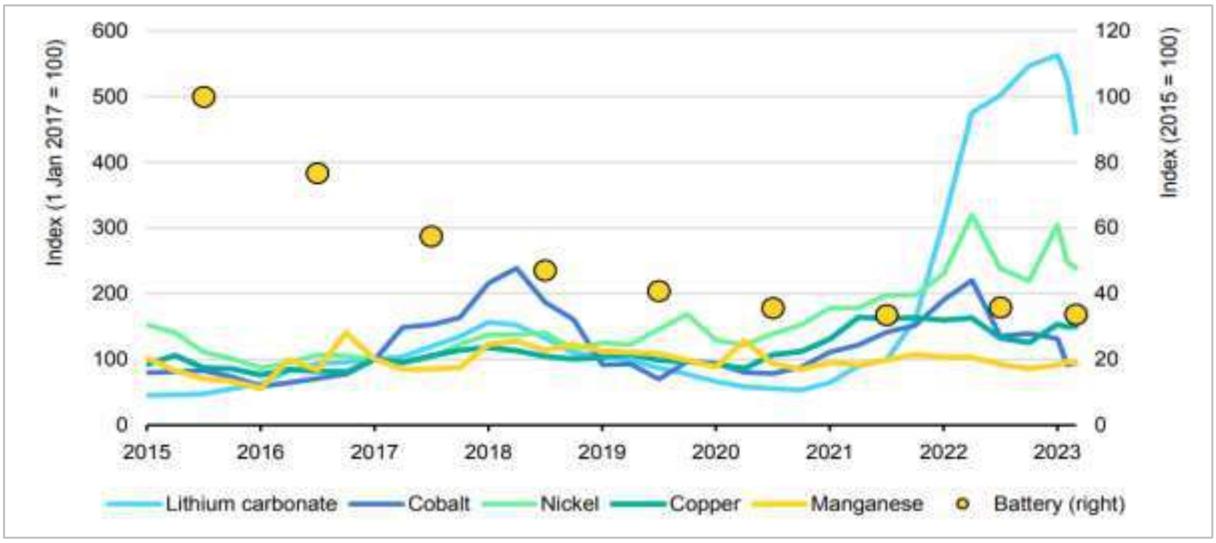
- **Customization for telecommunication:** telecommunication battery packs often require customization to fit specific size, voltage, capacity and require integration with 3rd party equipment's such as DC Power systems, diesel gensets or remote monitoring systems. Also, in telecommunication applications, multi batteries are usually connected in parallel to meet desired capacity, which is technically challenging, and it is required for Battery Management System "BMS" to be able to handle such configurations. Players need to meet such customizations while maintaining cost-effectiveness.

- **Scaling Production:** Transitioning from small-scale development to large-scale production can be challenging and requires significant operational adjustments to deliver consistency.

Telecommunication energy storage systems market overview (Li-ion batteries)

The prices of lithium-ion batteries have been declining steadily in recent years. This is due to several factors, including increased demand, technological advancements, and economies of scale. As lithium-ion batteries become more affordable, more telecommunication operators will switch to this technology from lead-acid batteries as they are less efficient and have a shorter lifespan than lithium-ion batteries. Compared to 2022, The US National Renewable Energy Laboratory ("**NREL**") expects the costs of the batteries to fall by 47%, 32% and 16% by 2030 in its low, mid and high-cost projections, respectively. By 2050, the costs could fall by 67%, 51% and 21% in the three projections, respectively.

Price of selected battery materials and lithium-ion batteries, 2015-2023



Notes: Data until March 2023. Lithium-ion battery prices (including the pack and cell) represent the global volume-weighted average across all sectors. Nickel prices are based on the London Metal Exchange, used here as a proxy for global pricing, although most nickel trade takes place through direct contracts between producers and consumers. The 2023 battery price value is based on cost estimates for NMC 622.
Source: IEA analysis based on material price data by S&P, 2022 Lithium-Ion Battery Price Survey by BNEF and Battery Costs Drop as Lithium Prices in China Fall by BNEF. IEA. CC BY 4.0.

Telecommunication operators are using lithium-ion batteries to support new technologies, such as 5G and the Internet of Things (IoT). These technologies require a lot of power, and lithium-ion batteries are the most efficient and reliable way to provide this power.

Thus, the battery mix is expected to get skewed towards Li-ion in the years to come, as the tower companies may move towards this alternative owing to its significant advances. We believe the addition to the existing population will be in the ratio of 85% for Li-ion and 15% for VRLA batteries.

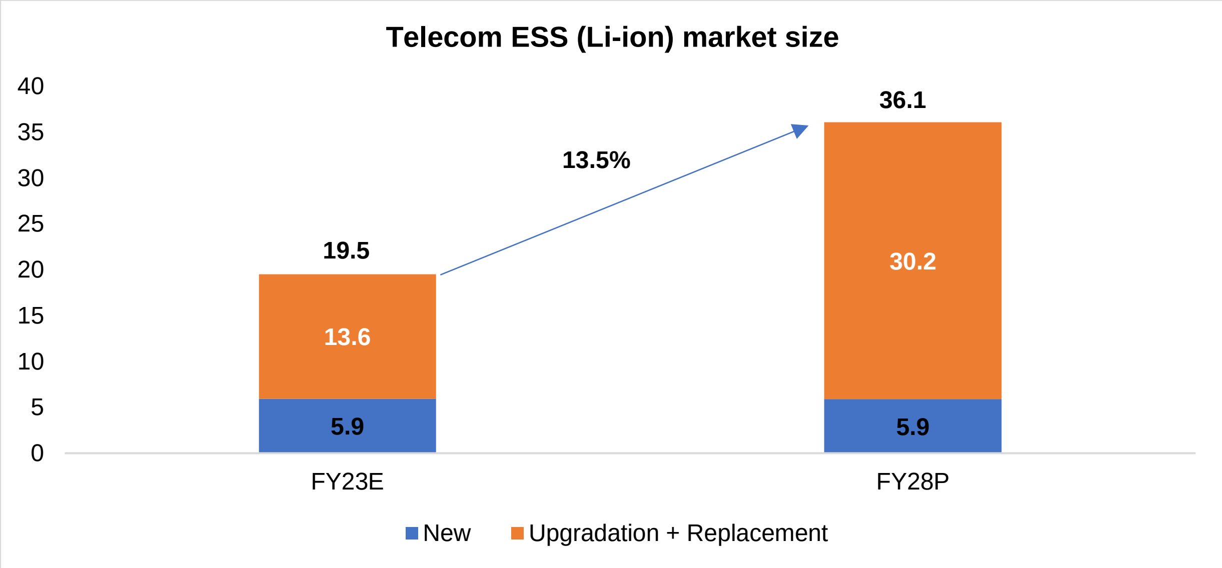
The growth of Li-ion in telecommunication will primarily be driven by the upgradations of the existing tower infrastructure and secondly due to the new tower additions supporting 5G roll out in the country.

- While Reliance Jio has an ambitious 5G roll-out plan over the next three to five years via new captive sites & tower sharing, Airtel is also expanding its 5G network, and making its existing tower infrastructure 5G ready via third party tower providers, mainly, Indus towers.
- Leading Indian Tower Co's such as Indus Towers and American Tower Corp who traditionally used to buy lead acid batteries have converted majority of their procurement to Li-ion batteries from fiscal Financial Year 2024.
- Vodafone Idea may go slow in the 5G adoption, owing to its weak financial position.
- BSNL recently awarded a large Li-ion battery tender for network augmentation amounting to ~21K battery packs in India. Other large projects being executed by BNSL such as 4G rollout and uncovered village connectivity are expected to drive demand for lithium ion-based battery packs over the next three years.

Market Size

The ESS market for telecommunications is expected to grow from ₹ 19.5 billion in Financial Year 2023 to ₹ 36.1 billion in Financial Year 2028 at a CAGR of 13.5%, with an aggregate market potential of ₹ ~150 billion over Financial Year 2023 – Financial Year 2028. Based on the price trends of Li-ion, it has been assumed assumed for de-escalation of -3.0% in the prices of the Li-ion batteries.

Telecommunication energy storage systems market size (Li-ion) (₹ billion)



Source: CRISIL MI&A

Backup power requirement for different power rating towers

Power ratings range	Typical power requirement	No of batteries required of 4 kW
< 12 kW	4 kWh	1
12 kW- 30 kW	12 kWh	3
> 30 kW	20 kWh	5

Source: Industry interactions, CRISIL MI&A

Regulatory landscape

The regulatory landscape is aimed at promoting overall adoption of electric vehicles, use of storage in India's grid ecosystem and promotion of local cell manufacturing which will ultimately bring down cost of Li-ion battery products for all sectors.

- PLI scheme: The government has launched a PLI scheme for ACC battery manufacturing with an outlay of ₹ 18,100 crore (USD 2.49 billion). The scheme is designed to attract investments in ACC battery manufacturing and to help India develop a domestic supply chain for ACC batteries.

- FAME India scheme: The government's FAME India scheme provides subsidies for electric vehicles. The subsidies are intended to make electric vehicles more affordable and encourage their adoption in India.

- There have been several other initiatives to promote Battery Energy Storage Systems ("**BESS**") including RTC Power amendment by MOP to include storage; MOP draft proposal on incentives for rooftop solar plus storage projects, classification of Storage assets under Electricity Act 2003, allowing BESS to participate in ancillary services and VGF support by Central Government for BESS with an initial outlay of ₹ 9,400 crore

These initiatives are expected to boost the demand for ESS in India and provide opportunities for domestic players to grow their businesses and thus offers an opportunity for domestic players to emerge and become key players.

Key players in the Indian telecommunication power backup systems:

The key players in the Indian telecommunication power backup systems are (i) Coslight India, (ii) Exicom Tele-Systems Limited, (iii) Exide India Limited and (iv) Amara Raja Batteries Limited.

Energy Storage Systems for Data Centres

In a digitally connected world, the importance of data centres is huge. Data Centres are economic warehouses and provide the highly resilient infrastructure to ensure uninterrupted critical services to its customers with 100% uptime so that the business, operations, and systems of its customers including their equipment/servers (wherein data, platforms and apps are stored) function efficiently, effectively, and above all continuously. Companies and even government organisations are increasing their dependence on storing important data in a secure environment of data centres.

Some of the other key trends that are expected to shape the growth of data centers in India in the coming years:

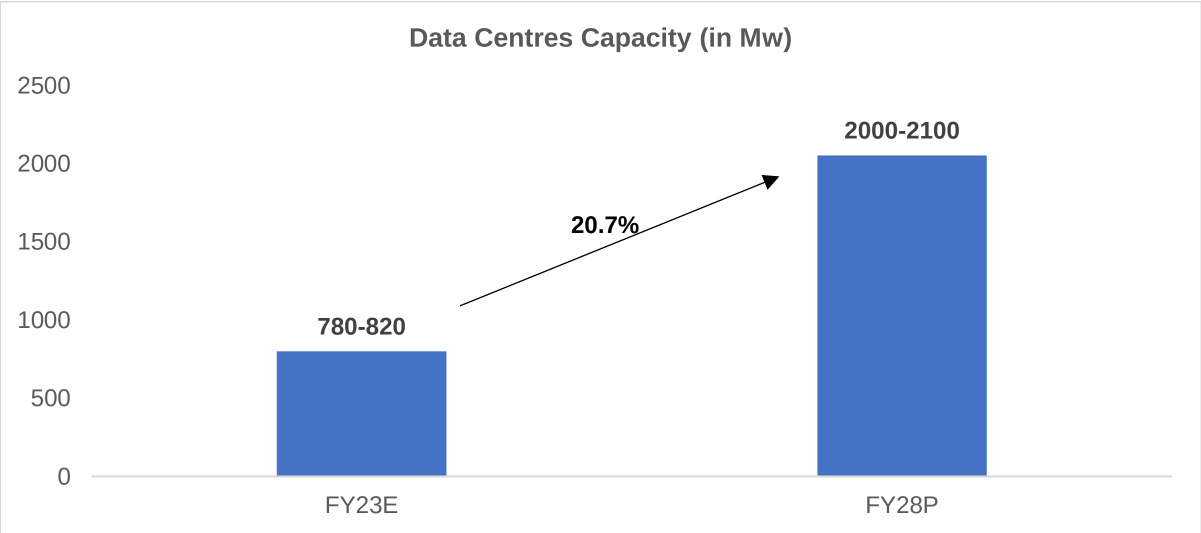
- **The rise of edge computing:** Edge computing is a distributed computing paradigm that brings computing and data storage closer to the end-user. This can help to improve performance and reduce latency for applications that require real-time processing.

- **The growth of artificial intelligence ("AI") and machine learning ("ML"):** AI and ML are becoming increasingly important for a wide range of applications, including facial recognition, natural language processing, and fraud detection. This will drive the demand for data centers that can provide the high-performance computing resources needed to run these applications.

- **The increasing adoption of blockchain technology:** Blockchain is a distributed ledger technology that can be used to record transactions in a secure and transparent manner. This has the potential to revolutionize a wide range of industries, including finance, supply chain management, and healthcare. The growth of blockchain technology will also drive the demand for data centers.

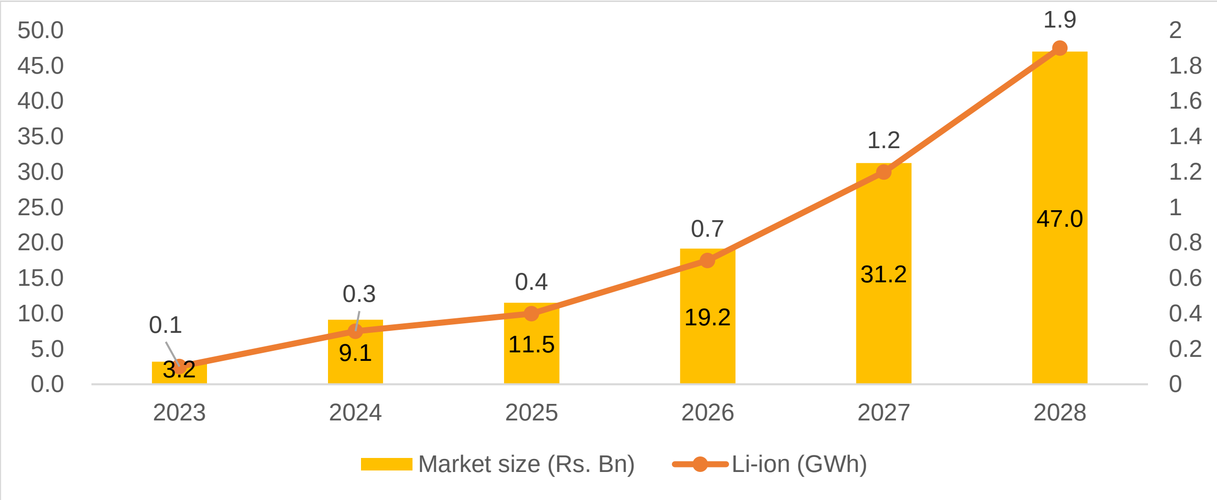
Data centres capacity in India is expected to double to 1,340-1360 megawatts ("**MW**") by Financial Year 2025 from 780-820 MW in Financial Year 2023, powered by the troika of data boom, digital adoption, and local data storage mandates, and further by Financial Year 2028, it is expected to reach to 2,000-2,100 MW.

Data Centres capacity in India



Source: CRISIL MI&A

Market size of lithium-ion battery energy storage systems in data centres (₹ billion)



Source: India Energy Storage Alliance

Electric Vehicles ("EV") Industry – Global & India

Global electric vehicle industry

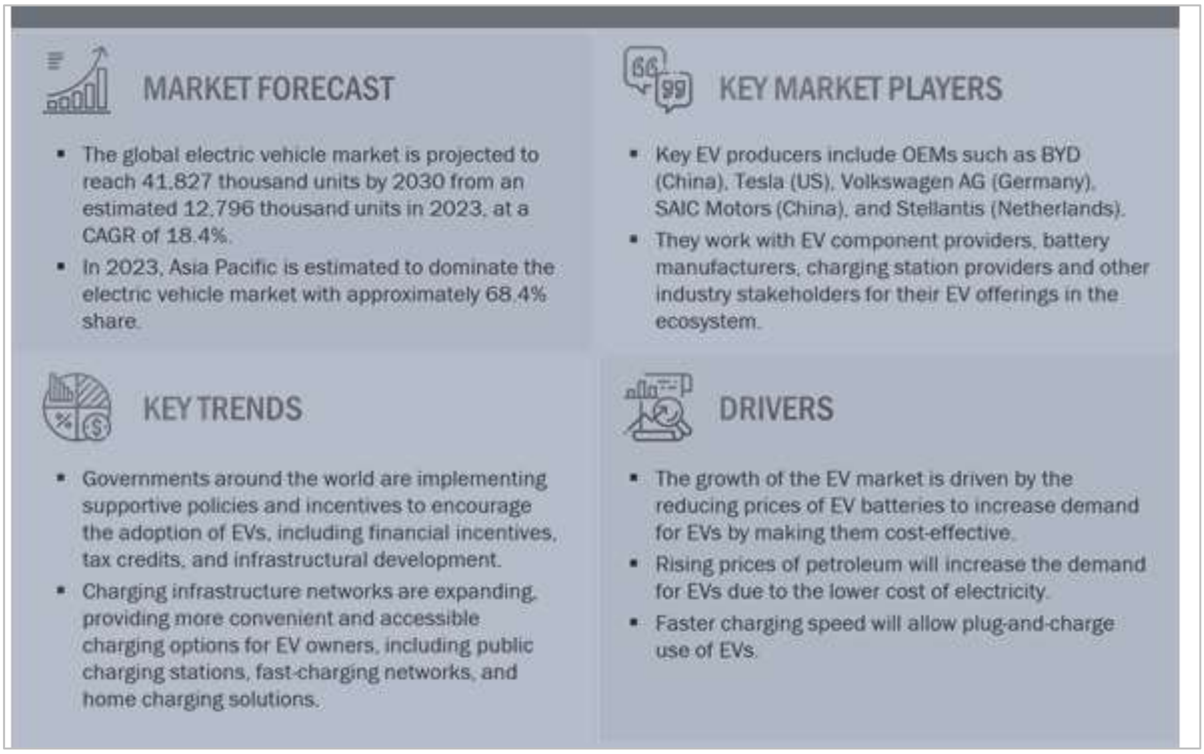
Driven by a global focus on energy transition and the decreasing manufacturing costs, the world of transportation is experiencing an accelerated shift towards electrification. The global electric vehicle ("**EV**") industry has evolved rapidly in recent years, driven by several factors, including technological advancements, and government policies**.**

Technological advancements have made EVs more appealing to consumers. Batteries have become more powerful and efficient, and charging infrastructure has improved. This has made it easier for EV owners to charge their vehicles, which has helped to reduce range anxiety. Technological advancements include the development of ultra-fast charging, battery swapping, V2V charging, increase in battery technology, and development of other parts like in-wheel motors and e-axles.

Government policies have also played a role in the growth of the EV industry. Many countries have introduced subsidies and tax breaks for EVs, and some have even set emission targets that require automakers to sell a certain percentage of EVs. The increasing global push for zero-emission transportation, propelled by government targets to decrease the reliance on fossil-fuel vehicles, is driving the rapid expansion of EVs worldwide.

Set out below is a market forecast of the EV market (2023 to 2030), as per the CRISIL Report:

Electric Vehicle Market Overview (2023 to 2030)



Source: Markets & Markets

The three biggest EV markets globally are China, the United States, and Europe. China leads with over 60% of the global EV market share. The United States and Europe are the second and third largest markets, respectively.

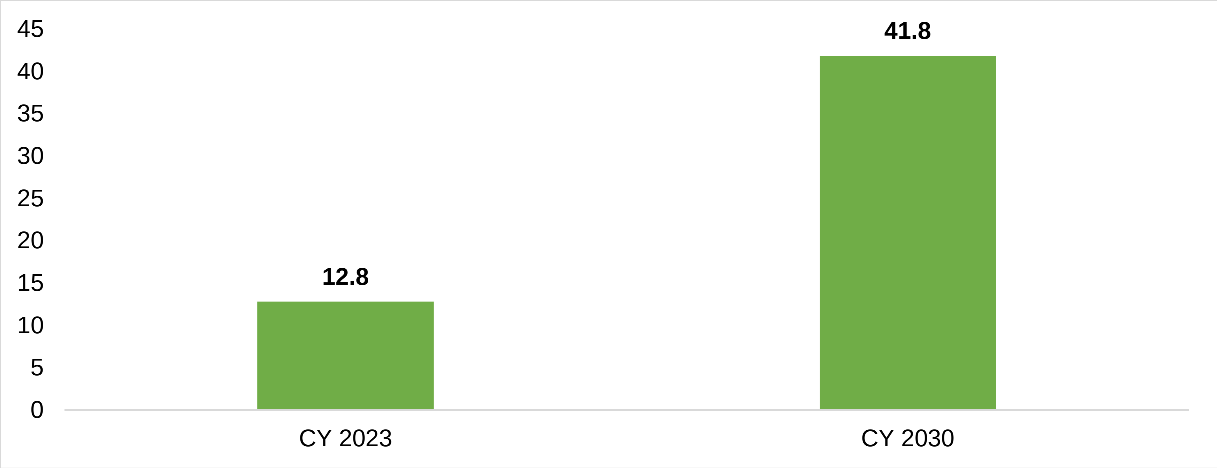
Global electric passenger vehicle sales outlook

The global electric vehicle market is projected to reach 41.8 million units by 2030 from an estimated 12.8 million units in 2023, at a CAGR of 18.4%. The Asia Pacific region is projected to be the largest market for EVs during the forecast period. EV sales in China are expected to mainly drive EV sales in the Asia Pacific region. Other countries such as India, Japan, and South Korea as well as new markets, including Thailand, Indonesia, Malaysia, and Vietnam, will also contribute to the Asia Pacific EV market. South Korea is expected to be the second-largest EV market in the region in 2023, followed by India and Japan.

The European EV market is projected to reach 8.8 million units in 2030 from 2.7 million units estimated in 2023. The market for EVs in North America is expected to be led by the demand for low-emission cars in the region with the support of top OEMs, charging providers, and other industry participants. The North American electric vehicle market is projected to account for about 3.2 million units by 2030 growing at CAGR of 13.1% from 2023. The US is expected to remain the dominant market in this region for EVs and speed up its growth due to the new target of 500,000 public charging points and 50% EV sales by 2030, along with the large and fast-growing demand for EVs in the region.

Set out below is the global electric passenger vehicles sales outlook (2023–2030), as per the CRISIL Report:

Global electric passenger vehicle sales outlook (Million units)



Source: Markets & Markets

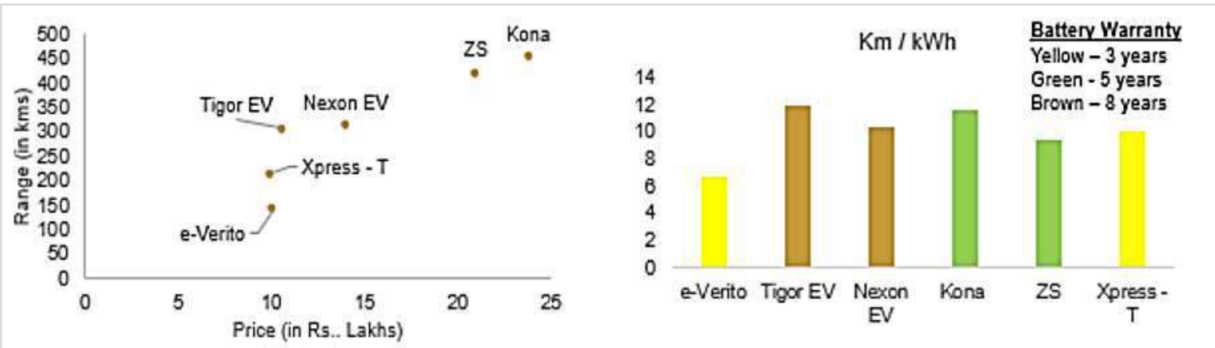
Indian electric vehicles industry

Indian EV industry is one of the fastest growing markets in the world with growth of over ~130% from the last Financial Year despite lack of FAME demand incentive, albeit on a lower base. The EV penetration is expected to grow across vehicle segments, 2W, 3W, Passenger Vehicles (PV), Buses and Commercial Vehicles (CVs). This report largely towards PV, Buses, and CV segments.

Electric passenger vehicles to account for 8-10% of domestic sales by Financial Year 2028

Although EVs are still in infancy in passenger vehicle segment, the penetration segment rose from 0.03% in Financial Year 2016 to 1.3% in Financial Year 2023.

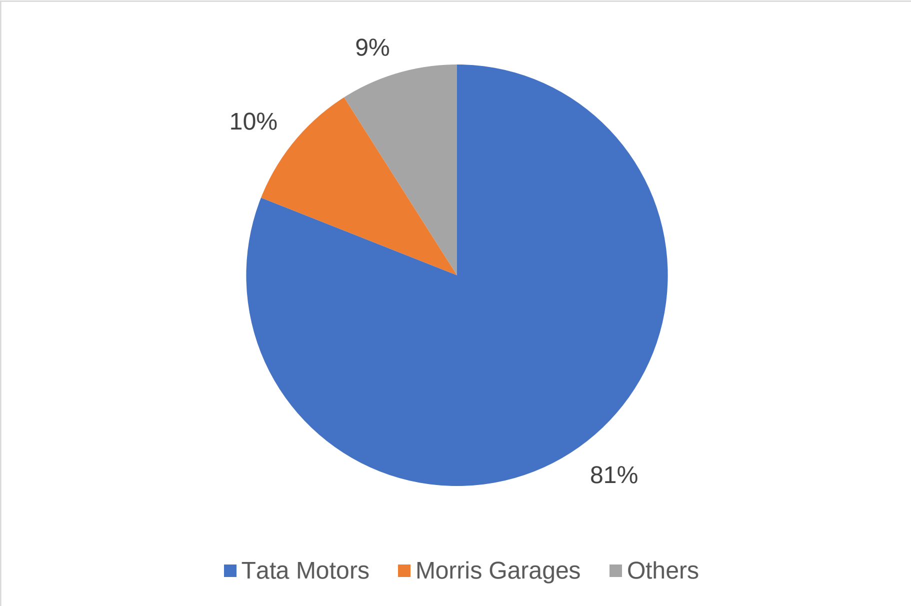
Electric passenger vehicle models currently available



Source: CRISIL MI&A

The overall PV penetration stands at ~1.3% with ~81% sales being garnered by Tata motors. Tata's Nexon EV, Tigor EV and latest Tiago EV have managed to gather good traction in an underdeveloped EV ecosystem owing to increased range, good build quality and extensive customer support given. MG captured 10% of market with its premium model ZS ev with rest of the market garnered by other players.

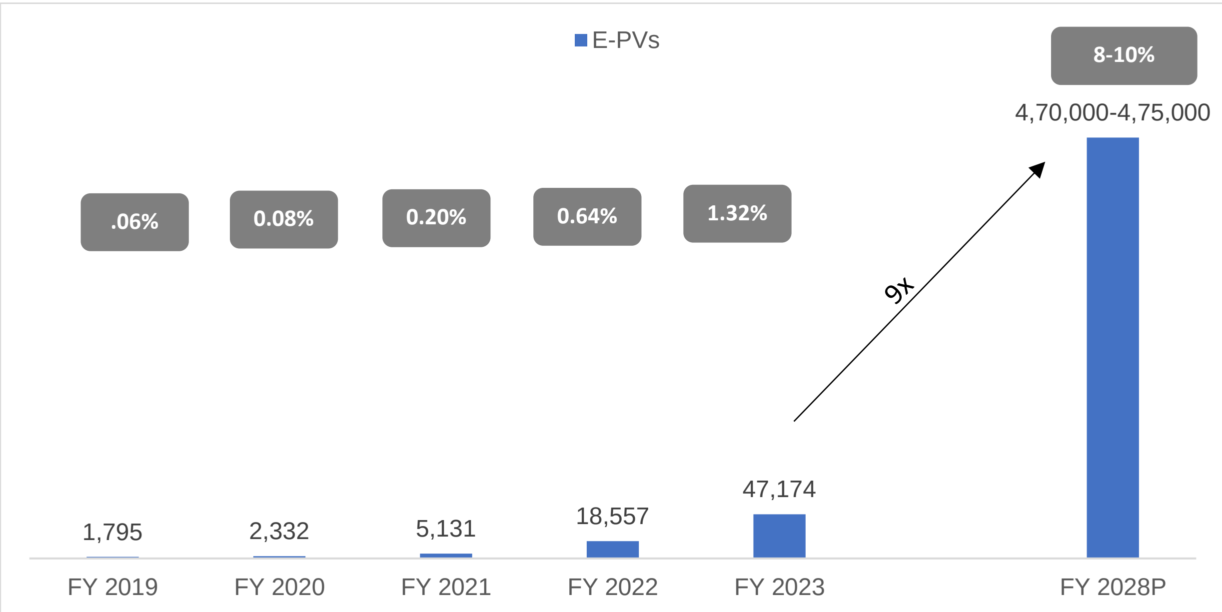
Electric passenger vehicle market share player wise



Source: SIAM, Vahaan

The EV PV market is estimated to grow by 9x between Financial Year 2023 and Financial Year 2028, at a CAGR of 50-60% with 8-10% EV penetration.

Domestic electric passenger vehicle sales outlook

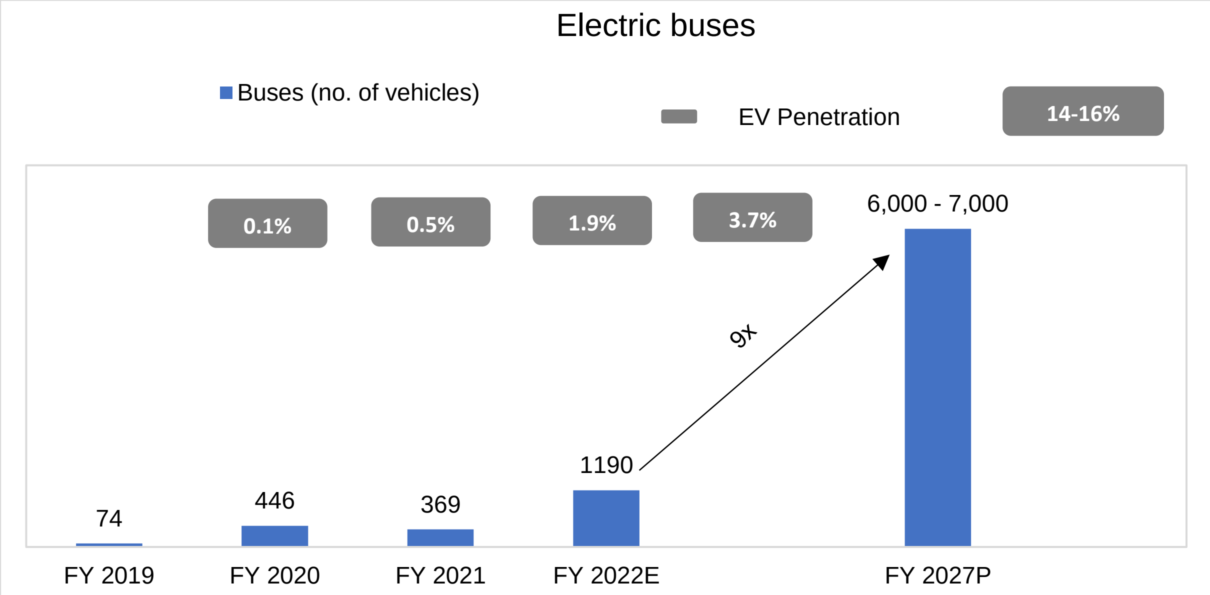


Source: Vahaan, CRISIL MI&A

Electric bus market to grow at 55-60% CAGR over Financial Year 2023 – Financial Year 2028

Electric bus market has grown at a CAGR of 72.3% from Financial Year 2021 to Financial Year 2023 with total of 4,423 electric buses plying as on Financial Year 2023. The electric bus market is estimated to achieve penetration of 14%-16% by Financial Year 2028 which translates into growth at a CAGR of 55% - 60%. While it is projected to grow at 55-60% CAGR by Financial Year 2028, the expectation is for e-buses' population to be ~59.1K. The EV penetration in buses segment increased from 0.01% in Financial Year 2016 to 2.8% in Financial Year 2023.

Electric bus domestic sales outlook

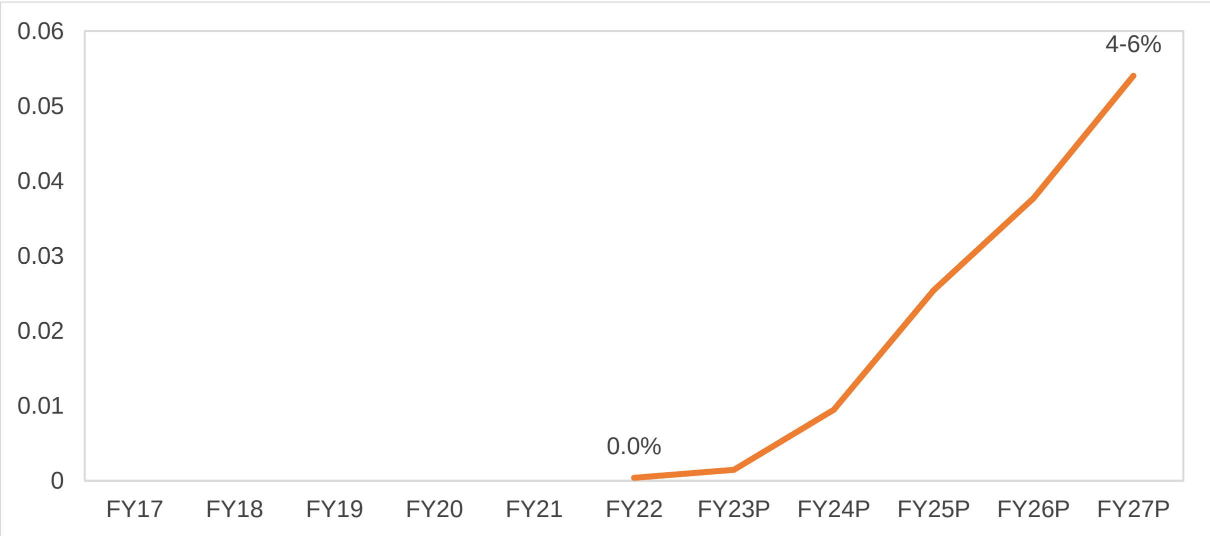


Note: N.M = Not meaningful
Source: Vahaan

Electrification in Light Commercial Vehicles ("LCV")

Currently, most of the EVs used in the commercial segment as goods carries are three-wheelers. However, as the cost differential between electric and diesel vehicles start reducing, CRISIL MI&A expects new models to be launched. This will drive sales in the segment as the third mile/last mile logistics and local distribution of goods are well suited applications for EVs.

Electric penetration in light commercial vehicle



Source: SIAM, CRISIL MI&A

Electrification in Heavy Commercial Vehicles ("HCV")

EV adoption in the HCV segment is expected to be negligible in near future as operational profile makes them highly expensive. Further, the current charging infrastructure is not suitable for larger HCV batteries, which will make electric adoption unviable for some time.

Policy initiatives by the government to push electrification

Summary of the key government policies:

Policy	Target beneficiary	Segment	Timeline	Amount of incentive (₹ billion)	Comments
FAME	Battery Electric Vehicles of public and commercial transport	2W	March'24*	35.0	While the current subsidy is not extended for SCVs or MHCVs, The Society of Manufacturers of Electric Vehicles ("**SMEV**") has suggested inclusion of light commercial vehicles ("**LCV**") and medium and heavy commercial vehicles ("**M&HCV**") on a project-mode basis as India must prepare for the transition to e-mobility in trucks and heavy commercial vehicles in three to four years
		3W		2.5	
		4W		5.5	
		Buses		43.0	
PLI	Battery Electric Vehicles Hydrogen Fuel Cell Vehicles Advanced Automotive Technology components	All Auto	Five years from date of commissioning	259.4	The scheme has two components viz. Champion OEM incentive scheme and Component Champion incentive scheme. Total 95 applicants have been approved under this PLI scheme
	Battery makers (ACC)[#]	All Electric vehicles		181.0	The ACC battery manufacturer will need to ensure a minimum 60% domestic value addition at the Project level within five years
		Stationary storage			
PMP	Battery Electric Vehicles of public and commercial transport Electric vehicle components	2W	April 2022	BCD increased by 10 to 15% on all key components and CKDs, SKUs, CBUs	GST on Electric Vehicle is 5% compared to 18-22% for petrol/diesel vehicles. The whole idea is make it cheaper to the customer. However, despite higher customs duty, the Lithium ion battery set-ups are still in WIP in India and will continue to be imported in the medium term. Hence the government has further released a notification in Nov'21 that the EV charger manufacturers shall comply with minimum of 50% of domestic value addition in manufacturing and hence mentioned the implementation dates for each of key charging components
		3W			
		4W			
		Buses			
		Trucks			
		Battery makers			
		Charging equipment makers			
	Note: SMEV has sought an extension of subsidies for EVs under the FAME-II scheme FAME II scheme should be linked to e-mobility conversion rather than being time-based #ACC : Under the PLI Scheme, central government has started National Programme on Advanced Chemistry Cell (ACC) Battery Storage in India for setting up manufacturing facilities with a total manufacturing capacity of 50 Giga Watt Hour ("GWh**")*				

Source: Ministry of Heavy Industries, CRISIL MI&A

Electric vehicle policies of various states of India

Many state governments have come forward and are providing incentives on purchase of an electric vehicles, wherein the benefit provided is in addition to FAME-2 policy benefits.

- Delhi has announced an EV policy that would provide purchase incentives of ₹ 10,000/kwh, subject to a maximum of ₹ 1.5 lakh/vehicle for the first 1,000 electric cars. The policy also provides 100% exemption on road tax until 2023.

- Maharashtra is providing an incentive of ₹ 5,000/kwh, subject to a maximum of ₹ 1.5 lakh/vehicle for the first 10,000 electric cars. The policy also provides 100% exemption on road tax until 2025. An additional early-bird discount of ₹ 5,000/kwh (a maximum of ₹ 1 lakh, if purchased before the end of Financial Year 2022) as well

- Gujarat has announced an EV policy that would provide purchase incentives of ₹ 10,000/kwh, subject to a maximum of up to ₹ 6 lakh/vehicle for the first 20,000 electric cars. The policy will remain valid until 2025.

- Bihar is providing an incentive of ₹ 10,000/kwh subject to a maximum of ₹ 1.5 lakh/vehicle for the first 4,000 electric cars. The policy also provides 100% exemption on road tax until 2024.

- Odisha has announced a subsidy of 15% subject to ₹ 1 lakh for electric cars until 2026.

- Meghalaya is providing an incentive of ₹ 4,000/kwh for the first 2,000 electric cars. The policy also provides 100% exemption on road tax until 2026.

- The Telangana government is also providing a 100% exemption of road tax and registration fee on purchase of first 5,000 electric cars until 2025.

- The Tamil Nadu government is providing 100% exemption on road tax on purchase of electric cars until 2022.

- Haryana government is providing direct benefit up to ₹ 10 lakhs on purchase of EV in state and relaxation in registration fees.

- Chhattisgarh EV policy is providing incentives on EV purchase along with other measure to boost infrastructure aiming to have 15% of new registration to be EVs by 2027.

- Maharashtra and Rajasthan offer up to ₹ 5 lakh subsidy for setting up fast charging infra. UP and Tamil Nadu provide 20% and 25% of the infrastructure cost respectively, for setting up a DC fast charging stations. Other states also have their charging policies in a way to facilitate setting of up initial batch of fast charging stations in a phased manner either by offering capital subsidy to the energy operators or SGST reinstatement.

Electric Vehicle Charging Infrastructure Business – Global & India

Electric Vehicle Supply Equipment ("**EVSE**" or "**EV Charger(s)**") means - an element in Electric Vehicle Charging Infrastructure (EVCI) that supplies electrical energy for recharging the battery of electric vehicles (EV).

Global Electric Vehicle Supply Equipment Industry

The global sales of EVs performed strongly in 2022, with a significant increase of 55% compared to 2021, with a total of 10.5 million units (Battery Electric Vehicles: 7.7 million units and Plug-In Hybrid Electric Vehicles: 2.8 million units) delivered worldwide. An increase in the adoption and use of electric vehicles has accentuated the need to develop charging infrastructure. Leading markets for electric vehicles, such as China, US, and Germany, are investing significantly in EV charging infrastructure along with R&D for faster and more efficient charging methods. As EV adoption continues to increase, the demand for charging infrastructure is likely to grow exponentially, especially in areas with high concentrations of EV owners. The global electric vehicle market is projected to reach 41.8 million units by 2030 from an estimated 12.8 million units in 2023, at a CAGR of 18.4%. The North American electric vehicle market is projected to account for about 3.2million units by 2030 growing at CAGR of 13.1% from 2023. The European electric vehicle market is projected to account for about 8.8 million units by 2030 growing at CAGR of 18.7% from 2023.

Electric Vehicle Charging Station Market, By Region, 2023–2030 (Thousand Units)

	BEV	FCEV	PHEV
2023	9,646	23	3,127
2030	35,728	456	5,644
CAGR (2023-2030)	20.6%	52.8%	8.8%

Source: Expert Interviews and MarketsandMarkets Analysis

Note: BEV: Battery Electric Vehicle | PHEV : Plug-in hybrid electric vehicle | FCEV: Fuel cell electric vehicle

Globally, the EV Charging market for public chargers is projected to grow exponentially from an estimated 2.61 million units in 2022 to 16.39 million units by 2027, at a CAGR of 44.4%.

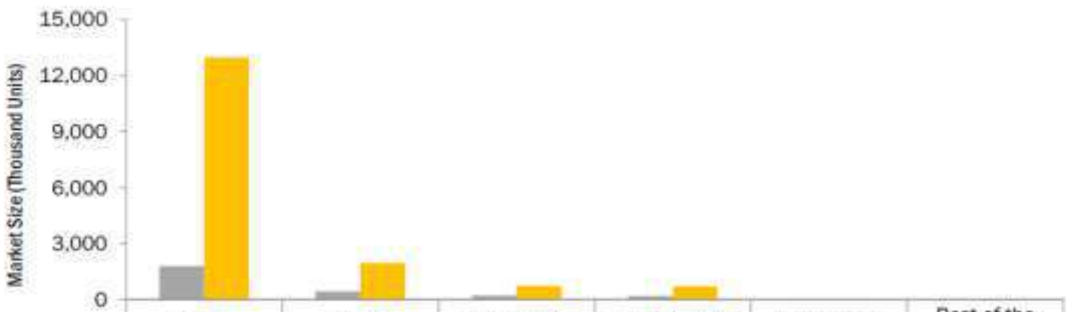
Market size of global electric vehicle supply equipment industry:

The global electric vehicle charging station market is projected to reach 16.4 million units by 2027 from an estimated 2,608 thousand units in 2022, at a CAGR of 44.4%. The wide range of product offerings by OEMs has attracted a high number of consumers, resulting in an increased market for electric vehicles.

An increase in the adoption and use of electric vehicles has accentuated the need to develop charging infrastructure. Leading markets for electric vehicles, such as China, US, and Germany, are investing significantly in EV charging infrastructure along with R&D for faster and more efficient charging methods. As EV adoption continues to increase, the demand for charging infrastructure is likely to grow exponentially, especially in areas with high concentrations of EV owners. This has led to investments in deploying more public charging stations by governments, businesses, and other organizations, to meet the needs of EV owners. The key trends going forward include shift towards smart charging capabilities, ultra-fast charging capabilities, stringent operation performance requirements of operations, and making chargers future proof by adopting new regulatory standards and smart grid integration related technologies. Governments across countries are trying to upgrade grid infrastructure to support EV charging needs.

Set out below are details of the size of the EV charging station market by region, as per the CRISIL Report:

Electric Vehicle Charging Station Market, By Region, 2022–2027 (Thousand Units)



	China	Europe	Asia Pacific	North America	Middle East	Rest of the World
2022	1,791	428	211	172	2	4
2027	12,968	1,950	732	705	18	26

Source: Markets and Markets

Due to the rising demand for EVs in Europe, the need for EV charging stations is also rising. According to a report by the European Environmental Agency in November 2022, 11.41% of all new vehicle registrations in Europe have been EVs. The number of charging stations has grown by approximately 32.4% year on year in 2022. The European market is important as it is expected to grow rapidly following leading European markets such as Norway and Netherlands. UK, Germany, and France are other leading markets in Europe in terms of the growth of EV charging stations. Shell (Netherlands), ABB (Switzerland), Fastned (Netherlands), Siemens (Germany), Engie (France), EVBox (Netherlands), GreenFlux (Netherlands), Virta (Finland), and BP (UK) are some of the top charging providers operating in the European market.

The growing demand for EVs in North America will drive the market for electric vehicle charging stations. The US is expected to remain the largest market in this region for electric vehicle charging stations and will speed up its growth due to the new target of having at least 500,000 public charging points by 2030. The market in this region is projected to reach 0.7 million units by 2027 from an estimated 0.2 million units in 2022. The Asia Pacific is a fast-growing market for EV Chargers as rapid urbanization is driving demand for clean and sustainable transportation options. The Asia Pacific market is projected to reach 0.7 million units by 2027 growing at a CAGR of 28.3% during the forecast period.

Set out below are projected segment wise market share trends between AC chargers and DC fast chargers between 2022 and 2027, as per the CRISIL Report:

Segment wise growth

Source: Markets and Markets

The EV charging market is divided into AC (normal chargers) and DC (superchargers). Currently, normal chargers are dominant in the market, but the growth of superchargers is expected to outpace normal chargers during the forecast period.

ABB is one of the largest manufacturers and providers of EV charging stations globally, with over 17,000 DC fast chargers and over 1,000,000 level 1 and level 2 chargers installed in over 85 markets worldwide.

Tesla is regarded among the best-selling electric car manufacturers in the plug-in and battery electric vehicle segments. The company designs, develops, manufactures, and markets high-performance electric car battery energy storage equipment, including EV charging stations and solar panels. It has also built a significant network of charging stations.

ChargePoint operates the largest network of independently owned EV charging stations in 14 countries, which reached 174,000 chargers by March 2022.

Key global trends in electric vehicle supply equipment industry

- The development of megawatt charging stations is expected to lead to faster charging times, ultimately reducing the charging time to minutes.

- The integration of IoT in EV charging is expected to enhance user experience and enable more efficient charging management. This trend is anticipated to increase the popularity of EVs and boost the development of EV infrastructure.

- The development of megawatt charging stations is expected to lead to faster charging times, reducing the charging time to minutes. Pantograph charging, which enables EVs to charge while in motion, is emerging as a promising trend.

- The integration of IoT in EV charging is expected to enhance user experience and enable more efficient charging management. Adopting these trends is anticipated to increase the popularity of EVs and boost the development of EV infrastructure, thus creating new market opportunities for businesses in the EV charging industry.

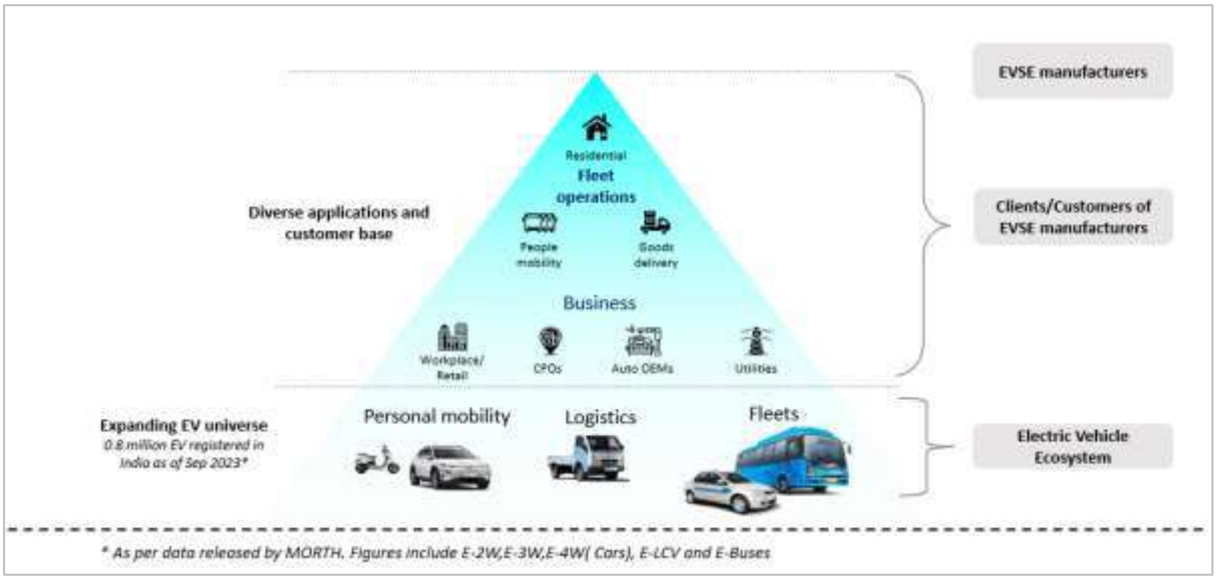
- Vehicle-to-Grid ("**V2G**") EV charging is a system that has a bi-directional electrical energy flow between plug-in EVs and the power grid. V2G charging technology is a key opportunity for manufacturers as it is expected to transform the world of EVs and shape the future of EV charging.

- The use of renewable energy to power EV charging stations is one of the key opportunities for electric vehicle charging station market players. Solar-powered charging stations are ideal for homeowners or commercial buildings due to the decreasing price and easy installation.

Indian Electric Vehicle Supply Equipment Industry

EVSE manufacturers meet the need for EV chargers by supplying to OEMs with charging equipment for retail EV consumers and charge point operators who put up charging stations in public places. EVSE manufacturers are also partnering with EV fleet operators to develop the most appropriate charging solutions for their fleet.

Electric vehicle supply equipment customers and electric vehicle ecosystem



Source: CRISIL MI&A

Types of chargers based on speed of charging:

The charging levels for electric vehicles (EVs) in India are like global standards.

- **Level 1 Charging**: L1 charging is a slow type charging for EVs. L1 chargers plug directly into a standard 230-volt AC outlet. The average power output of an L1 charger is <3.3 kW. L1 charging primarily occurs in residential settings, and there are very few L1 chargers built for public use.

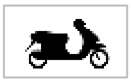
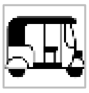
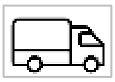
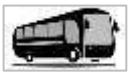
- **Level 2 Charging:** L2 charging is the most prevalent type of charger. L2 chargers operate at 208-240 volts and output is anywhere from 7 kW to 22 kW of AC power. L2 charging provides a faster charging speed compared to L1, allowing for quicker replenishment of the EV's battery. L2 chargers can be found in residential townships as an amenity for occupants and visitors, public locations such as parking garages, OMC retail outlets, grocery stores, malls, hotels, and workplaces.

- **Level 3 Charging:** L3 charging, also known as DC fast charging or rapid charging, is the fastest charging option for EVs. L3 chargers operate at higher voltages and currents, allowing significantly faster charging times. It can provide a substantial amount of range in a short period, typically ranging from 30 minutes to an hour for an 80% charge. L3 chargers are commonly found at public charging stations along highways, rest areas, depots, and other high-traffic locations.

Electrification trends in India and penetration of L1, L2 and L3 chargers:

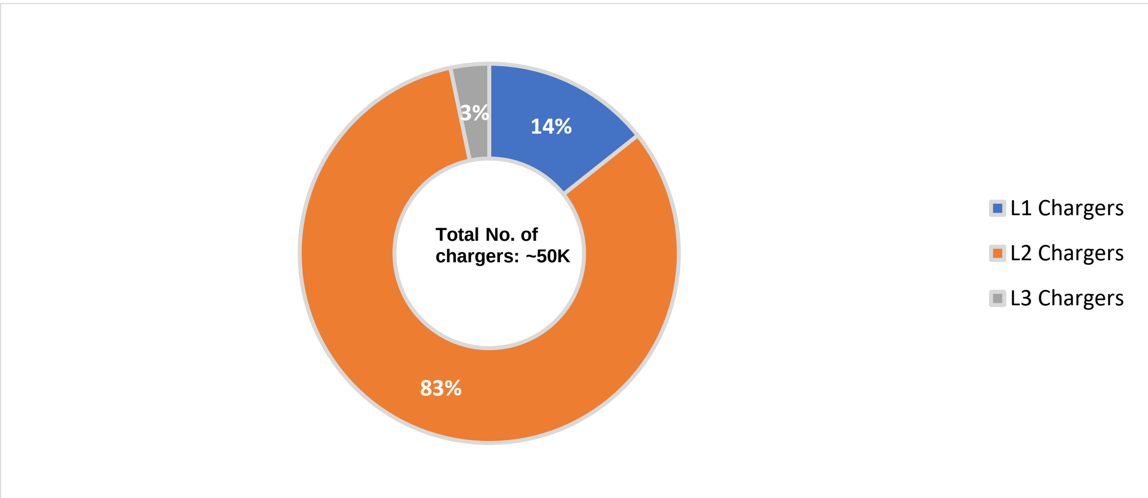
Since EVs are the form of transportation of the future, investments in the infrastructure needed for EV adoption are being made by stakeholders across the value chain. As can be seen in the below chart, the electrification in the two wheelers and three wheelers segment has been higher compared to passenger cars, as on Financial Year 2023, both of which can be charged by L1 charger.

Penetration of electric vehicles segment wise

	2023	2025	2028
	1.2%	2-6%	8-10%
	4.7%	7-11%	20-25%
	10.3%	18-22%	30-35%
	0.4%	1-5%	1-6%
	6.2%	7-11%	14-16%

Source: SIAM, Vahan, CRISIL MI&A

Current share of L1, L2 and L3 chargers in India: Financial Year 2023



Note: The above chart doesn't include the L1/L2 chargers of residential segment and fleet operators' captive stations. It includes the PCS and e-buses charging stations segment.

Source: BEE, CRISIL MI&A

Entry barriers for electric vehicle supply equipment manufacturers and charge point operators

Technology evolution: Electric mobility is a dynamic space that necessitates continual technology innovation in areas such as quicker charging speeds, compatibility with various EV models, footprint, regulatory compliance, and increased user experiences. So, EV Charger manufacturers need to have broad skill set of technology capabilities in software, hardware and system design to make such continual improvements

Performance requirements: Customers typically expect 95%+ uptime, at least 95% power conversion efficiency, working temperature range of -10 to 55 degrees and wide output voltage in DC Chargers of 200V to 1000V to ensure compatibility across vehicle ranges. These criteria aid in the reduction of energy expenses and the achievement of high uptime.

Grid Infrastructure Compatibility: EV chargers must be compatible with current and future grid utilities, such as smart grid systems and V2G technologies. Making room for such improvements in the future is critical for making the product future proof. For example, the upcoming ISO15118 standard defines a new type of communication between the charger system, vehicle, and smart grid.

Partnerships and Alliances: For EV Charger to work seamlessly, it needs to seamlessly work with EV ecosystem of central management systems of various CPO's, all existing and new EV models plying on road and with grid where there is functionality of grid load management. EV chargers who have integrated with maximum of such ecosystem players will have more advantage in the market.

Service setup: Established OEMs have pan India sales and therefore, such OEM's and Charge Point Operators would require EV Charger manufacturers to have national presence. Companies having national service presence would have an advantage over others.

Electric vehicle chargers - business models based on end use segment

Charging Scenarios / users		**Products /Solutions**
Residential & Retail segment		Wall mount charger offered by OEMs along with the purchase of vehicle. Typically, in the range of 7.2 to 11 KW AC charger which requires a 3-phase residential connection.
Charging stations installed in key areas for public as a supplement to residential charging.		Charging stations are operated by PSUs, Private players, OMCs and network operators. The power is supplied either by discoms or captive power arrangements.
Charging of e-buses run by STUs, schools, corporates		E-Buses are charged at depots by 200 KW DC fast chargers. The power rating is expected to increase going ahead as more e-buses come into the market

Fleet operators who offer e-fleet for urban mobility solutions.		Fleet operators are urban mobility service providers who offer electric car riding platforms. Currently there are very few start-ups in this space, most of which have captive charging stations where bulk of fleet can be charged at once.

Current market size of electric vehicle charging infrastructure as of and for Financial Year 2023

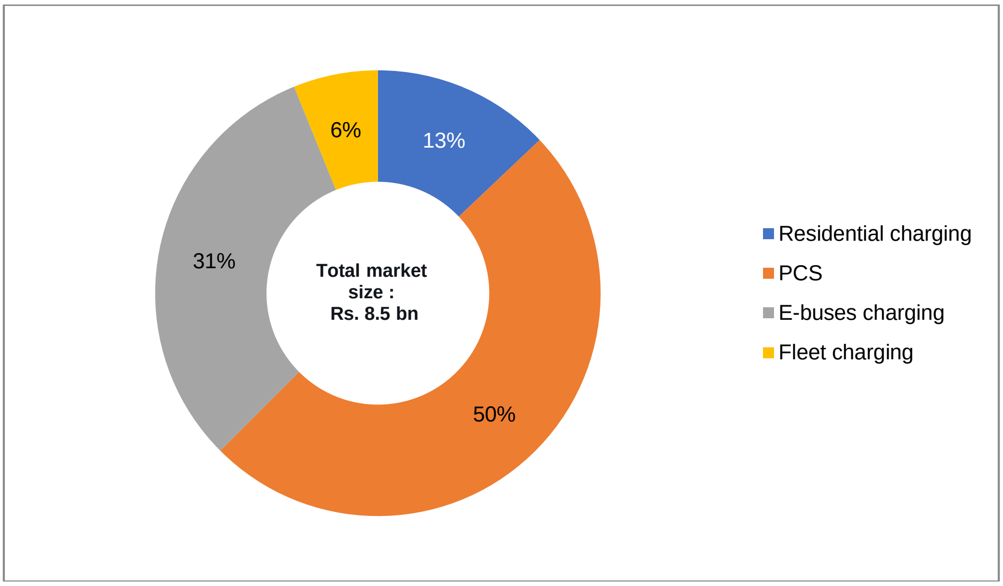
The automotive industry is a substantial contributor to India's economy, accounting for ~7.1% of GDP and employing a significant number of people according to Press Information Bureau. According to the CRISIL MI&A, India's domestic electric passenger car industry is expected to increase at a CAGR of 51% between 2023 and 2028, reaching ~4 lakh annual sales by 2028. Multiple OEMs have announced launches of EV models anticipated to come by 2025, which are expected to have longer ranged and thus may address consumers' anxiety with respect to vehicle range.

There is a growing focus on expanding the charging infrastructure network across the country. Public charging stations are being installed in cities, highways, and commercial areas, making it more convenient for EV owners to charge their vehicles. There is an increasing adoption of fast charging technologies, such as DC fast charging, to reduce charging times and provide greater convenience to EV users.

Setting up charging stations demands a considerable quantum of investment, which includes capital expenditure, grid connection fees, and operations and maintenance expenditures. Another issue for EVSE infrastructure development is assuring charger compatibility. As a result, in the charging infra segment capital availability as well as technical skill is required.

To address this issue, the leading EV charger manufacturers in India are currently engaged in manufacturing a diverse product portfolio of AC and DC chargers. ABB, Delta Electronics, Exicom Tele-Systems Limited, Mass-Tech, Ador are some of the country's major EVSE manufacturers, collaborating with leading EV OEMs to develop chargers based on the latest designs and algorithms.

Business segment wise chargers' share: Financial Year 2023



Source: BEE, CRISIL MI&A

CRISIL MI&A estimates the current EV charging market to be valued at ~₹ 8.5 billion as of Financial Year 2023. The overall number of chargers is estimated at nearly 50,000, with the residential category leading by far with a 61% share in terms of volume. According to data from the Bureau of Energy Efficiency, a total of 8,751 Public

Charging Stations ("**PCS**") are active in the country as of June 2023. This is a 13x increase over the 650 charging outlets in 2019. A total of 419 PCS are operational across national highways in the country.

Recent trends and developments – investment plans of the leading operators

Leading Charge Point Operators and EVSE manufacturers in India are investing in the development of EV charging infrastructure to address the lack of charging infrastructure, which is one of the major challenges to the widespread adoption of EVs in India. EVSE manufacturers are a critical component in the value chain of the EV eco system, and as such, they are strategizing their investments and partnerships at the present time.

- Tata Power: Tata Power is one of the leading players in India's EVSE market. Over 500 EV charging stations have been placed in over 100 cities, and the company has partnered with HPCL (Hindustan Petroleum Corporation Limited) to construct EV charging stations at HPCL's retail shops.

- Jio-BP: Jio-BP, a Reliance Industries Limited and BP joint venture, is developing its EV charging infrastructure across India.

- Fortum: Fortum, which forayed into India's EV charging infrastructure space in 2017, has rebranded its 'Fortum Charge & Drive' EV charging business. The company is switching to a new brand identity – Glida and has over 450 charging points in key cities.

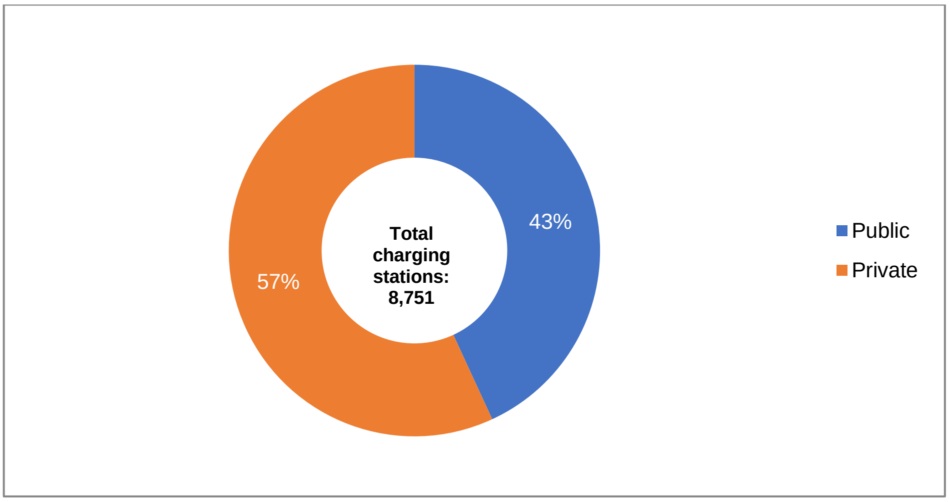
- Zeon Charging: Zeon Charging, a Tamil Nadu-based electric charging infrastructure company, will invest Rs 250 crore in the installation of 400 EV chargers across the state. This five-year investment is specifically for setting up chargers in Tamil Nadu, and we have identified spots and will add these chargers at 70-100 locations within the next two years. In addition, Zeon will have 300 locations around the state, both in cities and along roads, during the next five years.

- ChargeZone: ChargeZone, a tech-driven EV charging infrastructure company in India, has raised $54 million in Series A1 funding round led by global impact investment management firm BlueOrchard Finance. The company plans to raise an additional $75-100 million in equity as part of Series A2 during 2023-2024. The investment will be deployed to accelerate the next phase of expansion of its retail and public EV charging network across India, including State and National Highways.

Electric Vehicle charging market and segmentation outlook

Market size for public charging infrastructure and projected growth over Financial Year 2023 – Financial Year 2028

Share of public versus private charge point operators in public charging space



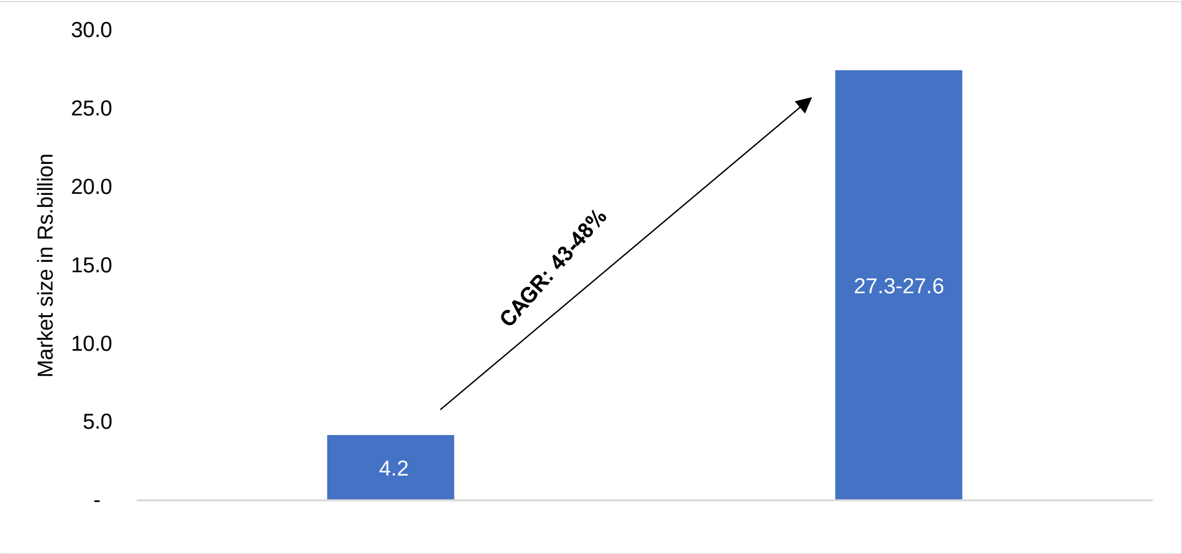
Source: Bureau of Energy efficiency, CRISIL MI&A

The EV charger demand in India witnessed a significant increase in Financial Year 2022 and Financial Year 2023, owing to increasing EV penetration. Of the 8,752 public charging stations, close to 50% stations have been provided by private players, a few of the major ones being Delta Electronics, ABB, Exicom Tele-Systems Limited, and Mass-Tech. JioBP, ChargeZone, Statiq are some of the leading charge point operators of EV charging stations in the country.

With respect to public sector units, Convergence Energy Services Limited which is a subsidiary of Energy Efficiency Services Limited, NTPC Vidyut Vyapar Nigam Ltd, OMCs such as Indian Oil Corporation Limited, Hindustan Petroleum Corporation Limited, Bharat Petroleum Corporation Limited, State boards such as Kerala State Electricity Board, Bangalore Electricity Supply Company Limited etc are some of the leading players that have floated tenders/set up stations or offering space for retail outlets.

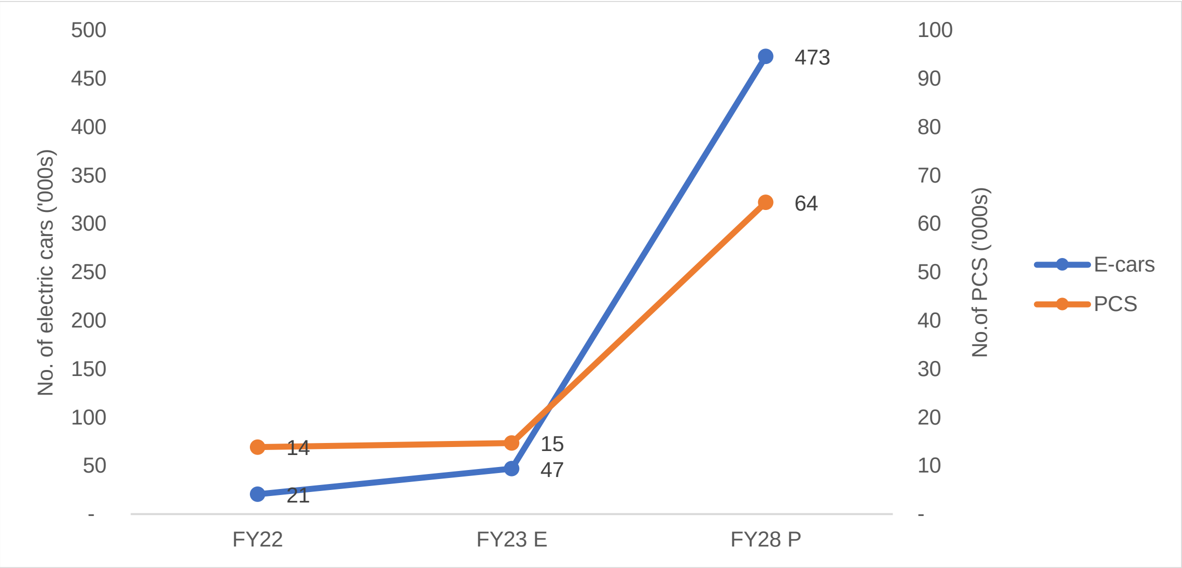
This diverse market offers AC, DC, and fast charging stations to cater to different EV needs. Further, real estate companies such as Lodha Group, MyGate, and Rustomjee Group, collaborated with charge point Operators to deploy EV charging solutions in their new and existing properties.

Review and outlook market size of public charging stations: review and outlook



Source: Bureau of Energy efficiency, CRISIL MI&A

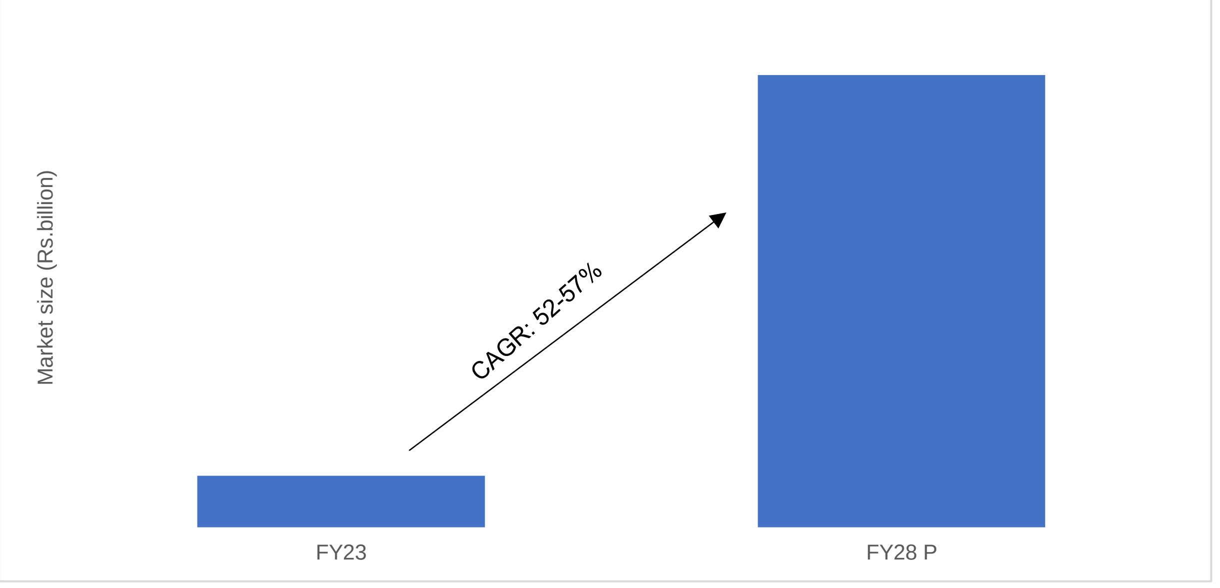
Trend of number of electric cars versus public charging stations



Source: Vahan, Bureau of Energy efficiency, CRISIL MI&A

Market size for fleet operator charging infrastructure and projected growth over Financial Year 2023 – Financial Year 2028

Market size of captive charging stations for fleet operators: review and outlook



Source: CRISIL MI&A

With the commercial fleet operator's population expected to go up by 50%, coupled with an increase in the share of fast chargers, the market is expected to grow at a CAGR of 52-57% in the Financial Year 2023 – Financial Year 2028.

Market size for Residential charging infrastructure and projected growth over Financial Year 2023 – Financial Year 2028)

Residential charging with a wall mount charger is a convenient and efficient way to charge electric cars at home. EV owners can plug in their vehicles and leave them to charge overnight, ensuring that they are fully charged and ready to go in the morning. Wall mount chargers may come with additional features such as Wi-Fi connectivity, mobile app control, and scheduling options. These features can help optimize charging and provide greater convenience for EV owners. Wall mount chargers can provide faster charging speeds than standard household outlets.

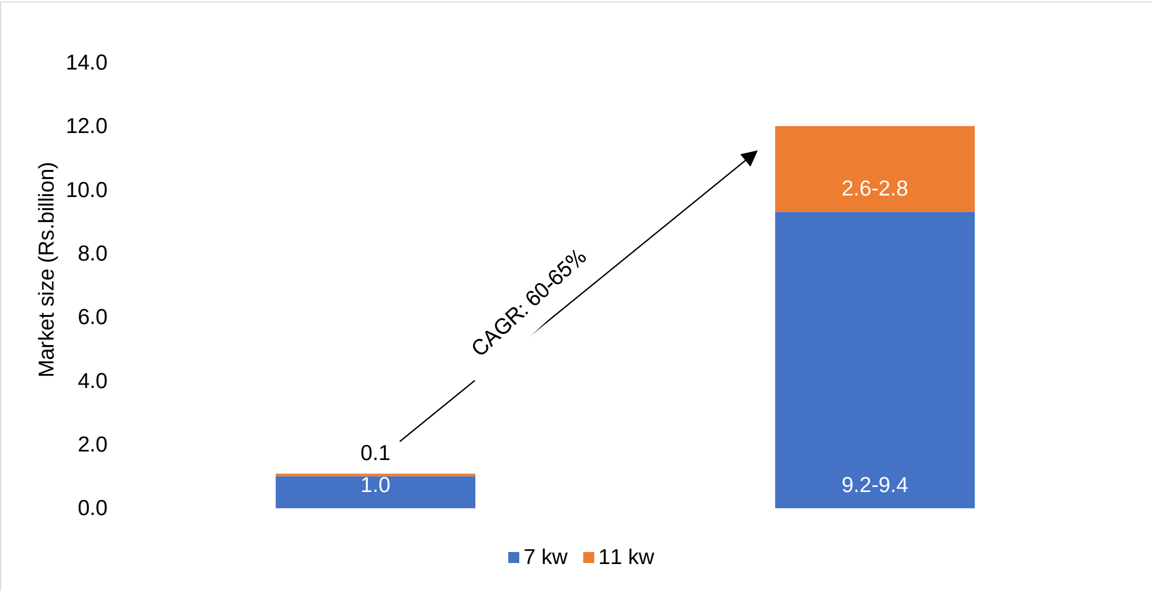
EV models in India and charger options

OEM	EV Models	Portable Charger	Wall mount charger	Wall mount Charger rating
Tata Motors	Nexon Max	✓	✓	7.4 Kw AC
	Nexon Prime	✓	×	7.4 Kw AC
	Tiago XT	✓	×	7.4 Kw AC
	Tiago XZ+	✓	✓	7.4 Kw AC
	Tigor (All variants)	✓	×	
MG	ZS EV	✓	✓	7.4 Kw AC
	Comet	✓	×	7.4 Kw AC
Hyundai	Kona	✓	✓	7.4 Kw AC
	Ionoq	✓	✓	11 Kw AC
BYD	Atto 3	✓	✓	7.4 Kw AC

	e6	✓	✓	7.4 Kw AC
M&M	XUV 400	✓	✓	7.4 Kw AC
	e-verito	✓	✗	
	e2o	✓	✗	
	eKUV100	✓	✗	

Source: Company websites, CRISIL MI&A

Market size of residential charging infrastructure: review and outlook



Source: CRISIL MI&A

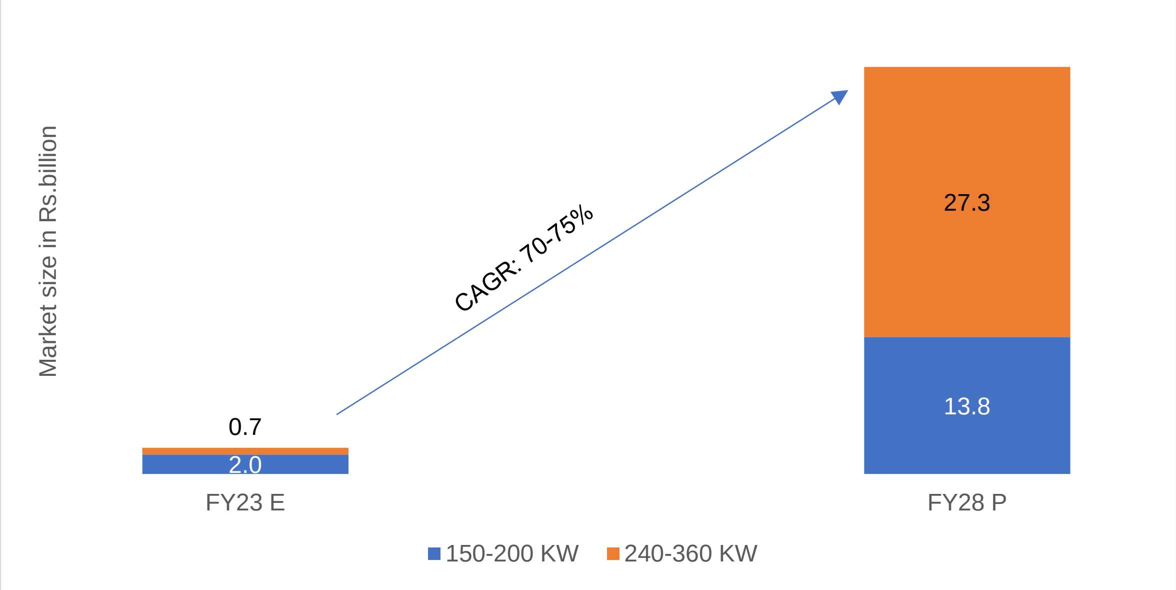
The 60-65% CAGR can be attributed to 50-52% CAGR expected in electric passenger car sales and increasing share contributed by 11 KW wall mount chargers.

Market size for electric bus charging infrastructure and projected growth over Financial Year 2023 – Financial Year 2028

The Ministry of Road Transport and Highways ("**MoRTH**") has asked state transport undertakings ("**STUs**"), responsible for procuring and operating buses, to replace over 32,000 old diesel buses with electric vehicles. According to a MoRTH estimate, 25 STUs own a total of 32,062 buses that are more than 10 years old. Most ageing buses currently in use by STUs are BS-II or BS-III diesel buses. STUs are keen on scrapping these old buses as they are inefficient and polluting.

To accelerate the process of adaptation of electric vehicles, the Department of Heavy Industries launched Faster Adoption and Manufacturing of Electric Vehicles India (FAME India). Under the FAME scheme, the State Transport Undertakings (STUs) or City Transport Undertakings (CTUs) are given subsidies for the procurement of electric buses for the public use as well as to put up the supporting charging infrastructure. Benefitting from the scheme, many cities have already started electric bus operations.

Market size of electric bus charging stations



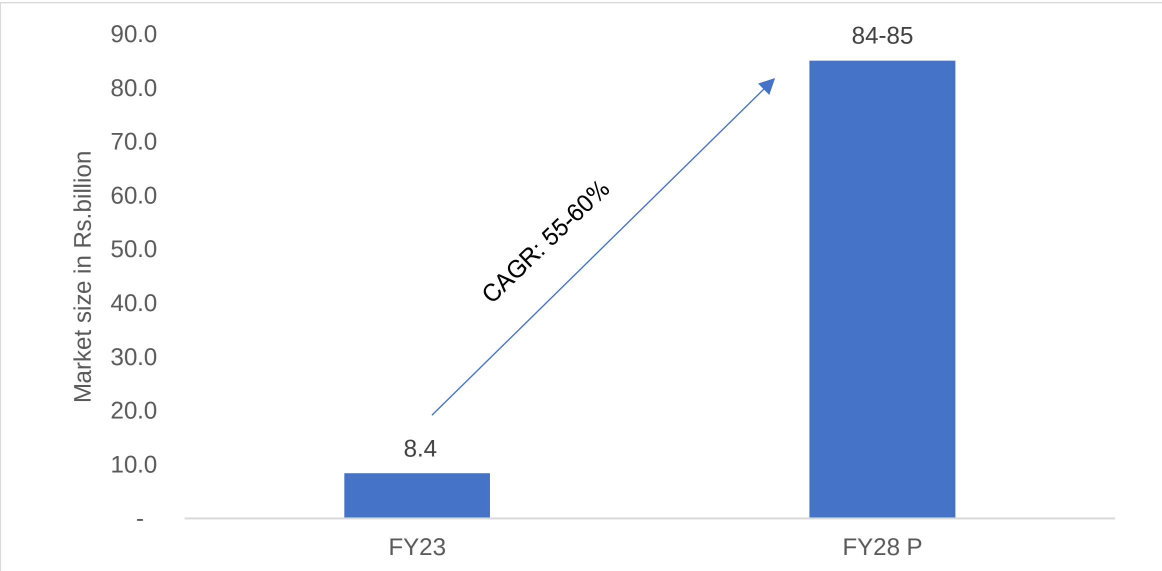
Source: CRISIL MI&A

Electric vehicle charging infrastructure overall - Outlook for Financial Year 2023 – Financial Year 2028

The public charging station market which contributes ~50% of the overall EVSE market size as on Financial Year 2023 is expected to grow at a CAGR of 43-48% in Financial Year 2023 – Financial Year 2028. The E-buses charging stations market is expected to grow at a faster rate at a CAGR of 70-75% owing to higher scope of penetration. Residential charging segment is expected to grow at a CAGR of 60-65% and will continue to lead ~ 13-14% of the overall pie of EVSE market. Fleet charging market is expected to grow at a CAGR of 52-57% led by more commercial fleet operators entering the EV fleet market.

Overall, rise of EV penetration in passenger vehicles ("**PVs**"), fleets and buses will cause the demand for EV Chargers for all key segments combined to grow at a CAGR of 55%-60% between Financial Year 2023-Financial Year 2028.

Market size of overall charging infrastructure



Source: CRISIL MI&A

The penetration of electric vehicles in the passenger car segment increased from 0.03% in Financial Year 2016 to 1.3% in Financial Year 2023. This is expected to go to 8-10% by Financial Year 2028. Similarly, the electric vehicle penetration in electric buses segment increased from 0.01% in Financial Year 2016 to 2.8% in Financial Year 2023. This is expected to go to 14-16% by Financial Year 2028.

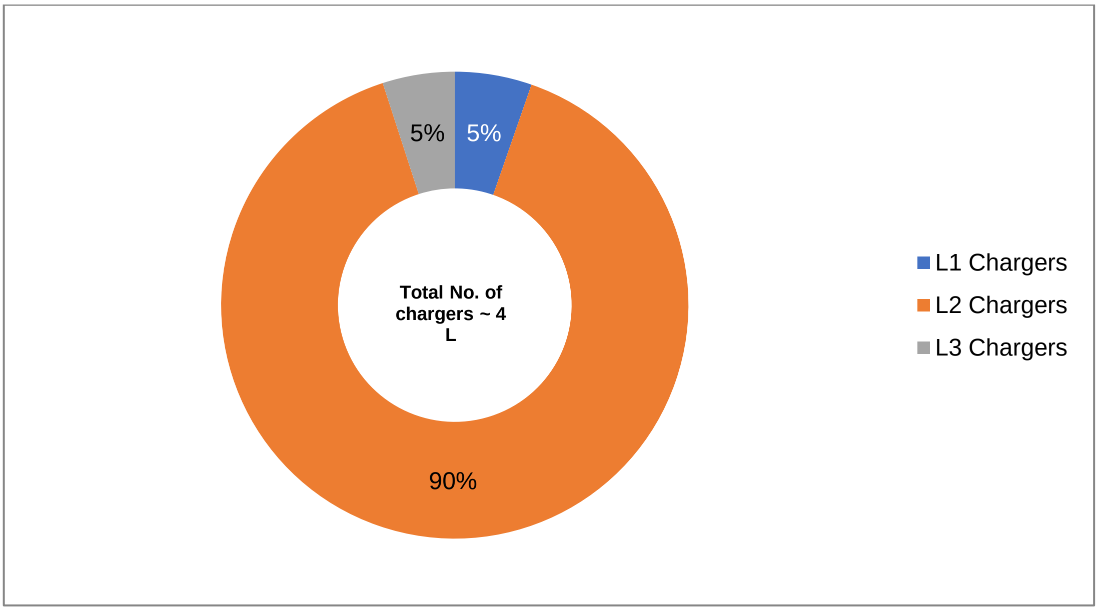
The Union Minister of Heavy Industries sanctioned ₹ 800 crores in March 2023 under FAME India Scheme Phase II to the PSU Oil Marketing Companies (“**OMCs**”) - Indian Oil (“**IOCL**”), Bharat Petroleum (“**BPCL**”), and Hindustan Petroleum (“**HPCL**”) - for setting up 7432 public fast charging stations across the country. The OMCs have sufficient land in the premises of their Retail Outlets which can be utilized for the setting up of the charging stations.

OMC wise proposed Chargers to be installed:

OMC	Chargers of 50/60 KW capacity	Chargers of 100/120 KW capacity	Total
IOCL	2,707	731	3,438
BPCL	1,739	595	2,334
HPCL	1,216	444	1,660
Total	**5,662**	**1,770**	**7,432**

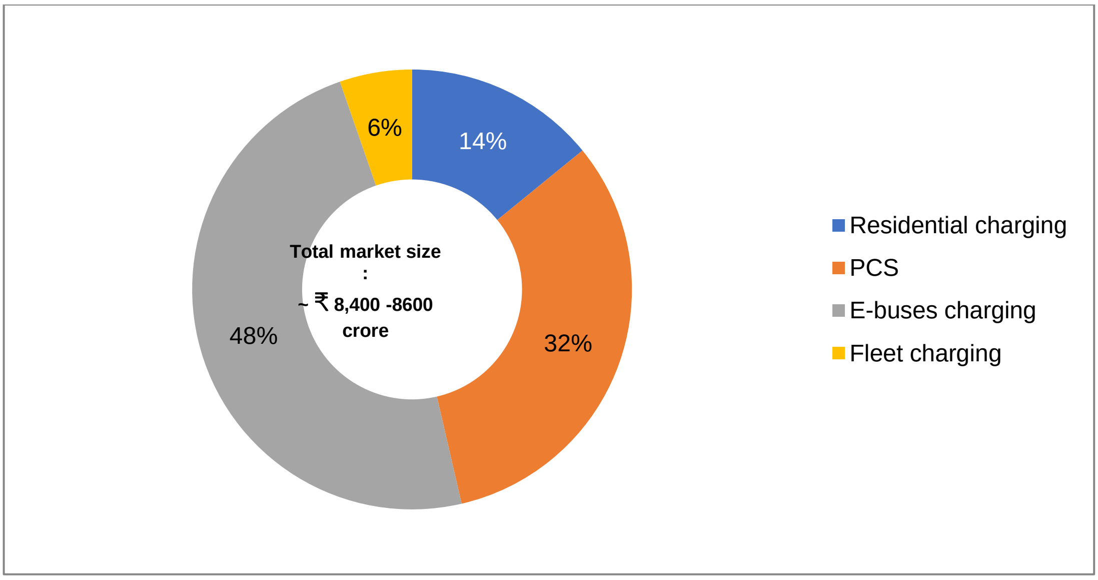
Source: CRISIL MI&A

Projected share of L1, L2 and L3 chargers in Financial Year 2028



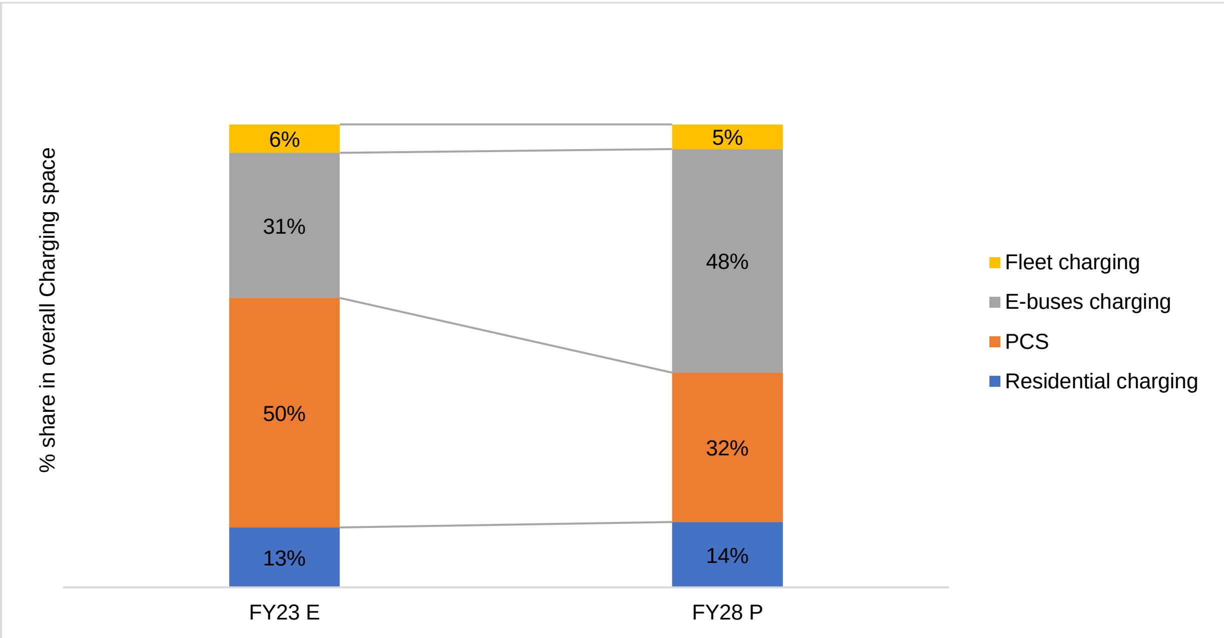
Source: CRISIL MI&A

Projected market size of electric vehicle charging infrastructure Financial Year 2028



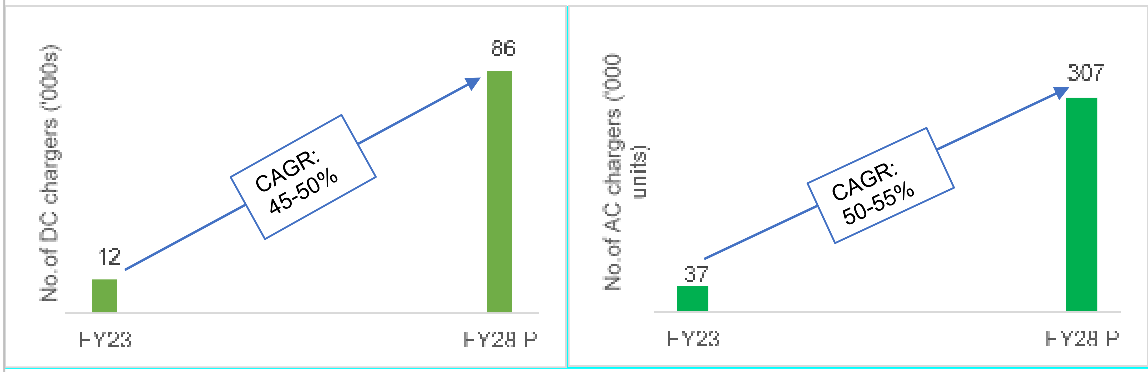
Source: CRISIL MI&A

Segment wise share in electric vehicle charging infrastructure in Financial Year 2023 – Financial Year 2028



Source: CRISIL MI&A

Direct current and alternate current chargers' growth in volume in Financial Year 2023 – Financial Year 2028



Source: CRISIL MI&A

DC Charger, primarily driver by E-bus charging and public charging market, is expected to grow from 12,000 units in Financial Year 2023 to 86,000 units in Financial Year 2028 at a CAGR of 45-50%. AC Chargers, are expected to grow from 37,000 units in Financial Year 2023 to 307,000 units in Financial Year 2028, primarily driven by home charger sales.

The electric charging infrastructure market is at a nascent stage in India at ~ ₹ 8.4 billion. Nevertheless, with all the growth factors mentioned above like the government push in the form of favorable policies, incentives and subsidies, lower cost of ownership, growth in underlying segments of electric passenger cars and electric buses, upcoming investments in EV charging space, are expected to increase the market by ~10x the existing size, i.e., to ₹ 8.6 billion by Financial Year 2028.

Overall, to support the shift towards EVs, the EV charging network will need to ramp up its capacity, presenting a significant, industry-wide market opportunity for EV charging products with a projected total addressable market ("**TAM**") of ₹ 8.6 billion by Financial Year 2028 in India.

Exicom Tele-Systems Limited was amongst the first entrants in the EV Charger manufacturing segment in India and has a leading market share in EV Charging products with 60% market share in residential charging and 25% market share in public charging space. Exicom Tele-Systems Limited is one of the few companies in India which has a full stack of AC and DC chargers portfolio ranging from 3.3kW to 360kW with pan-India after sales service as well. It counts leading Auto OEM's, Charge Point Operators and Fleet Operators as its customers and has deployed over ~35K chargers across 400 locations in India as of March 31, 2023.

In Critical Power, it has leading telecommunication companies and tower companies as its customers across India, Southeast Asia and Africa and is one of the few players having both DC Power and energy storage as part of its portfolio. Exicom Tele-Systems Limited has already deployed 450,000 Li-ion batteries in telecommunication as of Financial Year 2023 translating to over 2.0 GWh of storage capacity making it one of the leading players in this segment with ~10% market share. Exicom Tele-Systems Limited recently won a large Li-ion battery order amounting to ~21K battery packs from BSNL in its pursuit of network augmentation.

Competitive Financial Benchmarking

Key financial metrics – Financial Year 2022/2023

Companies/ Particulars	Operating income (Rs million)	Operating EBITDA (Rs million)	PAT (Rs million)	Operating EBITDA margin (%)	PAT margin (%)	ROCE (%)	ROE (%)	Gearing ratio	Inventory (days)	Debtors (days)	Creditors (days)
Amara Raja batteries	1,03,959	14.058	6,944	13.5%	6.7%	19.7%	14.3%	-	66	27	38
Exide batteries	1,45,919	15,680	9,036	10.7%	6.2%	11.5%	8.3%	-	83	31	55
Coslight India*	746	-160	-217	-21.0%	29.0%	21.0%	22.0%	-	49	57	460

Delta Electronics India*	15,847	590	11	4.0%	1.0%	1.0%	1.0%	0.5	128	62	111
Exicom Tele-Systems Limited*	3,792	-77	40	-2.0%	1.0%	13.0%	3.0%	0.8	119	118	217
Vertiv Energy*	22,594	2,594	180	11.0%	8.0%	56.0%	41.0%	-	53	78	132
Greenpole Power Solutions*	310	12	7	3.7%	2.2%	131.0 %	100.0 %	-	51	56	132
Vrinda Nano Technologies*	1408	54	27	4.0%	2.0%	17.0%	22.0%	1.4	68	84	59
Aptiv Power*	26,392	4,629	2,707	18.0%	10.0%	49.0%	34.0%	-	42	90	139
Statiq (Sharify Services) *	96	-16	-18	-17.0%	19.0%	97.0%	98.0%	-	57	68	358
HBL Power Systems Limited	13,718	1,635	984	11.9%	7.1%	14.4%	11.3%	-	104	80	43
Servotech Power Systems*	1,495	243	36	16.3%	2.4%	11.5%	8.7%	0.4	35	86	38

Source: Company annual reports, CRISIL MI&A

* *Financial Year 2022*

OUR BUSINESS

*Some of the information in the following section including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section "**Forward Looking Statements**" on page 18 for a discussion of the risks and uncertainties related to those statements and the section "**Risk Factors**" beginning on page 28 for a discussion of certain risks that may affect our business, financial condition or results of operations and the "**Restated Consolidated Financial Information**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on pages 266 and 348, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in, or implied by, these forward-looking statements.*

*Unless the context otherwise requires, in this section, references to "Exicom", "we", "us" or "our" refers to our Company and Subsidiary on a consolidated basis. Unless the context requires otherwise, all financial information included herein is derived from our Restated Consolidated Financial Information included in '**Financial Information**' beginning on page 266. Our Financial Year ends on March 31 of each year, and references to a particular Financial Year are to the twelve months ended March 31 of that year. We have also included various operational and financial performance indicators in this Draft Red Herring Prospectus, some of which have not been derived from our Restated Consolidated Financial Information. The manner of calculation and presentation of some of the operational and financial performance indicators, and the assumptions and estimates used in such calculation, may vary from that used by other companies in India and other jurisdictions.*

*We have exclusively commissioned and paid for the services of independent third party research agency, CRISIL, and have relied on the report titled "*Industry Report on EV Chargers, Telecom Power, Telecom & Data Centre Energy Storage Systems*" (the "**CRISIL Report**") dated September 2023, for industry related data in this Draft Red Herring Prospectus, including in the sections "**Industry Overview**", "**Our Business**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on pages 150, 192 and 348, respectively. We engaged CRISIL in connection with the preparation of the CRISIL Report pursuant to an engagement letter dated June 29, 2023 and commissioned and paid for such report for the purposes of confirming our understanding of the industry in connection with the Offer. The CRISIL Report will be available on the website of our Company at https://www.exicom.in/investors.html from the date of this Draft Red Herring Prospectus until the Bid/Offer Closing Date and has also been included in "**Material Contracts and Documents for Inspection – Material Documents**" on page 457. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year, refers to such information for the relevant Financial Year.*

*The following information 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 Consolidated Financial Information**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" beginning on pages 28, 150, 266 and 348, respectively, as well as financial and other information contained in this Draft Red Herring Prospectus as a whole.*

Overview

Incorporated in 1994, we are an India headquartered power management solutions provider, operating under two business verticals, (i) our electric vehicle supply equipment ("**EV Charger(s)**") solutions business, wherein we provide smart charging systems with innovative technology for residential, business, and public charging use in India ("**EV Charger Business**"); and (ii) our critical power solutions business, wherein we design, manufacture and service critical digital infrastructure technology to deliver overall energy management at telecommunications sites and enterprise environments in India and overseas ("**Critical Power Business**"). We were amongst the first entrants in the EV Chargers manufacturing segment in India and as of March 31, 2023, we are amongst the market leaders, with a market share of 60% and 25% in the residential and public charging segments, respectively (*Source: CRISIL Report*). Furthermore, in our Critical Power Business, we occupy a market share of 16% in the DC Power Systems market and are recognized as a leading player in the market for Li-ion Batteries for application in the telecommunications sector, having a market share of approximately 10% as of March 31, 2023 (*Source: CRISIL Report*).

We aim to be an impact business contributing to the sustainable energy transition by enabling electrification of transportation, and energy stability of digital communication infrastructure.

EV Charger Business

We leveraged our nearly three decades of domain experience and know-how in power conversion, energy management and de-carbonization solutions, along with tapping into our existing manufacturing and supply chain operations, to commence our EV Charger Business in 2019, which provides smart electric vehicle ("**EV**") charging products and solutions. We are guided by our overall objective of making EV chargers simple to use, future-proof and efficient over their life-cycle. Our EV Charger Business provides slow charging solutions, i.e., AC chargers primarily for residential use, as well as fast charging solutions, i.e., DC chargers for business and 'public charging' networks in cities and on highways to a diverse customer base, including established automotive OEMs (passenger cars as well as EV buses), charge point operators ("**CPOs**"), and fleet aggregators. Our EV charging products are compliant with global standards such as CE, as well as with Indian certification requirements such as the regulatory compliances set by Automotive Research Association of India ("**ARAI**"). As of March 31, 2023, we had deployed over 35,000 EV chargers across 400 locations in India (*Source: CRISIL Report*). We endeavour to differentiate our EV Chargers by focussing on form factor, performance, and ability to work in harsh environmental and electrical conditions, with an emphasis on achieving increased indigenization.

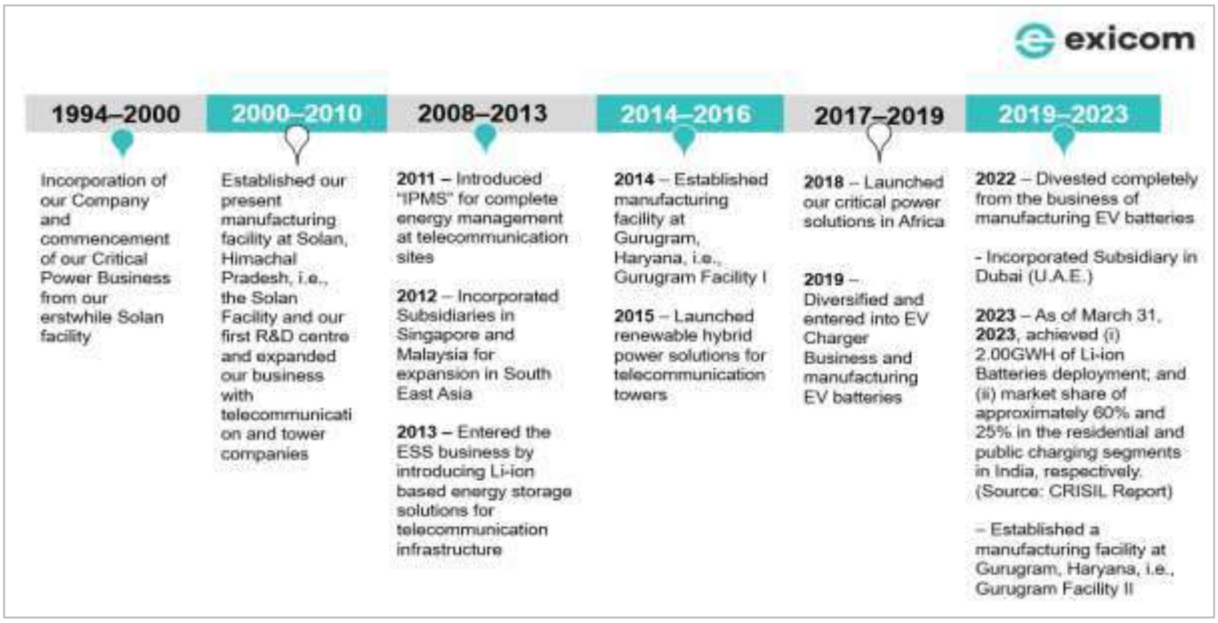
Driven by a global focus on energy transition and the decreasing manufacturing costs, the world of transportation is experiencing an accelerated shift towards electrification (*Source: CRISIL Report*). As per the CRISIL Report, the Indian EV industry is one of the fastest growing markets in the world with growth of over 130% from Financial Year ended March 31, 2022 (despite lack of FAME demand incentive, albeit on a lower base). EV penetration is expected to grow across vehicle segments, i.e., two-wheelers ("**2W**"), three- wheelers ("**3W**"), passenger vehicles ("**PVs**"), buses and commercial vehicles. The EV PV and bus market is estimated to grow by nine times between Financial Year ended March 31, 2023 and Financial Year ended March 31, 2028, at a CAGR of 50% to 60% with 8% to 10% EV penetration, while the electric bus market is estimated to achieve penetration of 14% to 16% by Financial Year ended March 31, 2028, which translates into growth at a CAGR of 55% to 60% (*Source: CRISIL Report*). To support this shift towards EVs, the EV charging network will need to ramp up its capacity, presenting a significant, industry-wide market opportunity for EV charging products with a projected total addressable market ("**TAM**") of ₹ 86.00 billion by Financial Year ended March 31, 2028 in India (*Source: CRISIL Report*). Globally, according to CRISIL, EV charging market for public chargers is projected to grow from an estimated 2.61 million units in 2022 to 16.39 million units by 2027, at a CAGR of 44.40%. As per the CRISIL Report, there is a growing focus on expanding the charging infrastructure network across India as public charging stations are being installed in cities, highways, and commercial areas, and adoption fast charging technologies, such as DC fast charging, is increasing. By designing and manufacturing EV Chargers for residential, business, and public use, we aim to provide products to lay the infrastructure required to meet the demands of growing EV ownership in India.

Critical Power Business

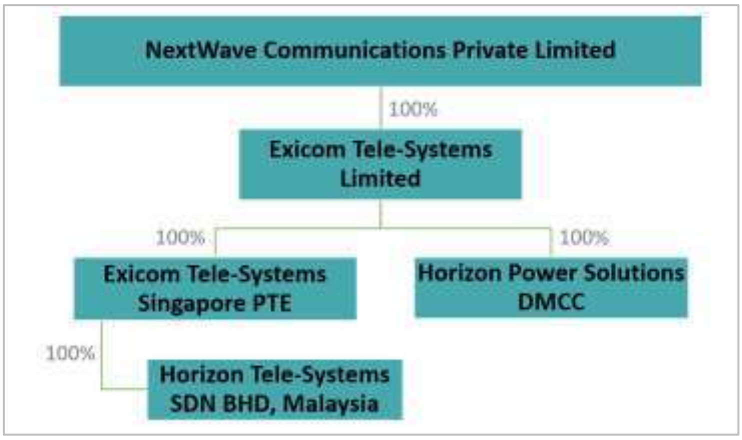
Our Critical Power Business delivers overall energy management at telecommunications sites and enterprise environments. Under this business vertical, we offer a diversified portfolio of DC power conversion systems ("**DC Power Systems**") and Li-ion based energy storage solutions to deliver back-up power during grid interruptions ("**Li-ion Batteries**" or "**ESS**") and have deployments in India, South East Asia and Africa. Our DC Power Systems are typically customized to customers' specifications for use cases at telecommunications sites, including at large central offices, renewable hybrid sites, base station sites (independent or shared) and small cell/Wi-Fi sites. As on the date of this Draft Red Herring Prospectus, we have achieved deployment of our DC Power Systems across 15 countries in South East Asia and Africa. Our Li-ion Batteries provide back-up power in case of power grid interruptions or intermittent renewable energy supply, and are based on modular and parallelable platforms supported by our proprietary battery management system ("**BMS**") and can be combined to make battery systems to meet the requirements of the end-application. As of March 31, 2023, our Company has deployed 450,000 Li-ion Batteries for application in the telecommunications sector, equivalent to a storage capacity of over 2.00 GWH. As per the CRISIL Report, the increasing demand for mobile data and voice services, the growing adoption of 4G and 5G networks, telecommunications power upgrade projects, expansion of telecommunications network in bad-grid and off-grid locations, and overall need for reliable and uninterrupted power supply for telecommunications towers are the key factors driving the growth of telecommunications power industry.

The telecommunications power systems market in India is expected to grow from approximately ₹15 billion in Financial Year ended March 31, 2023 to ₹ 22 billion in Financial Year ended March 31, 2028 at a CAGR of 8.50% *(Source: CRISIL Report)*. The ESS market for telecommunications is expected to grow from ₹ 19.50 billion in Financial Year ended March 31, 2023 to ₹ 36.10 billion in Financial Year ended March 31, 2028 at CAGR of 13.10%, with an aggregate market potential of approximately ₹ 150 billion over the next five Financial Years *(Source: CRISIL Report).* Furthermore, according to CRISIL, the proliferation of data centres has heightened the demand for accompanying infrastructure, including energy solutions such as Li-on Batteries.The market size for Li-ion based battery ESS for data centres is estimated at approximately ₹ 3.20 billion for Financial Year ended March 31, 2023 and is projected to grow to ₹ 47 billion by Financial Year ended March 31, 2028, with an aggregate market potential of approximately ₹ 120 billion over the next five Financial Years, as per Customized Energy Solutions *(Source: CRISIL Report)*. Whether this growing quantity of data is exchanged through telecommunications networks or managed through data centres centrally in cloud locations, distributed at the "edge" of the network or processed in an enterprise location, we endeavour that the underpinnings and operations of such locations rely on our Critical Power Business products.

A graphical representation of our evolution and growth is set forth below.



We have strategically expanded our presence and operations to overseas markets by establishing three Subsidiaries (including direct and indirect), Exicom Tele-Systems (Singapore) Pte. Ltd. in Singapore, Horizon Power Solutions DMCC in U.A.E., and Horizon Tele-System SDN BHD in Malaysia and are in the process of incorporating a subsidiary in the Netherlands. Our corporate structure, as on the date of this Draft Red Herring Prospectus is set forth below:



Our operations are vertically integrated with end-to-end product development capabilities from concept to design to engineering to prototype testing, along with two dedicated R&D centres, with our extensive product portfolio manufactured in-house at our three manufacturing facilities in India at Solan, Himachal Pradesh and at Gurugram, Haryana, which have an annual capacity of 12,000 DC Power Systems; 44,400 AC chargers and DC fast chargers, and a total built-up area of 134,351.95 sq. ft. We rely on our in-house R&D capability to manufacture certain key components in-house, relationships with our vendors and suppliers of key components and our vertically integrated operations and utilization of common manufacturing and supply chain to exercise a degree of control over our manufacturing costs, including raw material and process costs, which contributes to our pricing ability. Our business is supported by an employee base of 1,124 in India (of which 421 are engaged on contractual basis and not on our rolls) as of August 31, 2023, which includes 705 technically qualified employees (431 diploma holders and 274 engineers). Additionally, we have 43 employees at our Subsidiaries (overseas).

Being an innovation-focused company, we have a dedicated R&D team of 144 employees, as of August 31, 2023, housed at our two R&D centres located in Gurugram and Bengaluru. Our R&D team focusses on power electronics design, firmware, system engineering, EV Charger development and battery pack/BMS development. We attribute our market position in our EV Charger Business to our ability to work backwards from desired customer use-case and experience and develop products with the required technical specifications accordingly, for AC chargers, DC chargers, software solutions. In our Critical Power Business, we focus on products with high efficiency, connectivity, reliability and flexibility which aim to help our customers to power digital communication infrastructure at reduced energy cost. Such solutions include advance chemistry based Li-ion Batteries, DC Power Systems to do complete power management at a telecomunnication site and hybrid renewable systems which make use of solar power to reduce energy expenses. With a focus on innovative and evolving markets, we seek to continuously innovate and upgrade our product and service offerings. As many of our products are proprietary in nature, we continually work on developing innovative, lean and cost competitive designs to maintain a technological edge across our product range. During the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, we incurred expenditure towards R&D (comprising R&D expenses and capitalized product development expenses) of ₹ 151.61 million, ₹ 152.06 million and ₹ 146.32 million, constituting 2.14%, 1.80% and 2.85% of our total revenue from operations, respectively for such periods. See ***"- Manufacturing Facilities***" and ***"- Research and Development***" on pages 211 and 216, respectively.

We have been recognized by industry bodies and external analysts over the years for our product quality and commitment to sustainable energy. The India Energy Storage Alliance recognized us as the 'EV Infrastructure Company of the Year' in 2022 and 2020. We were also awarded the 'Manufacturing Excellence (EV Infrastructure)' award at the 3rd ASSOCHAM Auto Forum and Awards in 2019. Both our manufacturing facilities are certified as compliant with ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018. See "***History and Certain Corporate Matters - Key Awards, Accreditations and Recognitions***" on page 238.

Our Company is guided by our individual Promoter, Anant Nahata, who has also been our Managing Director and CEO, since 2009. He holds a bachelors' degree in economics from the University of Pennsylvania. He was previously associated with Credit Suisse Investment Banking division and is credited for being a co-founder of Koovs Marketing Consulting Private Limited. He has over 14 years of relevant experience in the power electronics industry, including in particular, the Critical Power Business and EV Charger Business. He is supported by a robust management team under the guidance of our Board of Directors, which consists of individuals from various professional backgrounds. A number of our Directors, including Himanshu Baid, Leena Pribhdas Gidwani, Subhash Rustgi and Vivekanand Kumar, bring their experience in bring their experience in electrical engineering, finance, electronics, manufacturing and operations to our management and provide us with guidance, strong governance and outside-in perspective. See "***Our Management***" beginning on page 243.

We attribute our growth in revenue and profitability in part to our diversified product portfolio, continuing innovation and the establishment and growth of our EV Charger Business and Li-ion Batteries business. We have been able to grow our revenue from operations of ₹ 5,129.05 million in the Financial Year ended March 31, 2021 to ₹ 7,079.30 million in the Financial Year ended March 31, 2023, representing a CAGR of 17.48%. The following table sets forth certain key financial and operational metrics for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021 that are relevant to our business:

Sr. No	Particulars	Financial Year		
		2023	2022	2021
1	Revenue from operations (₹ million)	7,079.30	8,428.05	5,129.05
2	*Growth in revenue from operations (%)*	*-16.00%*	*64.32%*	*NA*
3	Gross profit (₹ million)	1,752.17	1,791.13	1,162.41

Sr. No	Particulars	Financial Year		
		2023	2022	2021
4	*Gross profit margin (%)*	*24.75%*	*21.25%*	*22.66%*
5	EBITDA (₹ million)	524.37	674.21	295.15
6	*EBITDA Margin (%)*	*7.41%*	*8.00%*	*5.75%*
7	EBIT (₹ million)	359.71	521.50	154.31
8	*EBIT Margin (%)*	*5.08%*	*6.19%*	*3.01%*
9	Profit/(Loss) for the year from continuing operations (₹ million)	310.32	303.96	126.76
10	*Profit after tax margin (%)*	*4.38%*	*3.61%*	*2.47%*
11	*RoE (%)*	*13.38%*	*13.72%*	*5.94%*
12	*RoCE (%)*	*10.92%*	*17.66%*	*5.33%*
13	Revenue from operations (Split between products and services):			
a	Revenue from sale of Products (₹ million)	6,201.40	7,684.31	4,688.49
b	Revenue from sale of Services (₹ million)	877.90	743.74	440.56
c	*Revenue from sale of Products (%)*	*87.60%*	*91.18%*	*91.41%*
d	*Revenue from sale of Services (%)*	*12.40%*	*8.82%*	*8.59%*
14	Revenue from operations (Split between our segments):			
i	Revenue from Critical Power (₹ million)	4,837.21	7,717.06	4,687.85
ii	Revenue from EV Charger (₹ million)	2,242.09	710.99	441.20
iii	*Revenue from Critical Power Systems (%)*	*68.33%*	*91.56%*	*91.40%*
iv	*Revenue from EV Charger (%)*	*31.67%*	*8.44%*	*8.60%*
15	Order received during the year/period:			
i	Critical Power (₹ million)	5,522.25	6,584.11	6,394.76
ii	EV charger (₹ million)	2,946.53	910.08	775.00
16	Order backlog: (₹ million)	2,906.24	1,507.06	2,594.07

Notes: As certified by the Statutory Auditors, Khandelwal Jain & Co., Chartered Accountants, pursuant to certificate dated September 27, 2023

1. *Revenue from Operations means the revenue from operations as appearing in the Restated Consolidated Financial Information*
2. *Growth in revenue from operations (%) is calculated as a percentage of revenue from operations of the relevant period/year minus Revenue from Operations of the preceding period/year, divided by revenue from operations of the preceding period/year.*
3. *Gross profit is calculated as revenue from operations less cost of materials consumed, purchases of stock-in-trade, manufacturing expenses and changes in inventories of finished goods, goods for re-trade and work-in-progress*
4. *Gross Profit Margin refers to the percentage margin derived by dividing gross profit by revenue from operations.*
5. *EBITDA is calculated as profit / (loss) for the period / year, plus total tax expense (credit) for the period / year, finance costs and depreciation and amortization expenses, excluding other Income.*
6. *EBITDA Margin (%) is computed as EBITDA divided by revenue from operations.*
7. *EBIT is calculated as profit / (loss) for the period / year plus total tax expense / (credit) plus finance costs, excluding other Income.*
8. *EBIT Margin (%) is computed as EBIT divided by revenue from operations, excluding other Income.*
9. *Profit after Tax means profit / (loss) for the year from continuing operations as appearing in the Restated Consolidated Financial Information.*
10. *Profit after Tax Margin refers to the percentage margin derived by dividing profit after tax by revenue from operations.*
11. *Return on Equity refers to the profit for the year/period attributable to equity shareholders of our Company divided by total Equity for the year/period*
12. *Return on Capital Employed is calculated as earnings before interest and tax divided by Capital Employed. Earnings before interest and tax is calculated as profit / (loss) for the period / year plus total tax expense / (credit) plus finance costs excluding other income. Capital Employed is calculated as total equity plus total borrowings minus intangible assets.*
13. *Revenue from operations split between Products and services. Percentage of revenue (%) from products is calculated as revenue from sale of products divided by total revenue from operations. Percentage of revenue (%) from services is calculated as revenue from sale of services divided by total revenue from operations.*
14. *Revenue from operations split between our two segments i.e Critical Power segment and EV charger segment. Percentage of revenue (%) from critical power is calculated as revenue from operation from critical power segment divided by total revenue from operation. Percentage of revenue (%) from EV Charger is calculated as revenue from sale of products and services from EV Charger segment divided by total revenue from operations.*
15. *Order received during the year/period means the number of orders received during the relevant financial year/period, between segments.*
16. *Order backlog means Order book outstanding as at the end of the relevant financial year/period.*

Strengths

Market leader with an early-mover-and-learner advantage in the Indian EV Charger market, a fast-growing industry characterized by high entry barriers

We are a market leader in the EV Charger industry in India, with a market share of approximately 60% and 25% in the residential and public charging segments, respectively, as of March 31, 2023 (*Source: CRISIL Report*). As of March 31, 2023, Exicom has deployed over 35,000 EV chargers across 400 locations in India, by way of sale to OEMs, EV owners (primarily through such OEMs), CPOs for public charging stations and fleet aggregators for captive charging stations. Our extensive portfolio of EV charging products supports both slow-charging, i.e., AC chargers from 3.3kW to 22kW, which are primarily for residential use; and fast-charging, i.e., DC fast chargers from 30kW to 360kW, which are for business and public use, as part of the 'public charging' networks in cities and on highways. The customers of our EV Charger Business include national CPOs such as Reliance BP Mobility Limited (JioBP) and Fortum Charge & Drive India Private Limited, fleet aggregators such as BluSmart Mobility and Lithium Urban Technologies and established automotive OEMs (PVs and EV buses) such as Mahindra & Mahindra Limited, MG Motors Limited and JBM Limited.

We commenced our EV Charger Business in 2019, and as on the date of this Draft Red Herring Prospectus, have supplied our EV Chargers to over 70 customers including 15 automotive OEMs, 32 national and regional CPOs and four fleet aggregators. By designing and manufacturing EV Chargers for residential, business, and public use, we aim to provide products for laying the infrastructure required to meet the demands of growing EV ownership in India. We were amongst the first entrants in the EV Charger manufacturing segment in India (*Source: CRISIL Report*), providing us with an early-mover-and-learner advantage in the Indian EV industry, which, as per the CRISIL Report, is one of the fastest growing markets in the world with a growth of approximately over 130% from Financial Year ended March 31, 2022 (despite lack of FAME demand incentive, albeit on a lower base). Rise of EV penetration in PVs, including for commercial use and buses is expected to cause the demand for EV Chargers for all key segments combined to grow at a CAGR of 55% to 60% between Financial Year ended March 31, 2023 and Financial Year ended March 31, 2028 *(Source: CRISIL Report)*. The electric charging infrastructure market is at a nascent stage in India at approximately ₹840 crore, however, with growth factors like the government push in the form of favourable policies, incentives and subsidies, lower cost of ownership, growth in underlying segments of electric PVs and electric buses, upcoming investments in EV charging space present a significant, industry-wide market opportunity for EV charging products with a projected total addressable market ("**TAM**") of ₹ 86.00 billion by Financial Year ended March 31, 2028 in India (*Source: CRISIL Report*). Globally, according to CRISIL, the EV Charger market for public chargers is projected to grow from an estimated 2.61 million units in 2022 to 16.39 million units by 2027, at a CAGR of 44.40%. Our early-mover-and-learner advantage, leading market share paired with our vertically integrated operations, R&D capabilities and diversified portfolio of EV charging products, position us to benefit from growth in the EV industry in India and globally.

Further, as per the CRISIL Report, the EV Charger industry is characterized by high industry barriers, including:

- *Technology evolution:* Electric mobility is a dynamic space that necessitates continual innovation in areas such as quicker charging speeds, compatibility with various EV models, footprint, regulatory compliance, and increased user experiences.

- *Performance requirements:* Customers typically expect high uptime, at least 95% power conversion efficiency, and a working temperature range of -10 degrees celsius to 55 degrees celsius.

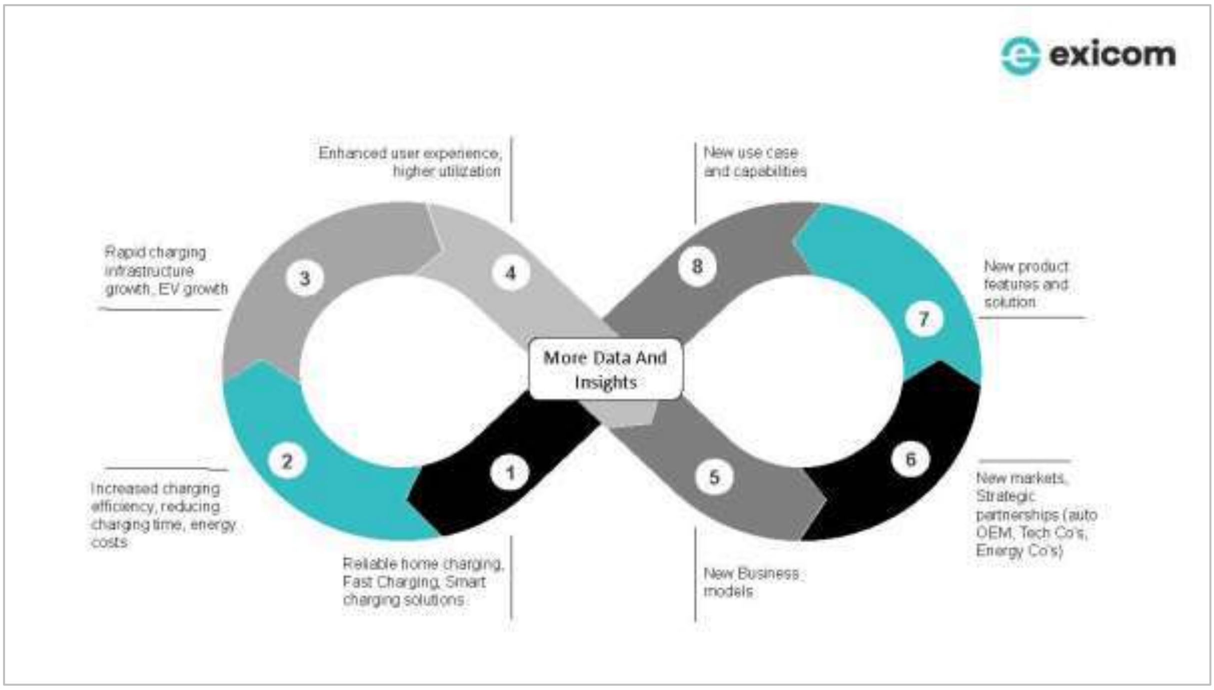
- *Grid Infrastructure Compatibility:* EV chargers must be compatible with current and future grid utilities, such as smart grid systems and vehicle-to-grid ("**V2G**") technologies. For example, the upcoming ISO15118 standard defines a new type of communication between the charger system, vehicle, and smart grid.

- *Partnerships and alliances:* For EV Chargers to work seamlessly, with EV ecosystem of central management systems of various CPOs, existing and new EV models plying on road and with grid where there is functionality of grid load management.

- *Service setup:* Established OEMs have pan India sales and therefore, such OEMs and CPOs would require EV Charger manufacturers to have national presence.

We have in the past been able to deliver product evolution from Bharat Standard chargers to CCS2 chargers towards meeting regulatory compliances set by ARAI and aim to continue to meet future industry requirements, as well. We have also developed high power DC chargers (i.e., up to 360kW), towards delivering quicker charging speeds, with power conversion efficiency of 95%+ and a wide temperature working range of -30 degrees celsius to 55 degrees celsius and compatibility with different kinds of vehicles. We have delivered product innovations, such as simultaneous charging *via* three guns in a DC charger, and other customizations to improve our customers operations. Our DC fast chargers include the ability to work in an energy efficient manner, at a wide temperature range (up to 55 degrees celsius) and wide output voltage range (200V to 1,000V), thus enabling compatibility across vehicle models/segments. We also intend to develop V2G technology and incorporate new standards such as ISO:15118 into our chargers to make them compatible for future use cases. To cater to the pan India presence of OEMs and CPOs, we have a nation-wide footprint of service personnel engaged in installation, commissioning and maintenance of EV chargers and our products have been installed in 400 cities and towns in India, as of March 31, 2023.

We have experienced growth in the sale of our EV chargers across categories in recent years, with 33,954 EV chargers, 5,105 EV chargers and 1,935 EV chargers being sold during the Financial Years ended March 31, 2023 and March 31, 2022, representing year on year growth of 565.11% and 163.82%, respectively for such periods. The overall CAGR for the last three Financial Years is 318.89%. We are driven by a self-propagating flywheel (as described in the diagram below), whereby as a result of our market position and our early-mover-and-learner advantage, we have been able to leverage customer insights towards continual technology improvements, in turn enabling us to acquire new customers and add more use cases.



Domain experience and know-how and diversified product portfolio with a track record of demonstrated outcomes in critical cases

Given the evolving nature of our business and the industries in which we and our customers operate, we focus on product innovation and engineering in order to align our products with evolving technologies and changing customer requirements, towards new customer acquisition as well as retention of existing customers. Since our incorporation, we have developed nearly three decades of domain experience and know-how in power conversion, energy management, battery pack and BMS development, supported by our continued R&D efforts and customer relationships.

Our Critical Power Business, wherein we service critical digital infrastructure, primarily comprises of a diversified portfolio of DC Power Systems designed for multiple use cases at telecom sites and Li-ion Batteries for providing back-up power, with a focus on efficiency, power density and reliability. Our DC Power Systems span various performance characteristics, environment ratings, physical sizes and power ratings from 20A to 3000A 48V. Our Li-ion Battery business, which we started in 2013, leveraging our telecom infrastructure experience and which, provides back-up power in case of power grid interruptions or intermittent renewable energy supply and are based on modular and parallelable platforms supported by our proprietary BMS and can be combined to make battery systems to meet the requirements of the end-application. As of March 31, 2023, our Company has deployed 450,000 Li-ion Batteries for application in the telecommunications sector, equivalent to a storage capacity of over 2.00 GWH. As per CRISIL report, data centres capacity in India is expected to double to 1,340MW to 1,360MW by Fiscal 2025 from 780MW to 820MW in Fiscal 2023, powered by data boom, digital adoption, and local data storage mandates, and further by Fiscal 2028, it is expected to reach to 2,000MW to 2,100MW. Considering this growth, in 2021, we expanded our Critical Power Business portfolio to include high voltage Li-ion Batteries for data-centres. Recently, in 2023, we capitalised on our know-how of Li-ion Batteries and their application to commence manufacturing of Li-ion Batteries at our Gurugram Facility II. Leveraging our product portfolio under this business vertical, we have developed a singular power management solution comprising DC Power Systems and Li-ion

Batteries integrated together in an outdoor cabinet to provide a complete energy management solution to our customers.

Further, in 2019, we used our domain experience and know-how in power electronics along with the advantage of tapping into our existing manufacturing and supply chain operations, to diversify our offerings through the commencement of our EV Charger Business. Our EV chargers are designed for addressing specific applications and customer needs. We are one of the few companies operating in India which has a full stack of AC and DC charger portfolio ranging from 3.3kW to 360kW with robust after sales service as well (*Source: CRISIL Report*). Our EV chargers are deployed in multiple use cases including home charging, bus charging, fleet charging and public charging. We have also developed digital software solutions such as ChargeX charger management platform and SPIN Control mobile application for end users such as CPOs and individual home users to smartly control their charging activity and remotely manage EV Chargers or network of EV Chargers. We are also a member of the Bureau of Indian Standards (BIS) ETD 51, which is responsible for issuing Indian Standards ("**IS**") for various types of EV chargers. For example, IS-17017 is used by ARAI to test DC chargers.

We seek to continue to leverage such domain experience and know-how to introduce innovative products with continuing technology improvements and create a better user experience based on customers insights.

For details of the products offered under our business verticals, being EV Charger Business and Critical Power Business, see "*-Our Products*" on page 208. Set forth below is a breakdown of the revenue contribution from each of our business verticals during the three preceding Financial Years ended March 31, 2023, March 31, 2022, and March 31, 2021:

Particulars	Financial Year					
	2023		2022		2021	
	Revenue contribution (in ₹ million)	% of Total Revenue from Operations	Revenue contribution (in ₹ million)	% of Total Revenue from Operations	Revenue contribution (in ₹ million)	% of Total Revenue from Operations
Critical Power Business	4,837.21	68.33%	7,717.06	91.56%	4,687.85	91.40%
EV Charger Business	2,242.09	31.67%	710.99	8.44%	441.20	8.60%
Total	**7,079.30**	**100%**	**8,428.05**	**100%**	**5,129.05**	**100%**

We have relied on our diversified product portfolio, and our ability to customise our products for specific usage as per our customers' specifications to help us to grow and establish a track record of deployment. Since our products are deployed in critical applications in demanding environments, we undertake testing including assessment in high temperature environments before deployment. For instance, our DC Power Systems have been purchased by one of our customers to power cable landing stations in Andaman & Nicobar Islands and Lakshadweep Islands to provide connectivity to these islands. One of our customers has deployed our DC Power Systems to power a communication network used by the Indian defence forces. Our Li-ion Batteries have been used by a customer in Malaysia to power rural sites to provide telecommunications network in non-grid areas. Our Li-ion Batteries have also been used to provide backup for mission critical server and data centre equipment. Our customers have also used our EV chargers for deployment in the terrains of Leh and Andaman & Nicobar Islands. Additionally, our EV chargers are deployed to provide road side assistance in cities and on highways to charge EVs with depleted batteries. See "*- Case Studies*" on page 220.

Vertically integrated operations, backed by manufacturing capabilities, robust supply chain, significant research and development activities and sales and marketing initiatives

Our operations are vertically integrated with end-to-end product development capabilities from concept to design to engineering to prototype testing, supported by our two dedicated R&D centres, with our extensive product portfolio manufactured in-house at our three manufacturing facilities in India at Solan, Himachal Pradesh and at Gurugram, Haryana, which have an annual capacity of 12,000 DC Power Systems; and 44,400 AC and DC EV Chargers, and a total built-up area of 134,351.95 sq. ft. At our Gurugram Facility I, we manufacture products for both our Critical Power Business and EV Charger Business, while at our Gurugram Facility II, we manufacture Li-ion Batteries for our Critical Power Business. At our Solan Facility, we manufacture AC-DC converters (rectifiers), which are partly utilised for our own manufacturing operations at our Gurugram Facility I. Our manufacturing facilities have dedicated production lines along with testing, quality assurance and storage facilities.

Our Gurugram Facility I has equipment such as surface mount technology ("**SMT**") lines, inspection cameras, in-circuit tester, robotic conformal coating machines, burn-in chambers and environment chambers and automated test equipment to allow us to screen and test products to eliminate non-conformity in outgoing products. Our Gurugram Facility II has an automated battery assembly line for converting Li-ion cells to modules and then to a complete battery pack. Our battery assembly process is complemented by multiple automated test setups where batteries are subjected to end of line testing to ascertain intended working of protection features, capacity and performance. Our Gurugram Facility I and Gurugram Facility II are accredited with ISO 9001, 14001, 45001 certification and our Gurugram Facility I is also accredited with IATF 16949 certification.

We rely on our in-house R&D capability to manufacture certain key components in-house, relationships with our suppliers of key components and our vertically integrated operations and utilization of common manufacturing and supply chain to exercise a degree of control over our manufacturing costs, including raw material and process costs, which contributes to our pricing ability. With prototyping and testing facilities, we seek to shorten our product development cycles and achieve an accelerated time to market.

We directly engage with our customers and sometimes also work with distributors and system integrators to sell our products to domestic and overseas customers. Our domestic sales team is based in Delhi, Mumbai, Bengaluru and Pune and international sales team in Manchester (United Kingdom), Amsterdam (Netherlands), Singapore, Kuala Lumpur (Malaysia), Jakarta (Indonesia), Dubai (U.A.E.), Lagos (Nigeria) and Dar es Salaam (Tanzania) to cater to our overseas customers.

Additionally, we provide our customers with a range of services, including (i) installation and commissioning; (ii) services under annual maintenance contracts ("**AMC**"); (iii) spare parts support; and (iv) other after sales services, including technical support and remote product management.

Overall, we rely on our vertically integrated operations to provide us with a degree of strategic control across key processes from design and development to manufacturing to after-sales support, which in turn assists us in our endeavours to ensure consistent quality, enhance cost efficiency, increase innovation and reduce external dependencies. Below is a pictorial representation of our vertical integrated operations and our presence across the customer value chain, as set out, strive to meet all our customer needs in-house.

Significant product development and focussed engineering capabilities

We have a dedicated R&D team of 144 employees, as of August 31, 2023, housed at our two R&D centres located in Gurugram and Bengaluru. Our R&D team focusses on power electronics design, firmware, system engineering (including mechanical and thermal design), EV Charger development and battery pack/BMS development. To validate our designs, we have developed internal failure detection capabilities and we also tie up with third party laboratories for compliance testing as per the required standards. On battery development, we have developed capabilities in end-to-end battery pack design and development including BMS and related algorithms which we aim to optimize to give our customers high cycle life and optimal performance.

We attribute our market position in our EV Charger Business to our ability to work backwards from desired customer use-case and experience and develop products with the required technical specifications accordingly. We were one of the early entrants in India to manufacture EV Chargers (*Source: CRISIL Report*) and developed Bharat

Standard chargers (namely AC001 and DC001) in 2019. We utilised our domain knowledge in power electronics to further scale R&D for EV chargers by developing multi-standard high power Harmony charger for high voltage battery electric vehicles in late 2019, Wallbox AC charger for home use in 2020, fast charger for electric 2W in 2021 and portable charger for PVs in 2022. Some core technology features in DC chargers include the ability of our chargers to work in an energy efficient manner, at wide temperature range (up to 55 degrees celsius) and wide output voltage range (200V to 1,000V) enabling compatibility across vehicle models/segments. We attribute the deployment of our AC chargers at homes by OEM customers to their performance, design, and technological features, and our focus on reliability in Indian operating conditions. We continue to advance our product development journey through a combination of incremental improvements and innovative enhancements, all aimed at enhancing the value and versatility of our product portfolio across various usage scenarios.

In our Critical Power Business, we focus on products with high efficiency, connectivity, reliability and flexibility which would help our customers to power the digital communication infrastructure at reduced energy cost. We launched Integrated Power Management Systems ("**IPMS**") in 2011 to manage complete power management at a telecom site through smart controllers, sensors and automation. In 2013, we launched advanced chemistry-based Li-ion Batteries for load backup applications at telecommunications towers with BMS, which have achieved deployment to the extent of 2.00 GWh across India and overseas, as of March 31, 2023. We introduced hybrid renewable systems in 2015 which make use of solar to deliver energy efficiency and reduce reliance on diesel generator sets. As on the date of this Draft Red Herring Prospectus, we have achieved deployment of our DC Power Systems across 15 countries in South East Asia and Africa. We follow a platform approach where our controller and power conversion products, which form the building block of our end products, are able to power a range of products, from a small power system used in enterprise applications, to a large DC Power System (of 3000A 48V) used at a switching centre.

Overall, during the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, we developed and commercialized 16 products. During the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, we incurred expenditure towards R&D (comprising R&D expenses and capitalized product development expenses) of ₹ 151.61 million, ₹ 152.06 million and ₹ 146.32 million, constituting 2.14%, 1.80% and 2.85% of our total revenue from operations, respectively for such periods. We continue to focus on product development with the aim to deliver innovative outcomes and provide value to our customers and are currently in the process of developing products such as SPIN Air (a 7-22kW New generation home charger), Generation 2 Harmony DC EV Charger, next generation modular 3kW AC-DC converter (rectifier) and battery IoT controller under both our business verticals. See ***"– Planned Products***" on page 217.

Track record of long-standing relationships with an established customer base

We attribute the growth of our Critical Power Business and EV Charger Business to, among other things, our customer-centric solutions, and value-added products and services. During Financial Year ended March 31, 2023, we served a diverse customer base of 350 through our Critical Power Business and EV Charger Business. We commenced operation in 1994 as a critical power solutions provider, wherein we primarily supplied DC Power Systems to state owned Bharat Sanchar Nigam Limited ("**BSNL**") and over time-added established telecommunications companies and tower companies as our customers in India and overseas. We serve telecommunications companies like Jio Infocom Limited, Maxis Telecom (an operator in South East Asia) and tower companies like American Tower Corp., Eastcastle Infrastructure DRC S.R.L.U. and Indus Tower. Our five most significant Critical Power Business customers (based on aggregate revenues derived from such customers during the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021) together contributed ₹ 3,612.01 million, ₹ 6,891.58 million and ₹ 3,723.85 million during the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, respectively, which constituted 51.02%, 81.77% and 72.60% of our revenue from operations, respectively, during such periods. As of the date of this Draft Red Herring Prospectus, we had been associated with each of such five most significant critical power customers for over five years.

We primarily provide our EV chargers to established automotive OEMs in India, including Mahindra & Mahindra Limited, MG Motors Limited and JBM Limited; national CPOs providing public charging infrastructure such as Reliance BP Mobility Limited (JioBP) and Fortum Charge & Drive India Private Limited, and fleet aggregators such as Blu Smart Mobility and Lithium Urban Mobility**.** Since we commenced our EV Charger Business in 2019, we have supplied to more than 70 customers as on the date of this Draft Red Herring Prospectus, of which 28 customers were repeat customers in Financial Year 2023 (i.e., customers from whom we generated sales during Financial Years 2021 or 2022).

We collaborate with our key customers on an on-going basis, towards upgrading our products in tandem with them and in accordance with their specifications and requirements. Collaboration in design and engineering is undertaken with customers during the design and concept stage to suit the end product configuration as well as applicable regulatory requirements, which, in turn, also contributes to our establishing long-term relationships with them.

Considering the critical nature of the use cases of our products, our customer standards, requirements and required service levels are stringent, and consequently, we consider that the quality, durability, reliability of our products and service strategy to support high uptimes are essential to maintaining customer relationships. As part of our manufacturing process, our products undergo detailed testing, and quality assurance on continuing basis during production. To be more efficient in providing service to customers we focus not only on providing service on pan India level but also on digital enablement of all service processes through in house developed CRM platform. Insights generated are used as feedback to improve the product quality and the customer experience.

Overall, we aim for our solutions to help our customers operate more effectively and efficiently and by doing so, we seek to deepen our customer relationships to become their preferred suppliers for the products that we manufacture.

Experienced and qualified leadership and management team

We are led by a qualified and experienced management team, who are supported by a capable and motivated team of managers and other employees. Our Company was incorporated in 1994 in India, and has been guided since 2009 by our individual Promoter, Anant Nahata, who is also our Managing Director and CEO, who holds a bachelor’s degree in arts from the University of Pennsylvania. He was previously associated with Credit Suisse Investment Banking division and is credited as being a co-founder of Koovs Marketing Consulting Private Limited. He has over 14 years of relevant experience in the power electronics industry, including Critical Power Business and EV Charger Business. We also have dedicated senior management personnel who are in charge of certain aspects of the Critical Power Business and EV Charger Business including Shiraz Khanna, Chief Financial Officer, who is a member of the Institute of Chartered Accountants of India, Sanjeev Narula, Chief Executive Officer–- Critical Power, who holds a bachelor’s degree in technology (agricultural engineering) from the Haryana Agricultural University and Krishna Sharma, Vice President – Sales, EV Charger, who holds holds a bachelor’s degree in electrical engineering from the Institution of Engineers (India), and Puran Mal Singh, Chief Technology Officer, who has passed the examination for bachelor’s degree in electronics and communications from the Institution of Engineers (India). A number of our Directors, including Himanshu Baid, Leena Pribhdas Gidwani, Subhash Chander Rustgi, Vivekanand Kumar and Karen Wilson Kumar, bring their experience in electrical engineering, finance, electronics, manufacturing and operations to our management and provide us with guidance, strong governance and outside-in perspective. See “***Our Management***” on page 243. We have relied on the experience and leadership of our core team for our growth and development.

Our business is supported by an employee base of 1,124 in India (of which 421 are engaged on contractual basis and not on our rolls) as of August 31, 2023, which includes 705 technically qualified employees (431 diploma holders and 274 engineers). Our personnel policies are aimed towards recruiting talented individuals, facilitating their integration, and promoting the development of their skills. In addition to regular compensation, statutory benefits and standard insurance coverage, we have instituted the Exicom ESOP Scheme to motivate and incentivize our employees. We rely on our qualified and experienced management to identify new avenues of growth and helps us to implement our business strategies in an efficient manner.

The guidance and direction of our management has contributed towards the organic growth of our operations and demonstrated increase in our revenues and profitability. Our revenue from operations for Financial Year 2023, 2022 and 2021 was ₹ 7,079.30 million, ₹ 8,428.05 million, and ₹ 5,129.05 million, respectively, representing a CAGR of 17.48% during the last three Financial Years. Our operating EBITDA for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021 was ₹ 524.37 million, ₹ 674.21 million, and ₹ 295.15 million, respectively. Our profit/ (loss) for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021 was ₹ 310.31 million, ₹ 303.95 million, and ₹ 126.76 million, respectively. Our Return on Capital Employed for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021 was 10.92%, 17.66%, and 5.33%, respectively, while our Return on Net Worth for the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021 was 13.38%, 13.72%, and 5.94%, respectively.

Strategies

Capitalize on EVSE industry tailwinds, including through proposed expansion

Driven by a global focus on energy transition and the decreasing manufacturing costs, the world of transportation is experiencing an accelerated shift towards electrification (Source: CRISIL Report). The global EV market is projected to reach 41.8 million units by 2030 from an estimated 12.8 million units in 2023, at a CAGR of 18.4%. Globally, the EV Charger market for public chargers is projected to grow from an estimated 2.61 million units in 2022 to 16.39 million units by 2027, at a CAGR of 44.40% *(Source: CRISIL Report).*

In India, the EV PV and bus market is estimated to grow by nine times between Financial Year ended March 31, 2023 and Financial Year ended March 31,2028, at a CAGR of 50% to 60% with 8% to 10% EV penetration, while the electric bus market is estimated to achieve penetration of 14%-16% by Financial Year 2028, which translates into growth at a CAGR of 55% to 60%. *(Source: CRISIL Report).* The EV Charger market is inextricably linked to the general market for EVs and takes center stage in encouraging EV adoption. To support this shift towards EVs, the EV charging network will need to ramp up its capacity, presenting a significant, industry-wide market opportunity for EV charging products with a projected TAM of ₹ 86 billion by Financial Year 2028 in India (*Source: CRISIL Report*).

We have endeavored to build an extensive portfolio of solutions to cater to the growth across all EV segments. For instance, our Company seeks to leverage bus charging market opportunity with products of high-power range such as our Harmony Direct EV Charger having a power output of 240kW up to 360 kW and we intend to augment this product portfolio by introducing high power EV charging of approximately 480+kW to support use cases of distributed charging and scalable vehicle charging.

The Union Minister of Heavy Industries, Government of India sanctioned ₹ 8,000 million in March 2023 under FAME India Scheme Phase II to the PSU Oil Marketing Companies ("**OMCs**"), Indian Oil Corporation Limited ("**IOCL**"), Bharat Petroleum Corporation Limited ("**BPCL**"), and Hindustan Petroleum Corporation Limited ("**HPCL**") for setting up 7,432 public fast charging stations across the country. We seek to participate in such opportunities via tenders to provide DC fast charging stations for such requirements.

Leading CPOs and EV Charger manufacturers in India are investing in the development of EV charging infrastructure to address the lack of charging infrastructure, which is one of the major challenges to the widespread adoption of Evs in India and EV Charger manufacturers are a critical component in the value chain of the EV ecosystem, and as such, are strategizing their investments and partnerships at the present time (*Source: CRISIL Report*). Our early mover-and-learner advantage, paired with our vertically integrated operations, R&D capabilities, and diversified portfolio of EV Chargers, position us to benefit from growth in the EV Charger industry in India and globally.

Leveraging our experience and know-how, we aim to utilise a portion of the Net Proceeds from the Offer towards part-financing the cost of setting up two production/assembly lines: (i) Critical Power and EV Charger production/assembly line; and (ii) Prismatic production/assembly line for Li-ion Batteries at our planned manufacturing facility, proposed to be situated on the industrial land allotted to us admeasuring 74,475.40 sq. mts., at S105-112, EHMC Non-Sez Area, Raviryala Village, Maheshwaram Mandal, Ranga Reddy, Telangana by the TSIIC, pursuant to the final allotment letter dated January 17, 2022 issued to us by TSIIC, and agreement for sale of plot dated March 25, 2023 entered into between our Company and TSIIC ("**Planned Telangana Facility**"). The Planned Hyderbad Facility, upon commencing operation would provide us increased capacity for the production of EV chargers and enable us to capitalize on growth in demand for EV chargers corresponding to growth in demand for EVs in India. Additionally, we aim to utilize part of our Net Proceeds towards enhancing our product development capabilities and continuously developing our EV Charger portfolio to meet growing expectations of customers, in both global and domestic markets. See "***Objects of the Offer- Details of the Objects of the Fresh Issue- Part-financing the cost towards setting up of production/assembly lines at the planned manufacturing facility in Telangana***" beginning on page 104.

Within the EV Charger ecosystem, we are in the process of launching software business to promote mobile applications that provide value added services to support our EV Charger solutions at homes, and also provide a unified platform for discovering, and booking charging sessions on available public charging infrastructure. We are also in the process of developing complementary energy management software for EV Chargers, that is intended to help reduce costs by allowing intelligent charging during off-peak hours, and facilitating grid-load management. We endeavour to provide software solutions in adition to our products to increase customer services and help our overall product sales.

Continue to invest in our capabilities of product innovation, engineering and design with focus on indigenisation.

Our customers' continually evolving businesses and preferences require us to focus on new product development and improvements through our continuing efforts towards product innovation and design and engineering. Our R&D activities are undertaken through a combination of technology partnerships and in-house development led by 144 employees in our dedicated R&D team as of August 31, 2023, and we intend to add more experienced employees to our R&D team in the areas of hardware, firmware, system engineering and IT. We have developed domain knowhow and experience in EV Charger technology, power converters and systems, and battery and BMS design and we seek to continue to build on this experience and enhance our product and technology stack.

We intend to invest in various test and simulation capabilities in order to reduce development time and receive accurate results and feedback during product design and validation. For instance, we intend to invest in EMI/EMC chambers to test for compliance to both radiated and conducted emission standards during various phases of development of both critical power and EV Charger products. Specifically for our EV Chargers development, we plan to develop a vehicle simulator by buying off-the-shelf equipment and integrating it in a complete system with in-house developed software to be able to test for EV Charger related protocol compliance and various vehicle charging profiles. We also intend to invest in newer versions of simulation software to analyse component integrity or behaviour under various internal and external conditions, thermal behaviour and mechanical aspects such as structural integrity of the product.

Apart from the EV Chargers that we supply, we plan to invest in digital technologies to enable a connected and smarter EV Charger infrastructure. We have on beta basis deployed our SPIN Control application for residential customers to do real time monitoring and control of our EV Chargers and have deployed ChargeX charger management platform for public charging operators to manage a network of EV Chargers. We further plan to enhance these platforms by developing capabilities around: (a) new EV protocols and standards such as OCPI 2.2.1 "Open Charge Point Interface" for roaming services and OCPP 2.0 which are newer standards of communication between charger and backend systems; (b) AI based remote diagnostics to do predictive maintenance and performance optimizations of all our installations; (c) ioS and Android application platform development capabilities; and (d) various IT measures (used in back-end and front-end) to develop cloud-based EV Charger management systems for EV Charger networks.

Our investment in R&D capabilities is also directly correlated to our focus on indigenization. With the implementation of the FAME II policy and PLI awarded to auto OEMs for EV and gasoline cars, there is a focus on localization of manufacturing and intellectual property development in India. We have focussed on achieving increased levels of localization and control over software and hardware to be able to deliver continuous improvements and customizations, to which, in part, we attribute our ability to acquire business from established automotive OEMs. We also intend to continue to collaborate on designs with our vendors in order to reduce imports which would help us in reducing costs and turn-around time of our manufacturing of products for the Indian market. In our Critical Power Business, we have installed an automated battery packaging line with locally sourced parts to produce battery packs. We have indigenously developed a global standard BMS for use in Li-ion Batteries for use in telecommunications back-up applications and we plan to continue to build more innovative features including software to differentiate our battery products and develop new use cases. We locally manufacture key assemblies of power converters and controllers and complete DC power Systems in house at Gurugram Facility I and this enables us control over the production process and faster lead times for our customers.

During the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, we incurred expenditure towards R&D (comprising R&D expenses and capitalized product development expenses) of ₹ 151.61 million, ₹ 152.06 million and ₹ 146.32 million, constituting 2.14%, 1.80% and 2.85% of our total revenue from operations, respectively for such periods.

Our R&D and indigenisation strategy has helped us in creating proprietary intellectual property in-house, optimize our cost effectiveness and create better value proposition for our customers and we will continue to invest substantially in product innovation, engineering, and design to expand our offerings and increase our market presence.

Increase penetration in existing markets, and expand into new overseas markets

We currently cater primarily to the requirements of the Indian market for our Critical Power Business and EV Charger Business. However, we intend to further capitalize on our track record by adding new customers across geographies.

We intend to expand our customer base to overseas market in the EV Charger Business capitalizing on the growing EV adoption in the Southeast Asia and Europe (Source: *CRISIL Report*) and for which we have commenced setting up local sales and distribution networks in such regions. We have received global and local country required certifications (which we have received for Thailand, and Malaysia) to enable us to sell EV Charger products in South East Asia. We have existing arrangements with system integrators and distributors to sell our EV home and business charging product lines in South East Asia. We also aim to differentiate our products by focusing on the design, form factor and features of our products, for which rely on our innovation and R&D activities. We also seek to adopt a solution approach where our local application engineering teams focus on customizations to fulfil customer requirements.

The European market is important as it is expected to grow rapidly, following leading European markets such as Norway and the Netherlands (*Source: CRISIL Report*). As of now, we have appointed sales representatives in Netherlands and United Kingdom and, overall, we intend to scale in European markets with focus on high power DC Charger portfolio. We also intend to partner with local companies that offer geography specific knowledge, as well as installation, maintenance and charge point capabilities, and relationships with potential future clients, such as, auto dealerships, charge point operators, system integrators and importers. We intend to utilize this strategy to establish a network of installation partners, value-add resellers and distributors in the European region, following which, we intend to eventually establish field offices and continue to seek other business-to-business opportunities for further expansion. We are in the process of obtaining relevant certifications for sale in such countries.

In the past, in Critical Power Business, we have entered into the markets of Southeast Asia and Africa for our Critical Power Business, and we plan to leverage our insights from these market entries to continue our deeper expansion into those markets, and other emerging markets. Our objective in these markets is to help achieve telecommunications companies and tower companies achieve their net zero goals by focusing on intelligent hybrid solutions powered by renewable power and Li-ion Batteries to cut fossil fuel-based energy expenses by reducing diesel genset running time. For our Critical Power Business in such markets, we intend to adopt a combination of direct sales and also work with local system integrators to participate in addressable telecommunications power business. We also intend to invest in local application engineering, service manpower to ideate and help customers to come out with the right Critical Power infrastructure solution. Given that partner credentials approval process followed by telecommunications companies and tower companies may typically be rigorous and lengthy, we have already commenced the process of seeking such approval from potential customers, and have also received such approval in certain instances.

During Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2020, revenue from sale of products to overseas customers contributed ₹ 622.13 million, ₹ 536.24 million and ₹ 420.29 million, constituting 8.79%, 6.36% and 8.19% of our total revenue from operations during such Financial Years.

We also aim to strengthen our relationships with our existing customers by focussing on products and solutions which have recurring demand. We have a team of 235 employees in our services department (including 54 employees who are not on our rolls), complemented by a pan-India service network of 19 third-party service providers., set-up to cater to our existing customers and on-board new customers in the existing markets. Furthermore, we intend to leverage the scale of our operations to offer a competitive cost structure across the markets we serve.

Expand our product portfolio to increase sales to existing customers and cater to new customer industries and use-cases

We will continue to expand our product portfolio and plan to provide differentiated offerings to our customers. We seek to leverage our extensive experience to strengthen our industry position, by developing new products to capitalize on emerging trends. The EV Charger industry is a fast-growing industry but is still at a nascent stage. As EV adoption continues to increase, the global demand for charging infrastructure is likely to grow exponentially from 2.6 million units to 16.4 million units in 2027 at a CAGR of 44.4% (*Source: CRISIL Report*). The key trends going forward include shift towards smart charging capabilities, ultra-fast charging capabilities, stringent operation performance requirements of operations, and making chargers future proof by adopting new regulatory standards and smart grid integration related technologies (*Source: CRISIL Report*) and we endeavor to develop future AC EV Chargers and DC EV Chargers incorporating such global trends and specific local requirements by way of investment into our product development roadmap.

Tower companies and telecommunications companies are increasingly looking for complete power management solutions including high efficiency power conversion systems, smart integration of renewable power at site, and providing long cycle life, safe Li-ion Batteries with cooling solutions as well. (*Source: CRISIL Report*). Our development efforts are focussed on integrating our power conversion products and long cycle life Li-ion Batteries to offer complete power management functions at a telecommunications site and deliver superior savings and insights. The Older telecommunications power infrastructure is also more expensive to operate and maintain. Cost savings through new high efficiency DC power systems, intelligent energy management, remote operations and management, are being identified and deployed (*Source: CRISIL Report*). We are in the process of developing new 97% efficient rectifiers that aim to give maximum value to customer in terms of operating expenditure savings for such replacement capital expenditure.

In order to provide smart O&M services for Li-ion Batteries and EV chargers, we plan on developing software solution for remote monitoring of such chargers to allow real-time tracking of performance, voltage, and temperature, enabling operators to detect issues and anomalies and allow for proactive maintenance and performance optimization without the need for on-site visits. We also continually seek to identify new end-use cases that have economic viability and significant growth potential. For instance, our Li-ion Batteries solutions, in addition to the telecommunications industry, are now being customized for data centres and home energy storage. Our existing modular AC-DC power converters (rectifiers) which we have historically used in telecommunications networks are proposed to be customized for powering battery swapping stations, 2W/3W portable chargers and microgrids.

Using capabilities from our existing business, we also intend to introduce new DC fast chargers for light electric vehicles such as 2W and 3W. On the other hand, to cater to demand of heavy duty EV charging infrastructure, we are in the process of developing and supplying high power chargers of up to 400 kW for fast charging of heavy duty EVs. In the future, we also intend to explore supplying a variety of energy solutions with EV chargers at the center, with a focus on V2G technology, which would enable customers to transfer stored energy from EVs to their homes/grid.

We also intend to leverage our domain knowledge, design, engineering and manufacturing capabilities along with our customer relationships to grow our share of customer wallets by innovating and developing new products with customizations as per their requirements. We continue to focus on product development with the aim to deliver innovative outcomes and provide value to our customers and are currently in the process of developing products such as SPIN Air (a 7-22kW new generation home charger), Generation 2 Harmony DC Charger, Next generation modular 3kW AC-DC converter (rectifier), central BMS with smart remote management etc. under both our business verticals. See ***"– Planned Products***" on page 217.

Invest in digital transformation of our business operations to improve operational efficiencies and customer experience

We endeavour to drive sustainability in the sector we operate in, including by focusing on the utilization of digital technologies and solutions. We have worked towards developing a scalable platform with technology-enabled infrastructure to meet the requirements of our customers and continually evaluate technology solutions to increase the levels of digitization and automation, create new products, and improve operational efficiency for our customers. We have a dedicated team of 18 employees focused on developing technology and innovative solutions. Our digital transformation journey is driven by the following key objectives:

- *Enhancing customer experience*: We consider our customers at the core of everything we do. Through digitalization, we aim to provide seamless, personalized experiences, from product selection to after-sales support. Market research, data analytics and customer feedback mechanisms enable us to understand their evolving needs and preferences.

- *Optimizing operations*: Leveraging data-driven insights and automation, we strive to enhance the efficiency and reliability of our products and solutions, ensuring the highest level of performance and cost-effectiveness. Our products are embedded with smart connectivity enabling real time data collection and analysis. This connectivity empowers us to monitor and optimize product performance, anticipate maintenance needs, and ensure our offerings remain at the fore front of reliability and efficiency.

- *Innovation and sustainability*: We are focused on developing innovative and eco-friendly technologies that would enable us to develop and deploy solutions that contribute to a greener future.

We have relied on artificial intelligence ("**AI**"), machine learning, IoT and cloud computing technologies to develop our proprietary ChargeX charger management platform and Spin Control mobile application to cater to our enterprise and retail EV Charger customers, which provide ease of use for the user to access and control EV Chargers:

- *ChargeX* is a cloud-based charger management platform that enables users to deploy and manage their EV charging network. It is capable of integrating different chargers on the platform, track revenue and user session, providing insights that support business growth, supports a transparent payment system, and includes back-end tools for charger management. AI-driven smart load management and operational efficiency proactively escalate issues to relevant teams for resolution.

- *Spin Control* is a mobile application for residential users enabling management and control of Home EV charger by allowing functions like live tracking of EV Charging, remote start / stop of charging, warranty management, defining of charging schedules to take advantage of lower-rate electricity, and access current and historical analytics.

We have over the years focused on digital readiness and scalability for future growth/business expansion. During the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, we incurred digital transformation expenses, which includes capital expenditure incurred towards software and license fee, of ₹ 17.59 million, ₹ 12.73 million and ₹ 15.30 million, constituting 0.25%, 0.15% and 0.30% of our total revenue from operations, respectively for such periods. We have adopted enterprise solutions with the aim of, among other things, integration and consolidation of financials, inventory optimization, optimum production capacity utilization and scrap/rejection monitoring. Our in-house developed CRM application 'Pulse' focuses on enhancing customer and partner experience through automated transparent workflows from ticket registration to resolution. We have also invested in our robust security infrastructure to protect our valuable data, intellectual property and protects from cyber threats and data leakage incidents. We have engaged a third party for the automation of certain business processes by integrating them into our SAP. We invest in employee training and development seeking to equip them for a digital first environment. We are also in the process of developing complementary energy management software for EV Chargers, that is intended to help reduce costs by allowing intelligent charging during off-peak hours, and facilitating grid-load management.

By emphasizing the adoption of technology, data-driven decision-making, and sustainability, we seek to not only impact the Critical Power and EV Charger markets, but also achieve our overall objectives of sustainability and interconnectivity in the businesses we operate.

Description of our Business

We operate under two business units: (i) Critical Power Business; and (ii) EV Charger Business.

Set forth below is a breakdown of the revenue contribution from both our business verticals during the three preceding Financial Years ended March 31, 2023, March 31, 2022, and March 31, 2021:

Particulars	**Financial Year**					
	2023		**2022**		**2021**	
	Revenue contribution (in ₹ million)	**% of Total Revenue from Operations**	**Revenue contribution (in ₹ million)**	**% of Total Revenue from Operations**	**Revenue contribution (in ₹ million)**	**% of Total Revenue from Operations**
Critical Power Business	4,837.21	68.33	7,717.06	91.56	4,687.85	91.40
EV Charger Business	2,242.09	31.67	710.99	8.44	441.20	8.60
Total	**7,079.30**	**100**	**8,428.05**	**100**	**5,129.05**	**100**

International operations

Our global presence is supported by our Subsidiaries, Exicom Tele-Systems (Singapore) Pte. Ltd. ("**Exicom Singapore**"), incorporated in Singapore, Horizon Power Solutions DMCC ("**Horizon DMCC**") incorporated in U.A.E. and Horizon Tele-System SDN BHD ("**Horizon SDN**"), incorporated in Malaysia.

Through our Material Subsidiary, Exicom Singapore, we primarily undertake the business of the wholesale and retail sale of Li-ion Batteries. Horizon DMCC and Horizon SDN are engaged in the business of telecommunications equipment trading. See "***History and Other Corporate Matters - Subsidiaries***" on page 240. We also have an established sales and marketing presence overseas, with 45 members as part of our sales and marketing team across both business verticals and in regions of India and South East Asia. See "- ***Sales and Marketing***" on page 221. We have received global and local country required certifications (which we have received for Thailand, and Malaysia) to enable us to sell EV Charger products in South East Asia. We have existing arrangements with system integrators and distributors to sell our EV home and business charging product lines in South East Asia.

The table below sets forth details of our export turnover, including as a percentage of our total revenue from operations, during the Financial Years stated:

Particulars	Financial Year 2023		Financial Year 2022		Financial Year 2021	
	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations	Amount (₹ million)	% of total revenue from operations
Export turnover	2,321.43	32.79	5,376.87	63.80	2,522.97	49.19

Our products

The products under our EV Charger Business span both home solutions, comprising AC chargers, with features of smart load management, wi-fi connectivity, bluetooth, compatibility with OCPP protocol, and a variety of smart features with the SPIN application; and business solutions, comprising of DC chargers with features of modularity, cable management, smart and remote maintenance, and compatibility with customers' back-end systems. Our products under the Critical Power Business comprise a diversified portfolio of DC Power Systems designed for multiple use cases at telecommunications sites and Li-ion Batteries for providing back-up power, each with a focus on efficiency, power density and reliability.

Set forth below are details of our products across our business verticals, their capacity range, features and their applications/end-use industries:

Product name	Description of product	Product capacity range	Specific features	Application/end-use industries
Critical Power Business (DC Power Systems)				
Indoor Power System		Up to 3000A for 48V system	Flexible and scalable indoor power system using 3 phase or 1 phase AC-DC converter (rectifiers)	Indoor telecommunications sites, central offices, cable landing stations, switching centers
Outdoor Power System		Up to 650A for 48V system	Power system with flexibility to meet required size, communications equipment space, wall layers, internal structure and thermal solution	Telecommunications base station sites, shared sites, pole mount sites and any telecommunications infrastructure with outdoor power cabinet requirement

Product name	Description of product	Product capacity range	Specific features	Application/end-use industries
Hybrid Power systems		~1000A for 48V output for combined grid input and solar input	Power system with multi input from solar, diesel generator, Li-ion battery and grid along with intelligent controller for site energy management	Off-grid sites, poor grid sites and renewable telecommunications sites
Critical power Business (Li-ion Batteries)				
Li-ion Batteries		Modular LFP based building blocks of 4.8kWh and 7.2kWh	Based on Li-ion phosphate chemistry with five to seven years of life cycle and smart battery management systems	Base stations sites, small cell sites, broadband sites, central offices, renewable sites, home storage and other load backup applications
		Li-ion Battery rack systems of 51.2kWh 512V	Modular and parallelable battery systems with multi-layer protection supporting high discharge rate of up to 3C for data centre applications	Data Centre critical load backup
EV Charger business				
AC chargers	 SPIN Home is our range of residential charging products	7 kW up to 22 kW	-	Passenger vehicles; independent houses and multi-dwelling homes
		3.3 kW	Deployable from standard electric outlets.	Passenger vehicles; homes and on-road charging.

Product name	Description of product	Product capacity range	Specific features	Application/end-use industries
	SPIN Free is our flexible slow charger			
	 AC001 Charger for multi vehicle charging	3.3 kW or 3.3kW x 3	Input as IEC industrial socket allowing multiple vehicle types	Slow public AC charging for light electric vehicles, fleet charging
		-	Cloud-based mobile application to provide intuitive interface and smart management of SPIN home chargers	Individual home users
DC chargers	 Harmony Wallbox is our compact wall mounted fast charger	30 kW	Ready to deploy charger for commercial and public charging locations.	Passenger vehicles, parking areas, commercial offices, malls and destination charging locations.
	 Harmony Direct 240 is our range of fast DC chargers	60 kW up to 240 kW	Compliance with CCS2, GB/T and CHAdeMO	Destination charging locations in city or highways and fleet charging facilities
	 Harmony Direct 400 is our range of heavy duty chargers	240 kW up to 360kW	Built-in safety and vehicle compatibility. Customizable for gun types, current ratings for delivering up to 1000 V and 400 A currents	Buses, trucks and destination charging locations such as bus depots and highways

Product name	Description of product	Product capacity range	Specific features	Application/end-use industries
	 Harmony Bharat is our Bharat EV standard low voltage charger.	15 kW	Bharat EV standard (DC-001) compliant chargers which supports high voltage current up to 100 V.	Flexible on-road charging for low voltage (<100V) eVs and 3 wheelers, fleet charging

Our services

Our services range from supplying individual spare parts, to comprehensive solutions covering maintenance and operations. We focus on creating solutions to enhance the uptime and performance of our customers equipment throughout the product lifecycle for both our businessverticals. We provide our customers with a wide range of services, including: (i) installation and commissioning, which comprises of various optional items including survey, electrical works, civil works, installation and commissioning of our products and integrating it with third party hardware and software where applicable; (ii) services provided underAMC, which comprises performance assessments, preventive maintenance visits, remote monitoring and training to customer staff; (iii) spare parts, which comprises support of critical spares over life of the product, stocking of critical spares at local geographies in India and foreign countries of operation to ensure uptime of critical infrastructure can be maintained as per SLA; and (iv) repair and return program where customers' parts are repaired at our repair facilities to maintain revolving spare stock and reduce maintenance cost.

To deliver our services we have a field service department which works at the front end with the customers and back-end departments (logistics, IT, program management and repair). We have a team of 235 employees in our services department (including 54 employees who are not on our rolls), complemented by a pan-India service network of 19 third-party service providers.

Further, in our EV Charger Business, we also offer end to end project management for large projects including site survey, civil/electrical works such as panel installation, cable layering, trenching and auxiliary material supply. For Li-ion Batteries, aging or non-performing battery packs are bought to our advanced battery repair facilities in Gurugram, where we maintain equipment such as cell sorting machines and automated battery management system testing machines, repair and re-assembly done by knowledgeable and trained staff, based on which we re-purpose Li-ion Batteries for re-use in field.

We have an in-house designed ERP system, "Pulse", which enables us to digitally manage our services in a centralized manner, and also provides us with insights for analyzing and improving our products and offering.

Manufacturing Facilities

We manufacture our products across three manufacturing facilities, Solan Facility, Gurugram Facility I and Gurugram Facility II.

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The following table sets forth certain information relating to our capacity utilization of our manufacturing facilities, calculated on the basis of total installed production capacity and actual production as of/ for the periods indicated below:

Manufacturing Facility	**Business vertical/ Category**	**Product**	**Unit of Measurement**	**Financial Year 2021**			**Financial Year 2022**			**Financial Year 2023**		
				Capacity	**Production**	**% Utilisation**	**Capacity**	**Production**	**% Utilisation**	**Capacity**	**Production**	**% Utilisation**
Gurugram Facility I (2 A, Sector 18, Gurugram, Haryana)	(A) Critical Power Business (DCT Power Systems)	Indoor power systems	Nos	18,000	5,854	92.99	18,000	12,005	83.83	12,000	8,279	92.12
		Outdoor power systems	Nos		8,256			1,318			419	
		Hybrid power systems	Nos		2,629			1,767			2,356	
	Total (A)			**18,000**	**16,739**	**92.99**	**18,000**	**15,090**	**83.83**	**12,000**	**11,054**	**92.12**
	(B) AC to DC power convertor (rectifiers)		Nos	108,000	61,979	57.39	108,000	103,192	95.55	108,000	56,684	52.49
	(C) EV Charger Business	AC chargers	Nos	12,000	1,581	13.18	12,000	4,465	37.21	42,000	33,619	80.05
		DC fast chargers	Nos	1,200	283	23.58	1,200	600	50.00	2,400	1,655	68.96
	Total (C)			**13,200**	**1,864**	**14.12**	**13,200**	**5,065**	**38.37**	**44,400**	**35,274**	**79.45**
Solan Faciltiy (Shed No. 1-8, Electronics Complex, Chambaghat, Solan, Himachal Pradesh)	AC to DC power convertor (rectifiers)		Nos	24,000	13,176	54.90	24,000	13,491	56.21	24,000	14,406	60.03

Notes:

(i) General notes on capacity calculation

- *Installed capacity has been calculated based on cycle time study on each production/assembly line, in the following manner: (Available time for production per shift/Maximum cycle time) * Available machines/assembly lines*No. of shifts*Assumed limit on efficiency*No. of working days per week*No. of weeks in a year.*
- *Cycle time has been calculated based on the average of 10 stop-watch readings for each process, by recording 12 stop watch reading and after removing one highest and one lowest reading.*
- *Working hours per shift considered at eight hours.*
- *Lunch break of 30 minutes and two tea breaks of 15 minutes each per shift. Total available time for production per shift considered at 7 working hours.*
- *Six working days considered per week.*
- *50 weeks considered per year.*
- *By way of abundant caution, an assumed limit on efficiency of 85% has been consider*
- *Based on cycle time study across processes, the bottleneck process cycle time (i.e., the longest cycle time recorded for a single process) is considered as the Maximum Cycle Time for a machine/assembly line*

(ii) Notes on Critical Power Business

- *In Financial Year 2023, critical power production/assembly lines were reduced from three lines to two.*
- *DCT Power System production/assembly lines operate one shift per working day.*
- *In Financial Year 2021 we outsourced 6,657 racks from our suppliers, which are excluded as part of capacity calculation AC to DC Power convertor production/assembly line at Gurugram operates for two shifts per working day, except testing and burn-in processes, which operate for three shifts per working days*
- *AC to DC power convertor production/assembly line at Solan Facilty operates for one shift per working day.*

(iii) Notes on EV Charger Business

- *In Financial Year 2023, AC charger production/assembly line was upgraded.*
- *In Financial Year 2023, DC charger production/assembly line was increased from one to two by reconfiguring former critical power production/assembly line.*
- *EV charging products production/assembly line is operated for one shift.*

Manufacturing operations at our Gurugram Facility II commenced only in August 2023, and accordingly, capacity utilization details for Gurugram Facility II are not available for the above stated period.

Description of our manufacturing facilities

Gurugram Facility I

Our Gurugram Facility I is located at Gurugram, Haryana and is dedicated towards the manufacturing of DCT Power Systems and EV chargers. The facility spans a built-up area of approximately 79,600 sq. ft. and has automated SMT lines to manufacture wide variety of printed circuit board ("**PCB**") assemblies that go into our critical power and EV Charger products. Such PCB assemblies and other sub-assemblies produced are assembled together to produce our finished products, including EV chargers and DC Power Systems. The Gurugram Facility I is equipped with in-house designed automated system level test set-ups and multiple environment chambers to test sample lots under accelerated and harsh conditions to weed out failure-prone products. The Gurugram Facility I is accredited with quality management, occupational health safety certifications i.e., ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018, and is also accredited with automotive technical quality management certification, i.e., IATF 16949:2016. The facility also houses our national repair center where field returned products are repaired and tested to be sent back to the field.






Solan Facility

Our Solan Facility is located at Solan, Himachal Pradesh and is dedicated towards the manufacturing of AC-DC converters (rectifiers) which are primarily used in the manufacturing of our DC Power Systems at the Gurugram Facility I. The Solan Facility spans a built-up area of 32,453 sq. ft. and has a dedicated SMT production and assembly lines, power converter manufacturing lines along with testing, quality assurance and component storage capabilities. The Solan Facility is accredited with quality management, automotive quality management and occupational health safety certifications i.e., ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018, respectively.



Gurugram Facility II

Our Gurugram Facility II is located at Gurugram, Haryana and is dedicated towards our recently commenced (in Financial Year 2024) manufacturing of Li-ion Batteries. The facility spans a built-up area of 22,298.95 sq. ft. and has an automated line for conversion of prismatic cells to modules and modules to pack with stringent quality measures at every stage to ensure safety and reliability of the battery pack. We have automated equipment for cell grading, cell compression, welding and connection of important sensors to the cells. Further, the facility houses a battery repair center for troubleshooting battery related issues and is equipped with relevant equipment to re-purpose the faulty batteries received from field to usable batteries for a period of time. The Gurugram Facility II is accredited with quality management, automotive quality management and occupational health safety certifications i.e., ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018, respectively.



Planned Manufacturing Facility

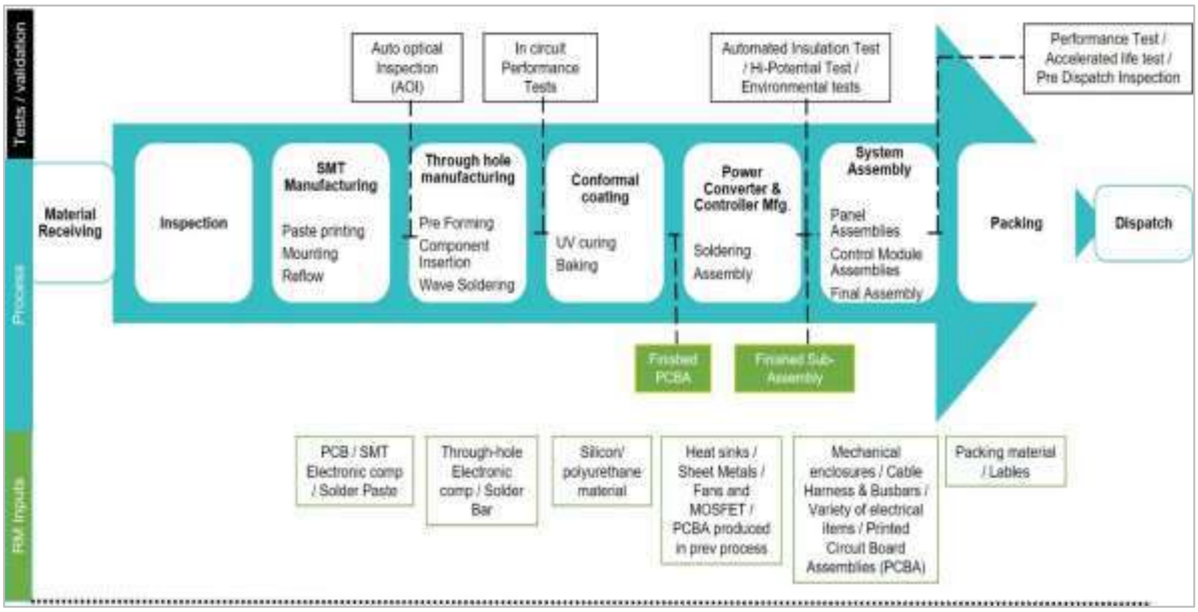
Leveraging our experience and know-how, we aim to utilise a significant portion of the Net Proceeds from the Offer towards part-financing the cost of setting up production/assembly lines at our planned manufacturing facility, proposed to be situated on the industrial land allotted to us admeasuring 74,475.40 sq. mts., at S105-112, EHMC Non-Sez Area, Raviryala Village, Maheshwaram Mandal, Ranga Reddy, Telangana by the Telangana State Industrial Infrastructure Corporation Limited ("**TSIIC**"), pursuant to the final allotment letter dated January 17, 2022 issued to us by TSIIC, and agreement for sale of plot dated March 25, 2023 entered into between our Company and TSIIC. The land parcel has been allotted to us for the purposes of setting up a unit for manufacturing of EV battery charging stations with assembling of Li-ion Batteries, SMPS (DC power plant), Li-ion Batteries and EV chargers manufacturing unit, involving power electronics and IoT.

Manufacturing Processes and Capabilities

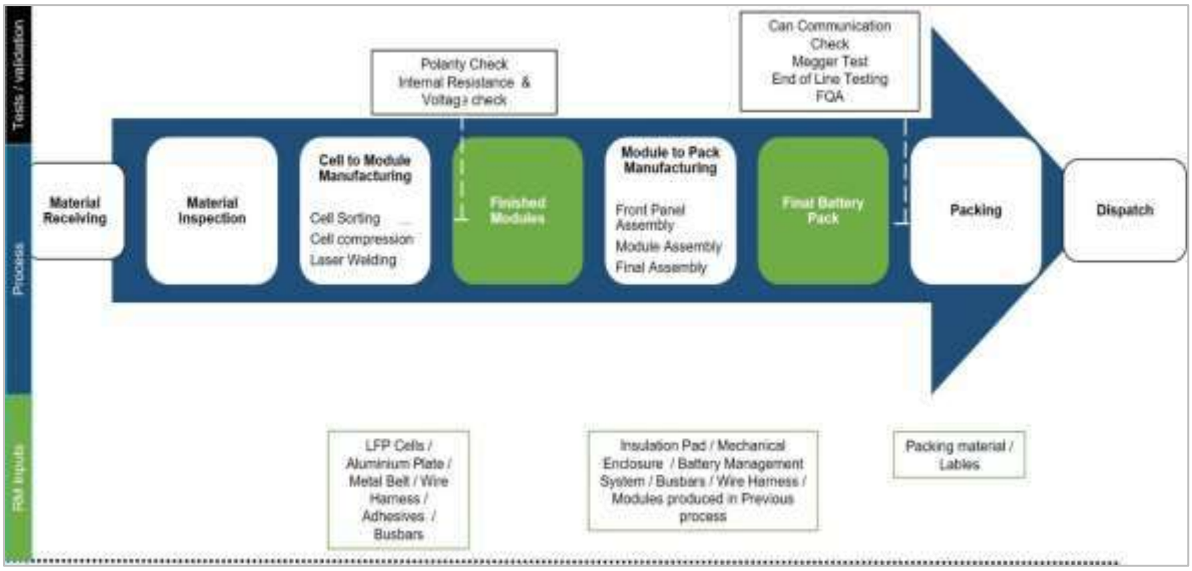
Our manufacturing facilities are equipped with machinery and equipment for power electronics production, electrical systems assembly, and application engineering, and supported by an employee base of 1,124 in India (of which 421 are engaged on contractual basis and not on our rolls) as of August 31, 2023, which includes 705 technically qualified employees (431 diploma holders and 274 engineers). Our manufacturing facilities have diversified production capabilities, which are a combination of automated processes (like PCB assembly manufacturing via SMT lines, all types of PCB, assembly and system testing), semi-automatic processes used in sub assembly manufacturing (like assisted assembly processes, robotic soldering etc.) and manual processes (like system assembly) thereby enabling flexibility to undertake continuous production at high volume, as well as low-volume production as per prevailing requirements. On a system level, our manufacturing processes include two dedicated production lines for high volume AC EV Chargers, as well as five production lines that are inter-changeable between DC EV Chargers and Critical Power Business products.

Our battery pack production line for our Li-ion Batteries consists of two sub-lines a) cell to module and b) module to pack. Cell to module line is completely automated and consists of processes of cell grading, cell compression and laser welding to get a module consisting of cells in desired configuration. Battery pack manufacturing process is largely manual and consists of connecting multiple such modules together with BMS, various mechanical and other electrical components to get a battery pack of a particular capacity and performance.

Details of the manufacturing process for our products is shown below:



Details of the manufacturing process for our Li-ion Batteries is shown below:



Research and Development

Being an innovation-focused company, we have invested significantly in R&D over the years, with the objective of developing innovative solutions, and implementing incremental improvements to existing products and customization to the specifications of our customers, seeking overall to improve our product performance and differentiate ourselves from our competition. Our operations are supported by our two R&D centres, located at Gurugram, Haryana and Bengaluru, Karnataka having a R&D team of 144 employees working in areas of power electronics design, firmware, system engineering (including mechanical and thermal design), EV Charger development and battery pack/BMS development.

We offer our engineering capabilities and experience in manufacturing to develop appropriate products for our customers. With a focus on innovative and evolving markets, we seek to continuously innovate and upgrade our product and service offerings. As many of our products are proprietary in nature, we continually work on developing innovative, lean and cost competitive designs to maintain a technological edge across our product range. Our R&D team not only looks at introducing new products in the market but also on upgradation of our existing products. To validate our designs, we have developed internal failure detection capabilities and we also tie up with third party laboratories for compliance testing as per the required standards. On battery development, we have developed capabilities in end-to-end battery pack design and development including BMS and related algorithms which we aim to optimize to give our customers high cycle life and optimal performance.

On the process side; design goals, detailed specifications, design reviews, process development, control plans, detailed validation, Design Failure Mode and Effects Analysis ("**DFMEA**"), Process Failure Mode and Effects Analysis ""**PFMEA**") and customer feedbacks are reviewed at various gates of development process and such process provides a structure to seek to ensure quality, speed and accuracy of development. As many of our products are proprietary in nature, we continually seek to focus on developing innovative, lean and cost competitive designs to maintain a technological edge across our product range.

Planned Products

Overall, during the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, we developed and commercialized 16 products. We have a robust roadmap of upcoming products under both our business verticals, which include new innovations as well as incremental innovations on current technology platforms.

Description	Capacity	Planned Features	Intended Application/End-use
EV Chargers business			
SPIN Air: 7-22kW New generation home charger	7 – 22kW	- Global compliance - Grid load management - MID metering	PVs in independent houses, multi dwelling apartments
Harmony Slim 60kW	60kW	- 60kW charger for congested parking spaces, city charging network - Cable management	Destination charging locations in city or highways and fleet charging facilities
Fast Charger for 2W	12kW	- Fast charger for vehicles from 48V to 96V - Multiple mounting options - Physical interface as per standard IS-17017	Fast charging for 2W, 3W in public spaces
Distributed Charging	480kW with 8 dispensers	- Distributed charging with separate power core unit and up to four dispensers with eight satellite guns - Flexibility of power distribution enabling slow – fast charging on every gun enabling higher utilization	Highway charging, bus depots, charging hubs
Generation 2 Harmony DC Charger	60 – 360kW	- Ergonomic design - Point of sales terminal for credit card usage New software features such as OCPP 1.6 / Plug and charge	Destination charging locations in city for passenger cars, bus charging
Critical power Business			
Modular Solar charger	4kW	- Galvanically isolated and solar charger telecommunications sites	Telecommunications sites with renewable power
Next generation modular 3kW AC-DC converter (rectifier)	3kW	- Intended efficiency of 97% - Increase in power density compared to present product	Telecommunications base station sites
Din rail mounted DC – DC converter	1kW	- Parallelable din rail mounted 1kW DC-DC converter for easy fitment, wiring, wiring - Energy efficiency, power density	5G sites to boost voltage for 5G RRU (baseband of BTS) on top of pole

M2000 LITE Controller	N.A.	- Small-sized system controller for DC Power Systems - Bluetooth application for user interface	Small 1U-2U systems at small cell sites / Wi-Fi access points and enterprise applications
Battery IoT Controller	N.A.	- IOT gateway for battery communication and data exchange - Web-based remote management platform for life cycle management of Li-ion batteries	Telecommunications sites with Li-ion Batteries

Our investment in R&D capabilities is also correlated to our focus on indigenization. During the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, we incurred expenditure towards R&D (comprising R&D expenses and capitalized product development expenses) of ₹ 151.61 million, ₹ 152.06 million and ₹ 146.32 million, constituting 2.14%, 1.80% and 2.85% of our total revenue from operations, respectively for such periods. Further, we intend to utilise a portion of the Net Proceeds towards investment in R&D and product development opportunities. See "***Object of the Offer- Investment in R&D and product development***" on page 125.

Quality Assurance

We place an emphasis on product and process quality control, which we consider integral to our success. Our quality systems and processes are intended to enable us to meet the stringent and complex requirements of our customers and meet the stipulated performance standards and timelines. We seek to adopt a proactive approach towards quality in terms of setting up robust process controls, such as working on failure mode effect analysis (FMEA), incorporating lessons learned and continuous investment in upgrading infrastructure which supports in-line detection and closed loop control mechanism. We have also internally implemented methodologies such as 'KAIZEN', '4M' and '5S' at our manufacturing facilities. Our manufacturing facilities are accredited and ISO 9001:2015 certified in Quality Management System (for the scope of manufacture, supply, installation, commissioning and service of electric vehicle charger, SMR, SMPS based power plants, centralized battery and energy management solutions), ISO 14001:2015 and ISO 45001:2018 certified in Environmental Management System and Occupational Health & Safety Management System. Our Gurugram Facility I also follows a Quality Management System for Design and Manufacturing of Electric Vehicle Charger as per IATF 16949:2016.

The core tenets of our quality management system encompass the following key components:

- *Design Quality Assurance*: Our cross functional teams work collaboratively on products which are under initial development phase and carry out design reviews, DFMEA, develop customized parts in coordination with suppliers, maintain process quality, pre-launch control planning, and perform PFMEA and implement continuous feedbacks before scaling to mass manufacturing.

- *Supplier Quality Assurance Model:* Raw materials are purchased from vendors approved by a cross-functional team, after evaluation of quality, pricing, timely delivery, financial stability, and after-sales services. We periodically conduct compliance audits on our vendors and have implemented rating system to ensure maintenance of operating standards.

- *Production Quality Assurance:* We undertake systematic efforts to maintain quality in the development and production of manufactured products. This can be further sub-divided into, a) incoming quality, where incoming raw material/inputs is inspected as per stated internal criteria; b) process quality, where conformity to assembly process and tools/equipment is periodically checked; and c) final performance quality, where samples out of every lot are rigorously tested for visual checks, performance under elevated electrical and environment conditions amongst other types of quality checks. Products pass through multi-tier quality testing before being sent for final delivery.

- *Quality Training:* We offer training opportunities to our employees, both through external agencies and our internal subject matter experts in relation to overall quality management, including statistical process control, measurement system analysis, Advanced Product Quality Planning "**APQP**"), PFMEA, DFMEA and machine-specific technical training.

Key Raw Materials and Inputs

We have established a robust supply chain complementing our manufacturing footprint. For our DC Power Systems and EV Chargers our primary raw materials and key inputs include a variety of electronic components including active semi-conductors like mosfets, Integrated Circuits ("**IC**"), diodes and passive components like resistance and capacitors, printed circuit boards ("**PCB**"). We also buy variety of electrical and mechanical components including cable assemblies, switchgear components, plastic enclosures, metal mechanical parts and bus bars. We also procure Li-ion battery packs and cells from overseas suppliers. We have also entered into an arrangement to procure AC-DC converters (rectifiers) from a vendor situated in India, which are used as a ready component for manufacturing certain DC Power Systems. We source these raw materials and key inputs predominantly from suppliers in China, Singapore, Hong Kong and South Korea, among others and certain domestic suppliers in India.

We procure all of our raw materials by way of purchase orders on an ongoing basis wherein the pricing, scheduling and delivery details are set out. Under certain of the purchase orders and arrangements, we have the right to inspect all materials that are provided to us. Additionally, our procurement processes are driven by monthly material resource planning which functions on the SAP platform.

For making battery packs our primary raw material is Li-ion cells apart from variety of mechanical and plastic parts. We depend upon strategic partnerships with vendors in China to import high quality, safe and reliable Li-ion prismatic cells for making telecom battery packs. The table below sets forth details on our cost of material consumed, including as a percentage of our total expenses and revenue from operations, during the Financial Years stated:

Particulars	**Financial Year**								
	2023			**2022**			**2021**		
	Amount (₹ million)	**% of total expenses**	**% of total revenue from operations**	**Amount (₹ million)**	**% of total expenses**	**% of total revenue from operations**	**Amount (₹ million)**	**% of total expense**	**% of total revenue from operations**
Cost of material for continuing operations	5,178.32	74.94%	73.14%	6,518.73	80.56%	77.35%	3,877.07	75.79%	75.59%

Cost of material for continuing operations includes cost of material consumed, purchase of stock-in trade and change in inventory

Transportation and warehouses

Our Company has two warehouses in Gurugram primarily to store raw material and finished goods. Our manufactured products are stocked based on the monthly plans assessed by our sales and operation team in co-ordination with our customers' demands. We are typically responsible for the transportation of our products to our customers in accordance with the terms of our arrangements with them, and engage with third party transportation service providers for such transportation, although in certain instances, our customers and they transportation of finish goods for delivery to their locations. In India, we have entered into an agreement with a third party transportation service provider for road transport of our products to our customers, and we also from time to time enter into ad-hoc arrangements as and when required. Our finished products to overseas customers are typically shipped to their overseas location. In certain cases, as per the customers' requirements, our products are delivered by air to overseas customers. Such transportation is typically at our risk. Our arrangements with such third party transportation service providers do not typically include indemnification to us for any loss or damage to products.

Customers

We primarily serve customers in three end markets,: i) EV charging, comprising automotive OEMs, CPOs, fleet aggregators, wherein we service Mahindra and Mahindra Limited, MG Motors Limited, Reliance BP Mobility Limited (JioBP), Fortum Charge & Drive India Private Limited and Blu Smart Mobility; ii) communication networks in countries such as India, Nepal, Malaysia, Indonesia, Philippines, Nigeria, Tanzania, Kenya and Republic of Congo, wherein we service customers such as Reliance Jio Telecom (India's largest 4G operator), Indus Towers, BSNL (PSU); Maxis Telecom in Malaysia and tower companies like American Tower Corp, Eastcastle Infrastructure DRC S.R.L.U. and Indus Tower; and iii) data centres.

We primarily follow a business-to-business model which is typically based on standalone purchase orders which contain the commercial terms of supply for the program including price, delivery location, warranty related terms and liquidated damages for non-performance on the account of delay or quality issues, although in certain instances, we have entered into continuing arrangements which ranges from one to three years, supplemented by purchase orders or with our customers. Certain continuing arrangements contain auto-renewal clauses for a period of one year. The standalone purchase orders or continuing arrangements are typically subject to conditions such as ensuring that all products delivered to the customer have been inspected and will be safe for use, that orders will be fulfilled according to predetermined delivery schedules and that all products will be built to customer specifications and. Under some these standalone purchase orders or continuing arrangements, we provide specific performance bank guarantees to our customers.

Some of our customers provide us with forecasts of order volumes, and a tentative delivery schedule, as well as annual sales projections that help us estimate the production requirement and capital expenditure for that particular product or business line for facilitating our resource planning.

Case Studies - Critical Power Business

(i) Plug and Play Shared Telecom Site Solution with Flexibility in Nigeria, Africa

Case Study Product – DC power systems and integrated Li-ion battery solution for poor grid sites in Africa intended for operating expenditure reduction

Problem: Our customer in Nigeria required a consolidated power and battery solution with a hybrid renewable upgrade option for deployment at shared tower sites located in poor grid or no grid areas to cut fossil fuel-based energy expenses.

Our solution: We provided a customized outdoor plug-and-play DC Power System for shared telecom sites, to be used for up to four operators with anti-theft features, modular and high efficiency AC-DC converters (rectifiers) and solar chargers and Li-ion Batteries with provision of up to 900Ah.

Result: The customer deployed our solutions at 150+ such sites including 80+ sites with solar power. After the deployment of our solution, diesel generator running hours reduced to ~10 hours from 24 hours. In addition, 99.9% uptime was achieved at such sites.

(ii) Large-Scale DC Power Solution with Li-ion Batteries for Cable Landing Stations

Challenge: Our client needed reliable, long-lasting power and battery solutions for cable landing stations, facilitating connectivity on the Andaman & Nicobar and Lakshadweep Islands in India. Due to the region's isolation, the maintenance cost and reliability and durability of the solution were of significant concern.

Solution: We customized a solution to integrate upto 3000Ah of modular Li-ion batteries with large capacity power systems up to 3000A in a 1+1 redundant configuration. The overall solution required novel architecture, and connection of 30 modular batteries required multi-layer battery management system.

Result: We deployed our solution across seven remote islands of Andaman a Nicobar, and 12 in Lakshadweep and enabled powering the communication infrastructure to connect these islands. In accordance with the stated objectives in requirement tender, improved lifespan compared to traditional battery solutions, decreased system-level redundancy, and decreased maintenance costs were delivered.

(iii) Ensuring Continuous Connectivity for 4G telecommunications operator in demanding environments in India

Challenge: In the high altitude, sub-zero climate of Gulmarg in Jammu & Kashmir, India, establishing reliable connectivity in extremely locations presented a significant challenge for our customer, who is a telecommunications company operating in India. The goal was to ensure continuous connectivity and ensure uninterrupted services at geographically remote sites for seamless communication.

Solution: We deployed a 15KW DC Power System with high efficiency 3kW AC-DC converter (rectifier)s, paired with 400Ah Li-ion Batteries, at these remote sites. Additionally, a specialised heating solution was integrated to maintain optimal performance in low temperatures. Our service teams undertook installation and commissioning in these geographies and under such environmental conditions.

Result: The deployment improved connectivity and reduced service disruptions, equipping remote area customers with consistent communication serviceability in the covered area.

(iv) *Off-Grid Hybrid Power with our AC-DC converter (rectifier), Li-ion Batteries and smart controller in rural Malaysia*

Problem: The lack of AC grid and topography and existing source of 24x7 power by way of diesel generator set were challenges faced by our customer owning telecommunications sites in rural areas of Malaysia, causing high operations and maintenance costs, transport and storage costs, and noise as well pollution emissions.

Solution: A complete energy management solution consisting of use of existing diesel generator set, new Li-ion batteries and efficient DC Power Systems was deployed with smart controller to improve efficiency of the diesel generator set running load to reduce diesel usage per hour of the diesel generator set run. Further, fast charging of Li-ion batteries with cyclic capabilities resulted in increase in battery run hours per day with reduction in equivalent diesel generator set run hours.

Result: The customer deployed 33 Sites in remote areas of East and West Malaysia and achieved: (a) reduced two physical diesel generator set at each site to a single diesel generator set; achieved reduction in fuel costs with associated logistics costs, lower maintenance costs and lower overall carbon emissions.

Case Studies - EV Charger Business

(i) Customized 30kW DC CCS2 Charger with dual gun for fleet operators in India

Problem: One of our customers who is a fleet operator was previously using electric vehicles requiring 15-20kW of power for charging and required customization with dual gun provision in a 30kW CCS2 charger to increase usability of the charger.

Solution: Through change in system hardware and software, we designed a system with ability to use dual gun with 15kW power each, and also maintain flexibility to use 30kW of power on a single gun output when required.

Result: Our customer has deployed such chargers as part of their charging hubs in various locations and benefitted from increased efficiency of operations, and faster charging times.

(ii) Deploying charging hubs with multiple types of chargers and standards across India

Problem: One of our customers who is a CPO wanted to build charging hubs at scale with more than 50+ chargers per hub of different standards (including Bharat standard, CCS2 and AC Type 2) to provide seamless fleet charging for both old and new upcoming EV models. The customer also wanted to rely on a vendor partner who had such complete range of products.

Our Solution: With our extensive EV Charger portfolio of DC fast chargers, Type 2 chargers and Bharat standard charger and by leveraging our vertically integrated operations; we were able to scale manufacturing and provide required combination and number of chargers as per customer specifications. Our service teams worked closely with the customer to make the charging hubs live in desired time frame.

Result: The customer has multiple charging hubs live for fleet charging application with our range of AC and DC charging portfolio.

Sales and Marketing

Our primary selling method is direct sales in India, however, we utilize a network of channel partners and distributors in foreign markets. Overall, we have 31 members as part of sales and marketing team across both business verticals and in regions of India, South East Asia and Africa.

EV Charger Business: We have sales teams in Gurugram, Haryana Pune, Maharashtra, Mumbai, Maharashtra and Bengaluru, Karnataka who engage with automotive OEMs for home chargers to be bundled with EV sales. For business solutions, our sales teams engage directly with CPOs, automotive OEMs for heavy vehicles such as buses, and fleet aggregators. We also participate in tenders issued by government entities for procurement of EV chargers. Overseas, we have arrangements with third-party distributors and value add re-sellers to market and sell our EV chargers.

Critical Power Business: We usually engage directly with our Critical Power Business customers to provide customized solutions as per their specifications. Our domestic sales teams are based in Delhi and Mumbai, Maharashtra and international sales team in Manchester (United Kingdom), Amsterdam (Netherlands), Singapore, Kuala Lumpur (Malaysia), Jakarta (Indonesia), Dubai (U.A.E.), Lagos (Nigeria) and Dar es Salaam (Tanzania) to cater to our overseas customers. Our sales teams engage with distributors and system integrators for specific opportunities overseas.

We also engage in social media marketing, through posts and updates in relation to announcements of new products, differentiating features of our products for a broader audience and general EV industry and EV Charger awareness. For our EV Charger Business, we participate in industry conferences and exhibitions, where we engage with key stakeholders in the industry, and exhibit our EV chargers.

Utilities

Power and fuel

Our manufacturing processes require an uninterrupted power to maintain product quality and also preserve the productivity and lifetime of our machines and equipment. We source our electricity requirement directly from state electricity boards, supplemented by our rooftop solar installations and diesel generator sets. Further, our fuel requirements are sourced from local distributors and diesel companies located around our facilities.

Water

Our manufacturing processes also require water consumption although they are not water intensive. The requirement for water is primarily met through water supply connections with the municipal supply systems. In order to reduce wastage of water, we undertake water conservation measures on an ongoing basis such as rainwater harvesting.

Awards and Recognitions

In recognition of our technological capabilities and development processes, we have also received several awards for the quality of our products and excellence in the business categories of our Company. For details of our awards, see "***History and Certain Corporate Matters – Key awards, accreditations and recognition***" on page 238.

Human Resources and Employee training

Our business is supported by an employee base of 1,124 in India (of which 421 are engaged on contractual basis and not on our rolls) as of August 31, 2023, which includes 705 technically qualified employees (431 diploma holders and 274 engineers). Our personnel policies are aimed towards recruiting talented individuals, facilitating their integration through corporate induction programs, and promoting the development of their skills through our learning and development programs, executive coaching for our managers and technical certification programs. These employees are employed in various capacities across our divisions, which range from such professionals like that of engineers, chartered accountants, among others. Recruitment of personnel in different categories is carried out by the HR Department of our Company. Our emoluments for our staff are performance based. Employees are evaluated on a yearly basis for their performance on specified parameters. In addition to regular compensation, statutory benefits and standard insurance coverage, we have instituted the Exicom ESOP Scheme to motivate and incentivize our employees.

The following table illustrates the breakdown of the numbers of our employees by function as of August 31, 2023:

Function	On-roll	Off-roll	Total
Operations	276	358	634
Sales and Marketing	30	1	31
Research and Development	142	2	144
Services	181	54	235
Others	74	6	80
Total	**703**	**421**	**1,124**

Additionally, we have 43 employees at our Subsidiaries (overseas).

Insurance

Our operations are subject to certain hazards such as work accidents, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions, including hazards that may cause destruction of property and inventory. We maintain insurance cover for our properties and machineries, and our policies cover, among others, protection from fire, burglary, product liability, commercial general liability and a variety of marine cargo insurance policies for transit of good. We also maintain certain employee insurance policies such as group personal accident policy, group term life policy and group medi-claim policy.

Our policies are typically subject to standard limitations. For example, in the case of business interruption, limitations apply with respect to the partial or complete closure of public, military, government or civil authorities and changes in consumer behaviours. Therefore, insurance might not necessarily cover all losses incurred by us and we cannot provide any assurance that we will not incur losses or suffer claims beyond the limits of, or outside the relevant coverage of, our insurance policies. See "***Risk Factors – An inability to maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability***" on page 59.

Information Technology

Our systems are equipped with an on-premises enterprise resource planning ("**ERP**") system used at all our locations. ERP integrates digital information of all business documents integrating with all business processes on real time basis. Further, we have role-based access controls with multi-factor authentication in place to ensure compartmentalized data access within our employee network. In addition to firewall protection such as intrusion detection and prevention systems, we use a centralized source code repository for managing software development and collaborative projects. We regularly upgrade our systems to ensure efficiency and business continuity. See "***Risk Factors – Internal Risk Factors – Any failure of our information technology and ERP systems could adversely affect our business and operations.***" on page 58.

We also use the human resources management system ("**HRMS**"), to streamline and automate human resources functions within our organization. The HRMS application is cloud based and integrated with our on-premises active directory for ensuring efficient identity management. Further, we rely on multipletwo data centres equipped with efficient servers, virtualization technologies and security systems such as SSL certificates to safeguard against potential cyber-attacks and unauthorized access.

Additionally, certain of our EV chargers are equipped with ChargeX charger management platform and SPIN Control mobile application to provide our end-users with more control and features for their respective needs. ChargeX is a back-end system which allows CPOs to manage their EV charging network. SPIN Control is a mobile application for residential end-users with intuitive interface with features such as remote charger operation, analytics, smart device compatibility and auto-charging scheduling.

We have an in-house designed ERP system, 'Pulse', which enables us to digitally manage all our services in a centralized manner, and also provides us with insights for analyzing and improving our products and offering.

Properties

Our material premises comprise our Registered Office, our Corporate Office, our manufacturing facilities, our warehouses and our R&D centres. For details on our capacity utilisation of our manufacturing facilities, see " – ***Manufacturing facilities***", on page 211.

The following table sets out details of our material premises:

S. No	Particulars	Location	Leased area	Owner/Lessor	Leased/Owned	Date of agreement and term of lease (as applicable)	Rent (₹ million)
Manufacturing facilities							
1.	Gurugram Facility I	2 A, Sector 18, Gurugram, Haryana	2.11 acres	Pearl Polymers Limited	Leased	August 22, 2014, for a term of 15 years	1.63 (per month)

S. No	Particulars	Location	Leased area	Owner/Lessor	Leased/Owned	Date of agreement and term of lease (as applicable)	Rent (₹ million)
2.	Gurugram Facility II	75D, Sector 18, Gurugram, Haryana	43,000 sq. ft	Golden Remedies Private Limited	Sub-leased	June 21, 2021, for a term of 36 months with effect from April 1, 2021	1.35 (per month)
3.	Solan Facility	Shed No. 1-8, Electronics Complex, Chambaghat, Solan, Himachal Pradesh	1,488 sq. mtrs.	Exicom Tele-Systems Limited	Lease Hold	May 16, 2000, for a term of 95 years	-
R&D centres and others							
4.	R&D centre	Plot 32, Sector 32, Gurugram, Haryana	5,100 sq. ft	Omega Creations (Sub leased by HFCL to Exicom)	Sub-leased	October 15, 2020, for a term of 9 years	0.31 (per month)
5.	R&D centre	RMZ Galleria Office Block, BB Road, Yelahanka, Bengaluru, Karnataka	10.988 sq. ft	The Standard Brick & Tile Company (Yelahanka) Pvt Ltd	Leased	April 24, 2018, for a term of five years	0.61 (per month)
6.	Warehouse	Khasra No. 7256/2789 Opposite Sector 5, Gurugram, Haryana	27,000 sq. ft	Hari Singh Kataria, Avneesh Kataria, Rajnish Kataria, Kusal Kataria, Rahul Kataria	Leased	July 1, 2023, for a term of 36 months.	0.63 (per month)
7.	Warehouse	Plot No. 90, Sector 18, Gurugram, Haryana	18,000 sq. ft.	Om Logistics Limited	Leased	July 15, 2023, for a term of two years	0.45 (per month)
Office premises							
8.	Registered Office	8, Electronics Complex, Chambaghat, Solan, Himachal Pradesh	200 sq. ft.	HFCL Limited	Leased	September 6, 2023, for a term of 11 months with effect from September 1, 2023	0.01 (per month)
9.	Corporate Office	Plot 38, Sector 32, Gurugram, Haryana	1,000 sq. ft	HFCL Limited	Leased	October 14, 2020, for a term of 9 years	0.07 (per month)

In addition to our premises above, we have been allotted a land parcel for an area of 74,475.40 sq. mtrs. at S-105, S-110, S-111, S-112, EHMC Non-Sez Area, Raviryala Village, Maheshwaram Mandal, Rangareddy, Telangana by the TSIIC, pursuant to the final allotment letter dated January 17, 2022, and agreement for sale of plot dated March 25, 2023. The land parcel has been allotted to us for the purposes of setting up a unit for manufacturing EV Chargers, Li-ion Batteries, and SMPS (DC power plant), involving other power electronics and IoT products.

Further, in addition to the above facilities, we have 21 branch offices mainly for customer support services, in India and overseas.

Intellectual property

We rely on a combination of intellectual property laws, confidentiality procedures and contractual provisions to protect our intellectual property. We draft and file the patent applications in various jurisdictions depending on the markets where we are operating and where we are likely to operate in future. Further, in case of certain products, we file design applications. See "***Government and other Approvals – Intellectual Property Rights of our Company***" on page 387.

Health and Employee Safety

We endeavor to adhere to laws and regulations relating to the protection of health and employee safety. We carry out our activities while following appropriate standards of work safety and we strive to ensure that our working conditions provide a healthy and safe work environment for our employees. We have a health, safety and environmental ("**HSE**") policy to promote workplace health and safety and minimize the risk of accidents at our facilities.

We have taken initiatives to reduce the risk of accidents and prevent environmental pollution at our facilities, including: (i) appointment of a dedicated HSE manager for ensuring effective implementation of our HSE policy; (ii) implementing a comprehensive hazard identification and risk assessment procedure for risk management and mitigation; (iii) providing training programs to employees on safety protocols and specialized training on protective equipment usage, firefighting and first aid; (iv) periodic air quality monitoring to ensure optimum air quality withing our manufacturing facilities; and (v) conducting emergency mock drill in our manufacturing facilities.

Environment, Social and Governance

We have undertaken ESG initiative, including energy conservation and transitioning towards renewable energy sources. We have adopted LED lighting and variable frequency drives to minimize energy consumption at our manufacturing facilities. Further, we have opted to transition towards renewable energy sources for our electricity consumption by installing solar systems at the Gurugram Facility I in a bid to reduce our carbon footprint.

For instance, we have been granted an exemption from installing a sewage treatment plant, since our water discharge levels are below the mandated thresholds. Further, all our manufacturing facilities have been certified with environmental management systems and occupational health and safety management system (i.e., ISO 14001:2015 and ISO 45001:2018).

Corporate Social Responsibility ("CSR")

Our CSR initiatives are aligned with the requirements under the Companies Act 2013 and the Companies (Corporate Social Responsibility) Rules, 2014. We have constituted a CSR committee of our Board comprising of our individual Promoter, Managing Director and CEO, Anant Nahata and our Directors, Leena Pribhdas Gidwani and Vivekanand Kumar and have adopted and implemented a CSR policy pursuant to which we have historically carried out CSR activities including providing education and healthcare to underprivileged children, addressing hunger and support old age homes. Our CSR activities cover various fields such as education, animal welfare, alleviating poverty, hunger and malnutrition, and empowerment of women. Our prime objective is to give back to society in a way that brings positive changes and transforms the lives of the weaker sections in the best possible ways.

We have implemented several CSR initiatives on our own, as well as in partnership with implementing societies and non-governmental organizations ("**NGOs**") such as Wockhardt Foundation Teach to Lead, Stephen's Hospital Welfare Society and Earth Survivors Foundation. In Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, we spent ₹ 2.66 million, nil and ₹ 4.98 million, respectively, on CSR activities. Such social welfare initiatives were mainly undertaken in the areas of welfare of old age homes, promoting healthcare and education. We support the initiatives based on the community's needs identified by societies and NGOs. Accordingly, we disburse funds and interact with societies and NGOs to ensure that the needs of the community are met with.

Competition

The Indian power electronics manufacturing industry is characterised by strong competition among increasingly quality-conscious manufacturers (*Source: CRISIL Report*). Given the nature and breadth of our product portfolio, we face competition domestically in India as well as globally across the segments we operate in from companies which either operate in the same line of business as us or offer similar products. In India, Delta Electronics India Limited is our key competitor across our business segments. The other key DC power solution providers are Vertiv Energy Private Limited, Lineage Power, Vrinda Nano Technologies Private Limited, and Greenpole Power

Solutions India Private Limited. While the key players in backup power segment who provide Li-ion based ESS are Coslight India Telecom, Vision India, Exide India Limited, and Amara Raja Batteries Limited. For further details on our competitors, see, "***Industry Overview - Stakeholders - Telecom power system market***" on page 163.

While we face competition, we intend to rely on our core expertise in all aspects of design and engineering, our diversified portfolio of products, our ability to meet our customers' varying requirements and stringent timelines, and our relationships that we have built with our customers to differentiate us from our competitors.

KEY REGULATIONS AND POLICIES IN INDIA

The following is an overview of certain key industry specific relevant laws and regulations in India which are applicable to the operations of our Company and its Subsidiaries. The information available in this section has been obtained from publications available in public domain. The description of laws and regulations set out below may not be exhaustive and is only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. The statements below are based on the current provisions of the 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.

*For details of the material government approvals obtained by us in relation to these laws and regulations, see "**Government and Other Approvals**" beginning on page 385.*

I. Industry specific regulations

Our Company is subject to various industry specific laws and regulations in India arising from our business operations in the EVSE category. These laws and regulations subject our Company to the supervision and regulation of various regulatory authorities, including the Ministry of Power, the Ministry of Heavy Industries and Public Enterprises, the Ministry of Science and Technology, and the Ministry of Road Transport and Highways. The key industry specific regulations applicable to our operations are set forth below.

Faster Adoption and Manufacturing of (Hybrid &) Electric Vehicles in India

The Ministry of Heavy Industries and Public Enterprises notified the Faster Adoption and Manufacturing of (Hybrid &) Electric Vehicles in India ("**FAME**") scheme in 2015 to promote manufacturing of electric and hybrid vehicle technology and to ensure sustainable growth of the segment. Phase I of FAME ("**FAME I**") was implemented with certain areas of focus, including promoting charging infrastructure, by providing grants for public charging infrastructure components, revising existing legal frameworks to enable the efficient rolling out of infrastructure, and evaluating designs for optimal charging infrastructure.

After FAME I came to an end on March 31, 2019, Phase-II of FAME ("**FAME II**") was implemented from April 1, 2019. FAME II had an initial outlay of approximately USD 1.31 billion and focused on incentivizing demand for electric vehicles by providing upfront subsidies and supporting the establishment of electric vehicle charging infrastructure. Additionally, the Ministry of Heavy Industries and Public Enterprises has also notified the Operational Guidelines for Demand Incentives, 2019 ("**OGDI**") for the promotion of the indigenous manufacturing of electric vehicles. The OGDI is intended to implement FAME II through demand incentives, the establishment of network of charging stations and the administration of FAME II through publicity, information, education and communication activities.

Charging Infrastructure for Electric Vehicles – Guidelines and Standards, 2018

The Charging Infrastructure for Electric Vehicles – Guidelines and Standards, 2018 (the "**Charging Guidelines**"), as amended, notified by the Ministry of Power, aims to support the faster adoption of electric vehicles in India, by providing affordable tariffs for charging station operators and vehicle owners, and by supporting the establishment of charging infrastructure for electric vehicles. Any entity is free to set up a public charging station, subject to fulfilment the standards and protocols laid down by the Ministry of Power, the Bureau of Energy Efficiency, and the Central Electricity Authority of India. Any public charging station can procure electricity from any generating company through open access. Further, the Guidelines specify requirements and standards for public charging infrastructure, including requirements for long-range and heavy-duty electric vehicles. The Guidelines require that a charging station be set up in a grid of 3x3 kilometres at least, one charging station be set up every 25 kilometres on both sides of highways, and that one fast-charging station with charging infrastructure for heavy-duty electric vehicles be set up every 100 kilometres on each side of highways in India.

Central Electricity Authority (Technical Standards for Connectivity of the Distributed Generation Resources) Regulations, 2013 and Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2010

Rule 11A of the Central Electricity Authority (Technical Standards for Connectivity of the Distributed Generation Resources) Regulations, 2013, provides standards and specifications that charging stations must follow in India, including, amongst others, requirements relating to establishing reliable protection systems to detect various faults and abnormal conditions in relation to equipment, providing appropriate means to isolate faulty equipment and systems, and ensuring that faulty equipment does not affect the grid adversely. Similarly, the Central Electricity

Authority (Measures relating to Safety and Electric Supply) Regulations, 2010, as amended in 2019, provide for the incorporation of safety processes in electric vehicle charging stations.

AIS-138 Part 1 and Part 2

The AIS-138 Part 1 and Part 2 has been notified by the Automotive Research Association of India, which provides research and engineering related services on behalf of the Ministry of Road Transport and Highways. These standards specify charging requirements (for both alternating current and direct current charging) for all electric vehicles excluding trolley buses, rail vehicles and off-road industrial vehicles. In manufacturing charging station related components, our Company is required to comply with these standards.

Modified Special Incentive Package Scheme

The Ministry of Electronics and Information Technology launched the Modified Special Incentive Package Scheme (the "**M-SIPs**") in July 2012, to promote large scale manufacturing in India. It provides special incentives for investments pertaining to capital expenditure in both, special economic zones ("**SEZs**") and non-SEZs. Our Company has benefited from certain subsidy benefits that it was awarded under M-SIPs.

Technology Platform for Electric Mobility

The Ministry of Science and Technology has formed the Technology Platform for Electric Mobility (the "**TPEM**"), with the Ministry of Heavy Industries and Public Enterprises providing it with funding. The TPEM is aimed at assisting with the development of technologies and products that specifically address the needs of the Indian market. It is also aimed at establishing centres of excellence and research, assisting in the formation of industry technology consortia led by automotive and other competent companies, and supporting the development of new products by private entities.

II. Labour laws

Factories Act, 1948

The Factories Act, 1948, as amended (the "**Factories Act**"), defines a "factory" to cover any premises which employs 10 or more workers on any day of the preceding 12 months and in which a manufacturing process is carried on with the aid of power, or is ordinarily so carried on or any premises where at least 20 workers are employed, and where a manufacturing process is carried on without the aid of power, or is so ordinarily carried on. Each state government has enacted rules in respect of the prior submission of plans and their approval for the establishment of factories and registration and licensing of factories. The Factories Act provides that an occupier of a factory i.e. the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors, must ensure the health, safety and welfare of all workers. There is a prohibition on employing children below the age of 14 years in a factory. The Factories Act also provides for imposition of fines and imprisonment of the manager and occupier of the factory in case of any contravention of the provisions of the Factories Act

Shops and establishments legislations

Under the provisions of local shops and establishments legislations applicable in the states in which establishments are set up, 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 shops and establishments and other rights and obligations of the employers and employees. All industries have to be registered under the shops and establishments legislations of the state where they are located. There are penalties prescribed in the form of monetary fine or imprisonment for violation of the legislations.

Other labour laws

In addition to the above, our Company is subject to a wide variety of generally applicable labour laws by virtue of our operations and has either obtained or applied for relevant licenses and approvals, as necessary, under the said laws. These laws include the Contract Labour (Regulation and Abolition) Act, 1970, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Employee's State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Payment of Gratuity Act, 1972, the Payment of Bonus Act, 1965, Maternity Benefit Act, 1961, the Child Labour (Prohibition and Regulation) Act, 1986, the Right of Persons with Disabilities Act, 2016, and the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

Further, in order to rationalize and reform labour laws in India, the Government of India, with the objective of consolidating all existing labour laws, has enacted the following codes (the "**Labour Codes**"):

- The Code on Wages, 2019, which seeks to regulate and amalgamate laws relating to 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 and the Equal Remuneration Act, 1976;

  The Industrial Relations Code, 2020, which seeks to consolidate and amend laws relating to trade unions, the conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes;

- The Code on Social Security, 2020, which seeks to amend and consolidate laws relating to social security, and subsumes various social security related legislations, among other things, including the Employee's Compensation Act, 1923, Employee's State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961,the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1966 and the Unorganized Workers' Social Security Act, 2008; and

- The Occupational Safety, Health and Working Conditions Code, 2020, which seeks to consolidate and amend the laws regulating the occupational safety and health and working conditions of persons employed in an establishhment.

However, despite being enacted, most of the provisions of the Labour Codes are yet to be implemented. Among the above, only certain provisions of the Code on Wages, 2019, pertaining to the central advisory board, and Section 142 of the Code on Social Security, 2020, which lays down that a person must have a valid Aadhaar in order to avail benefits or services under the code, have been brought into force by the Ministry of Labour and Employment through notifications dated December 18, 2020 and April 30, 2021, respectively. The remaining provisions of the Labour Codes will be brought into force on later dates, as notified by the Government of India.

III. Other laws and regulations

Intellectual property rights laws

Our Company benefits from protections provided under intellectual property rights laws in India, such as the Trade Marks Act, 1999, as amended (the "**Trade Marks Act**"), the Patents Act, 1970 (the "**Patents Act**") and the Designs Act, 2000, as amended (the "**Designs Act**").

*Trade Marks Act, 1999 ("**Trade Marks Act**")*: The Trade Marks Act provides for the registration of trademarks in India, pursuant to which the registered owner of a trademark is granted exclusive rights to registered marks, including brands, labels and headings and combination of colours or any combination thereof, and to obtain relief in case of infringement for commercial purposes. The Trade Marks Act prohibits registration of deceptively similar trademarks and imposes penalties for infringing, falsifying and falsely applying trademarks. Further, pursuant to the notification of the Trade Marks (Amendment) Act, 2010 simultaneous protection of trademarks in India and other countries has been made available to owners of Indian and foreign trademarks.

*Patents Act, 1970 ("**Patents Act**")*: The Patents Act governs the patent regime in India. A patent under the Patents Act is an intellectual property right relating to inventions and grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling and importing the patented product or process or produce that product. Being a signatory to the Agreement on Trade Related Aspects of Intellectual Property Rights, India is required to recognize product patents as well as process patents.

*The Designs Act, 2000 ("**Designs Act**")*: The Designs Act provides protection to industrial designs that our Company possesses. The proprietor upon registration gets 'copyrights in design' for the period of 10 years from the date of registration which can be renewed for a second period of five years, before the expiration of original period of 10 years. The controller registers a design under this Act after verifying that the design of any person, claiming to be the proprietor, is the new or original design not previously published anywhere in any country and is not against any public policy or morality. Any obvious or fraudulent imitation of a design, which is already registered, without the consent of its proprietor, is unlawful. It also prohibits the import of any material which closely resembles a registered design.

Environmental Laws

The Environment (Protection) Act, 1986 has been enacted with the objective of protection and improvement of the environment. Under the Environment Act, the Central Government has been given the power to give directions in writing to any person or officer or any authority for any of the purposes of the Act, including the power to direct the closure, prohibition or regulation of any industry, operation or process. The Environment Act also contains provisions with respect to furnishing information to authorities in certain cases, the establishment of environment laboratories and the appointment of government analysts. The Environment Protection Rules, 1986 prescribes the standards for emission or discharge of environmental pollutants from industries, operations, or processes, for the purpose of protecting and improving the quality of the environment and preventing and abating environmental pollution. Additionally, under the EIA Notification and its subsequent amendments, projects are required to mandatorily obtain environmental clearance from the concerned authorities depending on the potential impact on human health and resources.

The E-waste (Management) Rules, 2016 apply to, amongst others, every manufacturer, producer, consumer, dealers, e-retailer, refurbisher, dismantler and recycler involved in manufacture, sale, transfer, purchase, collection, storage and processing of e-waste or electrical and electronic equipment, including their components, consumables, parts and spares which make the product operational.

Our Company is required to obtain various approvals under applicable environmental laws and regulations, including consents to operate under the Air (Prevention and Control of Pollution) Act, 1981, and the Water (Prevention and Control of Pollution) Act, 1974, and authorisations under the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016. Further while the Battery Waste Management Rules, 2020 is currently in the draft stage, we may be required to obtain authorizations for handling battery waste in accordance with its provisions, once it is implemented.

Consumer Protection Act, 2019

The Consumer Protection Act, 2019, as amended, regulates matters relating to consumer rights, product liability, unfair trade practices and false or misleading advertising, and also establishes regulatory authorities where our customers can file complaints for investigation and adjudication. The act imposes obligations on manufacturers such as our Company, including product liability obligations in relation to products like charging station components and energy storage system components manufactured by us, which obligates us to compensate consumers for any harm that is caused to them by defective products that we manufacture or any deficiency in service in relation to our products.

Data protection laws

The Information Technology Act, 2000 ("**IT Act**"), together with various rules / directions issued under it, sets out the main regulatory framework in relation to data protection, privacy, information, cybercrime, content posted online, digital and electronic signatures and so forth. Our Company may come to possess personal information regarding, *inter alia*, our customers, employees, and business partners, pursuant to the terms of lawful contracts entered into with them, over the course of our operations. Any breach of such contracts involving the disclosure of such personal information by us, where intention or knowledge of the wrongful loss or gain which such disclosure may cause to the person concerned can be attributed to us, would make us subject to penalties under the IT Act.

IV. Foreign Investment and Trade Regulations

Foreign investment in India is primarily governed by the provisions of the Foreign Exchange Management Act, 1999, as amended, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended ("**FEMA Non-Debt Instruments Rules**") and the Consolidated FDI Policy (effective October 15, 2020) issued by the Department for Promotion of Industry and Internal Trade, from time to time. Further, the RBI has enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 which regulates the mode of payment and reporting requirements for investments in India by a person resident outside India.

Under the Consolidated FDI Policy, foreign direct investment up to 100% is permitted in the manufacturing sector and the electric mobility sector under the automatic route. Further, in accordance with the FEMA Non-Debt Instruments Rules, the total holding by each foreign portfolio investor ("**FPI**") or an investor group (in case two or more FPIs, including foreign governments and their related entities, come to possess common ownership, directly or indirectly, of more than 50% of our Company's shareholding, or common control over it, all such FPIs will be required to be treated as forming part of an investor group) is required to be below 10% of the total paid-up Equity Share capital of our Company. Further, the total holdings of all FPIs put together, from April 1, 2020, is permitted to be up to the sectoral caps applicable to the sectors in which our Company operates.

Further, the Foreign Trade (Development & Regulation) Act, 1992 ("**FTA**"), provides for the development and regulation of foreign trade by facilitating imports into and augmenting exports from India and for matters connected therewith or incidental thereto. As per the provisions of the FTA, the Government:- (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; (iii) is authorised to formulate and announce an export and import policy and also amend the same from time to time, by notification in Official Gazette; (iv) is also authorised to app‘int a 'Director General of Foreig’ Trade' for the purpose of the Act, including formulation and implementation of the Export-Import Policy.

Overseas Direct Investment ("ODI")

In terms of the Master Direction No. 15/2015-16 on "Direct Investment by Residents in Joint Venture/Wholly Owned Subsidiary Abroad" issued by the RBI, dated January 1, 2016, as amended, an Indian entity is allowed to make ODI under the automatic route up to limits prescribed by the RBI, which currently should not exceed 400% of its net worth. ODI can be made by investing in either joint ventures or wholly owned subsidiaries outside India. Any financial commitment exceeding USD one billion (or its equivalent) in a financial year would require the prior approval of the RBI.

In addition to the above, our Company is required to comply with the provisions of the Indian Contract Act, 1872, Companies Act, 2013, Income Tax Act 1961, the Income Tax Rules, 1962, as amended by the Finance Act in respective years, Central Goods and Service Tax Act, 2017, the Central Goods and Service Tax Rules, 2017, IBC, and other applicable laws and regulations imposed by the central and state governments and other authorities for our day-to-day operations.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as "Himachal Excicom Communications Limited", a public limited company under the Companies Act, 1956, pursuant to a certificate of incorporation issued by the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh, situated at Jalandhar on May 9, 1994. Our Company was granted a certificate of commencement of business on May 11, 1994, by the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh, situated at Jalandhar. The name of our Company was changed to "Exicom Tele-Systems Limited", pursuant to a resolution passed by our Shareholders on August 6, 2008, and a fresh certificate of incorporation consequent upon change of name issued by the RoC on August 11, 2008.

Changes in the Registered Office

There has been no change in the Registered Office of our Company since incorporation.

Main objects of our Company

The main objects clause contained in the Memorandum of Association enable our Company to undertake its existing activities, as set out below:

"1. To carry on the business of manufacturers, assemblers, sellers, buyers, importers, exporters, designers, stocklists and distributors of or otherwise, dealers, agents in Telecommunication and Power Supply equipments like Electronic Rural Automatic Exchange (ERAX), Switch Mode rectifier, Single Channel & Dual channel UHF & VHF Systems, Electronic Private Automatic Branch Exchange (EPABX), Transmission equipments, modems, Integrated Service Digital Network (ISDN) Systems, Telephones, Wireless telephone, cellular radios, multiaccess rural radio telephone system with their accessories and associated equipments, all types of research secrecy equipment using various techniques, suitable for telephones and radio communication equipment, Facsimile Systems, teleprinters, teletext and videotext systems, electronic typewriters and copying machines, subscribers carrier systems and Fax Machine.

2. To carry on business in and relating to research and development, pilot production, manufacture, assembly, fitting, fabricating, converting, overhauling, altering, hiring, letting on hire, improving, repairing and dealing in any or all descriptions of electrical and electronics appliances, apparatus, equipments, instruments, components as required in industrial/defence control applications/ power generation, electronic circuits, computers, entertainment equipment, space research and allied industries, telecommunications and security services connected with object clause 1.

3. To manufacture, store, sell or distribute and/or deal in all sorts of electronic/electrical/mechanical appliances instruments, equipments or products whether industrial, domestic, scientific, commercial, professional, research or other types capable of marketing in India or abroad connected with object clause 1.

4. To import, export, buy, sell, invent, improve, hire purchase and act as agent to Indian and foreign principles in all branches of electronics/ electrical equipment, power supply equipments, machinery and appliances including spare-parts, components, accessories thereof connected with object clause 1.

5. To carry on business of manufacturers, assemblers, sellers, buyers, importers, exporters, designers, stocklists and distributors of or otherwise dealers, agents in all types of Telecom infrastructure Products in India or abroad including Shelters with or without free cooling arrangements, Power Management Systems, Energy Management Systems, Phase Hunting Units, Air Conditioners with or without free cooling arrangements, Heat Exchangers, Outdoor Cabinets, Passive Cooling Materials. AMF Panels, Static Voltage Regulators (SVR), Line Conditioning Units (LCU), Diesel Generators, Towers, AC DC Power Plants, Batteries, Battery Health Monitoring System (BMS), High Power Single Phase to Three Phase Converters, AC-DC Converters, DC-DC Converters, Railway Telecom and Signalling Equipments including Power Supply & Power Systems, Power Distribution and Management Systems such as Power Transformers, Energy Measurement Units, alternative sources of energy such as Fuel Cells, Solar Power Systems, Wind Power Systems etc along with their accessories and associated equipments.

6. To act as an infrastructure Provider or Turn-Key Service Provider in India or abroad for Telecom Networks, Mobile Cell Sites (BTS) including electrical installations, civil installations, optical fibre installations, air *conditioning and refrigeration system installations, along with their accessories and associated equipments whether directly or by franchise, lease, hire or in association or in collaboration with other parties, company or companies whether Indian or Foreign.*

7. To carry on the business of manufacturers, operators and service providers in India or abroad, of fibre optic transmission equipments, fibre optic cables, video conferencing equipments, digital cross connect equipments, SDH or PDH equipments, cellular telephony, radio paging, E-Mail, Video-Tex, voice mail and allied telecommunication equipments whether directly or by franchise, lease, hire or in association or in collaboration with other parties, company or companies whether Indian or Foreign.

8. To carry on business of advising, rendering consultancy, training, developing, designing, improving, upgrading, integrating, importing, exporting, distributing, buying, selling, operating, maintaining or otherwise dealing in all types of Telecom Infrastructure Equipments and related applications products, services including hardware and all types of software to all types of establishments and dealing in and setting up, operating and maintaining the infrastructure and related equipments and dealing in and setting up, operating and maintaining the infrastructure and related equipments and to take on lease, hire or rent or otherwise network for the purpose of providing Telecommunication services and internet related services in India or abroad.

9. To carry on business of manufactures, assemblers, sellers, buyers, importers, exporters, designers, stocklists and distributors of or otherwise dealers, agents in all type of plant, machineries, accessories and components used in production of electronic equipments.

10. To develop and sale all types of Telecom Software for any telecom equipment, network or telecom infrastructure.

11. To carry on business in and relating to research & development, pilot production, manufacture, assemble, fitting, fabricating, converting, overhauling, altering, hiring, letting on hire, improving, repairing, dealing (including import, export, buy, sell, hire purchase and act as an agent to Indian and foreign principals), installing, commissioning, operations & maintenance in modular & non modular uninterrupted power supply (UPS) and inverters (DC-AC convertors) with various options like on line, off line, line interactive, high back up and various other varieties available or likely to be developed in future with development in application and technology, and accessories (like battery, static switches, protection and distribution, control & management equipment and parts like transformer, electrical switch-gears, cables, circuits etc); as required in industrial/defense control applications/power generation, electronic circuits, computers, entertainment equipment, space research and allied industries, telecommunications, security services, insurance, finance & banking sector.

12. To carry on the business of manufacturers, assemblers, sellers, buyers, importers, exporters, designers, stockists and distributors of or otherwise dealers, agents in Li-ion based batteries, LI-ion based power storage systems, Li-ion based battery chargers and portable chargers, charging stations and Battery Management Systems (BMS).

13. To carry on business in and relating to research and development, pilot production, manufacture, assemble, fitting, fabricating, converting, overhauling, altering, hiring, letting on hire, improving, repairing and dealing of Li-ion batteries, Li-ion power storage systems, Li-ion battery chargers, portable chargers, charging stations and BMS.

14. To import, export, buy, sell, invent, improve, hire purchase, letting on hire, letting on rent and act as agent to Indian and foreign principles in all Li-ion based batteries, related chargers, their spare parts, components, accessories thereof connected with object clause 12.

15. To set up, install, develop, operate or otherwise deal in charging infrastructure for electric vehicles.

16. To carry on, manage, supervise and control the business of transmitting, manufacturing, supplying, generating, distributing and dealing in all forms of energy and power generated by any source whether solar, water or any other form, kind or description and to carry on the business as manufacturer, exporters, importers, contractor, subcontractor, seller buyer, agent of renewal energy systems like solar, biomass. Solid waste, bye product gases and gases components etc.

17. To procure or develop and supply patent inventions, models, designs, scientific or industrial formulaes or processes or any other intellectual property rights."

The main objects clause and matters necessary for furtherance of the main objects as contained in our Memorandum of Association enable our Company to carry on the business presently being carried out.

Amendments to our Memorandum of Association in the last 10 years

Set forth below are details of the changes made to our Memorandum of Association of our Company in the last 10 years:

Date of Shareholders' resolution/Effective date	Details of amendment
September 16, 2023	Clause V of the Memorandum of Association was amended to reflect the increase of authorised share capital from ₹ 850,000,000 Equity Shares divided into 85,000,000 Equity Shares of ₹10 each to ₹ 1,300,000,000 Equity Shares divided into 130,000,000 Equity Shares of ₹10 each
August 21, 2023	Clause V of the Memorandum of Association was amended to reflect the reclassification of authorised share capital from ₹ 300,000,000 divided into 15,000,000 Equity Shares of ₹10 each and 15,000,000 redeemable preference shares of ₹ 10 each to ₹ 300,000,000 Equity Shares divided into 30,000,000 Equity Shares of ₹10 each and increase of authorised share capital from ₹ 300,000,000 Equity Shares divided into 30,000,000 Equity Shares of ₹10 each to ₹ 850,000,000 Equity Shares divided into 85,000,000 Equity Shares of ₹10 each.
April 30, 2019	The words at the beginning of the Memorandum of Association and before Clause I were amended and substituted to reflect "(THE COMPANIES ACT, 2013)". Clause III of the Memorandum of Association was amended to reflect the following: a) Heading of Part A was substituted with the following "*OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE*" Clause III (A) of the MOA comprising the objects clause was amended to include the following sub clauses: *"12. To carry on the business of manufacturers, assemblers, sellers, buyers, importers, exporters, designers, stockists and distributors of or otherwise dealers, agents in Li-ion based batteries, Li-ion based Power storage systems, Li-ion based battery chargers and portable chargers, Charging stations and Battery Management Systems (BMS).* *13. To carry on business in and relating to research and development, pilot production, manufacture, assembly, fitting, fabricating, converting, overhauling, altering, hiring, letting on hire, improving, repairing and dealing of Li-ion batteries, Li-ion Power storage systems, Li-ion Battery chargers, portable chargers, charging stations and BMS.* *14. To import, export, buy, sell, lease, invent, improve, hire purchase, letting on hire, letting on rent and act as agent to Indian and foreign principles in all Li-ion based Batteries, related Chargers their spare parts, components, accessories thereof connected with object clause 12.* *15. To set up, install, develop, operate or otherwise deal in the charging infrastructure for electric vehicles.* *16. To carry on, manage, supervise and control the business of transmitting, manufacturing, supplying, generating, distributing and dealing in all forms of energy and power generated by any source whether solar, water or any other form, kind or description and to carry on the business as manufacturer, exporters, importers, contractor, subcontractor, seller buyer, agent of renewal energy systems like solar, biomass. Solid waste, bye product gases and gases components etc.* *17. To procure or develop and supply patent inventions, models, designs, scientific or industrial formulaes or processes or any other intellectual property rights."* b) Heading of Part B, was substituted with the following "*MATTER WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE*". Sub-clause 3 of the Part B was amended and substituted to include the following: "*3. Subject to Sections 179, 180, 185, 186 & Chapter V of the Companies Act, 2013, and the Regulations made there under and the directions issued by Reserve Bank of India to receive money on deposits or loans and to borrow*

Date of Shareholders' resolution/Effective date	Details of amendment
	from Banks/ Financial Institutio's NBFC's or any other organization or raise money in such manner and at such time or times as the company may determine and in particular by the issue of debentures, debenture-stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised or owning by mortgage, charge or lien upon all or any of the properties or assets of revenues and profits of the company, both present and future, including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other such person or company of any obligation under taken by the company of such other person or company and to give the lenders the power to sell and such other powers as may seem expedient and to purchase redeem or pay off any such securities." c) Sub-clause 14 of Part B was amended and substituted to include the following: *"14. Subject to Chapter XV of the Companies Act, 2013, to amalgamate or take over or enter into partnership or into any arrangement for sharing of profits, union of interest, cooperation joint venture, reciprocal concession or co-operation or for limiting competition or otherwise, with any person, persons or company carrying on or engaged in or about to carry on, or engage in or being authorized to carry on or engaged in any business or transaction which the company is authorized to carry on or to bifurcate one or more units of the company in one or more companies for the interest of the company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture-stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture-stock or securities so received."* d) Sub-clause 20 of Part B was amended and substituted to include the following: *"20. Subject to Section 66 of the Companies Act, 2013, to distribute among the members in specie or in kind or otherwise, any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up but so that no distribution amounting to a reduction of capital be made except with the sanction, if any, for the time being required by the Companies Act, 2013."* e) Sub-clause 36 of Part B was amended and substituted to include the following: *"36. Subject to Section 181 and 182 of the Act, to make donations, to any persons, or institutions in such form or cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this Company and also to subscribe, contribute or otherwise assist or grant money for charitable, scientific, religious or benevolent, national public or such other institutional objects or for any exhibit or for any public, general or other objects."* f) Sub-clause 39 of Part B was amended and substituted to include the following: *"39. Subject to the provisions of the Companies Act, 2013, to vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the company and with or without any declared trust in favour of the Company."* g) Part B was amended to include the following sub clauses: *"43. To carry on the business of software designing, development, coding, customisation, implementation, maintenance, testing and benchmarking, testing and dealing in software & solutions, and to import, export, sell, purchase, distribute, host (in data centers or over the web) or otherwise deal in own and third party software packages, programs and solutions and to provide internet / web based applications, services and solutions, provide or take up assignments on sub-contracting basis, offering services on site/offsite or through development centers using owned/hired or third party infrastructure and equipment, providing solutions/packages/services through applications services provider mode via internet or otherwise, to undertake IT enabled services like call centre management, data processing and to buy, sell or otherwise deal in software packages.* *44. To acquire and hold shares, stocks, debenture, debenture stocks, bonds, obligations and securities issued or guaranteed by any company constituted or*

Date of Shareholders' resolution/Effective date	Details of amendment
	carrying on business in India or elsewhere or by any Government, sovereign ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad, and to acquire these by original subscription, tender, purchase, exchange, or otherwise and to subscribe for the same, either conditionally or otherwise and to guarantee for subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof. *45. To constitute any trusts with a view to the issue of preferred and deferred or any other such special stocks or securities based on or representing any shares, stocks or other assets specifically appropriated for the purpose of any such trusts and to settle and regulate and if though fit, to undertake and execute any such trusts and to issue, dispose off or hold any such preferred deferred or other special stocks or securities. To transact on all kinds of agency and in particular lar in relation to the investment of money, the purchase and sale of business property or under, takings and the collection and receipt of money. To contract with leaseholders, borrowers, lenders, annuitants and others for the establishment, accumulation, provisions and payment sinking funds, redemption funds, depreciation funds, renewal funds, endowment funds and any other special funds and that either in consideration of a lump sum or of annual premium or otherwise and generally on such terms and conditions as may deemed fit.* *46. To establish, carry on and undertake the business of finance, and trading, hire purchase, renting, chartering, and to finance lease operations of all kinds, purchasing, selling, hiring or letting on hire all kinds of plant, machinery such as pollution control equipments and systems, rims alternative energy systems, electronics and electronic equipments, computer data processing equipments and components.* *47. To establish, carry on and undertake the business of finance, and trading, hire purchase, chartering, renting, repairing and to finance lease operations of all kinds of land and buildings, factory shed, godown, storage houses, shops display centres and such other similar properties.* *48. To finance to assist in financing the sale, export and import of goods articles or commodities of all and every kind or description by way of hire purchase or deferred payments or similar transactions.* *49. To manufacture, assemble, market, fabricate, rent, supply, distribute, buy, sell, import, export, design, manipulate, exchange, alter, improve, prepare, install, maintain, repair, or otherwise deal in any or all types of printed circuit boards, switches, semi-conductors, transistorsated circuits, memory chips, diodes, connectors, resistors, rectifiers, capacitors digital meters, transformers, generators, control panels, valves, thyristors, timer plug and sockets, leak detectors, button cell battery chargers of all kinds.* *50. To purchase, sell, develop, take in exchange or on lend on hire or otherwise acquire, whether for investment or sale or working the same any real or personal estate including land, mine, factory, buildings, mills, houses, cottages, shops, depots, warehouses, machinery, plant, stock, stock-in-trade, mineral rights, concessions, privileges, licenses, casement or interest in or with respect to any property whatsoever for the purpose of the Company in consideration for a gross sum or rent or partly in one way and partly in other or for any other such consideration of all types.* *51. To carry on the business of manufacturers, importers and exporters of and dealers in ferrous and nonferrous casting of all kinds and in particular steel, chilled and mallable castings, special alloy castings, gun metal, copper, brass and aluminium casting and foundry work of all kinds.* *52. To carry on the business of electrical engineers. electricians, contractors, manufacturers, constructors, suppliers of and dealers in electric and other appliances, electric motors, fans, lamps, furnaces, household appliances, batteries, cables, wire lines, dry cell accumulators, lamps and works and to generate, accumulate, distribute and supply electricity for the purpose of light, heat automotive power, and for all other such purposes for which electrical energy can be employed, and to manufacture and deal in all apparatus and thing connected with the generation, distribution, supply, accumulations and employment of electricity including the terms electricity all powers that may be directly or indirectly derived there or may be incidentally hereafter discovered in dealing with electricity.*

Date of Shareholders' resolution/Effective date	Details of amendment
	53. *To carry on the business as manufacturers, stockists, importers, exporters, repairers and dealers in dynamos, motors armatures, magnets, batteries, conductors insulators, transformers, converters, switch boards, cookers, engines, guns presses, insulating materials, and electric plant appliances and suppliers of every description.* 54. *To act as trustees, executors, administrators, attorneys, nominees and agents and to undertake and execute trust of all kinds and (subject to compliance with statutory conditions) to exercise all the powers of custodian trustees and trust corporations.* 55. *To carry on the profession of consultants on management, employment, engineering industrial and technical matters to industry and business and to act as employment agents.* 56. *To carry on the business of printing and publishing books, magazines, journals and newspapers and to act as agents in connection therewith.* 57. *To undertake or arrange for the writing and publication of books, magazines, journals and pamphlets on subject relating to trade, commerce, industry, agriculture banking, insurance, investment, taxation, finance, economics, law and other subjects.* 58. *To undertake or promote research in economics, fiscal, commercial, financial, technical and scientific problems.* 59. *To undertake and transact all kinds of agency business, and to carry on and promote any business commercial or otherwise under sound principles to set or as distributors agents, contract man representation and indenting agents on commission and/or allowances as may be deemed fit.* 60. *To run service stations for the repair and servicing of automobiles and to manufacture, deal in fuel oils and greases.* 61. *To make loans, invest in securities, give guc1rantees and provide security to any other such Companies or not in terms of section 186 of the Companies Act, 2013 provided that the Companies shall not carry on banking business within the meaning of Banking Regulations Act, 1949.* 62. *To promote companies, associations, partnerships with or without limited liability and to take or otherwise acquire and hold shares, securities and debentures in such company or association or any other company carrying on business in India or elsewhere, whether promoted by this Company or not and to appoint any director, trustee, accountant or agent.* 63. *To acquire from any person, firm or body corporate or unincorporated, whether in India or elsewhere, technical information, know-how, processes engineering, manufacturing and operating data, plans, layouts, and blueprints useful for the design, erection and operation of plant required for any of the business of the Company and to acquire any grant or licence and other rights and benefits in the foregoing maters and things.* 64. *To enter into any contract, agreement, arrangement or other dealings in the nature of technical collaboration or otherwise for the efficient conduct of the Company or any part thereof.* 65. *To apply for, purchase or otherwise acquire any patents, licenses, invent ions, concessions and the like, conferring and exclusive or non-exclusive or limited right to use, any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, and to use, exercise, develop, grant licences, in respect of, or otherwise turn to account the property, rights and information so acquired.* 66. *To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of the national economy and for discharging what the Directors may consider to be corporate social and moral responsibility of the Company to the public or any section of the public as also any activity which the Directors consider likely to promote national welfare or social, economic and moral uplift of the public or any section of the public in such manner as directors may think fit.* 67. *To undertake, carryout, promote, sponsor, development of rural or backward area, comprising any programme for the betterment of people in any such area with a view to promote the social and economic status of the masses in those areas and to incur any expenditure on any development program and to assist execution and promotion thereof whether directly or indirectly or in any other such manner of all type and to transfer with or without consideration or at a concessional value and divert the ownership of any property of the Company in favour of any public body or institution or trust engaged in the execution of*

Date of Shareholders' resolution/Effective date	Details of amendment
	development programs as approved by the Central Government or state of any other such appropriate authority related thereto. *68. To undertake any advisory, operating, managerial, consultancy or similar work."* h) Clause III (C) of the MOA i.e. "*THE OTHER OBJECTS*" was deleted. Clause IV of the MOA was amended and substituted to include the following: "*IV. The liability of the Member(s) is Limited, and this liability is limited to the amount unpaid, if any, on the shares held by them."*

Major events and milestones in the history of our Company and Material Subsidiary

The table below sets forth some of the key events and milestones in our history:

Calendar Year	Particulars
1994	Incorporation of our Company
1995	Commenced manufacture of DC Power Systems at the erstwhile Solan facility.
2008	Change of name of our Company to "*Exicom Tele-Systems Limited*"
2012	Incorporation of our wholly owned subsidiary, Exicom Tele-Systems (Singapore) Pte. Ltd., in Singapore.
	Incorporation of our indirect subsidiary, Horizon Tele-Systems SDN BHD, in Malaysia.
2013	Commenced trading of Li-ion batteries.
2016	Commenced manufacture of DC Power Systems at Gurugram Facility I.
2022	Core membership of Charging Interface Initiative (international charging standard body) obtained.
	Started manufacturing of EV Chargers at Gurugram Facility I.
2022	Divestment of our business and assets related to the manufacturing and service of the Li-ion batteries of electric vehicles on a slump sale basis to Exicom Energy Systems Private Limited.
2023	Commenced manufacture of Li-ion batteries at Gurugram Facility II.

Key awards, accreditations and recognitions

The table below sets forth key awards, accreditations and recognitions received by us:

Calendar Year	Particulars
2022	Awarded the 'Company of the Year – EV Infrastructure OEM' at the 5th Industry Excellence Awards, 2022 by India Energy Storage Alliance
2020	Awarded the 'Company of–the Year - EVSE' at the EV Charge India Awards, 2020 by EMobility+
2020	Awarded the 'EV Charging Infrastructure Company of the Year' at the 4th Industry Excellence Awards, 2020 by India Energy Storage Alliance
2019	Awarded the 'EV Infrastructure Company of the Year' at the Industry Excellence Awards, 2019 by India Energy Storage Alliance
2019	Awarded the 'Moving Towards a Greener Transportation' at the 3rd ASSOCHAM Auto Forum & Awards, 2019 by ASSOCHAM India
2018	Awarded the 'Energy Storage Company of the Year' at the Energy Storage India 2018 Conference, Expo and Gala Awards
2020	Received ISO 14001:2015 and ISO 45001:2018 accreditation for the scope of manufacturing and supply of electric vehicle charger, SMR, SMPs based power plants, centralized battery & energy management solutions for Gurugram Facility I, Corporate Office, R&D centre and Solan Facility.
2023	Received ITAF 16949:2016 accreditation for design and manufacturing of electric vehicle charger for Gurugram Facility I, R&D centre and Corporate Office.
	Received ISO 9001:2015 accreditation for manufacture, supply, installation, commissioning & service of electric vehicle charger, SMR, SMPs based power plants, centralized battery & energy management solutions for Gurugram Facility I.
	Received ISO 9001:2015 accreditation for manufacturing of SMR & SMPs power plants for our Solan Facility.
	Received ISO 14001:2015 and ISO 45001:2018 accreditation for manufacturing and supply of electric vehicle charger, SMR, SMPs based power plants, centralized battery & energy management solutions for our Gurugram Facility I, Corporate Office, R&D centre and Solan Facility.
	Received ISO 9001:2015 accreditation for design, manufacture and inhouse service of lithium-ion battery pack for stationary application for Gurugram Facility II.
	Received ISO 14001:2015 accreditation for design, manufacture and inhouse service of lithium-ion battery pack for stationary application for Gurugram Facility II.

Calendar Year	Particulars
	Received ISO 45001:2018 accreditation for design, manufacture and inhouse service of lithium-ion battery pack for stationary application for Gurugram Facility II.

Significant financial or strategic partnerships

As on the date of this Draft Red Herring Prospectus, our Company does not have any financial or strategic partnerships.

Time and cost overrun

As on the date of this Draft Red Herring Prospectus, there has been no time or cost over-run in respect of our business operations.

Defaults or re-scheduling/restructuring of borrowings with financial institutions/banks

As on the date of this Draft Red Herring Prospectus, there has been no instance of defaults or rescheduling/ restructuring of borrowings with financial institutions/ banks in respect of our borrowings from lenders.

Launch of key products or services, entry into new geographies or exit from existing markets capacity/ facility creation or location of plants

For details in relation to our corporate profile including details of our business, activities, services, market, growth, competition, launch of key products, entry into new geographies or exit from existing markets, suppliers, customers, capacity/facility creation build-up, technology, and managerial competence, see "***Risk Factors***" "***Our Business***", and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" beginning on pages 28, 192, and 348, respectively.

Details regarding material acquisitions or divestments of business or undertakings, mergers, amalgamations orrevaluation of assets in the last 10 years

Except as stated below, our Company has not made any material acquisitions or divestments of any business or undertaking, and has not undertaken any mergers, amalgamation or revaluation of assets in the last 10 years:

Business Transfer Agreement dated December 16, 2022, entered amongst Exicom Energy Systems Private Limited and our Company ("Exicom Energy Systems BTA")

Pursuant to the Exicom Energy Systems BTA, our Company has transferred to Exicom Energy Systems Private Limited ("**Purchaser**") its business and assets related to the manufacturing and service of the Li-ion batteries of electric vehicles ("**Transferred Business**") on a slump sale basis, for a consideration of ₹ 168.20 million. Pursuant to the slump sale under the Exicom Energy Systems BTA, our Company has transferred the assets, contracts including master service agreement, intellectual property license agreements, employees, employee benefits and other liabilities, rights and claims arising out of the Transferred Business to the Purchaser. The effective date of completion of the slump sale was November 1, 2022.

Guarantees provided to third parties by our Promoters offering their Equity Shares in the Offer for Sale

As on the date of this Draft Red Herring Prospectus, no guarantee has been issued by our Promoters offering their Equity Shares in the Offer for Sale.

Summary of key agreements and shareholders' agreements

As on the date of this Draft Red Herring Prospectus, there are no subsisting arrangements or agreements, deeds of assignment, acquisition agreements, shareholders' agreements, inter-se agreements, any agreements between our Company, our Promoters and Shareholders, or agreements of like nature or agreements comprising any clauses/covenants which are material to our Company. Further, there are no clauses/covenants that are adverse or prejudicial to the interest of the minority/public Shareholders of our Company.

Agreements with Key Managerial Personnel or Senior Management, Director, Promoter or any other

employee

As on the date of this Draft Red Herring Prospectus, there are no agreements entered into by a Key Managerial Personnel or Senior Management or Director or Promoter or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Key terms of other subsisting material agreements

Except as disclosed below, our Company has not entered into any other subsisting material agreements including with strategic partners and/or financial partners other than in the ordinary course of business of our Company, as on the date of this Draft Red Herring Prospectus:

Brand and Trade Name Agreement between Exicom Tele-Systems (Singapore) Pte. Ltd. and our Company

Exicom Tele-Systems (Singapore) Pte. Ltd ("**Exicom Singapore**"), our Material Subsidiary is interested in the Brand and Trade Name Agreement dated April 1, 2018, as amended, entered between our Company and Exicom Singapore, for granting (i) a royalty bearing licence to Exicom Singapore to use certain trademarks in Singapore and certain other territories in connection with the sale of Li-ion Batteries by Exicom Singapore; (ii) a royalty free non-exclusive license to display the trademark in Singapore upon Li-ion Batteries used by Exicom Singapore for certain purposes; and (iii) non-exclusive licences to use the name '*Exicom*' in its corporate name and trade names in Singapore in connection with Li-ion Batteries sold by Exicom Singapore, and in one or more domain names.

Holding company

NextWave Communications Private Limited is our holding company. See "***Our Promoters and Promoter Group –Corporate Promoter***" on page 259.

Subsidiaries*

As on the date of this Draft Red Herring Prospectus, our Company has one direct Subsidiary and one indirect Subsidiary, details of which are provided below:

Direct Foreign Subsidiary

1. Exicom Tele-Systems (Singapore) Pte. Ltd.

Corporate Information

Exicom Singapore was incorporated as a private company limited by shares on April 30, 2012, under the Companies Act (Chapter 50), 1967 of the Republic of Singapore. Its registered office is at the Plaza, 7500A, Beach Road, #12-318-9, 199 591, Republic of Singapore. Its registration number is 201210680W.

Exicom Singapore is engaged in the business of the wholesale and retail sale of all types of telecommunications equipment. As on the date of this Draft Red Herring Prospectus, Exicom Singapore is not listed in India or abroad.

Capital Structure

The authorised share capital of Exicom Singapore is SGD 650,000 divided into 650,000 equity shares of SGD 1 each and its paid up capital is SGD 650,000. Our Company holds 650,000 ordinary shares of SGD 1 each aggregating to 100 % of the total shareholding of Exicom Singapore.

Amount of accumulated profits or losses

There are no accumulated profits or losses of Exicom Singapore, not accounted for by our Company.

2. Horizon Power Solutions DMCC ("Horizon DMCC")

Corporate Information

Horizon DMCC was incorporated as a free zone company on May 18, 2022, under the DMCCA Company Regulations, 2020. Its registered office is at Unit No 3390, DMCC Business Centre, Level No. 1, Jewellery & Gemplex 3, Dubai, United Arab Emirates. Its registration number is DMCC 193430.

Horizon DMCC is engaged in the business of telecommunications equipment trading.

Capital Structure

The authorised share capital of Horizon DMCC is AED 50,000 divided into 5,000 equity shares of AED 10 each. Our Company holds 5,000 ordinary shares of AED 10 each aggregating to 100 % of the total shareholding of Horizon DMCC.

Amount of accumulated profits or losses

There are no accumulated profits or losses of Horizon DMCC, not accounted for by our Company.

Indirect Subsidiary

1. *Horizon Tele-System SDN BHD ("Horizon SDN")*

Corporate Information

Horizon SDN was incorporated as a private company limited by shares on May 25, 2012, under the Companies Act, 1965 of Malaysia. Its registered office is at No.23, Jalan Linggis 15/24, Taman Perindustrian Linggis, Seksyen 15, 40200, Shah Alam, Selangor, Malaysia. Its corporate identification number is 1003585-P.

Horizon SDN is engaged in the business of trading telecommunications equipment. As on the date of this Draft Red Herring Prospectus, Horizon SDN is not listed in India or abroad.

Capital Structure

The authorised share capital of Horizon SDN is RM 1,000,000 divided into 1,000,000 ordinary shares of RM 1 each. Exicom Singapore holds 1,000,000 ordinary shares of RM 1 each aggregating to 100 % of the total shareholding of Horizon SDN.

Amount of accumulated profits or losses

There are no accumulated profits or losses of Horizon SDN, not accounted for by our Company.

*[*1] The Board has approved the process of incorporating two wholly-owned subsidiaries of our Company i.e., (i) under the operating name "Horizon Power Solutions" or "Horizon Ventures LLC" or any other name approved by authorities in Meyden Free Zone in the Emirate of Dubai, United Arab Emirates pursuant to the board resolution dated August 11, 2023 and a superseding board resolution dated August 16, 2023; and (ii) under the proposed name of "Exicom Power Solutions BV" or any other name as may be made available by the registering authority / registrar in Netherlands pursuant to the board resolution dated August 11, 2023.*

*[*2] Pursuant to the board resolution dated August 11, 2023, approving the sale of investment held in Energywin Technologies Private Limited, our Company has divested from Energywin Technologies Private Limited on September 7, 2023. Hence, Energywin Technologies Private Limited was still shown as a subsidiary in the Restated Consolidated Financial Information till March 31, 2023, of our Company, however, as on the date of this DRHP, Energywin Technologies Private Limited is no longer our subsidiary.*

*[*3] Pursuant to the board resolution dated August 11, 2023, the Board has approved the closure of the Horizon DMCC and we are in the process of completing the necessary procedures required to effect the closure. Further, our trading licence has expired and in light of the closure procedures, we have not applied for reneweing the trading licence.*

Other Confirmations

Interest in our Company

As on the date of this Draft Red Herring Prospectus, except as disclosed in "***Restated Consolidated Financial Information – Note 50 - Related Party Disclosures***" on page 324 and including as set out above in "- ***Key terms of other subsisting material agreements***" on page 240, none of our Subsidiaries have, (i) any business interest in our Company; or (ii) related business transactions between our Company.

Common Pursuits

Exicom Singapore, Horizon DMCC and Horizon SDN are engaged in/are authorised by their respective constitutional documents to engage in the same line of business as that of our Company. We will adopt the necessary procedures and practices as permitted by law to address any conflict situation, if and when they arise.

OUR MANAGEMENT

In accordance with the Companies Act, 2013, and the Articles of Association, our Company is authorised to have a minimum of three Directors and a maximum of 15 Directors. As on the date of this Draft Red Herring Prospectus, we have six Directors on our Board, comprising two Executive Directors, one Non-Executive Director and three Independent Directors, including two woman Independent Directors. 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, in relation to the composition of the Board and committees thereof.

Our Board

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

Name, designation, address, occupation, age, date of birth, term, period of directorship and DIN	Directorships in other companies
Anant Nahata *Designation*: Managing Director and Chief Executive Officer *Address:* W-48, Greater Kailash Part-2, Greater Kailash, South Delhi 110 048, Delhi *Occupation*: Business *Date of Birth:* November 4, 1983 *Age:* 39 years *Term:* Five years with effect from July 1, 2023, not liable to retire by rotation *Period of Directorship:* Since June 4, 2008 *DIN:* 02216037	*Indian Companies* • Exicom Energy Systems Private Limited • Exicom Power Systems Private Limited • Infotel Infocomm Enterprises Private Limited • MNV Alliances Private Limited • NextWave Communications Private Limited • Offspring Infratech Private Limited • Offspring Projects Private Limited • Satellite Finance Private Limited • United Designer Brands Private Limited *Foreign Companies* • Exicom Tele-Systems (Singapore) Pte. Ltd.
Vivekanand Kumar *Designation*: Whole Time Director *Address:* Flat No – 1203, Tower – 12, The Close North, Nirvana Country, Gurugram 122 018, Haryana *Occupation*: Service *Date of Birth:* January 23, 1974 *Age:* 49 years *Term:* Five years with effect from August 21, 2023, liable to retire by rotation *Period of Directorship:* Since August 21, 2023 *DIN:* 10244171	*Indian Companies* Nil *Foreign Companies* Nil
Subhash Chander Rustgi *Designation*: Non-Executive Director *Address:* 279, Block B, Sushant Lok 3, Sector 57, Gurugram 122 011, Haryana *Occupation*: Business	*Indian Companies* Nil *Foreign Companies* Nil

Name, designation, address, occupation, age, date of birth, term, period of directorship and DIN	Directorships in other companies
Date of Birth: September 23, 1953 *Age:* 70 years *Term:* Liable to retire by rotation *Period of Directorship:* Since September 1, 2015 *DIN:* 06922968	
Himanshu Baid *Designation*: Chairman of our Board; Independent Director *Address:* W-37, Greater Kailash Part-2, South Delhi 110 048, Delhi *Occupation*: Business *Date of Birth:* June 8, 1968 *Age:* 55 years *Term:* Five years with effect from April 30, 2019, not liable to retire by rotation *Period of Directorship:* Since November 11, 2008 *DIN:* 00014008	*Indian Companies* • PHD Chamber of Commerce and Industry • Plan1 Health India Private Limited • Poly Medicure Limited • Polycure Martech Limited *Foreign Companies* • Poly Medicure (Laiyang) Co. Ltd. China • Ultra for Medical Products, Egypt • Poly Medicure B.V Netherlands • Exicom Tele-Systems (Singapore) Pte. Ltd.
Leena Pribhdas Gidwani *Designation*: Independent Director *Address:* 1301, Tower 3, Planet Godrej, Keshavrao Khadye Marg, Mahalaxmi, 400 011 Mumbai *Occupation*: Self employed *Date of Birth:* January 20, 1967 *Age:* 56 years *Term:* Five years with effect from April 1, 2020, not liable to retire by rotation *Period of Directorship:* Since April 1, 2020 *DIN:* 06969243	*Indian Companies* • Artspread Solutions Private Limited *Foreign Companies* • KWG Co. Private Limited (Hong Kong)
Karen Wilson Kumar *Designation*: Independent Director *Address:* A51/10, DLF City Phase – I, Chakarpur (74), Gurugram 122 002, Haryana *Occupation*: Professional *Date of Birth:* November 3, 1968 *Age:* 54 years	*Indian Companies* • Astix Infolytics Private Limited • Nanhi Veena Women Welfare Foundation *Foreign Companies* • Nil

Name, designation, address, occupation, age, date of birth, term, period of directorship and DIN	Directorships in other companies
Term: Five years with effect from September 16, 2023, not liable to retire by rotation *Period of Directorship:* Since September 16, 2023 *DIN:* 05297981	

Arrangement or understanding with major shareholders, customers, suppliers or others

None of our Directors have been appointed pursuant to any arrangement or understanding with our major Shareholders, customers, suppliers or others.

Brief profiles of our Directors

Anant Nahata is the Managing Director and Chief Executive Officer of our Company. He is also the individual Promoter of our Company. He has been a Director on our Board since June 4, 2008. He holds a bachelor's degree in arts from the University of Pennsylvania. He was previously associated with Credit Suisse Securities (USA) LLC sand Koovs Marketing Consulting Private Limited. He has experience in power electronics (including in particular, critical power and EV Charger solutions).

Vivekanand Kumar is a Whole Time Director of our Company. He has been a Director on our Board since August 21, 2023. He was previously the Vice President – Operations of our Company and has been associated with our Company since January 27, 2021. He holds a bachelor's degree in technology (production) from the Vinoba Bhave University and a post graduate diploma in business administration from Symbiosis Centre for Distance Learning. He has been previously associated with Autoliv India Private Limited, Hydraulics Limited, Gates India Private Limited, GKN Drive (India) Limited, Caparo Engineering India Private Limited and Roop Automotives Limited. He has experience in engineering, manufacturing and operations.

Subhash Chander Rustgi is a Non-Executive Director of our Company. He has been a Director on our Board since September 1, 2015. He holds a bachelor's degree in science (electrical engineering) (electronics) and master's degree in business administration, from the University of Delhi. He was previously associated with Himachal Futuristic Communications Limited and Bharat Electronics Limited. He has experience in electronics and engineering.

Himanshu Baid is an Independent Director of our Company and Chairman of our Board. He has been a Director on our Board since November 11, 2008. He holds a bachelor's degree in engineering (electronics and communication) from the Karnatak University. He has experience in electrical engineering.

Leena Pribhdas Gidwani is an Independent Director of our Company. She has been a Director on our Board since April 1, 2020. She holds a bachelor's degree in commerce and master's degree in management studies, from University of Bombay. She was previously associated with Grindlays Bank, Hongkong and Shanghai Banking Corporation Limited, HSBC Bank plc, HSBC Electronic Data Processing India Private Limited, the Royal Bank of Scotland N.V., HSBC InvestDirect (India) Limited and HSBC InvestDirect Financial Services (India) Limited. She has experience in finance.

Karen Wilson Kumar is an Independent Director of our Company. She has been a Director on our Board associated with our Company since September 16, 2023. She has passed her examination in bachelor of arts from the University of Calcutta. She was previously associated with India Today Group, RP – Sanjiv Goenka Group, Louis Vuitton India Retain Private Limited. She has experience in marketing.

Relationship between our Directors, all the Key Managerial Personnel or Senior Management

None of our Directors are related to each other, or to any of the Key Managerial Personnel or Senior Management.

Terms of Appointment of our Directors

Terms of appointment of our Managing Director and Chief Executive Officer

Anant Nahata

Anant Nahata, our Managing Director and CEO, was first appointed as a Director of our Board on June 4, 2008. He was re-appointed as the Managing Director and Chief Executive Officer for a period of five years with effect from July 1, 2023, pursuant to resolutions passed by our Board and Shareholders on June 20, 2023, and July 7, 2023 respectively.

Pursuant to a resolution passed by our Shareholders dated July 7, 2023, Anant Nahata is entitled to the following remuneration:

1. Base salary: ₹ 20.00 million per annum;

2. Perquisites and allowances: Up to 50% of the base salary. These include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance together with expenses incurred on gas, electricity, water, security, furnishing and repairs, medical expenses and leave travel concession for self and family including dependents;

3. Reimbursement of expenses: Including expenses incurred on leave travel, business trips for himself and his spouse, business conveyance, medical assistance for himself and his family members, club fees, telephone expenses of his residence, and personal accident insurance policy, etc.; and

4. Other benefits: Including gratuity, contribution to provident fund, leave encashment, bonus, etc. as per the rules of our Company and/or as per statutory requirements.

During Financial Year 2023, he received an aggregate compensation of ₹ 10.57 million from our Company.

Terms of appointment of our Whole Time Director

Vivekanand Kumar

Vivekanand Kumar, our Whole-Time Director, was appointed as a Director on our Board for a period of five years with effect from August 21, 2023, pursuant to the resolutions passed by our Shareholders on August 21, 2023 respectively.

Pursuant to a resolution passed by our Shareholders dated August 21, 2023, Vivekanand Kumar is entitled to the following remuneration within the overall limits of ₹ 12.50 million per annum:

1. Base salary: ₹ 2.91 million per annum;

2. Employer's provident fund (12% of base salary): ₹ 0.34 million per annum;

3. Gratuity (4.81% of base salary): ₹ 0.14 million per annum; and

4. Flexi-pay kitty: ₹ 4.15 million per annum

During Financial Year 2023, he received an aggregate compensation of ₹ 7.08 million form our Company (in his erstwhile capacity as the Vice President – Operations of our Company). During Financial Year 2023, he did not receive any compensation from our Company in his capacity as a Whole Time Director, since he was appointed in Financial Year 2024.

Remuneration paid and payable to our Non-Executive Directors (including our Independent Directors)

Pursuant to a resolution passed by our Board on September 15, 2023, our Non-Executive Directors (including our Independent Directors) are entitled to receive a sitting fee of ₹ 0.04 million for each meeting of our Board and ₹ 0.04 million for each meeting of the Committee. Further, pursuant to a resolution passed by our Board on September 15, 2023, and resolution passed by our Shareholders on September 16, 2023, our Non-Executive Directors (including our Independent Directors) are each entitled to receive a commission of 1 % of the net profits of the Company calculated in accordance with Section 198 of the Companies Act, 2013 in addition to the sitting fees, subject to a maximum of ₹ 0.70 million per annum.

Details of sitting fees paid to our Non-Executive Directors (including Independent Directors) during Financial Year 2023 are set forth below:

Director	Sitting fees (₹ in million)
Himanshu Baid	0.60
Subhash Chander Rustgi	0.50
Leena Pribhdas Gidwani	0.40
Karen Wilson Kumar*	Nil

**During Financial Year 2023, Karen Wilson Kumar did not received any compensation from our Company since she was appointed in Financial Year 2024.*

Remuneration paid or payable to our Directors by our Subsidiaries or Associates

None of our Directors were paid or were entitled to receive any remuneration, sitting fees or commission by our Subsidiaries for Financial Year 2023. As on the date of this Draft Red Herring Prospectus, our Company does not have any associate company.

Bonus or profit-sharing plan for our Directors

Except as stated in "– ***Terms of Appointment of our Directors***" and "– ***Remuneration paid and payable***" on pages 245 and 246, respectively, our Company does not have any bonus or profit-sharing plan for our Directors.

Contingent and deferred compensation payable to Directors

As on the date of this Draft Red Herring Prospectus, no contingent or deferred compensation is payable to any of our Directors for Financial Year 2023.

Shareholding of our Directors in our Company

Our Articles of Association do not require our Directors to hold any qualification shares.

As on the date of this Draft Red Herring Prospectus, none of our Directors hold any Equity Shares in our Company.

Interest of Directors

Our Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to them as well as sitting fees, if any, payable to them for attending meetings of our Board or committees thereof, and any commission payable to them. Our Directors may also be interested to the extent of Equity Shares that may be subscribed by or allotted to any companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees pursuant to the Offer and any dividend and other distributions payable in respect of such Equity Shares, and to the extent of any directorships held by them in our Subsidiaries.

Certain of our Directors may be deemed to be interested to the extent of any contracts, agreements/arrangements entered into or to be entered into by our Company with any entity which is promoted by them or in which they are members or in which they hold directorships or any partnership firm in which they are partners in the ordinary course of business, and any dividend and other distributions payable in respect of such Equity Shares. Anant Nahata, our Managing Director and CEO, in his capacity as (i) one of the promoters of HFCL Limited, our Group Company and one of the members of our Promoter Group; (ii) a director on the board of directors of our Material Subsidiary, Exicom Tele-Systems (Singapore) Pte. Ltd.; and (iii) a director on the board of directors of Exicom Energy Systems Private Limited and Exicom Power Systems Private Limited, our Group Companies, is interested in each of the agreements/arrangements entered into between these entities and our Company. For further details, see "***Restated Consolidated Financial Information – Note 50 – Related Party Disclosures***" and "***Risk Factors- Internal Risk Factors- We have and may continue to enter into related party transactions in the future in the ordinary course of our business on an arm's length basis.***" on pages 324 and 50.

Anant Nahata, our Managing Director and CEO, among others, has provided a personal guarantee in favour of Punjab National Bank, IDBI Bank Limited and State Bank of India for certain borrowings availed by our Company. For further details, see '***Financial Indebtedness – Key terms of borrowings availed by our Company***' on page 345. Further, he in his capacity as the promoter and a director of NextWave Communications Private Limited, is interested to the extent of repayment of 234,741 6% unsecured non-convertible debentures having a face value of ₹ 1,065 each (including interest) by our Company.

As on the date of this Draft Red Herring Prospectus, no sum has been paid or agreed to be paid to our Directors or to firms or companies in which they may be members, in cash or shares or otherwise by any person either to induce him/her to become, or to qualify him/her as a Director, or otherwise for services rendered by him/her or by such firm or company, in connection with the promotion or formation of our Company.

Interest in land and property, acquisition of land, construction of building and supply of machinery, etc.

None of our Directors are interested in any property acquired by our Company in the two years preceding the date of this Draft Red Herring Prospectus, or presently proposed to be acquired by it.

As on the date of this Draft Red Herring Prospectus, none of our Directors have any interest in any transaction by our Company for acquisition of land, construction of building and supply of machinery, etc.

Interest in promotion or formation of our Company

As on the date of this Draft Red Herring Prospectus, none of our Directors, except Anant Nahata who is one of the Promoters of our Company, have an interest in the promotion or formation of our Company.

Business Interest

Except as stated in "***Restated Consolidated Financial Information – Note 50 - Related Party Disclosures***" on page 324 and otherwise disclosed in this section, our Directors do not have any other business interest in our Company.

Loans to Directors

As on the date of this Draft Red Herring Prospectus, no loans have been availed by our Directors from our Company.

Service contracts with Directors

As on the date of this Draft Red Herring Prospectus, there are no service contracts entered into with any Directors, which provide for benefits upon termination of employment.

Confirmations

As on the date of this Draft Red Herring Prospectus, none of our Directors are, or for the five years prior to the date of this Draft Red Herring Prospectus, have been on the board of directors of any listed company whose shares have been/were suspended from being traded on any stock exchange, during their tenure as a director in such company.

As on the date of this Draft Red Herring Prospectus, none of our Directors is or has been a director on the board of directors of any listed company that has been delisted from any stock exchange, during their tenure as a director in such company.

Changes in our Board during the last three years

The changes in our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below:

Name of Director	Date of Change	Reasons	Reasons for Resignation
Himanshu Baid	September 27, 2023	Appointed as Chairman of our Board	N.A.
Karen Wilson Kumar	September 16, 2023	Appointment as Independent Director	N.A.
Vivekanand Kumar	August 21, 2023	Appointment as Whole Time Director	N.A.
Anant Nahata	July 1, 2023	Re-appointment as Managing Director and Chief Executive Officer	N.A.
Brij Bihari Tandon	December 17, 2022	Resignation as Director	Due to age and health related issues

Borrowing Powers

In accordance with the terms of our Articles of Association, pursuant to a resolution passed by our Board on August 11, 2023 and a resolution passed by our Shareholders on August 21, 2023, our Board may borrow money for and on behalf of our Company, from time to time, any sum or sums of money in any currency whether Indian or foreign, as may be required for the purpose of the business of our Company, from one or more banks, financial institutions and other persons, firms, bodies corporate, whether in India or abroad, with or without security, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from our Company's bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up capital of our Company and its free reserves (reserves not set apart from any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not at any time exceed the ₹ 6,000 million and the Board be and is hereby authorized to decide all terms and conditions in relation to such borrowings.

Corporate Governance

In accordance with the Companies Act, 2013, and the Articles of Association, our Company is authorised to have a minimum of three Directors and a maximum of 15 Directors. As on the date of this Draft Red Herring Prospectus, there are six Directors on our Board comprising two Executive Directors, one Non-Executive Director and three Independent Directors, including two woman Independent Directors. Our Company is in compliance with the corporate governance norms prescribed under the SEBI Listing Regulations and the Companies Act, 2013 in relation to the composition of our Board and constitution of committees thereof, as required under law.

Our Company undertakes to take all necessary steps to continue to comply with all applicable requirements of the SEBI Listing Regulations and the Companies Act, 2013.

Board Committees

Our Company has constituted the following Board committees in terms of the SEBI Listing Regulations, and the Companies Act, 2013:

(a) Audit Committee;
(b) Nomination and Remuneration Committee;
(c) Stakeholders' Relationship Committee;
(d) Risk Management Committee; and
(e) Corporate Social Responsibility Committee.

Audit Committee

The Audit Committee was last reconstituted by our Board at its meeting held on September 15, 2023. The Audit Committee is in compliance with Section 177 and other applicable provisions of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. The Audit Committee currently comprises:

S. No.	Director	Category	Designation
1.	Himanshu Baid	Chairman of our Board; Independent Director	Chairperson
2.	Karen Wilson Kumar	Independent Director	Member
3.	Subhash Chander Rustgi	Non-Executive Director	Member

Scope and terms of reference:

The Audit Committee shall be responsible for, among other things, as may be required by the Stock Exchange(s) in India where the Equity Shares of the Company are proposed to be listed from time to time, the following:

Powers of Audit Committee

The Audit Committee shall have powers, including the following:

(1) to investigate any activity within its terms of reference;
(2) to seek information from any employee;
(3) to obtain outside legal or other professional advice;
(4) to secure attendance of outsiders with relevant expertise, if it considers necessary; and
(5) such powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

Role of Audit Committee

The role of the Audit Committee shall include the following:

1. oversight of financial reporting process and the disclosure of financial information relating to our Company to ensure that the financial statements are correct, sufficient and credible;

2. recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of our Company and the fixation of the audit fee;

3. approval of payment to statutory auditors for any other services rendered by the statutory auditors;

4. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

    a. matters required to be included in the director’s responsibility statement to be included in the Board’s report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
    b. changes, if any, in accounting policies and practices and reasons for the same;
    c. major accounting entries involving estimates based on the exercise of judgment by management;
    d. significant adjustments made in the financial statements arising out of audit findings;
    e. compliance with listing and other legal requirements relating to financial statements;
    f. disclosure of any related party transactions; and
    g. modified opinion(s) in the draft audit report.

5. reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

6. reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue, and making appropriate recommendations to the Board to take up steps in this matter;

7. reviewing and monitoring the auditor’s independence and performance, and effectiveness of audit process;

8. approval of any subsequent modification of transactions of our Company with related parties and omnibus approval for related party transactions proposed to be entered into by our Company, subject to the conditions as may be prescribed;

    Explanation: *The term "related party transactions" shall have the same meaning as provided in Regulations 2(1)(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.*

9. scrutiny of inter-corporate loans and investments;

10. valuation of undertakings or assets of our Company, wherever it is necessary;

11. evaluation of internal financial controls and risk management systems;

12. reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;

13. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

14. discussion with internal auditors of any significant findings and follow-up thereon;

15. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

16. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

17. looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

18. reviewing the functioning of the whistle blower mechanism;

19. overseeing the vigil mechanism established by our Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

20. approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

21. reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding ₹1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing as on the date of coming into force of this provision; and

22. considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;

23. carrying out any other functions required to be carried out by the Audit Committee as may be decided by the Board and/or as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Further, the Audit Committee shall mandatorily review the following information:

- management discussion and analysis of financial condition and results of operations;
- statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- management letters/letters of internal control weaknesses issued by the statutory auditors;
- internal audit reports relating to internal control weaknesses;
- the appointment, removal and terms of remuneration of the chief internal auditor; and
- statement of deviations in terms of the SEBI Listing Regulations:

a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s); and
b. annual statement of funds utilised for purposes other than those stated in the Offer document/prospectus/notice

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was last reconstituted pursuant to a resolution passed by our Board at its meeting held on September 15, 2023. The composition and terms of reference of the Nomination and Remuneration Committee are in compliance with Section 178 and other applicable provisions of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations. The Nomination and Remuneration Committee currently comprises:

S. No.	Director	Category	Designation
1.	Himanshu Baid	Chairman of our Board; Independent Director	Chairperson
2.	Karen Wilson Kumar	Independent Director	Member
3.	Subhash Chander Rustgi	Non-Executive Director	Member

Scope and terms of reference:

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

1. 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 and other employees ("**Remuneration Policy**");

2. For appointment of an independent directors, evaluation of the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, preparation of a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may:

   a. use the services of an external agencies, if required;
   b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
   c. consider the time commitments of the candidates.

3. Formulation of criteria for evaluation of performance of independent directors and the Board;

4. Devising a policy on Board diversity;

5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance (including independent director);

6. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

7. Recommend to the board, all remuneration, in whatever form, payable to senior management;

8. The Nomination and Remuneration Committee, while formulating the Remuneration Policy, should ensure that -
   (a) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
   (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
   (c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of our Company and its goals.

9. in addition, the Nomination and Remuneration Committee has also been empowered to perform such functions as are required to be performed by the compensation committee/Nomination and Remuneration Committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, including the following:

    (a) administering the employee stock option plans of our Company as instituted from time to time, including the Exicom ESOP Scheme;
    (b) determining the eligibility of employees to participate under the employee stock option plans;
    (c) granting options to eligible employees and determining the date of grant under the employee stock option plans;
    (d) determining the number of options to be granted to an employee under the employee stock option plans;
    (e) determining the exercise price under the employee stock option plans; and
    (f) construing and interpreting the employee stock option plans and any agreements defining the rights and obligations of our Company and eligible employees under the employee stock option plans, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the employee stock option plans.

10. frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time;

    (a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
    (b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, our Company and its employees, as applicable.

11. carrying out any other activities as may be delegated by the Board and functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted pursuant to a resolution passed by our Board at its meeting held on September 15, 2023, in compliance with Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations. The Stakeholders' Relationship Committee currently comprises:

S. No.	Director	Category	Designation
1.	Himanshu Baid	Chairman of our Board; Independent Director	Chairperson
2.	Anant Nahata	Managing Director and Chief Executive Officer	Member
3.	Vivekanand Kumar	Whole Time Director	Member

Scope and terms of reference:

The Stakeholders' Relationship Committee shall be responsible for, among other things, as may be required under applicable law, the following:

1. considering and looking into various aspects of interest of shareholders, debenture holders and other security holders;

2. redressal of grievances of the security holders of our Company, including complaints in respect of allotment if Equity Shares, transfer/transmission of Equity Shares, non-receipt of share certificates, declared dividends, annual reports, balance sheets of the Company, general meetings etc.;

3. giving effect to allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;

4. issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;

5. reviewing measures taken for effective exercise of voting rights by shareholders;

6. reviewing adherence to the service standards adopted by our Company in respect of various services being rendered by the registrar & share transfer agent;

7. reviewingthe various measures and initiatives undertaken by our Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of our Company; and

8. carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Risk Management Committee

The Risk Management Committee was constituted pursuant to a resolution passed by our Board at its meeting held on September 15, 2023, in compliance with Regulation 21 of the SEBI Listing Regulations. The Risk Management Committee currently comprises:

S. No.	Member		Designation
1.	Anant Nahata	Managing Director and Chief Executive Officer	Chairperson
2.	Leena Pribhdas Gidwani	Independent Director	Member
3.	Vivekanand Kumar	Whole Time Director	Member
4.	Shiraz Khanna	Chief Financial Officer	Member

Scope and terms of reference:

The role and responsibility of the Risk Management Committee shall be as follows:

1. Formulation of a detailed risk management policy which shall include: (a) a framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee; (b) measures for risk mitigation including systems and processes for internal control of identified risks; and (c) business continuity plan;

2. Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of our Company;

3. Monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

4. 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 thereof, as necessary;

5. Keep the Board of the directors of our Company informed about the nature and content of its discussions, recommendations and actions to be taken;

6. Review the appointment, removal and terms of remuneration of the chief risk officer (if any);

7. To implement and monitor policies and/or processes for ensuring cyber security; and

8. Any other similar or other functions as may be laid down by Board from time to time and/or as may be required under applicable law, as and when amended from time to time, including the SEBI Listing Regulations.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was last reconstituted pursuant to a resolution passed by our Board at its meeting held on September 15, 2023, and its composition and terms of reference are in compliance with Section 135 and other applicable provisions of the Companies Act, 2013. The Corporate Social Responsibility Committee currently comprises:

S. No.	Director	Category	Designation
1.	Leena Pribhdas Gidwani	Independent Director	Chairperson
2.	Vivekanand Kumar	Whole Time Director	Member
3.	Anant Nahata	Managing Director and Chief Executive Officer	Member

Scope and terms of reference:

The Corporate Social Responsibility Committee shall be authorized to perform the following functions:

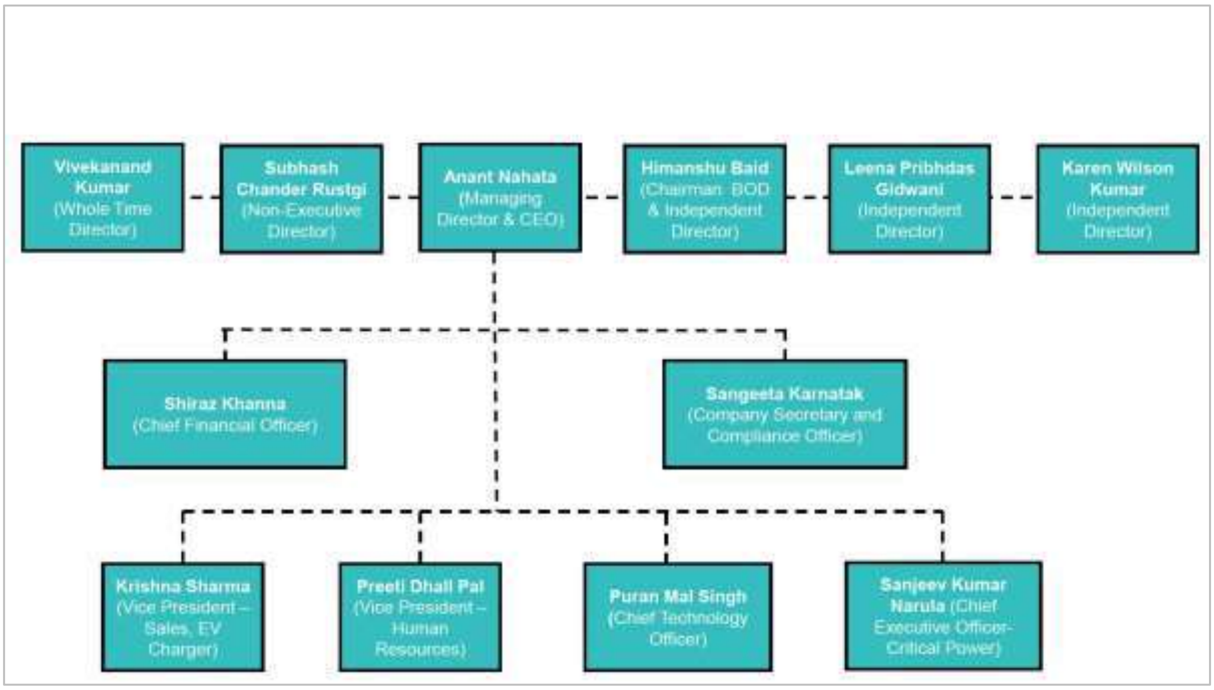
(a) formulate and recommend to the Board, a "Corporate Social Responsibility Policy" which shall indicate the activities to be undertaken by our Company as specified in Schedule VII of the Companies Act;

(b) review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a);

(c) monitor the corporate social responsibility policy of our Company and its implementation from time to time; and

(d) any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time and/or as may be required under applicable law, as and when amended from time to time.

Management Organization Structure



Key Managerial Personnel and Senior Management

In addition to Anant Nahata and Vivekanand Kumar, whose details are disclosed under "– ***Brief profiles of our Directors***" on page 245, details of our other Key Managerial Personnel and Senior Management as on the date of this Draft Red Herring Prospectus are set forth below:

Key Managerial Personnel

Shiraz Khanna is the Chief Financial Officer of our Company. He has been associated with our Company since August 9, 2021. In his current role, he is responsible for overseeing finance, account and legal function and is responsible for financial management, accounts, tax and treasury matters. He holds a bachelor's hons. degree in commerce from Punjab University. He is also a member of the Institute of Chartered Accountants of India since 1992. He has been previously associated with PricewaterhouseCoopers Private Limited as the executive director, Aircel Limited, WNS Global Service Private Limited, Bharti Telesonic Limited and American Express (India) Limited. He has experience in finance and accounting. During Financial Year 2023, he received an aggregate compensation of ₹ 7.84 million from our Company.

Sangeeta Karnatak is the Company Secretary and Compliance Officer of our Company and has been associated with our Company since September 28, 2017. In her current role, she is responsible for ensuring managerial, secretarial and regulatory compliances of our Company. She is an associate member of the Institute of Company Secretaries of India. She has passed her examaination for bachelor's degree in commerce from the University of Delhi and law from the Kumaun University, respectively. She has been previously associated with Borges India Private Limited and M D Gujrati & Co. She has experience in secretarial and compliance matters. During Financial Year 2023, she received an aggregate compensation of ₹ 0.67 million from our Company.

Senior Management

Preeti Dhallpal is the Vice President, Human Resources of our Company. She has been associated with our Company since August 10, 2022. In her current role, she is responsible for human resources functions and is responsible for managing aspect of employment process, including orientation and training. She holds a bachelor's degree in arts and a degree of master of social work, each from Bangalore University and a diploma in training and development from Indian Society for Training and Development. She has been previously associated with Evalueserve.com Private Limited, Caparo Engineering India Limited, RMS Risk Management Solutions India Private Limited, Cargill

India Private Limited and Business Standard Limited. She has experience in human resources management. During Financial Year 2023, she received an aggregate compensation of ₹ 4.99 million from our Company.

Sanjeev Narula is the Chief Executive Officer - Critical Power of our Company. He has been associated with our Company since September 26, 2022. In his current role, he is responsible for overseeing the overall operations and management of our Critical Power solutions business. He holds a bachelor's degree in technology (agricultural engineering) from the Haryana Agricultural University. He has been previously associated with Mahindra & Mahindra Limited, Honda Siel Power Products Limited and Tractors and Farm Equipment Limited. He has experience in critical power solutions. In Financial Year 2023, he received an aggregate compensation of ₹ 4.88 million from our Company.

Puran Mal Singh is the Chief Technology Officer of our Company. He has been associated with our Company since March 1, 2011. In his current role, he is responsible for overseeing R&D operations and initiatives of our Company. He has passed the examination for bachelor's degree in electronics and communications from the Institution of Engineers (India). He has been previously associated with Delta Power Solutions (I) Private Limited. He has experience in electronics and engineering. During Financial Year 2023, he received an aggregate compensation of ₹ 7.97 million from our Company and ₹ 0.15 million was accrued as deferred/contingent compensation for the Financial Year 2023.

Krishna Sharma is the Vice President - Sales, EV Charger of our Company. He has been associated with our Company since July 8, 2019. In his current role, he is responsible for overseeing the overall operations and management of our EV Chargers business. He holds a bachelor's degree in electrical engineering from the Institution of Engineers (India), a diploma in electrical engineering from the Aligarh Muslim University and post graduate diploma in business administration from Symbiosis Centre for Distance Learning. He has been previously associated with Delta Power Solutions India Private Limited. He has experience in electronics and engineering. During Financial Year 2023, he received an aggregate compensation of ₹ 5.01 million from our Company.

Status of Key Managerial Personnel and Senior Management

As on the date of this Draft Red Herring Prospectus, all our Key Managerial Personnel and Senior Management are permanent employees of our Company.

Relationship among Key Managerial Personnel and Senior Management

As on the date of this Draft Red Herring Prospectus, none of our Key Managerial Personnel or Senior Management are related to each other or any of the Directors.

Bonus or profit-sharing plan for the Key Managerial Personnel and Senior Management

Except as stated in "– ***Terms of Appointment of our Directors***" on page 245, none of our Key Managerial Personnel or Senior Management are party to any bonus or profit-sharing plan of our Company.

Contingent and deferred compensation payable to Key Managerial Personnel and Senior Management

As on the date of this Draft Red Herring Prospectus, there is no contingent or deferred compensation was payable to any of our Key Managerial Personnel and Senior Management for Financial Year 2023.

Shareholding of Key Managerial Personnel and Senior Management in our Company

As on the date of this Draft Red Herring Prospectus, none of our Key Managerial Personnel and Senior Management hold any Equity Shares in our Company.

Service Contracts with Key Managerial Personnel or Senior Management

Our Key Managerial Personnel or Senior Management, are governed by the terms of their respective appointment letters/resolutions of our Board in relation to their terms of appointment, and have not entered into any other service contracts with our Company. Further, no officer of our Company is entitled to any benefit upon termination of employment or superannuation, other than statutory benefits.

Interest of Key Managerial Personnel or Senior Management

Except as provided in ***"– Interest of Directors***" on page 247 and to the extent of the remuneration, benefits, reimbursement of expenses incurred in the ordinary course of business, our Key Managerial Personnel or Senior Management do not have any interests in our Company as on the date of this Draft Red Herring Prospectus. Additionally, as on the date of this Draft Red Herring Prospectus, Anant Nahata and Puran Mal Singh are directors on the board of directors of our Subsidiaries, Exicom Tele-Systems (Singapore) Pte. Ltd. and Horizon Tele-System SDN BHD, respectively. Further, Shiraz Khanna is a director on the board of directors of our Group Companies, Exicom Power Systems Private Limited and Exicom Energy Systems Private Limited.

Arrangements and understanding with major shareholders, customers, suppliers or others

As on the date of this Draft Red Herring Prospectus, none of our Key Managerial Personnel or Senior Management have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

Changes in Key Managerial Personnel and Senior Management during the last three years

Except as stated below and in *"– **Changes in our Board during the last three years"*** on page 248, there has been no change in our Key Managerial Personnel and Senior Management during the three years immediately preceding the date of this Draft Red Herring Prospectus:

Name of Key Managerial Personnel and Senior Management	Date of Change	Reasons
Puran Mal Singh	August 30, 2023	Change in designation from Chief Technology Officer, EVSE (Charging) Business to Chief Technology Officer
Krishna Sharma	August 30, 2023	Change in designation from Vice President, EVSE Sales to Vice Presidet – Sales, EV Charger
Vivekanand Kumar	August 21, 2023	Elevated to our Board, as a Whole Time Director
Sageeta Karnatak	August 11, 2023	Change in designation from Company Secretary to Company Secretary and Compliance Officer
Sanjeev Narula	September 26, 2022	Appointment as Chief Executive Officer – Critical Power
Preeti Dhallpal	August 10, 2022	Appointment as Vice President, Human Resources
Shiraz Khanna	August 9, 2021	Appointment as Chief Financial Officer
Sandeep Garg	June 15, 2021	Resignation as Chief Financial Officer

Employee stock option and stock purchase schemes

For details of the Exicom ESOP Scheme of our Company, see "***Capital Structure – Employee Stock Option Scheme***" on page 100.

Payment or Benefit to Key Managerial Personnel and Senior Management of our Company

No non-salary related amount or benefit has been paid or given to any officer of our Company within the two years immediately preceding the date of this Draft Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment.

OUR PROMOTERS AND PROMOTER GROUP

NextWave Communications Private Limited and Anant Nahata are the Promoters of our Company. NextWave Communications Private Limited (and Anant Nahata, through NextWave Communications Private Limited) holds 66,014,028 Equity Shares, constituting 71.45 % of the issued, subscribed and paid-up equity share capital of our Company. For details of the build-up of NextWave Communications Private Limited's shareholding in our Company, see "***Capital Structure – History of the share capital held by our Promoters – Build-up of our Promoters' shareholding in our Company***" on page 94.

The details of our Promoters is provided below:

Individual Promoter

Anant Nahata

Anant Nahata was born on November 4, 1983, aged 39 years, is the Managing Director and Chief Executive Officer of our Company. He is a resident of W-48, Greater Kailash-2, Greater Kailash, South Delhi 110 048, Delhi. He has been a Director on our Board since June 4, 2008. He holds a bachelor's degree in arts from the University of Pennsylvania. He was previously associated with Credit Suisse Investment Banking division and Koovs Marketing Consulting Private Limited. He has experience in power electronics industry, including critical power solutions and EV Charger solutions businesses. The permanent account number of Anant Nahata is ABGPN0784M.

Our Company confirms that the permanent account number, bank account numbers, Aadhar card number, driving license number and passport number of Anant Nahata will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

Corporate Promoter

NextWave Communications Private Limited ("Nextwave")

Corporate Information

Nextwave was incorporated as a private limited company on January 11, 2008, under the Companies Act, 1956 and has its registered office at VIPPS Center, Plot No. 2, Local Shopping Complex, Block EFGH, Masjid Moth, Greater Kailash-II, New Delhi 110 048, Delhi. Its CIN is U64202DL2008PTC412946. Nextwave is currently engaged in the activity of providing business management consultancy services and no changes in such activities is currently proposed.

Shareholding Pattern of Nextwave

The following table sets forth details of the shareholding pattern of Nextwave, as on the date of this Draft Red Herring Prospectus:

S. No.	Name of Shareholder^	Number of equity shares	Percentage (%) of shareholding
1.	Anant Nahata	582,632,900	98.30
2.	Manju Nahata	5,927,100	1.00
3.	MN Ventures Private Limited*	4,150,000	0.70

* *MN Ventures Private Limited holds 1,000,000 preference shares in Nextwave, as on date of this Draft Red Herring Prospectus.*

^ *MN Ventures Private Limited and Infotel Business Solutions Private Limited, hold 95,150,000 and 75,000,000 unsecured compulsorily convertible debentures, respectively.*

Promoter of Nextwave

The promoter of Nextwave is Anant Nahata.

Board of directors of Nextwave

As on the date of this Draft Red Herring Prospectus, the directors of Nextwave are Anant Nahata, Baburaj Eradath and Anil Kumar Jain.

Change in control of Nextwave

There has been no change in the control of Nextwave during the last three years preceding the date of this Draft Red Herring Prospectus.

Our Company confirms that PAN, bank account number(s), company registration number and the address of the registrar of companies where Nextwave is registered shall be submitted to the Stock Exchanges at the time of filing the Draft Red Herring Prospectus with the Stock Exchanges.

Change in control of our Company

There has been no change in the control of our Company during the five immediately preceding years. However, pursuant to a resolution passed by the Board of Directors dated June 20, 2023, Nextwave and Anant Nahata, have been identified as Promoters. Accordingly, as on the date of this Draft Red Herring Prospectus, our Company has two Promoters.

Interest of our Promoters

Our Promoters are interested in our Company: (i) to the extent that they have promoted our Company; (ii) to the extent of their shareholding in our Company, if any, and the shareholding of their relatives and entities in which our Promoters are interested and which hold Equity Shares in our Company and the dividends payable upon such shareholding and any other distributions in respect of their shareholding in our Company or the shareholding of their relatives or such entities, if any; and (iii) directorships that our individual Promoter holds in our Company or our Subsidiaries, and to the extent of any remuneration and reimbursement of expenses, payable to him in this regard. For details of the shareholding of our Promoters in our Company, see "***Capital Structure – Build-up of Promoter's equity shareholding in our Company***" on page 94. For Anant Nahata's interest as a Director of our Company, see "***Our Management - Interest of Directors***" on page 247.

Anant Nahata, our individual Promoter, among others, has provided a personal guarantee in favour of Punjab National Bank, IDBI Bank Limited and State Bank of India for certain borrowings availed by our Company. For further details, see '***Financial Indebtedness – Key terms of borrowings availed by our Company***' on page 345.
Further, Nextwave, our corporate Promoter and Anant Nahata, our individual Promoter, in his capacity as the promoter and a director of Nextwave, are interested to the extent of repayment of 234,741 6% unsecured non-convertible debentures having a face value of ₹ 1,065 each (including interest) by our Company.See. "***Financial Indebtedness – Key terms of our non-convertible debentures***" on page 346.

Our Promoters may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any company which is promoted by them or in which they are members or in which they hold directorships or any partnership firm in which they are partners in the ordinary course of business, including for purchase/sale of goods and/or services. Our Promoters, in their capacity as two of the promoters of HFCL Limited, our Group Company and one of the members of our Promoter Group, are interested in each of the agreements/arrangements entered into between HFCL Limited and our Company. Further, Anant Nahata, our individual Promoter, in his capacity as (i) a director on the board of directors of our Material Subsidiary, Exicom Tele-Systems (Singapore) Pte. Ltd.; and (ii) a director on the board of directors of Exicom Energy Systems Private Limited and Exicom Power Systems Private Limited, our Group Companies, is interested in each of the agreements/arrangements entered into between these entities and our Company. For further details, see "***Restated Consolidated Financial Information – Note 50 – Related Party Disclosures***" and "***Risk Factors- Internal Risk Factors- We have and may continue to enter into related party transactions in the future in the ordinary course of our business on an arm's length basis."*** on pages 324 and 50.

Our Promoters have no interest in any property acquired by our Company during the three years preceding the date of this Draft Red Herring Prospectus, or proposed to be acquired by our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

As on the date of this Draft Red Herring Prospectus, our Promoters are not interested as a member in any firm or company which has any interest in our Company. Further, no sum has been paid or agreed to be paid to any of our Promoters or to any firm or company in which any of our Promoters are interested as a member, in cash or shares or otherwise by any person either to induce any of our Promoters to become, or qualify them as a director, or otherwise for services rendered by any our Promoters or by such firm or company in connection with the promotion or formation of our Company.

Payment or benefits to our Promoters or our Promoter Group

Except in the ordinary course of business and as disclosed in "***Our Management – Terms of appointment of our Directors***" and "***Restated Consolidated Financial Information – Note 50 - Related Party Disclosures*** " on pages 245 and 324, our Company has not entered into any contract, agreements or arrangements in the two preceding years in which our Promoters are directly or indirectly interested, nor does our Company propose to enter into any such contract, arrangement or agreements in which our Promoters are directly or indirectly interested and no payments or benefits are intended to be made to the Promoters and the members of the Promoter Group or have been made to them in respect of the contracts, agreements or arrangements which are proposed to be entered into with them.

Material Guarantees given by our Promoters

As on the date of this Draft Red Herring Prospectus, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares. For details of Equity Shares pledged by Nextwave, refer to "***Capital Structure – Shareholding of our Promoters and members of the Promoter Group in our Company***" on page 95.

Disassociation by our Promoters in the three immediately preceding years

Our Promoters have not disassociated themselves from any companies or firms during the three immediately preceding years of the date of this Draft Red Herring Prospectus.

Promoter Group

In addition to our Promoters, the individuals and entities that form part of the Promoter Group of our Company in terms of Regulations 2(1)(pp) of the SEBI ICDR Regulations are set out below:

Natural persons who are part of the Promoter Group

The natural persons who are part of the Promoter Group, other than our individual Promoter, are as follows:

Immediate relatives of our individual Promoter

Name of Promoter	Name of relative	Relationship with Promoter
Anant Nahata	Mahendra Nahata	Father
	Manju Nahata	Mother
	Neha Nahata	Spouse
	Priyanka Sanghi	Sister
	Krishiv Nahata	Son
	Aariv Nahata	Son
	Kamal Oswal	Spouse's father
	Manisha Oswal	Spouse's mother
	Rishabh Oswal	Spouse's brother
	Abhinav Oswal	Spouse's brother

Entities forming part of the Promoter Group

The entities forming part of the Promoter Group, other than our corporate Promoter, are as follows:

1. Abhilash Growth Fund Private Limited
2. Abrotex Apparels Private Limited

3. Atam Vallabh Financiers Limited
4. Exicom Energy Systems Private Limited
5. Exicom Power Systems Private Limited
6. HFCL Limited
7. J.L. Growth Fund Limited
8. KMRA Associates LLP
9. Krishiv Ventures Private Limited
10. Mahendra Nahata HUF
11. Media Matrix Worldwide Limited
12. MN Televentures LLP
13. MN Televentures Private Limited
14. MN Ventures Private Limited
15. MNV Alliances Private Limited
16. MNVPL Projects Private Limited
17. Nahar Growth Fund Private Limited
18. Offspring Infratech Private Limited
19. Offspring Projects Private Limited
20. Oswal Woolen Mills Limited
21. OWM Logipark Ghaziabad LLP
22. OWM Logipark Varanasi LLP
23. OWM Renew LLP
24. Pranatharthi Ventures Private Limited
25. Rosemary Commodities LLP
26. Satellite Finance Private Limited
27. Shankar Sales Promotion Private Limited
28. Storage Power Solution Inc.
29. Suvrat Trading Company Limited
30. Vanaik Investors Limited
31. Vinsan Brothers Private Limited

GROUP COMPANIES

In terms of the SEBI ICDR Regulations, the term "group companies", includes (i) 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 (ii) any other companies considered material by the board of directors of the relevant issuer company.

Accordingly, in terms of the Materiality Policy as approved by our Buard pursuant to its resolution dated September 15, 2023: (i) such companies (other than the corporate Promoter and Subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed in this Draft Red Herring Prospectus, as covered under Ind AS 24; (ii) any other companies forming part of the promoter group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, with which the Company has had transactions in the most recent financial year or the relevant stub period, as applicable, which individually or in the aggregate, exceed 10% of the total restated consolidated revenue from operations of the Company for the most recent Financial Year or the stub period, as the case may be, as per the Restated Consolidated Financial Information included in the Draft Red Herring Prospectus, have been identified by the Company as Group Companies, as set out below:

S. No.	Group Company	Registered Office
1.	Exicom Power Systems Private Limited	4th floor, Plot No. 38, Institutional Area, Sector-32, Gurugram, Haryana 122 001, India
2.	Exicom Energy Systems Private Limited	4th floor, Plot No. 38, Institutional Area, Sector-32, Gurugram 122 001, Haryana
3.	Hairdramaco India Private Limited	First Floor, 8, Masjid Moth, Commercial Complex, Greater Kailash-II New Delhi, 110 048, India
4.	HFCL Limited	8, Electronics Complex Chambaghat, Solan NA, Himachal Pradesh 173 213 India
5.	HTL Limited	G.S.T. Road, Guindy, Chennai TN 600 032, India
6.	Polixel Security Systems Private Limited	D-7, Dhawandeep Appartment 6, Jantar Mantar Road, New Delhi, 110 001, India
7.	Satellite Finance Private Limited	8,Masjid Moth, Commercial Complex, Greater Kailash -Ii, 4th Floor New Delhi, 110 004, India

Details of our Group Companies

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 top five Group Companies determined on the basis of their annual turnover, based on their respective audited standalone financial statements for the preceding three audited years shall be hosted on their respective websites or the website of our Company as indicated below:

S. No.	Group Company	Website
1.	Exicom Energy Systems Private Limited	https://www.exicom.in/investors.html
2.	HFCL Limited	https://www.hfcl.com/company-facts
3.	HTL Limited	https://www.hfcl.com/company-facts
4.	Polixel Security Systems Private Limited	https://www.hfcl.com/company-facts
5.	Satellite Finance Private Limited	https://www.exicom.in/investors.html

Our Company has identified its top five Group Companies as follows: (i) HFCL Limited, which is listed on the Stock Exchanges; (ii) HTL Limited, Exicom Energy Systems Private Limited and Satellite Finance Private Limited, as the largest unlisted Group Companies on the basis of turnover and; (iii) Polixel Security Systems Private Limited, of the remaining Group Companies, none of which recorded any turnover for the preceeding three Financial Years, on the basis of its net assets.

Our Company has provided links to such websites solely to comply with the requirements specified under the SEBI ICDR Regulations. The information provided on the websites 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 the Promoter Selling Shareholder nor any of the Company's, BRLMs or Promoter Selling Shareholder's 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 interests of our Group Companies

As on the date of this Draft Red Herring Prospectus, our Group Companies do not have any interest in the promotion or formation of our Company.

Our Group Companies do not have any interest in any property acquired by our Company in the three years preceding the date of filing this Draft Red Herring Prospectus or proposed to be acquired by it as on the date of this Draft Red Herring Prospectus.

Further, our Group Companies do not have an interest in any transaction by our Company pertaining to acquisition of land, construction of building and supply of machinery.

Related Business Transactions

As on the date of this Draft Red Herring Prospectus, except as disclosed in "***Restated Consolidated Financial Information – Note 50 - Related Party Disclosures***" on page 324 and including as set out below, none of our Group Companies have, (i) any business interest in our Company; or (ii) related business transactions with our Company:

- HFCL Limited, a member of our Promoter Group and our Group Company is interested in, amongst others, the (i) lease agreement executed on October 14, 2020 entered between our Company and HFCL Limited to lease our corporate office for a term of nine years; (ii) lease agreement executed on September 6, 2023 entered between our Company and HFCL Limited to lease our Registered Office for a term of 11 months, with effect from September 1, 2023; (iii) sub-lease agreements executed on October 15, 2020 entered between our Company and HFCL Limited to lease our R&D centre at Gurugram, Haryana, for a period of nine years; (iv) sale of Critical Power Business products by our Company to HFCL by way of purchase orders and the subsequent maintenance and other services, as may be required; and (v) the corporate guarantee given by HFCL Limited in favour of Punjab National Bank, IDBI Bank Limited and State Bank of India for certain borrowings availed by our Company. Further, HFCL Limited is interested in the sub-lease agreement executed on July 5, 2019, as amended, entered between our Company and HFCL Limited for lease of premises situated in Bengaluru, Karnataka by HFCL Limited.

- HFCL Limited and Exicom Energy Systems Private Limited are interested to the extent of the corporate guarantee provided in favour of Punjab National Bank, IDBI Bank Limited and State Bank of India for certain borrowings availed by our Company. For further details, see '***Financial Indebtedness – Key terms of borrowings availed by our Company***' on page 345.

See "***Risk Factors – Internal Risk Factors - We have and may continue to enter into related party transactions in the future in the ordinary course of our business on an arm's length basis.***" on page 50.

Common pursuits of our Group Companies

There are no common pursuits between any Group Companies and our Company as on the date of this Draft Red Herring Prospectus.

Litigation

As on date of this Draft Red Herring Prospectus, our Group Companies are not parties to any pending litigation which will have a material impact on our Company.

DIVIDEND POLICY

As on the date of this Draft Red Herring Prospectus, our Company does not have a formal dividend policy. The declaration and payment of dividends on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and the Companies Act. The dividend, if any, will depend on a number of internal factors, including but not limited to our Company's profit, capital requirements, financial commitment with respect to the outstanding borrowings and interest thereon, cash flows and any other factors considered relevant by our Board. In addition, the dividend, if any, will also depend on a number of external factors including but not limited to applicable laws and regulations including taxation laws, economic conditions, prevalent market practices, and dividend payout ratio and comparison of dividend payout by the competitors. See **"*Risk Factors – Internal Risk Factors - Our ability to pay dividends in the future will depend on our earnings, financial condition, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements*."** on page 64.

We have neither declared nor paid any dividends on the Equity Shares in any of the three Financial Years preceding the date of this Draft Red Herring Prospectus and until the date of this Draft Red Herring Prospectus.

SECTION V: FINANCIAL INFORMATION

RESTATED CONSOLIDATED FINANCIAL INFORMATION

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Independent Auditors' Examination Report on the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2023, 2022 and 2021 and Restated Consolidated Statement of Profits and Losses (including other comprehensive income), Restated Consolidated Statement of Cash Flows, the Restated Consolidated Statement of Changes in Equity and the Statement of Significant Accounting Policies, and other explanatory information for the years ended March 31, 2023, 2022 and 2021 of Exicom Tele-Systems Limited (collectively, the "Restated Consolidated Financial Information")

The Board of Directors
Exicom Tele-Systems Limited
Plot No. 38, Sector 32,
Gurugram - 122 001
Haryana

Dear Sirs/Madam,

1. We have examined, the attached Restated Consolidated Financial Information of Exicom Tele-Systems Limited, (the "**Company**" or the "**Issuer**" or the "**Holding Company"**) and its subsidiaries (the Company, its subsidiaries together referred to as the "**Group**"), comprising the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2023, March 31 2022, and March 31, 2021, the Restated Consolidated Statement of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Cash Flows and the Restated Consolidated Statement of Changes in Equity, and the Statement of Significant Accounting Policies, and other explanatory information for the years ended March 31, 2023, March 31 2022, and March 31, 2021, (collectively, the "**Restated Consolidated Financial Information**") for the purpose of inclusion in the draft red herring prospectus ("**DRHP**") prepared by the Company in connection with its proposed Initial Public Offer **("IPO")** of equity shares of face value of Rs. 10 each of the Company **("Equity Shares")** comprising a fresh issue of Equity Shares and an offer for sale of Equity Shares held by the Promoter Selling Shareholder (the "**Offer").** The Restated Consolidated Financial Information, which has been approved by the Board of Directors of the Company at their meeting held on September 15, 2023, have been prepared in accordance with the requirements of:

   (a) Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended (the "**Act**");

   (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**"); and

   (c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("**ICAI**"), as amended from time to time (the "**Guidance Note**").

2. The management of the Company is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India ("**SEBI**"), the stock exchanges where the equity shares of the Company are proposed to be listed ("**Stock Exchanges**") and Registrar of Companies, Himachal Pradesh at Chandigarh, in connection with the proposed Offer. The Restated Consolidated Financial Information has been prepared by the management of the Company on the basis of preparation stated in note 2 of Annexure V of the Restated Consolidated Financial Information. The responsibility of the management of the Company includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The management of the Company is also responsible for identifying and ensuring that the Group complies with the Act, ICDR Regulations and the Guidance Note.

3. We have examined such Restated Consolidated Financial Information taking into consideration:

   (a) the terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated July 06, 2023 in connection with the proposed Offer;

   (b) the Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

   (c) concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and

   (d) the requirements of Section 26 of the Act and the ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the Offer.

4. The Restated Consolidated Financial Information has been compiled by the management from:

   (a) the audited special purpose consolidated Ind AS financial statements of the Group as at and for the year ended March 31, 2023, March 31, 2022 and March 31, 2021 prepared in accordance with the Indian Accounting Standards (referred to as "**Ind AS**") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India (collectively, the "**Special purpose Consolidated Ind AS Financial Statements**"), which have been approved by the Board of Directors at their meeting held on September 15, 2023.

The Special Purpose Consolidated Ind AS Financial Statements are prepared to assist the Company in complying with the financial reporting provisions of the Indian Accounting Standards 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, for the purpose of forming a basis for the preparation of Restated Consolidated Financial Information to be included in the DRHP with respect to its Offer.

5. For the purpose of our examination, we have relied on:

   Auditor's Report issued by us dated September 15, 2023 on the Special Purpose Consolidated Ind AS Financial Statements of the Group as at and for the years ended March 31, 2023, March 31, 2022 and March 31, 2021 respectively as referred to in paragraph 4 above.

6. As indicated in our report referred above, in para 5:

   (a) We did not audit the standalone financial statements of the Company for the year ended March 31, 2022 and March 31, 2021, where share of total assets (before consolidation adjustments), total revenues (before consolidation adjustments) and net cash flows inflows / (outflows) (before consolidation adjustments) for both the years have been given in the table below. The standalone financial statements of the Company for the years ended March 31, 2022 and March 31, 2021, have been audited by the auditors mentioned below and whose reports have been furnished to us by the Company's management and our auditors' report referred to in above para 5, in so far as it relates to the said years is based solely on the audit reports of the other auditors.

(Rs. in Millions)

Exicom Tele-Systems Ltd.	Auditors	Total Assets	Total Revenue	Net Cash Flow
FY 2021-22	SGN & Co., Chartered Accountants	5,012.51	3,978.34	68.99
FY 2020-21	SGN & Co., Chartered Accountants	4,644.40	3,091.26	19.45

   (b) We did not audit the standalone financial statements of one subsidiary, Energywin Technologies Private Limited, for the year ended March 31, 2022 and March 31, 2021, where share of total assets (before consolidation adjustments), total revenues (before consolidation adjustments) and net cash flows inflows / (outflows) (before consolidation adjustments) for both the years have been given in the table below. The financial statements of this subsidiary has been audited by other auditors, mentioned below, and whose reports for the year ended March 31, 2022 and March 31, 2021 have been furnished to us by the Company's management and our Auditor's Report dated September 15, 2023 on the Special Purpose Consolidated Ind AS Financial Statements, in so far as it relates to the amounts and disclosures included in the

Special Purpose Consolidated Ind AS Financial Statements are based solely on the audit report of the other auditors; and

(Rs. in Millions)

Energywin Technologies Pvt. Ltd.	Auditors	Total Assets	Total Revenue	Net Cash Flow
FY 2021-22	Dhananjay G. Hegde, Chartered Accountants	99.49	3.54	2.10
FY 2020-21	Dhananjay G. Hegde, Chartered Accountants	104.84	3.46	0.82

(c) We did not audit the standalone financial statements of the two subsidiaries Exicom Tele-Systems (Singapore) Pte. Ltd. and Horizon Tele-Systems SDN BHD for the years ended March 31, 2023, March 31, 2022 and March 31, 2021, where share of total assets (before consolidation adjustments), total revenues (before consolidation adjustments) and net cash flows inflows / (outflows) (before consolidation adjustments) for the respective years have been given in the table below. The financial statements of these subsidiaries have been audited by other auditors, mentioned below, and whose reports for the years ended March 31, 2023, March 31, 2022 and March 31, 2021 have been furnished to us by the Company's management and our Auditor's Report dated September 15, 2023 on the Special Purpose Consolidated Ind AS Financial Statements, in so far as it relates to the amounts and disclosures included in the Special Purpose Consolidated Ind AS Financial Statements are based solely on the audit reports of the other auditors.

Further, these two subsidiaries are located outside India, whose financial statements for years ended March 31, 2023, March 31, 2022 and March 31, 2021 have been prepared in accordance with accounting principles generally accepted in that country and which have been audited by the other auditors under generally accepted auditing standards applicable in that country. The Company's management has converted the financial statements of these subsidiaries located outside India from accounting principles generally accepted in that country to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's management.

Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India for the said years is based solely on the report of other auditors and the conversion adjustments prepared by the management of the Company and audited by us.

(Rs. in Millions)

Exicom Tele-Systems (Singapore) Pte. Ltd.	Auditors	Total Assets	Total Revenue	Net Cash Flow
FY 2022-23	Ernst & Young LLP, Public Accountants and Chartered Accountants	2485.79	1712.67	(94.74)
FY 2021-22	Ernst & Young LLP, Public Accountants and Chartered Accountants	1436.52	4837.84	213.09
FY 2020-21	Ernst & Young LLP, Public Accountants and Chartered Accountants	2809.78	2159.61	14.94

(Rs. in Millions)

Horizon Tele-Systems SDN BHD	Auditors	Total Assets	Total Revenue	Net Cash Flow
FY 2022-23	TCMK Associated, Chartered Accountants	357.10	280.56	0.53
FY 2021-22	TCMK Associated, Chartered Accountants	336.05	444.83	(3.27)
FY 2020-21	TCMK Associated, Chartered Accountants	331.09	411.60	14.37

(d) In case of one subsidiary Company, Horizon Tele-Systems SDN BHD, the **"Material Uncertainty Related to Going Concern"** para reproduced below:

(i) We draw attention to Note 63 to the Special Purpose Consolidated Financial Statements regarding there is a deficit in net assets of Rs.5.54 million as at March 31, 2023. As stated in Note 63, these events or conditions, along with other matters as set forth in note 63 indicate that a material uncertainty exists that may cast significant doubt on the company's ability to continue as a going concern.

(ii) We draw attention to Note 64 to the Special Purpose Consolidated Financial Statements regarding there is a deficit in net assets of Rs. 8.77 million as at March 31, 2022. As stated in Note 64, these events or conditions, along with other matters as set forth in note 64 indicate that a material uncertainty exists that may cast significant doubt on the company's ability to continue as a going concern.

(iii) We draw attention to Note 60 to the Special Purpose Consolidated Financial Statements regarding there is a deficit in net assets of Rs. 42.44 Million as at March 31, 2021. As stated in Note 60, these events or conditions, along with other matters as set forth in note 60 indicate that a material uncertainty exists that may cast significant doubt on the company's ability to continue as a going concern.

(e) The Special purpose Consolidated Ind AS Financial Statements for the year ended March 31, 2023 doesn't include the financial statements, in respect of one subsidiary, Horizon Power Solutions DMCC, Dubai, as the financial statements of the said subsidiary have not been furnished to us by the Company's management.

(f) We draw attention to Note 61 to the Special Purpose Consolidated Financial Statements for the year ended March 31, 2021, which describes the management evaluation of COVID-19 impact on performance of the Company, which also depend on future developments that are uncertain.

Our opinion on the Special Purpose Consolidated Ind AS Financial Statements is not modified in respect of these matters.

7. Based on our examination and according to the information and explanations given to us, we report that the Restated Consolidated Financial Information:

(a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2022 and March 31, 2021 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the year ended March 31, 2023.

(b) does not contain any qualifications requiring adjustments; and

(c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

8. The Restated Consolidated Financial Information does not reflect the effects of events that occurred subsequent to the respective dates of the year ended of the special purpose consolidated Ind AS financial statements mentioned in paragraph 4 above.

9. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us (or the previous auditors), nor should this report be construed as a new opinion on any of the financial statements referred to herein.

10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

11. Our report is intended solely for the use of the Board of Directors for inclusion in the DRHP to be filed with SEBI, the Stock Exchanges and Registrar of Companies, Himachal Pradesh at Chandigarh, in connection with the IPO. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For, Khandelwal Jain & Co.
Chartered Accountants
Firm Registration Number: 105049W

Naveen Jain
Partner

Membership No.: 511596
UDIN: 23511596BGXDCY9312

Place: Gurgaon
Date: September 15, 2023

Exicom Tele-Systems Limited
(CIN: U64203HP1994PLC014541)
Annexure I - Restated Consolidated Statement of Assets and Liabilities
(All amounts are in INR Millions, unless otherwise stated)

Particulars	Note No(s)	As at March 31,2023	As at March 31, 2022	As at March 31, 2021
ASSETS				
Non-current Assets				
(a) Property, Plant and Equipment	5	498.55	652.87	670.41
(b) Right-of-Use Assets	6	134.73	189.11	196.74
(c) Goodwill on Consolidation	7	2.47	3.29	4.11
(d) Intangible Assets (other than Goodwill)	7	155.69	161.64	63.43
(e) Intangible Assets under Development	8	45.61	175.27	190.02
(f) Financial Assets				
(i) Investments	9	12.46	9.29	8.61
(ii) Trade Receivables	10	66.67	98.76	1.10
(iii) Others	11	37.03	44.15	33.64
(g) Deferred Tax Assets (Net)	12	219.70	233.24	288.14
(h) Other Non-Current Assets	13	132.48	130.02	47.07
Total Non-Current Assets		**1,305.39**	**1,697.64**	**1,503.27**
Current Assets				
(a) Inventories	14	1,282.92	1,361.33	1,167.22
(b) Financial Assets				
(i) Trade Receivables	15	3,145.09	1,685.81	3,281.25
(ii) Cash and Cash Equivalents	16	379.59	431.98	145.39
(iii) Bank Balances other than (ii) above	17	138.99	122.26	214.54
(iv) Others	18	8.47	7.39	9.98
(c) Current Tax Assets (Net)	19	101.61	61.20	-
(d) Other Current Assets	20	619.39	662.32	462.94
(e) Assets Held for Sale	21	69.45	-	-
Total Current Assets		**5,745.51**	**4,332.29**	**5,281.32**
Total Assets		**7,050.90**	**6,029.93**	**6,784.59**
EQUITY AND LIABILITIES				
Equity				
(a) Equity Share Capital	22	72.30	72.30	72.30
(b) Other Equity	23	2,247.69	2,143.42	2,062.12
Total Equity		**2,319.99**	**2,215.72**	**2,134.42**
LIABILITIES				
Non-current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	24	833.23	791.61	696.71
(ii) Lease Liabilities	6	115.93	150.95	158.69
(iii) Others	25	9.99	13.53	20.66
(b) Provisions	26	80.84	84.00	90.42
Total Non-Current Liabilities		**1,039.99**	**1,040.09**	**966.48**
Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	27	345.91	285.07	320.92
(ii) Lease Liabilities	6	35.02	48.87	41.77
(iii) Trade Payables	28			
(A) total outstanding dues of micro enterprises and small enterprises ; and		256.53	342.33	320.63
(B) total outstanding dues of creditors other than micro enterprises and small enterprises.		2,562.15	1,311.94	2,604.31
(iv) Others	29	159.87	123.81	102.70
(b) Other Current Liabilities	30	301.19	635.51	209.68
(c) Provisions	31	30.25	26.59	11.54
(d) Current Tax Liabilities (Net)	32	-	-	72.14
Total Current Liabilities		**3,690.92**	**2,774.12**	**3,683.69**
Total Liabilities		**4,730.91**	**3,814.21**	**4,650.17**
Total Equity and Liabilities		**7,050.90**	**6,029.93**	**6,784.59**

The above Annexure should be read with the Basis of Preparation and Signigficant Accounting Policies appearing in Annexure V, Notes to the Restated Consolidated Financial Information in Annexure VI and Statement of Adjustments to the Restated Consolidated Financial Information appearing in Annexure VII.

As per our report of even date

For Khandelwal Jain & Co.
Chartered Accountants
Firm Registration No. 105049W

For and on behalf of the Board of Directors

Anant Nahata
Managing Director Cum CEO
DIN:02216037

Subhash Chander Rustgi
Director
DIN:06922968

Naveen Jain
Partner
Membership No. 511596

Sangeeta Karnatak
Company Secretary
M.No. 25716

Shiraz Khanna
Chief Financial Officer
PAN: AEZPK3682F

Place: Gurugram
Date: September 15, 2023

Exicom Tele-Systems Limited
(CIN: U64203HP1994PLC014541)
Annexure II - Restated Consolidated Statement of Profit and Loss
(All amounts are in INR Millions, unless otherwise stated)

	Particulars	Note No. No(s)	For the year ended March 31,2023	March 31, 2022	March 31, 2021
I	**INCOME**				
	Revenue from operations	33	7,079.30	8,428.05	5,129.05
	Other Income	34	154.69	61.52	114.59
	Total Income (I)		**7,233.99**	**8,489.57**	**5,243.64**
II	**EXPENSES**				
	Cost of Material Consumed	35	3,598.90	2,300.57	1,818.24
	Purchase of Stock-in-Trade	36	1,530.26	4,297.04	1,895.28
	Changes In Inventories of Finished Goods,Work-In-Progress and Stock-In-Trade	37	49.16	(78.88)	163.55
	Employee Benefits Expenses	38	644.71	556.65	513.78
	Manufacturing Expenses	39	148.82	118.19	89.57
	Finance Costs	40	189.98	185.33	140.62
	Depreciation and amortization expenses	41	164.66	152.71	140.84
	Other Expenses	42	512.22	503.95	320.08
	R&D Expenses	43	70.87	56.32	33.40
	Total Expenses (II)		**6,909.58**	**8,091.88**	**5,115.36**
III	**Profit / (Loss) before exceptional items and tax from continuing operations (I-II)**		**324.41**	**397.69**	**128.28**
IV	**Exceptional Items**		**-**	**-**	**-**
V	**Profit / (loss) before tax from continuing operations (III-IV)**		**324.41**	**397.69**	**128.28**
VI	**Tax expense**				
	(1) Current Tax	56	-	77.71	11.94
	(2) Deferred Tax & MAT Credit		14.10	16.03	(10.42)
VII	**Profit / (Loss) for the year from continuing operations (V-VI)**		**310.31**	**303.95**	**126.76**
VIII	Profit / (Loss) before tax for the year from discontinued operations	62	**(246.59)**	(252.59)	(262.22)
IX	**Tax Expense**				
	Tax Credit from discontinued operations		-	-	(169.96)
X	**Profit / (Loss) from discontinued operations (After Tax) (VIII-IX)**		**(246.59)**	**(252.59)**	**(92.26)**
XI	**Profit / (Loss) for the year (VII+X)**		**63.72**	**51.36**	**34.50**
XII	**Other Comprehensive Income ('OCI')**				
	(a) Items that will not be reclassified to profit or loss				
	(i) Equity Instruments measured at Fair value		-	-	1.70
	Tax on above Item		-	-	-
	(ii) Re-measurement gain/(loss) on defined benefits plans		**(2.13)**	5.69	1.56
	Tax on above Item		**0.55**	1.48	0.41
	(b) Items that will be reclassified to profit or loss				
	(i) Exchange gain / (loss) on translation of foreign operations		**42.13**	22.78	0.55
	Total Other Comprehensive Income/(loss) (After Tax) for the year		**40.55**	**29.94**	**4.21**
XIII	**Total Comprehensive Income for the year (XI+XII)**		**104.27**	**81.30**	**38.71**
XIV	**Profit attributable to:**				
	Owners of the Parent		**63.72**	51.36	34.50
	Non-controlling Interests		**-**	-	-
XV	**Other Comprehensive Income attributable to:**				
	Owners of the Parent		**40.55**	29.94	4.21
	Non-controlling Interests		**-**	-	-
XVI	**Total Comprehensive Income attributable to:**				
	Owners of the Parent		**104.27**	81.30	38.71
	Non-controlling Interests		**-**	**-**	**-**
XVII	**Earnings per equity share (for continuing operations)**	44			
	Basic (amount In INR)		**42.92**	42.04	17.53
	Diluted (amount In INR)		**42.92**	42.04	17.53
	Earnings per equity share (for discontinued operation)				
	Basic (amount In INR)		**(34.11)**	(34.94)	(12.76)
	Diluted (amount In INR)		**(34.11)**	(34.94)	(12.76)
	Earnings per equity share (for discontinued & continuing operation)				
	Basic (amount In INR)		**8.81**	7.10	4.77
	Diluted (amount In INR)		**8.81**	7.10	4.77

The above Annexure should be read with the Basis of Preparation and Signigficant Accounting Policies appearing in Annexure V, Notes to the Restated Consolidated Financial Information in Annexure VI and Statement of Adjustments to the Restated Consolidated Financial Information appearing in Annexure VII.

As per our report of even date
For Khandelwal Jain & Co.
Chartered Accountants
Firm Registration No. 105049W

Naveen Jain
Partner
Membership No. 511596

Place: Gurugram
Date: September 15, 2023

For and on behalf of the Board of Directors

Anant Nahata
Managing Director Cum CEO
DIN:02216037

Subhash Chander Rustgi
Director
DIN:06922968

Sangeeta Karnatak
Company Secretary
M.No. 25216

Shiraz Khanna
Chief Financial Officer
PAN: AEZPK3682F

Exicom Tele-Systems Limited
(CIN: U64203HP1994PLC014541)
Annexure III - Restated Consolidated Statement of Changes in Equity
(All amounts are in INR Millions, unless otherwise stated)

A. Equity Share Capital

Particulars	Amount
Balance as at March 31, 2020	**72.30**
Changes in equity share capital	-
Balance as at March 31, 2021	**72.30**
Changes in equity share capital	-
Balance as at March 31, 2022	**72.30**
Changes in equity share capital	-
Balance as at March 31, 2023	**72.30**

B. Other Equity

Particulars	Reserves and Surplus			Other Comprehensive Income			Total
	Securities Premium Reserve	Equity Component of Compound Financial Instruments	Retained Earnings	Remeasurement of defined benefit plans	Exchange difference on translation of foreign operations	Equity Instruments through OCI	
As at March 31, 2020	**616.34**	**-**	**1,329.02**	**-**	**99.92**	**(55.50)**	**1,989.78**
Restatement of prior period items	-	-	(98.96)	-	-	-	-98.96
Restated balance as at April 01, 2021	**616.34**	**-**	**1,230.05**	**-**	**99.92**	**(55.50)**	**1,890.81**
Profit/(Loss) for the year	-	-	34.50	-	-	-	34.50
Other Comprehensive Income/ (Loss) for the year	-	-	1.97	-	0.55	1.70	4.22
Total Comprehensive Income/(Loss) for the year	**-**	**-**	**36.47**	**-**	**0.55**	**1.70**	**38.72**
Issued during the Year	-	132.58	-	-	-	-	132.58
Change in Reserves and Surplus	-	-	-	-	-	-	-
As at March 31, 2021	**616.34**	**132.58**	**1,266.53**	**-**	**100.47**	**(53.80)**	**2,062.12**
Restatement of Income Tax of earlier years	-	-	-	-	-	-	-
Restated balance as at April 01, 2021	**616.34**	**132.58**	**1,266.53**	**-**	**100.47**	(53.80)	**2,062.12**
Profit/(Loss) for the year	-	-	51.36	-	-	-	51.36
Other Comprehensive Income/ (Loss) for the year	-	-	7.16	-	22.78	-	29.94
Total Comprehensive Income/(Loss) for the year	**-**	**-**	**58.52**	**-**	**22.78**	**-**	**81.30**
Issued during the Year	-	-	-	-	-	-	-
Change in Reserves and Surplus	-	-	-	-	-	-	-
As at March 31, 2022	**616.34**	**132.58**	**1,325.05**	**-**	**123.25**	**(53.80)**	**2,143.42**
Restatement of Income Tax of earlier years			-	-	-	-	-
Restated balance as at April 01, 2022	**616.34**	**132.58**	**1,325.05**	**-**	**123.25**	(53.80)	**2,143.42**
Profit/(Loss) for the year	-	-	63.72	-	-	-	63.72
Other Comprehensive Income/ (Loss) for the year	-	-	(1.58)	-	42.13	-	40.55
Total Comprehensive Income/(Loss) for the year	**-**	**-**	**62.14**	**-**	**42.13**	**-**	**104.27**
Issued during the Year	-	-	-	-	-	-	-
Change in Reserves and Surplus	-	-	-	-	-	-	-
As at March 31, 2023	**616.34**	**132.58**	**1,387.19**	**-**	**165.38**	**(53.80)**	**2,247.69**

-

The above Annexure should be read with the Basis of Preparation and Signigficant Accounting Policies appearing in Annexure V, Notes to the Restated Consolidated Financial Information in Annexure VI and Statement of Adjustments to the Restated Consolidated Financial Information appearing in Annexure VII.

As per our report of even date

For Khandelwal Jain & Co.
Chartered Accountants
Firm Registration No. 105049W

Naveen Jain
Partner
Membership No. 511596

Place: Gurugram
Date: September 15, 2023

For and on behalf of the Board of Directors

Anant Nahata
Managing Director Cum CEO
DIN:02216037

Subhash Chander Rustgi
Director
DIN:06922968

Sangeeta Karnatak
Company Secretary
M.No. 25216

Shiraz Khanna
Chief Financial Officer
PAN: AEZPK3682F

Exicom Tele-Systems Limited
(CIN: U64203HP1994PLC014541)
Annexure IV - Restated Consolidated Statement of Cash Flows
(All amounts are in INR Millions, unless otherwise stated)

	Particulars	For the year ended		
		March 31, 2023	March 31, 2022	March 31, 2021
I.	**Cash Flow from Operating Activities**			
	Profit/(Loss) before tax from continuing operations	**324.41**	**397.69**	**128.28**
	Profit/(Loss) before tax from discontinued operations	**(246.59)**	**(252.59)**	**(262.22)**
	Adjustment for :			
	Depreciation, Impairment and Amortization expenses	190.56	192.43	170.18
	Finance Costs (net)	219.27	209.75	161.38
	Lease Modification/termination adjustment- Ind AS	-	-	(18.60)
	Interest Income/(Loss)	(12.41)	(14.33)	(14.39)
	Interest income/(Loss) on fair valutaion of Non-current Trade Receivables	(7.32)	-	-
	Net loss on derecognition of investment securities	-	-	7.69
	Fair valuation Gain on financial instruments at FVTPL	(1.54)	(0.68)	(0.02)
	Effect of Exchange Rate Change	42.12	22.77	0.55
	Sundry Balance/ Excess Provision Written Back	(55.23)	4.82	3.31
	Bad Debts W/off and Impairment allowance for trade receivables and Loan and Advances	22.10	123.12	22.88
	Loss/(Gain) on foreign currency transaction and translation (net)	17.03	(6.43)	(26.78)
	Provision for warranty		4.00	4.70
	Subsidy from MSIPS	(3.53)	(3.60)	(3.65)
	Loss on discard of Intangible assets under development	7.65		
	Loss/(Profit) on Sale of Property, Plant and equipment	0.24	(0.34)	1.59
		418.94	**531.51**	**308.83**
	Operating cash flow before changes in working capital	**496.76**	**676.61**	**174.90**
	Changes in Working Capital:			
	Trade & Other Receivables	(1,401.26)	1,021.51	(2,230.82)
	Inventories	78.40	(194.11)	96.88
	Trade Payables & Other Current Liabilities	892.22	(816.57)	1,862.13
		(430.64)	**10.83**	**(271.81)**
	Net cash generated from operations before tax	**66.12**	**687.44**	**(96.91)**
	Income taxes paid/refund (net)	**(40.41)**	**(127.07)**	**(37.64)**
	Net Cash from/(used) in Operating Activites (A)	**25.71**	**560.37**	**(134.55)**
II.	**Cash Flow from Investing Activities**			
	Purchase of Property, Plant and equipment	(164.47)	(200.09)	(179.05)
	Sale of Property, Plant and equipment	0.20	0.47	0.03
	Sale of PPE and Intangible Assets under Slump Sale	241.50	-	-
	Sale/(Purchase) of Investments	(1.63)	-	(0.79)
	(Increase)/Decrease in Fixed Deposits (having original maturity of more than 3 months)	(8.10)	84.85	(35.22)
	Interest Received (net)	9.46	12.63	13.23
	Net Cash used in Investing Activities (B)	**76.96**	**(102.14)**	**(201.80)**
III.	**Cash Flow from Financing Activities**			
	Proceeds/(Repayment) of Long Term Borrowings	41.63	76.37	(4.80)
	Proceeds/(Repayment) of Short Term Borrowings	60.83	(29.79)	(87.44)
	Payment of Lease Liabilities - Principal portion	(48.76)	(47.95)	(31.72)
	Payment of Lease Liabilities - Interest portion	(15.20)	(17.27)	(17.81)
	Proceeds/(Repayment) of CCD	-	-	750.00
	Interest Paid	(193.56)	(153.00)	(143.70)
IV.	**Net Cash generated from Financing Activities (C)**	**(155.06)**	**(171.64)**	**464.53**
IV.	**Net Increase/(Decrease) in cash & cash equivalents (A+B+C)**	**(52.39)**	**286.59**	**128.18**
V.	Add: Cash & Cash Equivalents as at beginning of the Year	**431.98**	**145.39**	**17.22**
VI.	**Cash & Cash Equivalents as at the end of the Year (refer Note No. 16)**	**379.59**	**431.98**	**145.39**

(All amounts are in INR Millions, unless otherwise stated)

Changes in liabilities arising from financing activities during the year ended 31 March 2023

Particulars	Current Borrowings	Non Current Borrowings	Equity Share Capital
Opening Balance	**285.07**	**791.62**	**72.30**
Cash flows	60.83	41.63	-
Classification / non-cash expense	-	-	-
Closing Balance	**345.91**	**833.25**	**72.30**

Changes in liabilities arising from financing activities during the year ended 31 March 2022

Particulars	Current Borrowings	Non Current Borrowings	Equity Share Capital
Opening Balance	**320.92**	**696.72**	**72.30**
Cash flows	(29.79)	76.37	-
Classification / non-cash expense	(6.06)	18.53	-
Closing Balance	**285.07**	**791.62**	**72.30**

Changes in liabilities arising from financing activities during the year ended 31 March 2021

Particulars	Current Borrowings	Non Current Borrowings	Equity Share Capital
Opening Balance	**381.17**	**105.25**	**72.30**
6% Compulsorily Convertible Debentures	-	623.46	-
Cash flows	(87.44)	(4.80)	-
Classification / non-cash expense	27.19	(27.19)	-
Closing Balance	**320.92**	**696.72**	**72.30**

Notes:

1. TheRestated Consolidated Statement of Cash flow has been prepared under the indirect method as set-out in the Ind AS - 7 "Statement of Cash Flows" .
2. Figures in bracket indicate cash outflow.
3. Cash and cash equivalents (refer Note 16) comprise of the followings :-

Cash on hand	0.16	0.15	0.08
Balances with scheduled Banks			
- In Current Accounts	166.92	361.33	68.22
- In Fixed Deposits 0-3 months	212.51	70.50	77.09
Balances as per Statement of cash flows	**379.59**	**431.98**	**145.39**

The above Annexure should be read with the Basis of Preparation and Signigficant Accounting Policies appearing in Annexure V, Notes to the Restated Consolidated Financial Information in Annexure VI and Statement of Adjustments to the Restated Consolidated Financial Information appearing in Annexure VII.

As per our report of even date
For Khandelwal Jain & Co.
Chartered Accountants
Firm Registration No. 105049W

Naveen Jain
Partner
Membership No. 511596

Place: Gurugram
Date: September 15, 2023

For and on behalf of the Board of Directors

Anant Nahata
Managing Director
Cum CEO
DIN:02216037

Subhash Chander Rustgi
Director
DIN:06922968

Sangeeta Karnatak
Company Secretary
M.No. 25216

Shiraz Khanna
Chief Financial Officer
PAN: AEZPK3682F

(Rs. in Millions)

1. GROUP INFORMATION

1.1 Background of Parent Company

Exicom Tele-Systems Limited (CIN:U64203HP1994PLC014541) **'the Company'** is a Public Limited Company domiciled and incorporated in India having its registered office at 8, Electronics Complex, Chambaghat, District: Solan, Himachal Pradesh- 173213. Established in 1994.

The Company is in the business of providing efficient and reliable Power Electronics Solution for global Telecom, IT, and other related industries and manufacturing of electric vehicle charger and lithiumion battery for E-vehicle. The Company's manufacturing facilities are located at Gurugram in Haryana and Solan in Himachal Pradesh. The research and development facilities are located at Gurugram in Haryana and Bangalore in Karnataka.

1.2 Background of Subsidiary Companies

The following is the list of all subsidiary companies along with the proportion of voting power held.

Name of Companies	Holding	Country of incorporation and other particulars
Exicom Tele-Systems (Singapore) Pte. Ltd.	100% (Subsidiary Company)	Company was incorporated in Singapore, on April 30th, 2012
Horizon Tele-Systems Sdn Bhd (Horizon)	100% (Subsidiary Company)	Company was incorporated in Malaysia, on May 25th, 2012
Energywin Technologies Private Limited*	100% (Subsidiary Company)	Company was incorporated in Bangalore, India on May 20th, 2011 and acquired by the holding Company w.e.f. May 21st , 2014.
Horizon Power Solutions DMCC**	100% (Subsidiary Company)	Company was incorporated in Dubai, on May 19th, 2022

*Investment disposed off on September 7, 2023.
**The Company was incorporated as wholly own subsidiary in May 2022 but the subscription amount has not been transferred till date as the bank account has not been opened in Dubai. Further, there are no operation in the Company during FY 2022-23 and no financial statements were prepared for that year. Hence, the same has not been consolidated.

2. Basis of preparation of Restated Consolidated Financial Statements

2.1 The restated consolidated statement of assets and liabilities of the Group as at March 31, 2023, March 31, 2022 and March 31, 2021, the restated consolidated information of profit and loss (including other comprehensive income), the restated consolidated information of changes in equity and the restated consolidated information of cash flows for each of the year ended March 31, 2023, March 31, 2022 and March 31, 2021, and restated other consolidated financial information (together referred as 'Restated Consolidated Financial Information') has been prepared under 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 by the Companies (Indian Accounting Standards) Rules, 2016 and other relevant provisions of the Act, to the extent applicable.

The Restated Consolidated Financial Information has been prepared by the management in connection with the proposed listing of equity shares of the Company by way of Initial Public Offering ("IPO"), to be filed by the Company with the Securities and Exchange Board of India, Registrar of Companies, Himachal Pradesh and the concerned Stock Exchange in accordance with the requirements of:

(i) Section 26 of part I of Chapter III of the Companies Act, 2013 ("the Act");
(ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("the SEBI regulations") issued by the Securities and Exchange Board of India ("SEBI'') from time to time;
(iii) Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ('ICAI')

The Restated Consolidated Statements of the Group have been prepared to comply in all material respects with the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) amendment Rules 2016 (as amended from time to time), presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the consolidated financial statements and other relevant provisions of the Act.

The Restated Consolidated Financial Information have been compiled by the Management from:

Special purpose Consolidated Ind AS Financial Information of the Group as at and for the year ended March 31, 2023, March 31, 2022 and March 31, 2021 prepared in accordance with Ind AS notified under section 133 of the Companies Act, 2013 read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015.

The Restated Consolidated Financial Information has been compiled by the Company from the Audited Financial Statements and Special Purpose Consolidated Ind AS Financial Information of the Company and its subsidiary company and:

a. have been made after incorporating adjustments for the changes in accounting policies, if any, retrospectively irrespective financial years to reflect the same accounting treatment as per changed accounting policies for all the reporting periods;
b. have been made after incorporating adjustments for the material amounts in the respective

financial years to which they relate;

c. Other remarks / comments in the Annexure to the Auditor's report on the financial statements of the Company which do not require any corrective adjustments in the Restated Consolidated Financial Information are disclosed in Annexure VII of the Restated Consolidated Financial Information;
d. adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per consolidated financial statements of the Group as at and for the year ended March 31, 2023 prepared under Ind AS and the requirements of the SEBI Regulations, and
e. the resultant tax impact on above adjustments has been appropriately adjusted in deferred taxes in the respective years to which they relate.

2.2 Functional and presentation currency

Items included in the Restated Consolidated Financial Information of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional Currency'). The Restated Consolidated Financial Information are presented in Indian rupee (INR), which is also the Group's functional currency. All amounts have been rounded-off to the nearest million, up to two places of decimal, unless otherwise indicated. Amounts having absolute value of less than INR 5,000 have been rounded and are presented as INR 0.00 Millions in the Restated Consolidated Financial Information.

2.3 Basis of measurement

The restated Consolidated financial information has been prepared on the historical cost basis except for the certain Financial Instruments which are measured at fair value or amortized cost at the end of each reporting year. Historical cost is generally based on 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.

Items	**Measurement basis**
Certain financial assets (except trade receivables and contract assets which are measured at transaction cost) and liabilities (including derivative)	Fair value
Defined benefits liability	Present value of defined benefits obligations

The accounting policies have been consistently applied by the group in preparation of the Restated Consolidated Financial Information for all period presented and are consistent with those adopted in the preparation with audited financial statements for the year ended 31 March 2023. These

Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the date of board meeting in which the Restated Consolidated Financial Information is approved. The statement of operating cash flows have been prepared under indirect method.

2.4 Compliance with Ind AS

This restated consolidated financial information have been prepared in accordance with the Indian Accounting Standard ('Ind AS') notified under section 133 of the Companies Act, 2013, read together with Rule 3 of the Companies (Indian Accounting Standards) Rules as amended from time to time.

The accounting policies, as set out in the following paragraphs of this note, have been consistently applied, by the Group, to all the periods presented in the said financial statements. The preparation of the said financial statements requires the use of certain critical accounting estimates and judgements. It also requires the management to exercise judgement in the process of applying the Group's accounting policies. The areas where estimates are significant to the financial statements, or areas involving a higher degree of judgement or complexity, are disclosed in Note 45.

The financial statements are based on the classification provisions contained in Ind AS 1, 'Presentation of Financial Statements' and Division II of Schedule III of the Companies Act 2013.

Further, for the purpose of clarity, various items are aggregated in the statement of profit and loss and balance sheet. Nonetheless, these items are dis-aggregated separately in the notes to the restated consolidated financial statements, where applicable or required. All the amounts included in the restated consolidated financial statements are reported in Indian Rupees ('Rupees') and are rounded to the nearest lakhs, except per share data and unless stated otherwise.

2.5 Historical Cost Convention

The restated consolidated financial statements have been prepared on the accrual and going concern basis, and the historical cost convention except where the Ind AS requires a different accounting treatment. The principal variations from the historical cost convention relate to financial instruments classified as fair value for the followings:

(a) certain financial assets and liabilities and contingent consideration that is measured at fair value;
(b) assets held for sale measured at fair value less cost to sell;
(c) defined benefit plans plan assets measured at fair value; and

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

2.6 Use of estimates and judgements

The preparation of these restated consolidated financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Group to make estimates and judgements that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the restated consolidated financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected.

3 Basis of Consolidation

3.1 The Restated Consolidated Financial Statements relate to Exicom Tele-Systems Limited (hereinafter referred to as the "Parent Company") and its subsidiaries (these group entities and the Parent Company hereinafter collectively referred to as "the Group"). In the preparation of these Restated Consolidated Financial Statements, investments in Subsidiaries have been accounted for in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time

A. Subsidiaries

Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are de-consolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the group.

The group combines the restated consolidated financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the restated consolidated statement of profit and loss, restated consolidated statement of changes in equity and balance sheet respectively.

B. Associates

Associates are all entities over which the group has significant influence but not control or joint control. This is generally the case where the group holds between 20% and 50% of the voting rights.

Investments in associates are accounted for using the equity method of accounting (see (iv) below), after initially being recognized at cost.

C. Equity method

Under the equity method of accounting, the investments are initially recognized at cost and adjusted thereafter to recognize the group share of the post-acquisition profits or losses of the investee in profit and loss, and the group share of other comprehensive income of the investee in other comprehensive income.

When the group share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealized gains on transactions between the Holding Company and its associates and joint ventures are eliminated to the extent of the group interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the group.

The carrying amount of equity accounted investments are tested for impairment in accordance with the policy described below.

D. Changes in ownership interests

The group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognized within equity.

When the group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is re-measured to its fair value with the change in carrying amount recognized in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognized in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognized in other comprehensive income are reclassified to profit or loss.

If the ownership interest in a joint venture or an associate is reduced but joint control or significant influence is retained, only a proportionate share of the amounts previously recognized in other comprehensive income are reclassified to profit or loss where appropriate.

3.2. As far as possible, the restated consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Parent Company's stand-alone financial statements. Differences in accounting policies are disclosed separately.

3.3. The financial statements of the entities used for the purpose of consolidation are drawn up to reporting date as that of the Parent Company i.e. March 31, 2023.

3.4. Only the notes involving items which are material has been disclosed. Materiality for this purpose is assessed in relation to the information contained in the restated consolidated financial statements. Further, additional statutory information disclosed in separate financial statements of the subsidiary and/or a parent having no bearing on the true and fair view of the restated consolidated financial statements need not be disclosed in the restated consolidated financial statements.

3.5. Significant Accounting Policies and notes to these restated consolidated financial statements are intended to serve as a means of informative disclosure and guide to better understanding the consolidated position of the companies. Recognizing this purpose, only such policies and notes from the individual financial statements, which fairly present the needed disclosures have been disclosed. Lack of homogeneity and other similar consideration made it desirable to exclude some of them, which in the opinion of the management, could be better viewed, when referred from the individual financial statements.

3.6. Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

Deferred tax assets or liabilities, and the assets or liabilities related to employee benefit arrangements are recognized and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date.

If the business combination is achieved in stages, any previously held equity interest is re-measured at its acquisition date fair value and any resulting gain or loss is recognized in profit or loss or OCI, as appropriate.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognized for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, then the gain is recognized in OCI and accumulated in equity as capital reserve. After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

Goodwill is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. Any impairment loss for goodwill is recognized in profit or loss. An impairment loss recognized for goodwill is not reversed in subsequent periods.

3.7 Current versus non-current classification

The Group presents assets and liabilities in the Balance Sheet based on current/ non-current classification. An asset is treated as current when it is:

a) Expected to be realized or intended to be sold or consumed in normal operating cycle
b) Held primarily for the purpose of trading, or
c) Expected to be realized within twelve months after the reporting period other than for (a) above, or
d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

a) It is expected to be settled in normal operating cycle
b) It is held primarily for the purpose of trading
c) It is due to be settled within twelve months after the reporting period other than for (a) above, or
d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

3.8 Fair Value Measurement

The Group measures financial instruments, such as, derivatives at fair value at each Balance Sheet date. 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.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

The Group categorizes assets and liabilities measured at fair value into one of three levels as follows:

- Level 1 – Quoted (unadjusted): This hierarchy includes financial instruments measured using quoted prices.

- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

- Level 3 – They are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Group's assumptions about pricing by market participants. Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these restated consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

4.1 Non-Current Assets Held for Sale

Non-current assets are classified as assets-held-for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. The sale is consider4.ed highly probable only when the asset is available for immediate sale in its present condition, it is unlikely that the sale will be withdrawn and sale is expected within one year from the date of the classification. Assets classified as held for sale are stated at the lower of carrying amount and fair value less costs to sell.

Assets classified as held for sale are presented separately in the balance sheet.

Loss is recognised for any initial or subsequent write -down of the asset to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative loss previously recognised.

4.2 Property Plant and Equipment ('PPE')

An item is recognised as an asset, if and only if, it is probable that the future economic benefits associated with the item will flow to the Group and its cost can be measured reliably. PPE are stated at actual cost less accumulated depreciation and impairment loss, if any. Actual cost is inclusive of freight, installation cost, duties, taxes and other incidental expenses for bringing the asset to its working conditions for its intended use (net of tax credit, if any) and any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended by the Management. It includes professional fees and borrowing costs for qualifying assets.

Property, Plant and Equipment and intangible assets are not depreciated or amortized once classified as held for sale.

Significant Parts of an item of PPE (including major inspections) having different useful lives & material value or other factors are accounted for as separate components. All other repairs and maintenance costs are recognized in the statement of profit and loss as incurred.

Depreciation of these PPE commences when the assets are ready for their intended use. The estimated useful lives and residual values are reviewed on an annual basis and if necessary, changes in estimates are accounted for prospectively. Depreciation on subsequent expenditure on PPE arising on account of capital improvement or other factors is provided for prospectively over the remaining useful life.

Depreciation is provided pro-rata to the period of use on the straight line method based on the estimated useful life of the assets. The residual values are not more than 5% of the original cost of the assets. The useful life of property, plant and equipment are as follows: -

Asset Class	**Useful Life**
Building - Improvement on lease	Over the lease term
Building - Factory on lease	30 Years
Lease hold Land	Over the remaining lease term
Computer – servers	6 Years
Computer – others	3 – 5 Years
Furniture & Fixtures	5 – 10 Years
Mould & Dies	15 Years
Electric Installation	10 Years
Renovation	5 Years
Equipment - R&D	5 – 15 Years
Plant & Equipment	5 – 15 Years
Office Equipment	5 Years
Vehicles	8 Years
Fixed Assets costing less than Rs 5,000	Fully depreciated when they are ready for use.

Note:

a. Depreciation on the amount capitalized on up-gradation of the existing assets is provided over the balance life of the original asset.

b. An item of PPE is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.

4.3 Intangible Assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation and cumulative impairment. Administrative and other general overhead expenses that are specifically attributable to acquisition of intangible assets are allocated and capitalized as a part of the cost of the intangible assets.

Recognition of intangible assets

a. <u>Computer software</u>

Purchase of computer software used for the purpose of operations is capitalized. However, any expenses on software support, maintenance, upgrade etc. payable periodically is charged to the Statement of Profit & Loss.

b. <u>Revenue expenditure of specialized R&D Division</u>

Research and development expenditure on new products:

(i) Expenditure on research is expensed under respective heads of account in the period in which it is incurred.

(ii) Development expenditure on new products is capitalised as intangible asset, if all of the following can be demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the Group has intention to complete the intangible asset and use or sell it;
- the Group has ability to use or sell the intangible asset;
- the manner in which the probable future economic benefits will be generated including the existence of a market for output of the intangible asset or intangible asset itself or if it is to be used internally, the usefulness of intangible assets;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the Group has ability to reliably measure the expenditure attributable to the intangible asset during its development.

Development expenditure that does not meet the above criteria is expensed in the period in which it is incurred.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete and the asset is available for use.

It is amortized over the period of expected future benefit. Amortization expense is recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

During the period of development, the asset is tested for impairment annually

Amortisation periods and methods: Intangible assets are amortised on straight line basis over a period ranging between 2-5 years which equates its economic useful life. Goodwill on consolidation is amortised on a straight-line basis over the ten years.

- **De-recognition 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 de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognized in the Statement of Profit and Loss when the asset is derecognized.

C. Intangible assets under development

All costs incurred in development, are initially capitalized as Intangible assets under development **-** till the time these are either transferred to Intangible Assets on completion or expensed as Software Development cost (including allocated depreciation) as and when determined of no further use.

4.4 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The financial instruments are recognised in the balance sheet when the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial instruments at initial recognition.

Financial Assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame are recognized on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories based on business model of the entity:

- Debt instruments at amortized cost.
- Debt instruments at fair value through other comprehensive income (FVTOCI).
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL).
- Equity instruments measured at fair value through other comprehensive income (FVTOCI).

Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

Any debt instrument, that does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Group has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Equity investments (Other than investment in subsidiary)

All other equity investments are measured at fair value. For Equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. This amount is not recycled from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Financial assets are measured at fair value through profit or loss unless they are measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in Statement of Profit and Loss.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Investments in Mutual Funds

Investments in mutual funds are measured at fair value through profit or loss (FVTPL)

Cash and cash equivalents

The Group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

De-recognition

A financial asset is de-recognized only when

- The Group has transferred the rights to receive cash flows from the financial asset or

- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Group has transferred an asset, it evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognized.

Where the Group has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognised if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

Impairment of financial assets

The Group assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. In determining the allowances for doubtful trade receivables, the Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix considers historical credit loss experience and is adjusted for forward looking information. For all other financial assets, expected credit losses are measured at an amount equal to the 12-months expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L).

Financial liabilities

Financial liabilities and equity instruments issued by the group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Initial recognition and measurement

Financial liabilities are recognised when the group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.

Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the statement of profit and loss.

Trade and Other Payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial period which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortised cost using the effective interest method.

Loans and Borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Financial Guarantee Contracts

Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

4.5 Impairment of Non-Financial Assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use.

Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

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. In determining fair value less costs of disposal, recent market transactions are considered. If no such transactions can be identified, an appropriate valuation model is used. Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of profit and loss.

A previously recognized impairment loss (except for goodwill) is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited to the carrying amount of the asset.

4.6 Inventories

a) Basis of valuation:

1. Inventories including work-in-progress , other than scrap materials are valued at lower of cost and net realizable value after providing cost of Obsolescence, if any. The cost is determined using weighted average cost method (except in Singapore subsidiary where FIFO basis is followed).

2. Inventory of scrap materials have been valued at net realizable value.

b) Method of valuation:

1. Cost of raw materials comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventories to their present location and condition.

2. Cost of finished goods and work-in-progress includes direct fixed and variable production overheads and indirect taxes as applicable. Fixed production overheads are allocated on the basis of normal capacity of production facilities.

3. Cost of traded goods comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventories to their present location and condition.

4. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

4.7 Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying asset are capitalized as part of cost of such asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

Borrowing costs consists of interest and other costs that an entity incurs in connection with the borrowing of funds.

4.8 Investments

The Group records the investments in subsidiaries, associates and joint ventures at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount.

When the Group issues financial guarantees on behalf of subsidiaries, initially it measures the financial guarantees at their fair values and subsequently measures at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative amortization.

The Group records the initial fair value of financial guarantee as deemed investment with a corresponding liability recorded as deferred revenue. Such deemed investment is added to the carrying amount of investment in subsidiaries. Deferred revenue is recognized in the Statement of Profit and Loss over the remaining period of financial guarantee issued.

The Group reviews its carrying value of investments carried at cost (net of impairment, if any) annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for in the statement of profit and loss.

4.9 Foreign Currency Transactions

The functional currency of the holding company is Indian Rupees which represents the currency of the economic environment in which it operates.

Transactions in currencies other than the Holding Company's functional currency are recognized at the rates of exchange prevailing at the dates of the transactions. Monetary items denominated in foreign currency at the year end and not covered under forward exchange contracts are translated at the functional currency spot rate of exchange at the reporting date.

Any income or expense on account of exchange difference between the date of transaction and on settlement or on translation is recognized in the profit and loss account as income or expense.

For the purposes of presenting these restated consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into Rs. using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (and attributed to non-controlling interests as appropriate).

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation difference on such assets and liabilities carried at fair value are reported as part of fair value gain or loss.

In case of forward exchange contracts, the premium or discount arising at the inception of such contracts is amortized as income or expense over the life of the contract. Further exchange difference on such contracts i.e. difference between the exchange rate at the reporting /settlement date and the exchange rate on the date of inception of contract/the last reporting date, is recognized as income/expense for the period.

Effective April 1, 2018 the Holding Company has adopted Appendix B to Ind AS 21-Foreign Currency Transactions and Advance Consideration which clarifies the date of transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income when an entity has received or paid advance consideration in a foreign currency.

4.10 Taxation

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses, if any.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Statement. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

The carrying amount of deferred tax assets are reviewed at the end of each reporting period and are recognized only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax liabilities are not recognized for temporary differences between the carrying amount and tax bases of investments in subsidiaries, where the Group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognized for temporary differences between the carrying amount and tax bases of investments in subsidiaries, associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred Tax includes MAT tax Credit. The Holding Company recognizes tax credit in the nature of MAT credit as an asset only to the extent that there is convincing evidence that the Holding Company will pay normal income tax during the specified period, i.e. the period for which tax credit is allowed to be carried forward. The Holding Company reviews the such tax credit asset at each reporting date to assess its recoverability.

4.11 Revenue Recognition

The Group recognizes revenue in accordance with Ind- AS 115. Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration that the Group expects to receive in exchange for those products or services.

Revenues in excess of invoicing are classified as contract assets (which may also refer as unbilled revenue) while invoicing in excess of revenues are classified as contract liabilities (which may also refer to as unearned revenues).

The Group presents revenues net of indirect taxes in its Statement of Profit and loss.

The specific recognition criteria from various stream of revenue is described below:

a. **Revenue from the sale of goods** is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods (i.e. when performance obligation is satisfied) at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of returns and allowances, trade discounts and volume rebates offered by the Group as part of the contract.

b. **Revenue from Services** is recognized when respective service is rendered and accepted by the customer.

c. **Capacity swaps**
The exchange of network capacity is recognised at fair value unless the transaction lacks commercial substance or the fair value of neither the capacity received nor the capacity given is reliably measurable.

d. **Interest income**
For all debt instruments measured either at amortized cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR).

e. **Rental income**
Rental income arising from operating leases or on investment properties is accounted for on a straight-line basis over the lease terms and is included in other non-operating income in the statement of profit and loss.

f. **Insurance Claims**
Insurance claims are accounted for as and when admitted by the concerned authority.

g. **Dividend Income**
Dividend income on investments is recognised when the right to receive dividend is established.

h. **Other Income**
Other Income is accounted for on accrual basis except, where the receipt of income is uncertain.

4.12 Employee Benefits

Short Term Employee Benefits

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Long-Term employee benefits

Compensated expenses which are not expected to occur within twelve months after the end of period in which the employee renders the related services are recognized as a liability at the present value of the defined benefit obligation at the balance sheet date.

Post-employment obligations

i. Defined contribution plans

Provident Fund and employees' state insurance schemes

All employees of the Indian entities are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both the employee and the employer make monthly contributions to the plan at a predetermined rate (presently 12%) of the employees' basic salary. These contributions are made to the fund administered and managed by the Government of India. In addition, some employees of the Indian entities are covered under the employees' state insurance schemes, which are also defined contribution schemes recognized and administered by the Government of India.

The Indian entities contributions to both these schemes are expensed in the Statement of Profit and Loss. The Indian entities has no further obligations under these plans beyond its monthly contributions.

ii. Defined benefit plans

Gratuity

The Group's liabilities towards gratuity are recognized based on the present value of defined benefit obligation which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted either as current employee cost or included in cost of assets as permitted. The Holding Company makes annual contributions to the Life Insurance Corporation of India for the Gratuity Plan in respect of employees.

Leave Encashment

The Holding Company has provided for the liability at period end on account of un-availed earned leave as per the actuarial valuation as per the Projected Unit Credit Method and in case of other subsidiaries Employee entitlements to annual leave are recognised when they accrue to employees. The estimated liability for leave is recognised for services rendered by employees up to the end of the reporting period.

i. Actuarial gains and losses are recognized in OCI as and when incurred.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest as defined above),are recognized in other comprehensive income except those included in cost of assets as permitted in the period in which they occur and are not subsequently reclassified to profit or loss.

The retirement benefit obligation recognized in the restated consolidated Financial Statements represents the actual deficit or surplus in the Indian entities defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of reductions in future contributions to the plans.

Termination benefits

Termination benefits are recognized as an expense in the period in which they are incurred.

4.13 Leases

As a lessee

The Group's lease asset classes primarily consist of leases for land and buildings. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

(i) the contract involves the use of an identified asset
(ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and
(iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

As a lessor
Leases for which the Group is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

4.14 Earning Per Share ('EPS')

The Group presents the Basic and Diluted EPS data. Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

4.15 Segment Reporting

Identification of segments:

Operating segments are reported in a manner consistent with the internal financial reporting provided to the Chief Operating Decision Maker (CODM) i.e. Chief Executive officer. CODM monitors the operating results of all product segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss and is measured consistently with profit and loss in the financial statements. The primary reporting of the Group has been performed on the basis of business segments. The analysis of geographical segments is based on the areas in which the Group's products are sold or services are rendered.

Allocation of common costs:

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Unallocated items:

The Corporate and other segment include general corporate income and expense items, which are not allocated to any business segment.

4.16 Government Grant

Government Grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

Government grants related to depreciable fixed assets are treated as deferred income which has been recognised in the profit and loss statement on a systematic and rational basis over the useful life of the asset, i.e., such grants should be allocated to income over the periods and in the proportions in which depreciation on those assets is charged.

4.17 Cash & Cash Equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

4.18 Provision, Contingent Liabilities and Contingent Assets

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits 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.

Contingent liabilities are disclosed in the restated consolidated Financial Statements by way of notes to accounts, unless possibility of an outflow of resources embodying economic benefit is remote.

Contingent assets are disclosed in the restated consolidated Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

Warranty Provisions

Provision for warranty-related costs are recognized when the product is sold or service is provided to customer. Initial recognition is based on historical experience. The Group periodically reviews the adequacy of product warranties and adjust warranty percentage and warranty provisions for actual experience, if necessary. The timing of outflow is expected to be with in one to three years.

4.19 Exceptional Items

Exceptional items refer to items of income or expense within the statement of profit and loss from ordinary activities which are non-recurring and are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the Group.

4.20 Other Accounting Policies

These are consistent with the generally accepted accounting principles.

4.21 Recent Accounting Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as amended from time to time. There are no such recently issued standards or amendments to the existing standards for which the impact on the Restated Consolidated Financial Information is require to be disclosed.

Exicom Tele-Systems Limited
(CIN: U64203HP1994PLC014541)
Annexure VI - Notes to Restated Consolidated Financial Information
(All amounts are in INR Millions, unless otherwise stated)

5 **Property, Plant and equipment "PPE"- Other than R&D**

Particulars	Building	Leasehold Improvements	Plant & Equipment	Electric Installation	Moulds & Dies	Computers	Office Equipment	Furniture & Fixture	Vehicles	Total
Gross Carrying Value										
Balance as at March 31, 2020	**39.36**	**245.45**	**445.16**	**45.09**	**30.20**	**78.21**	**18.92**	**63.76**	**5.99**	**972.14**
Additions	-	0.57	20.23	-	6.49	8.76	0.40	4.62	0.18	41.25
Less: Disposals / Adjustments	-	3.74	17.78	-	-	0.25	0.30	3.97	-	26.04
Balance as at March 31, 2021	**39.36**	**242.28**	**447.61**	**45.09**	**36.69**	**86.72**	**19.02**	**64.41**	**6.17**	**987.35**
Additions	-	2.56	21.39	-	1.30	26.80	2.19	9.44	-	63.68
Less: Disposals / Adjustments	-	-	-	-	-	1.57	-	0.70	-	2.27
Balance as at March 31, 2022	**39.36**	**244.84**	**469.00**	**45.09**	**37.99**	**111.95**	**21.21**	**73.15**	**6.17**	**1,048.76**
Additions	-	0.68	13.92	-	5.87	12.58	1.11	3.41	0.08	37.65
Less: Disposals / Adjustments	-	-	-	-	-	5.04	-	-	0.97	6.01
Less: Adjustment on account of Slump Sale	-	-	74.73	1.46	12.56	2.24	2.80	6.67	-	100.46
Balance as at March 31, 2023	**39.36**	**245.52**	**408.19**	**43.63**	**31.30**	**117.25**	**19.52**	**69.89**	**5.28**	**979.94**
Accumulated depreciation and impairment										
Balance as at March 31, 2020	**31.51**	**69.05**	**136.79**	**15.98**	**5.05**	**52.24**	**12.54**	**38.15**	**4.56**	**365.87**
Depreciation for the year-continuing operations	0.44	24.95	22.89	3.81	1.15	12.53	1.33	3.37	0.23	70.70
Depreciation for the year-discontinued operations	-	-	6.21	0.14	0.70	0.06	0.46	0.49	-	8.06
Less: Disposals / Adjustments	-	3.13	17.01	-	-	0.21	0.29	3.82	-	24.46
Balance as at March 31, 2021	**31.95**	**90.87**	**148.88**	**19.93**	**6.89**	**64.62**	**14.04**	**38.19**	**4.79**	**420.17**
Depreciation for the year-continuing operations	0.44	22.09	23.60	3.77	1.37	11.38	1.28	3.30	0.23	67.46
Depreciation for the year-discontinued operations	-	-	6.47	0.14	0.75	0.37	0.50	0.52	-	8.75
Less: Disposals / Adjustments	-	-	-	-	-	0.99	0.51	0.64	-	2.14
Balance as at March 31, 2022	**32.39**	**112.96**	**178.95**	**23.84**	**9.02**	**75.38**	**15.31**	**41.37**	**5.02**	**494.24**
Depreciation for the year-continuing operations	0.44	22.36	24.87	3.76	1.63	13.30	1.46	4.94	0.22	72.98
Depreciation for the year-discontinued operations	-	-	4.03	0.08	0.47	0.38	0.31	0.36	-	5.63
Less: Disposals / Adjustments	-	-	-	-	-	4.72	-	-	0.93	5.65
Less: Adjustment on account of Slump Sale	-	-	22.81	0.44	2.34	0.99	1.61	2.00	-	30.19
Balance as at March 31, 2023	**32.82**	**135.32**	**185.04**	**27.24**	**8.78**	**83.35**	**15.47**	**44.67**	**4.31**	**537.01**
Net Carrying Value										
Balance as at March 31, 2020	7.85	176.40	308.37	29.11	25.15	25.97	6.38	25.61	1.43	606.27
Balance as at March 31, 2021	7.41	151.41	298.73	25.16	29.79	22.10	4.98	26.22	1.38	567.18
Balance as at March 31, 2022	6.97	131.88	290.05	21.25	28.97	36.57	5.90	31.78	1.15	554.52
Balance as at March 31, 2023	**6.53**	**110.20**	**223.15**	**16.39**	**22.52**	**33.90**	**4.05**	**25.22**	**0.97**	**442.93**

Property, Plant and equipment "PPE" - R&D

Particulars	Plant & Equipment	Computers	Office Equipment	Furniture & Fixture	Vehicles	Total
Balance as at March 31, 2020	**102.27**	**24.89**	**12.95**	**10.91**	**-**	**151.02**
Additions	6.79	3.77	0.06	0.18	-	10.80
Less: Disposals / Adjustments	0.10	0.08	0.03	0.02	-	0.23
Balance as at March 31, 2021	**108.96**	**28.58**	**12.98**	**11.07**	**-**	**161.59**
Additions	7.75	2.86	0.05	0.24	-	10.90
Less: Disposals / Adjustments	-	-	-	-	-	-
Balance as at March 31, 2022	**116.71**	**31.44**	**13.03**	**11.31**	**-**	**172.49**
Additions	1.77	5.47	0.08	0.19	2.00	9.51
Less: Disposals / Adjustments	-	1.73	-	-	-	1.73
Less: Adjustment on account of Slump Sale	37.15	11.95	12.00	7.10	-	68.20
Balance as at March 31, 2023	**81.33**	**23.23**	**1.11**	**4.40**	**2.00**	**112.07**
Accumulated depreciation and impairment						
Balance as at March 31, 2020	**23.75**	**13.10**	**3.44**	**2.00**	**-**	**42.29**
Depreciation for the year-continuing operations	4.58	3.19	0.05	0.32	-	8.14
Depreciation for the year-discontinued operations	2.15	3.07	2.27	0.64	-	8.13
Less: Disposals / Adjustments	0.10	0.07	0.01	0.02	-	0.20
Balance as at March 31, 2021	**30.38**	**19.29**	**5.75**	**2.94**	**-**	**58.36**
Depreciation for the year-continuing operations	4.90	2.54	0.06	0.33	-	7.83
Depreciation for the year-discontinued operations	2.23	2.81	2.27	0.64	-	7.95
Less: Disposals / Adjustments	-	-	-	-	-	-
Balance as at March 31, 2022	**37.51**	**24.64**	**8.08**	**3.91**	**-**	**74.14**
Depreciation for the year-continuing operations	5.77	2.54	0.06	0.33	0.07	8.77
Depreciation for the year-discontinued operations	1.37	0.82	1.33	0.39	-	3.91
Less: Disposals / Adjustments	-	1.64	-	-	-	1.64
Less: Adjustment on account of Slump Sale	8.02	9.81	8.50	2.39	-	28.72
Balance as at March 31, 2023	**36.64**	**16.55**	**0.97**	**2.24**	**0.07**	**56.46**
Net Carrying Value						
Balance as at March 31, 2020	78.52	11.79	9.51	8.91	-	108.73
Balance as at March 31, 2021	78.58	9.29	7.23	8.13	-	103.23
Balance as at March 31, 2022	79.20	6.80	4.95	7.40	-	98.35
Balance as at March 31, 2023	**44.70**	**6.68**	**0.14**	**2.16**	**1.93**	**55.61**

Refer note no. 24 and 27 for details of assets pledged

(All amounts are in INR Millions, unless otherwise stated)

6 Right-of-Use Assets and Lease Liabilities

Particulars	Leasehold Land	Building	Security Deposit	Total
Balance as at March 31, 2020	**3.16**	**211.09**	**4.88**	**219.13**
Additions				
Lease Modification/addition during the year	-	32.47	1.02	33.49
Deletion				
Lease Termination during the year	-	5.63	0.07	5.70
Depreciation	-	48.86	1.32	50.18
Balance as at March 31, 2021	**3.16**	**189.07**	**4.51**	**196.74**
Additions				
Lease Modification/addition during the year	-	49.14	0.79	49.93
Deletion				
Lease Termination during the year	-	-	-	-
Depreciation	-	55.98	1.58	57.56
Balance as at March 31, 2022	**3.16**	**182.23**	**3.72**	**189.11**
Additions				
Lease Modification/addition during the year	-	-	-	-
Deletion				
Lease Termination during the year	-	-		-
Depreciation	0.04	52.85	1.49	54.38
Balance as at March 31, 2023	**3.12**	**129.38**	**2.23**	**134.73**

The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in statement of Profit and Loss for the year ended March 31, 2023, March 31, 2022 and March 31, 2021.

Break-up of current and non-current lease liabilities:

Particulars	As at		
	March 31, 2023	**March 31, 2022**	**March 31, 2021**
Current Lease Liabilities	35.02	48.87	41.77
Non-current Lease Liabilities	115.93	150.95	158.69
Total	**150.95**	**199.82**	**200.46**

Carrying value of lease liabilities

Particulars	Amount
Balance as at March 31, 2020	**224.02**
Additions	
Lease Modification/Addition in the Liability during the year	20.70
Finance cost accrued during the year	17.81
Deletions	
Lease Termination during the year	6.00
Lease Rent Concession	6.21
Payment of lease liabilities including interest	49.86
Balance as at March 31, 2021	**200.46**
Additions	
Lease Modification/Addition in the Liability during the year	49.14
Finance cost accrued during the year	17.27
Deletions	
Lease Rent Concession	1.84
Payment of lease liabilities including interest	65.21
Balance as at March 31, 2022	**199.82**
Additions	
Finance cost accrued during the year	15.20
Deletions	
Lease Rent Concession	0.11
Payment of lease liabilities including interest	63.96
Balance as at March 31, 2023	**150.95**

Note:

(a) The Group incurred Rs. 37.64 millions for the year ended March 31, 2023 (March 31, 2022: Rs. 26.75 millions and March 31, 2021: Rs. 27.85 millions) towards expenses relating to short-term leases and leases of low-value assets. The total cash outflow for leases is Rs. 101.59 millions for the year ended March 31, 2023 (March 31, 2022: Rs. 91.97 millions and March 31, 2021: Rs. 83.92 millions), including cash outflow of short-term leases and leases of low-value assets. Interest on lease liabilities for the year ended March 31, 2023 is Rs. 15.20 millions (March 31, 2022: Rs. 17.27 millions and March 31, 2021: Rs. 17.81 millions).

(b) Lease contracts entered by the Group majorly pertains for buildings taken on lease to conduct its business in the ordinary course. The Group have taken land and buildings on leases for manufacturing and warehouse facilities.

(c) During the current year, the Group has received the Covid-19-related rent concessions for lessees amounting to Rs. 0.11 millions (March 31, 2022: Rs. 1.83 millions and March 31, 2021: Rs. 6.21 millions) and on the basis of practical expedient as per Ind AS 116 "Leases", the same is not considered to be lease modification, hence the income towards rent concession is recognised in "Other Income" in the statement of profit and loss account

(d) The weighted average incremental borrowing rate applied to lease liabilities for the year ended March 31, 2023 is 9.22% (for the year ended March 31, 2022 is 9.22% and for the year ended March 31, 2021 is 9.22%)

(e) The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

(All amounts are in INR Millions, unless otherwise stated)

7 (i) Intangible Assets - other than R&D

Particulars	Product development	Software	Trade Mark	SAP - ERP Licence	Total
Gross Carrying Value					
Balance as at March 31, 2020	**185.20**	**20.73**	**0.11**	**9.80**	**215.84**
Additions	-	6.59	-	0.71	7.30
Disposals / Adjustments	-	-	-	-	-
Balance as at March 31, 2021	**185.20**	**27.32**	**0.11**	**10.51**	**223.14**
Additions	112.92	14.33	-	-	127.25
Disposals / Adjustments	-	-	-	-	-
Balance as at March 31, 2022	**298.12**	**41.65**	**0.11**	**10.51**	**350.39**
Additions	135.44	6.87	-	-	142.31
Disposals / Adjustments	-	-	-	-	-
Adjustment on account of Slump Sale	96.02	2.98	-	-	99.00
Balance as at March 31, 2023	**337.54**	**45.54**	**0.11**	**10.51**	**393.70**
Accumulated depreciation and impairment					
Balance as at March 31, 2020	179.48	9.07	0.02	7.66	**196.23**
Amortisation for the year-continuing operations	4.58	3.20	0.01	0.71	8.50
Amortisation for the year-discontinued operations	-	0.03	-	-	0.03
Disposals / Adjustments	-	-	-	-	-
Balance as at March 31, 2021	**184.06**	**12.30**	**0.03**	**8.37**	**204.76**
Amortisation for the year-continuing operations	12.33	4.32	0.01	0.83	17.49
Amortisation for the year-discontinued operations	7.37	0.42	-	-	7.79
Disposals / Adjustments	-	-	-	-	-
Balance as at March 31, 2022	**203.76**	**17.04**	**0.04**	**9.20**	**230.04**
Amortisation for the year-continuing operations	17.25	6.84	0.01	0.71	24.81
Amortisation for the year-discontinued operations	7.02	0.35	-	-	7.37
Disposals / Adjustments	-	-	-	-	-
Adjustment on account of Slump Sale	14.39	0.80	-	-	15.19
Balance as at March 31, 2023	**213.64**	**23.43**	**0.05**	**9.91**	**247.03**
Net Carrying Value					
Balance as at March 31, 2020	5.72	11.65	0.09	2.15	19.61
Balance as at March 31, 2021	1.14	15.03	0.08	2.13	18.38
Balance as at March 31, 2022	94.36	24.62	0.07	1.31	120.35
Balance as at March 31, 2023	**123.90**	**22.11**	**0.07**	**0.59**	**146.67**

(ii) Intangible Assets - R&D

Particulars	Software	Technical Know-how	Total
Gross Carrying Value			
Balance as at March 31, 2020	**46.67**	**50.00**	**96.67**
Additions	11.62	-	11.62
Disposals / Adjustments	-	-	-
Balance as at March 31, 2021	**58.29**	**50.00**	**108.29**
Additions	9.02	4.00	13.02
Disposals / Adjustments	-	-	-
Balance as at March 31, 2022	**67.31**	**54.00**	**121.31**
Additions	1.11	-	1.11
Disposals / Adjustments	-	-	-
Adjustment on account of Slump Sale	22.64	54.00	76.64
Balance as at March 31, 2023	**45.78**	**-**	**45.78**
Accumulated depreciation and impairment			
Balance as at March 31, 2020	**32.38**	**15.24**	**47.62**
Amortisation for the year-continuing operations	2.49	-	2.49
Amortisation for the year-discontinued operations	3.12	10.00	13.12
Disposals / Adjustments	-	-	-
Balance as at March 31, 2021	**37.99**	**25.24**	**63.23**
Amortisation for the year-continuing operations	1.55	-	1.55
Amortisation for the year-discontinued operations	4.52	10.73	15.25
Disposals / Adjustments	-	-	-
Balance as at March 31, 2022	**44.06**	**35.97**	**80.03**
Amortisation for the year-continuing operations	2.90	-	2.90
Amortisation for the year-discontinued operations	2.66	6.33	8.99
Disposals / Adjustments	-	-	-
Adjustment on account of Slump Sale	12.86	42.30	55.16
Balance as at March 31, 2023	**36.76**	**-**	**36.75**
Net Carrying Value			
Balance as at March 31, 2020	14.29	34.76	49.05
Balance as at March 31, 2021	20.29	24.76	45.05
Balance as at March 31, 2022	23.25	18.03	41.29
Balance as at March 31, 2023	**9.02**	**-**	**9.03**

(iii) Goodwill on consolidation

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Goodwill generated on consolidation	2.47	3.29	4.11
Movement in goodwill			
Balance at the beginning of the year	3.29	4.11	4.93
Amortisation of Goodwill	0.82	0.82	0.82
Balance at the end of the year	**2.47**	**3.29**	**4.11**

(All amounts are in INR Millions, unless otherwise stated)

8 Intangible Assets under Development

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Opening Balance	**175.27**	**190.02**	**81.94**
Additions	70.89	98.17	112.92
Transfer to Intangible Assets	97.00	112.92	-
Transfer to Assets held for sale (refer note no. 21)	69.45	-	-
Adjustment on account of Slump Sale	26.45	-	-
Disposals / Adjustments	7.65	-	4.84
Closing Balance	**45.61**	**175.27**	**190.02**

8.1 Intangible Assets under development ageing schedule

Balance as at March 31, 2023

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in progress	45.04	0.57	-	-	**45.61**
Projects temporarily suspended	-	-	-	-	**-**

Balance as at March 31, 2022

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in progress	98.17	-	-	7.65	**105.82**
Projects temporarily suspended	-	-	-	69.45	**69.45**

Balance as at March 31, 2021

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in progress	112.92	-	-	7.65	**120.57**
Projects temporarily suspended	-	-	-	69.45	**69.45**

8.2 Intangible assets under development to be completed ageing

Balance as at March 31, 2023

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in progress					
Project 1	15.03	-	-	-	**15.03**
Project 2	26.02	-	-	-	**26.02**
Project 3	4.56	-	-	-	**4.56**
Projects temporarily suspended	-	-	-	-	**-**

Balance as at March 31, 2022

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in progress					
Project 1	25.14	-	-	-	**25.14**
Project 2	50.19	-	-	-	**50.19**
Project 3	28.07	-	-	-	**28.07**
Project 4	0.57	-	-	-	**0.57**
Project 5	0.60	-	-	-	**0.60**
Project 6	1.26	-	-	-	**1.26**
Projects temporarily suspended	69.45	-	-	-	**69.45**

Balance as at March 31, 2021

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Project in progress					
Project 1	33.12	-	-	-	**33.12**
Project 2	26.32	-	-	-	**26.32**
Project 3	61.13	-	-	-	**61.13**
Projects temporarily suspended	69.45	-	-	-	**69.45**

Significant estimate: Useful life of intangible assets under development

As per Ind AS 38-Intangible Assets, Development costs are capitalised as an intangible asset if it can be demonstrated that the project is expected to generate future economic benefits, it is probable that those future economic benefits will flow to the entity and the costs of the asset can be measured reliably. The Holding Company has inhouse research and development unit for development of the new products. The research and development units are duly approved and registered with DSIR (Department of Scientific and Industrial Research). During the financial year 2022-23 the Holding Company has spent Total Rs. 193.21 millions (FY 2022 Rs. 192.23 millions and FY 2021 Rs. 197.65 millions) on research and development of product out of this total expenditure the Holding Company has spent Rs. 106.26 millions (PY Rs. 95.74 millions and FY 2021 Rs. 108.08 millions) on the eligible development expenses on projects which can demonstrate that these project will generate future economic benefits in the future and cost can be measured reliably. So the eligible amount has been capitalised under Intangible assets under developement and the balance amount of Rs. 86.96 millions (Continuing operations Rs. 49.74 millions, Discontinued operations Rs. 37.22 millions) {FY 2022 Rs. 96.49 millions (Continuing operations Rs. 44.21 millions, Discontinued operations Rs. 52.28 millions) and FY 2021 Rs. 89.57 millions (Continuing operations Rs. 24.02 millions, Discontinued operations Rs. 65.55 millions)} is charged to profit and loss account as revenue expenditure. The useful life of the developed product is estimated to be 5 years from the date of completion of the project.

(All amounts are in INR Millions, unless otherwise stated)

9 Non-Current Financial Assets - Investments

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Investments			
Investments in Equity shares			
Quoted			
(i) Quadrant Televentures Limited	1.00	0.63	0.20
(ii) Clean Motion AB	5.90	5.90	5.90
Unquoted			
Storage Power Solutions Inc. Canada	1.32	1.32	1.32
Vaibhav Credit & Portfolio Private Limited	2.00	2.00	2.00
Less: Impairment in value of investments	(0.76)	(2.00)	(2.00)
Other Investments			
Endowment fund policy (PNB Metlife)	3.00	1.44	1.19
Total	**12.46**	**9.29**	**8.61**

9.1 Financial assets measured at FVTPL

Particulars	Face Value per share	March 31, 2023		March 31, 2022		March 31, 2021	
		No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
(a) Investment in equity instruments							
Quoted Equity Shares							
(i) Quadrant Televentures Limited	1	9,52,381	1.00	9,52,381	0.63	9,52,381	0.20
Unquoted Equity Shares							
(i) Vaibhav Credit & Portfolio Private Limited	10	10,000	1.24	10,000	-	-	-
Total Investment FVTPL			**2.24**		**0.63**		**0.20**

9.2 Financial assets measured at FVTOCI

Particulars	Face Value per share	March 31, 2023		March 31, 2022		March 31, 2021	
		No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
(a) Investment in equity instruments							
Quoted Equity Shares							
(i) Koovs Limited*	£0.01	-	-	-	-	28,79,688	-
(ii) Clean Motion AB		5,23,000	5.90	5,23,000	5.90	5,23,000	5.90
Unquoted							
(i) Storage Power Solutions Inc. Canada	Rs. 3.90 (USD0.059)	3,37,500	1.32	3,37,500	1.32	3,37,500	1.32
Total Investment FVTOCI			**7.22**		**7.22**		**7.22**

* During the year 2020-2021, one of the subsidiary Company has derecognised its investment in Koovs Ltd. as the investee filed for administration. The fair value of the investment at the date of derecognition amounted to Rs. 7.69 millions and the cumulative loss of Rs. 81.22 millions was transferred from fair value reserve to retained earnings as a result of the derecognition.

Note:			
Aggregate amount of quoted investment	6.90	6.52	6.10
Aggregate amount of unquoted investment	5.56	2.76	2.51
Aggregate market value of quoted investment	6.90	6.52	6.10
Aggregate amount of impairment in value of investments	0.76	2.32	10.55

(All amounts are in INR Millions, unless otherwise stated)

10 Non-Current - Trade Receivables

Particulars	As at March 31,2023	As at March 31, 2022	As at March 31, 2021
Trade Receivables - Billed			
Trade Receivables considered good - Unsecured;	88.95	120.42	1.10
Trade Receivables which have significant increase in credit risk			
Trade Receivables - Credit Impaired	-	-	-
	88.95	**120.42**	**1.10**
Allowance for expected credit loss	22.28	21.66	-
Total	**66.67**	**98.76**	**1.10**

11 Non-Current Financial Assets - Others

Particulars	As at March 31,2023	As at March 31, 2022	As at March 31, 2021
Fixed Deposits with Bank (Maturity more than 12 months)*	7.15	15.79	8.36
Unsecured, considered good;			
Security Deposits**	29.88	28.36	25.28
Total	**37.03**	**44.15**	**33.64**

* Represents margin money against borrowings, guarantees and other commitments pledged with bank and other authorities Rs. 145.74 millions (FY 2022 Rs. 137.92 millions and FY 2021 Rs. 123.28 millions) to be read along with Note no 17

** Security Deposits primarily include deposits given towards rented premises and others.

12 Deferred Tax assets / (liabilities) (net)

Deferred income tax reflect the net tax effects of temporary difference between the carrying amount of assets and liabilities for the financial reporting purposes and the amounts used for income tax purposes. Significant component of the Group's net deferred income tax are as follows:-

Particulars	As at March 31,2023	As at March 31, 2022	As at March 31, 2021
A. Deferred Tax Assets			
Related to Brought forward losses and unabosrbed Depreciation	169.44	228.94	225.02
MAT Credit Entitlement	53.44	53.45	93.80
Others	62.70	77.52	77.66
Total (A)	**285.58**	**359.91**	**396.48**
B. Deferred Tax Liability			
Related to Depreciation on Fixed Assets and Amortisation	65.88	126.67	108.34
Total (B)	**65.88**	**126.67**	108.34
Net Deferred Tax Assets / (Liability) (C) = (A)-(B)	**219.70**	**233.24**	**288.14**

The movement in deferred tax asset / (liabilities) during the year ended March 31, 2023

Particulars	As at March 31, 2022	Recognised in profit and Loss	Recognised in OCI	As at March 31, 2023
Provision for Gratuity	17.66	(1.99)	0.59	16.26
Provision for Leave Encashment	7.67	(0.74)	-	6.92
Lease Liability	51.95	(12.70)	-	39.25
Unabsorbed depreciation/Business Losses	228.94	(59.51)	-	169.44
Others	0.24	0.03	-	0.27
Property, plant and equipment and intangible assets (Including ROU Assets)	(126.67)	60.79	-	(65.88)
	179.80	**(14.14)**	**0.59**	**166.25**
MAT Credit Entitlement	53.45	-		53.45
Total	**233.24**	**(14.14)**	**0.59**	**219.70**

The movement in deferred tax asset / (liabilities) during the year ended March 31, 2022

Particulars	As at March 31, 2021	Recognised in profit and Loss	Recognised in OCI	As at March 31, 2022
Provision for Gratuity	16.41	(0.15)	1.41	17.66
Provision for Leave Encashment	7.60	0.07	-	7.67
Lease Liability	52.12	(0.17)	-	51.95
Unabsorbed depreciation/Business Losses	225.02	3.92	-	228.94
Others	0.75	(0.51)	-	0.24
Property, plant and equipment and intangible assets (Including ROU Assets)	(107.56)	(19.11)	-	(126.67)
	194.34	**(15.96)**	**1.41**	**179.80**
MAT Credit Entitlement	93.80	(40.35)		53.45
Total	**288.64**	**(56.31)**	**1.41**	**233.24**

(All amounts are in INR Millions, unless otherwise stated)

The movement in deferred tax asset / (liabilities) during the year ended March 31, 2021

Particulars	As at March 31, 2020	Recognised in profit and Loss	Recognised in OCI	As at March 31, 2021
Provision for Gratuity	13.62	2.39	0.41	16.41
Provision for Leave Encashment	7.24	0.36	-	7.60
Lease Liability	57.66	(5.54)	-	52.12
Unabsorbed depreciation/Business Losses	55.06	169.96	-	225.02
Others	0.36	0.39	-	0.75
Property, plant and equipment and intangible assets (Including ROU Assets)	(120.38)	12.82	-	(107.56)
	13.55	**180.39**	**0.41**	**194.34**
MAT Credit Entitlement	146.29	(52.49)		93.80
Total	**159.84**	**127.90**	**0.41**	**288.14**

13 Other Non-Current Assets

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Capital Advances*	2.81	6.35	8.13
Advance Given for Land purchase**	125.92	119.72	28.98
Prepaid Expense	3.75	3.95	9.96
Total	**132.48**	**130.02**	**47.07**

* As at March 31, 2023 capital advances netted off with Impairment allowance of Rs. 0.09 millions.
** Final Allotment letter for purchase of Plot No S105,Plot No S106,Plot No S107,Plot No S108,Plot No S109,Plot No S110,Plot No S111,Plot No S112 measuring 74475.40 Sq.Mts of land situated at EHMC_NON-SEZ_AREA,Ranga Reddy District, has been issued in favour of the Company by Telangana State Industrial Infrastructure Corporation Limited (A Government Of Telangana Undertaking) on payment of total tentative sale consideration. The physical possession of the plot has been delivered vide agrrement of sale entered on March 25, 2023.

There are no advances to directors or other officers of the Company or any of them either severally or jointly with any other persons or advances to firms or private companies respectively in which any director is a partner or a director or a member.

14 Inventories

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Stores & Spare Parts	16.36	22.86	11.11
Loose Tools	0.16	0.18	0.07
Raw Materials *	854.65	874.73	769.95
Packing Materials	1.39	3.78	5.23
Work in Progress	298.81	456.46	377.16
Goods for Re-trade	3.64	2.25	2.29
Finished Goods	107.91	1.07	1.41
Total	**1,282.92**	**1,361.33**	**1,167.22**

*Raw materials include materials in transit amounting to Rs. 17.22 millions (FY 2022 - Rs. 108.97 millions, FY 2021 - Rs. 74.16 millions)

15 Trade Receivables

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Trade Receivables - Billed			
Trade Receivables considered good - Secured;	-	-	-
Trade Receivables considered good - Unsecured;	3,028.13	1,587.46	3,249.64
Impairment allowance for expected credit loss	-	-	-
Trade Receivables which have significant increase in credit risk	-	-	-
Trade Receivables - Credit Impaired	55.03	56.43	41.64
Impairment allowance for expected credit loss	(55.03)	(56.43)	(41.64)
	3,028.13	**1,587.46**	**3,249.64**
Trade Receivables - Unbilled	116.96	98.35	31.61
Total	**3,145.09**	**1,685.81**	**3,281.25**

Break-up of security details

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
(i) Secured, considered good;	-	-	-
(ii) Unsecured, considered good;	3,028.13	1,587.46	3,249.64
(iii) Doubtful	55.03	56.43	41.64
	3,083.16	**1,643.89**	**3,291.28**
Impairment allowance for trade receivables	55.03	56.43	41.64
Total	**3,028.13**	**1,587.46**	**3,249.64**

15.1 The expected credit loss is mainly based on the ageing of the receivable balances and historical experience. The receivables are assessed on an individual basis or grouped into homogeneous groups and assessed for impairment collectively, depending on their significance. Moreover, trade receivables are written off on a case-to-case basis if deemed not to be collectible on the assessment of the underlying facts and circumstances.

(All amounts are in INR Millions, unless otherwise stated)

15.2 The movement in allowance for expected credit loss and credit impairment is as under: -

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Opening Balance	56.43	41.64	25.06
Additions	37.11	21.94	18.58
Write Off (net of recovery)	16.24	7.15	2.00
Closing balance	**77.30**	**56.43**	**41.64**

15.3 Additional Information
Trade receivables ageing schedule as at March 31, 2023

Particular	Unbilled Receivables	Not Due	Outstanding for following periods from due date of payment					
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables								
(i) Considered good	116.97	1,758.74	776.59	76.00	83.69	275.16	153.98	3,241.14
(ii) Which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Credit impaired	-	-	-	-	-	-	0.08	0.08
Disputed Trade Receivables	-	-	-	-	-	-	-	-
(i) Considered good	-	-	-	-	-	0.10	47.75	47.86
(ii) Which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Credit impaired	-	-	-	-	-	-	-	-
								3,289.07
Less : Impairment allowance for trade receivables								77.30
Less: fair valutaion of Non-current Trade Receivables								-
Total								**3,211.77**

Trade receivables ageing schedule as at March 31, 2022

Particular	Unbilled Receivables	Not Due	Outstanding for following periods from due date of payment					
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables								
(i) Considered good	98.35	967.72	427.74	94.44	139.10	78.54	23.34	1,829.22
(ii) Which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Credit impaired	-	-	-	-	-	0.23	21.48	21.72
Disputed Trade Receivables	-	-	-	-	-	-	-	
(i) Considered good	-	-	-	-	-	-	-	-
(ii) Which have significant increase in credit risk	-	-	-	-	-	32.47	-	32.47
(iii) Credit impaired	-	-	-	-	-	-	-	-
								1,883.41
Less : Impairment allowance for trade receivables								78.09
Less: fair valutaion of Non-current Trade Receivables								20.77
Total								**1,784.56**

Trade receivables ageing schedule as at March 31, 2021

Particular	Unbilled Receivables	Not Due	Outstanding for following periods from due date of payment					
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables								
(i) Considered good	31.61	508.66	2,492.28	69.22	117.13	64.31	27.09	3,310.30
(ii) Which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Credit impaired	-	-	-	-	-	0.00	13.51	13.51
Disputed Trade Receivables								
(i) Considered good	-	-	-	-	-	-	-	-
(ii) Which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Credit impaired	-	-	-	-	-	-	-	-
								3,323.80
Less : Impairment allowance for trade receivables								41.46
Less: fair valutaion of Non-current Trade Receivables								-
Total								**3,282.34**

15.4 Refer note no. 50 for information about receivables from related party
15.5 No trade or other receivables are due from directors or other officers of the Group either severally or jointly with any other person.
15.6 No trade receivables are due from firms or private companies respectively in which any director is a partner, a director or a member except Rs. 286.22 millions (FY 2022 Rs. Nil and FY 2021 Rs. Nil) (refer note no.50)

15.7 Trade receivables are non-interest bearing and are generally on terms of 30-120 days.

(All amounts are in INR Millions, unless otherwise stated)

16 Cash and Cash Equivalents ("C & CE'")

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Balances with Banks-In current accounts	166.92	361.33	68.22
Cash on hand	0.16	0.15	0.08
Fixed Deposits			
- Maturity less than 3 months	212.51	70.50	77.09
Total	**379.59**	**431.98**	**145.39**

17 Other Bank Balances

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Fixed Deposits (including held as margin money for credit facilities)*			
- Maturity less than 3 months	18.70	7.69	107.28
- Maturity more than 3 months and upto 12 months	120.29	114.57	107.26
Total	**138.99**	**122.26**	**214.54**

* Represents margin money against borrowings, guarantees and other commitments pledged with bank and other authorities Rs. 145.74 millions (FY 2022 Rs. 137.92 millions and FY 2021 Rs. 123.28 millions) to be read along with Note no 11

18 Current Financial Assets - Others

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Interest accrued:			
On Fixed Deposits with Banks	3.92	2.60	4.20
Security Deposits, Unsecured, considered good;	4.55	4.79	5.78
Total	**8.47**	**7.39**	**9.98**

19 Current Tax Assets (Net)

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Advance Tax and TDS Recoverable (net of income tax provisions)	101.61	61.20	-
Total	**101.61**	**61.20**	**-**

20 Other Current Assets

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Prepaid Expenses	44.84	43.58	19.10
Advances to Suppliers#	172.41	328.88	258.49
Balance with Government Authorities	372.79	268.42	177.10
Others	29.35	21.43	8.24
Total	**619.39**	**662.32**	**462.94**

As at March 31, 2023 advances to Suppliers netted off with Impairment allowance of Rs. 5.58 millions.
There are no advances to directors or other officers of the Group or any of them either severally or jointly with any other persons or advances to firms or private companies respectively in which any director is a partner or a director or a member.

21 Assets Held for Sale

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Intangible Assets under development (Book Value)	69.45	-	-
Impairment of Assets	-	-	-
Total Assets Held for Sale	**69.45**	**-**	**-**
Liabilities directly associated with assets classified as held for sale	-	-	-
Net Assets Held for Sale	**69.45**	**-**	**-**

21.1 During the FY 2022-23, one of the Subsidiary Company has decided to transfer "Intangible Assets under development" on 'as it is' and 'where it is' basis and the Company entered into the agreements to transfer the same on book value after balance sheet date. Consequently, the same will be shown separately from the other assets in the Balance Sheet as "Assets Held for Sale". There is no impact on the total equity or profit as a result of this adjustment.

(All amounts are in INR Millions, unless otherwise stated)

24 Non-Current - Borrowings

Particulars	As at		
	March 31,2023	**March 31, 2022**	**March 31, 2021**
Secured			
Term Loan from Banks	70.54	59.66	-
Vehicle Loan from Financial Institution	1.12	-	-
Unsecured			
Loan from Body Corporates #	112.00	96.00	73.25
6% Compulsorily Convertible Debentures	649.57	635.95	623.46
Total	**833.23**	**791.61**	**696.71**

24.1: Term Loans and Vehicle loans Secured by:

a) PNB loan secured by, entire present and future current assets of the Company, Equitable Mortgage of Land & Built up 5 storied Building at Mauja Bassi Patti Kather in Industrial Area, Chambaghat Solan (HP) and further covered under Guarantee coverage from NCGTC.

b) SBI laon is secured by, Second Charge on all present, future stocks and receivables, plants & machinery of the Company on pari-passu basis. Hypothecation of Stocks & Receivables. Second Charge on five storied RCC Industrial Structure on Plot No. 1-8 situated at Khata No. 666/1455 Khasra No. 386/1 in Mauja Bassi Patti Kather in Industrial Area, Chambaghat Solan (HP)-173211.
Second Charge on 25,66,585 nos. equity shares of Exicom Tele-systems Ltd. held by Nextwave Communications Private Limited.
Second Charge on Lien on fixed deposit (total value Rs. 56.9 millions under consortium) current values as on 31.03.2023 is Rs. 71.62 millions.
Further, Personal Guarantee of Mr. Anant Nahata, Mr. Mahendra Nahata and Corporate Guarantee of HFCL Limited and covered under Guarantee coverage from NCGTC.

c) IDBI loan is secured by, Second pari-passu Charge on all the present and current assets of the Company located at all its units or any other location along with other working capital lenders. Second Pari-passu charge on the entire fixed assets of the Company and immovable leasehold property (land & building) located at Plot No. 1-8, Electronics Complex Ind. Area, Chambaghat, Solan with other Working Capital lenders.
Second pari-passu Charge on 25,66,585 nos. equity shares of Exicom Tele-systems Ltd held by Nextwave Communications Private Limited with other Consortium.
Second Charge on Lien on fixed deposit (total value Rs. 56.9 millions under consortium) current values as on 31.03.2023 is Rs. 71.62 millions). Further, the facility is covered under Guarantee coverage from NCGTC.

d) Vehicle Loan are secured by way of hypothecation of respective vehicles.

carrying interest rate of 10% per annum and principal is repayable on March 31, 2024.

24.2: Term Loans and Vehicle Loans - Repayment schedule and rate of interest

Term and other Loans - Repayment schedule and rate of interest

Bank/FI	**Punjab National Bank**	**State Bank of India**	**IDBI Bank Limited**	**Kotak Mahindra Prime Limited**	**Total**
Facility Name	Working Capital Term Loan	Working Capital Term Loan	Working Capital Term Loan	Vehicle Loan	
Rate of Interest	7.25%-9.25%	9.25%	7.75%-9.25%	8.60%	
Repayment Due in F.Y.					
2022-23	-	-	-	-	-
2023-24	2.75	2.21	8.00	0.57	13.53
2024-25	11.00	8.83	8.00	0.62	28.45
2025-26	11.00	8.83	8.00	0.50	28.34
2026-27	8.25	6.62	-	-	14.87
Total	**33.00**	**26.49**	**24.00**	**1.69**	**85.18**
Current	2.75	2.21	8.00	0.57	13.53
Non-Current	30.25	24.29	16.00	1.12	71.66
Total	**33.00**	**26.49**	**24.00**	**1.69**	**85.18**

24.3: 6% Compulsorily Convertible Debentures:

The Holding Company during the FY 2020-21 has issued 6% Compulsorily convertible debentures for Rs. 750 millions (704,225 debentures having face value of Rs 1065 each) on a private placement offer for cash to Nextwave Communication Private Limited. The CCD instrument carry the below terms and conditions.
(i) CCD Shall be Unsecured;
(ii) CCD shall have tenor of 8 Years;
(iii) CCD Shall carry fixed coupon rate of 6% per annum.
(iv) the holder shall have the right to convert all or part of the CCD held by it into equity shares at any point of time after the completion of 12 months from the date of allotment of CCD till expiry of 8 years from date of allotment at a conversion rate of 1:1 i.e. each CCD shall convert into each equity share.

As per Ind AS, Convertible Instruments into fixed number of equity shares with mandatory interest payment is classified as compound financial instrument from the issuer's perspective. Such compound financial instrument is required to be separated into two components i.e. financial liability and equity. When allocating the initial carrying amount of the compound instrument into financial liability and equity, an entity first determines the fair value of the liability component. The fair value of the financial liability is determined with reference to the fair value of a similar stand-alone debt instrument. The amount allocated to the equity component is residual amount after deducting the fair value of the financial liability component from the fair value of the entire compound instruments.

(All amounts are in INR Millions, unless otherwise stated)

25 Non-Current Financial Liabilities - Others

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
M-SIPS Grant against Fixed Assets	9.99	13.53	20.66
Total	**9.99**	**13.53**	**20.66**

* refer note no. 55

26 Non-Current Liabilities - Provision

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Provision for Employee Benefits*			
Leave Encashment	24.75	27.44	28.29
Gratuity	56.09	56.56	62.13
Total	**80.84**	**84.00**	**90.42**

* Refer note no. 46 for movement of provision towards employee benefits

27 Current Financial Liabilities - Borrowings

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Secured, loans repayable on demand			
Working Capital Limit from Banks	287.39	240.07	205.12
Current Maturities of Long-Term Debts	13.52	-	6.05
Unsecured, loans repayable on demand			
Loan From Director	45.00	45.00	55.00
Vendor Financing Facility	-	-	54.75
Total	**345.91**	**285.07**	**320.92**

27.1 :

A. The working capital limit from Punjab National Bank, State Bank of India and IDBI bank Ltd are secured by way of hypothecation of first charge on pari passu basis on entire current assets of the company i.e., hypothecation of stocks of raw materials, finished goods and semi finished goods, stores and spares, book debts etc., both present and future. Further the limit are also secured by way of first charge on pari passu basis on all the movable and immovable properties, both present and future and by pledge of 2,566,585 equity shares of the company held by Nextwave Communications Private Limited and personal guarantee of Shri Anant Nahata. Further the limit from Punjab National Bank, SBI & IDBI are secured by corporate guarantee of HFCL Limited to the extent of Rs. 65 millions and personal guarantee of Shri Mahendra Nahata on pari passu basis.
Primary Security- Pari-passu first charge of hypothecation of stock and receivables of the company with consortium members (PNB, SBI and IDBI)
Immovable Property-
(i) First pari passu charge on immovable property situated at plot no 1-8 situated at khata no 386/1 in mauja bassi patti kather, industrial area, chambaghat, solan, himachal pradesh, 173211. (semi-urban), admeasuring total area: 1488 sq. mtr. in the name of M/s Exicom Tele-systems Limited
(ii) First Pari Passu charge on Plant and Machinery of the company (excluding assets charged against term loan)
(iii) Lien 1st charge over fixed deposit (total value Rs. 56.9 millions under consortium) current values as on 31.03.2023 is Rs. 71.62 millions.
iv) Pledge of 25,66,585 nos. equity shares of Exicom Tele-systems Ltd. held by Nextwave Communications Private Limited on pari passu basis.

Third Party Guarantee-
Personal Guarantee of Mr. Anant Nahata, Mr. Mahendra Nahata. Corporate Guarantee of HFCL Limited (Amount restricted up to Rs. 65 millions as per consortium agreement.)

B) The working capital limit has been sanctioned by the banks at the interest rate: PNB @ 11.80%, IDBI @11.55%, SBI@ 11.15%.

C) Pari passu charge on Fixed/Block Assets present and future limited to Rs. 109.76 millions but not limited to Plant and Machinery together with accessories electronic spares machinery spares tools and accessories wherever situated inter alia pertaining to the guarantor i.e. Exicom Energy Services Private Limited anywhere and elsewhere. Corporate Guarantee of Fellow subsidiary Company i.e. Exicom Energy Services Private Limited aggregating to Rs. 109.76 millions

D) Unsecured Loan from Director is interest free and repayable on demand.

E) Vendor financing facility from American Express Bank at interest rate of 1.70% for 50 days.

F) In case of One subsidiary Working Capital Loan is secured by Hypothecation of entire fixed assets, inventory and Book Debts and Personal Guarantee of Mr. Anant Nahata, Mr. Srinivasa Rao Saripali and Mr. Sameer Goel.

28 Trade Payables

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
total outstanding dues of micro enterprises and small enterprises ; and*	256.53	342.33	320.63
total outstanding dues of creditors other than micro enterprises and small enterprises	2,562.15	1,311.94	2,604.31
Total	**2,818.68**	**1,654.27**	**2,924.94**

***Refer Note no. 47**

Trade Payable ageing schedule as at March 31, 2023

Particulars	Unbilled Payables	Not Due	Outstanding for following periods from due date of payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	0.18	144.23	107.28	-	0.75	4.09	**256.53**
(ii) Others	15.85	1,968.90	550.38	27.02	-	-	**2,562.15**
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-

(All amounts are in INR Millions, unless otherwise stated)

Trade Payable ageing schedule as at March 31, 2022

Particulars	Unbilled Payables	Not Due	Outstanding for following periods from due date of payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	188.17	147.73	1.85	2.50	2.08	**342.33**
(ii) Others	12.08	970.56	309.33	8.02	2.64	9.32	**1,311.94**
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-

Trade Payable ageing schedule as at March 31, 2021

Particulars	Unbilled Payables	Not Due	Outstanding for following periods from due date of payment				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	157.16	140.56	19.64	2.91	0.36	**320.63**
(ii) Others	8.47	2,201.48	337.28	-	50.08	7.00	**2,604.31**
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-

29 Current Financial Liabilities - Others

Particulars	As at March 31,2023	As at March 31, 2022	As at March 31, 2021
Interest accrued but not due	11.38	0.88	1.62
Security Deposit- Vendors	0.25	0.28	-
Creditors for Capital Goods	1.59	17.74	6.13
M-SIPS Grant against Fixed Assets*	3.55	3.53	-
Other Payables			
- Salaries & Wages payable	47.57	46.32	45.87
- Expenses Payable	19.10	23.30	20.36
- Interest Payable on MSMEDA Act, 2006	34.20	29.00	22.12
- Payable to Related Party (refer note no. 50)	42.23	2.76	6.60
Total	**159.87**	**123.81**	**102.70**

* refer note no. 55

30 Current Liabilities - Others

Particulars	As at March 31,2023	As at March 31, 2022	As at March 31, 2021
Advance from Customers	276.61	607.61	191.68
Statutory Dues Payable	24.58	27.90	18.00
Total	**301.19**	**635.51**	**209.68**

31 Current Liabilities - Provision

Particulars	As at March 31,2023	As at March 31, 2022	As at March 31, 2021
Gratuity	4.38	5.95	0.97
Leave Encashment	1.87	2.04	0.94
Provision for Warranty	24.00	18.60	9.63
Total	**30.25**	**26.59**	**11.54**

* Refer note no. 46 for movement of provision towards employee benefits.

32 Current Tax Liabilities (Net)

Particulars	As at March 31,2023	As at March 31, 2022	As at March 31, 2021
Provision for Income Tax (net of Advacne Income Tax/TDS recoverable)	-	-	72.14
Total	**-**	**-**	**72.14**

(All amounts are in INR Millions, unless otherwise stated)

22 Equity Share Capital

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Authorised Shares Capital			
15,000,000 (as at March 31, 2022 - 15,000,000 and as at March 31, 2021 - 15,000,000) equity shares of Rs. 10/- each	150.00	150.00	150.00
Issued, Subscribed and fully paid-up Shares Capital			
7,230,203 (as at March 31, 2022 - 7,230,203 and as at March 31, 2021 - 7,230,203) equity shares of Rs. 10/- each	72.30	72.30	72.30
Total	**72.30**	**72.30**	**72.30**

22.1: Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to cast one vote per share.

22.2: Shareholders holding more than 5 percent of Equity Shares in the Company

Name of Shareholder		As at		
		March 31,2023	March 31, 2022	March 31, 2021
NextWave Communications Private Limited		50,31,685	50,31,685	50,31,685
(Formerly known as MN Enterprises Private Limited)	**% of Holding**	**69.59%**	**69.59%**	**69.59%**
Vinsan Brothers Private Limited		10,82,692	10,82,692	10,82,692
	% of Holding	**14.97%**	**14.97%**	**14.97%**
HFCL Limited		6,30,223	6,30,223	6,30,223
	% of Holding	**8.72%**	**8.72%**	**8.72%**
Satellite Finance Private Limited		3,77,500	3,77,500	3,77,500
	% of Holding	**5.22%**	**5.22%**	**5.22%**
Others holding less than 5% shares		1,08,103	1,08,103	1,08,103
	% of Holding	**1.50%**	**1.50%**	**1.50%**

22.3: Details of shareholding of promoters

(i): Shares held by promoters at the year ended March 31, 2023

Promoter's Name	No. of shares	% of total shares	% change during the year
NextWave Communications Private Limited	50,31,685	**69.59**	-
Vinsan Brothers Private Limited	10,82,692	**14.97**	-
HFCL Limited	6,30,223	**8.72**	-
Satellite Finance Private Limited	3,77,500	**5.22**	-

(ii): Shares held by promoters at the year ended March 31, 2022

Promoter's Name	No. of shares	% of total shares	% change during the year
NextWave Communications Private Limited	50,31,685	**69.59**	-
Vinsan Brothers Private Limited	10,82,692	**14.97**	-
HFCL Limited	6,30,223	**8.72**	-
Satellite Finance Private Limited	3,77,500	**5.22**	-

(iii): Shares held by promoters at the year ended March 31, 2021

Promoter's Name	No. of shares	% of total shares	% change during the year
NextWave Communications Private Limited	50,31,685	**69.59**	-
Vinsan Brothers Private Limited	10,82,692	**14.97**	-
HFCL Limited	6,30,223	**8.72**	-
Satellite Finance Private Limited	3,77,500	**5.22**	-

22.4: Others

The Company also has authorised capital as at March 31, 2023 - 15,000,000 (as at March 31, 2022 - 15,000,000 and as at March 31, 2021 - 15,000,000) Preference shares of Rs 10/- each.

23 Other Equity

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Securities Premium	616.34	616.34	616.34
Equity Component of Compound Financial Instruments	132.58	132.58	132.58
Retained Earnings	1,387.20	1,325.06	1,266.53
Other Comprehensive Income	111.57	69.44	46.67
Total	**2,247.69**	**2,143.42**	**2,062.12**

(All amounts are in INR Millions, unless otherwise stated)

23.1: Securities Premium

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Opening Balance	616.34	616.34	616.34
Increase/(Decrease) during the year	-	-	-
Closing Balance	**616.34**	**616.34**	**616.34**

23.2 Equity Component of Compound Financial Instruments

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Opening Balance	**132.58**	**132.58**	**-**
Increase/(Decrease) during the year	**-**	**-**	**132.58**
Closing Balance	**132.58**	**132.58**	**132.58**

23.3 Retained Earnings

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Opening Balance	**1,325.06**	**1,266.53**	**1,329.02**
Restated Income Tax	-	-	(98.96)
Restated balance at the beginning of the year	1,325.06	1,266.53	1,230.06
Net profit/(loss) for the Year	**63.72**	**51.36**	**34.50**
Items of other comprehensive income recognised directly in retained earnings			
Re-measurement gains / (losses) on defined benefit plans (net of tax)	(1.58)	7.16	1.97
Closing Balance	**1,387.20**	**1,325.06**	**1,266.53**

23.4: Other Comprehensive Income

(i): Equity Instruments measured at Fair value through OCI

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Opening Balance	**(53.80)**	**(53.80)**	**(55.50)**
Items of Other Comprehensive Income			
Equity Instruments measured at Fair value through OCI	-	-	1.70
Closing Balance	**(53.80)**	**(53.80)**	**(53.80)**

(ii): Remeasurement of Defined benefit plans

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Opening Balance	-	-	-
Change during the year	-	-	-
Closing Balance	**-**	**-**	**-**

(iii): Exchange difference on translation of foreign operations

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Opening Balance	**123.24**	**100.46**	**99.92**
Increase/(Decrease) during the year	42.13	22.78	0.55
Closing Balance	**165.37**	**123.24**	**100.47**

The Description of the nature and purpose of each reserve within equity is as follows:

23.5: Securities Premium
Securities premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provision of the Companies Act, 2013

23.6: Retained Earnings
Retained earnings are the profits that the Company has earned till date, less any transfers to dividends or other distributions paid to shareholders.
The Company recognises change on account of remeasurement of the net defined benefit liability (asset) as part of retained earnings with separate disclosure, which comprises of:
(a) actuarial gains and losses; and
(b) return on plan assets, excluding amounts included in net interest on the net defined benefit liability (asset).

23.7: Other Comprehensive Income - Equity Instruments through OCI
The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVTOCI equity investments reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

23.8: Other Comprehensive Income - Exchange difference on translation of foreign operations through OCI
For the purpose of consolidation of subsidiaries with the financial statement of the holding company, income and expenses are translated at average rates and the assets and liabilities are stated at closing rate. Use of such different rates for translation gives rise to exchange differences which is accumulated in Foreign Currency Translation Reserve. The movement in this reserve is due to fluctuation in exchange rates of currencies during the financial year 2022-23. On disposal of a foreign operation, the component of OCI relating to that particular foreign operation is recognised in the statement of profit and loss.

(All amounts are in INR Millions, unless otherwise stated)

33 Revenue from Operations

Particulars	For the year ended		
	March 31,2023	March 31, 2022	March 31, 2021
Sale of Products	6,201.40	7,684.31	4,688.49
Sale of Services	877.90	743.74	440.56
Total	**7,079.30**	**8,428.05**	**5,129.05**

34 Other Income

Particulars	For the year ended		
	March 31,2023	March 31, 2022	March 31, 2021
Interest Income			
From Fixed Deposits / Margin Money with Banks	9.41	7.82	13.09
From Others	1.37	3.20	-
Gain on foreign currency transaction and translation (net)	-	6.43	26.78
Duty Draw Back Received	4.39	4.29	1.40
Fair valuation Gain on financial instruments at FVTPL	1.54	0.68	0.02
Export Benefit (FPS) Received	1.93	3.57	1.05
Profit on Sale of Property, Plant & Equipment	-	0.34	-
Subsidy from M-SIPS	3.53	3.60	3.65
Insurance Claim Received	1.21	0.22	0.12
Sundry Balance/ Excess Provision Written Back*	55.23	-	-
Gain on Lease Rent Waiver -Ind AS 116	0.11	1.84	6.21
Gain on fair valuation of Security Deposit-Ind AS 116	1.51	1.48	1.31
Interest on fair valutaion of Non-current Trade Receivables	7.32	-	-
Income on lease modification/termination-Ind AS 116	-	-	18.60
Government Grant Income	-	-	1.67
Misc. Income	67.14	28.05	40.69
Total	**154.69**	**61.52**	**114.59**

* include Rs. 41.27 millions for LD charges received back.

35 Cost of Material Consumed

Particulars	For the year ended		
	March 31,2023	March 31, 2022	March 31, 2021
Opening Stock	768.62	706.20	636.22
Add : Purchases During the Year	3,671.63	2,362.99	1,881.30
	4,440.25	**3,069.19**	**2,517.52**
Less : Closing Stock	841.35	768.62	699.28
Total	**3,598.90**	**2,300.57**	**1,818.24**

36 Purchase of Stock-in-Trade

Particulars	For the year ended		
	March 31,2023	March 31, 2022	March 31, 2021
Purchase of Stock-in-Trade	1,530.26	4,297.04	1,895.28
Total	**1,530.26**	**4,297.04**	**1,895.28**

37 Changes In Inventories of Finished Goods,Work-In-Progress And Stock-In-Trade

Particulars	For the year ended		
	March 31,2023	March 31, 2022	March 31, 2021
Opening Stock			
Finished Goods	1.07	1.41	8.63
Goods for Re-Trade	7.21	7.29	8.07
Work in Progress	456.47	377.17	534.27
	464.75	**385.87**	**550.97**
Closing Stock			
Finished Goods	107.91	1.07	1.41
Goods for Re-Trade	8.87	7.21	7.29
Work in Progress	298.81	456.47	377.16
	415.59	**464.75**	**385.86**
Less: Inventory Capitalised	-	-	1.56
Total	**49.16**	**(78.88)**	**163.55**

38 Employee Benefits expenses

Particulars	For the year ended		
	March 31,2023	March 31, 2022	March 31, 2021
Salaries and Bonus	597.45	517.21	473.66
Contribution to Provident and Other Funds	34.75	29.74	29.00
Staff Welfare Expenses	12.51	9.70	11.12
Total	**644.71**	**556.65**	**513.78**

39 Manufacturing Expenses

Particulars	For the year ended		
	March 31,2023	March 31, 2022	March 31, 2021
Consumption of Packing Materials	24.27	23.39	25.29
Consumption of Stores and Spare Parts	93.58	63.10	37.24
Power and Fuel	21.17	25.43	17.83
Repairs to Plant & Machinery	7.29	4.40	6.75
Other Repairs	2.51	1.87	2.46
Total	**148.82**	**118.19**	**89.57**

(All amounts are in INR Millions, unless otherwise stated)

40 Finance costs

Particulars	For the year ended		
	March 31,2023	March 31, 2022	March 31, 2021
Interest to Banks	30.03	21.43	33.00
Interest to Others	52.33	34.75	43.50
Interest to Compulsorily Convertible Debentures	48.39	48.86	24.53
Interest on fair valutaion of Non-current Trade Receivables	2.82	20.77	-
Interest on lease liabilities- Ind AS 116	15.20	17.27	17.81
Other Finance Charges	41.21	42.25	21.78
Total	**189.98**	**185.33**	**140.62**

41 Depreciation and amortization expenses

Particulars	For the year ended		
	March 31,2023	March 31, 2022	March 31, 2021
Depreciation on Property, Plants & Equipments	81.75	75.28	78.85
Amortisation of Intangible Assets	27.71	19.04	10.99
Depreciation on ROU Assets	54.38	57.56	50.18
Amortisation of Goodwill	0.82	0.82	0.82
Total	**164.66**	**152.71**	**140.84**

42 Other Expenses

Particulars	For the year ended		
	March 31,2023	March 31, 2022	March 31, 2021
Rent	31.31	22.09	24.82
Rates and Taxes	10.34	3.51	2.11
Insurance Expenses	20.83	16.63	12.51
Payments to the Auditor*			-
Audit Fee	4.37	3.92	3.87
Tax Audit Fees	0.33	-	-
Other Services	0.18	0.05	0.00
Out of Pocket Expenses	0.04	0.03	-
Communication expenses	10.09	8.18	7.85
IT Support Expenses	25.56	16.32	17.61
Travelling, Conveyance and Vehicle Expenses	67.42	44.50	38.19
Loss on Sale of Property, Plant and equipment	0.24	-	1.57
Loss on discard of Intangible assets under development	7.65	-	-
Net loss on derecognition of investment securities	-	-	7.69
General Expenses	1.19	0.70	2.02
Office & Factory Expenses	2.66	8.68	7.04
Sundry Balance Written off (net)	-	4.82	0.12
Commission on Sales	1.04	1.49	0.05
Corporate Social Responsibility-Expenses	-	-	7.64
Loss on foreign currency transaction and translation (net)	17.03	-	-
Recruitment Expenses	4.74	4.75	2.91
Security Expenses	7.57	8.10	7.81
Service Charges	2.01	1.88	1.73
Facility Management Expenses	9.38	8.62	0.94
Printing & Stationery	1.85	1.25	1.65
Membership and Subscription Fees	2.74	4.80	3.08
Freight Outward	80.59	81.55	71.65
Liquidated Damages	28.15	57.05	15.90
Bad Debts Written off	0.23	13.74	2.90
Impairment allowance for trade receivables considered doubtful	21.50	14.32	19.95
Impairment allowance for advance receivable	0.37	73.26	1.85
Provision for Warranty (net)	20.75	9.03	1.34
Product Testing Expenses	2.53	0.82	1.20
Business Promotion Expenses	19.41	0.71	1.32
Legal & Professional Charges	108.32	85.87	39.92
Directors Sitting Fees	1.34	1.01	1.36
Comprehensive Maintanence Expenses	0.46	6.27	11.48
Total	**512.22**	**503.95**	**320.08**

***Payment to Auditors**

Particulars	For the year ended		
	March 31,2023	March 31, 2022	March 31, 2021
Exicom Tele-Systems Limited	0.87	0.80	0.56
Energywin Technologies Private Limited	0.20	0.18	0.18
Exicom Tele-systems Singapore (Pte.) Limited	3.00	2.65	2.60
Horizon Tele Systems SDN BHD	0.30	0.29	0.36
Total	**4.37**	**3.92**	**3.70**

43 Research & Development Expenses

Particulars	For the year ended		
	March 31,2023	March 31, 2022	March 31, 2021
Salaries & Wages	13.75	25.53	14.47
Contribution to Providend & Other Funds	4.53	1.56	1.06
Staff Welfare	1.26	0.89	0.70
Other Repairs	0.63	0.08	0.28
Rent	3.21	1.27	0.57
Insurance Expenses	0.05	0.17	0.23
Communication Expenses	0.07	0.12	0.39
Travelling, Conveyance and Vehicle Expenses	3.44	1.59	1.03
General Expenses	29.41	17.57	10.57
Facility Management Expenses	2.15	1.99	2.72
Printing & Stationery	0.05	0.11	0.08
Business Promotion Expenses	0.10	0.07	0.02
Professional Charges	1.13	2.25	0.23
Cost of Materials	6.59	0.08	0.46
Electricity Charges	0.39	-	-
Product Testing Expenses	4.11	3.04	-
Security Expenses	-	-	0.59
Total	**70.87**	**56.32**	**33.40**

(All amounts are in INR Millions, unless otherwise stated)

Note: During the financial year 2022-23 the Holding Company has spent Total Rs. 193.21 millions (FY 2022 Rs. 192.23 millions and FY 2021 Rs. 197.65 millions) on research and development Expenditure. Out of total R&D expenditure Rs. 106.26 millions (FY 2022 Rs. 95.74 millions and FY 2021 Rs. 108.08 millions) has been capitalized as Intangible assets under development during the year, for development of various in house projects, and the balance amlunt of Rs. 86.96 millions (Continuing operations Rs. 49.74 millions, Discontinued operations Rs. 37.22 millions) {FY 2022 Rs. 96.49 millions (Continuing operations Rs. 44.21 millions, Discontinued operations Rs. 52.28 millions) and FY 2021 Rs. 89.57 millions (Continuing operations Rs. 24.02 millions, Discontinued operations Rs. 65.55 millions)} is charged to profit and loss account as revenue expenditure. The useful life of the developed product is estimated to be 5 years from the date of completion of the project.

44 Earning per Share (EPS) - In accordance with the Indian Accounting Standard (Ind AS-33)

Particulars	For the year ended		
	March 31,2023	March 31, 2022	March 31, 2021
(A) From Continuing operations			
Basic Earnings Per Share			
Profit / (loss) after tax from continuing operations	**310.31**	303.95	126.76
Profit attributable to the equity share holders of the Company	**310.31**	303.95	126.76
Weighted Average Number of Ordinary Shares (used as denominator for calculating Basic EPS)	**72,30,203**	72,30,203	72,30,203
Nominal Value of Ordinary Equity Share	**Rs. 10/-**	**Rs. 10/-**	**Rs. 10/-**
Earnings Per Share - Basic (in Rs.)	**42.92**	**42.04**	**17.53**
Diluted Earnings Per Share			
Profit / (loss) after tax from continuing operations	**310.31**	303.95	126.76
Profit attributable to the equity share holders of the Company	**358.70**	**352.81**	151.29
Potential equity shares	**7,04,225**	**7,04,225**	**3,56,936**
Weighted Average Number of Ordinary Shares (used as denominator for calculating Diluted EPS)	**79,34,428**	**79,34,428**	**75,87,139**
Nominal Value of Ordinary Equity Share	**Rs. 10/-**	**Rs. 10/-**	**Rs. 10/-**
Earnings Per Share (Calculated)*	**45.21**	**44.47**	**19.94**
Earnings Per Share - Diluted (in Rs.)	**42.92**	**42.04**	**17.53**
(B) From Discontinued operations			
Basic Earnings Per Share			
Profit / (loss) after tax from discontinued operations	**(246.59)**	**(252.59)**	**(92.26)**
Profit attributable to the equity share holders of the Company	**(246.59)**	**(252.59)**	**(92.26)**
Weighted Average Number of Ordinary Shares (used as denominator for calculating Basic EPS)	**72,30,203**	72,30,203	72,30,203
Nominal Value of Ordinary Equity Share	**Rs. 10/-**	**Rs. 10/-**	**Rs. 10/-**
Earnings Per Share - Basic (in Rs.)	**(34.11)**	**(34.94)**	**(12.76)**
Diluted Earnings Per Share			
Profit / (loss) after tax from discontinued operations	**(246.59)**	**(252.59)**	**(92.26)**
Profit attributable to the equity share holders of the Company	**(236.35)**	**(243.97)**	**(87.93)**
Potential equity shares	**7,04,225**	7,04,225	3,56,936
Weighted Average Number of Ordinary Shares (used as denominator for calculating Diluted EPS)	**79,34,428**	79,34,428	75,87,139
Nominal Value of Ordinary Equity Share	**Rs. 10/-**	**Rs. 10/-**	**Rs. 10/-**
Earnings Per Share (Calculated)*	**(29.79)**	**(30.75)**	**(11.59)**
Earnings Per Share - Diluted (in Rs.)	**(34.11)**	**(34.94)**	**(12.76)**
(C) From Continuing & Discontinued operations			
Basic Earnings Per Share			
Profit / (loss) after tax for the year	**63.72**	**51.36**	**34.50**
Profit attributable to the equity share holders of the Company	**63.72**	51.36	34.50
Weighted Average Number of Ordinary Shares (used as denominator for calculating Basic EPS)	**72,30,203**	72,30,203	72,30,203
Nominal Value of Ordinary Equity Share	**Rs. 10/-**	**Rs. 10/-**	**Rs. 10/-**
Earnings Per Share - Basic (in Rs.)	**8.81**	**7.10**	**4.77**
Diluted Earnings Per Share			
Profit / (loss) after tax for the year	**63.72**	**51.36**	**34.50**
Profit attributable to the equity share holders of the Company	**122.34**	108.84	63.35
Potential equity shares	**7,04,225**	7,04,225	3,56,936
Weighted Average Number of Ordinary Shares (used as denominator for calculating Diluted EPS)	**79,34,428**	79,34,428	75,87,139
Nominal Value of Ordinary Equity Share	**Rs. 10/-**	**Rs. 10/-**	**Rs. 10/-**
Earnings Per Share (Calculated)*	**15.42**	**13.72**	**8.35**
Earnings Per Share - Diluted (in Rs.)	**8.81**	**7.10**	**4.77**

*Since potential equity shares due to conversion of 6% Compulsorily Convertible Debentures are anti-dilutive, therefore, same has been ignored.

(All amounts are in INR Millions, unless otherwise stated)

45 Critical accounting estimates and judgments

The estimates and judgements used in the preparation of the said restated consolidated financial statements are continuously evaluated by the Group, and are based on historical experience and various other assumptions and factors (including expectations of future events), that the Group believes to be reasonable under the existing circumstances. The said estimates and judgements are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

Although the Group regularly assesses these estimates, actual results could differ materially from these estimates – even if the assumptions under-lying such estimates were reasonable when made, if these restated consolidated financial statements differ from historical experience or other assumptions do not turn out to be substantially accurate. The changes in estimates are recognised in the restated consolidated financial statements in the period in which they become known.

The areas involving critical estimates or judgments are:
1. Estimation of useful life of tangible asset **Note No. 4.2 & 5**
2. Estimation of useful life of intangible asset **Note No. 4.3 & 7.**
3. Estimation of defined benefit obligation **Note No. 4.12 & 46.**
4. Judgement required for ascertainment of contracts in the nature of lease, lease term and fair value of lease as per Ind AS 116 **Note No. 4.13 & 6.**
5. Measurement of Fair Values and Expected Credit Loss (ECL) **Note No. 4.4 and 10 & 15.**
6. Estimation of contingent liabilities refer **Note No. 4.19 & 48.**

46 During the year, Group has recognised the following amounts in the restated consolidated financial statements as per Ind AS - 19 "Employees Benefits"

46.1: Defined Contribution Plan

Contribution to Defined Contribution Plan, maintained under the Employees Provident Fund Scheme by the Central Government, is charged to Profit and Loss Account as under:

Particulars	As at		
	March 31,2023	**March 31, 2022**	**March 31, 2021**
Employer's Contribution to Provident Fund	**20.10**	18.78	19.25
Employer's Contribution to Pension Scheme	**7.59**	7.85	8.57

46.2 Defined Benefit Plan

Particulars	Gratuity (Funded)			Gratuity (Unfunded)	Leave Encashment		
	March 31,2023	**March 31, 2022**	**March 31, 2021**	**March 31, 2023**	**March 31,2023**	**March 31, 2022**	**March 31, 2021**
Mortality rates inclusive of provision for disability	**100% of IALM (2012-14)**	**100% of IALM (2012-14)**	**100% of IALM (2012-14)**	**100% of IALM (2012-14)**	**100% of IALM (2012-14)**	**100% of IALM (2012-14)**	**100% of IALM (2012-14)**
	(Ultimate)	(Ultimate)	(Ultimate)	(Ultimate)	(Ultimate)	(Ultimate)	(Ultimate)
Discount rate	**7.36%**	7.18%	6.92%	**7.19%**	**7.36%**	7.18%	6.92%
Rate of increase in compensation levels	**6.00%**	6.00%	6.00%	**5.00%**	**6.00%**	6.00%	6.00%
Table showing changes in present value of obligations :							
Present value oft obligation as at the beginning of the year	**62.29**	62.50	55.48	-	**29.48**	29.22	27.84
Acquisition adjustment	**(5.65)**			-	**(4.55)**		
Interest Cost	**4.47**	4.32	3.84	**0.18**	**2.12**	2.02	1.93
Current Service Cost	**7.49**	7.84	9.15	**2.88**	**5.79**	6.44	7.22
Benefits paid	**(5.77)**	(6.99)	(4.34)	**(1.47)**	**(7.84)**	(9.35)	(5.88)
Actuarial (gain)/ loss on obligations	**1.89**	(5.39)	(1.63)	**(0.21)**	**1.62**	1.15	(1.88)
Present value of obligation as at the end of the period*	**64.72**	62.29	**62.50**	**1.39**	**26.62**	29.48	29.22
*** Unpaid liability add in closing – Rs. 5.69 millions (as at March 31, 2022 - Rs. 2.29 millions and as at March 31, 2021 - Rs. 1.62 millions)**							
Table showing changes in the fair value of plan assets :							
Fair value of plan assets at the beginning of the year	**0.89**	0.84	3.11	**Nil**	**Nil**	Nil	Nil
Actual return on plan assets	**(0.10)**	0.10	0.17	**N.A**	**N.A**	N.A	N.A
Employer's Contributions	**10.62**	6.94	1.93	**Nil**	**Nil**	Nil	Nil
Fund management charges (FMC)	**-**	- -	0.02	**N.A**	**N.A**	N.A	N.A
Benefit paid	**(5.77)**	(6.99) -	4.34	**Nil**	**Nil**	Nil	Nil
Fair value of plan assets at the end of the year	**5.64**	0.89	0.84	**Nil**	**Nil**	Nil	Nil
Other Comprehensive Income							
Net cumulative unrecognized actuarial (gain)/loss opening	**Nil**	Nil	Nil	**Nil**	**Nil**	Nil	Nil
Actuarial (gain) / loss for the year on PBO	**1.89**	(5.39)	(1.63)	**(0.21)**	**Nil**	Nil	Nil
Actuarial (gain) / loss recognized for the year on Assets	**0.16**	(0.04)	-	**-**	**Nil**	Nil	Nil
Table showing actuarial gain /loss - plan assets :							
Expected Interest Income	**0.06**	0.06	0.22	**Nil**	**Nil**	Nil	Nil
Actual Income on Plan Asset	**0.10**	0.10	0.15	**Nil**	**Nil**	Nil	Nil
Fund management Charges	**-**	-	(0.02)	**Nil**	**Nil**	Nil	Nil
Actuarial (gain) /loss for the year on Asset	**(0.04)**	(0.04)	0.07	**Nil**	**Nil**	Nil	Nil
The amounts to be recognized in Balance Sheet :							
Present value of obligation at the end of the year	**64.72**	62.29	62.50	**1.39**	**26.62**	29.48	29.22
Fair value of plan assets at the end of the year	**5.64**	0.89	0.84	**-**	**Nil**	Nil	Nil
Unfunded Liability/provision in Balance Sheet	**(59.08)**	**(61.39)**	(61.65)	**(1.39)**	**(26.62)**	(29.48)	(29.22)
Unfunded liability recognised in the balance sheet	**(59.08)**	**(61.39)**	(61.65)		**(26.62)**	(29.48)	(29.22)

(All amounts are in INR Millions, unless otherwise stated)

Expenses recognised in Statement of Profit and Loss :

Current service cost	7.49	7.84	9.15	1.42	5.79	6.44	7.22
Interest cost	4.41	4.27	3.62	0.18	2.12	2.02	1.93
Net actuarial (gain) / loss recognised in the year	Nil	Nil	Nil	Nil	1.62	1.15	(1.88)
Expenses recognized in the profit & loss	11.91	12.11	12.77	1.60	9.52	9.61	7.26

46.3: Sensitivity Analysis of the defined benefit obligation

(i) Impact of the change in discount rate

Present Value of Obligation at the end of the period	64.72	62.29	62.50	1.39	26.62	29.48	29.22
Impact due to increase of 0.50%	(2.80)	(3.05)	(3.92)	(0.04)	(1.51)	(1.77)	(1.76)
Impact due to decrease of 0.50%	3.03	3.31	2.96	0.04	1.65	1.94	1.92

(ii) Impact of the change in salary increase

Present Value of Obligation at the end of the period	64.72	62.29	62.50	1.39	26.62	29.48	27.84
Impact due to increase of 0.50%	2.93	3.09	2.98	0.05	1.66	1.95	1.93
Impact due to decrease of 0.50 %	(2.74)	(2.87)	(3.96)	(0.04)	(1.53)	(1.80)	(1.78)

Sensitivities due to mortality & withdrawals are not material & hence impact of change due to these not calculated.
Sensitivities as rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable.

Maturity profile of defined benefit obligation

0 to 1 Year	9.63	6.73	1.68	0.15	1.87	2.05	0.94
1 to 2 Year	2.46	1.34	3.13	0.12	1.05	0.72	2.54
2 to 3 Year	1.41	2.23	1.48	0.11	0.49	1.02	0.62
3 to 4 Year	3.85	1.26	3.06	0.10	1.22	0.53	0.95
4 to 5 Year	2.06	3.76	1.19	0.09	0.94	1.31	0.50
5 to 6 Year	3.84	1.91	3.65	0.08	1.22	0.99	1.13
6 Year onwards	41.47	45.06	48.31	0.74	19.82	22.86	22.54

Investment Details

Life Insurance Corporation of India	5.64	0.89	Nil	Nil	Nil	Nil	Nil

47 Disclosure required under Micro, Small and Medium Enterprises Development Act, 2006 (the Act) are given as follows :

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Principal amount due	256.25	342.27	320.16
Interest due on above	34.20	29.00	22.12
Interest paid during the period beyond the appointed day	22.82	9.04	4.65
Amount of interest due and payable for the period of delay in making payment without adding the interest specified under the Act.	-	-	-
Amount of interest accrued and remaining unpaid at the end of the period	34.20	29.00	22.12
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to small enterprises for the purpose of disallowance as a deductible expenditure under Sec.23 of the Act	-	-	-

48 Commitments and Contingencies

48.1: Contingent Liabilities not provided for in respect of :

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Guarantees given by the bank on behalf of the Company	377.13	343.85	368.26
Letter of credit given by the bank on behalf of the Company (Margin Money for LC & BGs kept by way of fixed deposits Rs. 108.48 millions (FY 2022 Rs. 101.69 millions and FY 2021 Rs. 107.83 millions)	126.36	153.64	170.45
Additional demand of custom duty raised on the company	0.70	0.70	0.70
Amount demanded by the Sales tax authorities of various states but liability not provided for on account of appeals against the same.*	26.48	33.54	27.12

* The Group's pending litigations comprise of claims against the Group and proceedings pending with Tax Authorities / Statutory Authorities. The Group has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its restated consolidated financial statements. The Group does not expect the outcome of these proceedings to have a material impact on its financial position.

During the FY 2019-20 the Holding Company has received the refund on 23.04.2019 pertaining FY 2011-12 (Rs. 5.47 millions), FY 2012-13 (Rs. 0.13 millions), FY 2013-14 (Rs. 7.81 millions) against the sales tax assessment relief granted by the Tribunal on 17.11.2018. Against this relief the Sale tax department has filed revision application to the High court and application has been dismissed on 28.03.2019. Now the Sale tax department has filed the application with the Supreme Court and which is pending at this level. Accordingly, Rs. 13.41 millions is treated as Contingent liability.

During the FY 2020-21 the Holding Company has received a demand order of Rs. 13.07 millions and Rs. 0.64 millions against the sales tax assessment for FY 2014-15 and FY 2015-16 respectively from the office of Deputy commissioner of Sale Tax, Patna. Accordingly, Rs. 13.71 millions is treated as Contingent liability. The Company has filed application with Additional Commissioner, Appeal Patna on April 26, 2023.
The Group periodically reviews all its long term contracts to assess for any material foreseeable losses. Based on such review wherever applicable, the Group has made adequate provisions for these long term contracts in the books of account as required under any applicable law/accounting standard.

As at March 31, 2023 the Group did not have any outstanding long term derivative contracts.

48.2: Capital Commitments

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	34.41	21.84	26.09

(All amounts are in INR Millions, unless otherwise stated)

49 Segmental Reporting

The operating segments have been identified on the basis of nature of products.

i) Segment revenue includes sales and other income directly identifiable with the segment including inter-segment revenue.

ii) Expenses that are directly identifiable with the segment are considered for determining the segment result.

iii) Expenses / Incomes which are not directly allocable to the segments are included under un-allocable expenditure / incomes.

iv) Segment results include margins on inter-segment sales which are reduced in arriving at the profit before tax of the Group.

v) Segment assets and liabilities include those directly identifiable with the respective segments. Un-allocable assets and liabilities

vi) Fixed assets that are used interchangeably amongst segments are not allocated to primary and secondary segments.

vii) Inter – Segment revenue :- Segment revenue resulting from transactions with other business segments is accounted on the basis of transfer price agreed between the segments. Such transfer prices are either determined to yield a desired margin or agreed on a negotiated basis.

viii) Geographical revenues are allocated based on the location of the customer .

49.1: Primary Segment Information

The Group's operating segments are established on the basis of those components of the Group that are evaluated regularly by the Chief Executive Officer of holding Company (the 'Chief Operating Decision Maker' as defined in Ind AS 108 – 'Operating Segments') in deciding how to allocate resources and in assessing performance. These have been identified taking into account nature of products and services, the differing risks and returns and the internal business reporting systems. Operating and reporting segments are primarily Critical Power and EV Charger. The details of operating and reporting segments are as follows:

Particulars	Business Segments								
	Critical Power			EV Charger			Total		
	2022-23	2021-22	2020-21	2022-23	2021-22	2020-21	2022-23	2021-22	2020-21
Segment Revenue									
Turnover	4,837.21	7,717.06	4,687.85	2,242.09	710.99	441.20	7,079.30	8,428.05	5,129.05
Segment Result									
Segment profit	(143.75)	178.88	14.83	319.89	26.68	(40.46)	176.14	205.57	(25.63)
Unallocated expenses							-	-	-
Unallocated Income							148.27	192.12	153.91
Profit (Loss) for the year-Continuing operations							324.41	397.69	128.28
Income tax (net)							14.10	93.74	1.52
Profit after tax for the year-Continuing operations							310.31	303.95	126.77
(Loss) from discontinued operations (After Tax)							(246.59)	(252.59)	(92.26)
Other Comprehensive Income							40.55	29.94	4.21
Total Comprehensive Income for the year							**104.27**	**81.30**	**38.72**
Other Information									
Segment assets	**5,711.41**	**5,284.29**	6,219.50	**1,339.49**	**745.63**	564.71	**7,050.90**	**6,029.92**	**6,784.21**
Unallocated other assets					-		-	-	-
Total assets	**5,711.41**	**5,284.29**	**6,219.50**	**1,339.49**	**745.63**	**564.71**	**7,050.90**	**6,029.92**	**6,784.21**
Segment liabilities	**4,094.81**	**3,542.43**	**4,442.55**	**636.10**	**253.91**	**207.63**	**4,730.91**	**3,796.35**	**4,650.17**
Unallocated other liabilities					-		-	-	-
Total liabilities	**4,094.81**	**3,542.43**	**4,442.55**	**636.10**	**253.91**	**207.63**	**4,730.91**	**3,796.35**	**4,650.17**
Depreciation#	149.17	144.74	132.87	15.51	7.96	7.96	164.68	152.70	140.84
Capital Expenditure*	61.31	151.48	95.23	38.67	36.47	36.47	99.97	187.94	131.69

Amortization expenses of Right of Use assets as per Ind AS 116 is not included.

49.2: Secondary segment information

Secondary segment reporting is on the basis of geographical location of the customers. The Group's revenue during the year by geographical markets are:

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Domestic Turnover	4,757.87	3,051.18	2,606.08
Export Turnover	2,321.43	5,376.87	2,522.97

Geographical Segment wise loss and capital employed not given since the production unit and administration expenses are common.

(All amounts are in INR Millions, unless otherwise stated)

50 A. As required by Ind AS - 24 "Related Party Disclosures" (before considering the effect of consolidation)

(i) Name and description of related parties.-

Name of Related Party	Relationship
NextWave Communications Private Limited (formerly known as MN Enterprises Private Limited)	Holding Company
Exicom Tele-Systems (Singapore) Pte Limited (ETSPL) Energywin Technologies Private Limited (ceased on September 7, 2023) (Energywin) Horizon Power Solutions DMCC (Dubai)	Subsidiary Company
Horizon TeleSystems Sdn Bhd - Malaysia (Horizon)	Step Down Subsidiary Company
Exicom Energy Systems Private Limited (EESPL)	Fellow Subsidiary Company
Exicom Power Systems Private Limited (EPSPL)	Fellow Subsidiary Company
Mr. Anant Nahata - Managing Director & CEO Mr. Sandeep Garg - Chief Financial Officer (CFO) ceased on June 15, 2021 Mr. Shiraz Khanna - Chief Financial Officer (CFO) from August 09, 2021 Mr. Srinivasa Rao Saripalli - Director Mr. Prashanth Narayana - Director Mr. Wan Nor Asmadi Bin Wan Mohamad - Director Mr. Gauravaran Navalur Chandrasekar Sailesh - Director Ms. Sangeeta Karnatak - Company Secretary (Secretary)	Key Management Personnel (KMPs)
Mr. Himanshu Baid Mr. Brij Behari Tandon (ceased on December 17, 2022) Mr. Subhash Chander Rustgi Ms. Leena Pribhdas Gidwani w.e.f. 01.04.2020	Independent Directors/Non-Executive Directors
Exicom Tele-Systems Limited - Employees Group Gratuity Trust (Gratuity Trust)	Controlled & managed by Company
HFCL Limited (HFCL) HTL Limited (HTL) Innovative Roof Solar Solution LLP (Innovative Roof) Satellite Finance Private Limited (Satellite) Hairdramaco India Private Limited (Hairdramaco) Polixel Security Systems Private Limited (Polixel)	Entity under the control of KMPs & relatives of KMPs

(ii) Nature of transactions: -The transactions entered into with the related parties during the year along with outstanding balances as at respective years are as under:

Nature of transaction	For the year ended		
	March 31,2023	March 31, 2022	March 31, 2021
(i) TRANACTIONS DURING THE YEAR			
Issue of 6% Compulsorily Convertible Debentures			
Nextwave	-	-	750.00
Purchase of goods			
ETSPL	4.08	0.58	56.80
EESPL	22.17	-	-
Innovative Roof	-	-	0.12
HFCL	-	-	23.51
ETSL	61.99	153.75	57.53
ETSPL	-	1.33	-
HTL	9.89	11.21	0.00
Polixel	-	0.25	-
Services received			
Innovative Roof	-	0.02	0.01
HFCL	30.98	13.54	3.31
ETSL	33.50	31.87	35.78
Horizon	-	-	17.93
Horizon	-	-	5.10
Sitting Fees			
Mr. Himanshu Baid	0.60	0.40	0.05
Mr. Subhash Chander Rustgi	0.50	0.50	0.50
Ms. Leena Pribhdas Gidwani	0.40	0.40	0.50
Mr. Brij Behari Tandon	-	-	0.70
Sale of Goods			
Horizon	54.04	162.86	56.98
HFCL	6.02	65.90	58.96
EESPL	229.53	-	-
ETSL	4.04	-	28.84
ETSL		-	2.38
Horizon		1.32	-
HTL	1.85	3.92	-
Services rendered			
ETSPL	34.66	31.87	35.78
HFCL	9.20	75.02	23.95
ETSL	-	-	5.10
ETSPL	-	-	17.93
Interest Income			
Energywin	3.22	4.16	3.33
Interest Expenses			-
Nextwave	58.62	57.48	22.81
ETSL	3.22	4.16	3.33
Satellite	0.91	-	

(All amounts are in INR Millions, unless otherwise stated)

Dividend Income			
ETSPL	-	197.40	-
Dividend Expense			
ETSL	-	193.64	-
Royalty Income			
ETSPL	44.12	121.10	31.92
Royalty Expense			
ETSL	42.72	120.90	31.95
Warranty Expense			
Horizon	16.55	10.46	8.73
Warranty Income			
ETSL	16.44	10.11	5.10
Other (Rejection)			
Horizon	16.55	-	0.46
Rent Income			
HFCL	8.40	8.40	-
EESPL	20.14	-	-
EPSPL	3.34	-	-
Hairdramaco	0.05	-	-
Rent Paid			
HFCL	4.59	4.59	0.42
Salary Expense			
Horizon	23.36	21.28	-
Salary Reimbursement			
ETSPL	23.36	21.28	-
Other Expense			
ETSPL	-	1.15	1.26
Management Fees Income			
EESPL	18.00	-	-
ETSPL	10.66	14.93	
Management Fees Expense			
Horizon	10.38	14.91	-
Expenses paid on behalf of			
Gratuity Trust	0.01	0.02	-
Expenses Charged Back			
EESPL	25.76	-	-
Loan Received			
Whole Time Director	27.50	-	40.00
Satellite	40.00	-	-
Loan Repaid			-
Whole Time Director	27.50	10.00	-
Satellite	40.00	-	-

(iii) BALANCES OUTSTANDING AS AT YEAR END

Nature of transaction	As at		
	March 31,2023	March 31, 2022	March 31, 2021
BALANCES OUTSTANDING AS AT YEAR END			
ASSETS			
Advances			
Energywin	16.09	16.09	16.09
HFCL	-	57.29	-
ETSL	41.17	-	
Investment			
Energywin	48.72	48.72	48.72
ETSPL	30.21	30.21	30.21
Interest on Loan Payable			
Energywin	5.07	6.17	18.23
Loans Given			
Energywin	24.80	24.80	36.80
Horizon	356.01	329.26	305.86
Trade Receivable			
Horizon	-	9.09	76.45
ETSPL	9.94	7.23	48.03
EESPL	21.57	-	-
EPSPL	3.68	-	-
EESPL	260.96		
HFCL	10.84		-
ETSL	22.17	346.03	457.67
ETSL	15.02	5.62	7.48
Horizon		1.46	
Other Receivable			
Hairdramaco	0.02	-	-

(All amounts are in INR Millions, unless otherwise stated)

LIABILITIES			
Advances			
ETSL	16.09	16.09	16.09
Equity Share Capital			
ETSL	40.50	40.50	40.50
ETSL	30.21	30.21	30.21
Unsecured Loan			
Whole Time Director	45.00	45.00	55.00
Loans Taken			
ETSL	24.80	24.80	36.80
ETSPL	305.04	310.71	288.45
Interest on Loan Payable			
ETSL	5.07	6.17	18.23
Trade payables			
HFCL	2.33	18.84	8.86
Innovative Roof	-	0.00	0.00
ETSPL	18.42	335.93	457.67
Horizon	14.66	5.62	7.48
EESPL	25.95	-	-
ETSL	30.86	0.81	76.45
ETSL	9.98	7.26	48.03
ETSPL	-	2.39	-
HTL	2.42	5.24	-
Advance Received from customers			
ETSPL	39.69	-	
Horizon	9.24	-	
HFCL	94.46	50.67	1.60
Other payables*			
EESPL	41.00	-	-

*Other payables are netted off with payment received on behalf of related party and payment made on behalf of related party.

Particulars	FY 2022-23			
	Managing Director & CEO	**Director**	**Chief Financial Officer**	**Company Secretary**
Short-term employee benefits	9.56	27.88	7.20	0.61
Performance linked incentive ('PLI')	-	-		
Post-employment benefit	1.01	0.76	0.64	0.06
Share-based payment	-	-	-	-
Dividend paid	-	-	-	-
Commission paid	-	-	-	-
Total	**10.57**	**28.64**	**7.84**	**0.67**

Particulars	FY 2021-22			
	Managing Director & CEO	**Director**	**Chief Financial Officer**	**Company Secretary**
Short-term employee benefits	9.30	25.45	4.84	0.52
Performance linked incentive ('PLI')	-	-		
Post-employment benefit	1.01	0.71	0.47	0.06
Share-based payment	-	-	-	-
Dividend paid	-	-	-	-
Commission paid	-	-	-	-
Total	**10.31**	**26.16**	**5.31**	**0.58**

Particulars	FY 2020-21			
	Managing Director & CEO	**Director**	**Chief Financial Officer**	**Company Secretary**
Short-term employee benefits	9.56	25.87	6.23	0.45
Performance linked incentive ('PLI')	-	-	-	-
Post-employment benefit	1.01	0.67	0.51	0.06
Share-based payment	-	-	-	-
Dividend paid	-	-	-	-
Commission paid	-	-	-	-
Consideration received on exercise of options	-		-	-
Total	**10.57**	**26.54**	**6.74**	**0.51**

As the liabilities for the gratuity and compensated absences are provided on an actuarial basis, and calculated for the Group as a whole rather than each of the individual employees, the said liabilities pertaining specifically to KMP are not known and hence, not included in the above table.

(All amounts are in INR Millions, unless otherwise stated)

B. As required by Ind AS - 24 "Related Party Disclosures" (After considering the effect of consolidation)

(i) Name and description of related parties.-

Name of Related Party	Relationship
NextWave Communications Private Limited (formerly known as MN Enterprises Private Limited) (Nextwave)	Holding Company
Horizon Power Solutions DMCC (Dubai)	Subsidiary Company
Exicom Energy Systems Private Limited (EESPL)	Fellow Subsidiary Company
Exicom Power Systems Private Limited (EPSPL)	Fellow Subsidiary Company
Mr. Anant Nahata - Managing Director & CEO Mr. Sandeep Garg - Chief Financial Officer (CFO) ceased on June 15, 2021 Mr. Shiraz Khanna - Chief Financial Officer (CFO) from August 09, 2021 Mr. Srinivasa Rao Saripalli - Director Mr. Prashanth Narayana - Director Mr. Wan Nor Asmadi Bin Wan Mohamad - Director Mr. Gauravaran Navalur Chandrasekar Sailesh - Director Ms. Sangeeta Karnatak - Company Secretary (Secretary)	Key Management Personnel (KMPs)
Mr. Himanshu Baid Mr. Brij Behari Tandon (ceased on December 17, 2022) Mr. Subhash Chander Rustgi Ms. Leena Pribhdas Gidwani w.e.f. 01.04.2020	Independent Directors/Non-Executive Directors
Exicom Tele-Systems Limited - Employees Group Gratuity Trust (Gratuity Trust)	Controlled & managed by Company
HFCL Limited (HFCL) HTL Limited (HTL) Innovative Roof Solar Solution LLP (Innovative Roof) Satellite Finance Private Limited (Satellite) Hairdramaco India Private Limited (Hairdramaco) Polixel Security Systems Private Limited (Polixel)	Entity under the control of KMPs & relatives of KMPs

(ii) Nature of transactions: -The transactions entered into with the related parties during the year along with outstanding balances as at respective years are as under:

Nature of transaction	For the year ended		
	March 31,2023	**March 31, 2022**	**March 31, 2021**
(i) TRANACTIONS DURING THE YEAR			
Issue of 6% Compulsorily Convertible Debentures			
Nextwave	-	-	750.00
Purchase of goods			
EESPL	22.17	-	-
Innovative Roof	-	-	0.12
HFCL	-	-	23.51
HTL	9.89	11.21	0.00
Polixel	-	0.25	-
Services received			
Innovative Roof	-	0.02	0.01
HFCL	30.98	13.54	3.31
Sitting Fees			
Mr. Himanshu Baid	0.60	0.40	0.05
Mr. Subhash Chander Rustgi	0.50	0.50	0.50
Ms. Leena Pribhdas Gidwani	0.40	0.40	0.50
Mr. Brij Behari Tandon	-	-	0.70
Sale of Goods			
HFCL	6.02	65.90	58.96
EESPL	229.53	-	-
HTL	1.85	3.92	-
Services rendered			
HFCL	9.20	75.02	23.95
Interest Expenses			-
Nextwave	58.62	57.48	22.81
Satellite	0.91	-	-
Rent Income			
HFCL	8.40	8.40	-
EESPL	20.14	-	-
EPSPL	3.34	-	-
Hairdramaco	0.05	-	-
Rent Paid			
HFCL	4.59	4.59	0.42
Management Fees Income			
EESPL	18.00	-	-
Expenses paid on behalf of			
Gratuity Trust	0.01	0.02	-
Expenses Charged Back			
EESPL	25.76	-	-
Loan Received			
Whole Time Director	27.50	-	40.00
Satellite	40.00	-	-
Loan Repaid			-
Whole Time Director	27.50	10.00	-
Satellite	40.00	-	-

(All amounts are in INR Millions, unless otherwise stated)

(iii) BALANCES OUTSTANDING AS AT YEAR END

Nature of transaction	As at		
	March 31,2023	March 31, 2022	March 31, 2021
BALANCES OUTSTANDING AS AT YEAR END			
ASSETS			
Advances			
HFCL	-	57.29	-
Trade Receivable			
EESPL	21.57	-	-
EPSPL	3.68	-	-
EESPL	260.96	-	-
HFCL	10.84	-	-
Other Receivable			
Hairdramaco	0.02	-	-
LIABILITIES			
Unsecured Loan			
Whole Time Director	45.00	45.00	55.00
Trade payables			
HFCL	2.33	18.84	8.86
Innovative Roof	-	0.00	0.00
EESPL	25.95	-	-
HTL	2.42	5.24	-
Advance Received from customers			
HFCL	94.46	50.67	1.60
6% Compulsory Convertible Debentures			
Nextwave	-	-	750.00
Other payables*			
EESPL	41.00	-	-

*Other payables are netted off with payment received on behalf of related party and payment made on behalf of related party.

Particulars	FY 2022-23			
	Managing Director & CEO	Director	Chief Financial Officer	Company Secretary
Short-term employee benefits	9.56	27.88	7.20	0.61
Performance linked incentive ('PLI')	-	-		
Post-employment benefit	1.01	0.76	0.64	0.06
Share-based payment	-	-	-	-
Dividend paid	-	-	-	-
Commission paid	-	-	-	-
Total	**10.57**	**28.64**	**7.84**	**0.67**

Particulars	FY 2021-22			
	Managing Director & CEO	Director	Chief Financial Officer	Company Secretary
Short-term employee benefits	9.30	25.45	4.84	0.52
Performance linked incentive ('PLI')	-	-		
Post-employment benefit	1.01	0.71	0.47	0.06
Share-based payment	-	-	-	-
Dividend paid	-	-	-	-
Commission paid	-	-	-	-
Total	**10.31**	**26.16**	**5.31**	**0.58**

Particulars	FY 2020-21			
	Managing Director & CEO	Director	Chief Financial Officer	Company Secretary
Short-term employee benefits	9.56	25.87	6.23	0.45
Performance linked incentive ('PLI')	-	-	-	-
Post-employment benefit	1.01	0.67	0.51	0.06
Share-based payment	-	-	-	-
Dividend paid	-	-	-	-
Commission paid	-	-	-	-
Consideration received on exercise of options	-		-	-
Total	**10.57**	**26.54**	**6.74**	**0.51**

As the liabilities for the gratuity and compensated absences are provided on an actuarial basis, and calculated for the Group as a whole rather than each of the individual employees, the said liabilities pertaining specifically to KMP are not known and hence, not included in the above table.

51 The Group has carried out Impairment Test on its Assets as on 31.3.2023 and the Management is of the opinion that there is no asset for which impairment is required to be made as per Ind AS 36 - "Impairment of Assets" (FY 2021-22 : Nil, FY 2020-21: Nil).

(All amounts are in INR Millions, unless otherwise stated)

52 Financial Risk Management Objectives and Policies

The Group's principal financial liabilities comprise loans and borrowings, trade and other payables, and financial guarantee contracts. The main purpose of these financial liabilities is to finance the Group's operations and to provide guarantees to support its operations. The Group's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

The Group's business activities expose it to a variety of financial risks, namely liquidity risk, market risks and credit risk. The Group's senior management has the overall responsibility for the establishment and oversight of the Group's risk management framework. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

Management of Liquidity Risk

Liquidity risk is the risk that the Group will face in meeting its obligations associated with its financial liabilities. The Group's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions.
The following table shows the maturity analysis of the Group's financial liabilities based on contractually agreed undiscounted cash flows as at the Balance Sheet date.

Particulars	Notes Nos.	Less than 12 months	1 to 5 Years	Above 5 Years	Total
Balance as at March 31, 2023					
Borrowings	24,27	345.91	183.66	649.57	1,179.15
Trade payables	28	2,818.68	-	-	2,818.68
Lease Liabilities	6	35.02	115.93		150.95
Other liabilities	25,29	159.87	9.99	-	169.85
Balance as at March 31, 2022					
Borrowings	24,27	285.07	155.67	635.95	1,076.69
Trade payables	28	1,654.27	-	-	1,654.27
Lease Liabilities	6	48.87	150.95		199.82
Other liabilities	25,29	123.81	13.53	-	137.35
Balance as at March 31, 2021					
Borrowings	24,27	320.92	73.25	623.46	1,017.63
Trade payables	28	2,924.94	-	-	2,924.94
Lease Liabilities	6	41.77	158.69		200.46
Other liabilities	25,29	102.70	20.66	-	123.36

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, FVTPL & FVTOCI investments.
The sensitivity analyses in the following sections relate to the position as at March 31, 2023 and March 31, 2022.

POTENTIAL IMPACT OF RISK	MANAGEMENT POLICY	SENSITIVITY TO RISK
1. INTEREST RATE RISK Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates. a) Group has Fixed deposits with Banks amounting to Rs. 358.66 millions as at March 31, 2023 (Rs. 208.55 millions as at March 31, 2022 and Rs. 299.99 millions as at March 31, 2021) Interest Income earned on fixed deposit for year ended March 31, 2023 is Rs. 9.41 millions (Rs. 7.82 millions for the year ended March 31, 2022 and Rs. 13.09 millions as at March 31, 2021) b) Group has Borrowing from Banks/FI amounting to Rs. 372.57 millions as at March 31, 2023 (Rs. 299.74 millions as at March 31, 2022 and Rs. 211.17 millions as at March 31, 2021) Interest Expenses on such borrwings for the year ended March 31, 2023 is Rs. 36.55 millions (Rs. 25.14 millions for the year ended March 31, 2022 and Rs. 38.76 millions as at March 31, 2021)	In order to manage its interest rate risk The Group diversifies its portfolio in accordance with the risk management policies.	As an estimation of the approximate impact of the interest rate risk, with respect to financial instruments, the Group has calculated the impact of a 1% change in interest rates. a) A 1% increase in interest rates would have led to approximately an additional Rs. 3.59 millions gain for year ended March 31, 2023 (Rs. 2.08 millions gain for year ended March 31, 2022, Rs. 3.00 millions gain for the year ended March 31, 2021) in Interest income. A 1% decrease in interest rates would have led to an equal but opposite effect. b) A 1% increase in interest rates would have led to approximately an additional Rs. 3.73 millions loss for year ended March 31, 2023 (Rs. 3.00 millions loss for year ended March 31, 2022, Rs. 2.11 millions loss for year ended March 31, 2021) in Interest expense. A 1% decrease in interest rates would have led to an equal but opposite effect.

Credit Risk
Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and other financial instruments.

Trade Receivables
Customer credit risk is managed by each business unit subject to the Group established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored. At March 31, 2023, the Group had top 10 customers that owed the Group more than Rs. 2656.55 millions (March 31, 2022: Rs. 1183.16 millions and March 31,2021: Rs. 3011 millions) and accounted for approximately 82.71% (March 31, 2022: 68.94% and March 31, 2021: 92.26%) of all the receivables outstanding.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 10 & 15. The Group does not hold collateral as security. The Group evaluates the concentration of risk with

(All amounts are in INR Millions, unless otherwise stated)

Financial Instruments and Cash Deposits

Credit risk from balances with banks and financial institutions is managed by the management in accordance with the Group's policy. Counterparty credit limits are reviewed by the management on an annual basis, and may be updated throughout the year. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.
The Group's maximum exposure to credit risk for the components of the balance sheet at March 31, 2023, March 31, 2022 and March 31, 2021 are the carrying amounts as illustrated in Note 9,11,17 and 18.

Capital Management

Capital includes issued equity capital and share premium and all other equity reserves attributable to the equity holders. The primary objective of the Group's capital management is to maximize the shareholder value.

Particulars	Note	As at March 31,2023	As at March 31, 2022	As at March 31, 2021
Borrowings*	6, 24 & 27	1,330.10	1,276.50	1,218.09
Less : Cash and Cash equivalents	16	(379.59)	(431.98)	(145.39)
Total Debt		950.50	844.52	1,072.70
Equity		2,319.99	2,215.72	2,134.42
Net Debt to Equity		40.97%	38.11%	50.26%

* Includes Lease Liabilities

The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt.
No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2023, March 31, 2022 and March 31, 2021

53 Financial Instruments by category -

Particulars	Level	Mar-23 FVTPL	Mar-23 FVTOCI	Mar-23 Amortised Cost	Mar-22 FVTPL	Mar-22 FVTOCI	Mar-22 Amortised Cost	Mar-21 FVTPL	Mar-21 FVTOCI	Mar-21 Amortised Cost
Financial Assets										
I) Investments (Note No.9)	1	1.00	7.22	4.24	0.63	7.22	1.44	0.20	7.22	1.19
II) Trade receivables (Note No. 10 & 15)	3	-	-	3,211.77	-	-	1,784.57	-	-	3,282.34
III) Cash and Cash equivalents (Note No. 16)	1	-	-	379.59	-	-	431.98	-	-	68.30
IV) Other Bank balances (Note No. 11 & 17)	1	-	-	146.14	-	-	138.05	-	-	299.99
V) Other receivables (Note No. 11 & 18)	3	-	-	38.35	-	-	35.76	-	-	35.26
Total		1.00	7.22	3,780.09	0.63	7.22	2,391.80	0.20	7.22	3,687.08
Financial liabilities										
I) Borrowings										
A) From Banks (Note No. 24 & 27)	3	-	-	371.45	-	-	299.73	-	-	211.17
B) From Others (Note No. 24 & 27)	3	-	-	807.70	-	-	776.95	-	-	806.46
II) Trade payables (Note No. 28)	3	-	-	2,818.68	-	-	1,654.27	-	-	2,924.94
III) Lease Liabilities(Note No. 6)	3	-	-	150.95	-	-	199.82	-	-	200.46
IV) Other liabilities (Note No. 25 & 29)	3	-	-	169.85	-	-	137.35	-	-	123.36
Total		-	-	4,318.63	-	-	3,068.12	-	-	4,266.39

53.1: Fair Value measurement

Fair Value Hierarchy and valuation technique used to determine fair value :
The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and are categorized into Level 1 , Level 2 and Level 3 inputs.

53.2: Significant estimates

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Company uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

(All amounts are in INR Millions, unless otherwise stated)

54 Modified Special Incentive Scheme (M-SIPS) has been notified on 27th July'2012, with approval of Union Budget, for providing special incentive package to offset the disability and attract investment in electronics System Design and Manufacturing Sector. There is a provision in M-SIPS for reimbursement of 25% of capex investment in Non-SEZ area.

Exicom Tele-System Limited had filed Application with Project cost of Rs. 450 millions in two phases (Phase I Rs. 388.50 millions and Phase II Rs. 64.50 millions) at Industry Plot no 2A Sector -18 for manufacturing of battery controller for lithium ion batteries, Power system and SMR, application was acknowledged on 13.05.2016. Application was accorded approval on 25.01.2018 under the project type "Expansion".

During FY 2018-19, application for incentive/reimbursement for capex investment done in Phase I (Claim period 13.05.2016 to 30.06.2017) was filed on 31.07.2018 for Rs. 182.50 millions (out of Rs. 388.50 millions of the project cost for Phase I, Rs. 190.50 millions was eligible). On verification of the assets by the agency appointed by Ministry of Electronics & Information Technology (MEITY), capex investment amounting to Rs. 150.67 millions was considered Eligible for disbursement.

Sanction letter for disbursement of MSIPS incentive/reimbursement amounting to Rs. 37.60 millions (25 % of the Eligible capex of Rs. 150.67 millions) dated 28.01.2019 was received from Ministry of Electronics & Information Technology and Incentive was received on 11.02.2019

55 Disaggregation of Revenue

The Group's primary business segments are telecom, energy and power. Sale of goods are made at a point in time and revenue is recognised upon satisfaction of the performance obligations which is typically upon dispatch / delivery. The Company has a credit evaluation policy based on which the credit limits for the trade receivables are established. There is no significant financing component as the credit period provided by the Company is not significant.

55.1: Reconciliation of revenue as recognised in the Statement of Profit and Loss with the contracted price

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Revenue as per contracted price	7,158.70	8,564.45	5,242.50
Less:	-	-	
Trade Discount, Rebate, variable considration etc:	-	4.01	
Sale Return	79.40	132.39	113.45
Revenue as per Statement of Profit & Loss (Ind AS-115)	**7,079.30**	**8,428.05**	**5,129.05**

55.2: Disaggregated revenue recognised in the Statement of Profit and Loss:

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Critical Power	4,837.21	7,717.06	4,687.85
EV Charger	2,242.08	710.99	441.20
Total	**7,079.30**	**8,428.05**	**5,129.05**

55.3: Primary Geographical Markets in respect of revenue recognised in the Statement of Profit and Loss:

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
In India	4,757.87	3,051.18	2,606.08
Outside India	2,321.43	5,376.87	2,522.97
Total	**7,079.30**	**8,428.05**	**5,129.05**

55.4: Disaggregated revenue recognised in the Statement of Profit and Loss :

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Related Party	235.55	65.90	147.15
External Customer	6,843.75	8,362.15	4,981.90
Total	**7,079.30**	**8,428.05**	**5,129.05**

55.5: Contract Balances
The following table provides information about receivables and contract liabilities from contract with customers:

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Contract liabilities			
Advance from Customers	276.60	607.61	191.50
Total	**276.60**	**607.61**	**191.50**

(All amounts are in INR Millions, unless otherwise stated)

55.6: Trade Receivables

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Trade Receivables*	3,289.07	1,862.65	3,323.80
Less : Impairment allowance for trade receivables	77.30	78.09	41.46
Total	**3,211.77**	**1,784.56**	**3,282.34**

* includes unbilled revenue of Rs. 116.97 millions (FY 2021-22 Rs. 98.35 millions)

55.7: Unbilled Revenue

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Opening Balance	**98.35**	**31.61**	**26.08**
Less: Billed during the year	94.52	30.75	25.10
Add: Unbilled during the year	113.14	97.49	30.63
Closing Balance	**116.97**	**98.35**	**31.61**

55.8: Significant changes in the contract liabilities balances during the year are as follows:

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Opening Balance	**607.61**	**191.50**	**317.96**
Addition during the year	620.65	862.85	213.52
Revenue recognised during the year	732.02	449.53	263.76
Other Adjustment	219.64	(2.79)	76.22
Closing Balance	**276.60**	**607.61**	**191.50**

Information about major customers

More than 10% of the Revenues is from one customer aggregating to Rs. 2910.04 millions representing approximately 41.11% of the Company's revenue from operations from sale of products, for the year ended March 31, 2023.

More than 10% of the Revenues is from two customer aggregating to Rs. 6139.21 millions representing approximately 67.83% of the Company's revenue from operations from sale of products, for the year ended March 31, 2022.

More than 10% of the Revenues is from two customer aggregating to Rs. 1201.27 millions representing approximately 21.77% of the Company's revenue from operations from sale of products, for the year ended March 31, 2021.

56 Tax Reconciliation

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Net Profit before tax from continuing operations (before tax)	324.41	397.69	128.28
Net Profit before tax from discontinued operations (before tax)	(246.59)	(252.59)	(262.22)
Net Profit before Tax	77.82	145.10	(133.94)
Current Tax rate	Refer Note below	Refer Note below	Refer Note below
Current Tax	9.31	68.57	(18.47)
Adjustment:			
Provision for unascertained liabilities	4.43	6.86	0.83
Non-Deductible Expenses	0.85	12.07	1.42
Effect of Capital Allowance	(0.03)	(0.36)	(0.21)
Under/(Over) Provision for the year	(17.57)	0.33	44.63
Brought Forward Business Loss	(32.88)	-	-
Unabsorbed Depreciation Carried Forward	0.88	-	-
Unabsorbed Loss utilised	0.83	(9.31)	(8.08)
Income not Subject to Tax	(0.61)	(0.25)	(0.73)
Effect of Tax Exemption and relief	-	(1.40)	(2.28)
Deferred Tax Assets not recognised	2.54	-	-
Other Adjustments	12.54 -	23.00	-
Ind AS Impact	2.14 -	0.59	(1.27)
Income from Capital Gain on Account of Slump Sale	71.97	-	-
Unabosrbed Depreciation Set off	(71.97)	-	-
Dividend-Tax at special Rate	-	40	-
Tax Provision as per Books	**(17.57)**	**93.29**	**15.84**

(All amounts are in INR Millions, unless otherwise stated)

56.1: Entitities forming part of restated consolidation:

Particulars	As at		
	March 31,2023	March 31, 2022	March 31, 2021
Entities forming part of consolidation			
Exicom Tele-Systems Limited	17.47%	17.47%	17.47%
Energywin Technologies Private Limited	26.00%	26.00%	26.00%
Exicom Tele-systems Singapore (Pte.) Limited	17.00%	17.00%	17.00%
Horizon Tele Systems SDN BHD	24.00%	24.00%	24.00%

57 **Foreign Currency Exposure**

57.1: The Group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations will arise.

The Group uses foreign currency forward contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions. The use of foreign currency forward contracts is governed by the Group's strategy, which provides principles on the use of such forward contracts consistent with Group's Risk Management Policy. The Group does not use forward contracts for speculative purposes.

57.2: Details of outstanding hedging contracts relating to foreign LC's

Particulars	Currency	Balance as at March 31, 2023		Balance as at March 31, 2022		Balance as at March 31, 2021	
		Foreign Currency	Equivalent INR	Foreign Currency	Equivalent INR	Foreign Currency	Equivalent INR
Trade Payables	USD/Rs.	-	-	-	-	15,61,869	114.39

57.3: The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Particulars	Currency	Balance as at March 31, 2023		Balance as at March 31, 2022		Balance as at March 31, 2021	
		Foreign	Equivalent	Foreign	Equivalent	Foreign	Equivalent
Trade Receivables	USD/Rs.	**13,87,526.26**	**114.33**	9,41,531.25	71.04	3,50,076.22	25.73
Advance given to Suppliers	USD/Rs.	**16,38,496.49**	**133.83**	29,39,968.23	223.10	18,14,099.77	133.34
	EURO/Rs.	-	-	-	-	1,431.45	0.12
	GBP/Rs.	-	-	-	-	8,431.50	0.85
Trade Payables	USD/Rs.	**74,21,795.20**	**611.56**	61,63,430.73	465.03	41,35,756.00	304.00
	EURO/Rs.	**36,323.10**	**3.21**	1,800.00	0.15	2,480.00	0.21
	GBP/Rs.	-	-	-	-	646.50	0.07
Advances from Customers	USD/Rs.	**86,560.64**	**6.94**	16,981.44	1.28	10,333.40	0.76

57.4: Foreign currency sensitivity analysis

The following details are demonstrate the Group's sensitivity to a 5% increase and decrease in the Rs. against the relevant foreign currencies. The sensitivity analysis includes only outstanding foreign currency denominated monetary items as tabulated above and adjusts their translation at the period end for a 5% change in foreign currency rates. The sensitivity analysis includes external loans. A positive number below indicates an increase in profit or equity and vice-versa.

Impact on profit or loss for the year	Balance as at March 31, 2023		Balance as at March 31, 2022		Balance as at March 31, 2021	
	Rupee strengthens by 5%	Rupee weakens by 5%	Rupee strengthens by 5%	Rupee weakens by 5%	Rupee strengthens by 5%	Rupee weakens by 5%
USD	**18.52**	**(18.52)**	8.67	(8.67)	7.28	(7.28)
EURO	**0.16**	**(0.16)**	0.01	(0.01)	0.00	(0.00)
GBP	**-**	**-**	-	-	(0.04)	0.04

58 **Additional information as required by paragraph 2 of the General Instructions For Preparation of Restated Consolidated Financial Statements to Schedule III To The Companies Act, 2013:**

Net Assets (Total Assets Less Total Liabilities) :

Entities	Balance as at March 31, 2023		Balance as at March 31, 2022		Balance as at March 31, 2022	
	As % of Restated Consolidated Net Assets	Amounts	As % of Restated Consolidated Net Assets	Amounts	As % of Restated Consolidated Net Assets	Amounts
Parent						
Exicom Tele-Systems Limited	65.39%	1,517.13	65.41%	1,433.44	64.77%	1,381.83
Subsidiaries						
Indian						
Energywin Technologies Private Limited	-2.45%	(56.81)	-2.45%	(53.62)	-0.99%	(21.13)
Foreign						
Exicom Tele-systems Singapore (Pte.) Limited	43.40%	1,006.89	42.39%	928.98	42.46%	905.82
Horizon Tele Systems SDN BHD	-0.61%	(14.24)	-0.59%	(12.91)	-2.41%	(51.47)
Adjustment arising out of consolidation	-5.73%	(132.98)	-4.76%	(104.28)	-3.82%	(81.57)
Total	**100.00%**	**2,319.99**	**100.00%**	**2,191.60**	**100.00%**	**2,133.49**

(All amounts are in INR Millions, unless otherwise stated)

Entities	Share in Profit or Loss		Share in Other Comprehensive Income (OCI)		Share in Total Comprehensive Income	
	As % of Restated	Amounts	As % of Restated	Amounts	As % of Restated	Amounts
For the year ended March 31, 2023						
Parent						
Exicom Tele-Systems Limited	123.02%	78.39	-3.79%	(1.54)	73.70%	76.85
Subsidiaries						
Indian						
Energywin Technologies Private Limited	-5.41%	(3.44)	-0.10%	(0.04)	-3.34%	(3.49)
Foreign						
Exicom Tele-systems Singapore (Pte.) Limited	-3.86%	(2.46)	0.00%	-	-2.36%	(2.46)
Horizon Tele Systems SDN BHD	5.07%	3.23	0.00%	-	3.10%	3.23
Adjustment arising out of consolidation	-18.82%	(12.00)	103.89%	42.13	28.90%	30.13
Total	**100.00%**	**63.72**	**100.00%**	**40.55**	**100.00%**	**104.27**
For the year ended March 31, 2022						
Parent						
Exicom Tele-Systems Limited	78.95%	40.55	22.84%	6.84	110.91%	47.39
Subsidiaries						
Indian						
Energywin Technologies Private Limited	-63.27%	(32.49)	0.00%	-	-76.06%	(32.49)
Foreign						
Exicom Tele-systems Singapore (Pte.) Limited	376.04%	193.12	0.00%	-	452.02%	193.12
Horizon Tele Systems SDN BHD	65.56%	33.67	0.00%	-	78.81%	33.67
Adjustment arising out of consolidation	-387.41%	(198.96)	76.07%	22.78	-465.68%	(176.18)
Total	**100.00%**	**51.36**	**100.00%**	29.94	**100.00%**	81.30
For the year ended March 31, 2021						
Parent						
Exicom Tele-Systems Limited	163.01%	(106.58)	53.64%	1.97	169.51%	(104.61)
Subsidiaries						
Indian						
Energywin Technologies Private Limited	67.74%	(44.29)	0.00%	-	71.77%	(44.29)
Foreign						
Exicom Tele-systems Singapore (Pte.) Limited	-75.10%	49.10	46.36%	1.70	-82.31%	50.80
Horizon Tele Systems SDN BHD	-48.84%	31.93	0.00%	-	-51.74%	31.93
Adjustment arising out of consolidation	-6.82%	4.46	12.96%	0.55	-7.23%	5.01
Total	**100.00% -**	**65.38**	**100.00%**	4.21	**100.00%**	(61.17)

59 Details of loans given, investments made and guarantee given under section 186(4) of the Companies Act, 2013 :

Particulars	Balance as at March 31, 2023	Balance as at March 31, 2022	Balance as at March 31, 2021
Investment Made (Refer note no.9)	**12.46**	9.29	8.61

60 Corporate Social Responsibility expenses:

Particulars	For the year ended		
	FY 2022-23	FY 2021-22	FY 2020-21
Gross amount to be spent by Company during the year	-	-	2.50
Unspent amount of previous year	2.66	2.66	5.15
Total	**2.66**	**2.66**	**7.64**
Amount spent during the year			
Contribution of acquisition of assets	-	-	-
On other purpose	2.66	-	4.98
Amount remaining unspent	**-**	**2.66**	**2.66**

Shortfall at the end of the year	-	-	-
Total of previous year shortfall	-	-	-
Reason for shortfall	NA	NA	NA
Nature of CSR Activities	Note 1	NA	NA
Detail of related party transactions in relation to CSR expenditure as per Ind AS 24, Related Party	Nil	Nil	Nil

Note 1 : Nature of CSR activity includes promoting health care including prevntive healthcare, setting up old age homes, day care centres and such other facilities for senior citizens, promoting education

(All amounts are in INR Millions, unless otherwise stated)

60.1: Details of ongoing CSR projects under Section 135(6) of the Act

Year	Opening Balance			Amount spent during the year		Closing Balance	
	With Company	In Separate CSR Unspent A/c	Amount required to be spent during the year	From Company's bank A/c	From Separate CSR Unspent A/c	With Company	In Separate CSR Unspent A/c
2022-23	-	2.66	-	-	2.66	-	-
2021-22*	-	2.66	-	-	-	-	2.66
2020-21	-	-	-	-	-	-	-

*Amount of Rs. 2.66 millions was transferred to the separate CSR account on April 30, 2021

60.2 Details of CSR expenditure under Section 135(5) of the Act in respect of unspent amount other than ongoing projects

Year	Opening Balance unspent	Amount deposited in Specified Fund of Schedule VII of the Act within 6 months	Amount required to be spent during the year	Amount spent during the year	Closing Balance unspent
2022-23	-	-	-	-	-
2021-22	-	-	-	-	-
2020-21	5.15	-	2.50	4.98	2.67

61 During the year, the Holding Company has entered a Business Transfer Agreement ('BTA') on going concern basis dated December 16, 2022 to transferred assets and liabilities pertaining to EV Battery Business division of the Holding Company at book value on a net consideration of Rs. 168.20 millions with effect from November 1, 2022 to a fellow subsidiary i.e. Exicom Energy Systems Private Limited.

Details of Assets and Liabilities transferred in Slump Sale:		
Assets		
Non-Current Assets		
Property, Plant and Equipment		109.76
Intangible Assets		105.30
Intangible Assets under Development		26.45
	(A)	**241.51**
Current Assets		
Inventories		248.90
Trade Receivables		196.31
Others		60.47
	(B)	**505.68**
Total Assets (C=A+B)		**747.19**
Liabilities		
Non-Current Liabilities		
Provisions		10.02
	(D)	**10.02**
Current Liabilities		
Trade Payables		421.66
Current Financial Liabilities - Others		0.60
Current Liabilities - Others		132.63
Provisions		14.08
	(E)	**568.97**
Total Liabilities (F=D+E)		**578.99**
Net Consideration (C-F)		**168.20**

62 Discontinued Operation

In the Restated Consolidated Financial Statements, the net results of EV Business have been disclosed separately as discontinued operation as required by Ind AS 105. Consequently, the Company's Statement of Profit and Loss for the year ended March 31, 2023 presented pertains to its continuing operations only and for that purpose the Statement of Profit and Loss for the year ended March 31, 2022 and March 31, 2021 has been restated accordingly.

Results of the Discontinued business (EV Battery business) for the year are presented below:

Particulars	For the period ended		
	March 31,2023 (up to October 31, 2022)	March 31, 2022	March 31, 2021
INCOME			
Revenue from operations	504.87	623.05	389.89
Other Income	-	-	-
Total Income (A)	504.87	623.05	389.89

(All amounts are in INR Millions, unless otherwise stated)

EXPENSES			
Cost of Material Consumed	465.16	561.25	368.68
Employee Benefits Expenses	90.03	98.48	99.49
Manufacturing Expenses	15.01	18.04	10.87
Finance Costs	29.28	24.42	20.76
Depreciation and amortization expenses	25.90	39.73	29.34
Other Expenses*	88.87	82.25	57.42
R&D Expenses	37.22	51.45	65.55
Total Expenses (B)	751.46	875.64	652.11
Profit / (Loss) for the year (A-B)	**(246.59)**	**(252.59)**	**(262.22)**

*Other Expenses includes Custom duty expnses including penalty. The Holding Company has imported Lithium ion cells module on concessional rate of duty @5% BCD availing the benefits of S.No. 527 Cus. Not. No. 50/2017. However, as per the Custom department the combined cell module is a battery pack and S.No. 527 Cus. Not.50/2017 is for Lithium Cells only. Therefore, the BCD rate is 10%. Hence, the Holding Company has paid the Differential Duty of 5% (Rs. 27.74 millions) + Interest (Rs. 9.65 millions) + penalty to the Customs (Rs. 4.16 millions).

Net Cash flow attributable to Discontinued business (EV Battery business) are as follows:

Particulars	FY 2022-23
Net cash generated from operating activities (A)	(251.80)
Net cash used in investing activities (B)	241.55
Net cash used in financing activities (C)	10.24
Net (Decrease) / Increase in cash and cash equivalents (A+B+C)	-
Cash and cash equivalents at the beginning of the year	-
Cash and cash equivalents at the end of the year	-

63 Materiality Uncertainty - In case of step down subsidiary Horizon Tele Systems Sdn Bhd - Malaysia

The company has prepared its financial statements by applying the going concern assumption notwithstanding that the company has shareholder's deficit in net assets of Rs. 5.54 millions as at 31st March 2023 (Rs, 8.77 millions as at 31st March 2022 and Rs. 42.44 millions as at 31st March 2021). The ability of the company to continue as a going concern is dependent upon the continued financial support from director. The financial statements of the company do not include any adjustments relating to the amounts and classification of assets and liabilities that might be necessary should be company be unable to continue as a going concern.

The appropriateness of preparing the financial statements of the Company as going concern basis is dependent on the continuous financial support from its Holding Company Exicom Tele Systems (Singapore) Pte Ltd.

64 Balance Confirmation

The Group has a system of obtaining periodic confirmation of balances from banks, trade receivables/payables, advance to vendor and other parties. The balance confirmation letters as referred in the Standard on Auditing (SA) 505 (Revised) 'External Confirmations', were sent to banks and parties and certain parties' balances are subject to confirmation/reconciliation. Adjustments, if any will be accounted for on confirmation/reconciliation of the same, which in the opinion of the management will not have a material impact.

65 Other Statutory Information: -

(i) The title deeds of all the immovable properties, (other than immovable properties where the Group is the lessee and the lease agreements are duly executed in favour of the Group) disclosed in the restated consolidated financial statements included in property, plant and equipment and Right of Use Assets are held in the name of the Group as at the balance sheet date

(ii) The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

(iii) The Group does not have any investment in properties.

(iv) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

(v) The Group has not advanced any loans or advances in the nature of loans to specified persons viz. promoters, directors, KMPs, related parties; which are repayable on demand or where the agreement does not specify any terms or period of repayment.

(vi) The Group has utilised funds raised from issue of securities or borrowings from banks for the specific purposes for which they were issued/taken.

(vii) The Group has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets and the quarterly returns or statements filed by the Group with such banks or financial institutions are in agreement with the books of account of the Group except as mentioned hereunder:

For FY 2022-23

In Case of Holding Company

Qtr ending	Bank Name	Particulars	Amount as per Unaudited Books of Accounts	Amount as reported in the quarterly return/statement	Difference	Reason for Discrepancies
30-Jun-22	IDBI Bank/Punjab National Bank/State Bank of India	Trade Receivables	1,223.10	1,230.80	(7.70)	Due to re-classification and netting off with other balances
		Inventory	1,283.97	1,283.97	-	
30-Sep-22		Trade Receivables	1,251.53	1,350.52	(98.99)	Due to re-classification and netting off with other balances
		Inventory	1,248.37	1,248.28	0.09	Reported amount is gross of provision for inventory.
31-Dec-22		Trade Receivables	1,118.55	1,282.28	(163.72)	Due to re-classification and netting off with other balances
		Inventory	1,107.19	1,142.10	(34.90)	Reported amount is gross of provision for inventory.

In Case of Subsidiary Company

Qtr ending	Bank Name	Particulars	Amount as per Unaudited Books of Accounts	Amount as reported in the quarterly return/statement	Difference	Reason for Discrepancies
30-Jun-22	Bank of Baroda	Trade Receivables	4.64	4.74	(0.09)	
		Inventory	10.10	10.04	0.06	Due to Negative Stocks Adjusted
30-Sep-22		Trade Receivables	4.64	3.78	0.87	Due to Invoice raised later
		Inventory	8.81	9.26	(0.45)	Due to Negative Stocks Adjusted
31-Dec-22		Trade Receivables	3.92	3.87	0.05	Due to TDS Receivable entry
		Inventory	9.63	9.78	(0.15)	Due to Negative Stocks Adjusted
31-Mar-23		Trade Receivables	1.44	3.57	(2.13)	Due to missing Payment entry.
		Inventory	10.35	9.42	0.93	Reported amount is gross of provision for inventory.

For FY 2021-22

In Case of Holding Company

Qtr ending	Bank Name	Particulars	Amount as per Unaudited Books of Accounts	Amount as reported in the quarterly return/statement	Difference	Reason for Discrepancies
30-Jun-21	IDBI Bank/Punjab National Bank/State Bank of India	Trade Receivables	1,189.46	1,196.92	(7.46)	Due to re-classification and netting off with other balances
		Inventory	1,074.32	1,145.00	(70.68)	Reported amount is gross of provision for inventory.
30-Sep-21		Trade Receivables	1,123.56	1,129.97	(6.41)	Due to re-classification and netting off with other balances
		Inventory	950.30	1,018.19	(67.89)	Reported amount is gross of provision for inventory.
31-Dec-21		Trade Receivables	1,166.08	1,144.10	21.99	Due to re-classification and netting off with other balances
		Inventory	1,090.58	1,157.89	(67.30)	Reported amount is gross of provision for inventory.
31-Mar-22		Trade Receivables	1,173.84	1,140.54	33.30	Due to re-classification and netting off with other balances
		Inventory	1,275.77	1,270.18	5.60	Reported amount is gross of provision for inventory.

(viii) The Group has not been declared as a wilful defaulter by any lender who has powers to declare a company as a wilful defaulter at any time during the financial year or after the end of reporting period but before the date when restated consolidated financial statements are approved.

(ix) Struck off Companies: Details of relationship with Companies struck off under Section 248 of Companies Act, 2013 or Section 560 of the Companies Act, 1956:

(All amounts are in INR Millions, unless otherwise stated)

for FY 2022-23

Name of the Company	Nature of Transaction	Balance Outstanding as at March 31, 2023	Relationship with the Struck off Company	Balance Outstanding as at March 31, 2022	Relationship with the Struck off Company
Curinnov Services Private Limited (CIN: U74140DL2014PTC273755)	Business Promotion Expenses	-	-	-	-
PB Enterprises Private Limited (CIN: U55101MH2012PTC227880	Freight & Cartage/ Postage Expense	0.04	-	-	-
Khosla Capital Solutions Private Limited (CIN: U74140DL2014PTC266132)	Trade Receivable (Mobility supply)	0.03	-	-	-
Seine Product Design Private Limited (CIN: U29222KA2014PTC075193)	Trade Receivable (Sale of Products)	0.01	-	0.01	-
Corrado Consultants Private Limited (CIN: U74140HR2011PTC043822)	Professioal Fees	-	-	-	-
S R Telepower Services Private Limited (CIN: U93000BR2014PTC022276)	Trade Payable (ESS Services)	-	-	-	-
ASSAR Networks(OPC) Private Limited (CIN: U74999UP2016OPC088329)	Advance to Supplier	-	-	-	-

for FY 2021-22

Name of the Company	Nature of Transaction	Balance Outstanding as at March 31, 2022	Relationship with the Struck off Company	Balance Outstanding as at March 31, 2021	Relationship with the Struck off Company
Corrado Consultants Private Limited (CIN: U74140HR2011PTC043822)	Professioal Fees	-	-	-	-
S R Telepower Services Private Limited (CIN: U93000BR2014PTC022276)	Trade Payable (ESS Services)	-	-	-	-
ASSAR Networks(OPC) Pvt Ltd (CIN: U74999UP2016OPC088329)	Advance to Supplier	-	-	-	-
Seine Product Design Private Limited (CIN: U29222KA2014PTC075193)	Trade Receivable (Sale of Products)	0.01	-	0.01	-

for FY 2020-21

Name of the Company	Nature of Transaction	Balance Outstanding as at March 31, 2021	Relationship with the Struck off Company	Balance Outstanding as at March 31, 2020	Relationship with the Struck off Company
Corrado Consultants Private Limited (CIN: U74140HR2011PTC043822)	Professioal Fees	-	-	-	-
S R Telepower Services Private Limited (CIN: U93000BR2014PTC022276)	Trade Payable (ESS Services)	-	-	-	-
ASSAR Networks(OPC) Pvt Ltd (CIN: U74999UP2016OPC088329)	Advance to Supplier	-	-	-	-
Seine Product Design Private Limited (CIN: U29222KA2014PTC075193)	Trade Receivable (Sale of Products)	0.01	-	0.01	-

(x) The Group does not have any transaction which is not recorded in the books of accounts but has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(xi) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(xii) The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

(xiii) The Group does not have any charges or satisfaction which is yet to be registered with the Registrar of Companies (ROC) beyond the statutory period.

(xiv) The Group 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 Group shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(xv) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(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.

66 **66.1** Previous year's figures have been regrouped and reclassified wherever necessary to confirm current year classification / presentation.

66.2 Figures represnting 0.00 millions are below Rs. 5000

As per our report of even date

For Khandelwal Jain & Co.
Chartered Accountants
Firm Registration No. 105049W

Naveen Jain
Partner
Membership No. 511596

Place: Gurugram
Date: September 15, 2023

For and on behalf of the Board of Directors

Anant Nahata
Managing Director Cum CEO
DIN:02216037

Subhash Chander Rustgi
Director
DIN:06922968

Sangeeta Karnatak
Company Secretary
M.No. 25216

Shiraz Khanna
Chief Financial Officer
PAN: AEZPK3682F

(All amounts are in INR millions , unless otherwise stated)

Summarized below are the restatement adjustments made to equity as at 31 March 2023, 31 March 2022 and 31 March 2021, and their consequential impact on the equity of the Group:

	As at		
	March 31, 2023	**March 31, 2022**	**March 31, 2021**
A. Total Equity as per Consolidated Ind AS Financial Statements	**2,319.99**	**2,198.98**	**2,133.49**
B. Adjustement :			
Material restatement adjustments			
(i) Audit qualification	-	-	-
(ii) Adjustments due to prior period items / other adjustments			
- Income tax expenses for earlier years	-	17.57	2.00
- Difference on account of Ind AS 19 (Employee Benefit Expenses)	-	(1.28)	(1.45)
- Difference on account of Ind AS 19 (Finance Costs)	-	(0.10)	-
- Difference on account of Ind AS 19 (OCI)	-	0.26	-
(iii) Defrred tax impact on adjustment (i) and (ii), as applicable	-	0.29	0.38
C . Total impact of adjustments in (i+ii)	-	16.74	0.93
D. Total Equity as per restated consolidated financial information (A+C)	**2,319.99**	**2,215.72**	**2,134.42**

Summarized below are the restatement adjustments made to the net profit after tax for the years ended 31 March 2023, 31 March 2022 and 31 March 2021, and their impact on the profit / (loss) of the Group:

	For the year ended		
	March 31, 2023	**March 31, 2022**	**March 31, 2021**
A. Net profit after tax as per Consolidated Ind AS Financial Statements	**80.15**	**35.89**	**(65.38)**
B. Adjustement :			
Material restatement adjustments			
(i) Audit qualification	-	-	-
(ii) Adjustments due to prior period items / other adjustments			
- Income tax expenses for earlier years	-17.57	0.33	97.07
- Income tax	-	15.24	3.90
- Difference on account of Ind AS 19 (Employee Benefit Expenses)	1.28	0.17	-1.45
- Difference on account of Ind AS 19 (Finance Costs)	0.10	-0.10	-
(iii) Defrred tax impact on adjustment (i) and (ii), as applicable	-0.25	-0.15	0.38
C . Total impact of adjustments in (i+ii)	-16.44	15.49	99.89
D. Net Profit after tax as per restated consolidated financial information (A+C)	**63.70**	**51.37**	**34.51**

Note to adjustment:

1. Adjustments for audit qualification: None

2. Material regrouping

Appropriate adjustments have been made in the restated consolidated financial information, wherever required, by a resclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the Division II Ind AS Schedule III of the Companies Act, 2013 ('the Act') and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (as amended). Accordingly, the Group has presented the Restated consolidated financial information as at and for the year ended 31 March 2023, 31 March 2022 and 31 March 2021 following the requirements of Schedule III of the Act.

3. Material restatement adjustments

Difference on account of change in Income tax expenses for earlier years.

4. Non-Adjusting Items:

a. Qualifications and Emphasis of Matters in the Auditors' report which do not require any corrective adjustments in the Restated Financial Information

There are no audit qualification in Auditor's reports on the consolidated financial statements for year ended March 31, 2023 and financial years ended March 31, 2022 and March 31, 2021.

b. Emphasis of Matters for the respective years, which do not require any adjustments in the Restated Consolidated Summary Statements are as follows:
(i) Emphasis of matter for the year ended March 31, 2023 – Nil
(ii) Emphasis of matter for the year ended March 31, 2022 – Nil
(iii) Emphasis of matter for the year ended March 31, 2021 -
We draw attention to Note 57 of the standalone financial statements, which describes the management evaluation of COVID-19 impact on performance of the Company, which also depend on future developments that are uncertain. Our opinion is not modified in respect of this matter.

c. Audit Qualifications in Annexure to Auditors' Report, which do not require any corrective adjustments in the Restated Consolidated Financial Information
In addition to the audit opinion on the financial statements, the auditors are required to comment upon the matters included in the Companies (Auditor's Report) Order, 2016 ('CARO') issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013 for the years ended March 31, 2023, March 31, 2022 and March 31, 2021. Certain statements/comments included in the annexure to the Auditors' report on the financial statements (i.e. CARO), which do not require any adjustments in the Restated Consolidated Financial Information are reproduced below in respect of the financial statements presented

Financial Year 2022-23

Clause (ii)(b)
According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at points of time during the year, from banks or financial institutions on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns and statements filed by the Company with such banks or financial institutions are in agreement with the unaudited books of account of the Company, of the respective quarters, except for the following:

				(Rs. in Millions)
Quarter ending	**Particulars**	**Amount as per Unaudited Books of Accounts**	**Amount as reported in the quarterly return/statement**	**Difference**
30-06-2022	Trade Receivables	1,223.10	1,230.80	(7.70)
	Inventory	1,283.97	1,283.97	-
30-09-2022	Trade Receivables	1,251.53	1,350.52	(98.99)
	Inventory	1,248.37	1,248.28	0.09
31-12-2022	Trade Receivables	1,118.55	1,282.28	(163.72)
	Inventory	1,107.19	1,142.10	(34.90)

Clause (vii)(b)
According to the information and explanations given to us, the dues which have not been deposited on account of disputes and the forum where the dispute is pending, are as under:

					Rs. in Millions
SL. No.	**Name of the Statute**	**Nature of Dues**	**Period to which the Amount Relates (Financial year)**	**Amounts**	**Forum where dispute is Pending**
1	The Custom Duty	Custom Duty	1994-95 and 1995-96	0.69	Asstt. Commissioner, Custom Mumbai
2	State Sales Tax, Patna	Sales Tax	2014-15 and 2015-16	13.71	Additional Commissioner, Appeal Patna
3	State Sales Tax, Uttar Pradesh	Sales Tax	2011-12, 2012-13 and 2013-14	13.41	Supreme Court

Financial Year 2021-22

Clause (ii)(b)
According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at points of time during the year, from banks or financial institutions on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns and statements filed by the Company with such banks or financial institutions are in agreement with the unaudited books of account of the Company, of the respective quarters, except for the following:

				(Rs. in Millions)
Qtr ending	**Particulars**	**Amount as per Unaudited Books of Accounts**	**Amount as reported in the quarterly return/statement**	**Difference**
30-06-2021	Trade Receivables	1,186.96	1,194.42	(7.46)
	Inventory	1,064.83	1,135.51	(70.68)
30-09-2021	Trade Receivables	1,122.29	1,128.70	(6.41)
	Inventory	941.20	1,009.09	(67.89)
31-12-2021	Trade Receivables	1,163.20	1,141.21	21.99
	Inventory	1,081.73	1,149.03	(67.30)
31-03-2022	Trade Receivables	1,171.50	1,138.20	33.30
	Inventory	1,266.32	1,260.72	5.60

Clause (vii)

(b) According to the information and explanations given to us, the dues which have not been deposited on account of disputes and the forum where the dispute is pending, are as under:

					Rs. in Millions
Sl. No.	**Name of the Statute**	**Nature of Dues**	**Period to which the Amount Relates (Financial year)**	**Amounts**	**Forum where dispute is Pending**
1	The Custom Duty	Custom Duty	1994-95 and 1995-96	0.69	Asstt. Commissioner, Custom Mumbai

Clause (xviii)

The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year the Company has incurred cash losses of Rs. 169.01 millions.

Financial Year 2020-21

Clause (vii) (b)

According to the information and explanations given to us, the dues which have not been deposited on account of disputes and the forum where the dispute is pending, are as under:

					Rs. in Millions
SL. No.	**Name of the Statute**	**Nature of Dues**	**Period to which the Amount Relates (Financial year)**	**Amounts**	**Forum where dispute is Pending**
1	The Custom Duty	Custom Duty	1994-95 and 1995-96	0.69	Asstt. Commissioner, Custom Mumbai

(d) Audit Qualifications in Annexure to Auditors' Report of Indian Subsidiary Company, which do not require any corrective adjustments in the Restated Consolidated Financial Information

In the standalone audited financial statements of the subsidiaries for the years ended March 31, 2023, March 31, 2022 and March 31, 2021, auditors were required to comment upon the matters included in the Companies (Auditor's Report) Order, 2020 ("the CARO 2020")/ Companies (Auditor's Report) Order, 2016 ("the CARO 2016 Order") (as applicable) issued by the Central Government of India under sub-section (11) of Section 143 of Companies Act, 2013 for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 respectively. Restated consolidated Financial Information does not contain any qualifications requiring adjustments. However certain qualifications/ comments included in the CARO in the standalone financial statements, which do not require any corrective adjustments in the Restated Consolidated Financial Information are reproduced below in relation to subsidiaries:

Energywin Technologies Private Limited

Financial Year 2022-23

Clause(xvii)
The Company has incurred cash losses of Rs. 25.45 millions in the current financial year and Rs. 29.05 millions in the immediately preceding financial year

Financial Year 2021-22

Clause(xvii)
The Company has incurred cash losses of Rs. 29.05 millions in the current financial year and Rs. 38.38 millions in the immediately preceding financial year.

(e) Material Uncertainty Related to Going Concern which do not require any corrective adjustments in the Restated Financial Information:

HORIZON Tele System SDN BHD

Financial Year 2022-23

We draw attentions to note 3 in financial statements which indicates that there is deficit in net assets of Rs. 5.54 millions as at 31 march 2023 as stated in note these event or conditions along with other matters as set in forth in note 3 indicates that a material uncertainty exits that may cast significant doubt on the company ability to continue as going concern. Our opinion is not modified in respect of this matter.

Financial Year 2021-22

We draw attentions to note 3 in financial statements which indicates that there is deficit in net assets of Rs. 8.77 millions as at 31 march 2022 as stated in note these event or conditions along with other matters as set in forth in note 3 indicates that a material uncertainty exits that may cast significant doubt on the company ability to continue as going concern. Our opinion is not modified in respect of this matter.

Financial Year 2020-21

We draw attentions to note 3 in financial statements which indicates that there is deficit in net assets of Rs. 42.44 millions as at 31 march 2021 as stated in note these event or conditions along with other matters as set in forth in note 3 indicates that a material uncertainty exits that may cast significant doubt on the company ability to continue as going concern. Our opinion is not modified in respect of this matter.

OTHER FINANCIAL INFORMATION

The audited standalone financial statements of our Company and its Material Subsidiary as identified in accordance with the SEBI ICDR Regulations, *i.e*. Exicom Tele-Systems (Singapore) Pte. Ltd. for the Financial Years ended March 31, 2023, March 31, 2022, and March 31, 2021, together with all the annexures, schedules and notes thereto (collectively, the "**Audited Standalone Financial Statements**") are available at https://www.exicom.in/investors.html. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Standalone Financial Statements and the reports thereon do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Standalone Financial Statements and the reports thereon should not be considered as part of information that any investor should consider to subscribe for or purchase any securities of our Company, its Subsidiaries or any entity in which it or its shareholders have significant influence (collectively, the "**Group**") and should not be relied upon or used as a basis for any investment decision. None of the Group or any of its advisors, nor the BRLMs or the Promoter Selling Shareholder, 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 Standalone Financial Statements, or the opinions expressed therein.

The details of accounting ratios derived from our Restated Consolidated Financial Information required to be disclosed under the SEBI ICDR Regulations are set forth below:

(₹ in million, unless mentioned otherwise)

Particulars	For Financial Year		
	2023	2022	2021
Basic and diluted Earnings per share from continuing and discontinued operations			
Restated profit for the period/year from continuing operation after tax (A)	310.31	303.95	126.76
Restated profit for the period/year from discontinued operations after tax (B)	(246.59)	(252.59)	(92.26)
Restated profit for the period/year from continuing and discontinued operations after tax (C = A+B)	63.72	51.36	34.50
Weighted average number of equity shares in calculating basic EPS (D)	91,926,760	91,926,760	91,926,760
Weighted average number of equity shares in calculating diluted EPS (E)	92,630,985	92,630,985	92,630,985
Basic earnings per share (in Rs) (F = C/D)	0.69	0.56	0.38
Diluted earnings per share (in Rs) (G = C/E)	0.69	0.56	0.38
Basic and diluted Earnings per share From continuing operation:			
Restated profit for the period/year from continuing operations after tax (A)	310.31	303.95	126.76
Weighted average number of equity shares in calculating basic EPS (B)	91,926,760	91,926,760	91,926,760
Weighted average number of equity shares in calculating diluted EPS (C)	92,630,985	92,630,985	92,630,985
Basic earnings per share (in Rs) (D = A/B)	3.38	3.31	1.38
Diluted earnings per share (in Rs) (E = A/C)	3.38	3.31	1.38
Return on Net Worth (continuing and discontinued operations)			
Total Net Worth (A)	2,319.99	2,215.72	2,134.42
Restated profit for the period/year from continuing operations after tax	310.31	303.95	126.76
Restated profit for the period/year from discontinued operations after tax	(246.59)	(252.59)	(92.26)

Particulars	For Financial Year		
	2023	2022	2021
Restated profit for the period/year from continuing and discontinuing operations after tax (B)	63.72	51.36	34.50
Return on Net Worth (C = B/A) (%)	2.75	2.32	1.62
Return on Net Worth From continuing operations			
Total Net Worth (A)	2,319.99	2,215.72	2,134.42
Restated profit for the period/year from continuing operations after tax (B)	310.31	303.95	126.76
Return on Net Worth (C = B/A) (%)	13.38	13.72	5.94
Net Asset Value per Equity Share			
Total Net Worth (A)	2,319.99	2,215.72	2,134.42
Number of equity shares outstanding at the end of the year(B)	91,926,760	91,926,760	91,926,760
Net Asset Value per Equity Share (basic) (D = A/B) (in Rs)	25.24	24.10	23.22
EBITDA	524.37	674.21	295.15
EBITDA Margin (%)	7.41	8.00	5.75

Notes:

The ratios on the basis of Restated Consolidated Financial Information have been computed as below:

1. *Basic earnings per share (₹) = Net profit after tax (from continuing operations/from continuing and discontinued operations, as the case may be) attributable to owners of the Company, as restated divided by Weighted average number of equity shares outstanding during the year*
2. *Diluted Earnings per share (₹) = Net profit after tax (from continuing operations/from continuing and discontinued operations, as the case may be)attributable to owners of the Company, as restated divided by Weighted average number of potential Equity Shares outstanding during the year*
3. *As required under Ind AS 33 "Earning per share', the above bonus shares are retrospectively considered for the computation of weighted average number of Equity Shares outstanding during the period, in accordance with Ind AS 33.*
4. *RoNW (%) = Net Profit after tax from continuing and discontinued operations attributable to the owners of the Company for the year/period, as restated divided by net worth as at the end of the respective year/period.*
5. *RoNW (%) = Net Profit after tax from continuing operations attributable to the owners of the Company for the year/period, as restated divided by net worth as at the end of the respective year/period.*
6. *Net worth means equity share capital plus other equity*
7. *Net asset value per equity share represents total Net Worth as at the end of the fiscal year/ period, as restated, divided by the number of Equity Shares outstanding at the end of the year/ period Net worth means equity share capital plus other equity*
8. *Subsequent to March 31, 2023, our Company undertook a bonus issue of Equity Shares in the proportion of 11 Equity Shares for every one Equity Share held by the Shareholders as on the record date as September 15, 2023, pursuant to resolutions dated September 15, 2023 and September 16, 2023 passed by our Board and Shareholders, respectively and the calculation of earnings per share (basic and diluted) and net assets value per equity shares takes into consideration such bonus issue*
9. *EBITDA is calculated as profit / (loss) for the period / year, plus total tax expense (credit) for the period / year, finance costs and depreciation and amortization expenses, excluding other Income.*

See "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Financial Measures***" on page 367.

Related Party Transactions

For details of the related party transactions for the Financial Years 2023, 2022 and 2021, see "***Other Financial Information – Note 50 – Related Party Disclosures***" on page 324.

FINANCIAL INDEBTEDNESS

Our Company and our Subsidiaries avail credit facilities in their ordinary course of business for meeting their working capital requirements and business requirements. For details regarding the borrowing powers of our Board, see "***Our Management – Borrowing Powers***" on page 249.

The details of aggregate indebtedness of our Company and our Subsidiaries as on August 31, 2023 are provided below:

(₹ in million)

Category of borrowing^	Sanctioned amount	Outstanding amount as on August 31, 2023*
Fund based facilities		
Working Capital Limits (CC Limits)	490.00	372.82
GECL Term Loan	83.49	80.16
Auto loan	1.83	1.46
Inter corporate deposit	50.00	50.00
6% Non Convertible Debentures	250.00	250.00
Non-fund based facilities		
Letter of Credit	300.00	69.91
Bank Guarantee	360.00	399.40
Total borrowings	**1,535.32**	**1,223.75**

* *As certified by the Statutory Auditors, Khandelwal Jain & Co., Chartered Accountants, pursuant to certificate dated September 27, 2023*

^ *As on date of issuance of this certificate the subsidiary (Energywin Technologies Private Limited) has been divested with effect from September 7, 2023. Accordingly financial indebtedness of this subsidiary as on August 31, 2023 has not been considered in above table.*

Key terms of borrowings availed by our Company

The details provided below are indicative and there may be additional terms, conditions and requirements under the various borrowing arrangements entered into by our Company.

Tenor and interest rate: The tenor of the working capital facilities and guarantee emergency credit line ("**GECL**") facilities availed by our Company typically ranges from 12 months to five years. The working capital facilities and GECL facilities availed by our Company have interest rates varying from 7.25% p.a. to 11.80% p.a.

Security: In accordance with the terms of our borrowings requiring security to be created, we are typically required to:

(a) create security by way of first pari passu charge on our Company's current assets by way of hypothecation (both present and future);

(b) create security by way of first pari passu charge on movable and immovable fixed assets of our Company;

(c) create security by way of hypothecation on our Company's present, future stocks and receivable, plant and machinery on a pari passu basis; and

(d) personal/ corporate guarantee provided by (i) Anant Nahata, our individual Promoter; (ii) Mahendra Nahata, member of the Promoter Group; (iii) HFCL Limited, a member of our Promoter Group and a Group Company; and (iv) Exicom Energy Solutions Private Limited, a member of our Promoter Group and a Group Company, provided in favour of Punjab National Bank, IDBI Bank Limited and State Bank of India for certain borrowings availed by our Company.

Prepayment: The working capital facilities and GECL facilities availed by our Company typically do not have prepayment provisions.

Repayment: The repayment period for working capital facilities and GECL facilities is typically on demand and for 48 to 60 months (including a moratorium of 12 to 24 months), respectively.

Restrictive covenants: Borrowing arrangements entered into by our Company typically contain various restrictive conditions and covenants mandating either the prior written consent and/or an intimation to our lenders in respect of certain corporate actions. An indicative list of such covenants is set forth below.

(a) any change in the capital structure, shareholding pattern, ownership, management, or control, including any dilution in shareholding of our Promoters;

(b) undertake any merger/amalgamation/compromise or reconstruction;

(c) amending our constitutional documents including our Memorandum of Association or Articles of Association;

(d) entering into borrowing arrangements with other banks;

(e) effect any change in the practice of remuneration or commission given to the Directors; and

(f) undertaking any trading activity other than the sale of products arising out of its own manufacturing.

Events of default: In terms of the borrowing arrangements entered into by our Company, the occurrence of, *inter alia*, any of the following, constitutes an event of default:

(a) non-payment or default in payment of principal and/or interest due on the loan obligation;

(b) breach of any representation, warranty or covenant contained under the terms of the relevant borrowing arrangement;

(c) cross-default under other borrowings of our Company;

(d) change in control of the Company;

(e) voluntary or involuntary proceedings under the IBC or dissolution of the Company;

(f) occurrence of any material adverse change in our Company's operation; and

(g) creation of any matter of interest in the security.

Consequences of events of default: In terms of our borrowing arrangements, the following, *inter alia*, are the consequences of occurrence of events of default, whereby our lenders may:

(a) terminate the sanctioned facilities;

(b) seek immediate repayments of the facilities;

(c) suspend further access/drawals; and

(d) enforce their security interest without any notice.

This is an indicative list and there may be additional terms that may require the consent of the relevant lender, the breach of which may amount to an event of default under various borrowing arrangements entered into by our Company, and the same may lead to consequences other than those stated above.

We have obtained the necessary consents required under the relevant loan documentation for undertaking activities in relation to the Offer. For further details of financial and other covenants required to be complied with in relation to our borrowings, see "***Risk Factors – Internal Risk Factors - Our inability to meet our obligations, including financial and other covenants under our debt financing arrangements could adversely affect our business and results of operations.***" on page 49.

Key terms of our non-convertible debentures

Our Company has issued 234,741 unsecured non-convertible debentures ("**NCDs**") to NextWave Communications Private Limited on August 11, 2023 at an issue price of ₹ 1,065 each each. As per the terms of the NCDs, they carry a coupon rate of 6% per annum payable quarterly for a tenor of seven years.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalisation as at March 31, 2023, derived from our Restated Consolidated Financial Information and as adjusted for the Offer. This table below 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***", beginning on pages 28, 266 and 348, respectively.

(₹ in million, except ratios)

Particulars	Pre-Offer as at March 31, 2023	As adjusted for the proposed Offer#
Borrowings		
Non-current borrowings (including current maturity)* (A)	833.23	[●]
Current borrowings* (B)	345.91	[●]
Total Borrowings (C) = (A+B)	**1,179.14**	[●]
Equity		
Equity share capital*	72.30	[●]
Other equity*	2,247.69	[●]
Total Equity (D)	**2,319.99**	[●]
Capitalisation (C) + (D)	**3499.13**	[●]
Non-current borrowings / Total Equity ratio (A/D) (%)	35.92	[●]
Total borrowings / Total Equity ratio (C/D) (%)	50.83	[●]

Notes:

* *These terms shall carry the meaning as per Schedule III of the Companies Act (as amended).*

\# *The corresponding post Offer capitalization data is not determinable at this stage pending the completion of the Book Building Process and hence have not been furnished. To be updated upon finalization of the Offer Price.*

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*You should read the following discussion in conjunction with our Restated Consolidated Financial Information included herein as of and for the Financial Years 2023, 2022 and 2021, including the related notes, schedules and annexures. Our Restated Consolidated Financial Information have been prepared in accordance with Ind AS and restated in accordance with the requirements of Section 26 of the Companies Act, 2013, the SEBI ICDR Regulations and the Guidance Note. Ind AS differs in certain material respects from IFRS and US GAAP. See "**Risk Factors – External Risk Factors – Risks Related to India – Significant differences exist between Ind AS and other accounting principles, such as Indian Generally Accepted Accounting Principles, U.S. Generally Accepted Accounting Principles and International Financial Reporting Standards, which may be material to investors' assessments of our financial condition.**" on page 68.*

*Our Financial Year commences on April 1 and ends on March 31 of each year, and all references to a particular Financial Year are to the 12 months ended March 31 of that year. Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our "**Financial Information**" beginning on page 266.*

*We have exclusively commissioned and paid for the services of independent third party research agency, CRISIL for the purposes of confirming our understanding of the industry in connection with the Offer, and have relied on the report titled "Industry Report on EV Chargers, Telecom Power, Telecom & Data Centre Energy Storage Systems" dated September 2023 (the "**CRISIL Report**"), for industry related data in this Draft Red Herring Prospectus, including in the sections "**Industry Overview**", "**Our Business**" and "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on pages 150, 192 and 348, respectively. We officially engaged CRISIL in connection with the preparation of the CRISIL Report pursuant to an engagement letter dated June 29, 2023. The CRISIL Report will be available on the website of our Company at https://www.exicom.in/investors.html from the date of this Draft Red Herring Prospectus till the Bid/Offer Closing Date, and has also been included in "**Material Contracts and Documents for Inspection – Material Documents**" on page 457. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer), that has been left out or changed in any manner. Unless otherwise indicated, all financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year, refers to such information for the relevant financial year.*

*This discussion contains forward-looking statements that involve risks and uncertainties and reflects our current view with respect to future events and financial performance. Actual results may differ from those anticipated in these forward-looking statements as a result of factors such as those set forth under "**Forward-looking Statements**" and "**Risk Factors**" on pages 18 and 28, respectively.*

Overview

Incorporated in 1994, we are an India headquartered power management solutions provider, operating under two business verticals, (i) our electric vehicle supply equipment ("**EV Charger(s)**") solutions business, wherein we provide smart charging systems with innovative technology for residential, business, and public charging use in India ("**EV Charger Business**"); and (ii) our critical power solutions business, wherein we design, manufacture and service critical digital infrastructure technology to deliver overall energy management at telecommunications sites and enterprise environments in India and overseas ("**Critical Power Business**"). We were amongst the first entrants in the EV Chargers manufacturing segment in India and as of March 31, 2023, we are amongst the market leaders, with a market share of 60% and 25% in the residential and public charging segments, respectively (*Source: CRISIL Report*). Furthermore, in our Critical Power Business, we occupy a market share of 16% in the DC Power Systems market and are recognized as a leading player in the market for Li-ion Batteries for application in the telecommunications sector, having a market share of approximately 10% as of March 31, 2023 (*Source: CRISIL Report*).

We aim to be an impact business contributing to the sustainable energy transition by enabling electrification of transportation, and energy stability of digital communication infrastructure.

EV Charger Business

We leveraged our nearly three decades of domain experience and know-how in power conversion, energy management and de-carbonization solutions, along with tapping into our existing manufacturing and supply chain operations, to commence our EV Charger Business in 2019, which provides smart electric vehicle ("**EV**") charging products and solutions. We are guided by our overall objective of making EV chargers simple to use, future-proof and efficient over their life-cycle. Our EV Charger Business provides slow charging solutions, i.e., AC chargers primarily for residential use, as well as fast charging solutions, i.e., DC chargers for business and 'public charging' networks in cities and on highways to a diverse customer base, including established automotive OEMs (passenger cars as well as EV buses), charge point operators ("**CPOs**"), and fleet aggregators. Our EV charging products are compliant with global standards such as CE, as well as with Indian certification requirements such as the regulatory compliances set by Automotive Research Association of India ("**ARAI**"). As of March 31, 2023, we had deployed over 35,000 EV chargers across 400 locations in India (*Source: CRISIL Report*). We endeavour to differentiate our EV Chargers by focussing on form factor, performance, and ability to work in harsh environmental and electrical conditions, with an emphasis on achieving increased indigenization.

Driven by a global focus on energy transition and the decreasing manufacturing costs, the world of transportation is experiencing an accelerated shift towards electrification (*Source: CRISIL Report*). As per the CRISIL Report, the Indian EV industry is one of the fastest growing markets in the world with growth of over 130% from Financial Year ended March 31, 2022 (despite lack of FAME demand incentive, albeit on a lower base). EV penetration is expected to grow across vehicle segments, i.e., two-wheelers ("**2W**"), three- wheelers ("**3W**"), passenger vehicles ("**PVs**"), buses and commercial vehicles. The EV PV and bus market is estimated to grow by nine times between Financial Year ended March 31, 2023 and Financial Year ended March 31, 2028, at a CAGR of 50% to 60% with 8% to 10% EV penetration, while the electric bus market is estimated to achieve penetration of 14% to 16% by Financial Year ended March 31, 2028, which translates into growth at a CAGR of 55% to 60% (*Source: CRISIL Report*). To support this shift towards EVs, the EV charging network will need to ramp up its capacity, presenting a significant, industry-wide market opportunity for EV charging products with a projected total addressable market ("**TAM**") of ₹ 86.00 billion by Financial Year ended March 31, 2028 in India (*Source: CRISIL Report*). Globally, according to CRISIL, EV charging market for public chargers is projected to grow from an estimated 2.61 million units in 2022 to 16.39 million units by 2027, at a CAGR of 44.40%. As per the CRISIL Report, there is a growing focus on expanding the charging infrastructure network across India as public charging stations are being installed in cities, highways, and commercial areas, and adoption fast charging technologies, such as DC fast charging, is increasing. By designing and manufacturing EV Chargers for residential, business, and public use, we aim to provide products to lay the infrastructure required to meet the demands of growing EV ownership in India.

Critical Power Business

Our Critical Power Business delivers overall energy management at telecommunications sites and enterprise environments. Under this business vertical, we offer a diversified portfolio of DC power conversion systems ("**DC Power Systems**") and Li-ion based energy storage solutions to deliver back-up power during grid interruptions ("**Li-ion Batteries**" or "**ESS**") and have deployments in India, South East Asia and Africa. Our DC Power Systems are typically customized to customers' specifications for use cases at telecommunications sites, including at large central offices, renewable hybrid sites, base station sites (independent or shared) and small cell/Wi-Fi sites. As on the date of this Draft Red Herring Prospectus, we have achieved deployment of our DC Power Systems across 15 countries in South East Asia and Africa. Our Li-ion Batteries provide back-up power in case of power grid interruptions or intermittent renewable energy supply, and are based on modular and parallelable platforms supported by our proprietary battery management system ("**BMS**") and can be combined to make battery systems to meet the requirements of the end-application. As of March 31, 2023, our Company has deployed 450,000 Li-ion Batteries for application in the telecommunications sector, equivalent to a storage capacity of over 2.00 GWH. As per the CRISIL Report, the increasing demand for mobile data and voice services, the growing adoption of 4G and 5G networks, telecommunications power upgrade projects, expansion of telecommunications network in bad-grid and off-grid locations, and overall need for reliable and uninterrupted power supply for telecommunications towers are the key factors driving the growth of telecommunications power industry.

The telecommunications power systems market in India is expected to grow from approximately ₹15 billion in Financial Year ended March 31, 2023 to ₹ 22 billion in Financial Year ended March 31, 2028 at a CAGR of 8.50% *(Source: CRISIL Report)*. The ESS market for telecommunications is expected to grow from ₹ 19.50 billion in Financial Year ended March 31, 2023 to ₹ 36.10 billion in Financial Year ended March 31, 2028 at CAGR of 13.10%, with an aggregate market potential of approximately ₹ 150 billion over the next five Financial Years *(Source: CRISIL Report).* Furthermore, according to CRISIL, the proliferation of data centres has heightened the demand for accompanying infrastructure, including energy solutions such as Li-on Batteries.The market size for Li-ion based battery ESS for data centres is estimated at approximately ₹ 3.20 billion for Financial Year ended March 31, 2023 and is projected to grow to ₹ 47 billion by Financial Year ended March 31, 2028, with an aggregate market potential of approximately ₹ 120 billion over the next five Financial Years, as per Customized Energy Solutions *(Source: CRISIL Report)*. Whether this growing quantity of data is exchanged through telecommunications networks or managed through data centres centrally in cloud locations, distributed at the "edge" of the network or processed in an enterprise location, we endeavour that the underpinnings and operations of such locations rely on our Critical Power Business products.

We have strategically expanded our presence and operations to overseas markets by establishing three Subsidiaries (including direct and indirect), Exicom Tele-Systems (Singapore) Pte. Ltd. in Singapore, Horizon Power Solutions DMCC in U.A.E., and Horizon Tele-System SDN BHD in Malaysia and are in the process of incorporating a subsidiary in the Netherlands.

Our operations are vertically integrated with end-to-end product development capabilities from concept to design to engineering to prototype testing, along with two dedicated R&D centres, with our extensive product portfolio manufactured in-house at our three manufacturing facilities in India at Solan, Himachal Pradesh and at Gurugram, Haryana, which have an annual capacity of 12,000 DC Power Systems; 44,400 AC chargers and DC fast chargers, and a total built-up area of 134,351.95 sq. ft. We rely on our in-house R&D capability to manufacture certain key components in-house, relationships with our vendors and suppliers of key components and our vertically integrated operations and utilization of common manufacturing and supply chain to exercise a degree of control over our manufacturing costs, including raw material and process costs, which contributes to our pricing ability. Our business is supported by an employee base of 1,124 in India (of which 421 are engaged on contractual basis and not on our rolls) as of August 31, 2023, which includes 705 technically qualified employees (431 diploma holders and 274 engineers). Additionally, we have 43 employees at our Subsidiaries (overseas).

Being an innovation-focused company, we have a dedicated R&D team of 144 employees, as of August 31, 2023, housed at our two R&D centres located in Gurugram and Bengaluru. Our R&D team focusses on power electronics design, firmware, system engineering, EV Charger development and battery pack/BMS development. We attribute our market position in our EV Charger Business to our ability to work backwards from desired customer use-case and experience and develop products with the required technical specifications accordingly, for AC chargers, DC chargers, software solutions. In our Critical Power Business, we focus on products with high efficiency, connectivity, reliability and flexibility which aim to help our customers to power digital communication infrastructure at reduced energy cost. Such solutions include advance chemistry based Li-ion Batteries, DC Power Systems to do complete power management at a telecomunnication site and hybrid renewable systems which make use of solar power to reduce energy expenses. With a focus on innovative and evolving markets, we seek to continuously innovate and upgrade our product and service offerings. As many of our products are proprietary in nature, we continually work on developing innovative, lean and cost competitive designs to maintain a technological edge across our product range. During the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, we incurred expenditure towards R&D (comprising R&D expenses and capitalized product development expenses) of ₹ 151.61 million, ₹ 152.06 million and ₹ 146.32 million, constituting 2.14%, 1.80% and 2.85% of our total revenue from operations, respectively for such periods. See ***"- Manufacturing Facilities***" and ***"- Research and Development***" on pages 211 and 216, respectively.

We have been recognized by industry bodies and external analysts over the years for our product quality and commitment to sustainable energy. The India Energy Storage Alliance recognized us as the 'EV Infrastructure Company of the Year' in 2022 and 2020. We were also awarded the 'Manufacturing Excellence (EV Infrastructure)' award at the 3rd ASSOCHAM Auto Forum and Awards in 2019. Both our manufacturing facilities are certified as compliant with ISO 9001:2015, ISO 14001:2015 and ISO 45001:2018. See "***History and Certain Corporate Matters— Key Awards, Accreditations and Recognitions***" on page 238.

Our Company is guided by our individual Promoter, Anant Nahata, who has also been our Managing Director and CEO, since 2009. He holds a bachelors' degree in economics from the University of Pennsylvania. He was previously associated with Credit Suisse Investment Banking division and is credited for being a co-founder of

Koovs Marketing Consulting Private Limited. He has over 14 years of relevant experience in the power electronics industry, including in particular, the Critical Power Business and EV Charger Business. He is supported by a robust management team under the guidance of our Board of Directors, which consists of individuals from various professional backgrounds. A number of our Directors, including Himanshu Baid, Leena Pribhdas Gidwani, Subhash Rustgi and Vivekanand Kumar, bring their experience in bring their experience in electrical engineering, finance, electronics, manufacturing and operations to our management and provide us with guidance, strong governance and outside-in perspective. See "***Our Management***" beginning on page 243.

We attribute our growth in revenue and profitability in part to our diversified product portfolio, continuing innovation and the establishment and growth of our EV Charger Business and Li-ion Batteries business. We have been able to grow our revenue from operations of ₹ 5,129.05 million in the Financial Year ended March 31, 2021 to ₹ 7,079.30 million in the Financial Year ended March 31, 2023, representing a CAGR of 17.48%.

Significant Factors Affecting our Results of Operations

Demand for our EV Charger products

Driven by a global focus on energy transition and the decreasing manufacturing costs, the world of transportation is experiencing an accelerated shift towards electrification (*Source: CRISIL Report*). To support this shift towards EVs, the EV charging network will need to ramp up its capacity, presenting a significant, industry-wide market opportunity for EV charging products with a projected total addressable market ("**TAM**") of ₹ 86.00 billion by Financial Year ended March 31, 2028 in India (*Source: CRISIL Report*). Globally, according to CRISIL, EV charging market for public chargers is projected to grow from an estimated 2.61 million units in 2022 to 16.39 million units by 2027, at a CAGR of 44.40%. As per the CRISIL Report, there is a growing focus on expanding the charging infrastructure network across India as public charging stations are being installed in cities, highways, and commercial areas, and adoption fast charging technologies, such as DC fast charging, is increasing.

We commenced our EV Charger business in 2019, and have supplied to over 70 customers till date including 15 automotive OEM's, 32 national and regional CPOs and 4 fleet aggregators. By designing and manufacturing EV chargers for residential, business, and public use, we aim to provide products to lay the infrastructure required to meet the demands of growing EV ownership in India. We have experienced growth in the sale of our EV chargers across categories in recent years, with 33,954 EV chargers, 5,105 EV chargers and 1,935 EV chargers being sold during the Financial Years ended March 31, 2023 and March 31, 2022 representing year on year growth of 566.11% and163.82%, respectively for such periods. We are a market leader in the EV Charger industry in India, with a market share of approximately 60% and 25% in the residential and public charging segments, respectively, as of March 31, 2023 (*Source: CRISIL Report*). As of March 31, 2023, Exicom has deployed 35,000 EV chargers across 400 locations in India, by way of sale to OEMs, EV owners (primarily through such OEMs), CPOs for public charging stations and fleet aggregators for captive charging stations.

Our early mover-and-learner advantage, paired with our vertically integrated operations, R&D capabilities and diversified portfolio of EV charging products, positions us to benefit from growth in the EV charging industry in India and globally. However, our potential profitability and growth is dependent upon the continued adoption of EVs by businesses, end-users and fleet operators, continued support from regulatory programs and in each case, the use of our EV Charger solutions, any of which may not occur at the levels we currently anticipate or at all. The EV industry in India is at a nascent stage and characterized by rapidly changing technologies, increasing consumer choice as it relates to available EV models, their pricing and performance, evolving government regulation and industry standards, changing consumer preferences and behaviors, and governmental initiatives related to climate change and the environment generally. (*Source: CRISIL Report)*. Although as per the CRISIL Report, the Indian EV industry is one of the fastest growing markets in the world, with growth of over ~130% from Financial Year 2022 (despite lack of FAME demand incentive, albeit on a lower base) (*Source: CRISIL Report*), there is no guarantee of continuing future demand. Residential, commercial and public charging may not develop as expected and may fail to attract projected market share of total EV charging. If the market for EVs develops more slowly than expected, or if demand for EVs decreases, there can be no assurance that our past performance will continue at a comparable scale in the future and our business, prospects, financial condition and operating results would be harmed.

Availability and price of key inputs and components

For our power systems and EV chargers our primary raw materials and key inputs include a variety of electronic components including active semi-conductors like mosfets, Integrated Circuits ("**ICs**"), diodes and passive components like resistance and capacitors, printed circuit boards ("**PCB**"). We also buy variety of electrical and mechanical components including cable assemblies, switchgear components, plastic enclosures, metal mechanical parts and bus bars. We also procure Li-ion battery packs and cells from overseas suppliers. We source these raw materials and key inputs predominantly from suppliers in China, Singapore, Hong Kong and South Korea, among others and certain domestic suppliers in India.

We have long standing relationships with certain of our suppliers although we do not have long-term or continuing contractual arrangements with such suppliers. We primarily procure our key raw materials and inputs by way of purchase orders on an ongoing basis, and accordingly do not typically have fixed prices under our supply arrangements on a continuing basis and may therefore require to pay prevailing market prices for such raw materials and inputs. While we have entered into continuing agreements with certain of our key suppliers, pursuant to which we provide the suppliers with specifications for the products, there is no fixed commitment of quantity or price under such contractual arrangements, which are only stipulated by way of purchase orders issued under such contractual arrangements from time to time. Further, the term of our ongoing agreements entered into with suppliers ranges from one year to seven years, with automatic renewal clauses for extension of the agreements, unless terminated by either party. Further, certain of our agreements with our suppliers stipulate prices and quantities for a certain period in advance based on our forecasts, with prices being subject to revision in accordance with prevailing market conditions. We may not be able to negotiate fixed and favorable pricing under our supply agreements in anticipation of price volatility due to reasons beyond our control. Component/raw material supply and pricing can be volatile due to a number of factors beyond our control, including global demand and supply, general economic and political conditions, transportation and labour costs, labour unrest, natural disasters, competition, import duties, fuel prices and availability, power tariffs and currency exchange rates, and there are uncertainties inherent in estimating such variables, regardless of the methodologies and assumptions that we may use. While procuring our raw materials, we factor in existing as well as forecasted demand for our products. However, most of these forecasts are only accurate to a certain degree and hence we carry the risk that our anticipated demand may not be met, which may impact our contributions either way. The table below sets forth details on our cost of material consumed, including as a percentage of our total expenses and revenue from operations, during the Financial Years stated:

Particulars	**Financial Year**								
	2023			**2022**			**2021**		
	Amount (₹ million)	**% of total expenses**	**% of total revenue from operations**	**Amount (₹ million)**	**% of total expenses**	**% of total revenue from operations**	**Amount (₹ million)**	**% of total expense**	**% of total revenue from operations**
Cost of material for continuing operations*	5,178.32	74.94	73.14	6,518.73	80.56	77.35	3,877.07	75.79	75.59

* *Cost of material for continuing operations includes cost of material consumed, purchase of stock-in trade and change in inventory.*

Interruption of, or a shortage in the supply of, raw materials required to manufacture our products, may also result in our inability to operate our manufacturing facility at optimal capacities, leading to a decline in production and sales.

See also "***Risk Factors – Internal Risk Factors –We depend on third parties for the uninterrupted supply of components and raw material and delivery of our products. A volatility in the price or disruption in the supply of raw materials or failure of our suppliers to meet their obligations could impact our production and increase our costs.***" on page 34.

In-house assembly of Li-ion ESS

Our business and financial performance have historically been, and may continue to be, dependent on the sale of our Li-ion Batteries to deliver back-up power during grid interruptions or intermittent renewable energy supply at telecommunication sites and data centres. The ESS market for telecommunication is expected to grow from ₹ 19.50 billion in Financial Year ended March 31, 2023 to ₹ 36.10 billion in Financial Year ended March 31, 2028 at CAGR of 13.10%, with an aggregate market potential of approximately ₹ 150 billion over the next five Financial Years *(Source: CRISIL Report).* Furthermore, according to CRISIL, the proliferation of data centres has heightened the demand for accompanying infrastructure, including energy solutions such as Li-on Batteries.The market size for Li-ion based battery ESS for data centres is estimated at approximately ₹ 3.20 billion for Financial Year ended March 31, 2023 and is projected to grow to ₹ 47 billion by Financial Year ended March 31, 2028, with an aggregate market potential of approximately ₹ 120 billion over the next five Financial Years, as per India Energy Storage Alliance *(Source: CRISIL Report)*. Historically, while we typically enter into purchase orders with our customers that set out the quantity of Li-ion Batteries to be provided, the actual deployment (and consequently our revenues from the sale) of Li-ion Batteries has varied based on the quantity of Li-ion batteries required by our customers to be deployed in a given Financial Year based on their procurement and deployment schedules.

We have historically imported our Li-ion Batteries (as finished goods) from a limited number of suppliers, as goods for re-trade. Our agreements with our suppliers stipulate prices and quantities for a certain period in advance based on our forecasts, with prices being subject to revision in accordance with prevailing market conditions. To meet present and estimated future demand of Li-ion batteries and to reduce our dependence on imports, we have recently, in Financial Year 2024, commenced the manufacturing of Li-ion Batteries at our Gurugram Facility II. However, we have not, as on the date of this Draft Red Herring Prospectus, commenced commercial sales thereof. We cannot assure you that our in-house Li-ion Batteries will find commercial acceptability or that we will not face quality control issues in relation to them, or that our investment may otherwise fail to provide returns. Sale of our Li-ion Batteries may also decline as a result of, amongst others, change in our existing customers' preferences, loss of our market share, increase in competition, macro-economic conditions in relation to the adoption of Li-ion Batteries by the industry players, innovation in technology thereby rendering Li-ion Batteries obsolete or less attractive, and pricing pressures. Any or all of these factors may have an adverse effect on our business prospects and sales of our product could decline substantially. Our future performance will depend on the market acceptance of Li-ion Batteries for various applications, in particular for backup power at telecommunication sites, data centres and home usage.

Customer concentration, terms of supply arrangements and pricing of our products

Our five most significant critical power customers (based on aggregate revenues derived from such customers during the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021) together contributed ₹ 3,612.01 million, ₹ 6,891.58 million and ₹ 3,723.85 million during the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, respectively, which constituted 51.02%, 81.77% and 72.60% of our revenue from operations, respectively, during such periods. As of the date of this Draft Red Herring Prospectus, we had been associated with each of such five most significant critical power customers (including our single most significant critical power customer) for over five years. Since we commenced our EV Charger Business in 2019, we have supplied to more than 70 customers as on the date of this Draft Red Herring Prospectus, of which 28 customers were repeat customers in Financial Year 2023 (i.e., customers from whom we generated sales during Financial Years 2021 or 2022). Considering the critical nature of the use cases of our products, our customer standards, requirements and required service levels are stringent, and consequently, we rely on the quality, durability, reliability of our products and service strategy to support high uptimes to maintain our customer relationships.

We primarily follow a business-to-business model which is typically based on standalone purchase orders which contain the commercial terms of supply for the program including price, delivery location, warranty related terms and liquidated damages for non-performance on the account of delay or quality issues, although in certain instances, we have entered into continuing arrangements which ranges from one to three years, supplemented by purchase orders or with our customers. Certain continuing arrangements contain auto-renewal clauses for a period of one year. The standalone purchase orders or continuing arrangements are typically subject to conditions such as ensuring that all products delivered to the customer have been inspected and will be safe for use, that orders will be fulfilled according to predetermined delivery schedules and that all products will be built to customer specifications and. Under some these standalone purchase orders or continuing arrangements, we provide specific performance bank guarantees to our customers. Our pricing terms, payment cycles and permitted adjustments are generally set out in advance in our continuing arrangements or standalone purchase orders and we may not be able to renegotiate/reset prices set out, in the event of significant unanticipated changes in, for instance, raw material prices or currency exchange rate fluctuation. Due to committed delivery schedules at a pre-agreed price, we may not be able to adequately adjust our inventory and raw material costs in the event of an unanticipated change or cancellation in orders from our customers and we may, therefore, in certain events, incur additional costs that we are unable to pass through to our customers or be required to write off certain expenses.

We have historically been dependent, and expect to depend, on such customers, for a substantial portion of our revenue and the loss of any them for any reason (including due to loss of, or failure to renew existing arrangements;

limitation to meet any change in quality specification, change in technology; disputes with a customer; adverse changes in the financial condition of our customers, such as possible bankruptcy or liquidation or other financial hardship) could have a material adverse effect on our business, results of operations and financial condition.

See "***Risk Factors – Internal Risk Factors – We are dependent on our five most significant critical power customers, who contributed over 50% of our revenue from operations in each of the last three Financial Years. Loss of any of these customers or a reduction in purchases by any of them could adversely affect our business, results of operations and financial condition.***" on page 29.

R&D and product development

We attribute our market position in our EV Charger Business to our ability to work backwards from desired customer use-case and experience and develop products with the required technical specifications accordingly. Being an innovation-focused company, we have invested significantly in R&D over the years, with the objective of developing innovative solutions, and implementing incremental improvements to existing products and customization to the specifications of our customers, with the overall objective of improving product performance and differentiating from our competition. Overall, during the Financial Years ended March 31, 2023, March 31, 2022 and March 31, 2021, we developed and commercialized 16 products. The table below sets forth details of the R&D expenses (comprising R&D expenses and capitalized product development expenses) incurred during the Financial Years as set out below:

Particulars	**Financial Year**					
	2023		**2022**		**2021**	
	Amount (₹ million)	**% of total revenue from operations**	**Amount (₹ million)**	**% of total revenue from operations**	**Amount (₹ million)**	**% of total revenue from operations**
R&D expenses	151.61	2.14	152.06	1.80	146.32	2.85

We are required to continually develop and introduce a variety of new capabilities and enhancements to our existing product offerings, as well as introduce a variety of new product offerings, to address the changing needs of the markets in which we offer our products. However, the development of EV Charger solutions and critical power solutions is a costly, complex and time-consuming process, and investments in product development often involve a long wait until a return, if any, can be achieved on such investment. Our ongoing investments in product development and R&D for new products may also result in higher costs without a proportionate increase in revenues. Delays in any part of the process, our inability to obtain necessary regulatory approvals for our products or failure of a product to be successful at any stage of its development will result in our inability to timely offer products that satisfy the market, which might allow competing products to emerge during the development and certification process and could adversely affect our business. Similarly, while we endeavour to innovate enterprise-specific solutions, we cannot assure you that they will find commercial acceptability in a timely manner, or at all. Further, if we are unable to bring enough products or enhancements to market, or if products are brought to market after competing products are commercialized, our growth strategy may not be successful, and our business would be adversely affected.

See "***Risk Factors – Internal Risk Factors – Our operations are dependent on our continued research and development initiatives, and our inability to identify and understand, or keep up with evolving industry trends, technological advancements, customer preferences and develop new products to meet our customers' demands may adversely affect our business.***" on page 31.

Expansion strategy and product portfolio expansion

We intend to expand our customer base to overseas market in the EV Charger solutions business capitalizing on the growing EV adoption in the Southeast Asia and Europe (Source: *CRISIL Report*) and for that we have commenced setting up sales and distribution network. We have received global and local country required certifications (which we have received for Thailand, and Malaysia) to enable us to sell EV charging products in South East Asia. We have existing arrangements with system integrators and distributors to sell our EV home and business charging product lines in South East Asia. Foraying into the international markets would be subject to numerous political and economic factors, legal requirements, cross-cultural considerations and other risks associated with doing business globally. Further, entry into new international markets requires considerable time of the management of our Company, startup expenses, expenditure on capital improvements and modification of our existing operations before any significant revenue is generated. Therefore, we may not be able to expand our export business, which could have a material adverse effect on our business, financial condition and results of operations. Many of these factors are beyond our control and there is no assurance that we will succeed in implementing our strategy.

Our continued growth requires us to manage complexities such as those relating to diversifying our product portfolio, expansion of our global footprint, as well as digitization of our internal processes. This may require significant time and attention from our management, and may place strains on our operational systems and controls. However, the development of EV Charger solutions and critical power solutions is a costly, complex and time-consuming process, and investments in product development often involve a long wait until a return, if any, can be achieved on such investment. Our ongoing investments in product development and R&D for new products may also result in higher costs without a proportionate increase in revenues. See "***Our Business – Research and Development - Planned Products***" on page 216.

Leveraging our experience and know-how, we aim to utilise a portion of the Net Proceeds from the Offer towards part-financing the cost of setting up a critical power and EV Charger production/assembly lines at our planned manufacturing facility, proposed to be situated on the industrial land allotted to us admeasuring 74,475.40 sq. mts., at S105-112, EHMC Non-Sez Area, Raviryala Village, Maheshwaram Mandal, Ranga Reddy, Telangana by the TSIIC, pursuant to the final allotment letter dated January 17, 2022 issued to us by TSIIC, and agreement for sale of plot dated March 25, 2023 entered into between our Company and TSIIC. The Planned Telangana Facility, upon commencing operation would provide us increased capacity for the production of EV chargers and enable us to capitalize on growth in demand for EV chargers corresponding to growth in demand for EVs in India. Our expansion plans and business growth require significant capital expenditure and the dedicated attention of our management. Our efforts to enhance our production capabilities are subject to significant risks and uncertainties, including: (i) delays and cost overruns resulting from increases in the prices and availability of raw materials and components, shortages of skilled workforce and transportation constraints; (ii) lower production efficiency and yield before achieving our expected economies of scale; (iii) our inability to obtain the required permits, licenses and approvals from relevant government authorities such as approval for the factory plan, consent to establish etc.; (iv) the unavailability or delay in arrival of the required technology or equipment or raw materials from third parties or our internal R&D resources; and (v) interruptions caused by natural disasters or other unforeseen events.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these restated consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

Non-Current Assets Held for Sale

Non-current assets are classified as assets-held-for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. The sale is considered highly probable only when the asset is available for immediate sale in its present condition, it is unlikely that the sale will be withdrawn and sale is expected within one year from the date of the classification. Assets classified as held for sale are stated at the lower of carrying amount and fair value less costs to sell.

Assets classified as held for sale are presented separately in the balance sheet.

Loss is recognised for any initial or subsequent write -down of the asset to fair value less costs to sell.A gain is recognised for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative loss previously recognised.

Property Plant and Equipment ('PPE')

An item is recognised as an asset, if and only if, it is probable that the future economic benefits associated with the item will flow to the Group and its cost can be measured reliably. PPE are stated at actual cost less accumulated depreciation and impairment loss, if any. Actual cost is inclusive of freight, installation cost, duties, taxes and other incidental expenses for bringing the asset to its working conditions for its intended use (net of tax credit, if any) and any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended by the Management. It includes professional fees and borrowing costs for qualifying assets.

Property, Plant and Equipment and intangible assets are not depreciated or amortized once classified as held for sale.

Significant Parts of an item of PPE (including major inspections) having different useful lives & material value or other factors are accounted for as separate components. All other repairs and maintenance costs are recognized in the statement of profit and loss as incurred.

Depreciation of these PPE commences when the assets are ready for their intended use. The estimated useful lives and residual values are reviewed on an annual basis and if necessary, changes in estimates are accounted for prospectively. Depreciation on subsequent expenditure on PPE arising on account of capital improvement or other factors is provided for prospectively over the remaining useful life.

Depreciation is provided pro-rata to the period of use on the straight line method based on the estimated useful life of the assets. The residual values are not more than 5% of the original cost of the assets. The useful life of property, plant and equipment are as follows: -

Asset Class	Useful Life
Building - Improvement on lease	Over the lease term
Building - Factory on lease	30 years
Lease hold Land	Over the remaining lease term
Computer – servers	6 years
Computer – others	3 – 5 Years
Furniture & Fixtures	5 – 10 Years
Mould & Dies	15 Years
Electric Installation	10 Years
Renovation	5 Years
Equipment - R&D	5 – 15 Years
Plant & Equipment	5 – 15 Years
Office Equipment	5 Years
Vehicles	8 Years
Fixed Assets costing less than Rs 5,000	Fully depreciated when they are ready for use.

Note:

a) *Depreciation on the amount capitalized on up-gradation of the existing assets is provided over the balance life of the original asset.*

b) *An item of PPE is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit and Loss.*

Intangible Assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably.\Intangible assets are stated at original cost net of tax/duty credits availed, if any, less accumulated amortisation and cumulative impairment. Administrative and other general overhead expenses that are specifically attributable to acquisition of intangible assets are allocated and capitalized as a part of the cost of the intangible assets.

Recognition of intangible assets

a. **Computer software**

Purchase of computer software used for the purpose of operations is capitalized. However, any expenses on software support, maintenance, upgrade etc. payable periodically is charged to the Statement of Profit & Loss.

b. **Revenue expenditure of specialized R&D Division**

Research and development expenditure on new products:

(i) Expenditure on research is expensed under respective heads of account in the period in which it is incurred.
(ii) Development expenditure on new products is capitalised as intangible asset, if all of the following can be demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the Group has intention to complete the intangible asset and use or sell it;
- the Group has ability to use or sell the intangible asset;
- the manner in which the probable future economic benefits will be generated including the existence of a market for output of the intangible asset or intangible asset itself or if it is to be used internally, the usefulness of intangible assets;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the Group has ability to reliably measure the expenditure attributable to the intangible asset during its development.

Development expenditure that does not meet the above criteria is expensed in the period in which it is incurred.

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortization and accumulated impairment losses. Amortization of the asset begins when development is complete and the asset is available for use.

It is amortized over the period of expected future benefit. Amortization expense is recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

During the period of development, the asset is tested for impairment annually

Amortisation periods and methods: Intangible assets are amortised on straight line basis over a period ranging between 2-5 years which equates its economic useful life. Goodwill on consolidation is amortised on a straight-line basis over the ten years.

De-recognition 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 de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, and are recognized in the Statement of Profit and Loss when the asset is derecognized.

Intangible assets under development

All costs incurred in development, are initially capitalized as Intangible assets under development - till the time these are either transferred to Intangible Assets on completion or expensed as Software Development cost (including allocated depreciation) as and when determined of no further use.

Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The financial instruments are recognised in the balance sheet when the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial instruments at initial recognition.

Financial Assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame are recognized on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories based on business model of the entity:

- Debt instruments at amortized cost.
- Debt instruments at fair value through other comprehensive income (FVTOCI).
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL).
- Equity instruments measured at fair value through other comprehensive income (FVTOCI).

Debt instruments at amortized cost

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

Any debt instrument, that does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Group has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Equity investments (Other than investment in subsidiary)

All other equity investments are measured at fair value. For Equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. This amount is not recycled from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Financial assets are measured at fair value through profit or loss unless they are measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in Statement of Profit and Loss.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Investments in Mutual Funds

Investments in mutual funds are measured at fair value through profit or loss (FVTPL)

Cash and cash equivalents

The Group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

De-recognition

A financial asset is de-recognized only when

- The Group has transferred the rights to receive cash flows from the financial asset or

  retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Group has transferred an asset, it evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognized.

Where the Group has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognised if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

Impairment of financial assets

The Group assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. In determining the allowances for doubtful trade receivables, the Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix considers historical credit loss experience and is adjusted for forward looking information. For all other financial assets, expected credit losses are measured at an amount equal to the 12-months expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L).

Financial liabilities

Financial liabilities and equity instruments issued by the group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Initial recognition and measurement

Financial liabilities are recognised when the group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.

Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the statement of profit and loss.

Trade and Other Payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial period which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortised cost using the effective interest method.

Loans and Borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Financial Guarantee Contracts

Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

Impairment of Non-Financial Assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use.

Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets.

When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

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. In determining fair value less costs of disposal, recent market transactions are considered. If no such transactions can be identified, an appropriate valuation model is used. Impairment losses of continuing operations, including impairment on inventories, are recognized in the statement of profit and loss.

A previously recognized impairment loss (except for goodwill) is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited to the carrying amount of the asset.

Inventories

a) Basis of valuation:

1. Inventories including work-in-progress, other than scrap materials are valued at lower of cost and net realizable value after providing cost of Obsolescence, if any. The cost is determined using weighted average cost method (except in Singapore subsidiary where FIFO basis is followed).
2. Inventory of scrap materials have been valued at net realizable value.

b) Method of valuation:

1. Cost of raw materials comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventories to their present location and condition.
2. Cost of finished goods and work-in-progress includes direct fixed and variable production overheads and indirect taxes as applicable. Fixed production overheads are allocated on the basis of normal capacity of production facilities.
3. Cost of traded goods comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventories to their present location and condition.
4. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Borrowing Costs

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying asset are capitalized as part of cost of such asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

Borrowing costs consists of interest and other costs that an entity incurs in connection with the borrowing of funds.

Investments

The Group records the investments in subsidiaries, associates and joint ventures at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount.
When the Group issues financial guarantees on behalf of subsidiaries, initially it measures the financial guarantees at their fair values and subsequently measures at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative amortization.

The Group records the initial fair value of financial guarantee as deemed investment with a corresponding liability recorded as deferred revenue. Such deemed investment is added to the carrying amount of investment in subsidiaries. Deferred revenue is recognized in the Statement of Profit and Loss over the remaining period of financial guarantee issued.

The Group reviews its carrying value of investments carried at cost (net of impairment, if any) annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for in the statement of profit and loss.

Foreign Currency Transactions

The functional currency of the holding company is Indian Rupees which represents the currency of the economic environment in which it operates.

Transactions in currencies other than the Holding Company’s functional currency are recognized at the rates of exchange prevailing at the dates of the transactions. Monetary items denominated in foreign currency at the year end and not covered under forward exchange contracts are translated at the functional currency spot rate of exchange at the reporting date.

Any income or expense on account of exchange difference between the date of transaction and on settlement or on translation is recognized in the profit and loss account as income or expense.

For the purposes of presenting these restated consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into Rs. using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity (and attributed to noncontrolling interests as appropriate).

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation difference on such assets and liabilities carried at fair value are reported as part of fair value gain or loss.

In case of forward exchange contracts, the premium or discount arising at the inception of such contracts is amortized as income or expense over the life of the contract. Further exchange difference on such contracts i.e. difference between the exchange rate at the reporting /settlement date and the exchange rate on the date of inception of contract/the last reporting date, is recognized as income/expense for the period.

Effective April 1, 2018 the Holding Company has adopted Appendix B to Ind AS 21-Foreign Currency Transactions and Advance Consideration which clarifies the date of transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income when an entity has received or paid advance consideration in a foreign currency.

Taxation

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses, if any.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Statement. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

The carrying amount of deferred tax assets are reviewed at the end of each reporting period and are recognized only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax liabilities are not recognized for temporary differences between the carrying amount and tax bases of investments in subsidiaries, where the Group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognized for temporary differences between the carrying amount and tax bases of investments in subsidiaries, associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred Tax includes MAT tax Credit. The Holding Company recognizes tax credit in the nature of MAT credit as an asset only to the extent that there is convincing evidence that the Holding Company will pay normal income tax during the specified period, i.e. the period for which tax credit is allowed to be carried forward. The Holding Company reviews the such tax credit asset at each reporting date to assess its recoverability.

Revenue Recognition

The Group recognizes revenue in accordance with Ind- AS 115. Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration that the Group expects to receive in exchange for those products or services.

Revenues in excess of invoicing are classified as contract assets (which may also refer as unbilled revenue) while invoicing in excess of revenues are classified as contract liabilities (which may also refer to as unearned revenues).

The Group presents revenues net of indirect taxes in its Statement of Profit and loss.

The specific recognition criteria from various stream of revenue is described below:

Revenue from the sale of goods is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods (i.e. when performance obligation is satisfied) at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of returns and allowances, trade discounts and volume rebates offered by the Group as part of the contract.

Revenue from Services is recognized when respective service is rendered and accepted by the customer.

Capacity swaps

The exchange of network capacity is recognised at fair value unless the transaction lacks commercial substance or the fair value of neither the capacity received nor the capacity given is reliably measurable.

Interest income

For all debt instruments measured either at amortized cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR).

Rental income

Rental income arising from operating leases or on investment properties is accounted for on a straight-line basis over the lease terms and is included in other non-operating income in the statement of profit and loss.

Insurance Claims

Insurance claims are accounted for as and when admitted by the concerned authority.

Dividend Income

Dividend income on investments is recognised when the right to receive dividend is established.

Other Income

Other Income is accounted for on accrual basis except, where the receipt of income is uncertain.

Employee Benefits

Short Term Employee Benefits

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

Long-Term employee benefits

Compensated expenses which are not expected to occur within twelve months after the end of period in which the employee renders the related services are recognized as a liability at the present value of the defined benefit obligation at the balance sheet date.

Post-employment obligations

Defined contribution plans

Provident Fund and employees' state insurance schemes All employees of the Indian entities are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both the employee and the employer make monthly contributions to the plan at a predetermined rate (presently 12%) of the employees' basic salary. These contributions are made to the fund administered and managed by the Government of India. In addition, some employees of the Indian entities are covered under the employees' state insurance schemes, which are also defined contribution schemes recognized and administered by the Government of India. The Indian entities contributions to both these schemes are expensed in the Statement of Profit and Loss. The Indian entities has no further obligations under these plans beyond its monthly contributions.

Defined benefit plans

Gratuity

The Group's liabilities towards gratuity are recognized based on the present value of defined benefit obligation which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted either as current employee cost or included in cost of assets as permitted. The Holding Company makes annual contributions to the Life Insurance Corporation of India for the Gratuity Plan in respect of employees.

Leave Encashment

The Holding Company has provided for the liability at period end on account of un-availed earned leave as per the actuarial valuation as per the Projected Unit Credit Method and in case of other subsidiaries Employee entitlements to annual leave are recognised when they accrue to employees. The estimated liability for leave is recognised for services rendered by employees up to the end of the reporting period.

Actuarial gains and losses are recognized in OCI as and when incurred.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest as defined above),are recognized in other comprehensive income except those included in cost of assets as permitted in the period in which they occur and are not subsequently reclassified to profit or loss.

The retirement benefit obligation recognized in the restated consolidated Financial Statements represents the actual deficit or surplus in the Indian entities defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of reductions in future contributions to the plans.

Termination benefits

Termination benefits are recognized as an expense in the period in which they are incurred.

Leases

As a lessee

The Group's lease asset classes primarily consist of leases for land and buildings. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

1. the contract involves the use of an identified asset
2. the Group has substantially all of the economic benefits from use of the asset through the period of the lease and

3. the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

As a lessor

Leases for which the Group is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sublease separately. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Earning Per Share (‘EPS’)

The Group presents the Basic and Diluted EPS data. Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

Segment Reporting

Identification of segments:

Operating segments are reported in a manner consistent with the internal financial reporting provided to the Chief Operating Decision Maker (CODM) i.e. Chief Executive officer. CODM monitors the operating results of all product segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss and is measured consistently with profit and loss in the financial statements. The primary reporting of the Group has been performed on the basis of business segments. The analysis of geographical segments is based on the areas in which the Group's products are sold or services are rendered.

Allocation of common costs:

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Unallocated items:

The Corporate and other segment include general corporate income and expense items, which are not allocated to any business segment.

Government Grant

Government Grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. Government grants related to depreciable fixed assets are treated as deferred income which has been recognised in the profit and loss statement on a systematic and rational basis over the useful life of the asset, i.e., such grants should be allocated to income over the periods and in the proportions in which depreciation on those assets is charged.

Cash & Cash Equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

Provision, Contingent Liabilities and Contingent Assets

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits 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.

Contingent liabilities are disclosed in the restated consolidated Financial Statements by way of notes to accounts, unless possibility of an outflow of resources embodying economic benefit is remote.

Contingent assets are disclosed in the restated consolidated Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

Warranty Provisions

Provision for warranty-related costs are recognized when the product is sold or service is provided to customer. Initial recognition is based on historical experience. The Group periodically reviews the adequacy of product warranties and adjust warranty percentage and warranty provisions for actual experience, if necessary. The timing of outflow is expected to be with in one to three years.

Exceptional Items

Exceptional items refer to items of income or expense within the statement of profit and loss from ordinary activities which are non-recurring and are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the Group.

Other Accounting Policies

These are consistent with the generally accepted accounting principles.

Recent Accounting Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as amended from time to time. There are no such recently issued standards or amendments to the existing standards for which the impact on the Restated Consolidated Financial Information is require to be disclosed.

NON-GAAP FINANCIAL MEASURES

This Draft Red Herring Prospectus contains certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance like EBITDA, EBITDA Margin, EBIT, EBIT Margin, Return on Capital Employed, Return on Equity, Gross Profit Margin, Profit after Tax Margin], Net Worth, Return on Net Worth, Net Asset Value per Equity Share and certain other statistical information relating to our operations and financial performance (together, "**Non-GAAP Measures**") that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. Further, these non-GAAP measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or U.S. GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or U.S. GAAP. We compute and disclose such non-Indian GAAP financial measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance. These non-Indian GAAP financial measures and other statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore 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. For the risks relating to our Non-GAAP Measures, see "***Risk Factors** – **Internal Risks - We have included certain non-GAAP measures, industry metrics and key performance indicators related to our operations and financial performance in this Draft Red Herring Prospectus that are subject to inherent challenges measurement. These Non-GAAP Measures, industry metrics and key performance indicators may not be comparable with financial, or industry related statistical information of similar nomenclature computed and presented by other companies. Such supplemental financial and operational information is therefore of limited utility as an analytical tool for***

investors and there can be no assurance that there will not be any issues or such tools will be accurate going forward." on page 62.

Basic earnings per share –For continuing operations

(₹ in million, unless mentioned otherwise)

Particulars	**Financial Year**		
	2023	**2022**	**2021**
Profit / (loss) after tax for the year	310.31	303.95	126.76
Profit attributable to the equity share holders of the Company	310.31	303.95	126.76
Adjusted Weighted Average Number of Ordinary Shares	91,926,760	91,926,760	91,926,760
(used as denominator for calculating Basic EPS)			
Nominal Value of Ordinary Equity Share (in ₹)	10.00	10.00	10.00
Earnings Per Share - Basic (in ₹)	**3.38**	**3.31**	**1.38**

As required under Ind AS 33 "Earning per share', the above bonus shares are retrospectively considered for the computation of weighted average number of Equity Shares outstanding during the period, in accordance with Ind AS 33.

Diluted earnings per share – For continuing operations

(₹ in million, unless mentioned otherwise)

Particulars	**Financial Year**		
	2023	**2022**	**2021**
Profit / (loss) after tax for the year	310.31	303.95	126.76
Profit attributable to the equity share holders of the Company	358.70	352.81	151.29
Potential equity shares	704,225	704,225	356,936
Weighted Average Number of Ordinary Shares	92,630,985	92,630,985	92,630,985
(used as denominator for calculating Diluted EPS)			
Nominal Value of Ordinary Equity Share (in ₹)	10.00	10.00	10.00
Earnings Per Share (Calculated) (in ₹)	3.87	3.81	1.63
Earnings Per Share - Diluted (in ₹)	**3.38**	**3.31**	**1.38**

As required under Ind AS 33 "Earning per share', the above bonus shares are retrospectively considered for the computation of weighted average number of Equity Shares outstanding during the period, in accordance with Ind AS 33.

Net asset value per share

(₹ in million, unless mentioned otherwise)

Particulars	**Financial Year**		
	2023	**2022**	**2021**
Net worth as restated	2,319.99	2,215.73	2,134.42
Weighted Average Number of Ordinary Shares	91,926,760	91,926,760	91,926,760
NAV Per Share	**25.24**	**24.10**	**23.22**

Borrowings

(₹ in million, unless mentioned otherwise)

Particulars	**Financial Year**		
	2023	**2022**	**2021**
Non Current Borrowings	833.23	791.61	696.71
Current maturities of long term borrowings	13.52	-	6.05
Current Borrowings	332.39	285.07	314.86
Total Borrowings	**1,179.14**	**1,076.68**	**1,017.62**

Return on Net Worth – For continuing operations

(₹ in million, unless mentioned otherwise)

Particulars	**Financial Year**		
	2023	**2022**	**2021**
Profit / (loss) after tax for the year	310.31	303.95	126.76
Net worth as restated	2,319.99	2,215.73	2,134.42
Return on Net Worth	**13.38%**	**13.72%**	**5.94%**

Basic earnings per share – Continuing and discontinued operations

(₹ in million, unless mentioned otherwise)

Particulars	Financial Year		
	2023	2022	2021
Profit / (loss) after tax for the year	63.72	51.36	34.50
Profit attributable to the equity share holders of the Company	63.72	51.36	34.50
Adjusted Weighted Average Number of Ordinary Shares	91,926,760	91,926,760	91,926,760
(used as denominator for calculating Basic EPS)			
Nominal Value of Ordinary Equity Share (in ₹)	10.00	10.00	10.00
Earnings Per Share - Basic (in ₹)	**0.69**	**0.56**	**0.38**

Diluted earnings per share – Continuing and discontinued operations

(₹ in million, unless mentioned otherwise)

Particulars	Financial Year		
	2023	2022	2021
Profit / (loss) after tax for the year	63.72	51.36	34.50
Profit attributable to the equity share holders of the Company	122.34	108.84	63.35
Potential equity shares	704,225	704,225	356,936
Weighted Average Number of Ordinary Shares	92,630,985	92,630,985	92,630,985
(used as denominator for calculating Diluted EPS)			
Nominal Value of Ordinary Equity Share	10.00	10.00	10.00
Earnings Per Share (Calculated)	1.32	1.17	0.68
Earnings Per Share - Diluted (in ₹)	**0.69**	**0.56**	**0.38**

Return on Net Worth – Continuing and discontinued operations

(₹ in million, unless mentioned otherwise)

Particulars	Financial Year		
	2023	2022	2021
Profit / (loss) after tax for the year	63.72	51.36	34.50
Net worth as restated	2,319.99	2,215.73	2,134.42
Return on Net Worth	**2.75%**	**2.32%**	**1.62%**

PRINCIPAL COMPONENTS OF INCOME AND EXPENDITURE

Income. Our total income consists of revenue from operations and other income. The following table sets out our revenue from operations and other income.

Particulars	Financial Year		
	2023	2022	2021
Revenue from operations (A) (in ₹ millions)	7,079.30	8,428.05	5,129.05
- Sale of products (in ₹ millions)	6,201.40	7,684.31	4,688.49
Percentage of revenue from operations (%)	87.60%	91.18%	91.41%
- Sale of services (in ₹ millions)	877.90	743.74	440.56
Percentage of revenue from operations (%)	12.40%	8.82%	8.59%
Other income (B) (in ₹ millions)	154.69	61.52	114.59
TOTAL INCOME (A+B) (in ₹ millions)	7,233.99	8,489.57	5,243.64

Revenue from operations. Revenue from operations comprises sale of products and sale of services.

Revenue from sale of products comprises revenues from the sale of our critical power products and our EVSE products.

Sale of services comprises revenues from installation and commissioning services, AMC services, after-sale services, technical support services and remote product management services.

Other Income. Other income comprises interest income, gain on foreign currency transaction and translation (net), duty draw back received, fair valuation gain on financial instruments at FVTPL, export benefit ("**FPS**") received, profit on sale of property, plant and equipment, deferred revenue recognition of subsidy received from the Ministry of Electronics and Information Technology, Government of India ("**MeitY**") for investment in plant, property and equipment at our Gurugram Facility II, insurance claims received, sundry balance/excess provisions written back, gain on lease rent waiver, gain on fair valuation of security deposit, interest on fair valuation of non-current trade receivables, income on lease modification/termination, government grant income received from the government of Singapore towards wage support for local employees under job support scheme during Covid-19 and miscellaneous income.

Interest income comprises income from: (i) fixed deposits/margin money from banks; and (ii) others, which includes interest income from the loan given to subsidiary, statutory refund received from government, and interest income on fair valuation of non-current debtors. Miscellaneous income consists of management fee income, expenses reimbursement income and sub-let rental income received from subsidiaries and members of the Promoter Group in the ordinary course of business.

Expenses.

Our total expenses consist of cost of material consumed, purchase of stock-in-trade, changes in inventories of finished goods, work-in-progress and stock-in-trade, employee benefits expenses, manufacturing expenses, finance costs, depreciation and amortization expenses, other expenses and R&D expenses. The following table sets out our total expenses from continuing operations.

Particulars	**Financial Year**		
	2023	**2022**	**2021**
Cost of material consumed (in ₹ millions)	3,598.90	2,300.57	1,818.24
Percentage of revenue from operations	50.84%	27.30%	35.45%
Purchase of stock-in-trade (in ₹ millions)	1,530.26	4,297.04	1,895.28
Percentage of revenue from operations	21.62%	50.98%	36.95%
Changes in inventories of finished goods, stock-in-trade and work-in-progress (in ₹ millions)	49.16	(78.88)	163.55
Percentage of revenue from operations	0.69%	(0.94)%	3.19%
Employee benefits expense (in ₹ millions)	644.71	556.65	513.78
Percentage of revenue from operations	9.11%	6.60%	10.02%
Manufacturing Expenses (in ₹ millions)	148.82	118.19	89.57
Percentage of revenue from operations	2.10%	1.40%	1.75%
Finance cost (in ₹ millions)	189.98	185.33	140.62
Percentage of revenue from operations	2.68%	2.20%	2.74%
Depreciation and amortization expense (in ₹ millions)	164.66	152.71	140.84
Percentage of revenue from operations	2.33%	1.81%	2.75%
Other expenses (in ₹ millions)	512.22	503.95	320.08
Percentage of revenue from operations	7.24%	5.98%	6.24%
R&D Expenses (in ₹ millions)	70.87	56.32	33.40
Percentage of revenue from operations	1.00%	0.67%	0.65%
Total expenses (in ₹ millions)	**6,909.58**	**8,091.88**	**5,115.36**

Cost of material consumed. Cost of material consumed consists of costs from consumption of raw materials and inputs we use to manufacture our critical power products and our EVSE products.

Purchases of stock-in-trade. Purchase of stock-in-trade consists primarily of purchases of products for re=trade such as Li-ion batteries for telecommunications, that were not manufactured in-house.

Changes in inventories of finished goods, work-in-progress, and stock-in-trade. Changes in inventories of finished goods, goods for re-trade and work-in-progress represent the costs attributable to the difference in inventories at the start of the Financial Year and the end of the Financial Year.

Employee benefits expenses. Employee benefits expenses consist of salaries and bonus (including remuneration to directors, compensated absences and incentives); contributions to provident and other funds (including ESIC and gratuity fund); and staff welfare expenses

Manufacturing expenses. Manufacturing expenses consist of expenses towards consumption of packing materials, consumption of stores and spare parts, power and fuel expenses, repairs to plant and machinery, repairs to building, and other repairs, incurred in relation to our manufacturing operations.

Finance costs. Finance costs comprise interest expense payable to banks and others (includes interest accrued on statutory dues, other borrowing costs, and interest accrued on vendor bill discounting facility), interest on compulsorily convertible debentures, interest on fair valuation of non-current trade receivables, interest on lease liabilities and other finance charges. Other finance charges primarily relate to telex and commission paid on raw material procurement, commission paid to bank for issuance of letter of credit and bank guarantee, and customer bill discounting expenses.

Depreciation and amortization expenses. Depreciation and amortization expenses consist of depreciation on plant, property and equipment, amortization of intangible assets, depreciation on right of use assets, and amortization of goodwill. Depreciation is calculated using the straight-line method determined based on assessment of useful life, as per which certain items of property plant and equipment are being depreciated over useful lives different from the prescribed useful lives under Schedule II to the Companies Act, 2013, in order to reflect fair approximation of the period over which the assets are likely to be used.

R&D expenses. R&D expenses consist of salaries and wages, contribution to provident and other funds, staff welfare expenses, other repairs, rent, insurance expenses, communication expenses, travelling, conveyance and vehicle expenses, general expenses, facility management expenses, printing and stationery, business promotion expenses, professional charges, cost of materials, electricity charges, product testing expenses and security expenses, specifically incurred towards our R&D activities.

Other expenses. Other expenses primarily consist of rent, insurance expenses, communication expenses, IT support expenses, payments to the auditors (including audit fee, tax audit fees, fees for other services and out of pocket expenses), traveling, conveyance and vehicle expenses, net loss on derecognition of investment securities, loss on foreign currency transaction and translation (net), security expenses, freight outward, liquidated damages paid in accordance with customer contracts, impairment allowance for trade receivables considered doubtful, business promotion expenses and legal and professional charges.

Our Results of Operations

The following table sets out select financial data derived from our Restated Consolidated Statement of Profit and Loss for the Financial Years 2023, 2022 and 2021, the components of which are also expressed as a percentage of total income for such periods:

Particulars	Financial Year 2023		2022		2021	
	(in ₹ millions)	(% of Total Income)	(in ₹ millions)	(% of Total Income)	(in ₹ millions)	(% of Total Income)
Revenue from operations:						
Sale of Products	6,201.40	85.73	7,684.31	90.51	4,688.49	89.41
Sales of Services	877.90	12.13	743.74	8.76	440.56	8.40
Total revenue from operations	**7,079.30**	**97.86**	**8,428.05**	**99.27**	**5,129.05**	**97.81**
Other income	154.69	2.14	61.52	0.73	114.59	2.19
Total income	**7,233.99**	**100.0**	**8,489.57**	**100.0**	**5,243.64**	**100.0**
Expenses:						
Cost of material consumed	3,598.90	49.75	2,300.57	27.10	1,818.24	34.68
Purchase of stock-in-trade	1,530.26	21.15	4,297.04	50.62	1,895.28	36.14
Changes in inventories of finished goods, work-in-progress and stock-in-trade	49.16	0.68	(78.88)	(0.93)	163.55	3.12
Employee benefits expenses	644.71	8.91	556.65	6.56	513.78	9.80
Manufacturing expenses	148.82	2.06	118.19	1.39	89.57	1.71
Finance costs	189.98	2.63	185.33	2.18	140.62	2.68

Particulars	Financial Year 2023 (in ₹ millions)	(% of Total Income)	2022 (in ₹ millions)	(% of Total Income)	2021 (in ₹ millions)	(% of Total Income)
Depreciation and amortization expenses	164.66	2.28	152.71	1.80	140.84	2.69
Other expenses	512.22	7.08	503.95	5.94	320.08	6.10
R&D expenses	70.87	0.98	56.32	0.66	33.40	0.64
Total expenses	**6,909.58**	**95.52**	**8,091.88**	**95.32**	**5,115.36**	**97.55**
Profit / (loss) before tax from continuing operations	**324.41**	**4.48**	**397.69**	**4.68**	**128.28**	**2.45**
Tax expense:						
Current tax	-	0.00	77.71	0.92	11.94	0.23
Deferred tax charge/(credit)	14.10	0.19	16.03	0.19	(10.42)	(0.20)
Profit / (Loss) for the year from continuing operations	**310.31**	**4.29**	**303.95**	**3.58**	**126.76**	**2.42**
Profit / (Loss) before tax for the year from discontinued operations	**(246.59)**	**(3.41)**	**(252.59)**	**(2.98)**	**(262.22)**	**(5.00)**
Tax expense:						
Tax Credit from discontinued operations	**-**	**0.00**	**-**	**0.00**	**(169.96)**	**(3.24)**
Profit / (Loss) from discontinued operations (After Tax)	**(246.59)**	**(3.41)**	**(252.59)**	**(2.98)**	**(92.26)**	**(1.76)**
Profit / (Loss) for the year	**63.72**	**0.88**	**51.36**	**0.61**	**34.50**	**0.66**

During Financial Year 2023, the Company, pursuant to a business transfer agreement dated December 16, 2022, its business and assets related to the manufacturing and service of the Li-ion batteries of electric vehicles on a slump sale basis, for a consideration of ₹ 168.20 million with effect from November 1, 2022. See "***History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business or undertakings, mergers, amalgamations or revaluation of assets in the last 10 years - Business Transfer Agreement dated December 16, 2022, entered amongst Exicom Energy Systems Private Limited and our Company ("Exicom Energy Systems BTA")***".

Financial Year 2023 compared to Financial Year 2022

Total Income

Our total income decreased by 14.79% to ₹7,233.99 million for the Financial Year 2023 from ₹8,489.57 million for the Financial Year 2022, primarily due to decrease in our revenue from operations.

Revenue from Operations: Revenue from operations decreased by (₹1,348.75 million) or (16.00%) to ₹7,079.30 million for the Financial Year 2023 from ₹8,428.05 million for the Financial Year 2022, primarily due to a decrease in revenue generated from sale of our products to ₹6,201.40 million for the Financial Year 2023 from ₹7,684.31 million for the Financial Year 2022 due to reduced orders of Li-ion batteries received during Financial Year 2023. This was partially offset by an increase in revenue generated from sale of EVSE products by 215.35% from ₹710.99 million in Financial Year 2022 to ₹2242.09 million in Financial Year 2023 as a result of growth of our EVSE business; and revenue generated from sale of our services to ₹877.90 million for the Financial Year 2023 from ₹743.74 million for the Financial Year 2022, on account of increase in repair services provided through our Critical Power Business due to expiry of warranty of deployed products moving on to paid repairs.

Other Income: Other income increased by 151.45% to ₹154.69 million for the Financial Year 2023 from ₹61.52 million for the Financial Year 2022, primarily due to an increase in miscellaneous income to ₹67.14 million for the Financial Year 2023 from ₹28.05 million for the Financial Year 2022, sundry balance/excess provision written back amounting to ₹55.23 million recorded in the Financial Year 2023 (which included ₹41.27 million of liquidated damages received back from customers in accordance with the terms of customer contracts, and interest on fair valuation of non-current trade receivables amounting to ₹7.32 million recorded in the Financial Year 2023, while no such income was recorded in the Financial Year 2022. The increase in other income was partially offset by (i) decrease in interest income from others to ₹1.37 million for the Financial Year 2023 from ₹3.20 million; (ii) decrease in export benefit received to ₹1.93 million for the Financial Year 2023 from ₹3.57 million; (iii) decrease in gain on lease rent waiver to ₹0.11 million for the Financial Year 2023 from ₹1.84 million; and (iv) gain on foreign currency transaction and translation (net) amounting to ₹6.43 million commensurate to change in foreign currency rate recorded in the Financial Year 2022, while no such income was recorded in the Financial Year 2023.

Expenses

Our total expenses decreased by 14.61% to ₹6,909.58 million for the Financial Year 2023 from ₹8,091.88 million for the Financial Year 2022, primarily due to decrease in purchase of stock-in-trade, which was partially offset by increase in cost of material consumed, changes in inventories of finished goods, work in progress and stock in trade, employee benefit expenses, manufacturing expenses, R&D expenses and other expenses.

Purchase of stock-in-trade: Purchase of stock-in-trade decreased by 64.39% to ₹1,530.26 million for the Financial Year 2023 from ₹4,297.04 million for the Financial Year 2022, primarily due to reduced sales of goods for re-trade including Li-ion batteries for telecommunications in Singapore.

Cost of material consumed: Cost of material consumed increased by 56.44% to ₹3,598.90 million for the Financial Year 2023 from ₹2,300.57 million for the Financial Year 2022, primarily due to increased due to sales of manufactured EVSE products in India.

Changes in inventories of finished goods, work in progress and stock in trade: Changes in inventories of finished goods, work in progress and stock in trade increased by 162.32% to ₹49.16 million for the Financial Year 2023 from (₹78.88 million) for the Financial Year 2022, primarily attributable to a higher inventory of finished goods (EVSE products) as of March 31, 2023 compared to March 31, 2022 corresponding to growth of our EVSE business, further to increased sales of EVSE products in Financial Year 2023.

Employee benefit expenses: Employee benefit expenses increased by 15.82% to ₹644.71 million for the Financial Year 2023 from ₹556.65 million for the Financial Year 2022, primarily due to an increase in salaries and bonus to employees to ₹597.45 million for the Financial Year 2023 from ₹517.21 million for the Financial Year 2022 on account of an increase in the number of our employees to 1,103 as of March 31, 2023 from 1,034 as of March 31, 2022 and annual increments.

Manufacturing expenses: Manufacturing expenses increased by 25.92% to ₹148.82 million for the Financial Year 2023 from ₹118.19 million for the Financial Year 2022, primarily due to an increase in consumption of stores and spare parts to ₹93.58 million for the Financial Year 2023 from ₹63.10 million for the Financial Year 2022 on account of increased production of EVSE products, including in particular, AC chargers, during Financial Year 2023 and an increase in repairs to plant and machinery to ₹7.29 million for the Financial Year 2023 from ₹4.40 million for the Financial Year 2022.

R&D expenses: R&D expenses increased by 25.83% to ₹70.87 million for the Financial Year 2023 from ₹56.32 million for the Financial Year 2022, primarily due to an increase in general expenses to ₹29.41 million for the Financial Year 2023 from ₹17.57 million for the Financial Year 2022 due to increase in the cost of material consumed towards R&D activities and annual increment.

Other Expenses: Other expenses increased by 1.64% to ₹512.22 million for the Financial Year 2023 from ₹503.95 million for the Financial Year 2022 primarily due to (i) increase in travelling, conveyance and vehicle expenses to ₹67.42 million for the Financial Year 2023 from ₹44.50 million for the Financial Year 2022 due to reduced travel activity during Financial Year 2022 pursuant to Covid-19 restrictions; (ii) increase in legal and professional charges to ₹108.32 million for the Financial Year 2023 from ₹85.87 million for the Financial Year 2022 and (iii) loss on foreign currency transaction and translation (net) amounting to ₹17.03 recorded in Financial Year 2023, while no such recording was done in the Financial Year 2022. However, such increase in expenses were offset by a decrease in impairment allowance for advance receivable to ₹0.37 million in Financial Year 2023 from ₹73.26 million due to write-off of advances to vendors in the ordinary course of business.

Profit/(Loss) for the year from discontinued operations: We reported a loss for the year from discontinued operations of ₹ (246.59) million for the Financial Year 2023 (1st April 2022 to 31st Oct 2022) as compared to a loss for the year from discontinued operations of ₹ (252.59) million for the Financial Year 2022, primarily due to due to a decrease in revenues from discontinued operations and increase in the cost of material consumed.

Profit/(Loss) for the year: For the various reasons discussed above, we reported a profit for the year of ₹ 63.72 million for the Financial Year 2023 as compared to a reported profit for the year of ₹ 51.36 million for the Financial Year 2022.

Financial Year 2022 compared to Financial Year 2021

Total Income

Our total income increased by 61.90% to ₹8,489.57 million for the Financial Year 2022 from ₹5,243.64 million for the Financial Year 2021, primarily due to increase in our revenue from operations.

Revenue from Operations: Revenue from operations increased by 64.32% to ₹8,428.05 million for the Financial Year 2022 from ₹5,129.05 million for the Financial Year 2022, primarily due to an increase in (i) revenue generated from sale of our products to ₹7,684.31 million for the Financial Year 2022 from ₹4,688.49 million for the Financial Year 2021 due to increased orders of Li-ion batteries for telecommunications received by Exicom Tele-Systems (Singapore) Pte. Ltd. during Financial Year 2023, and increased sales of EV chargers in Financial Year 2022; and (ii) revenue generated from sale of services to ₹743.74 million for the Financial Year 2022 from ₹440.56 million for the Financial Year 2021 which was on account of increase in repair services provided through our Critical Power Business due to expiry of warranty of deployed products moving on to paid repairs.

Other Income: Other income decreased by 46.32% to ₹61.52 million for the Financial Year 2022 from ₹114.60 million for the Financial Year 2021, primarily due to a decrease in (i) miscellaneous income to ₹28.05 million for the Financial Year 2022 from ₹40.69 million for the Financial Year 2021 on account of reduction of expenses charged back ; (ii) gain on foreign currency transaction and translation (net) to ₹6.43 million for the Financial Year 2022 from ₹26.78 million for the Financial Year 2021; (iii) gain on lease rent waiver to ₹1.84 million for the Financial Year 2022 from ₹6.21 million for the Financial Year 2021 on account of waiver of rent due to Covid-19 during Financial Year 2022; and (iv) interest income from fixed deposits margin money from the banks to ₹7.82 million for the Financial Year 2022 from ₹13.09 million for the Financial Year 2021. Income on lease modification/termination accounted for ₹18.60 million was recorded in the Financial Year 2021 in relation to change to lease terms including waiver of the rent on account of Covid-19, while no such income was recorded in the Financial Year 2022. The decrease in other income was partially offset by the increase in (i) duty draw back received amounting to ₹ 4.29 million for the Financial Year 2022 from ₹1.40 million in Financial Year 2021 in relation to increase in export sales ; and (ii) export benefit received amounting to ₹ 3.57 million for the Financial Year 2022 from ₹1.05 million in Financial Year 2021.

Expenses

Our total expenses increased by 58.19% to ₹8,091.88 million for the Financial Year 2022 from ₹5,115.36 million for the Financial Year 2021, primarily due to increase in purchase of stock-in-trade, manufacturing expenses, finance costs, other expenses and R&D expenses. However, the increase in expenses was offset by a decrease in changes in inventories of finished goods, work in progress and stock in trade.

Cost of material consumed: Cost of material consumed increased by 26.53% to ₹2,300.57 million for the Financial Year 2022 from ₹1,818.24 million for the Financial Year 2021, primarily due to increased due to sales of manufactured EVSE products in India.

Purchase of stock-in-trade: Purchase of stock-in-trade increased by 126.72% to ₹4,297.04 million for the Financial Year 2022 from ₹1,895.28 million for the Financial Year 2021, primarily due to increased sales of goods for re-trade including Li-ion batteries for telecommunications in Singapore.

Manufacturing expenses: Manufacturing expenses increased by 31.95% to ₹118.19 million for the Financial Year 2022 from ₹89.57 million for the Financial Year 2022, primarily due to an increase in consumption of stores and spare parts to ₹63.10 million for the Financial Year 2022 from ₹37.24 million for the Financial Year 2021 on account of increased production of EVSE products, including in particular, AC chargers, during Financial Year

2023, and an increase in power and fuel charges to ₹25.43 million for the Financial Year 2022 from ₹17.83 million for the Financial Year 2021 on account of increased production of EVSE products, during Financial Year 2022.

Employee benefit expenses: Employee benefit expenses increased by 8.34% to ₹556.65 million for the Financial Year 2022 from ₹513.78 million for the Financial Year 2021, primarily due to an increase in salaries and bonus to employees to ₹517.21 million for the Financial Year 2022 from ₹473.66 million for the Financial Year 2021 on account of an increase in the number of our employees to 1034 as of March 31, 2022 from 922 as of March 31, 2021 and annual increments.

R&D expenses: R&D expenses increased by 68.62% to ₹56.32 million for the Financial Year 2022 from ₹33.40 million for the Financial Year 2022, primarily due to an increase in general expenses to ₹17.57 million for the Financial Year 2022 from ₹10.57 million for the Financial Year 2021 due to increase in the cost of material consumed towards R&D activities, and annual increments for employees.

Other Expenses: Other expenses increased by 57.45% to ₹503.95 million for the Financial Year 2022 from ₹320.08 million for the Financial Year 2021 primarily due to (i) increase in liquidated damages to ₹57.05 million for the Financial Year 2022 from ₹15.90 million for the Financial Year 2021 under the terms of our customer contracts; (ii) increase in impairment allowance for advance receivable to ₹73.26 million for the Financial Year 2022 from ₹1.85 million for the Financial Year 2021; and (iii) increase in legal and professional charges to ₹85.87 million for the Financial Year 2022 from ₹39.92 million for the Financial Year 2021.

Changes in inventories of finished goods, work in progress and stock in trade: Changes in inventories of finished goods, work in progress and stock in trade decreased by 148.23% to (₹78.88) million for the Financial Year 2022 from ₹163.55 million for the Financial Year 2022, primarily attributable to a higher closing inventory of work-in-progress as of March 31, 2022 compared to March 31, 2021.

Profit/(loss) for the year from discontinued operations: We reported a loss for the year from discontinued operations of ₹(252.59) million for the Financial Year 2022 as compared to a loss for the year from discontinued operations of ₹ (92.26) million for the Financial Year 2021, primarily due to a decrease in revenues from discontinued operations increase in the cost of material consumed and further no set off benefit of deferred tax in year 2022.

Profit/(Loss) for the year: For the various reasons discussed above, we reported a profit for the year of ₹ 51.36 million for the Financial Year 2022 as compared to a reported restated profit for the year of ₹ 34.50 million for the Financial Year 2021.

Certain Balance Sheet Items

Our total non-current assets decreased by 23.11% from ₹ 1,697.64 million in Financial Year 2022 to ₹ 1,305.39 million in Financial Year 2023, primarily due to property, plant and equipment decreasing by 23.64% from ₹ 652.87 million in Financial Year 2022 to ₹ 498.55 million in Financial Year 2023 and our intangible assets under development decreasing by 73.98% from ₹ 175.27 million in Financial Year 2022 to ₹ 45.61 million in Financial Year 2023, pursuant to slump sale.

Our total current assets increased by 32.62% from ₹ 4,332.28 million in Financial Year 2022 to ₹ 5,745.51million in Financial Year 2023, primarily due to trade receivables increasing by 86.56% from ₹ 1,685.81 million in Financial Year 2022 to ₹ 3,145.09 million in Financial Year 2023.

Our total current liabilities correspondingly increased by 33.05% from ₹ 2,774.10 million in Financial Year 2022 to ₹ 3,690.93 million in Financial Year 2023, primarily due to trade payables increasing by 70.39% from ₹ 1,654.27 million in Financial Year 2022 to ₹ 2,818.68 million in Financial Year 2023.

Liquidity and Capital Resources

Our primary sources of liquidity include cash generated from operations, from sale of securities, and from borrowings, both short-term and long-term, including term and working capital facilities. As of March 31, 2023, we had cash and cash equivalents of ₹ 379.59 million. Our financing requirements are primarily for working capital and investments in our business such as capital expenditures to upgrade and increase the capacities of our manufacturing and R&D facilities. We expect that cash flow from operations and net proceeds from sale of securities and borrowings will continue to be our principal sources of funds in the long-term. We evaluate our funding requirements periodically in light of our net cash flow from operating activities, the requirements of our business and operations, acquisition opportunities and market conditions. Our net working capital days (which represents the average of working capital divided by revenue from operations for the relevant year multiplied by 365 days) was 97, 56, and 111 for the Financial Years 2023, 2022 and 2021, respectively. The increase in our net working capital days between the Financial Year 2023 and the Financial Year 2022 was primarily due to increases in our Trade receivable, increases in our Trade payable and decrease in our other current liabilities.

Cash Flows

The following table sets forth certain information relating to our cash flows under Ind AS in Financial Year 2023, Financial Year 2022 and Financial Year 2021:

Particulars	**Financial Year**		
	2023	**2022**	**2021**
	(in ₹ millions)	**(in ₹ millions)**	**(in ₹ millions)**
Net cash flow from/(used) in operating activities	25.71	560.37	(134.55)
Net cash flow (used in) investing activities	76.96	(102.14)	(201.80)
Net cash flow generated from financing activities	(155.06)	(171.64)	464.53
Net increase/(decrease) in cash and cash equivalents	(52.39)	286.59	128.18

Operating Activities

Net cash generated from operating activities before tax was ₹ 66.12 million in Financial Year 2023 and our operating profit before working capital changes was ₹ 496.76 million. Restated profit/(Loss) before tax from continuing operation was ₹ 324.41 million and Restated profit/(Loss) before tax from discontinuing operation was ₹ (246.59) million in Financial Year 2023. The difference was primarily attributable to ₹ 78.40 million decrease in inventories due to consumption of raw material, due to increase in trade receivables by ₹ 1401.26 million, ₹ 892.22 million increase in trade Payables & other Current Liabilities.

Net cash generated from operating activities before tax was ₹ 687.44 million in Financial Year 2022 and our operating profit before working capital changes was ₹ 676.61 million. Restated profit/(Loss) before tax from continuing operation was ₹ 397.69 million and Restated profit/(Loss) before tax from discontinued operations was ₹ (252.59) million in Financial Year 2022. The difference was primarily attributable to ₹ 194.11 million increase in inventories due to higher production due to decrease in trade receivables by ₹ 1021.51 million, ₹ 816.57 million decrease in trade Payables & other Current Liabilities.

Net cash used from operating activities before tax was ₹ (96.91) million in Financial Year 2021 and our operating profit before working capital changes was ₹ 174.91 million. Restated profit/(Loss) before tax from continuing operation was ₹ 128.28 million and Restated profit/(Loss) before tax from discontinuing operation was ₹ (262.22) million in Financial Year 2021. The difference was primarily attributable to ₹ 96.88 million decrease in inventories due to consumption of raw material, due to increase in trade receivables by ₹ 2230.82 million, ₹ 1862.13 million increase in trade payables and other current liabilities.

Investing Activities

Net cash flows generated from investing activities aggregated to ₹ 76.96 million in Financial Year 2023, primarily due to ₹ 241.51 million realization of proceeds from sale of Sale of PPE and Intangible Assets under Slump Sale. These cash inflows were partially offset by ₹ 164.47 million for purchase of property, plant and equipment.

Net cash flows used from investing activities aggregated to ₹ (102.14) million in Financial Year 2022, primarily due to ₹ 84.85 million realization of proceeds from maturity of the fixed deposit with banks. These cash inflows were offset by ₹ 200.09 million for purchase of property, plant and equipment.

Net cash flows used from investing activities aggregated to ₹ (201.80) million in Financial Year 2021, primarily due to increase in ₹35.22 million fixed deposit. These cash inflows were offset by ₹179.05 million for purchase of property, plant and equipment.

Financing Activities

Net cash flow used from financing activities in Financial Year 2023 was ₹(155.06) million, primarily on account of increase in non-current borrowings by ₹ 41.63 million and increase in current borrowing by ₹60.83 million, which was partially offset by payment of lease liability ₹ 63.96 million and interest paid ₹ 193.56 million.

Net cash flow used from financing activities in Financial Year 2022 was ₹(171.64) million, primarily on account of increase in non-current borrowings by ₹ 76.37 million, which was partially offset by payment of lease liability ₹ 65.22 million, interest paid ₹ 153 million and repayment of short-term borrowings ₹ 29.79 million.

Net cash flow generated from financing activities in Financial Year 2021 was ₹464.53 million, primarily by way of proceeds from issue of compulsory convertible debentures of ₹ 750 million, which was partially offset by payment of lease liability ₹ 49.53 million, interest paid ₹ 143.70 million, repayment of short term borrowings ₹ 87.44 million and repayment of long term borrowings ₹ 4.80 million.

Financial Indebtedness

As of August 31, 2023, the aggregate amount of our outstanding borrowings (fund based) was ₹ 754.44 million and for outstanding borrowings (non-fund based) was ₹ 469.31 million, which primarily consisted of working capital facilities. For further details related to our indebtedness, please see "***Financial Indebtedness***" beginning on page 345.

Contingent Liabilities and Commitments

As of March 31, 2023, our contingent liabilities and commitments were as follows:

Nature of Contingent Liabilities	**As of March 31, 2023** ***(₹ in millions)***
Guarantees given by the bank on behalf of the Company	377.13
Letter of credit given by the bank on behalf of the Company (Margin Money for LC & BGs kept by way of fixed deposits ₹ 108.48 millions (Financial Year 2022 ₹ 101.69 millions and Financial Year 2021 ₹ 107.83 millions)	126.36
Additional demand of custom duty raised on the company	0.70
Amount demanded by the Sales tax authorities of various states but liability not provided for on account of appeals against the same.*	26.48

* *The Group's pending litigations comprise of claims against the Group and proceedings pending with Tax Authorities / Statutory Authorities. The Group has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its restated consolidated financial statements. The Group does not expect the outcome of these proceedings to have a material impact on its financial position.*

During the Financial Year 2019-20 the Holding Company has received the refund on 23.04.2019 pertaining Financial Year 2011-12 (₹ 5.47 millions), Financial Year 2012-13 (₹ 0.13 millions), Financial Year 2013-14 (₹ 7.81 millions) against the sales tax assessment relief granted by the Tribunal on 17.11.2018. Against this relief the Sale tax department has filed revision application to the High court and application has been dismissed on 28.03.2019. Now the Sale tax department has filed the application with the Supreme Court and which is pending at this level. Accordingly, ₹ 13.41 millions is treated as Contingent liability.

During the Financial Year 2020-21 the Holding Company has received a demand order of ₹ 13.07 millions and ₹ 0.64 millions against the sales tax assessment for Financial Year 2014-15 and Financial Year 2015-16 respectively from the office of Deputy commissioner of Sale Tax, Patna. Accordingly, ₹ 13.71 millions is treated as Contingent liability. The Company has filed application with Additional Commissioner, Appeal Patna on April 26, 2023.

The Group periodically reviews all its long term contracts to assess for any material foreseeable losses. Based on such review wherever applicable, the Group has made adequate provisions for these long term contracts in the books of account as required under any applicable law/accounting standard.

As at March 31, 2023 the Group did not have any outstanding long term derivative contracts.

Off-Balance Sheet Commitments and Arrangements

We do not have any off-balance sheet arrangements, derivative instruments or other relationships with other entities that would have been established for the purpose of facilitating off-balance sheet arrangements.

Capital Expenditure

Our capital expenditure primarily comprises expenditure incurred towards expansion of our branch network and investment in technological infrastructure. During the Financial Years 2023, 2022 and 2021, our capital expenditure amounted to ₹99.97 million, ₹187.94 million and ₹131.69 million, respectively, incurred towards acquisition of property, plant and equipments.

Related Party Transactions

We have engaged in the past, and may engage in the future, in transactions with related parties. See "***Restated Consolidated Financial Information – Note 50 – Related Party Disclosures***" on page 324.

Quantitative and Qualitative Disclosures about Market Risk

In the course of our business activities, we are exposed to certain financial risks, namely liquidity risk, market risks and credit risk. Our senior management have the overall responsibility for the establishment and oversight of our risk management framework. Such risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and our activities.

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. We are exposed to credit risk from our operating activities (primarily trade receivables) and from our financing activities, including deposits with banks and financial institutions and other financial instruments. Customer credit risk is managed by each business unit subject to our established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored. An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The maximum We do not hold collateral as security. We evaluate the concentration of risk with respect to trade receivables as low, as our customers are located in several jurisdictions and industries and operate in largely independent markets.

Liquidity Risk

Liquidity risk is the risk faced in meeting obligations associated our financial liabilities. Our approach to managing liquidity is to ensure that we will have sufficient funds to meet our liabilities when due without incurring unacceptable losses. In doing this, our management considers both normal and stressed conditions.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, FVTPL & FVTOCI investments.

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 exposure to the risk of changes in market interest rates relates primarily to our long-term debt obligations with floating interest rates. Credit risk from balances with banks and financial institutions is managed by the management in accordance with the Group's policy. Counterparty credit limits are reviewed by the management on an annual basis, and may be updated throughout the year. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments. In order to manage our interest rate risk, we diversify our portfolio in accordance with the risk management policies.

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 and 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 in **"- *Significant Factors Affecting our Results of Operations***" on page 351 and the uncertainties described in "***Risk Factors***" beginning on page 28. To our knowledge, except as disclosed in this Draft Red Herring Prospectus, there are no known trends or uncertainties which we expect to have a material adverse effect on our income.

Future Relationship between Cost and Revenue

Other than as described in "***Risk Factors***", "***Our Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 28, 192 and 348, 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

Other than as disclosed in this section and in "***Our Business***" on page 192, there are no new products or business segments that have or are expected to have a material impact on our business prospects, results of operations or financial condition.

Significant Dependence on Customers and Suppliers

While we do not significantly depend on a single customer or a single supplier, we are dependent on third party suppliers for the uninterrupted supply of key inputs and components including Li-ion cells, printed circuit boards, cable assemblies, electronic components, switchgear components, plastic enclosures, mechanical components and bus bars. A supply shortage may increase our costs if we are forced to pay higher prices for components or raw materials or both, or if we have to redesign or reconfigure products to accommodate a substitute component. When prices rise, they may impact our margins and results of operations if we are not able to pass the increases onto our customers or otherwise offset them. Our business is also dependent on our top five critical power solutions customers and the sale of our Li-ion ESS.

For further information on our dependence on customers and suppliers, see "***Risk Factors – Internal Risk Factors – We are dependent on the five most significant customers under our critical power solutions business ("Critical Power Business"), who contributed over 50% of our revenue from operations in each of the last three Financial Years. Loss of any of these customers or a reduction in purchases by any of them could adversely affect our business, results of operations and financial condition.***" on page 29 and "***Risk Factors – Internal Risk Factors – We depend on third parties for the uninterrupted supply of components and raw material and delivery of our products. A volatility in the price or disruption in the supply of raw materials or failure of our suppliers to meet their obligations could impact our production and increase our costs.***" on page 34**.**

Segment Reporting

Our revenues are recognized under two segments, Critical Power and EV Charger. Our operating segments are established on the basis of those components that are evaluated regularly by the Chief Executive Officer of the Company (the Chief Operating Decision Maker as defined in Ind AS 108 – 'Operating Segments') in deciding how to allocate resources and in assessing performance. These have been identified taking into account the nature of products and services, the differing risks and returns and the internal business reporting systems. Secondary segment reporting is on the basis of geographical location of the customers, i.e., domestic and export. See "***Restated Consolidated Financial Information – Note 49 – Segmental Reporting***" on page 323.

Seasonality of Business

Our business is not seasonal in nature.

Competitive Conditions

We operate in a competitive environment. Please refer to "***Our Business***", "***Industry Overview***" and "***Risk Factors***" on pages 192, 150 and 28, respectively for further information on our industry and competition.

Recent Accounting Pronouncements

As of the date of this Draft Red Herring Prospectus, there are no recent accounting pronouncements, which would have a material effect on our financial condition or results of operations.

Change in Accounting Policies

There have been no changes in our accounting policies for the Financial Years 2023, 2022 and 2021.

Significant developments subsequent to March 31, 2023

Except as disclosed in this Draft Red Herring Prospectus and as disclosed below, no circumstances have arisen since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, which materially and adversely affect or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months:

- Our Company has recently divested from Energywin Technologies Private Limited on August 11, 2023 due to which Energywin Technologies Private Limited was still shown as a subsidiary in the Restated Consolidated Financial Information till March 31, 2023, of our Company, however, as on the date of this DRHP, Energywin Technologies Private Limited is no longer our subsidiary.

- Our Company issued and allotted fully paid up bonus shares at par, in proportion of 11 new Equity Shares of ₹ 10 each for every one existing fully paid up equity share of ₹ 10 each pursuant to the approval of shareholders granted in the extra-ordinary general meeting held on September 16, 2023.

- Our Company has issued 234,741 unsecured non-convertible debentures to NextWave Communications Private Limited on August 11, 2023 at an issue price of ₹ 1,065 each each.

- Our Company, in Financial Year 2024, commenced the manufacturing of Li-ion Batteries at our Gurugram Facility II, and have already incurred total capital expenditure of ₹ 55.32 million including taxes, until date, towards setting up the infrastructure.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no outstanding (i) criminal proceedings; (ii) actions taken by regulatory or statutory authorities; (iii) disciplinary action including penalty imposed by SEBI or stock exchanges against the promoters in the last five financial years including outstanding action; (iv) claims related to direct and indirect taxes (disclosed in a consolidated manner giving the total number of claims and the total amount involved); and (iv) other outstanding litigation as determined to be material pursuant to the Materiality Policy defined by the board of directors of the issuer company and disclosed in the offer documents. ("**Relevant Parties**").*

For the purpose of point (v) above, our Board in its meeting held on September 15, 2023 has considered and adopted the Materiality Policy for identification of material outstanding litigation involving the Relevant Parties. In terms of the Materiality Policy, any pending litigation (other than litigations mentioned in points (i), (ii) and (iii) above) involving the Relevant Parties, has been considered 'material' for the purposes of disclosures in this offer documents, where:

*a) the claim/dispute amount, to the extent quantifiable, is equivalent to or above 0.5% of the consolidated revenue from operations of our Company, as per the Restated Consolidated Financial Information of our Company included in the offer documents ("**Threshold**") for the last full Financial Year, being ₹ 35.40 million;*

b) where the monetary impact is not quantifiable or the amount involved may not exceed the materiality Threshold set out under (a) above, but an outcome in any such litigation would materially and adversely affect our Company's business, operations, performance, prospects, financial position or reputation of the Company; and

c) any such litigation where the decision in one case is likely to affect the decision in similar matters such that the cumulative amount involved in such matters exceeds the Threshold as specified in (a) above, even though the amount involved in an individual matter may not exceed the Threshold as specified in (a) above.

It is clarified that: (a) first information reports (whether cognizance has been taken or not) initiated against the Relevant Parties shall also be disclosed in the Offer Documents; and (b) pre-litigation notices received by the Relevant Parties from third parties (excluding governmental/ statutory/ regulatory/ tax authorities or notices threatening criminal action) shall, in any event, not be considered as litigation until such time that Relevant Parties are impleaded as defendants/parties in in litigation/ arbitration proceedings before any judicial/ arbitral forum.

Further, there are no disciplinary actions including penalties imposed by SEBI or stock exchanges against our Promoters in the last five Financial Years, including any outstanding action. There are also no outstanding legal proceedings involving our Group Companies, the outcome of which could have a material impact on our Company.

*In terms of the Materiality Policy, outstanding dues to any creditor of our Company having monetary value which exceeds ₹ 140.93 million, which is 5% of the total consolidated trade payables as per the Restated Consolidated Financial Statements as at March 31, 2023, shall be considered as 'material'. Accordingly, as at March 31, 2023, any outstanding dues exceeding ₹ 140.93 million have been considered as material outstanding dues for the purposes of disclosure in this section. Further, for outstanding dues to any party which is a micro, small or a medium enterprise ("**MSME**"), the disclosure will be based on information available with our Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended.*

I. Litigation involving our Company

A. Litigation filed against our Company

Actions by regulatory and statutory authorities

A show cause notice dated March 27, 2018 was issued by the Office of the General Manager, District Industries Centre, Solan to our Company, alleging that the construction of structures on additional land around the allotted sheds of the manufacturing facility of the Company located at Solan, Himachal Pradesh, was undertaken without the due permission of the General Manager, District Industries Centre, Solan. A second show cause notice dated July 4, 2018, was issued by him, alleging encroachment of land by our Company. Our Company submitted its response on July 13, 2018 and further, had met in person with the General Manager, District Industries Centre, Solan regarding the matter. Subsequently, our Company through its letter dated March 14, 2019, requested the General Manager to allot the additional land to the Company.

Considering the responses unsatisfactory, the General Manager has issued a notice dated May 9, 2019 to the Company for vacating the additional land being encroached upon. Our Company submitted its responses to the said notice on May 15, 2019, and May 29, 2019. Further, our Company through its letter dated August 26, 2019 has submitted an earnest money amount of ₹ 0.65 million (i.e., 10% of the total value of the additional land at the prevailing circle rates) to the General Manager, District Industries Centre, Solan for allotting the additional land in favor of our Company. Further, pursuaunt to the letter dated September 6, 2021, the General Manager had requested for additional details for the allotment of land from the Company, to which our Company had responded in its letter dated September 16, 2021. The matter is currently pending for allotment of land.

B. Litigation filed by our Company

Criminal proceedings

Our Company had filed a first information report with the police station at Sector 5, Gurugram, Haryana on June 16, 2022, against certain former employees of our Company, namely, Tilakraj, Hitesh Sharma and Jayveer Yadav alleging the theft of relay magazines, side plates, front plates cover, relay box and other instruments from the storage unit of the Company by the Tilakraj, Hitesh Sharma and Jayveer Yadav. A copy of the chargesheet has been filed in the matter with the Judicial Magistrate, Gurugram under section 173(2) of the Code of Criminal Procedure, 1973 and provided to Tilakraj, Hitesh Sharma and Jayveer Yadav. The matter is currently pending.

C. Tax proceedings

S. No.	Particulars	Number of cases	Aggregate amount involved (*in ₹ million*)*
1.	Direct Tax	6	0.29
2.	Indirect Tax	5	27.18
	Total	**11**	**27.47**

**To the extent quantifiable.*

II. Litigation involving our Subsidiaries

A. Litigation filed against our Subsidiaries

Nil

B. Litigation filed by our Subsidiaries

Horizon Tele Systems Sdn Bhd filed a writ of summons dated August 29 2022 before the Kuala Lumpur High Court against Quantum Virtuality Sdn Bhd for breaching a contract entered between Horizon Tele Systems Sdn Bhd and Quantum Virtuality Sdn Bhd, wherein Horizon Tele Systems Sdn Bhd agreed to provide goods and/or services for a telecom project. Horizon Tele Systems Sdn Bhd has claimed liquidated damages amounting to RM2.36 million (approximately equivalent to INR 41.80 million). Subsequently, Quantum Virtuality Sdn Bhd has filed an appeal in the matter, dated October 4, 2022 at the Court of Appeal. The matter is currently pending full trial fixed on March 4 to 7, 2024.

C. *Tax proceedings*

S. No.	Particulars	Number of cases	Aggregate amount involved (*in ₹ million*)
1.	Direct Tax	Nil	Nil
2.	Indirect Tax	Nil	Nil
	Total	Nil	Nil

III. Litigation involving our Promoters

A. *Litigation filed against our Promoters*

Nil

B. *Litigation filed by our Promoters*

Nil

C. *Tax proceedings*

S. No.	Particulars	Number of cases	Aggregate amount involved (*in ₹ million*)
1.	Direct Tax	Nil	Nil
2.	Indirect Tax	Nil	Nil
	Total	Nil	Nil

IV. Litigation involving our Directors

A. *Litigation filed against our Directors*

Nil

B. *Litigation filed by our Directors*

Nil

C. *Tax proceedings*

S. No.	Particulars	Number of cases	Aggregate amount involved (₹ in *million*)
1.	Direct Tax	Nil	Nil
2.	Indirect Tax	Nil	Nil
	Total	Nil	Nil

V. Outstanding dues to creditors

As at March 31, 2023, outstanding dues to MSME creditors, material creditors and other creditors were as follows:

Type of Creditors*	Number of Creditors	Amount involved (₹ in million)
Micro, Small and Medium Enterprises	167	256.53
Material creditors	2	1,596.97
Other creditors	652	965.18
Total outstanding dues	821	2,818.68

* *As certified by the Statutory Auditors, Khandelwal Jain & Co., Chartered Accountants, pursuant to certificate dated September 27, 2023.*

The details pertaining to outstanding dues to the material creditors, along with names and amounts involved for each such material creditor are available on the website of our Company at https://www.exicom.in/investors.html.

VI. Material Developments

Except as disclosed in "***Management's Discussion and Analysis of Financial Condition and Results of Operations - Significant developments subsequent to March 31, 2023***" on page 380, there have been no material developments, since the date of the last financial statements disclosed in this Draft Red Herring Prospectus, which materially and adversely affect, or are likely to affect, our operations or our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months**.**

GOVERNMENT AND OTHER APPROVALS

*Our business activities and operations require various approvals issued by relevant central and state authorities under various rules and regulations. We have set out below an indicative list of all material approvals obtained by our Company and our Material Subsidiary, as applicable, for the purposes of undertaking our respective business activities and operations ("**Material Approvals**"). In view of such approvals, our Company can undertake the Offer and we can conduct our current business activities. Unless otherwise stated, these approvals are valid as of the date of this Draft Red Herring Prospectus, and in case of licenses and approvals which have expired, we have either made an application for renewal, or are in the process of making an application for renewal. In this regard, we have set out below, (i) material approvals or renewals applied for but not received; (ii) material approvals expired and renewal yet to be applied for; and (iii) material approvals required but not obtained or applied for, as on the date of this Draft Red Herring Prospectus.*

*For details of risk associated with not obtaining or delay in obtaining the requisite approvals, see "**Risk Factors – Internal Risk Factors - We are required to obtain, renew or maintain statutory and regulatory permits, licenses and approvals to operate our business and our facilities, and any delay or inability in obtaining, renewing or maintain such permits, licenses and approvals could result in an adverse effect on our results of operations.**"on page 40. For further details in connection with the regulatory and legal framework within which we operate, see "**Key Regulations and Policies**" beginning on page 227.*

I. Incorporation details of our Company and Material Subsidiary

For details of the incorporation details of our Company and our Material Subsidiary, see *"**History and Certain Corporate Matters**"* beginning on page 232.

II. Offer-related approvals

For details of corporate and other approvals obtained in relation to the Offer, see "***Other Regulatory and Statutory Disclosures*** – ***Authority for the Offer***" on page 388.

III. Material Approvals obtained by our Company

We require various approvals, licenses and registrations under several central or state-level acts, rules and regulations to carry on our business operations and manufacturing facilities in India. We have obtained the following Material Approvals for our manufacturing facilities:

A. Material approvals in relation to the business operations of our Solan Facility

(i) Consent to operate under the provisions of the Water (Prevention & Control of Pollution) Act, 1974, Air (Prevention & Control of Pollution) Act, 1981, as amended, by the Himachal Pradesh State Pollution Control Board *vide* its letter no. CTO/BOTH/RENEW/RO/2022/5448140 and hazardous waste authorization under the Hazardous & Other Wastes (Management & Transboundary Movement) Rules 2016, as amended, by the Himachal Pradesh State Pollution Control Board vide its letter no. HPPCB/HWMR/311(ID-19757/2018-9644-47.

(ii) License under the provisions of the Factories Act, 1948, as amended, by the Chief Inspector of Factories, Himachal Pradesh, bearing registration no. L&E(FAC)9-20142492-1130.

(iii) No objection certificates under the provisions of the Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2010, by the Himachal Pradesh Electrical Inspectorate, bearing no. HIMVINI/Exicom Tele-System Ltd./2019-5849-52.

(iv) Certificate of registration under the provisions of the Contract Labour (Regulation and Abolition) Act, 1970, as amended, by the Labour Department, Government of Himachal Pradesh, bearing no. LO/SZ/Cont/P.E./2013-574.

B. Material approvals in relation to the business operations of our Gurugram Facility I

(v) Exemptions from requirement to obtain the applicable consent to operate and authorisation under the provisions of the Water (Prevention & Control of Pollution) Act, 1974, Air (Prevention & Control of

Pollution) Act, 1981 and the Hazardous & Other Wastes (Management & Transboundary Movement) Rules 2016, each as amended, by the Haryana State Pollution Control Board *vide* letters no. HSPCB/GRN/2016/4529.

(vi) License under the provisions of the Factories Act, 1948, as amended, by the Chief Inspector of Factories, Haryana, bearing registration certificate no. GGN-ONLINE-GGN-E-27.

(vii) No objection certificates under the provisions of the Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2010, by the Office of the Executive Engineer, Electrical Inspectorate, Gurugram bearing no. H.T.I./1825.

(viii) Certificate of registration under the provisions of the Contract Labour (Regulation and Abolition) Act, 1970, as amended, by the Labour Commissioner, Haryana, bearing no. CLA/PSA/REG/GGN/26082022.

(ix) Fire NoC bearing number MCG/FS/DDT/2022/4/4054 by the Fire and Emergency Services Department, Gurugram.

C. Material approvals in relation to the business operations of our Gurugram Facility II

No objection certificates under the provisions of the Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2010, by the Office of the Executive Engineer, Electrical Inspectorate, Gurugram bearing no. H.T.I./8363.

D. Tax related approvals

(i) The permanent account number of our Company is AAACH2448G.

(ii) The tax deduction account numbers of our Company are DELH04147D and PTLH10790D.

(iii) Goods and Services Tax ("**GST**") registrations for payments under various central and state GST legislations in the respective states we operate in and for our Gurugram Facility I.

(iv) The import export code for our Company is 2293002969.

E. Labour laws related approvals

(i) Certificates of registration under the provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 as amended.

(ii) Certificates of registration under the provisions of the Employees State Insurance Act, 1948, as amended.

(iii) Registration certificates under the provisions of the respective shops and establishment acts in states where we operate in and for our Registered Office and Corporate Office.

IV. Material Approvals obtained by our Material Subsidiary

In order to carry on its operations, our Material Subsidiary requires approvals, licenses and registrations under various laws, rules, and regulations, Exicom Singapore has obtained the following material approval:

GST registration certificate, bearing no. 201210680W issued by the Inland Revenue Authority of Singapore.

V. Material approvals to be obtained by our Material Subsidiary

Nil

VI. Material approvals to be obtained by our Company

Material approvals or renewals applied for but not received

(a) Application dated March 28, 2023, for renewal of authorisation under the provisions of the Hazardous & Other Wastes (Management & Transboundary Movement) Rules 2016, as amended, submitted before the Himachal Pradesh State Pollution Control Board for our Solan Facility.

(b) Application dated September 25, 2023, for obtaining the consent to operate and authorisation under the provisions of the Water (Prevention & Control of Pollution) Act, 1974, Air (Prevention & Control of Pollution) Act, 1981, submitted before the Haryana State Pollution Control Board for our Gurugram Facility II.

(c) Application dated September 27, 2023, for obtaining the factories license under the Factories Act, 1948, submitted before the labour department, Haryana for our Gurugram Facility II.

Material Approvals expired and not applied for renewal

Nil

Material Approvals required but not applied for or obtained

Nil

VII. Intellectual Property of our Material Subsidiary

As on the date of this Draft Red Herring Prospectus, our Material Subsidiary has one registered trademark in Singapore

VIII. Intellectual Property of our Company

Trademarks

As on the date of this Draft Red Herring Prospectus, we have 5 registered trademarks in India. Further, as on the date of this Draft Red Herring Prospectus, we have applied for 7 trademarks under classes 9, 37, 38 and 42, of which all are pending including the registration for our logo, i.e., exicom and for our SPIN product range, i.e., spin.

Patents

As on the date of this Draft Red Herring Prospectus, we have 3 granted patents in India. Further, as on the date of this Draft Red Herring Prospectus, we have applied for 7 patents which are pending at various stages in India.

Designs

As on the date of this Draft Red Herring Prospectus, we have 15 design registrations in India. Further, as on the date of this Draft Red Herring Prospectus, we have applied for 1 design registration which is pending in India.

For risks associated with intellectual property, please see, "***Risk Factors – Internal Risk Factors - Any inability to protect our intellectual property or any claims that we infringe on the intellectual property rights of others and any failure to keep our technical knowledge confidential could erode our competitive advantage and could have a material adverse effect on us.***" on page 43.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

Corporate Approvals

- Our Board has authorized the Offer pursuant to its resolution dated September 15, 2023, and the Fresh Issue has been authorized by a special resolution of our Shareholders dated September 16, 2023.

- Our Board has taken on record the consent of the Promoter Selling Shareholder to participate in the Offer for Sale pursuant to a resolution passed at its meeting held on September 27, 2023.

- Our Board has on September 27, 2023 approved this Draft Red Herring Prospectus for filing with SEBI and the Stock Exchanges.

Approvals from the Selling Shareholder

The Promoter Selling Shareholder has confirmed and authorized offer and transfer of the Offered Shares pursuant to the Offer for Sale, as set out below:

S. No.	Name of the Promoter Selling Shareholder	Date of Consent Letter	Date of corporate authorisation/ board resolution	Maximum number of Offered Shares
1.	NextWave Communications Private Limited	September 27, 2023	September 25, 2023	Up to 7,400,000 Equity Shares
Total				**Up to 7,400,000 Equity Shares**

The Promoter Selling Shareholder confirms that its respective portion of the Offered Shares is in compliance with Regulation 8 of the SEBI ICDR Regulations. Further, in accordance with Regulation 8A of the SEBI ICDR Regulations, the Equity Shares offered for sale by (i) Selling Shareholder holding, individually or with persons acting in concert, more than 20% of the pre-Offer shareholding of our Company (on a fully-diluted basis), shall not exceed more than 50% of their respective pre-Offer shareholding (on a fully-diluted basis) and (ii) Selling Shareholder holding, individually or with persons acting in concert, less than 20% of pre-Offer shareholding of our Company (on a fully-diluted basis), shall not exceed more than 10% of the pre-Offer shareholding of our Company (on a fully-diluted basis).

In-principle Listing Approvals

Our Company has received in-principle approvals from the BSE and NSE for the listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively.

Prohibition by the SEBI, the RBI or Governmental Authorities

Our Company, our Promoters (including persons in control of our Company), members of our Promoter Group, our Directors and persons in control of our corporate Promoter, are not prohibited from accessing or operating in the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

The Promoter Selling Shareholder confirms that it is not prohibited from accessing the capital market or debarred from buying, selling, or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoters (including the Promoter Selling Shareholder), and members of our Promoter Group confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, as amended, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

Directors associated with securities market

None of our Directors are, in any manner, associated with the securities market. Further, there are no outstanding actions initiated by SEBI against any of our Directors, during the five years preceding the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 6(2) of the SEBI ICDR Regulations which states the following:

"An issuer not satisfying the condition stipulated in sub-regulation (1) shall be eligible to make an initial public offer only if the issue is made through the book-building process and the issuer undertakes to allot at least seventy five per cent of the net offer to qualified institutional buyers and to refund the full subscription money if it fails to do so."

We are an unlisted company that does not satisfy the conditions specified in Regulation 6(1) of the SEBI ICDR Regulations and are therefore required to meet the conditions as detailed under Regulation 6(2) of the SEBI ICDR Regulations.

We are therefore required to allot not less than 75% of the Offer to QIBs to meet the conditions as detailed under Regulation 6(2) of the SEBI ICDR Regulations. Further, not more than 15% of the Offer shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Further, not more than 10% of the 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.

In the event that we fail to do so, the full application monies shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations, and other applicable law.

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, in accordance with the SEBI ICDR Regulations and applicable law.

Further, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. Our Company is in compliance with the conditions specified in Regulation 5 and Regulation 7(1) of the SEBI ICDR Regulations, as follows:

a) our Company, the Promoters (including the Promoter Selling Shareholder), the members of our Promoter Group, and our Directors are not debarred from accessing the capital market by SEBI;

b) none of our Promoters or Directors are promoters or directors of companies which are debarred from accessing the capital markets by the SEBI;

c) neither our Company nor any of our Promoters or Directors has been declared a Wilful Defaulters or a Fraudulent Borrower;

d) none of our Promoters or our Directors have not been declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018;

e) the Equity Shares of our Company held by our Promoters are in dematerialised form;

f) there is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance;

g) our Company has received in-principle approvals from the BSE and NSE for the listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively;

h) the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus;

i) our Company, along with the Registrar to the Company, has entered into tripartite agreements dated July 7, 2023 and July 6, 2023 with NSDL and CDSL, respectively, for dematerialization of the Equity Shares; and

j) there are no outstanding convertible securities, warrants, options or rights to convert debentures, loans or other instruments convertible into, or any other right which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus. For further information in relation to the Exicom ESOP Scheme, see "***Capital Structure – Employee stock option scheme***" beginning on page 100.

Our Company will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

DISCLAIMER CLAUSE OF THE SECURITIES AND EXCHANGE BOARD OF INDIA

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, BEING MONARCH NETWORTH CAPITAL LIMITED, UNISTONE CAPITAL PRIVATE LIMITED AND SYSTEMATIX CORPORATE SERVICES LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED. 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 PROMOTER SELLING SHAREHOLDER WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO ITSELF FOR THE OFFERED SHARES, THE BOOK RUNNING LEAD MANAGERS IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE PROMOTER SELLING SHAREHOLDER DISCHARGE THEIR RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS, BEING MONARCH NETWORTH CAPITAL LIMITED, UNISTONE CAPITAL PRIVATE LIMITED AND SYSTEMATIX CORPORATE SERVICES LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 27, 2023 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, AS AMENDED OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

Disclaimer from our Company, our Directors, the Selling Shareholder and the BRLMs

Our Company, our Directors, the Promoter Selling Shareholder 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 Company's instance and anyone placing reliance on any other source of information, including our Company's website, www.exicom.in, or any website of any Subsidiaries or affiliates of our Company, or of any of the Group Companies or of the Promoter Selling Shareholder, would be doing so at his or her own risk. It is clarified that the Promoter Selling Shareholder, nor any of its respective directors, partners, trustees, affiliates, associates and officers, accept and/or undertake any responsibility for any statements made or undertakings provided by any person other than those specifically made or undertaken by the Promoter Selling Shareholder in this Draft Red Herring Prospectus in relation to itself and its respective portion of the Offered Shares.

The BRLMs accepts no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement.

All information shall be made available by our Company, the Promoter Selling Shareholder (solely with respect to itself and its respective portion of the Offered Shares) and the BRLMs to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding Centres or elsewhere.

Bidders who Bid in the Offer will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, Underwriters and their respective directors, partners, designated partners, trustees, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Promoter Selling Shareholder, Underwriters and their respective directors, partners, designated partners, trustees, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, the Promoter Selling Shareholder, the Subsidiaries, the members of the Promoter Group and their respective affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, the Promoter Selling Shareholder, the Subsidiaries, the members of the Promoter Group and their respective 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 (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, as amended, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorized to invest in equity shares, domestic Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from RBI), systemically important NBFCs or trusts under applicable trust law and who are authorized under their respective constitutions to hold and invest in equity shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds (subject to applicable law), 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, NBFC-SIs and permitted Non-Residents including FPIs and Eligible NRIs, AIFs, and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares.

This Draft Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. This Draft Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares offered in the Offer in any jurisdiction, including India. Invitations to subscribe to or purchase the Equity Shares offered 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.

Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in New Delhi, India only.

No action has been, or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus, nor any offer or sale hereunder, shall, under any circumstances, create any implication that there has been no change in our affairs or in the affairs of any of the Promoter Selling Shareholder from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

Bidders are advised to ensure that any Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

Eligibility and Transfer Restrictions

Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India.

No person outside India is eligible to bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and 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 are being offered and sold outside the United States in offshore transactions in compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales are made. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Disclaimer Clause of the BSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the BSE. The disclaimer clause as intimated by the BSE to us, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Disclaimer Clause of the NSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the NSE. The disclaimer clause as intimated by the NSE to us, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Listing

The Equity Shares issued through the Red Herring Prospectus and the Prospectus are proposed to be listed on the BSE and the NSE. Applications will be made to the Stock Exchanges for obtaining permission to deal in and for an official quotation of the Equity Shares being issued and sold in the Offer and [●] is the Designated Stock

Exchange, with which the Basis of Allotment will be finalised.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken such period as may be prescribed by the SEBI. The Promoter Selling Shareholder confirms that it shall extend reasonable co-operation to the Company, as may be required solely in relation to the Offered Shares, in accordance with applicable law, to facilitate the process of listing the Equity Shares on the Stock Exchanges.

If our Company does not allot Equity Shares pursuant to the Offer within such timeline as prescribed by the SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period. The Promoter Selling Shareholder shall reimburse, only to the extent of the respective portion of the Offered Shares, and as mutually agreed and in accordance with applicable law, any expenses and interest incurred by our Company on behalf of the Promoter Selling Shareholder for any delays in making refunds as required under the Companies Act and any other applicable law, provided that the Promoter Selling Shareholder shall not be responsible or liable for payment of any expenses or interest, unless such delay is solely and directly attributable to an act or omission of the Promoter Selling Shareholder in relation to itself or the Offered Shares.

Consents

Consents in writing of: (a) the Promoter Selling Shareholder, our Directors, our Company Secretary and Compliance Officer, our Statutory Auditors, the legal counsel, the bankers to our Company, CRISIL, independent chartered engineer, Project Report provider, the BRLMs and Registrar to the Offer have been obtained; and (b) the Syndicate Members, Escrow Collection Bank, Public Offer Account Bank, Sponsor Bank, Refund Bank and Monitoring Agency to act in their respective capacities, will be obtained. Further, such consents shall not be withdrawn up to the time of delivery of this Draft Red Herring Prospectus with SEBI and the Prospectus with the RoC.

Experts

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

Our Company has received a written consent dated September 27, 2023 from Khandelwal Jain & Co., Chartered Accountants to include their names as required under section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated September 15, 2023 on our Restated Consolidated Financial Information; (ii) their report dated September 27, 2023 on the Statement of Special Tax Benefits in this Draft Red Herring Prospectus; and (iii) various certifications issued by them in respect of information in this Draft Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

Our Company has received certificate dated September 26, 2023 ("**ICE Certificate**") from Mukesh M. Shah, independent chartered engineer (membership number: M-0231074) certifying, among other things, the details of the installed capacity and capacity utilization of the products manufactured at our manufacturing facilities, and consenting to the inclusion of 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 an independent chartered engineer, in relation to the ICE Certificate and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated September 25, 2023, from Resurgent India Limited in relation to the report titled "Cost Assessment Report for building, plant and machinery and utilities to be built at Telangana" dated September 25, 2023, 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.

Particulars regarding public or rights issues during the last five years

There have been no public issues, including any rights issues undertaken by our Company during the five years preceding the date of this Draft Red Herring Prospectus.

Commission or brokerage on previous issues in the last five years

Since this is the initial public offering of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure public subscription for any of our Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

Capital issues in the preceding three years by our Company, our listed group companies, Subsidiaries and Associates

Except as disclosed in "***Capital Structure***" beginning on page 89, our Company has not made any capital issuances during the three years preceding the date of this Draft Red Herring Prospectus.

As on the date of this Draft Red Herring Prospectus, our Company does not have any associates.

Except HFCL Limited, our Company does not have any listed Subsidiaries or Group Companies. Our Group Company, HFCL Limited has equity shares listed on the Stock Exchanges. Details of capital issuances undertaken during the three years preceding the date of this Draft Red Herring Prospectus by HFCL Limited are set out below:

Particulars	HFCL Limited	
Year of Issue	2023-2024	2021-2022
Type of issue (public/rights/composite)	Qualified Institutional Placement	Qualified Institutional Placement
Amount of issue (₹ million)	3,520	6,000
Issue price (per equity share, ₹)	69	68.75
Current market price (per equity share, ₹)	71.71	71.71
Date of closure of issue	August 31, 2023	December 9, 2021
Date of allotment and credit of securities to dematerialized account of investors	August 31, 2023	December 10, 2021
Date of completion of the project, where object of the issue was financing the project	N.A.	N.A.
Rate of dividend paid (%)	No specific rate	No specific rate

Performance *vis-à-vis* Objects – Public/rights issue of our Company

Our Company has not undertaken any public issues, including any rights issues to the public in the five years preceding the date of this Draft Red Herring Prospectus.

Performance *vis-à-vis* Objects –public/rights issue of subsidiaries/listed promoters

As on the date of this Draft Red Herring Prospectus, our Company does not have any listed Subsidiaries or Promoters.

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Price Information of past issues handled by the BRLMs

Monarch Networth Capital Limited

1. *Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Monarch Networth Capital Limited*

S. No.	Issue name	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.	Dharmaj Crop Guard Limited	2,510.92	237	December 8, 2022	266.05	-19.30%	-29.03%	-26.16%

Notes:

a. Data is sourced either from www.nseindia.com or www.bseindia.com, as per the designated stock exchange disclosed by the respective Issuer Company

b. Wherever 30th/ 90th/ 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered.

c. Similarly, benchmark index considered is "NIFTY 50" where NSE is the designated stock exchange and "S&P BSE SENSEX" where BSE is the designated stock exchange, as disclosed by the respective Issuer Company

2. *Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Monarch Networth Capital Limited*

Financial Year	Total No. of IPO's	Total Funds Raised (in ₹ 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%
2021-22	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2022-23	1	2,510.92	-	-	1	-	-	-	-	1	-	-	-	-
2023-24	-	-	-	-	-	-	-	-	-	-	-	-	-	-

** 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.

Unistone Capital Private Limited

1. *Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Unistone Capital Private Limited*

Sr. No.	Issue Name	Issue Size (in Millions)	Issue price	Listing date	Opening price on listing date	+/-% change in closing price,[+/-% change in	+/-% change in closing price, [+/- % change in closing	+/-% change in closing price,[+/-

						closing benchmark]- 30th calendar days from listing	benchmark]- 90th calendar days from listing	% change in closing benchmark]- 180th calendar days from listing
1	Likhitha Infrastructure Limited @	612.00	120	October 15,2020	136.6	16.14%, [10.22%]	41.43%, [23.74%]	170.87%, [24.84%]
2	Siddhika Coatings Limited @	46.97	57	April 7, 2021	56.95	0.88%, [0.02%]	21.05%, [7.18%]	62.72%, [20.05%]
3	Bombay Metrics Supply Chain Limited @	42.85	93	October 12, 2021	103.2	28.35%, [0.62%]	59.09%, [1.22%]	329.09%, [-2.57%]
4	Sigachi Industries Limited #	1,254.29	163	November 15, 2021	603.75	150.80, [-5.07%]	96.26%, [-4.41%]	65.28%, [-8.86%]
5	HP Adhesives Limited @	1,259.63	274	December 27, 2021	334.95	42.34%, [0.14%]	38.21%, [0.39%]	31.30%, [-7.34%]
6	Integrated Personnel Services Limited @	127.44	59	November 11, 2022	66.5	37.63% [0.80%]	25.68% [-2.49%]	21.80% [-0.19%]
7	All E Technologies Limited @	481.97	90	December 21, 2022	125	23.72% [-0.94]	2.94% [-6.00]	17.17% [3.06%]
8	Global Surfaces Limited @	1,549.80	140	March 23, 2023	163	54.64% [3.90%]	43.32% [10.42%]	22.89% [16.54%]
9	MOS Utility Limited @	499.65	76	April 18, 2023	90	39.47% [2.66%]	15.39% [11.62%]	-
10	Sahana System Limited @	327.38	135	June 12, 2023	163	8.22% [4.21%]	97.67% [6.55%]	-
11	Sangani Hospitals Limited @	151.68	40	August 17, 2023	44	-4.55% [4.27%]	-	-
12	Mono Pharmacare Limited @	148.40	28	September 7, 2023	29	-	-	-
13	Ratnnaveer Precision Engineering Limited @	1,650.32	98	September 11, 2023	123.2	-	-	-
14	Unihealth Consultancy Limited @	565.49	132	September 21, 2023	135	-	-	-

For details regarding the track record of the BRLM, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the website www.unistonecapital.com

Notes:

(a) Source: www.nseindia.com and www.bseindia.com for the price information

(b) Wherever 30th/90th/180th calendar day from the listing day is a holiday, the closing data of the next trading day has been considered.

@ The Nifty 50 index is considered as the benchmark index, NSE being the designated stock exchange.

 # The S&P BSE SENSEX index is considered as Benchmark Index, BSE being the designated stock exchange.

Financial year	Total no. of IPO	Total funds Raised (₹ Cr)	Nos of IPOs trading at discount on 30th Calendar day from listing date			Nos of IPOs trading at premium on 30th Calendar day from listing date			Nos of IPOs trading at discount on 180th Calendar day from listing date			Nos of IPOs trading at premium on 180th Calendar day from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less Than 25%
FY 2021-22	4	260.37	-	-	-	1	2	1	-	-	-	2	1	1
FY 2022-23	3	215.92	-	-	-	-	3	-	-	-	-	-	-	-
FY 2023-24	6#	334.29	-	-	-	-	1	1	-	-	-	-	-	-

 # MOS Utility Limited, Sahana System Limited, Sangani Hospitals Limited, Mono Pharmacare Limited and Ratnaveer Precision Engineering Limited, Unihealth Consultancy Limited was listed on April 18, 2023, June 12, 2023, August 17, 2023, September 7, 2023, September 11,2023 and September 21, 2023 respectively

Systematix Corporate Services Limited

1. *Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Systematix Corporate Services Limited*

S. No.	Issue name	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.	Inox Green Energy Services Limited	7,400.00	65.00	23 November 2022	60.5	-30.77% [-1.11%]	-32.77% [-1.33%]	-26.85% [+0.36%]
2.	Veranda Learning Solutions Limited	2,000.00	137.00	11 April 2022	157	+66.57% [-7.80%]	+58.18% [-7.60%]	+146.13% [-1.31%]
3.	Empyrean Cashews Limited	194.14	37.00	31 March 2022	42	+231.08% [+5.83%]	+625.68% [-4.36%]	+641.89% [+22.57%]

Notes:
1. Basis for Issue Price.
2. % of change in closing price on 30th/ 90th/ 180thcalendar day from listing day is calculated vs issue price. % change in closing benchmark index is calculated based on closing index on listing day vs closing index on 30th/ 90th/ 180th calendar day from listing day.
3. Wherever 30th/ 90th/ 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered.
4. Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information and benchmark index.

2. *Summary statement of price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by Systematix Corporate Services Limited.*

Financial Year	Total No. of IPO's	Total Funds Raised	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		
		(in ₹ million)	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2022-23	1	9,400.00	-	1	-	1	-	-	-	1	-	1	-	-
2021-22	2	194.14	-	-	-	1	-	-	-	-	-	1	-	-
2020-21	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

Track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, 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 BRLMs	Website
1.	Monarch Networth Capital Limited	www.mnclgroup.com
2.	Unistone Capital Private Limited	www.unistonecapital.com
3.	Systematix Corporate Services Limited	www.systematixgroup.in

Stock Market Data of the Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

Pursuant to the SEBI ICDR Master Circular, SEBI has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism *inter alia* in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non allotment within prescribed timelines and procedures.

Per the circular (No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M) dated March 16, 2021 as amended pursuant to circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 issued by the SEBI, ("**March 2021 Circular**"), SEBI has prescribed certain mechanisms to ensure proper management of investor issues arising out of the UPI Mechanism, including: (i) identification of a nodal officer by SCSBs for the UPI Mechanism; (ii) delivery of SMS alerts by SCSBs for blocking and unblocking of UPI Mandate Requests; (iii) hosting of a web portal by the Sponsor Bank(s) containing statistical details of mandate blocks/unblocks; (iv) limiting the facility of reinitiating UPI Bids to Syndicate Members to once per Bid; and (v) mandating SCSBs to ensure that the unblock process for non-allotted/partially allotted applications is completed by the closing hours of one Working Day subsequent to the finalization of the Basis of Allotment. Further, in terms of SEBI ICDR Master Circular, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same 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.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

Separately, pursuant to the March 2021 Circular, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled/withdrawn/deleted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation/withdrawal/deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount and 2. ₹ 100 per day or 15% per annum of the total cumulative blocked amount	From the date on which multiple amounts were blocked till the date of actual unblock

Scenario	Compensation amount	Compensation period
	except the original Bid Amount, whichever is higher	
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and 2. ₹ 100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted/partially Allotted applications	₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the post-Offer BRLMs shall be liable to compensate the investor ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

The Registrar Agreement provides for 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 pursuant to the Offer, or such other period as may be prescribed under applicable law to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

All grievances in relation to the Bidding process, other than 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, UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked, and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder. Further, the Bidder shall also enclose a copy of the Acknowledgment Slip or the application number duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

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

For helpline details of the Book Running Lead Managers pursuant to March 2021 Circular, see "***General Information – Book Running Lead Managers***" on page 80.

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 hereinabove.

The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

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

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the SCSB in case of ASBA Bidders, for the redressal of routine investor grievances shall be seven Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company shall obtain authentication on the Securities and Exchange Board of India Complaints Redress System ("**SCORES**") and shall comply with the SEBI circulars in relation to redressal of investor grievances through SCORES.

Our Company has constituted a Stakeholders' Relationship Committee which is responsible for redressal of grievances of the security holders of our Company. See "***Our Management – Board Committees – Stakeholders' Relationship Committee***" on page 253.

Our Company has appointed Sangeeta Karnatak, as the Company Secretary and the Compliance Officer who may be contacted in case of any pre-Offer or post-Offer related grievances. Their contact details are as follows:

Sangeeta Karnatak
3rd Floor, Plot No. 38, Institutional Area,
Sector 32, Gurugram 122 001
Haryana, India
Tel: +91 124 6615 200
E-mail: sangeeta.karnatak@exicom.in

The Promoter Selling Shareholder, has authorized the Company to take all actions in respect of the Offer for Sale; and on its behalf in accordance with Section 28 of the Companies Act, 2013.

Our Company has not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of this Draft Red Herring Prospectus.

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

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

SECTION VII: OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered and Allotted in the Offer will be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, the SCRA, the SCRR, the Memorandum of Association, the Articles of Association, the SEBI Listing Regulations, the terms of the Red Herring Prospectus and the Prospectus, the Bid cum Application Form, the Revision Form, the Abridged Prospectus and other terms and conditions as may be incorporated in the CAN (for Anchor Investors), Allotment Advice and other documents and certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to all 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 RoC, the RBI and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as maybe prescribed by SEBI, the Government of India, the Stock Exchange, the RoC, the RBI and/or other authorities while granting approval for the Offer.

Ranking of Equity Shares

The Equity Shares being offered and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, our Memorandum of Association and Articles of Association, and will rank *pari passu* in all respects with the existing Equity Shares of our Company, including in respect of rights to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment and transfer in accordance with applicable law. See "***Main Provisions of the Articles of Association***" beginning on page 431.

Mode of Payment of Dividend

Our Company will pay dividends, if declared, to the Shareholders, as per the provisions of the Companies Act 2013, the SEBI Listing Regulations, the Memorandum of Association and the Articles of Association, and any guidelines or directives that may be issued by the Government of India in this respect. Any dividends declared, after the date of Allotment (including pursuant to the transfer of Equity Shares in the Offer for Sale) in this Offer, will be payable to the Allottees who have been Allotted Equity Shares in the Offer, for the entire year, in accordance with applicable laws. See "***Dividend Policy***" and "***Main Provisions of the Articles of Association***" beginning on pages 265 and 431, respectively.

Face Value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹ 10 and the Offer Price at the lower end of the Price Band is ₹ [●] per Equity Share and at the higher end of the Price Band is ₹ [●] per Equity Share. The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot will be decided by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, and published by our Company in [●] edition of [●] (a widely circulated English national daily newspaper) and [●] edition of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Himachal Pradesh, where our Registered Office is located) at least two Working Days prior to the Bid/Offer Opening Date, and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid-cum-Application Forms available at the respective websites of the Stock Exchanges. The Offer Price shall be determined by our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of the Book Building Process.

At any given point in time there will be only one denomination for the Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

The Offer

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Promoter Selling Shareholder. Expenses for the Offer shall be incurred in the manner specified in '***Objects of the Offer – Offer related expenses***' on page 128.

Rights of the Equity Shareholder

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the Equity Shareholders will have the following rights:

- right to receive dividends, if declared;
- right to attend general meetings and exercise voting powers, unless prohibited by law;
- right to vote on a poll either in person or by proxy and e-voting;
- right to receive offers for rights shares and be allotted bonus shares, if announced;
- right to receive any surplus on liquidation subject to any statutory and preferential claims being satisfied;
- right of free transferability of their Equity Shares, subject to applicable foreign exchange regulations and other applicable law; and
- such other rights as may be available to a shareholder of a listed public company under the Companies Act, the terms of the SEBI Listing Regulations and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture, lien, transfer, transmission, consolidation and splitting, see "***Main Provisions of the Articles of Association***" beginning on page 431.

Allotment only in Dematerialised Form

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialized form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form on the Stock Exchanges.

In this context, two agreements have been entered into amongst our Company, the respective Depositories and the Registrar to the Offer:

- tripartite agreement dated Juy 7, 2023 among NSDL, our Company and the Registrar to the Offer; and
- tripartite agreement dated July 6, 2023 among CDSL, our Company and Registrar to the Offer.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialized form, the tradable lot is one Equity Share. Allotment in the Offer will be only in electronic form in multiples of [●] Equity Share, subject to a minimum Allotment of [●] Equity Shares in accordance with SEBI ICDR Regulations. For the method of Basis of Allotment, see "***Offer Procedure***" beginning on page 411.

Jurisdiction

Exclusive jurisdiction for the purposes of the Offer is with the competent courts/authorities in New Delhi, India.

Joint Holders

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Nomination Facility

In accordance with Section 72 of the Companies Act 2013, read with Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale, transfer or alienation of Equity Share(s) by the person nominating. nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation.A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Further, any person who becomes a nominee by virtue of Section 72 of the Companies Act 2013, as amended, will, on the production of such evidence as may be required by our Board, elect either:

- to register himself or herself as holder of Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividend, interests, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Bidder will prevail. If Bidders want to change their nomination, they are advised to inform their respective Depository Participants.

Bid/Offer Period

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

* *Our Company and the Promoter Selling Shareholder, 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.*

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

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

An indicative timetable in respect of the Offer is set out below:

BID/OFFER CLOSING DATE	[●]
FINALISATION OF BASIS OF ALLOTMENT WITH THE DESIGNATED STOCK EXCHANGE	On or about [●]
INITIATION OF REFUNDS FOR ANCHOR INVESTORS/UNBLOCKING OF FUNDS FROM ASBA ACCOUNT*	On or about [●]
CREDIT OF EQUITY SHARES TO DEPOSITORY ACCOUNTS	On or about [●]
COMMENCEMENT OF TRADING OF THE EQUITY SHARES ON THE STOCK EXCHANGE	On or about [●]

* *In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date for cancelled/withdrawn/deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/withdrawal/deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/partially allotted Bids, exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022,*

and the SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.

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 circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation on our Company or the Promoter Selling Shareholder or the BRLMs.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within such period as may be prescribed, with reasonable support and co-operation of the Promoter Selling Shareholder, as may be required in respect of its respective portion of the Offered Shares, the timetable may change due to various factors, such as extension of the Bid/Offer Period by our Company and the Promoter Selling Shareholder, 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. Our Company shall within such time prescribed by the SEBI, refund the subscription amount received in case of non-receipt of minimum subscription or in case our Company fails to obtain listing or trading permission from the Stock Exchanges for the Equity Shares. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Promoter Selling Shareholder, severally and not jointly, confirms that it shall extend reasonable co-operation to the Company, as may be required solely in relation to their respective portion of the Offered Shares, in accordance with applicable law, to facilitate the process of listing the Equity Shares on the Stock Exchanges.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within such time as prescribed by the SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. The revised timeline of T+3 days shall be 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. Please note that we will make appropriate changes in the Red Herring Prospectus and Prospectus depending upon the prevailing conditions at the time of the opening of the Offer. Any circulars or notifications from 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 basis any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("**IST**")
Bid/Offer Closing Date#	
Submission and Revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST

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

On the Bid/Offer Closing Date, the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Investors (other than UPI Bidders), and
(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by UPI Bidders.

On Bid/Offer Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received by Retail Individual Investors after taking into account the total number of Bids received up to closure of timings for acceptance of Bid cum Application Forms as stated herein and as reported by the BRLMs to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs on a daily basis within 60 minutes of the bid closure time from the Bid/Offer Opening Date till the Bid/Offer Closing Date by obtaining such information from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs, or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date and, in any case, no later than 3.00 p.m. (Indian Standard Time) on the Bid/ Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids will be accepted on the Stock Exchange platform only during Working Days, during the Bid/Offer Period and revisions shall not be accepted on Saturdays and public holidays.

Our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, reserves the right to revise the Price Band during the Bid/Offer Period in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price may move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly, but the Floor Price shall not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price.

In case of any revision to the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company and the Promoter Selling Shareholder, in consultation with the Book Running Lead Managers may, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the 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. The Floor Price shall not be less than the face value of the Equity Shares.

Minimum Subscription

If our Company does not receive the minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR or the minimum subscription of 90% of the Offer on the Bid/ Offer Closing Date; or subscription level falls below aforesaid minimum subscription after the Bid/ Offer Closing Date due to withdrawal of Bids or technical rejections or any other reason; or in case of devolvement of underwriting, aforesaid minimum subscription is not received within 60 days from the date of Bid/ Offer Closing Date or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares in the Offer, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, and the SEBI ICDR Master Circular. If there is a delay beyond four days after our Company becomes liable to pay the amount, our Company and every Director of our Company, who are officers in default, shall pay interest as prescribed under the Companies Act 2013, SEBI ICDR Regulations and other Applicable LawThe.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000, failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. It is clarified that, subject to applicable laws, the Promoter Selling Shareholder shall not be liable to pay any amounts as interest for any delay, unless such default or delay is solely and directly attributable to an act or omission of the Promoter Selling Shareholder.

Arrangements for Disposal of Odd Lots

Since the Equity Shares will be treated in dematerialised form only, and the market lot for the Equity Shares will be one Equity Share, there are no arrangements for disposal of odd lots.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Offer.

Option to receive Equity Shares in Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for lock-in of pre-Offer equity shareholding of our Company, lock-in of our Promoters' contribution and Anchor Investor lock-in, as detailed in "***Capital Structure***" beginning on page 89 and as provided in our Articles as detailed in "***Main Provisions of the Articles of Association***" beginning on page 431, there are no restrictions on transfers and transmission of shares/debentures and on their consolidation or splitting.

Withdrawal of the Offer

Our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, reserve the right not to proceed with the Offer after the Bid/Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank(s), in case of UPI Bidders using the UPI Mechanism, to unblock the bank accounts of the ASBA Bidders and the BRLMs shall notify the Escrow Collection Bank to release the Bid Amounts to the Anchor Investors, within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed simultaneously.

Notwithstanding the foregoing, the Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within such time period as prescribed under Applicable Law and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. If our Company and the Promoter Selling Shareholder withdraw the Offer, including after the Bid/Offer Closing Date and thereafter it is determined that the Company will proceed with an issue or offer for sale of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI and the Stock Exchanges. The notice of withdrawal will be issued in the same newspapers where the pre-Offer advertisements have appeared, and the Stock Exchanges will also be informed promptly.

OFFER STRUCTURE

The Offer is of up to [●] Equity Shares of face value of ₹ 10 each at an Offer Price of ₹ [●] per Equity Share for cash aggregating up to ₹ [●] million comprising a Fresh Issue of [●] Equity Shares, aggregating up to ₹ 4,000.00 million by our Company and an Offer of Sale up to 7,400,000 Equity Shares, aggregating up to ₹ [●] million by the Promoter Selling Shareholder. The Offer shall constitute [●] % of the post Offer paid-up Equity Share capital of our Company.

In terms of Rule 19(2)(b) of the SCRR, the Offer is being made through the Book Building Process, in compliance with Regulation 6(2) and 31 of the SEBI ICDR Regulations.

Our Company in consultation with the BRLMs, may consider a Pre-IPO Placement. In the event the Pre-IPO Placement is undertaken, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with Rule 19(2)(b) of SCRR. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue.

Particulars	QIBs(1)	Non-Institutional Investors	Retail Individual Investors
Number of Equity Shares available for Allotment or allocation*(2)	Not less than [●] Equity Shares aggregating to ₹ [●] million	Not more than [●] Equity Shares aggregating to ₹ [●] million.	Not more than [●] Equity Shares aggregating to ₹ [●] million.
Percentage of Offer Size available for Allotment or allocation	Not less than 75% of the Offer shall be available for allocation to QIB Bidders. However, up to 5% of the QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs.	Not more than 15% of the Offer or the Offer less allocation to QIB Bidders and RIIs will be available for allocation.	Not more than 10% of the Offer or the Offer less allocation to QIB Bidders and Non-Institutional Investors will be available for allocation.
Basis of Allotment if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): a) up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; b) up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above; and c) up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors.	The allotment of specified securities to each Non-Institutional Investor shall not be less than the minimum application size, subject to availability in the Non-Institutional Portion, and the remainder, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in Schedule XIII to the SEBI ICDR Regulations.	The allotment to each RII shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be Allotted on a proportionate basis.
Mode of Bid^	ASBA only (excluding the UPI Mechanism) except for Anchor Investors	ASBA only (including the UPI Mechanism for Bids up to ₹ 500,000)	ASBA only (including the UPI Mechanism)
Minimum Bid	Such number of Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹ 200,000	Such number of Equity Shares in multiples of [●] Equity Shares such that the Bid Amount exceeds ₹ 200,000	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer, (excluding the QIB	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 200,000

Particulars	QIBs[(1)]	Non-Institutional Investors	Retail Individual Investors
		Portion) subject to limits applicable to the Bidder	
Mode of Allotment	Compulsorily in dematerialised form		
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Allotment Lot	[●] Equity Shares and in multiples of one Equity Share thereafter		
Trading Lot	One Equity Share		
Who can apply[(3)(5)(6)]	Public financial institutions of the Companies Act, scheduled commercial banks, multilateral and bilateral development financial institutions, Mutual Funds, FPIs other than individuals, corporate bodies and family offices, VCFs, AIFs, FVCIs, state industrial development corporation, insurance company registered with IRDAI, provident funds with minimum corpus of ₹ 250 million, pension funds with minimum corpus of ₹ 250 million, registered with the Pension Fund Regulatory and Development Authority established under subsection (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the GoI, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions, societies, and trusts and any individuals, corporate bodies and family offices which are re-categorised as category II FPI (as defined in the SEBI FPI Regulations) and registered with SEBI.	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the Karta)
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[(4)] **In case of all other Bidders**: Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors), or by the Sponsor Bank(s) through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form		

**Assuming full subscription in the Offer.*

^ SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in Public Issues shall be processed only after the application monies are blocked in the bank accounts of the investors. Accordingly, Stock Exchanges shall, for all categories of investors viz. QIBs, NIIs and RIIs and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

(1) *Our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹ 100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹ 2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹ 50 million per Anchor Investor, and (iii) in case of allocation above ₹ 2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹ 2,500 million or part thereof will be permitted, subject to minimum allotment of ₹ 50 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹ 100 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 our Company and the Promoter Selling Shareholder, in consultation with the BRLMs.*

(2) *Subject to valid Bids being received at or above the Offer Price. The Offer is being made in accordance with Rule 19(2)(b) of the SCRR, through the Book Building Process, in compliance with Regulation 6(2) of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process, in compliance with Regulation 6(2) of SEBI ICDR Regulations, wherein not less than 75% of the Offer shall be available for allocation on a proportionate basis to QIBs provided that our Company, the Promoter Selling Shareholder may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors and the basis of such allocation will be on a*

discretionary basis by our Company in consultation with the BRLMs, of which one-third shall be reserved for the domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion (excluding the Anchor Investor 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 (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. If at least 75% of the Offer cannot be Allotted to QIBs, then the entire application money will be refunded forthwith. Further, not more than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors will be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion, and not more than 10% of the Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price.

(3) *In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders.*

(4) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-in Date as indicated in the CAN.*

(5) *Bids by FPIs with certain structures as described under "**Offer Procedure – Bids by FPIs**" on page 417 and having the same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with the same PAN) may be proportionately distributed.*

(6) *Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.*

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Category or the Retail Portion would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company and the Promoter Selling Shareholder, in consultation with the BRLMs and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. See "***Terms of the Offer***" beginning on page 402.

OFFER PROCEDURE

*All Bidders should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the "**General Information Document**") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer, especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.*

*Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note ("**CAN**") and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) Designated Date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.*

*SEBI through the UPI Circulars has proposed to introduce an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism with the ASBA for applications by Retail Individual Investors through intermediaries from January 1, 2019. The UPI Mechanism for Retail Individual Investors applying through Designated Intermediaries, in phase I, was effective along with the prior process and existing timeline of T+6 days ("**UPI Phase I**"), until June 30, 2019. Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**") with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of Covid-2019 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Pursuant to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the final reduced timeline of T+3 days using the UPI Mechanism for applications by UPI Bidders ("**UPI Phase III**"), has been made voluntary for public issues opening on or after September 1, 2023, and mandatory for public issues opening on or after December 1, 2023. In Phase III, 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 to the Offer. Accordingly, the Offer will be made under UPI Phase II, subject to the timing of the Offer and unless UPI Phase IIII becomes effective and applicable on or prior to the Bid/Offer Opening Date, in accordance with any circulars, clarification or notification issued by the SEBI from time to time, including with respect to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, Accordingly, the Offer will be made under UPI Phase II, subject to the timing of the Offer and any circulars, clarification or notification issued by the SEBI from time to time, including with respect to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023. Please note that we will make appropriate changes in the Red Herring Prospectus and Prospectus, depending upon the prevailing conditions at the time of the Offer. Further, the Offer procedure is subject to change pursuant to any subsequent SEBI circulars in this regard.*

Further, the SEBI pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and the SEBI RTA Master Circular hasintroduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings whose application sizes are up to ₹ 500,000 shall use the UPI Mechanism. Subsequently, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial *public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories).*

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/Offer Closing Date, in accordance with the SEBI ICDR Master Circular the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four 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, SEBI pursuant to its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and as amended pursuant to SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, has reduced the timelines for refund of Application money to four days.

The BRLMs shall be the nodal entity for any issues arising out of public issuance process. In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and the BRLMs shall continue to coordinate with intermediaries involved in the said process.

Our Company, the Promoter Selling Shareholder, the BRLMs and the members of the Syndicate do not accept any responsibility and are not liable for any amendment, modification or change in the applicable law which may occur or become applicable after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 6(2) of the SEBI ICDR Regulations wherein not less than 75% of Offer shall be allocated on a proportionate basis to QIBs, provided that our Company, the Promoter Selling Shareholder in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company, the Promoter Selling Shareholder in consultation with the BRLM in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not more than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Further, not more than 10% of the Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company, the Promoter Selling Shareholder in consultation with the BRLMs, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. In case of an undersubscription in the Offer, the Equity Shares proposed for sale by the Promoter Selling Shareholder shall be in proportion to the Offered Shares by the Promoter Selling Shareholder. In accordance with Rule 19(2)(b) of the SCRR, the Offer will constitute at least [●]%, of the post Offer paid-up Equity Share capital of our Company.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with the notification issued by Central Board of Direct Taxes on February 13, 2020, and read with press release dated June 25, 2021 and September 17, 2021.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID (for UPI Bidders Bidding through the UPI Mechanism), as applicable, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, *inter alia*, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by UPI Bidders through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RII had the option to submit the ASBA Form with any of the Designated Intermediaries and use their UPI ID for the purpose of blocking of funds.

Phase II: This phase has become applicable from July 1, 2019 by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-2019 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Under this phase, submission of the ASBA Form by UPI Bidders through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and replaced by the UPI Mechanism.

Phase III: This phase has been made voluntary for public issues opening on or after September 1, 2023, and mandatory for public issues opening on or after December 1, 2023. In Phase III, 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 to the Offer. Accordingly, the Offer will be made under UPI Phase II, subject to the timing of the Offer and unless UPI Phase IIII becomes effective and applicable on or prior to the Bid/Offer Opening Date, in accordance with any circulars, clarification or notification issued by the SEBI from time to time, including with respect to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023. Please note that we will make appropriate changes in the Red Herring Prospectus and Prospectus, depending upon the prevailing conditions at the time of the Offer. Further, the offer procedure is subject to change basis any revised SEBI circulars to this effect.

If the Offer is made under UPI Phase III of the UPI Circulars, the same will be advertised in shall be advertised in all editions of [●] (a widely circulated English national daily newspaper), [●] editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Himachal Pradesh, where our Registered Office is located), on or prior to the Bid/Offer Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites.

All SCSBs offering the facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/or payment instructions of the UPI Bidders using the UPI.

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 Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post-Offer BRLM(s) will be required to compensate the concerned investor. 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 make an application as prescribed in Annexure I of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022. Further, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, all UPI Bidders pplying in public issues where the application amount is up to ₹500,000 shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form.

NPCI through its circular (NPCI/UPI/OC No. 127/ 2021-22) dated December 9, 2021, inter alia, has enhanced the per transaction limit from ₹ 200,000 to ₹ 500,000 for applications using UPI in initial public offerings.

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.

Electronic registration of Bids

a) The Designated Intermediaries may register the Bids using the online facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the online facilities for Book Building on a regular basis before the closure of the Offer.

b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 3:00 pm on the next Working Day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

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 BSE (www.bseindia.com) and NSE (www.nseindia.com) at least one day prior to the Bid/Offer Opening Date. UPI Bidders Bidding using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected.

Copies of the Anchor Investor Application Form will be available at the office of the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process, which shall include the UPI Mechanism in the case of UPI Bidders.

ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the Bidders using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Offer is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

(i) UPI Bidders using the UPI Mechanism may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(ii) QIBs and NIIs (other than NIIs using UPI Mechanism) may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

The ASBA Bidders, including UPI Bidders, shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, which is effective from September 1, 2022.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis^	[●]
Eligible NRIs, FVCIs, FPIs and registered bilateral and multilateral institutions applying on a repatriation basis	[●]
Anchor Investors^^	[●]

**Excluding the electronic Bid cum Application Form.*
^Electronic Bid cum Application Form will be made available for download on the website of the BSE (www.bseindia.com) and NSE (www.nseindia.com).
^^Bid cum Application Forms for Anchor Investors were made available at the offices of the BRLMs.

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges. For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders for blocking of funds. For ASBA Forms (other than UPI Bidders) Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis through API integration to enable the Sponsor Bank(s) to initiate UPI Mandate Request to the UPI Bidders, for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to the UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank(s), NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/investor complaints to the Sponsor Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Offer shall provide the audit trail to the BRLMs for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022. For all pending UPI Mandate Requests, the Sponsor Bank(s) shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders Bidding using through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

Participation by the Promoters and Members of our Promoter Group, the BRLMs, associates and affiliates of the BRLMs and the Syndicate Members and the persons related to BRLMs and the Syndicate Member

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their respective underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Category as may be applicable to such Bidders, and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the BRLMs nor any persons related to the BRLMs can apply in the Offer under the Anchor Investor Portion:

(i) Mutual Funds sponsored by entities which are associate of the BRLMs;
(ii) insurance companies promoted by entities which are associate of the BRLMs;
(iii) AIFs sponsored by the entities which are associate of the BRLMs;
(iv) pension funds (registered with the Pension Fund Regulatory and Development Authority Act, 2013) sponsored by entities which are associates of the BRLMs; or
(v) FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the BRLMs.

For the purposes of the above, a QIB who has any of the following rights shall be deemed to be a "person related to the Promoters or Promoter Group": (a) rights under a shareholders' agreement or voting agreement entered into with the Promoters or Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an "associate of the BRLMs" if:

(i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or
(ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or
(iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLMs.

Our Promoters and the members of our Promoter Group, except to the extent of their respective Offered Shares, will not participate in the Offer. Further, persons related to our Promoters and Promoter Group shall not apply in the Offer under the Anchor Investor Portion.

Bids by 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 and the Promoter Selling Shareholder, in consultation with the BRLMs, reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident forms should authorise their SCSB to block their Non-Resident External ("**NRE**") accounts (including UPI ID, if activated), or Foreign Currency Non-Resident ("**FCNR**") accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using resident forms should authorise their SCSB to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (white in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

Participation of Eligible NRIs in the Offer shall be subject to the FEMA Rules. Only bids accompanied by payment in Indian rupees or fully convertible foreign exchange will be considered for allotment.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids by HUFs may be considered at par with Bids from individuals.

Bids by FPIs

In terms of the SEBI FPI Regulations, the offer of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Rules, the total holding by each FPI, of an investor group, shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the aggregate limit for FPI investments shall be the sectoral caps applicable to our Company, which is 100% of the total paid-up Equity Share capital of our Company on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%).

In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. Bids by FPIs which utilise the multi investment manager structure, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs may not be treated as multiple Bids.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:

(a) such offshore derivative instruments are transferred to persons subject to fulfilment of SEBI FPI Regulations; and
(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

The FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for non-residents. Bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the operational guidelines for FPIs and designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations (such structure referred to as "**MIM Structure**"), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.

Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation in the Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Further, in the following cases, Bids by FPIs shall not be treated as multiple Bids:

- FPIs which utilise the MIM structure, indicating the name of their respective investment managers in such confirmation;
- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- 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;
- Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- Government and Government related investors registered as Category 1 FPIs; and
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN). In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Bids by SEBI registered VCFs, AIFs and FVCIs

The SEBI VCF Regulations, amongst others, prescribe the investment restrictions on VCFs, registered with SEBI. The SEBI AIF Regulations, amongst others, prescribe the investment restrictions on AIFs. The SEBI FVCI Regulations prescribe the investment restrictions on FVCIs.

Accordingly, the holding in any company by any individual VCF or FVCIs registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offering.

Category I and II AIFs cannot invest more than 25% of the investible funds in one investee company. A Category III AIF cannot invest more than 10% of the investible funds in one investee company. A VCF registered as a

Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking whose shares are proposed to be listed. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

There is no reservation for Eligible NRI Bidders, AIFs, FPIs and FVCIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Promoter Selling Shareholder or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of AIFs, VCFs and FVCIs shall also be subject to the FEMA Rules.

Bids by Limited Liability Partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company and the Promoter Selling Shareholder, 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 the RBI, certified copies of (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, whichever is lower. Further, the aggregate equity investments in subsidiaries and other entities engaged in financial and non-financial services, including overseas investments, cannot exceed 20% of the bank's paid-up share capital and reserves. However, a banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI, provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or the additional acquisition is through restructuring of debt, or to protect the bank's interest on loans/investments made to a company.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circulars bearing numbers CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013 dated September 13, 2012 and January 2, 2013, respectively, issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by Insurance Companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended, are broadly set forth below:

(a) equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer or health insurer;
(b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or health insurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
(c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or health insurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

**The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 2,500,000 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*.

Insurance companies participating in the Offer 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 subsection (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company and the Promoter Selling Shareholder, in consultation with the BRLMs reserve the right to reject any Bid, without assigning any reason thereof.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, NBFC-SI, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹ 250 million registered with the Pension Fund Regulatory and Development Authority established under subsection (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company and the Promoter Selling Shareholder reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company and the Promoter Selling Shareholder 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 and the Promoter Selling Shareholder in consultation with the BRLMs, may deem fit.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section, the key terms for participation by Anchor Investors are provided below:

(a) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the office of the BRLMs.

(b) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100 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.

(c) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

(d) Bidding for Anchor Investors will open one Working Day before the Bid/Offer Opening Date, and will be completed on the same day.

(e) Our Company and Promoter Selling Shareholder may finalise allocation to the Anchor Investors and the basis of such allocation will be on a discretionary basis by the Company and the Promoter Selling Shareholder, in consultation with the BRLMs, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:

   (i) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100 million;
   (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹ 2,500 million, subject to a minimum Allotment of ₹ 50 million per Anchor Investor; and
   (iii) in case of allocation above ₹ 2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹ 2,500 million, subject to minimum Allotment of ₹ 50 million per Anchor Investor.

(f) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the BRLMs before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.

(g) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(h) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Offer Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Offer Price, Allotment to successful Anchor Investors will be at the higher price.

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

(j) Neither the BRLMs nor any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or pension funds (registered with the Pension Fund Regulatory and Development Authority Act, 2013) sponsored by entities which are associates of the BRLMs or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the and BRLMs) shall apply in the Offer under the Anchor Investor Portion.

(k) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by NBFC-SI registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditor, and (iv) such other approval as may be required by the NBFC-SI, are required to be attached to the Bid cum Application Form. Failing this, our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. NBFC-SI participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for NBFC-SI shall be as prescribed by RBI from time to time.

For more information, please read the General Information Document.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in the Offer.

The above information is given for the benefit of the Bidders. Our Company, the Promoter Selling Shareholder and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he/she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid. In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Promoter Selling Shareholder and/or the Book Running Lead Managers are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General Instructions

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIIs can revise their Bid(s) during the Bid/Offer Period and withdraw or lower the size of their Bid(s) until Bid/Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid/Offer Period.

***Do's*:**

1. Check if you are eligible to apply as per the terms of this Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;

2. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

3. Ensure that you have Bid within the Price Band;

4. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;

5. Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) and PAN in the Bid cum Application Form and if you are a UPI Bidder ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;

6. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) within the prescribed time;

7. UPI Bidders Bidding in the Offer shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID (only for UPI Bidders) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

8. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;

9. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank(s) prior to 5:00 pm on the Bid/Offer Closing Date;

10. Ensure that the signature of the first Bidder in case of joint Bids, is included in the Bid cum Application Forms. If the first Bidder is not the ASBA Account holder, ensure that the Bid cum Application Form is also signed by the ASBA Account holder;

11. Ensure that the names given in the Bid cum Application Form is/are exactly the same as the names in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain the name of only the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

12. Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

13. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

14. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the circular no. MRD/DoP/Cir-20/2008 dated June 30, 2008 issued by SEBI, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of the circular dated July 20, 2006 issued by SEBI, may be exempted from specifying their PAN for transacting in the securities market, and (iii) persons/entities exempt from holding a PAN under applicable law, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficial owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

15. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

16. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

17. Investors must ensure that their PAN is linked with Aadhaar and is in compliance with the Central Board of Direct Taxes notification dated February 13, 2020 bearing notification number 11/2020 and press release dated June 25, 2021.

18. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents including a copy of the power of attorney, if applicable, are submitted;

20. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;

21. Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.

22. Since the Allotment will be in dematerialised form only, ensure that the depository account is active, the correct DP ID, Client ID, UPI ID (for UPI Bidders) and the PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for UPI Bidders) and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, UPI ID (for UPI Bidders) and PAN available in the Depository database;

23. In case of QIBs and NIIs, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at h/www.sebi.gov.in);

24. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Bank(s), as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid. In case of UPI Bidders, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank(s) for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

25. Ensure that the Demographic Details are updated, true and correct in all respects;

26. The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Offer, which is UPI 2.0 certified by NPCI;

27. Bidders (except UPI Bidders) should instruct their respective banks to ensure the funds are blocked in the ASBA account under the ASBA process. In case of UPI Bidders, once the Sponsor Bank(s) issues the Mandate Request, the UPI Bidders would be required to proceed to authorise the blocking of funds by confirming or accepting the UPI Mandate Request to authorise the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

28. Bidding through UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using their UPI PIN. Upon the authorisation of the mandate using their UPI PIN, a UPI Bidder shall be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank(s) issue a request to block the Bid Amount specified in the Bid cum Application Form in his/her ASBA Account;

29. UPI Bidders should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application Form;

30. UPI Bidders who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner.

31. Bids by Eligible NRIs HUFs and any individuals, corporate bodies and family offices which are re-categorised as Category II FPI and registered with SEBI for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount

exceeding ₹ 200,000 would be considered under the Non-Institutional Category for allocation in the Offer; and

32. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid Lot;

2. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

3. Do not Bid for a Bid Amount exceeding ₹ 200,000 for Bids by Retail Individual Investors;

4. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;

5. Do not Bid/revise the Bid amount to less than the floor price or higher than the cap price;

6. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

7. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

8. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Investors);

9. In case of ASBA Bidders (other than 3-in-1 Bids), Syndicate Members shall ensure that they do not upload any bids above ₹ 5,00,000;

10. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

11. Do not submit the Bid for an amount more than funds available in your ASBA account;

12. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;

13. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

14. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

15. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of this Draft Red Herring Prospectus;

16. Do not Bid for Equity Shares more than specified by the respective Stock Exchanges for each category;

17. In case of ASBA Bidders (other than UPI Bidders), do not submit more than one Bid cum Application Form per ASBA Account;

18. If you are a UPI Bidder, do not submit more than one Bid cum Application Form for each UPI ID;

19. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;

20. Anchor Investors should not bid through the ASBA process;

21. Do not submit the Bid cum Application Form to any non-SCSB bank or our Company;

22. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

23. Do not submit the GIR number instead of the PAN;

24. Anchor Investors should submit Anchor Investor Application Form only to the BRLMs;

25. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;

26. If you are a QIB, do not submit your Bid after 3 p.m. on the QIB Bid/Offer Closing Date;

27. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investor. Retail Individual Investors can revise or withdraw their Bids on or before the Bid/Offer Closing Date;

28. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are a UPI Bidder, do not submit the ASBA Form directly with SCSBs;

29. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID details if you are a UPI Bidder. Further, do not provide details for a beneficiary account which is suspended or for which details cannot be verified to the Registrar to the Offer;

30. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;

31. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders;

32. UPI Bidders using the incorrect UPI handle or using a bank account of an SCSB or a banks which is not mentioned in the list provided in the SEBI website is liable to be rejected; and

33. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

For helpline details of the BRLMs pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see "***General Information – Book Running Lead Managers***" on page [●].

Further, in case of any pre-Offer or post Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see "***General Information – Company Secretary and Compliance Officer***" on page 80.

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 authorized employees of the Designated Stock Exchange, along with the BRLMs and the Registrar to the Offer, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any Allotment in excess of the Equity Shares offered through the Offer through the Offer document except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 1% of the Offer to public may be made for the purpose of making Allotment in minimum lots.

The Allotment of Equity Shares to Bidders other than to the RIIs, Non-Institutional Investors and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities Allotted shall be rounded off to the nearest integer, subject to minimum Allotment being equal to the minimum application size as determined and disclosed.

The Allotment of Equity Shares to each NII shall not be less than the minimum application size, subject to availability in the Non-Institutional Category, and the remainder, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in the SEBI ICDR Regulations.

The Allotment of Equity Shares to each RII shall not be less than the minimum Bid lot, subject to the availability of shares in RII category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Payment into Anchor Investor Escrow Account

Our Company and the Promoter Selling Shareholder, in consultation with the BRLMs, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which, the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the 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 Shareholder, the Syndicate, the Escrow Collection Bank 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, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of [●] (a widely circulated English national daily newspaper) and all editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Himachal Pradesh, where our Registered Office is located). In the pre-Offer advertisement, our Company 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, 2013, shall be in the format prescribed in part A of Schedule X of the SEBI ICDR Regulations.

The information set out above is given for the benefit of the Bidders/applicants. Our Company, the Promoter Selling Shareholder, and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Allotment Advertisement

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) and all editions of [●] (a widely circulated Hindi national daily newspaper, Hindi also being the regional language of Himachal Pradesh, where our Registered Office is located).

Signing of the Underwriting Agreement and filing with the RoC

Our Company and the Promoter Selling Shareholder intend to enter into an Underwriting Agreement after the finalisation of the Offer Price. After signing the Underwriting Agreement, our Company will file the Prospectus with the RoC. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, the Offer size, and underwriting arrangements and will be complete in all material respects.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 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 million or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹ 1 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹ 5 million or with both.

Undertakings by our Company

Our Company undertakes the following:

- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

- if Allotment is not made within the prescribed timelines under applicable laws, the application monies will be refunded/unblocked within the time prescribed under applicable laws. If there is a delay beyond such prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and other applicable laws for the delayed period;

- all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within such period as may be prescribed under applicable law;

- the funds required for making refunds/unblocking (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within time prescribed under applicable laws, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- except for the Pre-IPO Placement, the Fresh Issue and any allotment of Equity Shares to employees of our Company pursuant to exercise of options granted under the Exicom ESOP Scheme, no further issue of the Equity Shares shall be made from the date of this Draft Red Red Herring Prospectus till the Equity Shares offered through the Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the relevant ASBA Accounts on account of non-listing, undersubscription, etc. other than as disclosed in accordance with the SEBI ICDR Regulations; and

- adequate arrangements shall be made to collect all Bid cum Application Forms from Bidders.

Undertakings by the Promoter Selling Shareholder

The Promoter Selling Shareholder, severally and not jointly, specifically undertakes and/or confirms the following in respect to itself as a Selling Shareholder and the Offered Shares:

- it is the legal and beneficial holder and has full title to its respective portion of the Offered Shares;

- its respective portion of the Offered Shares shall be transferred pursuant to the Offer, free and clear of any encumbrances;

- it shall not 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 in the Offer, except for fees or commission for services rendered in relation to the Offer; and

- it shall not have recourse to the proceeds from the Offer for Sale until receipt by our Company of the final listing and trading approvals from all the Stock Exchanges.

Utilization of Offer Proceeds

Our Board, specifically confirms that all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Foreign investment is permitted (except in the prohibited sectors) in Indian companies, either through the automatic route or the approval route, depending upon the sector in which foreign investment is sought to be made.

The Government of India makes policy announcements on FDI through press notes and press releases. The regulatory framework, over a period of time, thus, consists of acts, regulations, press notes, press releases, and clarifications among other amendments. The DPIIT (formerly Department of Industrial Policy & Promotion) issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (the "**FDI Circular**"), which consolidates and supersedes all previous press note, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI Circular and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Circular; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. The RBI and the concerned ministry/department are responsible for granting the approval for foreign investment under the FDI Circular and FEMA., Subject to conditions specified in the FDI Policy, up to 100% foreign investment under the automatic route is currently permitted in our companies engaged in the manufacturing sector.

All investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. These investment restrictions shall also apply to subscribers of offshore derivative instruments.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see "***Offer Procedure – Bids by Eligible NRIs***" and "***Offer Procedure – Bids by FPIs***" on pages 417 and 417, respectively.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in 'offshore transactions' in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such offers and sales are made.

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

The above information is given for the benefit of the Bidders. Our Company, the Promoter Selling Shareholder and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations, seek independent legal advice about its liability to participate in the Issue and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII: MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

(Incorporated under the Companies Act, 1956)

ARTICLES OF ASSOCIATION OF EXICOM TELE-SYSTEMS LIMITED

The following regulations comprised in these Articles of Association were adopted pursuant to a special resolution passed at the Extraordinary General Meeting of the Company held on August 21, 2023 in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

1.	**PRELIMINARY**	
1.1.	The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.	Table 'F' not to apply
1.2.	The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles	Company to be governed by these Articles
2.	**INTERPRETATION**	
2.1.	In these Articles, unless the context otherwise requires, the following words and expressions shall have the following meaning:	
	(a) "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.	"Act"
	(b) "Articles" means these articles of association of the Company as altered or varied from time to time in accordance with the provisions of the Act (and "Article" means any provision of these Articles).	"Articles"
	(c) "Board of Directors" or "Board", means the collective body of the directors of the Company or the directors of the Company present at a duly convened meeting of the directors at which a quorum is present in accordance with these Articles and the Act, and unless the context otherwise requires, shall be deemed to include a duly constituted committee of the board.	"Board of Directors" or "Board"
	(d) "Company" means Exicom Tele-Systems Limited.	"Company"
	(e) The words imparting "Person" shall include Corporation.	"Person"
	(f) "Depository" means a Depository as defined under clause (e) of sub-Section (1) of Section 2 of the Depositories Act and includes a company registered under the Act, which has been granted a Certificate of Registration under sub section 1(A) of section 12 of the Securities and Exchange Board of India Act, 1992.	"Depository"

	(g) "Depositories Act" means the Depositories Act, 1996 or any statutory modification or re-enactment thereof for the time being in force.	"Depositories Act"
	(j) "Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act or Depositories Act, as the case may be.	"Rules"
	(k) "Seal" means the common seal of the Company.	"Seal"
2.2.	Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.	"Gender"
2.3.	Unless the context otherwise requires, words or expressions contained in these Articles but not defined anywhere in these Articles, shall bear the same meaning and be interpreted in the same manner as provided in the Act or the Rules, Regulations, circular etc. issued under the Act, as the case may be.	Expressions in the Articles to bear the same meaning as in the Act
2.4.	In the event any of the provisions of the Articles are contrary to the provisions of the Act the Rules 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 Rules and the Listing Regulations will prevail	Act shall prevail
3.	**SHARE CAPITAL AND VARIATION OF RIGHTS**	
3.1.	Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board which may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as it may from time to time think fit.	Shares under control of the Board
3.2.	Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be.	Directors may allot shares otherwise than for cash
3.3.	The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws: (a) Equity share capital: (i) with voting rights; and / or (ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and (b) Preference share capital	Kinds of Share Capital
3.4.	A person subscribing to shares offered by the Company shall hold the shares in a dematerialized state with a depository. The Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share.	Hold shares with depository
3.5.	The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules	Power to pay commission in connection with securities issued

3.6.	The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules.	Rate of commission in
3.7.	The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.	Mode of payment of commission
3.8.	If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.	Variation of members' rights
3.9.	To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply.	Provisions as to general meetings to apply mutatis mutandis to each meeting
3.10.	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.	Issue of further shares not to affect rights of existing members
3.11.	(a) Where, at any time, it is proposed to increase the subscribed capital of the Company by allotment of further shares then such further shares shall be offered to the persons who, at the date of the offer, are holders of the equity shares of the Company, in proportion, as nearly as circumstances admit, to the capital paid-up on those shares at that date by sending a letter of offer, subject to the following conditions, namely: (i) The offer shall be made by a notice specifying the number of shares offered and limiting a time not less than fifteen (15) days and not exceeding thirty (30) days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined; (ii) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; and the notice referred to in clause (i) hereof shall contain a statement of this right; (iii) After the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner which is not disadvantageous to the shareholders and the Company. (b) To employees under a scheme of employees' stock option, subject to special resolution passed by the Company and subject to such conditions as may be prescribed under the Act and other applicable laws; or (c) To any persons, if authorised by a special resolution, whether or not those persons include the persons referred to in (a) or (b) above, either for cash or for a consideration other than cash, subject to compliance with applicable laws.	Further issue of share capital

	The notice referred to in Article 8.5 shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing shareholders at least three days before the opening of the issue	
3.12.	Nothing in Article 3.11 above 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 loan raised by the Company to convert such debentures or loans into Shares in the Company or to subscribe for Shares in the Company. Provided that the terms of the issue of such debentures or the terms of such loans include a term providing for such option and such term: (i) has also been approved by the special resolution passed by the Company in General Meeting before the issue of debentures or the raising of the loans; and (ii) in the case of debentures issued to, or loans obtained from the Government, either has been approved by the Central Government before the issue of the debentures or the raising of the loans or is in conformity with Rules, if any, made by the Government in this behalf; and (iii) if that Government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion. Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order, appeal to the Tribunal which shall after hearing the Company and the Government pass such order as it deems fit.	Exercise of an option as a term attached to the debentures issued or loan raised by the Company
3.13.	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 Rule	Mode of further issue of shares
3.14.	Subject to the provisions of the Act, the Company shall have the power make compromise or make arrangements with creditors and members to undertake a consolidation, merger, demerger or amalgamation with other company or companies in accordance with the provisions of the Act and any other applicable laws.	Consolidation, merger, demerger or amalgamation
3.15.	Any debentures, debenture stock, bonds or other securities may be issued on such terms and conditions as the Board may think fit. Provided that the debenture with a right to allotment or conversion into shares shall be issued in conformity with the provisions of Section 62 of the Act. The debentures, debenture stock, bonds and other securities may be made assignable free from any equities from the Company and the person to whom it may be issued. The debentures, debenture stock, bonds and	Terms of issue of debentures

	other securities with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.	
3.16.	Subject to Applicable Law, a person subscribing to shares of the Company shall have the option either to receive certificates for such Shares or hold the shares with a Depository in electronic form. Where person opts to hold any share with the Depository, the Company shall intimate such Depository of details of allotment of the shares to enable the Depository to enter in its records the name of such person as the beneficial owner of such Shares.	Share certificate
3.17.	Unless the shares have been issued in dematerialized form in terms of applicable laws, every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Board so approves (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the Board may prescribe and approve. Provided that in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one or several joint holders shall be a sufficient delivery to all such holders. Any member of the Company shall have the right to sub-divide, split or consolidate the total number of shares held by them in any manner and to request the Company to provide certificate(s) evidencing such sub-division, split or consolidation.	Limitation of time for issue of share certificates
3.18.	(a) If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, or in case of sub-division or consolidation of Shares, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the Company deem adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. (b) Every certificate under the article shall be issued in case of splitting or consolidation of Share certificate(s) or in replacement of Share certificate(s) that are defaced, mutilated, torn or old, decrepit or worn out without payment of fees if the Board so decide, or on payment of such fees (not exceeding Rs.50 for each certificate, or such other lower amount as may be prescribed under applicable laws or listing requirements) as the Board shall prescribe.	Issue of new certificates in place of those defaced, lost or destroyed

	Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is not further space on the back thereof for endorsement of transfer or in case of sub-division or consolidation of Shares. Provided that notwithstanding what is stated above the Board thereof shall comply with such rules or regulation or requirements of any stock exchange or the rules made under the Act or rules made under Securities Contracts (Regulation) Act, 1956, as amended or any other Act, or rules applicable thereof in this behalf. The provisions of this Article shall mutatis mutandis apply to issue of certificates for any other securities, including debentures, of the Company.	
4.	PREFERENCE SHARE CAPITAL	
4.1.	The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have the power to issue on a cumulative or non-cumulative basis, preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power in any manner as they deem fit and provide for redemption of such shares on such terms including the right to redeem at a premium or otherwise as they deem fit. The period of redemption of such preference shares shall not exceed the maximum period for redemption provided under the Act.	Redeemable Preference Shares
4.2.	The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have power to issue on a cumulative or non-cumulative basis convertible redeemable preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power as they deem fit and provide for redemption at a premium or otherwise and/or conversion of such shares into such Securities on such terms as they may deem fit.	Convertible Redeemable Preference Shares
4.3.	Upon the issue of preference shares pursuant to Article 4.1 and 4.2 above, the following provisions shall apply: (a) No such shares shall be redeemed except out of profits of the Company which would otherwise be available for Dividend or out of the proceeds of a fresh issue of shares made for the purposes of the redemption; (b) No such shares shall be redeemed unless they are fully paid; (c) The premium, if any, payable on redemption shall have been provided for out of the profits of the Company or out of the Company's securities premium account, before the shares are redeemed; (d) Where any such shares are proposed to be redeemed out of the profits of the Company, there shall, out of such profits, be transferred, a sum equal to the nominal amount of the shares to be redeemed, to a reserve, to be called the "Capital Redemption Reserve Account" and the applicable provisions of the Act relating to the reduction of the Share Capital of the Company	Provisions in case of preference shares.

	shall, except as provided by Section 55 of the Act, apply as if the Capital Redemption Reserve Account were Paid up Share Capital of the Company (e) The redemption of preference shares under this Article by the Company shall not be taken as reduction of Share Capital; (f) The Capital Redemption Reserve Account may, notwithstanding anything in this Article, be applied by the Company, in paying up un-issued shares of the Company to be issued to the Shareholders as fully paid bonus shares; and (g) Whenever the Company shall redeem any redeemable preference shares or cumulative convertible redeemable preference shares, the Company shall, within 30 (thirty) days thereafter, give notice thereof to the Registrar of Companies as required by Section 64 of the Act.	
5.	**LIEN**	
5.1.	The Company shall have a first and paramount lien- (a) on allshares/debentures (not being a fully paid shares/debentures,)) registered in the name of each member (whether solely or jointly) and upon the proceeds of sale thereof for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that shares/debentures; and (b) no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Provided that the Board may at any time declare any shares/debentures to be wholly or in part exempt from the provisions of this clause.	Company's lien on shares
5.2.	Fully paid shares of the Company shall be free from all lien. In the case of partly paid shares, the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.	Fully paid shares to be free from all lien
5.3.	The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses, if any, declared from time to time in respect of such shares for any money owing to the Company	Lien to extend to dividends, etc
5.4.	Unless otherwise agreed by the Board, the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien, if any, on such shares/debentures.	Waiver of lien in case of registration
5.5.	The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien, provided that no sale shall be made— (a) unless a sum in respect of which the lien exists is presently payable; or (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered	As to enforcing lien by sale

	holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.	
5.6.	To give effect to any such sale, the Board may authorize some person to transfer the shares sold to the purchaser thereof	Validity of sale
5.7.	The purchaser shall be registered as the holder of the shares comprised in any such transfer.	Purchaser to be registered holder
5.8.	The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share	Validity of Company's receipt
5.9.	The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale	Purchaser not affected
5.10.	The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.	Application of proceeds of sale
5.11.	The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.	Payment of residual money
5.12.	In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognize any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.	Outsider's lien not to affect Company's lien
5.13.	The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company	Provisions as to lien to apply mutatis mutandis to debentures, etc
6.	**CALLS ON SHARES**	
6.1.	The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times	Board may make calls
6.2.	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	Notice of call
6.3.	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances.	Board may extend time for payment
6.4.	A call may be revoked or postponed at the discretion of the Board.	Revocation or postponement of call
6.5.	A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.	Call to take effect from date of resolution
6.6.	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.	Liability of joint

6.7.	If a sum called in respect of a share is not paid before or on the day appointed for payment thereof (the "due date"), the person from whom the sum is due shall pay interest thereon from the due date to the time of actual payment at such rate as may be fixed by the Board	When interest on call or instalment payable
6.8.	The Board shall be at liberty to waive payment of any such interest wholly or in part.	Board may waive interest
6.9.	Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable	Sums deemed to be calls
6.10.	In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.	Effect of non- payment of sums
6.11.	The Board – (a) may, if it thinks fit, subject to the provisions of Section 50 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 as may be fixed by the Board. Provided that nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the monies so paid by him until the same would, but for such payment, become presently payable by him.	Payment in anticipation of calls
6.12.	If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by instalments, then every such instalment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.	Instalments on shares to be duly paid
6.13.	All calls shall be made on a uniform basis on all shares falling under the same class. Explanation: Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class	Calls on shares of same class to be on uniform basis
6.14.	Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Board think fit and may issue and allot Shares on payment in full or part of any property sold and transferred or for any services rendered	Shares at the disposal of Directors

	to the Company in the conduct of its business. Any shares so allotted may be issued as fully paid-up shares and if so issued, shall be deemed to be fully paid-up shares. Provided that the option or right to call of shares shall not be given to any person or persons without the sanction of the Company in the general meeting.	
6.15.	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided	Partial payment not to preclude forfeiture
6.16.	The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company.	Provisions as to calls to apply mutatis mutandis to debentures, etc
7.	**TRANSFER OF SHARES**	
7.1.	Shares in the Company shall be transferred in accordance with the Act, Rules and regulations.	Shares to be transferred in accordance with the Act
7.2.	The provisions of these Articles relating to transfer of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company	Provisions as to transfer of shares to apply *mutatis mutandis* to debentures, etc
7.3.	The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof. The instrument of transfer shall be in a common form.	Instrument of transfer
7.4.	No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letter of administration, certificate of death or marriage, power of attorney or similar other document with the Company.	No fee on transfer or transmission
7.5.	Subject to the provisions of Section 56, 58 and 59 of the Act and the Securities Contracts (Regulation) Act, 1956, these Articles and other applicable provisions of the Act, the Board may, by giving reasons, decline to register or acknowledge any transfer of Shares whether fully paid or not and the right of refusal, shall not be affected by the circumstances that the proposed transferee is already a member of the Company but in such cases, the Company shall, within one month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever, except where the Company has a lien on the shares or other securities.	Board may refuse to register transfer
8.	**TRANSMISSION OF SHARES**	

8.1.	Shares in the Company shall be transmitted in accordance with the Act, Rules and regulations	Transmission in accordance with the Act
8.2.	The provisions of these Articles relating to transmission by operation of law shall *mutatis mutandis* apply to any other securities including debentures of the Company.	Provisions as to transmission to apply *mutatis mutandis* to debentures, etc
9.	**FORFEITURE OF SHARES**	
9.1.	If a member fails to pay any call, or instalment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or instalment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment	If call or instalment not paid notice must be given
9.2.	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	Form of notice
9.3.	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.	In default of payment of shares to be forfeited
9.4.	Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.	Receipt of part amount or grant of indulgence not to affect forfeiture
9.5.	When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.	Entry of forfeiture in register of members
9.6.	The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.	Effect of forfeiture
9.7.	A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit	Forfeited shares may be sold, etc
9.8.	At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.	Cancellation of Forfeiture
9.9.	A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall,	Members still liable to pay money owing at

	notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.	the time of forfeiture
9.10.	All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realisation. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part.	Member still liable to pay money owing at time of forfeiture and interest
9.11.	The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares	Cesser of liability
9.12.	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.	Certificate of Forfeiture
9.13.	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.	Title of purchaser and transferee of forfeited shares
9.14.	The transferee shall thereupon be registered as the holder of the share; and	Transferee to be registered as holder
9.15.	The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.	Transferee not Affected
9.16.	The provisions of these Articles 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.	Sums deemed to be Calls
9.17.	The provisions of these Articles relating to forfeiture of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company.	Provisions as to forfeiture of shares to apply *mutatis mutandis* to debentures, etc.
10.	**ALTERATION OF CAPITAL**	
10.1.	Subject to the provisions of the Act, the Company may, by ordinary resolution - (a) increase the authorised share capital by such sum, to be divided into shares of such amount as it thinks expedient; (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares: Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act; (c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; (d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;	Power to alter share Capital

	(e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.	
10.2.	Where shares are converted into stock: (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose;	Shares may be converted into stock
10.3.	(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage;	Right of stockholders
10.4.	(c) such of these Articles of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder”/“member” shall include “stock” and “stock-holder” respectively.	
10.5.	The Company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules, - (a) its share capital; and/or (b) any capital redemption reserve account; and/or (c) any securities premium account; and/or (d) any other reserve in the nature of share capital.	Reduction of capital
11.	**JOINT HOLDERS**	
11.1.	Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:	Joint-holders
11.2.	(a) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.	Liability of Joint holders
11.3.	(b) On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.	Death of one or more joint-holders
11.4.	(c)Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share	Receipt of one Sufficient
11.5.	(d) (i) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint- holders be present at any meeting personally or by proxy or by attorney then that one of such	Vote of joint- holders

	persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof.	
11.6.	(ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.	Executors or administrators as joint holders
11.7.	(f) The provisions of these Articles relating to joint holders of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company registered in joint names.	Provisions as to joint holders as to shares to apply *mutatis mutandis*
12.	**CAPITALISATION OF PROFITS**	
12.1.	The Company by ordinary resolution in general meeting may, upon the recommendation of the Board, resolve — (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and (b) that such sum be accordingly set free for distribution in the manner specified in clause (12.2) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.	Capitalisation
12.2.	The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (12.3) below, either in or towards : (a) paying up any amounts for the time being unpaid on any shares held by such members respectively; (b) paying up in full, unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid; (c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b).	Sum how applied
12.3.	A securities premium account and a capital redemption reserve account, free reserves or any other permissible reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares, in any manner as the Board may deem fit, subject to the provisions of the Act.	
12.4.	The Board shall give effect to the resolution passed by the Company in pursuance of this Article.	
12.5.	Whenever such a resolution as aforesaid shall have been passed, the Board shall - (a) make all appropriations and applications of the amounts resolved to be capitalized thereby, and all allotments and issues of fully paid shares or other securities, if any; and (b) generally do all acts and things required to give effect thereto.	Powers of the Board for capitalization
12.6.	The Board shall have power— (a) to make such provisions, by the issue of fractional certificates/coupons or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or other securities to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of	Board's power to issue fractional certificate/coupon etc.

	profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares.	
12.7.	Any agreement made under such authority shall be effective and binding on such members.	Agreement binding on Members
13.	**BUY-BACK OF SHARES**	
13.1.	Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities, as it may consider necessary.	Buy-back of shares
14.	**DEMATERIALIZATION OF SHARES**	
14.1.	The Company shall be entitled to treat the person whose name appears on the register of members as the holder of any Share or whose name appears as the beneficial owner of shares in the records of the depository, as the absolute owner thereof. Provided however that provisions of the Act or these Articles relating to distinctive numbering shall not apply to the shares of the Company, which have been dematerialized.	Absolute owners of shares
14.2.	Notwithstanding anything contained herein, the Company shall be entitled to dematerialize its shares, debentures and other securities pursuant to the Depositories Act and offer its shares, debentures and other securities for subscription in a dematerialized form. The Company shall be further entitled to maintain a register of members with the details of members holding shares both in material and dematerialized form in any medium as permitted by law including any form of electronic medium.	Dematerialization of shares, debentures and other securities pursuant to the Depositories Act
14.3.	Notwithstanding anything contained in the Articles, and subject to the provisions of the law for the time being in force, the Company shall on a request made by a beneficial owner, re-materialize the shares, which are in dematerialized form.	Re-materialization of the shares
14.4.	Every person subscribing to the shares offered by the Company shall receive such shares in dematerialized form. Such a person who is the beneficial owner of the shares can at any time opt out of a Depository, if permitted by the Law, in respect of any shares in the manner provided by the Depositories Act and the regulations made thereunder and the Company shall in the manner and within the time prescribed, issue to the beneficial owner the required certificate of shares.	Receipt of shares in dematerialized form
14.5.	If a person opts to hold his shares with a depository, the Company shall intimate such Depository the details of allotment of the Shares, and on receipt of the information, the Depository shall enter in its record the name of the allottee as the beneficial owner of the shares.	Intimation to Depository
14.6.	All shares held by a Depository shall be dematerialized and shall be in a fungible form. (i) Notwithstanding anything to the contrary contained in the Act or the Articles, a depository shall be deemed to be the registered owner for the purposes of effecting any transfer of ownership of Shares on behalf of the beneficial owner. (ii) Save as otherwise provided in (i) above, the depository as the registered owner of the	Shares held by a Depository shall be dematerialized and shall be in a fungible form.

	Shares shall not have any voting rights or any other rights in respect of shares held by it.	
14.7.	Every person holding shares of the Company and whose name is entered as the beneficial owner in the records of the Depository shall be deemed to be the owner of such shares and shall also be deemed to be a shareholder of the Company. The beneficial owner of the shares shall be entitled to all the liabilities in respect of his shares which are held by a Depository.	Deemed shareholder of the Company
14.8.	Notwithstanding anything in the Act or the Articles to the contrary, where shares are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of disks, drives or any other mode as prescribed by law from time to time.	Records of the beneficial ownership
14.9.	In the case of transfer of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in an electronic and fungible form, the provisions of the Depositories Act shall apply.	Applicability of the provisions of the Depositories Act
15.	**GENERAL MEETINGS**	
15.1.	All general meetings other than annual general meeting shall be called extraordinary general meeting.	Extraordinary general Meeting
15.2.	The Board may, whenever it thinks fit, call an extraordinary general meeting.	Powers of Board to call extraordinary general meeting
16.	**PROCEEDINGS AT GENERAL MEETINGS**	
16.1.	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.	Presence of Quorum
16.2.	No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant.	Business confined to election of Chairperson whilst chair vacant
16.3.	The quorum for a general meeting shall be as provided in the Act	Quorum
16.4.	The Chairperson of the Company shall preside as Chairperson at every general meeting of the Company.	Chairperson of the Meetings
16.5.	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.	Directors to elect a Chairperson
16.6.	If at any meeting no Director is willing to act as Chairperson or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall, by poll or electronically, choose one of their members to be Chairperson of the meeting.	Members to elect a Chairperson
16.7.	On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote, provided, however, that the Chairperson so appointed is a member of the Company.	Casting vote of Chairperson at general Meeting
16.8.	The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in	Minutes of proceedings of meetings and resolutions passed by

	such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.	postal ballot
16.9.	There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting – (a) is, or could reasonably be regarded, as defamatory of any person; or (b) is irrelevant or immaterial to the proceedings; or (c) is detrimental to the interests of the Company.	Certain matters not to be included in Minutes
16.10.	The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.	Discretion of Chairperson in relation to Minutes
16.11.	The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein	Minutes to be Evidence
16.12.	The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall: (a) be kept at the registered office of the Company; and (b) be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays.	Inspection of minute Books
16.13.	Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (16.12) above: Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.	Members may obtain copy of minutes
16.14.	The Board, and also any person(s) authorized by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.	Powers to arrange security at meetings
17.	**ADJOURNMENT OF MEETING**	
17.1.	The quorum for the Shareholders' Meeting shall be in accordance with Section 103 of the Act. Subject to the provisions of Section 103(2) of the Act, if such a quorum is not present within half an hour from the time set for the Shareholders' Meeting, the Shareholders' Meeting shall be adjourned to the same time and place or to such other date and such other time and place as the Board may determine and the agenda for the adjourned Shareholders' Meeting shall remain the same. If at such adjourned meeting also, a quorum is not present, at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be a quorum, and may transact the business for which the meeting was called.	No business to be transacted in general meeting if quorum is not present

17.2.	The chairperson may adjourn the general meeting from time to time and from place to place in accordance with the provisions of the Act.	Chairperson may adjourn the meeting
17.3.	No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.	Business at adjourned Meeting
17.4.	When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.	Notice of adjourned Meeting
17.5.	Save as aforesaid, and save as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.	Notice of adjourned meeting not required
18.	**VOTING RIGHTS**	
18.1.	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, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.	Entitlement to vote on show of hands and on poll
18.2.	A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.	Voting through electronic means
18.3.	In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.	Vote of joint holders
18.4.	For this purpose, seniority shall be determined by the order in which the names stand in the register of members.	Seniority of names
18.5.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.	How members non compos mentis and minor may vote
18.6.	Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.	Votes in respect of shares of deceased or insolvent members, etc.
18.7.	Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.	Business may proceed pending poll
18.8.	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 or in regard to which the Company has exercised any right of lien.	Restriction on voting Rights
18.9.	A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the preceding Article.	Restriction on exercise of voting rights in other cases to be void
18.10.	Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.	Equal rights of Members
19.	**PROXY**	

19.1.	Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.	Member may vote in person or otherwise
19.2.	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.	Proxies when to be Deposited
19.3.	An instrument appointing a proxy shall be in the form as prescribed in the Act and the Rules.	Form of proxy
19.4.	A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.	Proxy to be valid notwithstanding death of the principal
20.	**BOARD OF DIRECTORS**	
20.1.	(a) Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors shall not be less than three and not be more than fifteen.	Board of Directors
20.2.	(b) The following persons are the First Directors of the Company: 1. Sri Mahendra Nahata 2. Sri Vinay Maloo 3. Sri Yeshwant Singh Choudhary (Substituted in the Shareholders meeting held on 8.5.1999)	First Directors
20.3.	The Directors need not hold any qualification Share	Qualification shares
20.4.	The Board shall have the power to determine the Directors whose period of office is or is not liable to determination by retirement of Directors by rotation	Directors not liable to retire by rotation
20.5.	Subject to the provisions of the Act and the Rules made thereunder, the same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.	Same individual may be Chairperson and Managing Director/ Chief Executive Officer
20.6.	The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.	Remuneration of Directors
20.7.	The remuneration payable to the Directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an ordinary or a special resolution, as the case may be passed by the Company in general meeting.	Remuneration to require members' consent
20.8.	In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel and other expenses properly incurred by them— (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or (b) in connection with the business of the Company.	Travelling and other Expenses

20.9.	All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.	Execution of negotiable instruments
20.10.	Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles	Appointment of additional directors
20.11.	Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.	Duration of office of additional director
20.12.	The Board may appoint an alternate director to act for a director (hereinafter in this Article called “the Original Director”) during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.	Appointment of alternate director
20.13.	An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.	Duration of office of alternate director
20.14.	If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.	Re-appointment provisions applicable to Original Director
20.15.	If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.	Appointment of director to fill a casual vacancy
20.16.	The director so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated.	Duration of office of Director appointed to fill casual vacancy
21.	**POWERS OF BOARD**	
21.1.	The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.	General powers of the Company vested in Board
22.	**PROCEEDINGS OF THE BOARD**	
22.1.	The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.	When meeting to be convened
22.2.	The Chairperson/ Managing Director or any one Director with the previous consent of the Chairperson/ Managing Director may, or the Company Secretary on the direction of the	Who may summon Board meeting

	Chairperson/ Managing Director shall, at any time, summon a meeting of the Board.	
22.3.	The quorum for a Board meeting shall be as provided in the Act.	Quorum for Board Meetings
22.4.	The participation of Directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.	Participation at Board Meetings
22.5.	Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes	Questions at Board meeting how decided
22.6.	In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.	Casting vote of Chairperson at Board Meeting
22.7.	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.	Directors not to act when number falls below minimum
22.8.	The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.	Who to preside at meetings of the Board
22.9.	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chairperson of the meeting.	Directors to elect a Chairperson
22.10.	The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit.	Delegation of powers
22.11.	Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.	Committee to conform to Board regulations
22.12.	The participation of Directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.	Participation at Committee meetings
22.13.	Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee.	Chairperson of Committee
22.14.	If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.	Who to preside at meetings of Committee
22.15.	A committee of the Board may meet and adjourn as it thinks fit.	Committee to meet
22.16.	Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present.	Questions at Committee meeting how decided
22.17.	In case of an equality of votes, the Chairperson of the committee shall have a second or casting vote.	Casting vote of Chairperson
22.18.	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	Acts of Board or Committee valid notwithstanding defect of appointment

	Directors or of any person acting as aforesaid, or that they or any of them were disqualified or that his or their appointment had terminated, be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director.	
22.19.	Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.	Passing of resolution by circulation
23.	**CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER**	
23.1.	(a) Subject to the provisions of the Act,— A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses, if any.	Chief Executive Officer, etc.
	(b) A Director may be appointed as chief executive officer, manager, company secretary or chief financial officer.	Director may be chief executive officer, etc
24.	**REGISTERS**	
24.1.	The Company shall keep and maintain at its registered office the statutory registers as are required under the Act, Rules and regulations, for such duration as the Board may, unless otherwise prescribe, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.	Statutory register
24.2.	(a) The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register. (b) The foreign register shall be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof may be required, in the same manner, *mutatis mutandis*, as is applicable to the register of members.	Foreign register
25.	**COMPANY SEAL**	
25.1.	The Board shall provide for the safe custody of the Seal.	The Seal, its custody and use
25.2.	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 authorized by it in that behalf, and except in the presence of at least one Director or the manager, if any, or of the secretary or such other person as the Board may appoint for the purpose; and such Director or manager or the secretary or other person aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.	Affixation of seal

26.	**DIVIDENDS AND RESERVE**	
26.1.	The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend.	Company in general meeting may declare dividends
26.2.	Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.	Interim dividends
26.3.	The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.	Dividends only to be paid out of profits
26.4.	The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.	Carry forward of Profits
26.5.	Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.	Division of profits
26.6.	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share	Payments in advance
26.7.	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.	Dividends to be apportioned
26.8.	The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company	No member to receive dividend whilst indebted to the Company and Company's right to reimbursement therefrom
26.9.	The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.	Retention of dividends
26.10.	Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.	Dividend how remitted
26.11.	Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.	Instrument of payment

26.12.	Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.	Discharge to Company
26.13.	Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share	Receipt of one holder Sufficient
26.14.	No dividend shall bear interest against the Company.	No interest on Dividends
26.15.	The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.	Waiver of dividends
26.16.	If the Company has declared a Dividend but which has not been paid or the Dividend warrant in respect thereof has not been posted or sent within 30 (thirty) days from the date of declaration, the Company shall, within 7 (seven) days from the date of expiry of the said period of 30 (thirty) days, transfer the total amount of dividend, which remained so unpaid or unclaimed to a special account to be opened by the Company in that behalf in any scheduled bank to be called "Unpaid Dividend Account". Any money so transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the Fund established under sub-section (1) of Section 125 of the Act, viz. "Investor Education and Protection Fund".	Unpaid or unclaimed dividend
26.17.	There shall be no forfeiture of unclaimed dividends before the claim becomes barred by law and the Company shall comply with the provision of Sections 124 and 125 of the Act in respect of all unclaimed or unpaid Dividends.	Forfeiture of unclaimed dividends
27.	**BORROWING POWERS**	
27.1.	Subject to Sections 73, 179 and 180 of the Act and other applicable Law, the Board may from time to time, at their discretion raise or borrow funds or any sums of money for and on behalf of the Company from the members or from other persons, companies or banks. Directors may also advance monies to the Company on such terms and conditions as may be approved by the Board.	Borrowing powers
27.2.	The Board may, from time to time, secure the payment of such money in such manner and upon such terms and conditions in all respects as they think fit.	Security of payment
27.3.	Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise, if permissible under the Act, and may be issued on the condition that they shall be convertible into Shares of any denomination and with any privileges and conditions as to redemption, surrender, drawings, allotment of shares, attending (but not voting) at general meetings, appointment of Directors and otherwise. Debentures with the rights to conversion into or allotment of Shares shall not be issued except with the sanction of the	Issue of debentures, debenture-stock or other securities

	Company in general meeting by a special resolution and subject to the provisions of the Act.	
28.	**ACCOUNTS**	
28.1.	The Company shall prepare and keep at the registered office books of accounts or other relevant books and papers and financial statements for every financial year which give a true and fair view of the state of affairs of the Company, including its branch office or offices, if any, and explain the transactions effected both at the Office and its branches and such books shall be kept on accrual basis and according to the double entry system of accounting.	Books of accounts to be kept at the registered office
28.2.	Where the Board decides to keep all or any of the books of account at any place other than the Office, the Company shall, within 7 (seven) days of the decision, file with the Registrar, a notice in writing giving the full address of that other place. The Company may also keep such books of accounts or other relevant papers in electronic mode in accordance with the provisions of the Act.	Books of accounts at a place other than the registered office
28.3.	The Company shall preserve in good order the books of account relating to a period of not less than eight years preceding the current year.	Books of accounts to be preserved
28.4.	When the Company has a branch office, whether in or outside India, the Company shall be deemed to have complied with this Article if proper books of account relating to the transactions effected at the branch office are kept at the branch office and proper summarized returns made up to dates at intervals of not more than three months, are sent by the branch office to the Company at its office or at the other place in India, at which the Company's books of account are kept as aforesaid.	Books of accounts relating to the transactions effected at the branch office
28.5.	All the aforesaid books shall give a fair and true view of the affairs of the Company or its branch office, as the case may be, with respect to the matters herein and explain its transactions	Fair and true view of company affairs
28.6.	No member (not being a Director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by law or authorised by the Board.	Restriction on inspection by members
29.	**WINDING UP**	
29.1.	Subject to the applicable provisions of the Act and the 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.	Winding up of Company

30.	**INDEMNITY AND INSURANCE**	
30.1.	(a) Subject to the provisions of the Act, every Director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such Director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such Director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.	Directors and officers right to indemnity
30.2.	(b) Subject as aforesaid, every Director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.	
30.3.	(c) The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former Directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.	Insurance
31.	**GENERAL POWER**	
31.1.	Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its Articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.	General power

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following documents and subsisting contracts (not being contracts entered into in the ordinary course of business carried on by our Company and includes contracts entered into until the date of this Draft Red Herring Prospectus) which are, or may be deemed material, have been entered or to be entered into by our Company. These documents and contracts, copies of which will be attached to the copy of the Red Herring Prospectus and the Prospectus and filed with the RoC, and also the documents for inspection referred to hereunder may be inspected at our Registered Office, from 10.00 am to 5.00 pm on Working Days and on the website of the Company at https://www.exicom.in/investors.html from the date of the Red Herring Prospectus until the Bid/Offer Closing Date (except for such contracts and documents that will be executed subsequent to the completion of the Bid/Offer Closing Date).

Material Contracts to the Offer

1. Offer Agreement dated September September 27, 2023 entered into among our Company, the Promoter Selling Shareholder and the BRLMs.

2. Registrar Agreement dated September 27, 2023 entered into among our Company, the Promoter Selling Shareholder and the Registrar to the Offer.

3. Cash Escrow and Sponsor Bank Agreement dated [●] entered into among our Company, the Promoter Selling Shareholder, the BRLMs, the Syndicate Members, Banker(s) to the Offer and the Registrar to the Offer.

4. Share Escrow Agreement dated [●] entered into among our Company, the Promoter Selling Shareholder and the Share Escrow Agent.

5. Syndicate Agreement dated [●] entered into among the members of the Syndicate, our Company, the Promoter Selling Shareholder, BRLMs and the Registrar to the Offer.

6. Underwriting Agreement dated [●] entered into among our Company, the Promoter Selling Shareholder and the Underwriters.

7. Monitoring Agency Agreement dated [●] entered into between our Company and the Monitoring Agency.

Material Documents

1. Certified copies of our Memorandum of Association and Articles of Association, as amended until date.

2. Certificate of incorporation dated May 9, 1994, and fresh certificate of incorporation dated August 11, 2008 issued pursuant to the change of name.

3. Certificate of commencement of business on May 11, 1994, by the Registrar of Companies, Punjab, Himachal Pradesh and Chandigarh situated at Jalandhar.

4. Resolutions of the Board of Directors and Shareholders of our Company dated September 15, 2023, and September 16, 2023, respectively approving the Offer, the Fresh Issue and other related matters.

5. Resolutions of the Board of Directors dated September 27, 2023 approving this Draft Red Herring Prospectus for filing with the SEBI and the Stock Exchanges.

6. Copies of annual reports of our Company for the last three Financial Years, i.e., Financial Years 2023, 2022 and 2021.

7. Report on statement of possible special tax benefits dated September 27, 2023 from the Statutory Auditors available to our Company, its Material Subsidiary and its Shareholders, as included in this Draft Red Herring Prospectus.

8. The examination report from the Statutory Auditors dated September 15, 2023 on the Restated Consolidated Summary Statements.

9. Consent dated September 27, 2023 from Khandelwal Jain & Co., Chartered Accountants, to include their names as required under section 26(1) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated September 15, 2023 on our Restated Consolidated Financial Information; (ii) their report dated September 27, 2023 on the Statement of Special Tax Benefits in this Draft Red Herring Prospectus; and (iii) various certifications issued by them in respect of information 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.

10. Certificate dated September 26, 2023 from Mukesh M. Shah, independent chartered engineer (membership number: M-0231074) certifying, among other things, the details of the installed capacity and capacity utilization of the products manufactured at our manufacturing facilities, and consenting to the inclusion of 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 an independent chartered engineer, in relation to the ICE Certificate and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

11. Consent dated September 25, 2023, from Resurgent India Limited in relation to the report titled "Cost Assessment Report for building, plant and machinery and utilities to be built at Telangana" dated September 25, 2023, 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.

12. Consents of the Promoter Selling Shareholder, our Directors, Bankers to our Company, the BRLMs, Registrar to the Offer, Monitoring Agency, Banker(s) to the Offer, Syndicate Members, legal counsel, lenders to the Company, Company Secretary and Compliance Officer of our Company and the Chief Financial Officer, to act in their respective capacities.

13. Industry report titled "*Industry Report on EV Chargers, Telecom Power, Telecom & Data Centre Energy Storage Systems*" dated September 2023 prepared by CRISIL, commissioned and paid for by our Company exclusively in connection with the Offer, and consent letter dated September 25, 2023 issued by CRISIL in this regard.

14. Business Transfer Agreement dated December 16, 2022, entered amongst Exicom Energy Systems Private Limited and our Company.

15. Brand and Trade Name Agreement dated April 1, 2018, as amended, entered between our Company and Exicom Singapore

16. Certificate dated September 27, 2023 received from Khandelwal Jain & Co., Chartered Accountants on Key Performance Indicators.

17. Resolution dated September 27, 2023 passed by the Audit Committee approving the Key Performance Indicators.

18. Tripartite Agreement dated July 7, 2023, among our Company, NSDL and the Registrar to the Offer.

19. Tripartite Agreement dated July 6, 2023, among our Company, CDSL and the Registrar to the Offer.

20. Due diligence certificate to SEBI from the BRLMs, dated September 27, 2023.

21. In-principle listing approvals dated [●] and [●] from BSE and NSE, respectively.

22. SEBI final observation letter number [●] dated [●].

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders, subject to compliance with the provisions contained in the Companies Act, 2013 and other applicable law.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, 1992, 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, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Anant Nahata
(Managing Director and Chief Executive Officer)

Date: September 27, 2023

Place: New Delhi

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, 1992, 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, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Vivekanand Kumar
(Whole-Time Director)

Date: September 27, 2023

Place: Gurugram

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, 1992, 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, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Subhash Chander Rustgi
(Non-Executive Director)

Date: September 27, 2023

Place: Gurugram

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, 1992, 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, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Himanshu Baid
(Independent Director)

Date: September 27, 2023

Place: New Delhi

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, 1992, 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, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Leena Pribhdas Gidwani
(Independent Director)

Date: September 27, 2023

Place: Mumbai

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, 1992, 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, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Karen Wilson Kumar
(Independent Director)

Date: September 27, 2023

Place: Gurugram

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013, the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, 1992, 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, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER

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Shiraz Khanna
(Chief Financial Officer)

Date: September 27, 2023

Place: Gurugram

DECLARATION BY PROMOTER SELLING SHAREHOLDER

We, NextWave Communications Private Limited, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by us in this Draft Red Herring Prospectus about or in relation to ourselves, as a Promoter Selling Shareholder and the Equity Shares being offered by us in the Offer for Sale, are true and correct. We assume no responsibility for any other statements, disclosures or undertakings, including any of the statements, disclosures or undertakings made or confirmed by the Company or any other person(s) in this Draft Red Herring Prospectus.

For and on behalf of **NextWave Communications Private Limited**

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Date: September 27, 2023

Place: Gurugram