KEI Wires & Cables

KEI INDUSTRIES LIMITED

Registered and Corporate Office: D-90, Okhla Industrial Area, Phase 1, New Delhi – 110 020, India
Telephone: +91 11 2681 8840 / 8642 / 0242; **E-mail:** cs@kei-ind.com; **Website:** www.kei-ind.com
Corporate Identity Number: L74899DL1992PLC051527; **Contact Person**: Kishore Kunal, Company Secretary and Compliance Officer

The information in this Preliminary Placement Document is not complete and may be changed. The Issue is meant only for Eligible QIBs under Chapter VI of the SEBI ICDR Regulations, on a private placement basis and is not an offer to the public or to any other class of investors to purchase the Equity Shares. This Preliminary Placement Document is not an offer to sell any Equity Shares and is not soliciting an offer to subscribe to or buy the Equity Shares in any jurisdiction where such offer, solicitation, sale or subscription is not permitted. This Preliminary Placement Document is being issued for the sole purpose of information or discussion relating to the Equity Shares that may be Allotted pursuant to the Placement Document.

*KEI Industries Limited ("**Company**" or "**Issuer**") was formed pursuant to the conversion of a partnership firm, Krishna Electrical Industries, into a company on December 31, 1992, under the Companies Act, 1956. Our Company was incorporated as a public company with limited liability, on December 31, 1992 under the laws of the Republic of India, with a certificate of incorporation issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi (the "**RoC**").*

Issue of up to [●] Equity Shares of face value of ₹ 2 each ("**Equity Shares**") at a price of ₹ [●] per Equity Share (the "**Issue Price**"), including a premium of ₹ [●] per Equity Share, aggregating up to ₹ [●] million (the "**Issue**"). For further details, see "*Summary of the Issue*" on page [●].

THIS ISSUE IS BEING UNDERTAKEN IN RELIANCE UPON CHAPTER VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS"), SECTION 42 OF THE COMPANIES ACT, 2013, READ WITH RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014, AS AMENDED (THE "PAS RULES") AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER, EACH AS AMENDED (THE "COMPANIES ACT")

The Equity Shares are listed on the BSE Limited ("**BSE**"), National Stock Exchange of India Limited ("**NSE**") and the Calcutta Stock Exchange Limited ("**CSE**", and together with BSE and NSE, the "**Stock Exchanges**"). The closing price of the outstanding Equity Shares on BSE and NSE as on November 22, 2024, was ₹ 3,992.50 and ₹ 3,994.85 per Equity Share, respectively, and there has been no trading on CSE on such date. In-principle approvals under Regulation 28(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), for listing of the Equity Shares to be issued pursuant to the Issue have been received by our Company from each of the Stock Exchanges, on [●]. Our Company shall make applications to the Stock Exchanges for obtaining the final listing and trading approvals for the Equity Shares to be issued pursuant to the Issue. The Stock Exchanges assume no responsibility for the correctness of any statements made, opinions expressed or reports contained herein. Admission of the Equity Shares to be issued pursuant to the Issue for trading on the Stock Exchanges should not be taken as an indication of the merits of our Company or of the Equity Shares.

OUR COMPANY HAS PREPARED THIS PRELIMINARY PLACEMENT DOCUMENT SOLELY FOR PROVIDING INFORMATION IN CONNECTION WITH THE PROPOSED ISSUE.

Except for this Preliminary Placement Document, the information on our Company's website or any website directly or indirectly linked to our Company's website or the websites of the Book Running Lead Managers (as defined hereinafter) and their respective affiliates or agents does not form part of this Preliminary Placement Document, and prospective investors should not rely on such information contained in, or available through, such websites for their investment in this Issue. A copy of this Preliminary Placement Document (which includes disclosures prescribed under Form PAS-4 (as defined hereinafter)) has been delivered to the Stock Exchanges and a copy of the Placement Document (which shall also include disclosures prescribed under Form PAS-4) will be delivered to the Stock Exchanges in due course. Our Company shall also make the requisite filings with the RoC, within the stipulated period as prescribed under the Companies Act and the PAS Rules. This Preliminary Placement Document has not been reviewed by the Securities and Exchange Board of India ("**SEBI**"), the Stock Exchanges, the RoC or any other regulatory or listing authority and is intended only for use by Eligible QIBs (as defined hereinafter). This Preliminary Placement Document has not been and will not be filed as a prospectus with the RoC, will not be circulated or distributed to the public in India or any other jurisdiction, and will not constitute a public offer in India or any other jurisdiction. The placement of Equity Shares proposed to be made pursuant to this Preliminary Placement Document is meant solely for Eligible QIBs on a private placement basis and is not an offer to the public or to any other class of investors.

THE ISSUE AND THE DISTRIBUTION OF THIS PRELIMINARY PLACEMENT DOCUMENT IS BEING MADE TO ELIGIBLE QIBs (AS DEFINED HEREINAFTER) IN RELIANCE UPON SECTION 42 OF THE COMPANIES ACT, AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT AND THE RULES MADE THEREUNDER, AND CHAPTER VI OF THE SEBI ICDR REGULATIONS. THIS PRELIMINARY PLACEMENT DOCUMENT IS PERSONAL TO EACH PROSPECTIVE INVESTOR. THE ISSUE DOES NOT CONSTITUTE AN OFFER OR INVITATION OR SOLICITATION OF AN OFFER TO THE PUBLIC OR TO ANY OTHER PROSPECTIVE INVESTOR OR CLASS OR CATEGORY OF INVESTORS WITHIN OR OUTSIDE INDIA OTHER THAN ELIGIBLE QIBs. THIS PRELIMINARY PLACEMENT DOCUMENT SHALL BE CIRCULATED ONLY TO SUCH ELIGIBLE QIBs WHOSE NAMES ARE RECORDED BY OUR COMPANY PRIOR TO MAKING AN INVITATION TO SUBSCRIBE TO THE EQUITY SHARES.

YOU MAY NOT AND ARE NOT AUTHORISED TO (1) DELIVER THIS PRELIMINARY PLACEMENT DOCUMENT TO ANY OTHER PERSON; OR (2) REPRODUCE THIS PRELIMINARY PLACEMENT DOCUMENT IN ANY MANNER WHATSOEVER; OR (3) RELEASE ANY PUBLIC ADVERTISEMENT OR UTILISE ANY MEDIA, MARKETING OR DISTRIBUTION CHANNELS OR AGENTS TO INFORM THE PUBLIC AT LARGE ABOUT THE ISSUE. ANY DISTRIBUTION OR REPRODUCTION OF THIS PRELIMINARY PLACEMENT DOCUMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS INSTRUCTION MAY RESULT IN VIOLATION OF THE COMPANIES ACT, SEBI ICDR REGULATIONS OR OTHER APPLICABLE LAWS OF INDIA AND OF OTHER JURISDICTIONS.

INVESTMENTS IN EQUITY SHARES INVOLVE A HIGH DEGREE OF RISK AND PROSPECTIVE INVESTORS SHOULD NOT INVEST IN THE ISSUE UNLESS THEY ARE PREPARED TO TAKE THE RISK OF LOSING ALL OR PART OF THEIR INVESTMENT. PROSPECTIVE INVESTORS ARE ADVISED TO CAREFULLY READ THE SECTION "*RISK FACTORS*" ON PAGE [●], BEFORE MAKING AN INVESTMENT DECISION RELATING TO THE ISSUE. EACH PROSPECTIVE INVESTOR IS ADVISED TO CONSULT ITS OWN ADVISORS ABOUT THE PARTICULAR CONSEQUENCES OF AN INVESTMENT IN THE EQUITY SHARES TO BE ISSUED PURSUANT TO THIS PRELIMINARY PLACEMENT DOCUMENT AND THE PLACEMENT DOCUMENT. PROSPECTIVE INVESTORS OF THE EQUITY SHARES OFFERED SHOULD CONDUCT THEIR OWN DUE DILIGENCE ON THE EQUITY SHARES. IF YOU DO NOT UNDERSTAND THE CONTENTS OF THIS PRELIMINARY PLACEMENT DOCUMENT AND/OR THE PLACEMENT DOCUMENT, YOU SHOULD CONSULT AN AUTHORISED FINANCIAL ADVISOR AND/OR LEGAL ADVISOR.

Invitations, offers and sales of Equity Shares to be issued pursuant to the Issue shall only be made pursuant to this Preliminary Placement Document and the Placement Document and the Confirmation of Allocation Note (each as defined hereinafter). For further details, see "*Issue Procedure*" on page [●]. The distribution of this Preliminary Placement Document or the disclosure of its contents without our Company's prior consent, to any person other than Eligible QIBs and persons retained by Eligible QIBs to advise them with respect to their purchase of Equity Shares, is unauthorised and prohibited. Each prospective investor, by accepting delivery of this Preliminary Placement Document, agrees to observe the foregoing restrictions and to make no copies of this Preliminary Placement Document or any documents referred to in this Preliminary Placement Document.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or the securities laws of any state of the United States and, unless so registered, may not be offered, sold or delivered 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 any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to persons who are reasonably believed to be qualified institutional buyers (as defined in Regulation 144A under the U.S. Securities Act) ("**U.S. QIBs**") pursuant to Section 4(a)(2) of the U.S. Securities Act. For avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Preliminary Placement Document as "QIBs", and (b) outside the United States, in "offshore transactions", as defined in and in reliance on Regulation S under the U.S. Securities Act ("**Regulation S**") and the applicable laws of the jurisdictions where those offers and sales are made. The Equity Shares are transferable only in accordance with the restrictions described in the sections titled "*Selling Restrictions*" and "*Purchaser Representations and Transfer Restrictions*" on pages [●] and [●], respectively.

This Preliminary Placement Document is dated [●].

BOOK RUNNING LEAD MANAGERS	
nuvama	Jefferies
NUVAMA WEALTH MANAGEMENT LIMITED	JEFFERIES INDIA PRIVATE LIMITED

TABLE OF CONTENTS

NOTICE TO INVESTORS

Our Company has furnished and accepts full responsibility for all the information contained in this Preliminary Placement Document and confirms that to the best of its knowledge and belief, having made all reasonable enquiries, this Preliminary Placement Document contains all information with respect to our Company, our Associate and the Equity Shares, which is material in the context of the Issue. The statements contained in this Preliminary Placement Document relating to our Company, our Associate and the Equity Shares are, in all material respects, true, accurate and not misleading, and the opinions and intentions expressed in this Preliminary Placement Document with regard to our Company, our Associate and the Equity Shares are honestly held, have been reached after considering all relevant circumstances and are based on reasonable assumptions and information presently available to our Company and our Associate. There are no other facts in relation to our Company, our Associate and the Equity Shares, the omission of which would, in the context of the Issue, make any statement in this Preliminary Placement Document misleading in any material respect. Further, our Company has made all reasonable enquiries to ascertain such facts and to verify the accuracy of all such information and statements. Unless otherwise stated, all information in this Preliminary Placement Document is provided as of the date of this Preliminary Placement Document and neither our Company, our Associate nor the Book Running Lead Managers have any obligation to update such information to a later date.

Nuvama Wealth Management Limited and Jefferies India Private Limited (the "**Book Running Lead Managers**" **or** "**BRLMs**") have made reasonable enquiries but have not separately verified all of the information contained in this Preliminary Placement Document (financial, legal or otherwise). Accordingly, neither the Book Running Lead Managers nor any of their respective shareholders, employees, counsels, officers, directors, representatives, agents, associates or affiliates make any express or implied representation, warranty or undertaking, and no responsibility or liability is accepted by the Book Running Lead Managers and/or any of their respective shareholders, employees, counsels, officers, directors, representatives, agents, associates or affiliates as to the accuracy or completeness of the information contained in this Preliminary Placement Document or any other information (financial, legal or otherwise) supplied in connection with our Company, our Associate and the Equity Shares or its distribution. Each person receiving this Preliminary Placement Document acknowledges that such person has not relied either on the Book Running Lead Managers or on any of their respective shareholders, employees, counsels, officers, directors, representatives, agents, associates or affiliates in connection with such person's investigation of the accuracy of such information or such person's investment decision, and each such person must rely on its own examination of our Company, our Associate and the merits and risks involved in investing in the Equity Shares issued pursuant to the Issue.

The information contained in this Preliminary Placement Document has been provided by our Company and from other sources identified herein. The distribution of this Preliminary Placement Document or the disclosure of its contents without the prior consent of our Company to any person, other than Eligible QIBs whose names are recorded by our Company prior to the invitation to subscribe to the Issue in consultation with the Book Running Lead Managers or their respective representatives, and those retained by Eligible QIBs to advise them with respect to their purchase of the Equity Shares, is unauthorised and prohibited. Each prospective investor, by accepting delivery of this Preliminary Placement Document, agrees to observe the foregoing restrictions and not further distribute or make any copies of this Preliminary Placement Document or any documents referred to in this Preliminary Placement Document. Any reproduction or distribution of this Preliminary Placement Document, in whole or in part, and any disclosure of its contents to any other person is prohibited.

No person is authorised to give any information or to make any representation not contained in this Preliminary Placement Document and any information or representation not so contained must not be relied upon as having been authorised by or on behalf of our Company or by or on behalf of any of the Book Running Lead Managers. The delivery of this Preliminary Placement Document at any time does not imply that the information contained in it is correct as of any time subsequent to its date.

The Equity Shares have not been approved, disapproved or recommended by any regulatory authority in any jurisdiction, including the United States Securities and Exchange Commission, any other federal or state authorities in the United States, the securities authorities of any non-United States jurisdiction or any other United States or non-United States regulatory authority. No authority has passed on or endorsed the merits of the Issue or the accuracy or adequacy of this Preliminary Placement Document. Any representation to the contrary may be a criminal offence in certain jurisdictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any other applicable state securities laws of the United States and, unless so registered, may not be offered, sold or delivered within the United States except pursuant to an exemption from, or in a transaction not subject

to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (a) in the United States, only to persons who are reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act ("Rule 144A")) ("U.S. QIB(s)") pursuant to Section 4(a)(2) of the U.S. Securities Act; for avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Preliminary Placement Document as "QIBs"; and (b) outside the United States, in offshore transactions as defined in and in reliance upon Regulation S under the U.S. Securities Act ("Regulation S") and the applicable laws of the jurisdiction where those offers and sales are made.

Subscribers of the Equity Shares offered in the Issue will be deemed to make the representations, warranties, acknowledgements and agreements set forth in, and the Equity Shares are transferable only in accordance with, the restrictions described in the sections titled "*Representations by Investors*", "*Selling Restrictions*" and "*Purchaser Representations and Transfer Restrictions*" on pages [●], [●] and [●], respectively of this Preliminary Placement Document.

The distribution of this Preliminary Placement Document and the issue of the Equity Shares may be restricted in certain jurisdictions by applicable laws. As such, this Preliminary Placement Document does not constitute, and may not be used for or in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. In particular, no action has been or will be taken by our Company and the Book Running Lead Managers that would permit an offering of the Equity Shares or distribution of this Preliminary Placement Document in any jurisdiction, other than India, where action for that purpose is required. Accordingly, the Equity Shares may not be offered or sold, directly or indirectly, and neither this Preliminary Placement Document nor any offering material in connection with the Equity Shares may be distributed or published in or from any country or jurisdiction, except under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction. For details, see "*Selling Restrictions*" and "*Purchaser Representations and Transfer Restrictions*" on pages [●] and [●], respectively.

In making an investment decision, the prospective investors must rely on their own examination of our Company, our Associate, the Equity Shares and the terms of the Issue, including the merits and risks involved. Prospective investors should not construe the contents of this Preliminary Placement Document as legal, business, tax, accounting, or investment advice and should consult their own counsels and advisors as to business, investment, legal, tax, accounting and related matters concerning the Issue. In addition, our Company and the Book Running Lead Managers are not making any representation to any investor, purchaser, offeree or subscriber of the Equity Shares in relation to this Issue regarding the legality of an investment in the Equity Shares by such investor, purchaser, offeree or subscriber under applicable legal, investment or similar laws or regulations. The prospective investors of the Equity Shares should conduct their own due diligence on the Equity Shares and our Company.

Each investor, purchaser, offeree or subscriber of the Equity Shares in the Issue is deemed to have acknowledged, represented and agreed that it is an Eligible QIB and is eligible to invest in India and in our Company, including as set forth in "*Representations by Investors*", "*Selling Restrictions*" and "*Purchaser Representations and Transfer Restrictions*" on pages [●], [●] and [●], and under applicable law, including Chapter VI of the SEBI ICDR Regulations, Section 42 of the Companies Act read with Rule 14 of the PAS Rules, and other provisions of the Companies Act, and that it is not prohibited by SEBI or any other regulatory, statutory or judicial authority in India or any other jurisdiction from buying, selling or dealing in securities including the Equity Shares or otherwise accessing the capital markets in India. Each investor or subscriber of the Equity Shares in the Issue also acknowledges that it has been afforded an opportunity to request from our Company and review information relating to our Company and the Equity Shares.

Neither our Company nor any of the Book Running Lead Managers are liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Preliminary Placement Document. QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply. QIBs are advised to ensure that any single application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Preliminary Placement Document. Further, QIBs are required to satisfy themselves that their Bids would not eventually result in triggering a tender offer under the SEBI Takeover Regulations and the QIBs shall be solely responsible for compliance with the provisions of the SEBI Takeover Regulations, SEBI Insider Trading Regulations and other applicable laws, rules, regulations, guidelines and circulars.

This Preliminary Placement Document contains summaries of certain terms of certain documents, which summaries are qualified in their entirety by the terms and conditions of such document.

The information on our Company's website, viz., www.kei-ind.com, any website directly or indirectly linked to the website of our Company or to the website of the Book Running Lead Managers or any of their respective affiliates or agents, other than this Preliminary Placement Document, does not and shall not constitute nor form part of this Preliminary Placement Document. Prospective investors should not rely on such information contained in, or available through, any such websites.

Our Company agrees to comply with any undertakings given by it from time to time in connection with the Equity Shares to the Stock Exchanges and, without prejudice to the generality of foregoing, shall furnish to the Stock Exchanges all such information as the rules of the Stock Exchanges may require in connection with the listing of the Equity Shares on the Stock Exchanges.

NOTICE TO INVESTORS IN CERTAIN OTHER JURISDICTIONS

This Preliminary Placement Document is not an offer to sell securities and is not soliciting an offer to subscribe to or buy securities in any jurisdiction where such offer, solicitation, sale or subscription is not permitted. For information relating to investors in certain other jurisdictions, see "*Selling Restrictions*" and "*Purchaser Representations and Transfer Restrictions*" on pages [●] and [●], respectively.

Any information about our Company available on any website of the Stock Exchanges, our Company or the Book Running Lead Managers, other than this Preliminary Placement Document, shall not constitute a part of this Preliminary Placement Document and no investment decision should be made on the basis of such information.

REPRESENTATIONS BY INVESTORS

References herein to "you" or "your" in this section is to the Bidders in this Issue. By Bidding for and/or subscribing to any Equity Shares under this Issue, you are deemed to have represented, warranted, acknowledged, and agreed to contents set forth in the sections "*Notice to Investors*", "*Selling Restrictions*" and "*Purchaser Representations and Transfer Restrictions*" on pages [●], [●] and [●], respectively, and have represented, warranted and acknowledged to and agreed to our Company and to each of the Book Running Lead Managers, as follows:

- Your decision to subscribe to the Equity Shares to be issued pursuant to the Issue has not been made based on any information relating to our Company or our Associate which is not set forth in this Preliminary Placement Document;

- You are a "qualified institutional buyer" as defined in Regulation 2(1)(ss) of the SEBI ICDR Regulations and not excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations, having a valid and existing registration under applicable laws and regulations of India, and undertake to (i) acquire, hold, manage or dispose of any Equity Shares that are Allotted to you in accordance with Chapter VI of the SEBI ICDR Regulations, the Companies Act, and all other applicable laws; and (ii) comply with the SEBI ICDR Regulations, the Companies Act and all other applicable laws, including any reporting obligations, making necessary filings, if any, in connection with the Issue or otherwise accessing capital markets;

- You are eligible to invest in India under applicable law, including the FEMA Rules (as defined hereinafter) and any notifications, circulars or clarifications issued thereunder, and have not been prohibited by SEBI, RBI or any other regulatory authority, statutory authority or otherwise, from buying, selling, or dealing in securities or otherwise accessing capital markets in India;

- If you are not a resident of India, but are an Eligible QIB, (i) you are a foreign portfolio investor, and you confirm that you are an Eligible FPI as defined in this Preliminary Placement Document and have a valid and existing registration with SEBI under the applicable laws in India, or (ii) a multilateral or bilateral development financial institution and can participate in the Issue only under Schedule II of FEMA Rules and you are eligible to invest in India under applicable law, including FEMA Rules, and any other notifications, circulars or clarifications issued thereunder. You will make all necessary filings with appropriate regulatory authorities, including RBI, as required pursuant to applicable laws. You are eligible to invest in India under applicable law, including the FEMA Rules, and any notifications, circulars or clarifications issued thereunder and have not been prohibited by SEBI or any other regulatory authority, from buying, selling or dealing in securities or otherwise accessing the capital markets;

- You are aware that in terms of the FEMA Rules, the total holding by each FPI including its investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50.00% or common control) shall be below 10.00% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the total holdings of all FPIs put together shall not exceed the sectoral cap applicable to the sector in which our Company operates. In terms of the FEMA Rules, for calculating the total holding of FPIs in a company, holding of all registered FPIs shall be included. Hence, Eligible FPIs may invest in such number of Equity Shares in this Issue such that (i) the individual investment of the FPI in our Company does not exceed 10.00% of the post-Issue paid-up Equity Share capital of our Company on a fully diluted basis, and (ii) the aggregate investment by FPIs in our Company does not exceed the sectoral cap applicable to our Company. In case the holding of an FPI together with its investor group increases to 10.00% or more of the total paid-up Equity Share capital, on a fully diluted basis, such FPI together with its investor group shall divest the excess holding within a period of five trading days from the date of settlement of the trades resulting in the breach. If, however, such excess holding has not been divested within the specified period of five trading days, the entire shareholding of such FPI together with its investor group will be re-classified as FDI, subject to the conditions as specified by SEBI and the RBI in this regard, and compliance by our Company and the investor with applicable reporting requirements, and the FPI and its investor group will be prohibited from making any further portfolio investment in our Company under the SEBI FPI Regulations. Since FVCIs are not permitted to participate in the Issue, you confirm that you are not an FVCI;

- You will provide the information as required under the provisions of the Companies Act, the PAS Rules, the applicable provisions of the SEBI ICDR Regulations and any other applicable rules for record keeping by our Company, including your name, nationality, complete address, phone number, e-mail address, permanent account number (if applicable) and bank account details and such other details as may be prescribed or otherwise required even after the closure of the Issue and the list of Eligible QIBs including the aforementioned details shall be filed with the RoC and SEBI, as may be required under the Companies Act and other applicable laws;

- If you are Allotted Equity Shares, you shall not, for a period of one year from the date of Allotment, sell the Equity Shares so acquired except on the floor of the Stock Exchanges and in accordance with any other resale restrictions applicable to you. For more information, please see the sections entitled "*Selling Restrictions*" and "*Purchaser Representations and Transfer Restrictions*" on page [●] and [●], respectively;

- You are aware that this Preliminary Placement Document and the Placement Document has not been and will not be filed as a prospectus with the RoC under the Companies Act, the SEBI ICDR Regulations or under any other law in force in India and, no Equity Shares will be offered in India or overseas to the public or any members of the public in India or any other class of investors, other than Eligible QIBs. This Preliminary Placement Document (which includes disclosures prescribed under Form PAS-4) has not been reviewed or affirmed by the RBI, SEBI, the Stock Exchanges, the RoC or any other regulatory or listing authority and is intended only for use by Eligible QIBs;

- You confirm that your investment is not as an entity of a country which shares a land border with India nor is the beneficial owner of your investment situated in or a citizen of such country (in each of which case, investment can only be through the Government approval route), and that your investment is in accordance with the consolidated FDI Policy and press note no. 3 (2020 Series), dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade, Government of India, and Rule 6 of the FEMA Rules;

- This Preliminary Placement Document has been filed, and the Placement Document will be filed, with the Stock Exchanges for record purposes only and this Preliminary Placement Document and the Placement Document will be displayed on the websites of our Company and the Stock Exchanges;

- You are permitted to subscribe for and acquire the Equity Shares under the laws of all relevant jurisdictions that apply to you and you have fully observed such laws and you have the necessary capacity, and have obtained all necessary consents, governmental or otherwise, and authorisations, as may be required, and have complied and shall comply with all necessary formalities, to enable you to participate in the Issue and to perform your obligations in relation thereto (including, without limitation, in the case of any person on whose behalf you are acting, all necessary consents and authorisations to agree to the terms set out or referred to in this Preliminary Placement Document), and will honour such obligations;

- You are aware that our Company, the Book Running Lead Managers or any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates are not making any recommendations to you or advising you regarding the suitability of any transactions you may enter into in connection with the Issue and your participation in the Issue is on the basis that you are not, and will not, up to the Allotment, be a client of any of the Book Running Lead Managers. The Book Running Lead Managers or any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates, do not have any duties or responsibilities to you for providing the protection afforded to their clients or customers or for providing advice in relation to the Issue and are not in any way acting in any fiduciary capacity;

- You confirm that, either: (i) you have not participated in or attended any investor meetings or presentations by our Company or its agents (the "**Company Presentations**") with regard to our Company or the Issue; or (ii) if you have participated in or attended any Company Presentations: (a) you understand and acknowledge that the Book Running Lead Managers may not have knowledge of all the statements that our Company or its agents may have made at such Company Presentations and is therefore unable to determine whether the information provided to you at such Company Presentations may have included any material misstatements or omissions, and, accordingly you acknowledge that the Book Running Lead Managers have advised you not to rely in any way on any information that was provided to you at such Company Presentations, and (b) you confirm that you have not been provided any material or price sensitive information relating to our Company and the Issue that was not publicly available;

- You are subscribing to the Equity Shares to be issued pursuant to the Issue in accordance with applicable laws and by participating in this Issue, you are not in violation of any applicable law, including but not limited to the SEBI Insider Trading Regulations, the Securities and Exchange Board of India (Prohibition of

Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003, as amended, and the Companies Act;

- You understand that the Equity Shares issued pursuant to the Issue shall be subject to the provisions of the Memorandum of Association and Articles of Association of our Company and will be credited as fully paid and will rank *pari passu* in all respects with the existing Equity Shares including the right to receive dividend and other distributions declared;

- All statements other than statements of historical fact included in this Preliminary Placement Document, including, without limitation, those regarding our financial position, business strategy, plans and objectives of management for future operations (including development plans and objectives relating to our Company's business), are forward-looking statements. You are aware that, such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause actual results to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding our perspective present and future business strategies and environment in which we will operate in the future. You should not place undue reliance on forward-looking statements, which speak only as at the date of this Preliminary Placement Document. Neither our Company nor the Book Running Lead Managers or any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates assume any responsibility to update any of the forward-looking statements contained in this Preliminary Placement Document;

- You are aware and understand that the Equity Shares are being offered only to Eligible QIBs on a private placement basis and are not being offered to the general public or any other category of investors other than Eligible QIBs, and the Allotment of such Equity Shares shall be at the discretion of our Company, in consultation with the Book Running Lead Managers;

- You are aware that in terms of the requirements of the Companies Act, upon Allocation, our Company will be required to disclose names and percentage of post-Issue shareholding of the proposed Allottees in the Placement Document. However, disclosure of such details in relation to the proposed Allottees in the Placement Document will not guarantee Allotment to them, as Allotment in the Issue shall continue to be at the sole discretion of our Company, in consultation with the Book Running Lead Managers;

- You are aware that if you are Allotted more than 5.00% of the Equity Shares in the Issue, our Company shall be required to disclose your name and the number of the Equity Shares Allotted to you to the Stock Exchanges and the Stock Exchanges will make this information available on their websites and you consent to such disclosures;

- You have been provided a serially numbered copy of this Preliminary Placement Document and have read it in its entirety, including in particular, "*Risk Factors*" on page [●];

- In making your investment decision, you have (i) relied on your own examination of our Company and Associate, the Equity Shares and the terms of the Issue, including the merits and risks involved, (ii) made and continue to make your own assessment of us and the Equity Shares and the terms of the Issue based solely on and in reliance of the information contained in this Preliminary Placement Document and no other disclosure or representation by our Company, BRLMs or any other party, (iii) consulted your own independent counsels and advisors or otherwise have satisfied yourself concerning, without limitation, the effects of local laws (including tax laws), (iv) received all information that you believe is necessary or appropriate in order to make an investment decision in respect of us and the Equity Shares, and (v) relied upon your own investigation and resources in deciding to invest in the Issue;

- Neither our Company, the Book Running Lead Managers nor any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates have provided you with any tax advice or otherwise made any representations regarding the tax consequences of purchase, ownership and disposal of the Equity Shares (including but not limited to the Issue and the use of the proceeds from the Equity Shares). You will obtain your own independent tax advice from a reputable service provider and will not rely on the Book Running Lead Managers or any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates, when evaluating the tax consequences in relation to the Equity Shares (including, in relation to the Issue and the use of proceeds from the Equity Shares). You waive, and agree not to assert any claim against, our Company, the Book Running Lead Managers or any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates, with respect to the tax aspects of the Equity Shares or as a result of any tax audits by tax authorities, wherever situated;

- You are a sophisticated investor and have such knowledge and experience in financial, business and investment matters as to be capable of evaluating the merits and risks of an investment in the Equity Shares. You are experienced in investing in private placement transactions of securities of companies in a similar nature of business, similar stage of development and in similar jurisdictions. You and any managed accounts for which you are subscribing for the Equity Shares (i) are each able to bear the economic risk of your investment in the Equity Shares, (ii) will not look to our Company and/or the Book Running Lead Managers or any of their respective shareholders, directors, officers, employees, counsels, advisors, representatives, agents or affiliates for all or part of any such loss or losses that may be suffered in connection with the Issue, including losses arising out of non-performance by our Company of any of its obligations or any breach of any representations and warranties by our Company, whether to you or otherwise, (iii) are able to sustain a complete loss on the investment in the Equity Shares, (iv) have no need for liquidity with respect to the investment in the Equity Shares, (v) have no reason to anticipate any change in your or their circumstances, financial or otherwise, which may cause or require any sale or distribution by you or them of all or any part of the Equity Shares; and (vi) are seeking to subscribe to the Equity Shares in the Issue for your own investment and not with a view to resell or distribute. You are aware that investment in Equity Shares involves a high degree of risk and that the Equity Shares are, therefore a speculative investment;

- If you are acquiring the Equity Shares for one or more managed accounts, you represent and warrant that you are authorised in writing, by each such managed account to acquire such Equity Shares for each managed account and hereby make the representations, warranties, acknowledgements, undertakings and agreements herein for and on behalf of each such account, reading the reference to “you” to include such accounts;

- You are not a ‘promoter’ (as defined under Section 2(69) of the Companies Act and Regulation 2(1)(oo) of the SEBI ICDR Regulations) of our Company and are not a person related to our Promoters, either directly or indirectly and your Bid does not directly or indirectly represent our ‘Promoters’, or the ‘Promoter Group’ (as defined under Regulation 2(1)(pp) of the SEBI ICDR Regulations) of our Company, or persons or entities related thereto;

- You have no rights under a shareholders’ agreement or voting agreement entered into with our Promoters or members of the Promoter Group or persons related to the Promoters, no veto rights or right to appoint any nominee director on our Board, other than the rights acquired, if any, in the capacity of a lender not holding any Equity Shares (a QIB who does not hold any Equity Shares and who has acquired the said rights in the capacity of a lender shall not be deemed to be a person related to our Promoters);

- You agree in terms of Section 42 of the Companies Act and Rule 14 of the PAS Rules, that our Company shall make necessary filings with the RoC as may be required under the Companies Act;

- You will have no right to withdraw your Application Form or revise your Bid downwards after the Bid / Issue Closing Date (as defined hereinafter);

- You are eligible to Bid for and hold the Equity Shares so Allotted, together with any Equity Shares held by you prior to the Issue. Further, you confirm that your aggregate holding after the Allotment of the Equity Shares shall not exceed the level permissible as per any applicable law;

- The Bid made by you would not result in triggering an open offer under the SEBI Takeover Regulations and you shall be solely responsible for compliance with all other applicable provisions of the SEBI Takeover Regulations;

- The aggregate number of Equity Shares Allotted to you under the Issue, together with other Allottees that belong to the same group or are under common control as you, pursuant to the Allotment under the Issue shall not exceed 50.00% of the Issue Size. For the purposes of this representation:

  (a) Eligible QIBs “belonging to the same group” shall mean entities where (a) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15.00% of the voting rights in the other; (b) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (c) there is a common director, excluding nominee and independent directors, amongst an Eligible QIBs, its subsidiary or holding company and any other Eligible QIB; and

(b) 'Control' shall have the same meaning as is assigned to it by Regulation 2(1)(e) of the SEBI Takeover Regulations;

- You shall not undertake any trade in the Equity Shares credited to your beneficiary account until such time that the final listing and trading approvals for such Equity Shares are issued by the Stock Exchanges;

- You are aware that (i) applications for in-principle approval, in terms of Regulation 28(1)(a) of the SEBI Listing Regulations, for listing and admission of the Equity Shares to be issued pursuant to the Issue and for trading on the Stock Exchanges, were made and an in-principle approval has been received by our Company from each of the Stock Exchanges, and (ii) the application for the final listing and trading approval will be made only after Allotment. There can be no assurance that the final listing and trading approvals for listing of the Equity Shares to be issued pursuant to this Issue will be obtained in time or at all. Neither our Company nor the Book Running Lead Managers nor any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates shall be responsible for any delay or non-receipt of such final listing and trading approvals or any loss arising from such delay or non-receipt;

- You are aware and understand that the Book Running Lead Managers have entered into a Placement Agreement with our Company whereby the Book Running Lead Managers have, subject to the satisfaction of certain conditions set out therein, undertaken to use reasonable efforts to procure subscription for the Equity Shares on the terms and conditions set forth therein;

- You understand that the contents of this Preliminary Placement Document are exclusively the responsibility of our Company, and that neither the Book Running Lead Managers nor any person acting on their behalf or any of the counsels or advisors to the Issue has or shall have any liability for any information, representation or statement contained in this Preliminary Placement Document or any information previously published by or on behalf of our Company and will not be liable for your decision to participate in the Issue based on any information, representation or statement contained in this Preliminary Placement Document or otherwise. By accepting a participation in the Issue, you agree to the same and confirm that the only information you are entitled to rely on, and on which you have relied in committing yourself to acquire the Equity Shares is contained in this Preliminary Placement Document, such information being all that you deem necessary to make an investment decision in respect of the Equity Shares, you have neither received nor relied on any other information, representation, warranty or statement made by or on behalf of the Book Running Lead Managers or our Company or any other person, and the Book Running Lead Managers or our Company or any of their respective affiliates, including any view, statement, opinion or representation expressed in any research published or distributed by them, the Book Running Lead Managers and their respective affiliates will not be liable for your decision to accept an invitation to participate in the Issue based on any other information, representation, warranty, statement or opinion;

- You understand that the Book Running Lead Managers or any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates do not have any obligation to purchase or acquire all or any part of the Equity Shares purchased by you in the Issue or to support any losses directly or indirectly sustained or incurred by you for any reason whatsoever in connection with the Issue, including the non-performance by our Company or any of its obligations or any breach of any representations or warranties by our Company, whether to you or otherwise;

- You understand that the Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws of the United States and unless so registered, may not be offered, sold or delivered within the United States, except in reliance on an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws;

- You are outside the United States, and you are purchasing the Equity Shares in an "offshore transaction" as defined in, and in reliance on, Regulation S of the U.S. Securities Act and in compliance with laws of all jurisdictions applicable to you;

- You understand and agree that the Equity Shares are transferable only in accordance with the restrictions described in "*Purchaser Representations and Transfer Restrictions*" on page [●] and you have made, or are deemed to have made, as applicable, the representations, warranties, acknowledgements, undertakings and agreements in "*Purchaser Representations and Transfer Restrictions*" on page [●];

- You are able to purchase the Equity Shares in accordance with the restrictions described in "*Selling Restrictions*" on page [●] and you have made, or are deemed to have made, as applicable, the representations, warranties, acknowledgements, undertakings and agreements in "*Selling Restrictions*" on page [●] and you warrant that you will comply with such representations, warranties, acknowledgments and undertakings;

- You are not acquiring or subscribing for the Equity Shares as a result of any "general solicitation" or "general advertising" (within the meaning of Regulation D under the U.S. Securities Act) or "directed selling efforts" (as defined in Regulation S of the U.S. Securities Act) and you understand and agree that offers and sales are being made in reliance on an exemption from the registration requirements of the U.S. Securities Act provided by Section 4(a)(2) thereof;

- You agree that any dispute arising in connection with the Issue will be governed by and construed in accordance with the laws of Republic of India, and the court(s) in Delhi, India, shall have exclusive jurisdiction to settle any disputes which may arise out of or in connection with this Preliminary Placement Document and the Placement Document;

- Each of the representations, warranties, acknowledgements and agreements set out above shall continue to be true and accurate at all times up to and including the Allotment, listing and trading of the Equity Shares in the Issue;

- You agree to indemnify and hold our Company, the Book Running Lead Managers and their respective directors, officers, employees, affiliates, associates, controlling persons and representatives harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of the foregoing representations, warranties, acknowledgements, agreements and undertakings made by you in this Preliminary Placement Document. You agree that the indemnity set out in this paragraph shall survive the resale of the Equity Shares by, or on behalf of, the managed accounts;

- You will make the payment for subscription to the Equity Shares pursuant to this Issue from your own bank account. In case of joint holders, the monies shall be paid from the bank account of the person whose name appears first in the application;

- You acknowledge that this Preliminary Placement Document does not, and the Placement Document shall not confer upon or provide you with any right of renunciation of the Equity Shares offered through the Issue in favour of any person;

- You are aware and understand that you are allowed to place a Bid for Equity Shares. Please note that submitting a Bid for Equity Shares should not be taken to be indicative of the number of Equity Shares that will be Allotted to a successful Bidder. Allotment of Equity Shares will be undertaken by our Company, in its absolute discretion, in consultation with the Book Running Lead Managers;

- You represent that you are not an affiliate of our Company or the Book Running Lead Managers or a person acting on behalf of such affiliate. However, affiliates of the Book Running Lead Managers, which are Eligible FPIs, may purchase, to the extent permissible under law, the Equity Shares in the Issue, and may issue Offshore Derivative Instruments in respect thereof. For further details, please see "*Offshore Derivative Instruments*" on page [●];

- Our Company, the Book Running Lead Managers, their respective affiliates, directors, counsels, officers, employees, shareholders, representatives, agents, controlling persons and others will rely on the truth and accuracy of the foregoing representations, warranties, acknowledgements and undertakings, and are irrevocable. It is agreed that if any of such representations, warranties, acknowledgements and undertakings are no longer accurate, you will promptly notify our Company and the Book Running Lead Managers; and

- You will make all necessary filings with appropriate regulatory authorities, including the RBI, as required pursuant to applicable laws.

OFFSHORE DERIVATIVE INSTRUMENTS

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, Eligible FPIs, including the affiliates of the Book Running Lead Managers, who are registered as Category I FPIs 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, and all such offshore derivative instruments are referred to herein as "**Offshore Derivative Instruments**"), and persons who are eligible for registration as Category I FPIs can subscribe to or deal in such Offshore Derivative Instruments provided that in the case of an entity that has an investment manager who is from the Financial Action Task Force member country, such investment manager shall not be required to be registered as a Category I FPI. The above-mentioned Category I FPI may receive compensation from the purchasers of such instruments. An FPI will collect the regulatory fee of USD 800 or any other amount, as may be specified by SEBI from time to time, from every subscriber of offshore derivative instrument issued by it and deposit such regulatory fee with SEBI by way of electronic transfer in the designated bank account of SEBI. In terms of Regulation 21 of SEBI FPI Regulations, Offshore Derivative Instruments may be issued only by such persons who are registered as Category I FPIs and they may be issued only to persons eligible for registration as Category I FPIs subject to exceptions provided in the SEBI FPI Regulations and compliance with 'know your client' requirements, as specified by SEBI and subject to payment of applicable regulatory fee and in compliance with such other conditions as may be specified by SEBI. An Eligible FPI shall also ensure that no transfer of any instrument referred to above is made to any person unless such FPIs are registered as Category I FPIs and such instrument is being transferred only to person eligible for registration as Category I FPIs subject to requisite consents being obtained in terms of Regulation 21 of SEBI FPI Regulations. Offshore Derivative Instruments have not been and are not being offered or sold pursuant to this Preliminary Placement Document and the Placement Document. This Preliminary Placement Document does not contain any information concerning Offshore Derivative Instruments or the issuer(s) of any Offshore Derivative Instruments, including, without limitation, any information regarding any risk factors relating thereto.

Subject to certain relaxations provided under Regulation 22(4) of the SEBI FPI Regulations, investment by a single FPI including its investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than 50.00% or common control,) is not permitted to be 10.00% or above of our post-Issue Equity Share capital on a fully diluted basis. SEBI has, vide a circular dated November 5, 2019, issued the operational guidelines for FPIs, designated depository participants and eligible foreign investors (the "**FPI Operational Guidelines**"), to facilitate implementation of the SEBI FPI Regulations. In terms of such FPI Operational Guidelines, the above-mentioned restrictions shall also apply to subscribers of Offshore Derivative Instruments and two or more subscribers of Offshore Derivative Instruments having common ownership, directly or indirectly, of more than 50.00% or common control shall be considered together as a single subscriber of the Offshore Derivative Instruments. Further, in the event a prospective investor has investments as an FPI and as a subscriber of Offshore Derivative Instruments, these investment restrictions shall apply on the aggregate of the FPI investments and Offshore Derivative Instruments position held in the underlying company.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade, Government of India, investments where the entity is of a country which shares land border with India or where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route, as prescribed in the FDI Policy and FEMA Rules. These investment restrictions shall also apply to subscribers of Offshore Derivative Instruments.

Affiliates of the Book Running Lead Managers which are Eligible FPIs may purchase, to the extent permissible under law, the Equity Shares in the Issue, and may issue Offshore Derivative Instruments in respect thereof. Any Offshore Derivative Instruments that may be issued are not securities of our Company and do not constitute any obligation of, claims on or interests in our Company. Our Company has not participated in any offer of any Offshore Derivative Instruments, or in the establishment of the terms of any Offshore Derivative Instruments, or in the preparation of any disclosure related to any Offshore Derivative Instruments. Any Offshore Derivative Instruments that may be offered are issued by, and are the sole obligations of, third parties that are unrelated to our Company. Our Company and the Book Running Lead Managers do not make any recommendation as to any investment in Offshore Derivative Instruments and do not accept any responsibility whatsoever in connection with any Offshore Derivative Instruments. Any Offshore Derivative Instruments that may be issued are not securities of the Book Running Lead Managers and do not constitute any obligations of or claims on the Book Running Lead Managers.

Prospective investors interested in purchasing any Offshore Derivative Instruments have the responsibility to obtain adequate disclosures as to the issuer(s) of such Offshore Derivative Instruments and the terms and conditions of any such Offshore Derivative Instruments from the issuer(s) of such Offshore Derivative Instruments. Neither SEBI nor any other regulatory authority has reviewed or approved any Offshore Derivative Instruments, or any disclosure related thereto. Prospective investors are urged to consult their own financial, legal, accounting and tax advisors regarding any contemplated investment in Offshore Derivative Instruments, including whether Offshore Derivative Instruments are issued in compliance with applicable laws and regulations.

DISCLAIMER CLAUSE OF THE STOCK EXCHANGES

As required, a copy of this Preliminary Placement Document has been submitted to each of the Stock Exchanges.

The Stock Exchanges do not in any manner:

(1) warrant, certify or endorse the correctness or completeness of the contents of this Preliminary Placement Document; or

(2) warrant that the Equity Shares to be issued pursuant to the Issue will be listed or will continue to be listed on the Stock Exchanges; or

(3) take any responsibility for the financial or other soundness of our Company, the Promoters of our Company, our management or any scheme or project of our Company,

and it should not, for any reason be deemed or construed to mean that this Preliminary Placement Document has been cleared or approved by the Stock Exchanges. Every person who desires to apply for or otherwise acquire any Equity Shares may do so pursuant to an independent inquiry, investigation and analysis and shall not have any claim against the Stock Exchanges whatsoever, by reason of any loss which may be suffered by such person consequent to or in connection with, such subscription / acquisition, whether by reason of anything stated or omitted to be stated herein, or for any other reason whatsoever.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Certain Conventions

In this Preliminary Placement Document, unless otherwise specified or the context otherwise indicates or implies, references to 'you', 'your', 'offeree', 'purchaser', 'subscriber', 'recipient', 'investor(s)', 'prospective investor(s)' and 'potential investor(s)' are to the Eligible QIBs who are the prospective investors in the Equity Shares issued pursuant to the Issue. References to 'our Company', 'Company', 'the Company', and the 'Issuer' are references to KEI Industries Limited on a standalone basis, while any reference to 'we', 'us' or 'our' is a reference to KEI Industries Limited and its Associate on a consolidated basis..

Currency and units of presentation

In this Preliminary Placement Document, (i) references to '₹', 'INR', 'Rs.', 'Indian Rupees' and 'Rupees' are to the legal currency of Republic of India; and (ii) references to 'US$', 'USD' and 'U.S. dollars' are to the legal currency of the United States of America. All references herein to "India" are to the Republic of India and its territories and possessions and all references herein to the 'Government' or 'GoI' or the 'Central Government' or the 'State Government' are to the Government of India, central or state, as applicable. All references herein to the 'US' or 'U.S.' or the 'United States' are to the United States of America and its territories and possessions.

References to the singular also refer to the plural and one gender also refers to any other gender, wherever applicable. Unless stated otherwise, all references to page numbers in this Preliminary Placement Document are to the page numbers of this Preliminary Placement Document.

All the numbers in this Preliminary Placement Document have been presented in millions, unless stated otherwise. The amounts derived from financial statements included herein are presented in ₹ millions.

Except as otherwise set out in this Preliminary Placement Document, all figures set out in this Preliminary Placement Document have been rounded off to the nearest whole number. However, all figures expressed in terms of percentage, have been rounded off to one or two decimal places, as applicable. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures which precede them. Unless otherwise specified, all financial numbers in parentheses represent negative figures.

Financial data and other information

Our Company publishes its financial statements in Indian Rupees. The financial year of our Company commences on April 1 of each calendar year and ends on March 31 of the following calendar year, and, unless otherwise specified or if the context requires otherwise, all references to a particular 'financial year', 'Fiscal', 'Fiscal Year' or 'FY', are to the twelve-month period ended on March 31 of that year and references to a particular 'year' are to the calendar year ending on December 31 of that year.

Our Company has published its Audited Consolidated Financial Statements (as defined below) as of and for Fiscal 2024, Fiscal 2023 and Fiscal 2022 and the Unaudited Consolidated Financial Results (as defined below) for the six months ended September 30, 2024 in compliance with the SEBI Listing Regulations. As required under the applicable regulations, and for the convenience of prospective investors, we have included the following in this Preliminary Placement Document:

i. audited consolidated financial statements of our Company as at and for Fiscals 2024, 2023 and 2022, prepared in accordance with the Indian Accounting Standards ("**Ind AS**") notified under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and other relevant provisions of the Companies Act (collectively, the "**Audited Consolidated Financial Statements**"); and

ii. unaudited consolidated financial results of our Company for the six months ended September 30, 2024, and the six months ended September 30, 2023, prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards 34 "Interim Financial Reporting" as prescribed under Section 133 of the Companies Act read with the relevant rules thereunder and other accounting principles generally accepted in India, and in compliance with Regulation 33 of the SEBI Listing Regulations (together, the "**Unaudited Consolidated Financial Results**" and together with the Audited Consolidated Financial Statement, the "**Financial Information**").

The Audited Consolidated Financial Statements have been audited by our Statutory Auditors, on which they have issued audit reports dated May 2, 2024, May 2, 2023, and May 9, 2022, for Fiscals 2024, 2023, and 2022, respectively. Further, the limited review of the Unaudited Consolidated Financial Results has been carried out by the Statutory Auditors, on which they have issued the limited review report dated October 15, 2024, for the six months ended September 30, 2024, and the limited review report dated October 31, 2023, for the six months ended September 30, 2023.

The Audited Consolidated Financial Statements should be read along with the respective audit reports, and the Unaudited Consolidated Financial Results should be read along with the corresponding review report. The Audited Consolidated Financial Statements have been subjected to audit that has been performed in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act. The Unaudited Consolidated Financial Results have been subjected to review conducted in accordance with Standard on Review Engagement (SRE) 2410 issued by the Institute of Chartered Accountants of India ("**ICAI**"). Further, our Unaudited Consolidated Financial Results are not necessarily indicative of results that may be expected for the full financial year or any future reporting period and are not comparable with the annual financials.

Except as specifically indicated otherwise and unless the context requires otherwise, all the consolidated financial information as at and for Fiscals 2024, 2023 and 2022 included in this Preliminary Placement Document has been derived from the Audited Consolidated Financial Statements. Further, except as specifically indicated otherwise and unless the context requires otherwise, all the consolidated financial information for the six months ended September 30, 2024, included in this Preliminary Placement Document have been derived from the Unaudited Consolidated Financial Results.

Our Company prepares its financial statements in accordance with Ind AS. Ind AS differs from accounting principles with which prospective investors may be familiar in other countries, including generally accepted accounting principles followed in the U.S. ("**U.S. GAAP**") or International Financial Reporting Standards ("**IFRS**"). Our Company does not attempt to quantify the impact of U.S. GAAP or IFRS on the financial data included in this Preliminary Placement Document, nor does our Company provide a reconciliation of its Financial Information to IFRS or U.S. GAAP. Accordingly, the degree to which the Audited Consolidated Financial Statements and the Unaudited Consolidated Financial Results included in this Preliminary Placement Document will provide meaningful information is entirely dependent on the reader's familiarity with the respective Indian accounting standards or principles. Any reliance by persons not familiar with Indian accounting standards on the financial disclosures presented in this Preliminary Placement Document should accordingly be limited. Prospective investors are advised to consult their advisors before making any investment decision. Please see, *"Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our financial condition."* on page [●].

Non-GAAP financial measures

We have included certain non-GAAP financial measures relating to our operations and financial performance, such as EBITDA, EBITDA Margin, Interest Coverage Ratio, Profit After Tax Margin, Net Debt to Equity, Net Debt to EBITDA, Return on Equity and Return on Capital Employed (together, "**Non-GAAP Measures**" and each, a "**Non-GAAP Measure**") in this Preliminary Placement Document. For details of these Non-GAAP Financial Measures, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures*" on page [●]. These Non-GAAP Measures are not required by or presented in accordance with Ind AS. We compute and disclose these Non-GAAP Measures and similar other statistical information relating to our operations and financial performance as we consider this 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 our Company, many of which provide such Non-GAAP Measures and other statistical and operational information when reporting their financial results. However, note that these Non-GAAP Measures and other statistical 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. The presentation of these Non-GAAP Measures is not intended to be considered in isolation or as a substitute for the financial statements included in this Preliminary Placement Document. Prospective investors should read this information in conjunction with the financial statements included in "*Financial Statements*" and "*Risk Factors – Certain non-GAAP financial measures relating to our operations and financial performance have been included in this Preliminary Placement*

Document. These non-GAAP financial measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable." on pages [●] and [●], respectively.

INDUSTRY AND MARKET DATA

Unless stated otherwise, statistical information, industry and market data used throughout this Preliminary Placement Document has been obtained from the report titled "*Assessment of cables & wires industry in India*" dated November 2024 (the "**CRISIL Report**"), which is a report exclusively commissioned and paid for by our Company and prepared and issued by CRISIL pursuant to an engagement letter dated November 15, 2024, in connection with the Issue.

The CRISIL Report is subject to the following disclaimer:

*"CRISIL Market Intelligence & Analytics (**CRISIL MI&A**), a division of CRISIL Limited, provides independent research, consulting, risk solutions, and data & analytics to its clients. CRISIL MI&A operates independently of CRISIL's other divisions and subsidiaries, including, CRISIL Ratings Limited. CRISIL MI&A's informed insights and opinions on the economy, industry, capital markets and companies drive impactful decisions for clients across diverse sectors and geographies. CRISIL MI&A's strong benchmarking capabilities, granular grasp of sectors, proprietary analytical frameworks and risk management solutions backed by deep understanding of technology integration, makes it the partner of choice for public & private organisations, multi-lateral agencies, investors and governments for over three decades.*

For the preparation of this report, CRISIL MI&A has relied on third party data and information obtained from sources which in its opinion are considered reliable. Any forward-looking statements contained in this report are based on certain assumptions, which in its opinion are true as on the date of this report and could fluctuate due to changes in factors underlying such assumptions or events that cannot be reasonably foreseen. This report does not consist of any investment advice and nothing contained in this report should be construed as a recommendation to invest/disinvest in any entity. This industry report is intended for use only within India."

This data is subject to change and cannot be verified with complete certainty due to limits on the availability and reliability of the raw data and other limitations and uncertainties inherent in any statistical survey. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "*Risk Factors – Certain sections of this Preliminary Placement Document disclose information from the CRISIL Report which is a paid report and commissioned and paid for by us exclusively in connection with the Issue and any reliance on such information for making an investment decision in the Issue is subject to inherent risks*." on page [●].

Further, the calculation of certain statistical and/or financial information/ratios specified in the sections titled "*Business*", "*Risk Factors*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and otherwise in this Preliminary Placement Document may vary from the manner such information is calculated under, and for the purposes of, and as specified in, the CRISIL Report. Data from these sources may also not be comparable. The extent to which the market and industry data used in this Preliminary Placement Document is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. Accordingly, investment decisions should not be based solely on such information.

Our Company takes responsibility for accurately reproducing such information but accepts no further responsibility in respect of such information and data. In many cases, there is no readily available external information (whether from trade or industry associations, government bodies or other organisations) to validate market-related analysis and estimates, so our Company has relied on internally developed estimates. Similarly, while our Company believes its internal estimates to be reasonable, such estimates have not been verified by an independent source and neither our Company nor the Book Running Lead Managers can assure potential investors as to their accuracy.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this Preliminary Placement Document that are not statements of historical fact constitute '*forward-looking statements*'. Prospective investors can generally identify forward-looking statements by terminology such as '*aim*', '*anticipate*', '*believe*', '*continue*', '*can*', '*could*', '*estimate*', '*expect*', '*intend*', '*may*', '*objective*', '*plan*', '*potential*', '*project*'', '*pursue*', '*shall*', '*should*', '*will*', '*would*', '*will likely result*', '*is likely*', '*are likely*', '*believe*', '*expect*', '*expected to*', '*will continue*', '*will achieve*', or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

The forward-looking statements appear in a number of places throughout this Preliminary Placement Document and include statements regarding the intentions, beliefs or current expectations of our Company concerning, amongst other things, the expected results of operations, financial condition, liquidity, prospects, growth, strategies and dividend policy of our Company and the industry in which we operate. In addition, even if the result of operations, financial conditions, liquidity and dividend policy of our Company, and the development of the industry in which we operate, are consistent with the forward-looking statements contained in this Preliminary Placement Document, those results or developments may not be indicative of results or developments in subsequent periods.

All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, revenue and profitability (including, without limitation, any financial or operating projections or forecasts), new business and other matters discussed in this Preliminary Placement Document that are not historical facts. These forward-looking statements contained in this Preliminary Placement Document (whether made by us or any third party), are projections and involve known and unknown risks, uncertainties, assumptions and other factors that may cause our actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. By their nature, market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains, losses or impact on net interest income and net income could materially differ from those that have been estimated, expressed or implied by such forward looking statements or other projections. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause our actual results, performances and achievements to be materially different from any of the forward-looking statements include, among others include:

- Volatility in raw material prices and shortages or disruption in their supply.
- Our substantial reliance on our network of dealers and distributors for the non-exclusive sales of our products and any failure to consolidate and add authorized dealers and distributors.
- Any defaults on payment obligations for payment credit extended by us to our authorized dealers and distributors, and on channel financing arrangements entered into by them with us.
- Any further regulatory action that we may be subject to in connection with past allegations against our Company of misrepresentations, and inadequate disclosures in relation to the issuance of global depository receipts.
- The non-recurrent nature of our transactions in connection with the manufacture and sale of wires and cables for power transmission and distribution, which we derive a significant portion of our revenue from.
- Foreign exchange rate fluctuations, since our sales from exports and a portion of our expenditures are denominated in foreign currencies.
- The restrictive covenants under our financing arrangements, which may curtail our operational and financial flexibility, and any non-compliance with which could accelerate their respective repayment schedules, and enforce their respective security interests.
- Under-utilisation of our manufacturing capacities and any inability to effectively utilize our expanded manufacturing capacities.

Additional factors that could cause our actual results, performance or achievements to differ materially include, but are not limited to, those discussed under the sections "*Risk Factors*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", "*Industry Overview*" and "*Our Business*" on pages [●], [●], [●] and [●], respectively.

The forward-looking statements contained in this Preliminary Placement Document are based on the beliefs of our Company and management, as well as the assumptions made by, and information currently available to, our Company and management. Although we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure prospective investors that such expectations will prove to be correct. Given these uncertainties, the prospective investors are cautioned not to place undue reliance on such forward-looking statements. In any event, these statements speak only as of the date of this Preliminary Placement Document or the respective dates indicated in this Preliminary Placement Document, and neither we nor the Book Running Lead Managers nor any of their affiliates undertake any obligation to update or revise any of them, whether as a result of new information, future events, changes in assumptions or changes in factors affecting these forward looking statements or otherwise. If any of these risks and uncertainties materialise, or if any of our underlying assumptions prove to be incorrect, our actual results of operations, cash flows or financial condition of our Company could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent oral or written forward-looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements.

ENFORCEMENT OF CIVIL LIABILITIES

Our Company is a public limited company incorporated under the laws of India. The majority of our Directors, Key Managerial Personnel and Senior Management Personnel named herein are residents of India and a substantial portion of the assets of our Company and of such persons are located in India. As a result, it may be difficult or may not be possible for the prospective investors outside India to affect service of process upon our Company or such persons in India, or to enforce against them judgments of courts outside India.

India is not a signatory to any international treaty in relation to the recognition or enforcement of foreign judgments. However, recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A, respectively, of the Civil Procedure Code, 1908, as amended ("**Civil Procedure Code**"). Section 13 of the Civil Procedure Code provides that a foreign judgment shall be conclusive regarding any matter directly adjudicated upon between the same parties or parties litigating under the same title, except:

(a) where the judgment has not been pronounced by a court of competent jurisdiction;

(b) where the judgment has not been given on the merits of the case;

(c) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognise the law of India in cases in which such law is applicable;

(d) where the proceedings in which the judgment was obtained were opposed to natural justice;

(e) where the judgment has been obtained by fraud; and

(f) where the judgment sustains a claim founded on a breach of any law in force in India.

Section 44A of the Civil Procedure Code provides that a foreign judgment rendered by a superior court (within the meaning of that section) in any jurisdiction outside India which the Government has by notification declared to be a reciprocating territory, may be enforced in India by proceedings in execution as if the judgment had been rendered by a competent court in India. Under Section 14 of the Civil Procedure Code, a court in India will, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the foreign judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record but such presumption may be displaced by proving want of jurisdiction. However, Section 44A of the Civil Procedure Code is applicable only to monetary decrees not being in the nature of any amounts payable in respect of taxes or other charges of a like nature or in respect of a fine or other penalties and does not include arbitration awards. The execution of a foreign decree under Section 44A of the Civil Procedure Code is also subject to the exceptions under Section 13 of the Civil Procedure Code.

Each of the United Kingdom, United Arab Emirates, Singapore and Hong Kong, amongst others has been declared by the Government to be a reciprocating territory for the purposes of Section 44A of the Civil Procedure Code, but the United States of America has not been so declared. A foreign judgment of a court in a jurisdiction which is not a reciprocating territory may be enforced only by a fresh suit upon the foreign judgment and not by proceedings in execution. The suit must be filed in India within three years from the date of the foreign judgment in the same manner as any other suit filed to enforce a civil liability in India. Accordingly, a judgment of a court in the United States may be enforced only by a fresh suit upon the foreign judgment and not by proceedings in execution.

It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it views the amount of damages awarded as excessive or inconsistent with public policy of India and it is uncertain whether an Indian court would enforce foreign judgments that would contravene or violate Indian law. Further, any judgment or award denominated in a foreign currency would be converted into Indian Rupees on the date of such judgment or award and not on the date of payment. A party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to repatriate outside India any amount recovered pursuant to the execution of such foreign judgement, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approvals would be acceptable and additionally and any such amount may be subject to income tax pursuant to execution of such a judgment in accordance with applicable laws. Our Company and the Book Running Lead Managers cannot predict whether a suit brought in an Indian court will be disposed of in a timely manner or be subject to considerable delays.

EXCHANGE RATES

Fluctuations in the exchange rate between the Rupee and the foreign currencies will affect the foreign currency equivalent of the Rupee price of the Equity Shares traded on the Stock Exchanges. These fluctuations will also affect the conversion into foreign currencies of any cash dividends paid in Rupees on the Equity Shares.

The following table sets forth information, for or as of the end of the period indicated with respect to the exchange rates between the Rupee and the U.S. dollar (in ₹ per USD), for the years / periods indicated. The exchange rates are based on the reference rates released by the RBI and Financial Benchmarks India Private Limited (the "**FBIL**"), which is available on the website of the RBI and FBIL. No representation is made that any Rupee amounts, could have been, or could be, converted into U.S. dollars at any particular rate, the rates stated below, or at all.

I. US Dollar

(₹ per US$)

	Period end[(1)]	Average[(2)]	High[(3)]	Low[(4)]
Fiscal*				
2024	83.37	82.79	83.40	81.65
2023	82.22	80.38	83.20	75.39
2022	75.81	74.53	76.92	72.48
Month ended*				
October 31, 2024	84.09	84.03	84.09	83.81
September 30, 2024	83.79	83.81	83.98	83.49
August 31, 2024	83.87	83.90	83.97	83.73
July 31, 2024	83.74	83.59	83.74	83.40
June 30, 2024	83.45	83.47	83.59	83.07
May 31, 2024	83.30	83.39	83.52	83.08

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

Notes:
(1) The price for the period end refers to the price as on the last trading day of the respective fiscal year or monthly periods;
(2) Represents the average of the official rate for each working day of the relevant period;
(3) Maximum of the official rate for each working day of the relevant period; and
(4) Minimum of the official rate for each working day of the relevant period.
** In the event that the RBI reference rate is not available on a particular date due to a public holiday, exchange rates of the previous Working Day have been considered. The RBI reference rate is rounded off to two decimal places.*

DEFINITIONS AND ABBREVIATIONS

This Preliminary Placement Document uses the definitions and abbreviations set forth below, which you should consider when reading the information contained herein. The following list of certain capitalised terms used in this Preliminary Placement Document is intended for the convenience of the reader / prospective investor only and is not exhaustive.

Unless otherwise specified, the capitalised terms used in this Preliminary Placement Document shall have the meaning as defined hereunder unless specified otherwise in the context thereof. Further, any references to any statute, rules, guidelines, regulations or policies shall include amendments thereto, from time to time.

The words and expressions used in this Preliminary Placement Document but not defined herein, shall have, to the extent applicable, the meaning 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 used in "*Taxation*", "*Industry Overview*", "*Financial Statements*" and "*Legal Proceedings*", shall have the meaning given to such terms in such sections on pages [●], [●], [●] and [●], respectively.

General terms

Term	Description
"Issuer" / "our Company" / "the Company"	KEI Industries Limited, a public limited company incorporated under the Companies Act, 1956, having its Registered and Corporate Office situated at D-90, Okhla Industrial Area, Phase 1, New Delhi – 110 020, India
"we" / "us" / "our"	Our Company and our Associate, KEI Cables SA PTY Limited, on a consolidated basis

Company related terms

Term	Description
Articles / Articles of Association / AoA	The articles of association of our Company, as amended from time to time
Associate	The associate company of our Company, KEI Cables SA PTY Limited, as disclosed in "*Organisational Structure*" on page [●]
Audit Committee	The audit committee of our Company, constituted in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, as disclosed in "*Board of Directors and Senior Management - Committees of our Board of Directors*" on page [●]
Audited Consolidated Financial Statements	The audited consolidated financial statements of our Company as at and for Fiscals 2024, 2023 and 2022, prepared in accordance with Ind AS notified under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and other relevant provisions of the Companies Act
Board of Directors / Board	The board of directors of our Company or any duly constituted committee thereof
Chairman-cum-Managing Director	The chairman-cum-Managing Director of our Board, Anil Gupta
Chief Financial Officer / CFO	The chief financial officer of our Company, Rajeev Gupta
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, Kishore Kunal
Corporate Social Responsibility and Environment, Social and Governance Committee	The corporate social responsibility and environmental, social and governance committee of our Company, constituted in accordance with the applicable provisions of the Companies Act, 2013, as disclosed in "*Board of Directors and Senior Management - Committees of our Board of Directors*" on page [●]
CRISIL	CRISIL Market Intelligence & Analytics, a division of CRISIL Limited
CRISIL Report	The report titled *"Assessment of cables & wires industry in India"* dated November 2024 exclusively commissioned and paid for by our Company and prepared and issued by CRISIL in connection with the Issue
Director(s)	The director(s) on the Board of our Company
Equity Share(s)	The equity shares of our Company, having a face value of ₹ 2 each
ESOS 2015	The KEI Employee Stock Option Scheme 2015
Executive Director(s)	The executive directors of our Company, namely Anil Gupta, Akshit Diviaj Gupta and Rajeev Gupta
Financial Information	Collectively, the Audited Consolidated Financial Statements and Unaudited Consolidated Financial Results
Independent Director(s)	The non-executive independent director(s) of our Company, namely Sadhu Ram Bansal, Shalini Gupta, Rajesh Kumar Yaduvanshi and Vinay Mittal
KMP / Key Managerial	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI

Term	Description
Personnel	ICDR Regulations and Section 2(51) of the Companies Act, 2013 and as further described in "*Board of Directors and Senior Management*" on page [●]
MoA / Memorandum / Memorandum of Association	The memorandum of association of our Company, as amended from time to time
Nomination and Remuneration Committee	The nomination and remuneration committee of our Company, constituted in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, as disclosed in "*Board of Directors and Senior Management - Committees of our Board of Directors*" on page [●]
Non-Executive Director(s)	The non-executive directors of our Company, i.e., the Non-Executive Non-Independent Director and the Independent Directors
Non-Executive Non-Independent Director	The non-executive non-independent director of our Company, Archana Gupta
Promoters	The promoters of our Company in terms of the SEBI ICDR Regulations and the Companies Act, namely Anil Gupta and Archana Gupta
Promoter Group	The persons and entities constituting the promoter group of our Company as determined in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations
Registered and Corporate Office	The registered and corporate office of our Company, located at D-90, Okhla Industrial Area, Phase 1, New Delhi – 110 020, India
Risk Management Committee	The risk management committee of our Company, constituted in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, as disclosed in "*Board of Directors and Senior Management - Committees of our Board of Directors*" on page [●]
RoC / Registrar of Companies	The Registrar of Companies, Delhi and Haryana at New Delhi
RBSA Report	The project report titled "Techno-Economic Viability (TEV) Study of KEI Industries Limited" dated [●] prepared by RBSA in relation to the setting up of a cable manufacturing unit at Sanand, Ahmedabad, Gujarat, by our Company
RBSA	RBSA Valuation Advisors LLP
SMP / Senior Management Personnel	Senior management personnel of our Company as determined in accordance with Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as disclosed in "*Board of Directors and Senior Management*" on page [●]
Shareholder(s)	The holder(s) of the Equity Shares of our Company, unless otherwise specified in the context thereof
Stakeholders Relationship Committee	The stakeholders relationship committee of our Company, constituted in accordance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, as disclosed in "*Board of Directors and Senior Management - Committees of our Board of Directors*" on page [●]
Statutory Auditors	Current statutory auditors of our Company, M/s. Pawan Shubham & Co., Chartered Accountants
Unaudited Consolidated Financial Results	The unaudited consolidated financial results of our Company for the six months ended September 30, 2024, and the six months ended September 30, 2023, prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting", as prescribed under Section 133 of the Companies Act read with the relevant rules thereunder and other accounting principles generally accepted in India, and in compliance with Regulation 33 of the SEBI Listing Regulations

Issue related terms

Term	Description
Allocated / Allocation	The allocation of Equity Shares by our Company, in consultation with the Book Running Lead Managers, following the determination of the Issue Price to Eligible QIBs on the basis of the Application Forms submitted by them, in consultation with the Book Running Lead Managers and in compliance with Chapter VI of the SEBI ICDR Regulations
Allot / Allotment / Allotted	Unless the context otherwise requires, the allotment of Equity Shares to be issued pursuant to this Issue
Allottees	Eligible QIBs to whom Equity Shares are to be Allotted pursuant to this Issue
Application Form	The form (including any revisions thereof) pursuant to which a Bidder indicates its interest to subscribe for the Equity Shares of our Company pursuant to the Issue during the Bid/ Issue Period
Bid(s)	An indication of interest by an Eligible QIB, including all revisions and modifications of interest, as provided in the Application Form, to subscribe for Equity Shares to be issued pursuant to this Issue. The term "Bidding" shall be construed accordingly

Term	Description
Bidder(s)	Any prospective investor, being an Eligible QIB who makes a Bid pursuant to the terms of this Preliminary Placement Document
Bid Amount	The amount determined by multiplying the price per Equity Share indicated in the Bid by the number of Equity Shares Bid for by Eligible QIBs and payable by the Eligible QIBs in the Issue on submission of the Application Form
Bid / Issue Closing Date	The date after which our Company (or Book Running Lead Managers on behalf of our Company) shall cease acceptance of Application Forms and the Bid Amount, being [●].
Bid / Issue Opening Date	The date on which our Company (or the Book Running Lead Managers on behalf of our Company) shall commence acceptance of the Application Forms and the Bid Amount, being [●]
Bid / Issue Period	Period between the Bid / Issue Opening Date and the Bid / Issue Closing Date, inclusive of both days during which Eligible QIBs can submit their Bids along with the Bid Amount
Book Running Lead Managers / BRLMs	Nuvama Wealth Management Limited and Jefferies India Private Limited
CAN / Confirmation of Allocation Note	Note or advice or intimation to Successful Bidders confirming the Allocation of Equity Shares to such Successful Bidders after determination of the Issue Price
Closing Date	The date on which Allotment of Equity Shares pursuant to the Issue shall be made, i.e., on or about [●]
Designated Date	The date of credit of Equity Shares to the Allottees' demat accounts pursuant to the Issue, as applicable to the relevant Allottees
Eligible FPI(s)	Foreign portfolio investor, as defined under the SEBI FPI Regulations (other than individuals, corporate bodies and family offices), and including persons who have been registered under the SEBI FPI Regulations, that are eligible to participate in this Issue
Eligible QIB(s)	A qualified institutional buyer, as defined in Regulation 2(1)(ss) of the SEBI ICDR Regulations which (i) is not, (a) excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations, or (b) restricted from participating in the Issue under the applicable laws, and (ii) is a resident in India or is an Eligible FPI participating through Schedule II of the FEMA Rules. However, FVCIs are not permitted to participate in the Issue. In addition, QIBs, outside the United States in "offshore transactions" in reliance on Regulation S under the U.S. Securities Act and within the United States persons reasonably believed to be "qualified institutional buyers" as defined in Rule 144A under the U.S. Securities Act pursuant to Section 4(a)(2) of the U.S. Securities Act are eligible to participate in the Issue
Escrow Account	Special non-interest bearing, no-lien, current bank account without any cheques or overdraft facilities, opened with the Escrow Agent, subject to the terms of the Escrow Agreement, into which the Bid Amount shall be deposited by Eligible QIBs and from which refunds, if any, shall be remitted to unsuccessful bidder, as set out in the Application Form
Escrow Agent	Axis Bank Limited
Escrow Agreement	The escrow agreement dated [●] entered into by and amongst our Company, the Escrow Agent and the Book Running Lead Managers for collection of the Bid Amounts and for remitting refunds, if any, of the amounts collected, to the Bidders.
Floor Price	The floor price of ₹ [●] per Equity Share, calculated in accordance with Chapter VI of the SEBI ICDR Regulations. Our Company may offer a discount of not more than 5% on the Floor Price in accordance with the approval of the shareholders of our Company accorded by way of a special resolution through postal ballot passed on November 17, 2024, and in terms of Regulation 176(1) of the SEBI ICDR Regulations
Fraudulent Borrower	An entity or person categorised as a fraudulent borrower by any bank or financial institution or consortium thereof, in terms of Regulation 2(1)(lll) of the SEBI ICDR Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018, as amended
Issue	The offer, issue and Allotment of [●] Equity Shares to Eligible QIBs pursuant to Chapter VI of the SEBI ICDR Regulations and the applicable provisions of the Companies Act and the rules made thereunder
Issue Price	₹ [●] per Equity Share
Issue Size	The issue of up to [●] Equity Shares aggregating up to ₹ [●] million
Monitoring Agency	CARE Ratings Limited
Monitoring Agency Agreement	Agreement dated [●], entered into by and amongst our Company and the Monitoring Agency in relation to the responsibilities and obligations of the Monitoring Agency for monitoring the utilisation of the Gross Proceeds

Term	Description
Mutual Fund	A mutual fund registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended
Net Proceeds	The net proceeds from the Issue, after deducting fees, commissions and expenses of the Issue
Placement Agreement	The placement agreement dated [●] entered into by and amongst our Company and the BRLMs
Placement Document	The placement document to be issued by our Company in accordance with Chapter VI of the SEBI ICDR Regulations and Section 42 of the Companies Act and the rules made thereunder
Preliminary Placement Document	This preliminary placement document along with the Application Form dated [●] issued in accordance with Chapter VI of the SEBI ICDR Regulations and Section 42 of the Companies Act and the rules made thereunder
QIBs or Qualified Institutional Buyers	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
QIP	Qualified institutions placement under Chapter VI of the SEBI ICDR Regulations and Section 42 of the Companies Act
Refund Amount	The aggregate amount to be returned to the Bidders who have not been Allocated Equity Shares for all or part of the Bid Amount submitted by such Bidder pursuant to the Issue
Relevant Date	[●], which is the date of the meeting wherein the Board of Directors or a duly authorized committee thereof decides to open the Issue
Successful Bidders	The Bidders who have Bid at or above the Issue Price, duly paid the Bid Amount along with the Application Form and who are Allocated Equity Shares pursuant to the Issue
Wilful Defaulter	An entity or person categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in terms of Regulation 2(1)(lll) of the SEBI ICDR Regulations
Working Day	Any day other than second and fourth Saturday of the relevant month or a Sunday or a public holiday or a day on which scheduled commercial banks are authorised or obligated by law to remain closed in Mumbai, India

Technical, industry and other terms

Term	Description
AC	Alternating current
DC	Direct current
EHV	Extra high voltage
EPC	Engineering, procurement and construction
ERP	Enterprise resource planning
HR	Heat resistant
HRFR	Heat resistant flame retardant
HR-FRLS	High resistant-flame retardant low smoke
HT	High tension
LT	Low tension
NABL	National Accreditation Board for Testing & Calibration Laboratories
NGRBC	National Guidelines and Regional Business Council
NIP	National Infrastructure Pipeline
PVC	Polyvinyl chloride
XLPE Compound	Cross linked polyethylene

Conventional and General Terms / Abbreviations

Term	Description
AGM	Annual general meeting
AIF(s)	Alternative investment funds, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended
Arbitration Act	Arbitration and Conciliation Act, 1996, as amended
AS	Accounting Standards issued by ICAI, as required under the Companies Act
AY	Assessment year
BSE	BSE Limited
Calendar Year / CY	Period of 12 months commencing from January 1 & ending on December 31
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
CSR	Corporate social responsibility
Civil Procedure Code	The Code of Civil Procedure, 1908, as amended

Term	Description
Companies Act / Companies Act, 2013 / Act	Companies Act, 2013, as amended and the rules, regulations, circulars, modifications and clarifications thereunder, to the extent notified
CSE	The Calcutta Stock Exchange Limited
Competition Act	The Competition Act, 2002, as amended
CrPC	Code of Criminal Procedure, 1973
Depositories Act	The Depositories Act, 1996, as amended
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018, as amended
Depository Participant	A depository participant as defined under the Depositories Act
DDT	Dividend distribution tax
DIN	Director Identification Number
EBITDA	EBITDA is calculated as profit for the year / period plus total tax expense, finance costs, depreciation and amortisation expenses for the relevant year/ period.
EBITDA Margin	EBITDA Margin is calculated as EBITDA divided by revenue from operations.
EGM	Extraordinary general meeting
FBIL	Financial Benchmarks India Private Limited
FDI	Foreign direct investment
FDI Policy	Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade (formerly called the Department of Industrial Policy and Promotion) bearing file number 5(2)/2020-FDI Policy dated and with effect from October 15, 2020
FEMA	The Foreign Exchange Management Act, 1999, as amended and the regulations issued thereunder
FEMA Norms	The Government issued a notification and imposed certain restrictions or conditionality on such investments pursuant to Press Notes, circulars and regulations (including FEMA Rules) issued by the DPIIT or the RBI or the Ministry of Finance, Government of India, from time to time, as the case may be.
FEMA Rules	The Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended and any notifications, circulars or clarifications issued thereunder
Finance Act	The Finance Act, 2024
Financial year / Fiscal Year / FY / Fiscal	Unless otherwise stated, the period of 12 months commencing on April 1 of a year and ending on March 31 of the next year
Form PAS-4	Form PAS-4 as prescribed under the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended
FPI	Foreign portfolio investors as defined under the SEBI FPI Regulations and includes a person who has been registered under the SEBI FPI Regulations
FPI Operational Guidelines	SEBI circular dated November 5, 2019 which issued the operational guidelines for FPIs
FVCI	Foreign venture capital investors as defined and registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended
GAAP	Generally accepted accounting principles
GAAR	General Anti-Avoidance Rules
GDP	Gross domestic product
GDR	Global Depository Receipt
GoI / Government	Government of India, unless otherwise specified
GST	Goods and services tax
HUF	Hindu undivided family
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards as issued by the International Accounting Standards Board
Interest Coverage Ratio	Interest Coverage Ratio is calculated on the basis of profit before tax plus interest expenses, divided by interest expenses for the year / period.
Ind AS	Indian accounting standards converged with IFRS as specified under Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standard) Rules, 2015, as amended
IPC	Indian Penal Code, 1860
IT	Information technology
JV	Joint Venture(s)
MCA	Ministry of Corporate Affairs, GoI
MNC	Multinational companies
NCLT	National Company Law Tribunal, GoI
Net Debt to EBITDA	Net debt to EBITDA ratio is calculated on the basis of total debt divided by EBITDA.
Net Debt to Equity	Net Debt to Equity ratio is calculated on the basis of total debt divided by total equity.
NRI / Non-Resident Indian	A person resident outside India who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or is an 'Overseas Citizen of India'

Term	Description
	cardholder within the meaning of Section 7(A) of the Citizenship Act, 1955, as amended
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
Profit After Tax Margin	Profit after tax (PAT) margin is calculated as PAT divided by revenue from operations.
PAS Rules	Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended
PSU	Public sector undertaking
R&D	Research and development
RBI	Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended
Regulation S	Regulation S under the U.S. Securities Act
ROCE / Return on Capital Employed	ROCE is calculated on the basis of EBIT divided by average of capital employed. Capital employed is calculated as total debt plus total equity minus intangible assets.
ROE / Return on Equity	ROE is calculated on the basis of profit after tax divided by average net worth.
Rs. / Rupees / INR / ₹	Indian Rupees, the legal currency of the Republic of India
ROE	Return on equity
ROCE	Return on capital employed
SCR (SECC) Rules	Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, as amended
SCRA	Securities Contracts (Regulation) Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India
SEBI Act	The Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended
SEBI FVCI Regulations	The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
SEBI Listing Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SRE 2410	Review of Interim Financial Information Performed by the Independent Auditor of the Entity issued by ICAI
Stock Exchanges / Indian Stock Exchanges	Collectively, BSE, NSE and CSE
STT	Securities transaction tax
U.S.$ / U.S. dollar / USD	United States Dollar, the legal currency of the United States
USA / U.S. / United States	United States of America
U. S. GAAP	Generally Accepted Accounting Principles in the United States of America
U.S. Securities Act	The United States Securities Act of 1933, as amended
VCF	Venture capital fund

SUMMARY OF BUSINESS

We are one of the leading manufacturers of cables and wires in India (*Source: CRISIL Report*), with a diverse product portfolio ranging from house wires to low tension ("**LT**") power cables, high tension ("**HT**") cables and extra high voltage ("**EHV**") cables, catering to retail and institutional customers. In Fiscal 2024, we had a market share of 3.9% in cables and wires industry of India. (*Source: CRISIL Report*)

We operate our business under three segments – retail, institutional and export segments. The retail segment comprises house wires, winding and flexible wires and LT power cables and HT cables. Our institutional segment, comprises EHV cables, engineering, procurement and construction ("**EPC**") business segment, LT power cables and HT cables, whereas our exports business segment also comprises LT power cables, HT cables and EHV cables with a continued focus on the oil and gas and other infrastructure focused sectors. We also manufacture stainless steel wires and provide EPC services within the exports business segment. We have continually strived to grow our sales under the retail segment through our network of pan-India dealers and distributors. Our dealer and distribution network comprised 2,038 dealers and distributors as of September 30, 2024, with 740 dealers and distributors in north India, 390 dealers and distributors in south India, 483 dealers and distributors in east India and 425 dealers and distributors in west India. Further, as of September 30, 2024, we exported our products to over 60 countries. As of September 30, 2024, we have also set up marketing / project offices in United Arab Emirates ("**UAE**"), South Africa, Nepal and Gambia.

We operate through our eight manufacturing facilities, with a combined installed capacity of 192,700 Kms in respect of cables, 2,308,000 Kms in respect of wires, 28,800 kms for communication cables and 9,000 MT in respect of stainless steel wire, as of September 30, 2024. These manufacturing facilities are located in Bhiwadi, Rajasthan ("**Bhiwadi Facility**"), Rakholi, Dadra and Nagar Haveli ("**Rakholi Facility**"), Chopanki, Rajasthan ("**Chopanki Facility**"), Pathredi-I and Pathredi-II, Rajasthan ("**Pathredi Facility**") Chinchpada, Silvassa in Dadra and Nagar Haveli and Daman and Diu ("**Chinchpada Facility**"), Dapada, Silvassa in Dadra and Nagar Haveli and Daman and Diu ("**Dapada Facility**") and Harchandpur in Bhiwadi, Rajasthan ("**Harchandpur Facility**").

The products manufactured through these facilities fall under three main segments – cables, stainless steel wires and EPC projects. Within the cable segment, our Company manufactures EHV cables, HT cables, LT power cables, instrumentation cables, winding and flexible wires and house wires. In addition, we also manufacture specialty cables, rubber cables, submersible cables and polyvinyl chloride ("**PVC**") / poly wrapped winding wires. Within the stainless steel wires segment ("**SSW Segment**"), our Company manufactures winding wires, hard stainless steel wires, cold heading wires, fine stainless steel wires and general purpose wires. In the EPC projects segment, we provide integrated turnkey solutions including design, engineering, material procurement, field services, construction and project management services for projects where we are pre-qualified to provide such services.

We have been able to diversify our products range mainly due to our technological capabilities and our research and development ("**R&D**"), which we benefit from. Our R&D facility is located in Bhiwadi, Rajasthan, is accredited with the National Accreditation Board for Testing & Calibration Laboratories ("**NABL**") under the ISO 17025:2017 standard, and employs R&D engineers, designers and technicians for undertaking the operations. We rely on our R&D capabilities to customize products, to serve customers across diverse industries. Our R&D team has helped us provide solutions to customers across diverse industries by assisting our sales and marketing team in understanding our customers' requirements.

We employ an extensive and stringent quality control mechanism at each stage of the manufacturing process to ensure that our finished product conforms to the exact requirements of our customers. Our Company received the ISO 9001:2015 accreditation for the certification and approval of the quality management system and the ISO 14001:2015 accreditation for environment management system. Further, in addition to our R&D facility being accredited with the NABL, certain of our manufacturing facilities also have the ISO 14001:2015 certification for environment management system, the ISO 45001:2018 certification for occupational health and safety management and the ISO 9001:2015 certification for the certification and approval of the quality management system. Further, our Company received the 'superbrand' status from 2011 to 2016 and from 2019 to 2023 from the Superbrands India Private Limited, an independent authority on branding, comprising luminaries who are experts in branding, marketing, design and product management, among others.

We are adherent to the most stringent quality standards and our products are tested by KEMA (The Netherlands), TUV (Rheinland), SGS, IRS, ABS, CEIL, BRE (UK), LLOYDS REGISTER, BVQI, DNV, CPRI, ERDA, EIL, PDIL, MECON, NTPC, NPCIL, TUV India, RINA, PGCIL, TPL, DQAN, EQM, UL, RDSO, CE regulatory, UKCA regulatory. Furthermore, we have pre-qualification credentials and technical capabilities and country specific approvals to meet required customer requirements.

SUMMARY OF THE ISSUE

The following is a general summary of the terms of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Preliminary Placement Document, including the sections entitled "*Risk Factors*", "*Use of Proceeds*", "*Placement and Lock-Up*", "*Issue Procedure*" and "*Description of the Equity Shares*" on pages [●], [●], [●], [●] and [●], respectively.

Issuer	KEI Industries Limited
Face Value	₹ 2 per Equity Share
Issue Price	₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share)
Floor Price	₹ [●] per Equity Share, calculated on the basis of Regulation 176 of the SEBI ICDR Regulations. In terms of the SEBI ICDR Regulations, the Issue Price cannot be lower than the Floor Price. Our Company may offer a discount of not more than 5% on the Floor Price, in accordance with the approval of the Shareholders accorded by way of a special resolution through postal ballot passed on November 17, 2024, and in terms of Regulation 176(1) of the SEBI ICDR Regulations.
Issue Size	Issue of up to [●] Equity Shares, aggregating up to ₹ [●] million. A minimum of 10% of the Issue Size i.e., up to [●] Equity Shares, shall be available for Allocation to Mutual Funds only, and the balance [●] Equity Shares shall be available for Allocation to all Eligible QIBs, including Mutual Funds. In case of under-subscription or no subscription in the portion available for Allocation to Mutual Funds, such portion or part thereof may be Allotted to other Eligible QIBs.
Date of Board Resolution authorizing the Issue	October 15, 2024
Date of shareholders' resolution authorizing the Issue	November 17, 2024
Eligible Investors	Eligible QIBs, to whom this Preliminary Placement Document is delivered and who are not excluded pursuant to Regulation 179 of the SEBI ICDR Regulations or restricted from participating in this Issue under the SEBI ICDR Regulations. FVCIs are not permitted to participate in this Issue. The list of Eligible QIBs to whom this Preliminary Placement Document and Application Form is delivered shall be determined by our Company in consultation with the Book Running Lead Managers, at its discretion. For further details, see "*Issue Procedure – Eligible QIBs*", "*Selling Restrictions*" and "*Purchaser Representations and Transfer Restrictions*" on pages [●], [●] and [●], respectively.
Dividend	See "*Description of the Equity Shares*" and "*Dividends*" on pages [●] and [●], respectively.
Taxation	See "*Taxation*" on page [●]
Equity Shares issued and outstanding immediately prior to the Issue	90,289,438 fully paid-up Equity Shares
Equity Shares issued and outstanding immediately after the Issue	[●] Equity Shares
Issue Procedure	This Issue is being made only to Eligible QIBs in reliance on Section 42 of the Companies Act, read with Rule 14 of the PAS Rules, and all other applicable provisions of the Companies Act and Chapter VI of the SEBI ICDR Regulations. For further details, see "*Issue Procedure*" on page [●].
Listing and trading	Our Company has obtained in-principle approvals each dated [●] from the Stock Exchanges in terms of Regulation 28(1)(a) of the SEBI Listing Regulations, for listing of the Equity Shares to be issued pursuant to the Issue. Our Company will make applications to each of the Stock Exchanges for the final listing and trading approvals for the Equity Shares pursuant to this Issue, after the Allotment and credit of Equity Shares to the beneficiary account with the Depository Participants. The trading of the Equity Shares would be in dematerialised form and only in the cash segment of each of the Stock Exchanges.

<table>
<tr><td>Lock-up</td><td colspan="2">For details in relation to lock-up and the restrictions on our Company and Promoters and members of the Promoter Group in relation to the Equity Shares, see “Placement and Lock-up” on page [●].</td></tr>
<tr><td>Proposed Allottees</td><td colspan="2">See “Proposed Allottees in the Issue” on page [●] for names of the proposed Allottees and the percentage of post-Issue capital that may be held by them in our Company</td></tr>
<tr><td>Transferability restrictions</td><td colspan="2">The Equity Shares being Allotted pursuant to this Issue shall not be sold for a period of one year from the date of Allotment, except on the floor of the Stock Exchanges. For details in relation to other transfer restrictions, see “Purchaser Representations and Transfer Restrictions” on page [●].</td></tr>
<tr><td>Use of proceeds</td><td colspan="2">The gross proceeds from the Issue, aggregating to approximately ₹ [●] million.

Subject to compliance with applicable law, the Net Proceeds from the Issue, after deducting fees, commissions and estimated expenses of the Issue, will be approximately ₹ [●] million.

For details, see “Use of Proceeds” on page [●] for additional information regarding the use of Net Proceeds.</td></tr>
<tr><td>Risk factors</td><td colspan="2">For details, see “Risk Factors” on page [●] for a discussion of risks you should consider before participating in the Issue.</td></tr>
<tr><td>Closing Date</td><td colspan="2">The Allotment is expected to be made on or about [●].</td></tr>
<tr><td>Ranking and Dividend</td><td colspan="2">The Equity Shares being issued pursuant to the Issue shall be subject to the provisions of the Memorandum of Association and Articles of Association and shall rank pari passu in all respects with the existing Equity Shares of our Company, including in respect of voting rights and dividends.

The holders of Equity Shares (as on the record date) will be entitled to participate in dividends and other corporate benefits, if any, declared by our Company after the Closing Date, in compliance with the Companies Act, the SEBI Listing Regulations and other applicable laws and regulations. Our Shareholders may attend and vote in shareholders’ meetings in accordance with the provisions of the Companies Act, 2013. For further details, please see “Dividends” and “Description of the Equity Shares” on pages [●] and [●], respectively.</td></tr>
<tr><td>Voting Rights</td><td colspan="2">See “Description of the Equity Shares – Voting Rights” on page [●].</td></tr>
<tr><td rowspan="4">Security codes for the Equity Shares</td><td>ISIN</td><td>INE878B01027</td></tr>
<tr><td>BSE Code and Symbol</td><td>517569 and KEI</td></tr>
<tr><td>NSE Symbol</td><td>KEI</td></tr>
<tr><td>CSE Code</td><td>21180</td></tr>
</table>

SELECTED FINANCIAL INFORMATION

The following selected financial information of our Company is extracted from and should be read in conjunction with, the Audited Consolidated Financial Statements and the Unaudited Consolidated Financial Results, in each case prepared in accordance with the applicable accounting standards and Companies Act, 2013 and included in the section "Financial Statements" on page [●]. You should refer to "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page [●], for further discussion and analysis of the Audited Consolidated Financial Statements and the Unaudited Consolidated Financial Results.

Audited Consolidated Financial Statements

Summary consolidated balance sheet

(in ₹ million)

	As at		
Particulars	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
ASSETS			
Assets			
Non-Current Assets			
Property, Plant and Equipment	5,412.08	4,838.46	4,739.18
Capital Work-in-Progress	1,208.87	145.59	165.06
Right of Use Assets	2,276.01	817.89	549.21
Other Intangible Assets	15.37	16.87	20.73
Financial Assets			
Investments	15.87	12.70	20.16
Loans	5.45	3.44	4.13
Other Financial Assets	109.75	106.17	123.26
Other Non-Current Assets	546.65	147.08	38.24
Total Non-Current Assets	**9,590.05**	**6,088.20**	**5,659.97**
Current Assets			
Inventories	13,427.46	11,022.91	10,794.08
Financial Assets			
Trade Receivables	15,178.73	13,877.86	13,955.33
Cash and Cash Equivalents	6,660.77	4,798.96	3590.25
Bank Balances other than Cash and Cash Equivalents	342.94	572.75	10.11
Loans	21.25	20.84	12.28
Other Financial Assets	265.08	154.81	234.83
Income Tax Assets	61.61	59.97	44.37
Other Current Assets	1,016.61	1,105.22	969.40
Total Current Assets	**36,974.45**	**31,613.32**	**29,610.65**
Total Assets	**46,564.50**	**37,701.52**	**35,270.62**
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	180.48	180.38	180.21
Other Equity	31,302.16	25,711.46	21,175.12
Total Equity Attributable to Owners of the Company	31,482.64	25,891.84	21,355.33
Non Controlling Interest	-	(0.18)	(0.14)
Total Equity	**31,482.64**	**25,891.66**	**21,355.19**
LIABILITIES			
Non-Current Liabilities			
Financial Liabilities			
Borrowings	-	-	-
Lease Liabilities	258.41	219.15	206.72
Provisions	172.73	148.79	87.72
Deferred Tax Liabilities (Net)	273.19	266.42	294.42
Other Non-Current Liabilities	64.18	-	-
Total Non-current Liabilities	**768.51**	**634.36**	**588.86**
Current Liabilities			
Financial Liabilities			
Borrowings	1,342.30	1,352.55	3,313.71

(in ₹ million)

Particulars	As at March 31, 2024	March 31, 2023	March 31, 2022
Lease Liabilities	61.58	46.57	33.42
Trade Payables			
Total Outstanding Dues of Micro Enterprises and Small Enterprises	438.70	1,223.00	1,172.05
Total Outstanding Dues of Creditors other than Micro Enterprises and Small Enterprises	9,640.64	6,258.56	6,454.11
Other Financial Liabilities	2,019.73	1,780.46	1,821.77
Other Current Liabilities	682.91	368.38	329.40
Provisions	123.71	91.41	55.54
Current Tax Liabilities (Net)	3.78	54.57	146.57
Total Current Liabilities	**14,313.35**	**11,175.50**	**13,326.57**
Total Equity and Liabilities	**46,564.50**	**37,701.52**	**35,270.62**

Summary consolidated statement of profit and loss

(in ₹ million)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Income from Continuing operations			
Revenue from Operations	81,040.80	69,081.74	57,269.91
Other Income	490.16	317.79	145.96
Total Income	**81,530.96**	**69,399.53**	**57,415.87**
EXPENSES			
Cost of Materials Consumed	61,613.71	51,634.14	45,392.33
Purchases of Traded Goods	40.36	14.30	8.20
Changes in inventory of Finished goods, Traded Goods and Work-in-progress	(880.28)	75.08	(3,258.74)
Employee Benefits Expenses	2,671.45	2,319.85	2,006.37
Finance Costs	439.10	347.07	403.94
Depreciation and Amortisation Expenses	613.55	570.79	554.54
Sub Contractor Expense for EPC Projects	1,068.80	1,232.70	1,280.22
Other Expenses	8,151.39	6,785.53	5,954.08
Total Expenses	**73,718.08**	**62,979.46**	**52,340.94**
Profit/ (loss) before share of profit /(loss) of Joint Venture & Associate	**7,812.88**	**6,420.07**	**5,074.93**
Share of profit/ (loss) of joint venture, (net of tax)	-	(0.00)	0.35
Share of profit/ (loss) of Associate, (net of tax)	-	-	-
Profit/ (loss) before exceptional Items and Tax from Continuing Operations	**7,812.88**	**6,420.07**	**5,075.28**
Exceptional Items	(2.05)	-	-
Profit Before Tax from Continuing Operations	**7,810.83**	**6,420.07**	**5,075.28**
Income Tax Expenses			
Current Tax	2,009.23	1,667.48	1,313.51
Deferred tax (Credit) / Charge	9.35	(21.28)	2.06
Adjustment of tax relating to earlier years	(16.23)	0.45	(0.44)
Total tax expenses	**2,002.35**	**1,646.65**	**1,315.13**
Profit for the Year from Continuing Operations	**5,808.48**	**4,773.42**	**3,760.15**
Profit/ (loss) before Tax from discontinued Operations	(1.15)	-	-
Income Tax Expenses of discontinued Operations	-	-	-
Profit for the Year	**5,807.33**	**4,773.42**	**3,760.15**
Other Comprehensive Income			
Items not to be reclassified to Profit & Loss	(20.51)	(7.31)	19.55
Income Tax on above	4.37	6.69	(11.64)
Items to be reclassified to Profit & Loss	0.01	(0.01)	(0.01)
Income Tax on above	(1.79)	0.03	0.01
Other Comprehensive Income for the year, net of Tax	**(17.92)**	**(0.60)**	**7.91**
Total Comprehensive Income for the year, net of Tax	**5,789.41**	**4,772.82**	**3,768.06**
Profit/(Loss) attributable to			

(in ₹ million)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Equity Shareholders of Holding Company	5,807.44	4,773.46	3,760.21
Non Controlling Interests	(0.11)	(0.04)	(0.06)
Other Comprehensive Income attributable to			
Equity Shareholders of Holding Company	(17.75)	(0.60)	7.91
Non Controlling Interests	(0.17)	0.00	(0.00)
Total Comprehensive Income attributable to			
Equity Shareholders of Holding Company	5,789.69	4,772.86	3,768.12
Non Controlling Interests	(0.28)	(0.04)	(0.06)
(Comprising Profit/(Loss) and Other Comprehensive Income)	**5,789.41**	**4,772.82**	**3,768.06**
Earnings per Equity Share for Continuing Operations:			
Earnings per Equity Share of ₹ 2 each (in ₹)			
Basic (₹)	64.38	52.94	41.77
Diluted (₹)	64.26	52.86	41.56
Earnings per Equity Share For Discontinued operations:			
Earnings per Equity Share of ₹ 2 each (in ₹)			
Basic (₹)	(0.01)	-	-
Diluted (₹)	(0.01)	-	-
Earnings per Equity Share For Continuing and Discontinued operations:			
Earnings per Equity Share of ₹ 2 each (in ₹)			
Basic (₹)	64.37	52.94	41.77
Diluted (₹)	64.25	52.86	41.56

Summary consolidated statement of cash flows

(in ₹ million)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
CASH FLOW FROM OPERATING ACTIVITIES			
Profit/(Loss) before tax from Continuing Operations	**7,810.83**	**6,420.07**	**5,074.93**
Profit/(Loss) before tax from Discontinued Operations	(1.15)	-	-
Adjustment to reconcile profit before tax to net cash flows:			
Depreciation and Amortisation Expense	613.55	570.79	554.54
Dividend received	(0.06)	(0.08)	(0.03)
Loss recognised due to Loss of Control of Subsidiary	2.05	-	-
Interest Income on Bank and other Deposits	(210.54)	(164.91)	(18.72)
Interest income on Financial Assets	(2.08)	(1.73)	(1.53)
Interest and other finance cost	412.46	325.86	383.41
Interest and Financial Charges on Lease Liabilities	26.64	21.21	20.53
Employee stock options expense	102.99	14.66	16.59
Provision for compensated absence/ Gratuity/Long term service	23.79	81.63	11.83
Impairment Allowance on Trade Receivables	28.53	(26.86)	(12.98)
Provision for warranty	6.18	6.39	7.33
Bad Debts Written off	23.27	62.42	51.37
Unrealised foreign exchange (gain)/loss	(1.55)	(60.55)	(50.25)
Impairment in Loans Receivables	-	(5.28)	-
Fair valuation of financial assets	(0.32)	(0.25)	0.17
Unrealised Foreign Currency Translation Reserve (FCTR)	0.01	(0.01)	(0.01)
Property, Plant and Equipment and Intangible Assets Written off (net)	5.37	20.71	0.68
(Gain)/ Loss on disposal of Property, Plant and Equipment	(0.89)	(0.43)	(0.26)
Operating Profit Before Working Capital Changes	**8,839.08**	**7,263.64**	**6,037.60**
Movements in working capital :			

(in ₹ million)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
(Increase)/Decrease in Trade Receivables including Contract Assets	(1,336.20)	104.39	(448.15)
(Increase)/Decrease in other financial and non-financial assets	(94.02)	(34.50)	(120.48)
(Increase)/Decrease in Inventories	(2,404.55)	(228.83)	(3,166.56)
Increase/(Decrease) in Trade Payables, other financial and non financial liabilities and provisions including Contract Liabilities	3,146.15	(190.10)	1,230.20
Cash Generated From Operations	**8,150.46**	**6,914.60**	**3,532.61**
Income tax paid (including TDS) (net)	(2,045.43)	(1,775.53)	(1,247.10)
Net cash flows from/(used in) operating activities (A)	**6,105.03**	**5,139.07**	**2,285.51**
CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Property, Plant and Equipment (including Capital Work-InProgress)	(2,553.84)	(758.26)	(584.58)
Purchase of Lease hold land & Buildings	(1,445.09)	(216.56)	-
Acquisition of Other Intangible assets	(5.98)	(4.56)	(12.72)
Sale of Property, Plant and Equipment	4.62	2.85	1.00
Purchase of Investment	-	(12.50)	(80.00)
Sale/Redemption of Investment	2.59	21.54	70.84
Interest Income on Bank and other Deposits	208.95	155.43	19.02
Share of Profit received from association of person (AOP)	-	0.01	2.90
Dividend Received	0.06	0.08	0.03
Maturity/(Investment) made in bank deposits (having original maturity of more than 3 months)	262.65	(559.35)	(0.05)
Net Cash from/Used in Investing Activities (B)	**(3,526.04)**	**(1,371.32)**	**(583.56)**
CASH FLOW FROM FINANCING ACTIVITIES			
Repayment of long term borrowings (Banks)	-	(201.89)	(191.22)
Repayment of finance lease	-	-	(9.57)
Interest and other finance cost	(412.46)	(325.86)	(383.41)
Interest and Financial Charges on Lease Liabilities	(26.64)	(21.21)	(20.53)
Borrowings in subsidiary company	1.20	-	-
Inter corporate & other deposits (Net)	-	-	(407.98)
Working capital demand Loan - from banks	375.00	(2,053.89)	1,383.04
Working capital Loan from banks - Factoring Arrangements	(385.25)	294.62	(515.78)
Issue of Equity Share Capital (including premium) upon exercise of ESOS	11.03	19.58	56.25
Dividend paid to equity shareholders including tax thereon	(280.52)	(270.66)	(224.34)
Net cash flows from/(used in) financing activities (C)	**(717.64)**	**(2,559.31)**	**(313.54)**
NET CHANGE IN CASH AND CASH EQUIVALENTS (A+B+C)	**1,861.35**	**1,208.44**	**1,388.41**
Cash & Cash Equivalents as at the beginning of year	4,798.96	3,590.25	2,201.62
Impact of Unrealised foreign exchange (gain)/loss on Cash and Cash Equivalents	0.46	0.27	0.22
Cash and Cash Equivalents at end of the year	**6,660.77**	**4,798.96**	**3,590.25**

Unaudited Consolidated Financial Results

Summary consolidated balance sheet

(₹ in million)

As at		
Particulars	**September 30, 2024**	**September 30, 2023**
ASSETS		
Non-Current Assets		
Property, Plant and Equipment	7,139.02	4.988.76
Capital Work-in-Progress	1,377.26	390.97

As at		
Particulars	**September 30, 2024**	**September 30, 2023**
Right of Use Assets	2,308.11	2,264.14
Other Intangible Assets	12.29	18.04
Financial Assets		
Investments	18.39	12.47
Loans	8.02	3.21
Other Financial Assets	111.20	98.33
Other Non-Current Assets	1,479.49	304.45
Total Non-Current Assets	**12,453.78**	**8,080.37**
Current Assets		
Inventories	17,631.57	13,456.63
Financial Assets		
Trade Receivables	14,950.73	12,841.19
Cash and Cash Equivalents	2,437.35	4,495.37
Bank Balances other than Cash and Cash Equivalents	7.87	4.15
Loans	26.79	19.89
Other Financial Assets	228.96	316.54
Income Tax Assets	45.27	56.51
Other Current Assets	1,645.00	1,706.95
Total Current Assets	**36,973.54**	**32,897.23**
Total Assets	**49,427.32**	**40,977.60**
EQUITY AND LIABILITIES		
Equity		
Equity Share Capital	180.58	180.48
Other Equity	34,397.02	28,402.88
Total Equity Attributable to Owners of the Company	34,577.60	28,583.36
Non Controlling Interest	-	(0.18)
Total Equity	**34,577.60**	**28,583.18**
LIABILITIES		
Non-Current Liabilities		
Financial Liabilities		
Borrowings	987.67	-
Lease Liabilities	304.25	280.48
Provisions	187.40	160.33
Deferred Tax Liabilities (Net)	300.50	274.80
Other Non-Current Liabilities	141.41	-
Total Non-current Liabilities	**1,921.23**	**715.61**
Current Liabilities		
Financial Liabilities		
Borrowings	2,152.53	1,593.72
Lease Liabilities	68.85	55.85
Trade Payables		
Total Outstanding Dues of Micro Enterprises and Small Enterprises	407.04	196.25
Total Outstanding Dues of Creditors other than Micro Enterprises and Small Enterprises	7,981.88	7,473.25
Other Financial Liabilities	1,760.95	2,035.80
Other Current Liabilities	413.04	177.55
Provisions	144.20	71.52
Current Tax Liabilities (Net)	-	74.87
Total Current Liabilities	**12,928.49**	**11,678.81**
Total Equity and Liabilities	**49,427.32**	**40,977.60**

Summary of statement of profit and loss

(₹ in million)

Particulars	**For the six months ended September 30, 2024**	**For the six months ended September 30, 2023**
Income from Continuing operations		

(₹ in million)

Particulars	For the six months ended September 30, 2024	For the six months ended September 30, 2023
Revenue from Operations	43,401.45	37,254.37
Other Income	347.71	196.99
Total Income	**43,749.16**	**37,451.36**
EXPENSES		
Cost of Materials Consumed	36,435.21	29,688.63
Purchases of Traded Goods	16.41	5.91
Changes in inventory of Finished goods, Traded Goods and Work-in-progress	(3,947.67)	(1,800.16)
Employee Benefits Expenses	1,474.77	1,311.79
Finance Costs	274.86	164.75
Depreciation and Amortisation Expenses	318.34	302.17
Sub Contractor Expense for EPC Projects	703.02	479.26
Other Expenses	4,368.07	3,784.81
Total Expenses	**39,643.01**	**33,937.16**
Profit/ (loss) before share of profit /(loss) of Associate	**4,106.15**	**3,514.20**
Share of profit/ (loss) of Associate, (net of tax)	-	-
Profit/ (loss) before exceptional Items and Tax from Continuing Operations	**4,106.15**	**3,514.20**
Exceptional Items	-	-
Profit Before Tax from Continuing Operations	**4,106.15**	**3,514.20**
Income Tax Expenses		
Current Tax	1,010.11	908.43
Deferred tax (Credit) / Charge	29.11	6.16
Adjustment of tax relating to earlier years	16.32	(16.24)
Total tax expenses	**1,055.54**	**898.35**
Profit for the Year from Continuing Operations	**3,050.61**	**2,615.85**
Profit/ (loss) before Tax from discontinued Operations	-	-
Income Tax Expenses of discontinued Operations	-	-
Profit for the Year	**3,050.61**	**2,615.85**
Other Comprehensive Income / (Loss)		
Items not to be reclassified to Profit & Loss	2.52	2.35
Income Tax on above	1.81	(2.24)
Items to be reclassified to Profit & Loss	-	0.01
Income Tax on above	-	0.02
Other Comprehensive Income / (Loss) for the period, net of Tax	**4.33**	**0.14**
Total Comprehensive Income / (Loss) for the period, net of Tax	**3,054.94**	**2,615.99**
Profit/(Loss) attributable to		
Equity Shareholders of Holding Company	3,050.61	2,615.85
Non Controlling Interests	-	(0.00)
Other Comprehensive Income attributable to		
Equity Shareholders of Holding Company	4.33	0.14
Non Controlling Interests	-	0.00
Total Comprehensive Income attributable to		
Equity Shareholders of Holding Company	3,054.94	2,615.99
Non Controlling Interests	-	(0.00)
(Comprising Profit/(Loss) and Other Comprehensive Income)	**3,054.94**	**2,615.99**
Earnings per Equity Share for Continuing Operations:		
Earnings per Equity Share of ₹ 2 each (in ₹)		
Basic (₹)	33.80	29.00
Diluted (₹)	33.75	28.94
Earnings per Equity Share For Discontinued operations:		
Earnings per Equity Share of ₹ 2 each (in ₹)		
Basic (₹)	-	-
Diluted (₹)	-	-

(₹ in million)

Particulars	For the six months ended September 30, 2024	For the six months ended September 30, 2023
Earnings per Equity Share For Continuing and Discontinued operations:		
Earnings per Equity Share of ₹ 2 each (in ₹)		
Basic (₹)	33.80	29.00
Diluted (₹)	33.75	28.94

Summary consolidated statement of cash flows

(₹ in million)

Particulars	For the six months ended September 30, 2024	For the six months ended September 30, 2023
(A) CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before tax from Continuing Operations	4,106.15	3,514.20
Profit before tax from Discontinued Operations	-	-
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation and Amortisation Expenses	318.34	302.17
Dividend received	(0.08)	(0.06)
Loss recognised due to Loss of Control of Subsidiary	-	-
Interest Income on Bank and other Deposits	(133.24)	(98.31)
Interest income on Financial Assets	(1.30)	(0.97)
Interest and other finance cost	259.89	151.45
Interest and Financial Charges on Lease Liabilities	14.97	13.30
Employee stock options expense	29.22	64.50
Provision for compensated absence/ Gratuity/Long term service	32.33	(10.23)
Impairment Allowance on Trade Receivables	(38.44)	(7.61)
Provision for warranty	2.83	1.89
Bad Debts Written off	11.09	7.82
Investment Written off	0.01	-
Loans Receivables Written off	3.38	-
Reversal of Impairment Loan and Investment	(3.39)	-
Unrealised foreign exchange (gain)/loss	(31.77)	(5.89)
Fair valuation of financial assets	0.03	(0.47)
Unrealised Foreign Currency Translation Reserve (FCTR)	-	0.01
(Gain)/ Loss on disposal of Property, Plant and Equipment	(1.80)	0.90
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	**4,568.22**	**3,932.70**
Movements in working capital :		
(Increase)/Decrease in Trade Receivables including Contract Assets	276.77	1,046.12
(Increase)/Decrease in other financial and non-financial assets	(537.01)	(748.98)
(Increase)/Decrease in Inventories	(4,204.11)	(2,433.72)
Increase/(Decrease) in Trade Payables, other financial and non-financial liabilities and provisions including Contract Liabilities	(2,165.56)	221.93
Cash Generated from operations	**(2,061.69)**	**2,018.05**
Income tax paid (including TDS) (net)	(1,013.87)	(868.44)
Net cash flows from operating activities (A)	**(3,075.56)**	**1,149.61**
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant and Equipment (including Capital Work-In-Progress)	(3,109.65)	(805.67)
Purchase of Lease hold land & Buildings	(0.05)	(1,395.28)
Acquisition of Other Intangible assets	-	(5.02)
Sale of Property, Plant and Equipment	21.24	1.43
Sale/Redemption of Investment	-	2.59
Interest Income on Bank and other Deposits	141.71	94.90
Dividend Received	0.08	0.06

Particulars	For the six months ended September 30, 2024	For the six months ended September 30, 2023
Maturity/(Investment) made in bank deposits (having original maturity of more than 3 months)	300.34	566.05
Net Cash from investing activities (B)	**(2,646.33)**	**(1,540.94)**
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds of long term borrowings (Banks)	1,100.29	-
Interest and other finance cost	(259.89)	(151.45)
Interest and Financial Charges on Lease Liabilities	(14.97)	(13.30)
Working capital demand Loan - from banks	575.00	230.00
Working capital Loan from banks - Factoring Arrangements	122.60	11.17
Issue of Equity Share Capital (including premium) upon exercise of ESOS	10.80	11.03
Dividend paid to equity shareholders including tax thereon	(35.69)	(0.05)
Net Cash from Financing Activities (C)	**1,498.14**	**87.40**
NET CHANGE IN CASH AND CASH EQUIVALENTS (A+B+C)	**(4,223.75)**	**(303.93)**
Cash & Cash Equivalents as at the beginning of year	6,660.77	4,798.96
Impact of Unrealised foreign exchange (gain)/loss on Cash and cash Equivalents	0.33	0.34
Cash and cash equivalents at the end of the period	**2,437.35**	**4,495.37**

RELATED PARTY TRANSACTIONS

For details of the related party transactions during (i) Fiscal 2024; (ii) Fiscal 2023; and (iii) Fiscal 2022, as per the requirements under Ind AS 24 'Related party disclosures' notified under Section 133 of the Companies Act read with Companies (Indian Accounting Standard) Rules 2015, as amended and as reported, please see the section titled *"Financial Statements"* on page [●].

RISK FACTORS

An investment in Equity Shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Preliminary Placement Document, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described below are those that we consider to be most significant to our business, results of operations and financial conditions as of the date of this Preliminary Placement Document. However, they are not exhaustive and are not the only ones relevant to us or our Equity Shares, the industry in which we operate or to India and other jurisdictions we operate in. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, results of operations, cash flows and financial condition. If any 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 price of our Equity Shares could decline, and investors may lose all or part of their investment. Each risk should be considered carefully, and the order in which the risks are presented does not reflect their relative importance or likelihood of occurrence. In order to obtain a more detailed understanding of our Company and our business, prospective investors should read this section in conjunction with "Our Business", "Industry Overview", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Legal Proceedings" on pages [●],[●], [●], and [●], respectively, as well as the other financial information contained in this Preliminary Placement Document. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Issue including the merits and risks involved, and should consult their tax, financial and legal advisors about the particular consequences of investing in the Issue. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment, which may differ in certain respects from that of other countries.

This Preliminary Placement Document contains certain forward-looking statements that involve risks and uncertainties. Our results could differ materially from those anticipated in these forward-looking statements because of certain factors, including the considerations described below and elsewhere in this Preliminary Placement Document. For further information, see "Forward-Looking Statements" on page [●].

Our fiscal year ends on March 31 of each year. Accordingly, references to a "Fiscal" year are to the 12-month period ended March 31 of the relevant year. Unless otherwise indicated or the context otherwise requires, the financial information for Fiscals 2022, 2023 and 2024 included herein is derived from the Audited Consolidated Financial Statements and the financial information for the six months ended September 30, 2023 and September 30, 2024, included herein is derived from the Unaudited Consolidated Financial Results included in this Preliminary Placement Document. For further information, see "Financial Statements" on page [●].

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Assessment of cables & wires industry in India" dated November 2024 (the "**CRISIL Report**") prepared and issued by CRISIL, appointed by us on November 15, 2024 and exclusively commissioned and paid for by us to enable the investors to understand the industry in which we operate in connection with this Issue. 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 Issue), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar/Fiscal, as applicable. For more information, see "Risk Factors – Certain sections of this Preliminary Placement Document disclose information from the CRISIL Report which is a paid report and commissioned and paid for by us exclusively in connection with the Issue and any reliance on such information for making an investment decision in the Issue is subject to inherent risks." on page [●].*

INTERNAL RISK FACTORS

1. *Volatility in raw material prices and shortages or disruption in their supply could adversely affect our business.*

Our production is substantially reliant on obtaining adequate supplies of raw material at acceptable prices in a timely manner. Principal raw material required for our production processes consists of copper, aluminium, PVC, galvanized iron wire, lead, and XLPE. We procure raw material for our production from both, domestic and overseas suppliers. Further, we usually do not enter into long term supply contracts with our raw material suppliers and typically procure raw material from third parties on a purchase order basis.

Our Company's revenues and profits significantly depend on the prevailing prices of raw material consumed. The prices of these materials are reliant on the global commodity markets which are, in turn, driven by global supply and demand. These global markets are frequently exposed to wide and fast fluctuations and the prices of commodities such as copper and aluminium have been subject to considerable volatility in recent years and may be subject to fluctuations in the future as well. Volatility may be caused by supply conditions, weather and environmental conditions, political and economic variables, market demand, production and transportation cost, changes in government policies including duties and taxes and trade restrictions, as well as other unknown and unpredictable variables, which are all factors beyond our control. Additionally, since we do not enter into long term agreements with raw material suppliers, this exposes us to further volatility in the prices of raw materials and we may be unable to pass these costs onto our customers.

Further, we do not ordinarily maintain large inventories of raw material and purchase raw material within shorter periods from raw material suppliers that meet our quality standards and volume requirements. We ordinarily hold inventories of raw material for a period of 23 days. Since we do not hold control over the schedules of our suppliers, we are exposed to the risk of delays, or discontinuation, in the supply of raw material. Any such delay or discontinuation in the receipt of raw material or any shortfall could result in delays or insufficiency in production.

The following tables set forth the costs incurred by us on raw materials for the periods indicated:

Particulars	Fiscal 2022		Fiscal 2023		Fiscal 2024	
	Amount (₹ million)	Percentage of total expenses incurred on raw materials consumed and purchase of traded goods	Amount (₹ million)	Percentage of total expenses incurred on raw materials consumed and purchase of traded goods	Amount (₹ million)	Percentage of total expenses incurred on raw materials consumed and purchase of traded goods
Raw materials imported	3,378.28	7.44%	3,710.99	7.19%	6,510.79	10.56%
Raw materials sourced domestically	42,022.25	92.56%	47,937.45	92.81%	55,143.28	89.44%

Particulars	Six months ended September 30, 2023		Six months ended September 30, 2024	
	Amount (₹ million)	Percentage of total expenses incurred on raw materials consumed and purchase of traded goods	Amount (₹ million)	Percentage of total expenses incurred on raw materials consumed and purchase of traded goods
Raw materials imported	2,596.52	8.74%	5,067.26	13.90%
Raw materials sourced domestically	27,098.02	91.26%	31,384.36	86.10%

Any restriction on import of raw materials or our inability to source raw material of identical quality from domestic suppliers could have an adverse effect on our ability to deliver products of adequate quality to our customers, which may lead to the loss of our reputation, business and results of operations. Volatility in raw material prices and shortages or disruption in their supply could adversely affect our operating results for a particular period due to the resulting shortfall in revenues and increased manufacturing or component costs.

2. ***We are substantially reliant on our network of dealers and distributors for the non-exclusive sales of our products and our failure to consolidate and add authorized dealers and distributors could have an adverse effect on our business.***

Authorized dealers and distributors act as the primary conduit for our sales to retail customers. As of September 30, 2024, we had a network of 2,038 dealers and distributors. We rely on this network of dealers and distributors for the sales of products across geographies. This distribution network also enables us to expand to newer geographies and to increase penetration within existing geographies. As a result, they are not contractually obligated to carry our products exclusively or for any period of time. These authorized dealers and distributors may, therefore, purchase products that compete with ours or cease to distribute our products at any point in time.

Our business is, as a result, dependent on maintaining good relationships with our authorized dealers and distributors and ensuring that they find our products to be commercially remunerative. While we endeavour to continuously engage with these dealers and distributors through engagement programs and have established incentive schemes for their strong performance, there can be no assurance that they shall distribute our products exclusively or continue to carry our products at all. Further, as we endeavour to expand our business, we will be required add new authorized dealers and distributors to our distribution network. As a result, failure to add new authorized dealers and distributors or a downturn in the business of one or more large dealers or distributors could adversely affect our sales and results of operations.

3. ***Defaults on payment obligations for payment credit extended by us to our authorized dealers and distributors, and on channel financing arrangements entered into by them with us, could have an adverse effect on our business, financial condition and results of operations.***

We have entered into channel financing arrangements with certain banks for loans taken by some of our distributors and dealers. Under this arrangement, we have issued first loss default guarantees in favour of certain banks against loans taken by certain identified dealers and distributors, which would enable them to pay the purchase price of the products sourced from us. Therefore, if our dealers and distributors default in their payment obligations to these banks under such facilities, we would be liable for repayment to the banks as part of the guarantee obligations which could have a corresponding adverse effect on our business, financial condition and results of operations. As of September 30, 2024, the outstanding amount under the channel financing arrangements (with recourse) was ₹ 1,089.91 million.

Further, sales to our authorized dealers and distributors are ordinarily on an open credit basis – we ordinarily offer them payment credit for 60 day cycles, without any security required to be furnished by them. We may encounter instances of non-payment, leading to us suffering losses against such transactions. We account for such instances of non-payment by provisioning for expected credit losses and doubtful receivables against trade receivables. If the dealers and distributors fail to make payments of amounts owed to us or if the provisions for expected credit losses and doubtful receivables are inadequate, it could result in an adverse effect on our business, financial condition and results of operations.

4. ***Our Company has, in the past, been alleged to have made misrepresentations and inadequate disclosures in relation to the issuance of global depository receipts ("GDRs"), which may subject it to, among other things, further regulatory action.***

Our Company and certain of our Directors, which includes Anil Gupta, Archana Gupta, Pawan Bholusaria, Vijay Bhushan, Vikram Bhartia, and Rajeev Gupta, along with one of our former Directors, Sunil Gupta ("**Noticees**"), received a show cause notice from the SEBI dated June 9, 2017. The SEBI, pursuant to an investigation on the issuance of GDRs by our Company on September 16, 2005, alleged that our Company and our Board attempted to mislead investors in India by deliberately making false / misleading statements. It was alleged that our Company had misrepresented that the GDRs issued had been subscribed to by several investors, while they were actually subscribed to by one entity. It was alleged, further, that the security provided by our Company against the loan taken by the investor for subscribing to the GDRs, had not been adequately disclosed to the stock exchanges. As a result, it was alleged that the Noticees were in violation of the SEBI Act and the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003.

Our Company, through a letter dated January 30, 2019, proposed settlement terms to the SEBI to settle the alleged defaults and agreed to pay a sum of ₹ 17.85 million. The SEBI passed an order on May 16, 2019 settling the adjudication proceedings as per the terms of the letter. Separately, through an order dated February 28, 2019, the SEBI settled the proceedings involving Anil Gupta, Archana Gupta, and Sunil Gupta, who each agreed to pay a sum of ₹ 13.60 million, and Pawan Bholusaria, Vijay Bhushan, Vikram Bhartia, Rajeev Gupta, who each agreed to pay ₹ 1.36 million as settlement amount. These sums have been paid by the respective Noticees. However, in its settlement orders, the SEBI reserved the right to recommence proceedings against the Noticees, in the event that any of the representations provided during the settlement proceedings are subsequently discovered to be untrue, or if any clause, condition, undertaking, or waiver filed as part of the settlement proceedings is breached. In such a case, any proceeding which may be initiated by the SEBI in the future could divert management time and attention and may subject us to further regulatory consequences, including penalties, sanctions, or other remedial measures, and could have an adverse effect on our business, finances and results of operations, along with our reputation.

5. ***A significant portion of our revenue is derived from the manufacture and sale of wires and cables for power transmission and distribution which transactions, by their nature, are non-recurrent in nature and there is no guarantee that our customers will place new purchase orders with us.***

We derived ₹51,878.16 million, ₹62,701.57 million, ₹73,847.65 million, ₹34,082.64 million and ₹40,296.95 million for the Fiscals 2022, 2023, 2024 and six months period ended September 30, 2023 and September 30, 2024, representing 90.59%, 90.76%, 91.12%, 91.49% and 92.85% of revenue from operations, respectively, from the manufacture and sale of wire and cable products for power transmission and distribution that are used in power industry and other industries, such as power, oil and gas, metro rail and rapid rail, railways, automobile, cement, steel, real estate, fertilizers, roads and highways, textile, telecommunication, data centers, renewable energy, pharma, information technology and electronic vehicles. Our customers generally include power transmission and distribution companies, construction companies, and contractors or sub-contractors. Our products are supplied to these companies and / or contractors on a project-by-project and non-recurring basis, and we have not entered into any long-term agreement with them. If our Company is unable to secure new purchase orders from these customers for new projects, our revenue and financial performances may be adversely affected.

6. ***We face the risk of foreign exchange rate fluctuations, which could adversely affect our results of operations. Such exchange rate fluctuations may adversely affect our results of operations as our sales from exports and a portion of our expenditures are denominated in foreign currencies.***

Our financial statements are prepared in Indian Rupees. However, our sales from exports and a portion of our raw materials expenditures are denominated in foreign currencies, including largely, the United States Dollar. The following tables set forth revenue generated from our products sold outside India for the periods indicated:

Particulars	**Fiscal 2022**		**Fiscal 2023**		**Fiscal 2024**	
	Amount (₹ million)	**Percentage of Revenue from Operations**	**Amount (₹ million)**	**Percentage of Revenue from Operations**	**Amount (₹ million)**	**Percentage of Revenue from Operations**
Revenue generated from our products sold outside India	5,850.38	10.22%	6,933.51	10.04%	10,974.71	13.54%

Particulars	**Six months ended September 30, 2023**		**Six months ended September 30, 2024**	
	Amount (₹ million)	**Percentage of Revenue from Operations**	**Amount (₹ million)**	**Percentage of Revenue from Operations**
Revenue generated from our products sold outside India	5,560.25	14.93%	4,736.17	10.91%

Currency exchange rates between the Rupee and other foreign currencies, including the United States Dollar, have fluctuated in the past and our cost of raw materials and results of operations may be impacted by such fluctuations. Additionally, with the growth of our export sales, operating expenses in connection with our operations outside India will be increasingly denominated in currencies other than Rupees. Any fluctuations in the foreign currency exchange rates may, therefore, have an adverse impact on our results of operations.

Further, a decline in India's foreign exchange reserves could impact the valuation of the Rupee and could result in reduced liquidity and higher interest rates which could adversely affect our financial condition. A future material decline in these reserves could result in reduced liquidity and higher interest rates in the Indian economy which in turn, could adversely affect our business and future financial performance.

7. ***We are subject to certain restrictive covenants under our financing arrangements, which may curtail our operational and financial flexibility. If we are not in compliance with the covenants contained in such financing agreements, including obtaining the relevant consents from our lenders for the Issue, our lenders could accelerate their respective repayment schedules, and enforce their respective security interests, which would lead to an adverse effect on our business, financial condition, cash flows and credit rating.***

Certain of our financing agreements impose limits on us or require us to obtain lender consents before, among other things, undertaking changes in our capital structure or management set-up, undertaking any new project, capital expenditure or scheme of expansion, or changing the general nature of our business. For instance, as per some of our financing arrangements with our lenders, we are required to obtain their prior written consent before changing or altering our capital structure. In addition, these restrictive covenants may also affect some of the rights of our shareholders and our ability to pay dividends if we are in breach of our obligations under the applicable financing agreement. We cannot assure prospective investors that such covenants will not hinder our business development and growth in the future. In the event that we breach any of these covenants, the outstanding amounts due under such financing agreements could become due and payable immediately. While we have not faced any such instances of default in the past three Fiscals and six months ended September 30, 2024, defaults under one or more of our Company's financing agreements may limit our flexibility in operating our business, which could have an adverse effect on our cash flows, business, results of operations and financial condition. Such restrictive covenants may restrict our flexibility in managing our business and could, in turn, adversely affect our business and prospects.

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

Our Company has eight manufacturing facilities (including two backward integrated manufacturing facilities) that are located in Rajasthan, Dadra and Nagar Haveli and Daman and Diu. We also intend to set up a cable manufacturing facility in Sanand, Ahmedabad, Gujarat, through the Net Proceeds. For further details, see *"Use of Proceeds"* on page [●]. Capacity utilisation at these manufacturing facilities is affected by the availability of raw materials and industry / market conditions as well as by the product requirements of, and procurement practice followed by, our customers. In the event that we are unable to procure sufficient raw materials, we would not be able to achieve full capacity utilization at our manufacturing facilities, which would result in operational inefficiencies which could have an adverse effect on our business and financial condition. Further, we regularly undertake additional investments for the expansion of our manufacturing capacities. The success of any capacity expansion and expected return on investment on capital invested is subject to, among other factors, the ability to procure requisite regulatory approvals in a timely manner; recruit and ensure satisfactory performance of personnel to further grow our business; and the ability to absorb additional infrastructure costs and develop new expertise and utilize the expanded capacities as anticipated. In case of oversupply in the industry or lack of demand, we may not be able to utilise our expanded capacity efficiently.

In Fiscals 2022, 2023 and 2024, and in the six months ended September 30, 2023 and 2024, our Company's overall capacity utilization at its manufacturing facilities was as follows:

Particulars	Capacity utilization during Fiscal 2022 (as a % of installed capacity as of March 31, 2022)*	Capacity utilization during Fiscal 2023 (as a % of installed capacity as of March 31, 2023)*	Capacity utilization during Fiscal 2024 (as a % of installed capacity as of March 31, 2024)*	Capacity utilization during six months ended September 30, 2023(as a % of installed capacity as of September 30, 2023)*#	Capacity utilization during six months ended September 30, 2024 (as a % of installed capacity as of September 30, 2024)*#
Cable	74.74	85.77	92.32	96.93	84.74
Wires	58.79	79.66	70.71	69.86	71.40
Stainless steel wires	83.68	87.27	90.41	89.40	93.08
Communication Cable	6.14	29.29	38.25	34.41	34.42

** The capacity utilization has been calculated based on the closing capacity for Fiscals 2022, 2023 and 2024, and in the six months ended September 30, 2023 and 2024.*
 # Annualization has been done in calculating capacity as of September 30, 2023 and September 30, 2024.

For further information, see "*Our Business – Manufacturing Facilities*" on page [●]. These rates are not indicative of future capacity utilization rates, which is dependent on various factors, including demand for our products, availability of raw materials, customer preferences, our ability to manage our inventory and implement our growth strategy of improving operational efficiency. Under-utilization of our manufacturing capacities over extended periods, or significant under-utilization in the short term, could materially and adversely impact our business, growth prospects and future financial performance.

9. ***Information relating to the installed capacity and capacity utilisation included in this Preliminary Placement Document is based on various assumptions and estimates and capacity utilisation may vary.***

Information relating to the installed capacity and capacity utilisation included in this Preliminary Placement Document are based on various assumptions and estimates of our management that have been taken into account by the independent chartered engineer in the calculation of our installed capacity and capacity utilisation. In addition, capacity utilisation is calculated differently in different countries, industries and for the different kinds of products we manufacture. Undue reliance should therefore not be placed on our historical installed capacity and capacity utilisation for our existing manufacturing facilities. For details of our capacity utilisation at our manufacturing divisions, see "*Our Business – Manufacturing Facilities*" on page [●].

10. ***Our business requires that we obtain and renew certain licenses and permits from government, regulatory authorities and the failure to obtain or renew them in a timely manner may adversely affect our business operations.***

Our business requires us to obtain and renew from time to time, certain approvals, licenses, registrations and permits, some of which have expired and for which we have either made or are in the process of making an application for obtaining the approval or its renewal. These include, among others, consents to operate from the state pollution control boards, registration and licenses issued under the Factories Act, 1948 fire no objection certificates from municipal authorities, and registration under the Contract Labour (Regulation & Abolition) Act, 1970. In addition, we require certain approvals, licenses, registrations and permissions under various regulations, guidelines, circulars and statutes regulated by the Government of India, the State Governments and certain other regulatory and government authorities, for operating our business.

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, we cannot assure that the approvals, licenses, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. We have not faced any instances of failure to obtain the requisite licenses or suspension/revocation of any approvals, licenses, registrations and permits issued to us during the past three Fiscals and six months ended September 30, 2024. 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.

11. ***We are subject to counterparty credit risk and any delay in receiving payments or non-receipt of payments from our customers could have an adverse effect on our business, results of operations, financial condition and cash flows.***

Our operations involve extending credit to our customers in respect of sale of our products and consequently, we face the risk of uncertainty regarding the receipt of such outstanding amounts. Changes in macroeconomic conditions, such as an increase in interest rates or a credit crisis in the global financial system, could lead to financial difficulties for our customers, including limited access to credit markets, insolvency or bankruptcy. Such conditions could cause our customers to delay payment, request modifications of their payment terms, or default on their payment obligations to us, which could lead to an increase in our receivables. We cannot assure you that we will accurately assess the creditworthiness of our customers. The table below sets forth the bad debts written off in the periods indicated:

Particular	Fiscal			Six months ended September 30,	
	2022	2023	2024	2023	2024
Bad debts written off (₹ millions)	51.37	62.42	23.27	7.81	11.09

The following table sets forth details of our credit cycle, as well as our trade receivables, for the periods indicated:

Particular	As of/ for the year ended March 31,			As of/ for the six months ended September 30,	
	2022	2023	2024	2023	2024
Average Credit Cycle (Number of Days)	88.94	73.33	68.36	62.91	62.87
Trade Receivables (₹ millions)	13,955.33	13,877.86	15,178.73	12,841.19	14,950.73
Trade Receivables, as a Percentage of Revenue from Operations (%)	24.37%	20.09%	18.73%	17.23%*	17.22%*

**Annualized*

Any significant delay in receiving payment or non-receipt of payments from our customers may adversely affect our business, results of operations, financial condition and cash flows.

12. ***Our failure to be awarded EPC projects or our failure to satisfactorily execute projects for our customers under the EPC projects segment may negatively impact our results of operations and financial performance in the future and may result in material financial penalties.***

Our Company undertakes EPC under the EPC projects segment, under which, we provide turnkey solutions to our customers primarily for projects with significant cabling requirements. Our performance in this business segment is dependent on our ability to win bids for projects, for which, we are required to compete with other EPC solutions providers based on factors such as pricing and technical expertise. We may be unable to compete with those solutions providers that may have greater financial resources, a more established EPC business presence, or a longer track record of operations, among others.

Even where we are awarded projects, there may be delays in the completion of the projects in accordance with timelines due to factors such as increase in the cost of raw material or manpower; adverse weather conditions; or other factors outside our control. Contracts for such projects also generally include material financial penalties for non-performance on our part. Further, our customers may not be satisfied with the execution of the projects and there may be instances of disagreements with our customers. For instance, in Fiscal 2025, one of our customers for our EPC segment levied allegations against us in relation to misappropriation of certain materials belonging to the customer. Pursuant to such allegations, we were blacklisted for a period one year by the customer through a letter dated August 13, 2024. There can be no assurance that there will be no delays in the completion of our EPC projects or that they will completed to our customers' satisfaction, which may affect our business, prospects, financial condition and results of operations.

13. ***Our Company had negative cash flows in the past. Sustained negative cash flow could impact our growth and business.***

Our Company has, in the past, experienced negative cash flows. The details of our cash flows for Fiscals 2022, 2023, and 2024 and six months ended September 30, 2023 and 2024, on a consolidated basis, have been set out below:

(in ₹ million)

Particulars	Fiscal 2022	Fiscal 2023	Fiscal 2024	Six months ended September 30, 2023	Six months ended September 30, 2024
Net cash generated from / (used in) operating activities	2,285.51	5,139.07	6,105.03	1,149.61	(3,075.56)
Net cash generated from / (used in) investing activities	(583.56)	(1,371.32)	(3,526.04)	(1,540.94)	(2,646.33)
Net cash generated from / (used in) financing activities	(313.54)	(2,559.31)	(717.64)	87.40	1498.14
Net increase in cash and cash equivalents	**1,388.41**	**1,208.44**	**1,861.35**	(303.93)	(4,223.75)

Cash flows of a company are a key metric in establishing the extent of cash generated from the operations of a company to meet capital expenditure, pay dividends, repay loans and make new investments 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. For further details, see the sections titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Financial Statements*" on pages [●] and [●], respectively.

14. ***We are subject to risks associated with our international operations, and our inability to handle these risks could negatively affect our sales to customers in foreign countries as well as our operations and assets in such countries.***

We export our products to over 60 countries and have established international operations through marketing / project offices in the United Arab Emirates, Nepal, South Africa and Gambia. For Fiscals 2022, 2023, and 2024 and the six months ended September 30, 2023 and September 30, 2024, 10.22%, 10.04%, 13.54%, 14.93% and 10.91%, respectively, of our total segment revenue, was from outside India.

Our international operations are subject to risks that are specific to each country and region in which we operate, as well as risks associated with international operations, in general. These include:

- Compliance with local law, including legal constraints on ownership and corporate structure, environmental, health, safety, labour, and accounting laws, may impose onerous and expensive obligations on our Associate;
- Demand for our products by customers outside India;
- Changes in foreign laws, regulations and policies, including restrictions on trade, import and export license requirements, and tariffs and taxes, intellectual property enforcement issues and changes in foreign trade and investment policies, may affect our ability to both operate and the way in which we manage our business in the countries in which we operate;
- Challenges in timely execution of EPC projects awarded to our Company;
- Challenges in appointing the right sub-contractor for execution of EPC projects;
- Health and safety issues faced by the workers on site or environmental issues faced by the sub-contractors; and
- Inability to obtain or maintain relevant product approvals, factory approvals, and customer approvals across jurisdictions.

Any of these risks, and our inability to manage these risks, could have an adverse effect on our business, financial condition, results of operations, cash flows and prospects.

15. ***Any failure to comply with sanctions administered by the United States or other governments could adversely affect our business and reputation.***

U.S. law generally prohibits U.S. persons from directly or indirectly investing or otherwise doing business in or with certain countries that are the subject of comprehensive sanctions and with certain persons or businesses that have been specially designated by the OFAC or other U.S. government agencies. Other governments and international or regional organizations also administer similar economic sanctions. Our foreign customers may be located in jurisdictions to which certain OFAC administered and other sanctions apply. Although we endeavour to conduct our activities in compliance with applicable laws and regulations, we cannot guarantee full compliance. We cannot assure you that persons and/or entities with whom we may engage in future transactions will not become the subject of sanctions-related prohibitions or restrictions, or that sanctions will not be imposed on the persons with whom we currently engage or countries in which we currently conduct business. Our failure to successfully comply with applicable sanctions may expose us to adverse legal and business consequences, including civil or criminal penalties, government investigations, and reputational harm.

16. ***Our manufacturing facilities are subject to operating risks. Any shutdown of our manufacturing facilities caused by unforeseen events may adversely affect our business, financial condition, results of operations and cash flows.***

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

- forced or voluntary closure of manufacturing plants, including as a result of regulatory actions;
- problems with supply chain continuity, including as a result of natural or man-made disasters at any of our manufacturing facilities;
- manufacturing shutdowns, breakdown or failure of equipment, equipment performance below expected levels of efficiency, obsolescence of our equipment and production facilities, industrial accidents and the need to comply with the directives of relevant government authorities;
- labour disputes, strikes, lock-outs that may result in temporary shutdowns or manufacturing disruptions;
- any changes in the availability of power or water availability which impacts the entire region;
- failure of a supplier to provide us with the critical raw materials or components for an extended period of time, which could impact continuous supply; and
- changes in political relationships between India and the countries in which we export and local political tensions.

In Fiscal 2025, we faced instances of strikes by our workforce at Rakholi and Chinchpada manufacturing facilities. There is no assurance that our business and financial results may not be adversely affected by any disruption of operations at our manufacturing facilities, including as a result of any of the factors mentioned above, in the future. Disruption in our manufacturing operations may result in reduced production and reduced sales or higher costs to arrange for alternative arrangements to meet our customer obligations, which may adversely affect our business, financial condition, results of operations and cash flows.

17. ***Our advertising and brand promotion campaigns may not be effective in increasing our brand awareness.***

An important facet of our business strategy is to build brand awareness through advertising and other forms of brand promotion. We believe that increased spending on advertising and brand promotion through various communication channels is significant for our growth in the domestic retail market and for higher brand visibility. We intend to make sustained investments in social media and mass media channels, such as regular TV commercials to promote our products. The following tables set forth our marketing and advertising expenses for the periods indicated:

Particulars	Fiscal 2022		Fiscal 2023		Fiscal 2024	
	Amount (₹ million)	Percentage of Revenue from Operations	Amount (₹ million)	Percentage of Revenue from Operations	Amount (₹ million)	Percentage of Revenue from Operations
Advertisement and Publicity Expenses	276.81	0.48%	215.19	0.31%	404.96	0.50%

Particulars	Six months ended September 30, 2023		Six months ended September 30, 2024	
	Amount (₹ million)	Percentage of Revenue from Operations	Amount (₹ million)	Percentage of Revenue from Operations
Advertisement and Publicity Expenses	192.41	0.52%	146.40	0.34%

These marketing and promotional efforts may not necessarily be effective in the manner contemplated by us and may, as a result, fail to attract new customers or retain existing customers. We may also fail to broach new geographies and penetrate further within existing geographies if our advertising and promotional efforts are unsuccessful or are not appropriately customized to appeal to the target market. Such advertisements may also be subject to regulatory scrutiny and litigation.

18. ***We may be unable to adequately protect our intellectual property and may be subject to the risk of infringement claims.***

We rely on a combination of registered trademarks and other unregistered rights under the Trade Marks Act, 1999 to protect our rights over our brands and products. For further information, see "*Our Business – Intellectual Property Rights*" on page [●]. We cannot assure you that we will be able to successfully obtain registration for any applications for trademarks in a timely manner, or at all. We may also not be able to prevent wrongful use of these trademarks and a passing off action under trademark law may not provide sufficient protection. Further, if any of our unregistered trademarks are registered in favour of a third party, we may not be able to claim registered ownership of such trademarks and consequently, we may be unable to seek remedies for infringement of those trademarks by third parties other than relief against passing off by other entities. We monitor the use of our intellectual property and also take legal action for the protection of such intellectual property, and so, we may also incur significant costs in connection with legal actions relating to such rights. We are currently involved in a legal proceeding in connection with the alleged infringement of one of our registered trademarks. For further details, see *"Legal Proceedings"* on page [●].

Additionally, given the nature of products sold by us, our products are susceptible to counterfeiting or imitation. Our failure to detect counterfeiting or imitation of our own brand products and trademarks and to mitigate the adverse impact from such counterfeiting and imitation could result in a decrease in our sales volume, market share, goodwill, or reputation. We may also be susceptible to claims from third parties asserting infringement and other related claims. If similar claims are raised in the future, these claims could result in costly litigation, divert management's attention and resources, subject us to significant liabilities and require us to enter into potentially expensive royalty or licensing agreements or to cease certain offerings. Any of the foregoing could have an adverse effect on our business, results of operations and financial condition.

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

While we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty as to whether we are infringing on any existing third-party intellectual property rights, which may force us to alter our technologies, obtain licences or cease some of our operations. We may also be susceptible to claims from third parties asserting infringement and other related claims. If claims or actions are asserted against us, we may be subject to costly litigation or may be required to obtain a licence, modify our existing technology or cease the use of such technology and design a new non-infringing technology. Such licences or design modifications can be extremely costly. Further, necessary licences may not be available to us on satisfactory terms, if at all. In addition, we may decide to settle a claim or action against us, which settlement could be costly. We may also be liable for any past infringement. Any of the foregoing could adversely affect our business, results of operations and financial condition. We are bound by confidentiality obligations under our nondisclosure agreements with our customers to protect their intellectual property, including in relation to technical data such as product designs and drawings that may have been shared with us by our customers. An inadvertent breach or any misuse of intellectual property or proprietary data by any of our employees or sub-contractors may expose us to expensive infringement claims and may diminish our goodwill and reputation among our customers, suppliers, lenders, investors and the public, making it difficult for us to operate our business and compete effectively. While we have not experienced any such instances in the past three Fiscals and the six months ended September 30, 2024, we cannot assure you that such instances will not occur in the future.

20. ***If we fail to ensure the confidentiality of our technical knowledge and process know-how, we may suffer a loss of our competitive advantage.***

We possess extensive technical knowledge of our products and such technical knowledge has been developed through our own experience. This technical knowledge is an independent asset of ours, which may not be adequately protected by intellectual property rights, such as patent registration or design registration. Some of our technical knowledge is protected only by secrecy. As a result, 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. The potential ill-effects from such disclosure are increased as our products are not patented, and thus, we may have no recourse against copies of our products that enter the market subsequent to such leakages. In the event that the confidential technical information in respect of our products or business becomes available to third parties or to the general public, any competitive advantage we may have over other companies in the sector in which we operate could be compromised. 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. ***Our Statutory Auditors, in their examination report in connection with our financial statements for Fiscals 2022, 2023 and 2024, and limited review report for the six months ended September 30, 2024, have included certain reservations, qualifications, emphasis of matter or adverse remarks, including under Companies (Auditor's Report) Order, 2016/2020.***

Our Statutory Auditors, in their examination report in connection with our financial statements for Fiscals 2022, 2023 and 2024, and limited review report for the six months ended September 30, 2024, have included the following reservations, qualifications, emphasis of matter or adverse remarks, including under Companies (Auditor's Report) Order, 2016/2020:

Fiscal/Period	**Reservation, qualification, emphasis of matter or adverse remark**
Six months ended September 30, 2024	Nil
Fiscal 2024	Nil
Fiscal 2023	*"Title deed of one immovable property situated at Kheda, Gujarat was not in the name of the Company."*
Fiscal 2022	*"There is a delay by the Company in transferring unspent Corporate Social Responsibility (CSR) amount, in respect of other than ongoing projects, to a fund specified in Schedule VII to the Act within a period of six months of the expiry of the previous financial year as per second proviso to sub-section (5) of Section 135 of the Companies Act, 2013. Total amount due to be transferred amounted to Rs. 36.25 million which was transferred with a delay of 171 to 173 days."*
Fiscal 2021	*"During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, except for an instance where some of the Employees of the company, in connivance with certain dealers, misappropriated Cables/Wires, having an estimated value of ₹ 12.12 Million and for which the Management has taken appropriate steps for recovery of the amount misappropriated. (Refer Note 56.4 of standalone financial statements), we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of such case by the Management."*

We cannot assure you that our Statutory Auditors reports for any future fiscal periods will not contain qualifications, remarks, comments or emphasis of matter or that such qualifications, remarks, comments or emphasis of matter will not require any adjustment in our financial statements for such future periods or otherwise affect our results of operations in such future periods.

22. *We are exposed to costs and expenses due to potential product liability claims.*

We may be subject to costs and liabilities owing to product liability claims made against us. Our business faces an inherent risk of product liability claims or for the recall of our products, in cases where our products fail to function in the manner expected, particularly where such failure to perform results in bodily harm or damage to property, or both. While our Company maintains product liability insurance coverage, which we believe to be of an adequate quantum, we may be unable to obtain such insurance coverage of an adequate quantum in future, or on terms acceptable to us, or at all.

Further, since our products are major components used in the power sector and other industries such as oil and gas, infrastructure, and construction, any defects or malfunction in our products or the failure of our products to meet our customers' specifications could lead to damage or losses to our customers. This may result in consequences such as large scale power outages or fire breakouts leading to potential loss of life and property. If our products are found to be defective, we could be required to compensate our customers and victims for such losses, damages, and personal injuries. This may also lead to litigation against us which could result in management attention being diverted and our Company having to incur significant expenses. As such, any successful product liability claim against us could have an adverse effect on our business, prospects, financial condition and results of operations.

23. *We may be unable to obtain sufficient compensation, or any compensation at all, from suppliers for any defective raw materials that may be supplied for our products.*

Our wires and cables come in various standard sizes, dimensions, and other specifications and we also tailor our products to the specifications of our institutional customers. Given this, the quality of our final product is heavily reliant on the raw materials we source from our various third party suppliers for to be able to manufacture. In the event that we are subject to product liability claims arising out of the use of substandard or defective raw material we sourced from third party suppliers, we may not be able to assert any claim against the relevant supplier and we may, therefore, be solely responsible for compensation and bearing the damages for our defective final products. Our reputation, business and results of operations may, in such situations, be adversely affected.

24. *Damage to our reputation could have an adverse effect on our business, results of operations, financial condition and cash flows.*

The success of our business depends on our customers' trust in our reputation as a reliable manufacturer and supplier, and in our ability to meet their key performance targets and other expectations. Actual or alleged instances of inferior product quality or of damage caused by our products could damage our reputation and could result in customers reducing or terminating their business with us. Events or allegations of malfunctioning products could also lead to legal claims being brought against us, and we could incur substantial legal fees and other costs in defending or compensating for such legal claims. For instance, in Fiscal 2025, we faced negativity publicity due to electrocution of certain contract labours working under our sub-contractor in Gambia. For further details, see "– *We are exposed to costs and expenses due to potential product liability claims.*" on page [●]. If any of these risks were to materialize, our reputation and brand image may be damaged, which could have an adverse effect on our business, results of operations, financial condition and cash flows.

25. *Our Company operates in a highly competitive industry. Failure to compete effectively may have an adverse impact on our business, financial condition, results of operations and prospects.*

We face significant competition in our business from other manufacturers and suppliers. For details, see "*Industry Overview*" on page [●]. The industry and markets in which we operate are affected by factors such as technological change, the development of new products and their obsolescence, and evolving industry standards. Some of our Company's competitors in the industry may also have greater design, manufacturing, financial capabilities, or superior resources. We primarily compete with such competitors based on:

- product functionality, quality and reliability;
- design, technical, research and production capabilities;
- ability to meet customers' order requirements and delivery schedules;
- distributor, dealer and customer relationships and services; and
- product price.

There can be no assurance that we will be able to maintain our competitiveness in any of these areas with respect to any of our products. Our Company's customers may opt to transact with our competitors instead of our Company or if our Company fails to develop and provide the technology and skills required by its customers at a rate comparable to its competitors. While we work continuously to mitigate pricing pressures, develop and manufacture new products, improve our technological capabilities, and enhance our services and production efficiency, such efforts may not be successful. Further, we may face strong competition from other players in the same markets, as we seek to expand our product and service portfolio. Many of our existing and potential competitors may seek to equal or exceed us in terms of their financial, production, sales, marketing and other resources. If we fail to compete effectively in the future, our business and prospects could be materially and adversely affected.

26. ***We rely on the demand for wires and cables from sectors such as power and infrastructure. Any downturn in these sectors could have an adverse impact on our business, growth and results of operations.***

A significant market for our products lies in the power and infrastructure sectors, wherein they are used for, among others, transmission and distribution of electricity and for installation at construction sites by customers such infrastructure companies and general contractors. The demand from such customers is, therefore, substantially dependent on the demand and supply dynamics in these respective sectors. As a result, the demand for our products may fluctuate according to the cycles of power and infrastructure expansion and upgradation.

For instance, the demand for wires and cables is significantly influenced by infrastructure development, construction of new housing, schemes for power for all, and replacement demand for wires and cables. On the other hand, the demand for our products is also affected by the business performance of our customers and / or their ultimate employer in the power industry and the construction industry, which is beyond our control. Our customers' business could underperform due to a number of factors, such as changes in their business strategies, failure to develop successful marketing strategies, changes in the market demand for their services and adverse market or economic conditions in the markets in which our customers operate. If our customers experience underperformance or are under financial difficulties, they could reduce their purchases from our Company, which could have an adverse impact on our business, results of operations, financial conditions and prospects.

27. ***We may, from time to time, look for opportunities to enter into strategic alliances, acquire businesses or enter into joint venture arrangements. Any failure to manage the integration of the businesses or facilities post such acquisition or joint venture may cause our profitability to suffer.***

We may, from time to time, look for opportunities to acquire businesses or enter into strategic partnerships or alliances. Such alliances or acquisitions may not contribute to our profitability, and in the case of an acquisition, we may be required to incur or assume debt, or additional expenses beyond our forecasts or assume contingent liabilities, as part of any acquisition. Further, we may not be able to accurately identify or forge an alliance with appropriate companies in line with our growth strategy. Such alliances may also give rise to unforeseen contingent risks relating to these businesses that may only become apparent after commencement of operations under such alliances. In the event that the alliance does not perform as estimated, or the inability on the part of our joint venture partner to meet the customer requirements may lead to a failure of such an arrangement which may adversely affect our business.

28. ***The land and premises for our Registered and Corporate Office and certain of our manufacturing facilities are taken on lease by us. If we are unable to renew existing leases or relocate operations on commercially reasonable terms, there may be an adverse effect on our business, financial condition, result of operations and cash flows.***

Some of the premises on which we operate are not currently owned by us. Our Registered and Corporate Office, located at D-90, Okhla Industrial Area, Phase 1, New Delhi – 110 020, India, is situated on premises that have been leased out to us pursuant to a lease agreement dated July 1, 2018 entered into by us for a period of nine years. Our Bhiwadi Facility is situated on premises occupied on a long term lease basis, for a period of 99 years, pursuant to three separate lease agreements entered into between our Company with the Rajasthan State Industrial Development & Investment Corporation Limited ("**RIICO**"), under which the leases commence effective August 24, 1991, March 28, 1995, and August 3, 2001, respectively. Similarly, our Chopanki Facility is situated on premises occupied by us on a long term lease basis, for a period of 99 years, pursuant to five separate lease agreement entered into between our Company and RIICO, in terms of which, the lease commences from September 26, 2005. Additionally, our Pathredi Facility is situated on land leased by us on a long term lease basis for a period of 99 years from RIICO, in terms of which the lease period commences from May 24, 2010 and April 28, 2010 respectively. Further our new greenfield project at Sanand, Ahmedabad, Gujarat, is situated on land leased by us on a long term lease basis for a period of 99 years from GIDC, in terms of which the lease period commences from May 12, 2023. For details, see "*Our Business – Property*" on page [●].

Upon expiration of the relevant agreement for each such premise, we will be required to negotiate the terms and conditions on which the lease agreement may be renewed. Further, some of our lease deeds for our properties may not be registered and some of our lease deeds may not be adequately stamped and consequently, may not be accepted as evidence in a court of law and we may be required to pay penalties for inadequate stamp duty. In the event that these existing leases are terminated or they are not renewed on commercially acceptable terms or at all, we may suffer a disruption in our operations. If alternative premises are not available at the same or similar costs, size or locations, our business, financial condition and results of operations may be adversely affected.

29. ***Our operations could be adversely affected by strikes or increased wage demands by our employees or any other kind of disputes with our employees.***

As of September 30, 2024, we employed 2,050 full time personnel and 5,825 contractual workers across our various manufacturing facilities. We may be subject to industrial unrest, slowdowns and increased wage costs, which may adversely affect our business and results of operations. While our employees are not currently unionized, we cannot assure you that our employees will not unionize in the future. Union organizing efforts or collective bargaining negotiations could lead to strikes by our employees, which could have an adverse effect on our business, financial condition, results of operations, cash flows and prospects. Furthermore, in the event that all or part of our employees are represented by one or more labour union, we may face higher employee costs and increased risks of work stoppages, slowdowns and/or strikes, which could have an adverse effect on our business, financial condition, results of operations, cash flows and prospects.

In Fiscal 2025, we faced instances of strikes by our workforce at Rakholi and Chinchpada manufacturing facilities. We cannot assure you that we will not experience disruptions in future due to disputes or other problems with our work force, which may adversely affect our ability to continue our business operations. In the event our employee relationships deteriorate there could be an adverse impact on our operations. We are also subject to, and may continue to contest, regulatory claims alleging defaults in relation to employee wage payments and contributions. Any such actions could adversely affect our business, results of operations and financial condition.

We are also 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 more 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, cash flows and prospects.

30. ***Our Company's production capacity may not correspond precisely to its production demand which may affect our results of operations.***

While we manufacture a significant portion of our products based on confirmed orders received, our customers may require that we have a certain percentage of excess capacity that would allow our Company to meet unexpected increases in purchase orders. On occasion, however, customers may require rapid increases in production beyond our Company's production capacity and we may not have sufficient capacity at any given time to meet sharp increases in these requirements. On the other hand, at times there is also the risk of the underutilization of the production line, which may result in lower profit margins. We estimate quantities to be manufactured for customers through the retail channel based on historic trends and demand data and forecasts provided to us by our authorized distributors and dealers, which is used to extrapolate the expected future sales pattern. However, any mismatch in production demand and our production capacity can adversely affect our profitability or results of operations, including in the excess inventory of our products or the unavailability of our products during increased demand.

31. ***We have substantial requirements for power and fuel for our manufacturing facilities and any disruption in the supply or increase in tariff may adversely affect our business, results of operations, and financial condition.***

We have significant power and fuel requirements for our manufacturing facilities. In a situation where our costs towards power and fuel were to increase or if there were any disruption in their supply to our manufacturing facilities, it could have an adverse effect on our business, results of operations, and financial condition. Set forth below are details in relation to our power and fuel costs for the periods indicated.

Particulars	Six months ended September 30, 2024	Six months ended September 30, 2023	Fiscal		
			2024	2023	2022
Power and fuel cost (₹ million)	469.77	448.74	879.26	746.68	619.50
Percentage of revenue from operations (%)	1.08%	1.20%	1.08%	1.08%	1.08%

We depend on third parties for our power and fuel requirements and source most of the electricity from state electricity boards. Any disruptions in the supply of such electricity, increase in tariffs, or decline in the quality of electricity supplied to us could significantly affect our cost of production and profitability.

Further, due to the occurrence of any natural disasters or adverse conditions that may occur in the geographical areas in which our manufacturing facilities are located, if there were to be a disruption in supply of fuel or electricity, we may need to shut down our manufacturing facilities till such time that adequate supply of electricity is not restored.

32. ***We have substantial capital expenditure and working capital requirements and may require additional capital and financing in the future and our operations could be curtailed if we are unable to obtain the required additional capital and financing when needed.***

Our business is capital intensive. The following table sets forth our capital expenditure and working capital utilization for the periods indicated:

Particulars	Six months ended September 30, 2024	Six months ended September 30, 2023	Fiscal		
			2024	2023	2022
Capital expenditure (₹ million)	3,162.30	2,296.20	4,058.81	970.90	584.17
Working capital utilization (₹ million)	21,599.83	16,718.90	15,657.39	15,066.11	12,683.72

The actual amount and timing of our future capital requirements may differ from estimates as a result of, among other factors, unforeseen events beyond our control, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, economic conditions, weather related delays, technological changes and additional market developments and new opportunities in the industries we operate.

Our sources of additional capital, where required to meet our capital expenditure plans or funding working capital requirement, may include the incurrence of debt or the issuance of equity or debt securities or a combination of both. Further, our budgeted resources may prove insufficient to meet our requirements which could drain our internal accruals or compel us to raise additional capital. If we are required to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations. Further, we intend to utilize a portion of the Net Proceeds towards setting up a cable manufacturing facility in Sanand, Ahmedabad, Gujarat. For further details see “*Use of Proceeds*” on page [●].

33. ***We may not have adequate insurance and may be unable to secure additional insurance to cover all losses we may incur in our business operations or otherwise.***

Our operations carry inherent risks of personal injury and loss of life, damage to or destruction of property and equipment, and damage to the environment, and are subject to risks such as fire, theft, flood, earthquakes, and terrorism. We maintain insurance coverage in such amounts and against such risks which we believe are in accordance with industry practice. However, such insurance may not be adequate to cover all losses or liabilities that may arise from our operations, including when the loss suffered is not easily quantifiable and in the event of severe damage to our reputation. Furthermore, we may not be able to secure any additional insurance coverage on commercially reasonable terms or at all.

In addition, we may not be able to maintain insurance of the nature or at levels which we deem necessary or adequate or at rates which we consider reasonable. The occurrence of an event for which we are not adequately or sufficiently insured or the successful assertion of one or more large claims against us that exceed available insurance coverage, or changes in our insurance policies (including premium increases or the imposition of large deductible or co-insurance requirements), could have an adverse effect on our reputation, business and results of operations. The table below sets forth our total insurance coverage as of the dates indicated:

Particulars	As of September 30, 2024	As of September 30, 2023	As of March 31,		
			2024	2023	2022
Insured assets (₹ million)	38,329.10	28,492.21	30,916.57	27,282.57	25,608.97
Percentage of total insurable assets (%)	87.13%	82.26%	81.13%	80.98%	74.54%

We cannot assure you that any claim under the insurance policies maintained by us will be honoured fully or on time. Any payments we make to cover any losses, damages or liabilities or any delays we experience in receiving appropriate payments from our insurers could have an adverse effect on our business, financial condition, cash flows, and results of operations. We cannot assure you that such instances will not arise in the future.

34. ***Failure or disruption of our information technology ("IT") systems may adversely affect our business, financial condition, results of operations and prospects.***

We have implemented various IT solutions and / or enterprise resource planning solutions to cover key areas of our operations. We intensively use technology in relation to customer order management and dispatches, production planning and reporting, manufacturing processes, financial accounting and scheduling raw material purchase.

Any failure or disruption in the operation of these systems or the loss of data due to such failure or disruption (including due to human error or sabotage) of our business or disclosure of, and unauthorized access to, sensitive Company information may increase our costs and otherwise adversely affect our business, financial condition, results of operations and prospects. Any failure of our IT systems could also cause damage to our reputation which could harm our business. Any of these developments, alone or in combination, could have a material adverse effect on our business, financial condition and results of operations.

35. ***Certain sections of this Preliminary Placement Document disclose information from the CRISIL Report which is a paid report and commissioned and paid for by us exclusively in connection with the Issue and any reliance on such information for making an investment decision in the Issue is subject to inherent risks.***

We have availed the services of an independent third-party research agency, CRISIL, appointed by us pursuant to an engagement letter dated November 15, 2024, to prepare an industry report titled "*Assessment of cables & wires industry in India*" dated November 2024, which has been paid for and commissioned exclusively for the purposes of inclusion of such information in this Preliminary Placement Document to understand the industry in which we operate. Our Company, our Promoters, our Directors, our Senior Management Personnel / KMPs, are not related to CRISIL. The CRISIL Report has been commissioned by our Company exclusively in connection with the Offer for a fee. The CRISIL Report is subject to various limitations and based upon certain assumptions that are subjective in nature. Further the commissioned report is not a recommendation to invest or divest in our Company. Prospective investors are advised not to unduly rely on the commissioned report or extracts thereof as included in this Preliminary Placement Document, when making their investment decisions.

36. ***Our Promoters have significant control over us and have the ability to direct our business and affairs; their interests may conflict with your interests as a shareholder.***

As of September 30, 2024, our Promoters, together with the members of the Promoter Group, beneficially own 37.06% of our issued and paid up Equity Share capital. The Promoters have the ability to control our business, including matters relating to any sale of all or substantially all of our assets, timing and distribution of dividends, election of our officers and directors and change of control transactions. The Promoters' control could delay, defer or prevent a change in control of the Company, impede a merger, consolidation, takeover or other business combination involving our Company, or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our Company even if it is in the Company's best interest. The Promoters and members of the Promoter Group may influence the material policies of our Company in a manner that could conflict with the interests of our other shareholders.

37. ***The manufacturing, distribution and widespread acceptability of our products is substantially dependent upon our receipt of certain certifications and quality accreditations that are valid for a limited time period and in our ability to maintain an effective quality control system.***

In terms of the Electrical Wires, Cables, Appliances and Protection Devices and Accessories (Quality Control) Order, 2003, the manufacture, storage for sale, sale and distribution of electrical wires, cables, appliances, protection devices that do not conform to the standards specified in such order and that do not bear the standard mark issued by the BIS is prohibited. Further, an important facet of our business involves acquiring and maintaining quality certifications and accreditations from independent certification entities. Our Company received the ISO 9001:2015 accreditation for the certification and approval of the quality management system, the ISO 14001:2015 accreditation for environment management system and the ISO 45001:2018 accreditation for occupational health and safety. Further, our R&D facility is accredited with the NABL to be in compliance with ISO/IEC 17025:2017 in respect of general requirements for the competence of testing and calibration laboratories for electrical testing.

While our ability to manufacture and sell our products is entirely reliant on receipt of BIS registrations for each of our products, receipt of certifications and accreditations under the standards of quality is important for the success and wide acceptability of our products. If we fail to comply with the requirements for the BIS registrations and applicable quality standards, or if the relevant accreditation institute or agency declines to certify our products, or if we are otherwise unable to obtain such quality accreditations in the future, within time or at all, our business prospects and financial performance will be adversely affected.

38. ***Our operations involve activities and handling of materials which are hazardous in nature and could result in a suspension of operations and/or the imposition of civil or criminal liabilities which could adversely affect our business, results of operations, cash flow and financial condition.***

Certain operations at our manufacturing facilities, can cause accidents during the manufacturing process resulting in serious injuries or death of employees or other persons, if improperly handled, and cause damage to our properties or equipment and the properties of others or to the environment. Our operations are subject to significant hazards, including explosions, fires, mechanical failures and other operational problems, inclement weather and natural disasters, discharges or releases of hazardous substances, chemicals or gases; and other environmental risks. Set forth below are the number of instances where injury was caused to our workforce during operations.

Manufacturing Facility	Fiscal 2022	Fiscal 2023	Fiscal 2024	As of six months ended September 30, 2023	As of six months ended September 30, 2024
Bhiwadi	-	-	-	-	-
Chopanki	-	-	-	-	-
Pathredi	-	-	-	-	1
Rakholi	-	2	1	-	-
Chinchpada	1	2	4	3	5

We cannot assure you that such instances will not occur in the future. The occurrence of any of these hazards could result in a suspension of operations and/or the imposition of civil or criminal liabilities. We may also 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, cash flows and financial condition could be adversely affected. Further, our customers may require us to invest in additional safety protocols which impose incremental expenses and may impact our ability to operate at optimum efficiencies. Any such action by any of our customers may adversely impact our business, results of operations, cash flows and financial condition.

39. ***Our operations are subject to environmental, health, safety and employment laws and regulations. Our failure to comply with such regulations could adversely affect our business, results of operations, financial condition and cash flows.***

Our operations are subject to environmental laws and regulations in India, including the Environment Protection Act, 1986, the Water (Prevention and Control of Pollution) Act, 1974, the Air (Prevention and Control of Pollution) Act 1981, Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 framed under the Environment (Protection) Act, 1986 and other regulations promulgated by the Ministry of Environment, Forest and Climate Change, Government of India and various statutory and regulatory authorities and agencies in India. Further, we are also subject to the laws and regulations in India governing employees pertaining to minimum wage and maximum working hours, overtime, working conditions, hiring and termination of employees, contract labour and work permits.

We may fail to comply with such regulations, which could lead to adverse actions by regulatory authorities such as enforced shutdowns, levy of penalties, and initiation of civil or criminal proceedings against us. While we have not faced any such instances of non-compliance in the past three Fiscals and the six months ended September 30, 2024, we cannot assure you that such instances will not arise in the future. Any such occurrence could adversely affect our business, results of operations, financial condition and cash flows. Further, we cannot predict with certainty the extent of our future liabilities and costs under environmental, health, employment and safety laws and regulations. These liabilities and costs may be material. In addition, new legislation, administrative regulations, new judicial interpretations, or administrative enforcement of existing laws and regulations, may require us to change our operations significantly or incur increased costs. Such changes could adversely affect our business, results of operations, financial condition and cash flows.

40. ***Our continued success is dependent on our senior management and skilled manpower. Our inability to attract and retain key personnel or the loss of the services of our Promoter or our Executive Directors may have an adverse effect on our business.***

Our Promoter and Chairman-cum-Managing Director, Anil Gupta, Executive Directors, and other senior management have significantly contributed to the growth of our business, and our future success is dependent on the continued services of our senior management team. An inability to retain any key managerial personnel may have an adverse effect on our operations. Our ability to execute orders and to obtain new clients also depends on our ability to attract, train, motivate and retain highly skilled professionals, particularly at managerial levels. We might face challenges in recruiting suitably skilled personnel, particularly as we continue to grow and diversify our operations. In the future, we may also not be unable to compete with other larger companies for suitably skilled personnel due to their ability to offer more competitive compensation and benefits. The loss of any of the members of our senior management team or other key personnel or an inability on our part to manage the attrition levels; may adversely impact our business, results of operations, financial condition and growth prospects. The following table sets forth the attrition rate for the periods indicated:

Particulars	Fiscal 2022	Fiscal 2023	Fiscal 2024	Six months ended September 30, 2023	Six months ended September 30, 2024
Number of Employees Resigned	200	165	214	117	148
Attrition Rate*	11.60%	9.90%	12.40%	7.20%	7.97%

**Attrition rate is calculated as overall exits divided by average number of employees*.

The success of our business is also dependent upon our ability to hire, retain, and utilize qualified personnel, including engineers and corporate management professionals who have the required experience and expertise. From time to time, it may be difficult to attract and retain qualified individuals with the requisite expertise and we may not be able to satisfy the demand from customers for our services because of our inability to successfully hire and retain qualified personnel. For every new product we expand into, we require suitably skilled personnel.

Such skilled personnel may also not be easily available in the market. In addition, as some of our key personnel approach retirement age, we need to have appropriate succession plans in place and to successfully implement such plans. If we cannot attract and retain qualified personnel or effectively implement appropriate succession plans, it could have a material adverse impact on our business, financial condition, and results of operations. Moreover, we may be unable to manage knowledge developed internally, which may be lost in the event of our inability to retain employees.

41. *Any downgrade of our credit ratings may lead to an increase in our borrowing costs and constrain our access to borrowings.*

The cost and availability of borrowings is dependent, among other factors, on our short-term and long-term credit ratings. The following table sets forth our details of credit rating received in the last three Fiscals and the six months ended September 30, 2023 and 2024:

Rating Agency	Instruments	Credit Rating	Date
ICRA (September 2024)	Long term Cash credit fund based	ICRA AA (Outlook Positive)	23.08.2024
	Short term others- non fund based	ICRA A1+	23.08.2024
	Commercial paper	ICRA A1+	23.08.2024
	Long term - Fund based - term loans	ICRA AA (Outlook Positive)	23.08.2024
ICRA (Fiscal 2024)	Fund based - Working capital facilities	ICRA AA (Outlook Stable)	31.08.2023
	Non Fund based working capital facilities	ICRA A1+	31.08.2023
	Unallocated bank limits	ICRA AA (Outlook Stable)/ICRA A1+	31.08.2023
	Commercial Paper	ICRA A1+	31.08.2023
	Fixed Deposits	ICRA AA (Outlook Stable)	31.08.2023
ICRA (Fiscal 2023)	Fund based- Term loan	ICRA AA (Outlook Stable)	25.08.2022
	Fund based - Working capital facilities	ICRA AA (Outlook Stable)	25.08.2022
	Non Fund based working capital facilities	ICRA A1+	25.08.2022
	Unallocated bank limits	ICRA AA (Outlook Stable)/ ICRA A1+	25.08.2022
	Commercial Paper	ICRA A1+	25.08.2022
	Fixed Deposits	ICRA AA (Outlook Stable)	25.08.2022
ICRA (Fiscal 2022)	Fund based- Term loan	ICRA AA- (Outlook Stable)	21.09.2021
	Fund based - Working capital facilities	ICRA AA- (Outlook Stable)	21.09.2021
	Non Fund based working capital facilities	ICRA A1+	21.09.2021
	Unallocated bank limits	ICRA AA- (Outlook Stable)/ ICRA A1+	21.09.2021
	Commercial Paper	ICRA A1+	21.09.2021
	Fixed Deposits	MAA- (Outlook Stable)	21.09.2021
CARE (September 2024)	Long term bank facilities	CARE AA+ (Outlook Stable)	03.10.2024
	Short term bank facilities	CARE A1+	03.10.2024
	Fixed Deposits	CARE AA+ (Outlook Stable)	03.10.2024
	Commercial paper	CARE A1+	03.10.2024
CARE(Fiscal 2024)	Long term bank facilities	CARE AA (Outlook Positive)	14.08.2023

	Short term bank facilities	CARE A1+	14.08.2023
	Fixed Deposits	CARE AA (Outlook Positive)	14.08.2023
	Commercial paper	CARE A1+	14.08.2023
CARE (Fiscal 2023)	Long term bank facilities	CARE AA (Outlook Stable)	16.08.2022
	Short term bank facilities	CARE A1+	16.08.2022
	Fixed Deposits	CARE AA (Outlook Stable)	16.08.2022
	Commercial paper	CARE A1+	16.08.2022
CARE (Fiscal 2022)	Long term bank facilities	CARE AA- (Outlook Stable)	30.08.2021
	Short term bank facilities	CARE A1+	30.08.2021
	Fixed Deposits	CARE AA- (FD) (Outlook Stable)	30.08.2021
	Commercial paper	CARE A1+	30.08.2021
India Ratings & Research (September 2024)	Fund based/non fund based working capital facilities	IND AA/ Outlook Positive/ IND A1+	07.06.2024
	Commercial Paper	IND A1+	07.06.2024
	Proposed Term loan	IND AA/ Outlook Positive	07.06.2024
India Ratings & Research (Fiscal 2024)	Fund based/non fund based working capital facilities	IND AA/ Outlook Positive/ IND A1+	08.06.2023
	Commercial paper	IND A1+	08.06.2023
	Proposed Term loan	IND AA/ Outlook Positive	08.06.2023
India Ratings & Research (Fiscal 2023)	Fund based/non fund based working capital facilities	IND AA/ Outlook Stable/ IND A1+	09.06.2022
	Term loan	IND AA/ Outlook Stable	09.06.2022
	Commercial paper	IND A1+	09.06.2022
	Proposed Term loan	IND AA/ Outlook Stable/IND A1+	09.06.2022
India Ratings & Research (Fiscal 2022)	Fund based/non fund based working capital facilities	IND AA-/Outlook Stable/ IND A1+	18.06.2021
	Term loan	IND AA-/ Outlook Stable	18.06.2021
	Commercial paper	IND A1+	18.06.2021

Any downgrade of our credit ratings may lead to an increase in our borrowing costs and constrain our access to borrowings. In addition, any downgrade of our credit ratings could result in a default under our financing arrangements or lenders imposing additional terms and conditions in any future financing or refinancing arrangements.

42. ***Our Company has certain contingent liabilities that have not been provided for in our financial statements which, if they materialize, may adversely affect our financial condition.***

As of September 30, 2024, our contingent liabilities and commitments were as follows:

Particulars	Amount (₹ million)
Claims against Company not acknowledged as debt	
a) Sales Tax / Entry Tax demands under appeal	10.25
b) Income Tax Matters	
-Demand due to Additions / disallowances during Assessments, which are under Appeal	34.07
c) Excise / Service tax / GST demands under appeal	59.62
d) Misc. claims against Company in Labour Court	3.13
Other money for which the company is contingently liable	
a) Unutilized Letter of Credits	373.15
b) Outstanding LC Bills Discounted	1,735.43
Commitments: Estimated amount of contracts remaining to be executed on Capital Account	11,616.77
Outstanding export obligation of EPCG / advance authorisation	721.37

If a significant portion of these liabilities materialize, it could have an adverse effect on our business, financial condition and results of operations.

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

We have entered into transactions with related parties in the past and from, time to time, we may enter into related party transactions in the future. All such transactions have been conducted on an arm's length basis, in accordance with the Companies Act and other applicable regulations pertaining to the evaluation and approval of such transactions. Further, it is likely that we may enter into additional related party transactions in the future. Such future related party transactions may potentially involve conflicts of interest. The table below sets forth details of absolute sum of all related party transactions and the percentage of such related party transactions to our revenue from operations in the periods indicated:

Particulars	**Six months ended September 30, 2024**	**Six months ended September 30, 2023**	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**
		(₹ million, except percentages)			
Absolute sum of all Related Party Transactions	271.43	287.62	688.50	563.13	3,174.13
Revenue from Operations (₹ million)	43,401.45	37,254.37	81,040.80	69,081.74	57,269.91
Absolute sum of all Related Party Transactions as a Percentage of Revenue from Operations (%)	0.63%	0.77%	0.85%	0.82%	5.54%

For further information on our related party transactions, see *"Related Party Transactions"* on page [●].

44. ***Failure to identify and address changing industry trends and preferences and to innovate to meet changing customers' demands may materially adversely affect our business.***

Our products may be rendered obsolete or less attractive due to changes in consumer preferences, such as the increased use of renewable sources or energy, regulatory or industry requirements, or due to development of enhanced technologies by our competitors. Our ability to anticipate such changes and to successfully develop and introduce new and enhanced products on a timely basis is a significant factor in our ability to remain competitive. However, there can be no assurance that we will be able to secure the necessary technological know-how that will enable the development of our product portfolio in this manner. If we are unable to obtain such knowledge in a timely manner, or at all, we may be unable to effectively implement our strategies, and our business, results of operations and cash flows may be adversely affected. Moreover, we cannot assure you that we will be able to achieve the technological advances that may be necessary for us to remain competitive or that certain of our products will not become obsolete. We are also subject to the risks generally associated with new product introductions and applications, including lack of market acceptance, delays in product development and failure of products to operate properly. Further, the development of new or improved products or technologies by our competitors may render our products obsolete or less competitive.

To keep abreast of the most updated technology and respond effectively to changing customer preferences and requirements, we must be able to develop and produce new products to meet our customers' demand in a timely manner. While we continuously seek to launch new products, there can be no assurance, that these new products will be successful with our customers or that we will be able to install and commission the equipment needed to produce products for our customers in time for the start of production. As a result, we may incur and have in the past incurred capital expenditures to develop products to meet customer demands and those demands may be delayed at the customers end due to delays in product launches. Our failure to successfully develop and produce new products could materially adversely affect our results of operations and cash flows.

45. ***Our Company and Directors are involved in certain legal and regulatory proceedings. Any adverse decision in such proceedings may have an adverse effect on our business, financial condition, cash flows and results of operations.***

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

The summary of such outstanding legal and regulatory proceedings involving our Company and Directors is set out below:

Party	Number of Cases	Amount involved (in ₹ million)**
Criminal Proceedings		
Company	110	110.51
Directors	1	-
Actions by regulatory and statutory authorities		
Company	Nil	NA
Directors	Nil	NA
Tax Litigation		
Company	25	103.94
Directors	Nil	NA
Material civil litigation*		
Company	1	-
Directors	Nil	NA

** For details of the materiality thresholds involved, please see "Legal Proceedings" on page [●].*
*** To the extent quantifiable.*

We cannot assure you that any of these matters will be settled in favour of our Company, or Directors, respectively, or that no additional liability will arise out of these proceedings. An adverse outcome in any of these proceedings may have an adverse effect on our business, financial position, prospects, cash flows, results of operations and our reputation. For further information, see "*Legal Proceedings*" on page [●].

46. ***Our Directors or Promoters may enter into ventures that may lead to conflicts of interest with our business.***

Our Directors and Promoters may become involved in ventures that may potentially compete with our Company. As of the date of this Preliminary Placement Document, while our Directors and Promoters do not engage in any other business activities similar to our business lines, and have not undertaken any business in conflict with our Company, we cannot assure you that such a conflict will not arise in the future, or that we will be able to suitably resolve any such conflict without an adverse effect on our business or operations. In addition, we cannot assure you that our Directors or Promoters will not provide comparable services, solicit our employees or acquire interests in competing ventures in the locations, sectors in which we operate, which could have an adverse effect on our business, results of operations, financial condition and cash flows.

47. ***Certain non-GAAP financial measures relating to our operations and financial performance have been included in this Preliminary Placement Document. These non-GAAP financial measures are not measures of operating performance or liquidity defined by Ind AS and may not be comparable.***

Certain non-GAAP financial measures relating to our operations and financial performance have been included in this Preliminary Placement Document. We compute and disclose such non-GAAP financial measures as we consider such information to be useful measures of our business and financial performance.

These non-GAAP measures are not a measurement of our financial performance or liquidity under Ind AS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the periods or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, these are not standardised terms, hence a direct comparison of these non-GAAP measures between companies may not be possible. Other companies may calculate these non-GAAP measures differently from us, limiting its usefulness as a comparative measure. These non-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.

48. ***We intend to utilise a portion of the Net Proceeds for partially funding our capital expenditure, to expand our manufacturing capacity, which may be subject to the risk of unanticipated delays in implementation, cost overruns and other risks and uncertainties. Our inability to successfully implement such capacity expansion or any future capacity expansion plans could have a material adverse effect on our business, operations, prospects or financial results.***

We intend to use a portion of the Net Proceeds to set up a cable manufacturing facility for low tension, high tension and extra high voltage cables in Sanand, Ahmedabad, Gujarat (the "**Project**"). The total estimated cost for the Project is approximately ₹ 19,016.72 million and approximately ₹ 14,500.00 million is proposed to be used out of the Net Proceeds of the Issue as certified by RBSA Valuation Advisors LLP, pursuant to the project report titled "*Techno-Economic Viability*" dated [●], 2024 which is proposed to be funded from the Net Proceeds.

We cannot assure you that we will be able to complete the construction of the Projects within the expected estimated cost and on time which may result into cost escalations and time overruns. The Project will also require us to obtain various approvals including approvals which are routine in nature. For further details, see "*Use of Proceeds*" on page [●]. Further, in the event of any unanticipated delay in receipt of such approvals, the proposed schedule of implementation and deployment of the Net Proceeds may be extended or may vary accordingly. Expanding our current operations can be risky and expensive, and we cannot assure you that we may be successful in meeting the desired cost-efficiencies and any consequent growth in our business. Our inability to procure such approvals or machinery and equipment at acceptable prices or in a timely manner, may result in an increase in capital expenditure and / or in the extension of the proposed schedule implementation and deployment of Net Proceeds.

Further, we may be subject to operational challenges in implementing such expansion. We are yet to place orders for the total capital expenditure proposed to be undertaken. We have not entered into any definitive agreements to utilize the Net Proceeds and have relied on the quotations received from third parties for estimation of the cost. Additionally, we are yet to make payments or purchases for any of the plant and machinery forming part of the proposed capital expenditure. We have obtained the quotations from various vendors in relation to such capital expenditure; however most of these quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors, including financial and market condition, business and strategy, competition, negotiation with suppliers, variation in cost estimates on account of factors, including changes in design or configuration of the equipment and interest or exchange rate fluctuations and other external factors including changes in the price of the equipment due to variation in commodity prices which may not be within the control of our management. We cannot assure you that we will be able to undertake such capital expenditure within the cost indicated by such quotations or that there will not be cost escalations.

Capital expenditure incurred in relation to the manufacturing facilities is generally long term in nature and may not generate the expected returns due to market conditions or due to reduced demand from our customers. Significant adverse changes from our expected returns on investment in manufacturing facilities could have a material adverse effect on our business, prospects, operations, prospects or financial results.

49. ***Our Company may not be able to pay dividends in the future. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, profit after tax available for distribution, cash flows, working capital requirements and capital expenditure and the terms of our financing arrangements.***

Any dividends to be declared and paid in the future are required to be recommended by our Company's Board of Directors and approved by its Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. Our Company's ability to pay dividends in the future will depend upon our future results of operations, financial condition, profit after tax available for distribution, cash flows, sufficient profitability, working capital requirements and capital expenditure requirements. We cannot assure you that we will generate sufficient revenues to cover our operating expenses and, as such, pay dividends to our Company's shareholders in future consistent with our past practices, or at all.

50. ***Our funding requirements and the proposed deployment of Net Proceeds are not appraised by any bank, financial institution, or any other independent agency, and we have not entered into definitive agreements in relation to the objects of our Issue, which may affect our business and results of operations. Further,***

any variations in our funding requirements and the proposed deployment of Net Proceeds may affect our business and results of operations.

We intend to use the proceeds of the Issue towards (i) partial funding of setting up of a cable manufacturing facility in Sanand, Ahmedabad, Gujarat, (ii) repayment / pre-payment, in part or in full, of certain outstanding borrowings availed by our Company and (iii) general corporate purposes, as described in "*Use of Proceeds*" on page [●]. The objects of the Offer have not been appraised by any agency. Whilst a monitoring agency will be appointed for monitoring utilization of the Gross Proceeds, the proposed utilization of the Net Proceeds is based on current conditions, our business plans and internal management estimates and is subject to changes in external circumstances or costs, or in other financial condition, business or strategy, as discussed further below. Based on the competitive nature of our industry, we may have to revise our business plan and / or management estimates from time to time and consequently our funding requirements may also change. Accordingly, prospective investors in the Issue will need to rely upon our management's judgment with respect to the use of Net Proceeds. 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 capital expenditure and may have an adverse impact on our business, financial condition, results of operations and cash flows.

Various risks and uncertainties, such as economic trends and business requirements, competitive landscape, as well as general factors affecting our results of operations, financial condition and access to capital and including those set forth in this section, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business. Accordingly, use of the Net Proceeds for other purposes identified by our management may not result in actual growth of our business, increased profitability or an increase in the value of our business and your investment.

Further, certain information contained in this Preliminary Placement Document, such as our funding requirements and our intended use of the proceeds of the Issue, in addition to not being appraised by any bank, financial institution or agency are based on management estimates and internal management information systems and our business plan. We may also have to revise our funding estimates, future projects and the estimated commencement and completion dates of our future plans depending on future contingencies and events, including, among others: changes in laws and regulations; competition; receipt of statutory and regulatory approvals and permits; the ability of third parties to complete their services on schedule and on budget; delays, cost overruns or modifications to our future projects; commencement of new projects and new initiatives; and changes in our business plans due to prevailing economic conditions. As a consequence of any increased costs, our actual deployment of funds may be higher than our management estimates and may cause an additional burden on our finance plans, as a result of which, our business, financial condition, results of operations and cash flows could be materially and adversely impacted.

EXTERNAL RISK FACTORS

51. ***Changing laws, rules and regulations in India could lead to new compliance requirements that are uncertain.***

Our business, financial performance, cash flow and results of operations could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business. Our business, cash flows, results of operations and prospects may be adversely impacted, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. The regulatory and policy environment in which we operate are evolving and are subject to change. The GoI may implement new laws or other regulations and policies that could affect our business in general, which could lead to new compliance requirements, including requiring us to obtain approvals and licenses from the Government and other regulatory bodies, or impose onerous requirements.

We are subject to laws and government regulations, including in relation to safety, health, environmental protection and labour. For instance, the GoI has recently introduced the Code on Social Security, 2020 ("**Social Security Code**"); the Occupational Safety, Health and Working Conditions Code, 2020; the Industrial Relations Code, 2020 and the Code on Wages, 2019, which consolidate, subsume and replace numerous existing central labour legislations (collectively, the "**Labour Codes**"). Certain portions of the Code on Wages, 2019, have come into force upon notification by the Ministry of Labour and Employment. The remainder of these codes shall come into force on the day that the Government shall notify for this purpose. Different dates may also be appointed for the coming into force of different provisions of the Labour

Codes. While the rules for implementation under these codes have not been notified, we are yet to determine the impact of all or some such laws on our business and operations which may restrict our ability to grow our business in the future and increase our expenses. For instance, the Social Security Code provides that where an employee receives more than half (or such other percentage as may be notified by the Central Government) of their total remuneration in the form of allowances and other amounts that are not included within the definition of wages under the Social Security Code, the excess amount received shall be deemed as remuneration and accordingly be added to wages for the purposes of the Social Security Code.

Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations, cash flows, financial condition and prospects. For instance, the Supreme Court of India has in a decision clarified the components of basic wages which need to be considered by companies while making provident fund payments, which resulted in an increase in the provident fund payments to be made by companies. Any such decisions in future or any further changes in interpretation of laws may have an impact on our financial conditions, cash flows and results of operations.

52. ***Natural or man-made disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business.***

Natural disasters (such as typhoons, flooding and earthquakes), epidemics, pandemics and man-made disasters, including acts of war, terrorist attacks and other events such as political instability, including strikes, demonstrations, protests, marches or other types of civil disorder, many of which are beyond our control, may lead to economic instability, including in India or globally, which may in turn adversely affect our business, financial condition, cash flows and results of operations. Our operations may be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations.

A number of countries in Asia, including India, as well as countries in other parts of the world, are susceptible to contagious diseases and, for example, have had confirmed cases of diseases such as the highly pathogenic H7N9, H5N1 and H1N1 strains of influenza in birds and swine and more recently, the COVID-19. As a result, any future outbreak of a contagious disease could have an adverse effect on our business and the trading price of the Equity Shares.

53. ***The price of the Equity Shares may be volatile, and the investors may be unable to resell the Equity Shares at or above the Issue Price, or at all.***

Investors may not be able to sell our Equity Shares at the quoted price if there is no active trading in our Equity Shares. There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after the Issue could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Preliminary Placement Document. The market price of our Equity Shares may be influenced by many factors, some of which are beyond our control, including, among others:

- the activities of competitors and suppliers;
- future sales of the Equity Shares by us or our Shareholders;
- investor perception of us and the industry in which we operate;
- changes in accounting standards, policies, guidance, interpretations of principles;
- expectations of analysts that may not be in line with our financial performance;
- our quarterly or annual earnings or those of our competitors;
- developments affecting fiscal, industrial or environmental regulations

- the public's reaction to our press releases and adverse media reports; and
- change in Dividend policy.

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

54. ***Investors will be subject to market risks until the Equity Shares credited to the investor's demat account are listed and permitted to trade.***

Investors can start trading the Equity Shares allotted to them only after they have been credited to an investor's demat account, are listed and permitted to trade. Since the Equity Shares are currently traded on the Stock Exchanges, investors will be subject to market risk from the date they pay for the Equity Shares until the date when trading approval is granted for the same. Further, there can be no assurance that the Equity Shares allocated to an investor will be credited to the investor's demat account in a timely manner or that trading in the Equity Shares will commence in a timely manner. We cannot assure you that listing and trading approvals will be issued by the Stock Exchanges in a timely manner, or at all, or that trading in the Equity Shares will commence in a timely manner, or at all. If there is a failure or a delay in obtaining such approvals, we may not be able to credit the Equity Shares allotted to you to your Depository Participant account or assure ownership of such Equity Shares by you in any manner promptly after the Closing Date or at all. In any such event, your ownership over the Equity Shares allotted to you and your ability to dispose of any such Equity Shares may be restricted. For further information on issue procedure, see "*Issue Procedure*" on page [●].

55. ***A downgrade in ratings of India and other jurisdictions we operate in may affect the trading price of the Equity Shares.***

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

56. ***We may be affected by competition laws in India, the adverse application or interpretation of which could adversely affect our business.***

The Competition Act, 2002, of India, as amended ("**Competition Act**"), regulates practices having an appreciable adverse effect on competition in the relevant market in India ("**AAEC**"). Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an AAEC is considered void and may result in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or the provision of services or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or number of consumers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be also guilty of the contravention and may be punished.

Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. In the event we pursue an acquisition in the future, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations, cash flows and prospects. The manner in which the Competition Act and the CCI affect the business environment in India may also adversely affect our business, financial condition, cash flows and results of operations.

57. *Financial and political instability in other countries may cause increased volatility in Indian financial markets.*

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States of America, Europe and certain emerging economies in Asia. In particular, the ongoing military conflicts between Russia and Ukraine or Iran and Israel could result in increased volatility in, or damage to, the worldwide financial markets and economy. Increased economic volatility and trade restrictions could result in increased volatility in the markets for certain securities and commodities and may cause inflation. Any worldwide financial instability including possibility of default in the US debt market may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy.

In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term effect of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilising effects.

58. *The Indian tax regime has undergone substantial changes which could adversely affect our business and the trading price of the Equity Shares.*

The Government of India announced the union budget for Fiscal 2025, following which the Finance Bill, 2024 ("**Finance Bill**") was introduced in the Lok Sabha on February 1, 2024. Subsequently, the Finance Bill received the assent from the President of India and became the Finance Act, 2024, with effect from April 1, 2024 ("**Finance Act**"). Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning, investing or trading in the Equity Shares. There is no certainty on the impact that the Finance Act may have on our business and operations or on the industry in which we operate. 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.

We cannot predict whether any new tax laws or regulations impacting our services will be enacted, what the nature and impact of the specific terms of any such laws or regulations will be or whether if at all, any laws or regulations would have an adverse effect on our business. Further, any adverse order passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability. In addition, we are subject to tax related inquiries and claims.

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

Our financial statements are prepared in accordance with Ind AS. Ind AS differs in certain significant respects from IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. If our financial statements were to be prepared in accordance with such other accounting principles, our results of operations, cash flows and financial position may be substantially different. Prospective investors should review the accounting policies applied in the preparation of our financial statements, and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Preliminary Placement Document should be limited accordingly.

60. ***Any future issuance of Equity Shares, or convertible securities or other equity linked instruments by us may dilute your shareholding and sale of Equity Shares by shareholders with significant shareholding may adversely affect the trading price of the Equity Shares.***

We may be required to finance our growth through future equity offerings. Any future equity issuances by us, including a primary offering of Equity Shares, convertible securities or securities linked to Equity Shares including through exercise of employee stock options, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by our shareholders may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. There can be no assurance that we will not issue Equity Shares, convertible securities or securities linked to Equity Shares or that our Shareholders will not dispose of, pledge or encumber their Equity Shares in the future. Any future issuances could also dilute the value of your investment in the Equity Shares. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares.

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

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

However, if the law of the jurisdiction the investors are in, does not permit them to exercise their pre-emptive rights without our Company filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless our Company makes such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor's benefit. The value such custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emptive rights granted in respect of the Equity Shares held by them, their proportional interest in our Company would be reduced.

62. ***If inflation were to rise in India, we might not be able to increase the prices of our products at a proportional rate in order to pass costs on to our customers thereby reducing our margins.***

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

63. ***We may be subject to pre-emptive surveillance measures like Additional Surveillance Measures (ASM) and Graded Surveillance Measures (GSM) by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.***

SEBI and Stock Exchanges in order to enhance market integrity and safeguard interest of investors, have been introducing various enhanced pre-emptive surveillance measures. The main objective of these measures is to alert and advice investors to be extra cautious while dealing in these securities and advice market participants to carry out necessary due diligence while dealing in these securities. Accordingly, SEBI and Stock Exchanges have provided for (a) GSM on securities where such trading price of such securities is not commensurate with financial health and fundamentals such as earnings, book value, fixed assets, net-worth, price per equity multiple and market capitalization; and (b) ASM on securities with surveillance concerns based on objective parameters such as price and volume variation and volatility.

We may be subject to general market conditions which may include significant price and volume fluctuations. The price of our Equity Shares may also fluctuate after the Issue due to several factors such as volatility in the Indian and global securities market, our profitability and performance, performance of our competitors, changes in the estimates of our performance or any other political or economic factor. The occurrence of any of the abovementioned factors may trigger the parameters identified by SEBI and the Stock Exchanges for placing securities under the GSM or ASM framework such as net worth and net fixed assets of securities, high low variation in securities, client concentration and close to close price variation.

In the event our Equity Shares are covered under such pre-emptive surveillance measures implemented by SEBI and the Stock Exchanges, we may be subject to certain additional restrictions in relation to 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 market for and trading of our Equity Shares.

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company is generally taxable in India. A securities transaction tax ("**STT**") is levied on equity shares sold on an Indian stock exchange. Any capital gains exceeding ₹125,000, realized on the sale of listed equity shares on a recognised stock exchange, held for more than 12 months may be subject to long-term capital gains tax in India at the rate of 12.50% (plus applicable surcharge and cess). This beneficial provision is, inter alia, subject to payment of STT. Further any capital gains realised on the sale of listed equity shares of an Indian company, held for more than 12 months, which are sold using any platform other than a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India at the rate of 10% (plus applicable surcharge and cess), without indexation benefits.

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

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

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

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior approval of the RBI will be 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. We cannot assure investors that any required approval from the RBI or any other Indian government agency can be obtained on any particular terms, or at all. Further, due to possible delays in obtaining requisite approvals, investors in the Equity Shares may be prevented from realizing gains during periods of price increase or limiting losses during periods of price decline.

The Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of the Equity Shares will be paid in Indian Rupees and subsequently converted into appropriate foreign currency for repatriation. In addition, any adverse movement in exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the net proceeds received by shareholders.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Non-debt Rules, all investments under the foreign direct investment route by entities of a country or where the beneficial owner of the Equity Shares is situated in or is a citizen of any such country, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. While the term "beneficial owner" is defined under the Prevention of Money-Laundering (Maintenance of Records) Rules, 2005 and the General Financial Rules, 2017, neither the foreign direct investment policy nor the FEMA Rules provide a definition of the term "beneficial owner". The interpretation of "beneficial owner" and enforcement of this regulatory change involves certain uncertainties, which may have an adverse effect on our ability to raise foreign capital.

We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all. For further information, see "*Selling Restrictions"* and *"Purchaser Representations and Transfer Restrictions*" on pages [●] and [●].

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

The Equity Shares are subject to a daily circuit breaker imposed on listed companies by the Stock Exchanges in India, which does not allow transactions beyond a certain level of volatility in the price of the Equity Shares. This circuit breaker operates independently of the index-based, market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on our Company's circuit breaker applicable to the Equity Shares is set by the Stock Exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The Stock Exchanges may change the percentage limit of the circuit breaker from time to time without our Company's knowledge. This circuit breaker would effectively limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, we cannot assure you regarding the ability of Shareholders to sell the Equity Shares or the price at which Shareholders may be able to sell their Equity Shares, which may be adversely affected at a particular point in time.

67. ***Compliance with provisions of Foreign Account Tax Compliance Act may affect payments on the Equity Shares.***

The U.S. "Foreign Account Tax Compliance Act" (or "**FATCA**") imposes a new reporting regime and potentially, imposes a 30% withholding tax on certain "foreign passthru payments" made by certain non-U.S. financial institutions (including intermediaries).

If payments on the Equity Shares are made by such non-U.S. financial institutions (including intermediaries), this withholding may be imposed on such payments if made to any non-U.S. financial institution (including an intermediary) that is not otherwise exempt from FATCA or other holders who do not provide sufficient identifying information to the payer, to the extent such payments are considered "foreign passthru payments". Under current guidance, the term "foreign passthru payment" is not defined and it is therefore not clear whether and to what extent payments on the Equity Shares would be considered "foreign passthru payments". The United States has entered into intergovernmental agreements with many jurisdictions (including India) that modify the FATCA withholding regime described above. It is not yet clear how the intergovernmental agreements between the United States and these jurisdictions will address "foreign passthru payments" and whether such agreements will require us or other financial institutions to withhold or report on payments on the Equity Shares to the extent they are treated as "foreign passthru payments". Prospective investors should consult their tax advisors regarding the consequences of FATCA, or any intergovernmental agreement or non-U.S. legislation implementing FATCA, to their investment in Equity Shares.

68. ***U.S. holders should consider the impact of the passive foreign investment company ("PFIC") rules in connection with an investment in our Equity Shares.***

A non-U.S. corporation will be a PFIC if either (i) 75% or more of its gross income is passive income or (ii) 50% or more of the total value of its assets is attributable to assets, including cash, that produce or are held for the production of passive income. Our Company will be treated as owning its proportionate share of the assets and earning its proportionate share of the income of any other corporation in which it owns, directly or indirectly, 25% or more (by value) of the stock.

Based on the current and expected composition of our Company's and the Subsidiaries income and assets, including the expected cash proceeds from this offering, our Company does not expect to be a PFIC for the current year or any future years. However, no assurance can be given that our Company will or will not be considered a PFIC in the current or future years. The determination of whether or not our Company is a PFIC is a factual determination that is made annually after the end of each taxable year, and there can be no assurance that our Company will not be considered a PFIC in the current taxable year or any future taxable year because, among other reasons, (i) the composition of our Company's and the Subsidiaries' income and assets will vary over time, and (ii) the manner of the application of relevant rules is uncertain in several respects. Further, our Company's PFIC status may depend on the market price of its Equity Shares, which may fluctuate considerably.

MARKET PRICE INFORMATION

As on the date of this Preliminary Placement Document, 90,289,438 Equity Shares have been issued, subscribed and paid up. The Equity Shares have been listed on CSE since March 30, 1995, on BSE since March 31, 1995, and on NSE since March 23, 2006.

As of November 22, 2024, the closing price of the Equity Shares on BSE and NSE was ₹ 3,992.50 and ₹ 3,994.85 per Equity Share, respectively, and there has been no trading on CSE on such date. Since the Equity Shares are available for trading on BSE and NSE, the market price and other information for each of BSE and NSE has been given separately.

(i) The following tables set forth the reported high, low and average of the closing prices and the trading volumes of the Equity Shares on the Stock Exchanges on the dates on which such high and low prices were recorded for the following periods:

BSE

Fiscal	High (₹)	Date of high	Number of Equity Shares traded on date of high	Total Turnover of Equity Shares traded on date of high (₹ in million)	Low (₹)	Date of Low	No. of Equity Shares traded on date of low	Total Turnover of Equity Shares traded on date of low (₹ in million)	Average price for the year (₹)
2024*	3,477.70	March 27, 2024	10,953	38.58	1,696.15	April 3, 2023	6,547	11.12	2,629.41
2023**	1,719.00	March 6, 2023	24,073	41.45	1,053.65	May 12, 2022	26,202	27.96	1,429.10
2022***	1,264.40	March 31, 2022	76,634	96.25	484.70	April 19, 2021	15,204	7.43	873.57

(Source: www.bseindia.com)

Notes:

1. *High price, low price indicates and average prices are based on the daily closing prices, for the respective periods.*
2. *In the case of a year, average represents the average of the closing prices of all trading days of each year.*
3. *In case of two days with the same high or low price, the date with the higher volume has been chosen.*

* *12 months period commencing from April 1, 2023 and ending on March 31, 2024.*

** *12 months period commencing from April 1, 2022 and ending on March 31, 2023.*

*** *12 months period commencing from April 1, 2021 and ending on March 31, 2022.*

NSE

Fiscal	High (₹)	Date of high	No. of Equity Shares traded on date of high	Total Turnover of Equity Shares traded on date of high (₹ in million)	Low (₹)	Date of Low	No. of Equity Shares traded on date of low	Total Turnover of Equity Shares traded on date of low (₹ in million)	Average price for the year (₹)
2024*	3,476.30	March 27, 2024	566,239	1,981.94	1,696.70	April 3, 2023	59,470	101.04	2,629.85
2023**	1,718.15	March 6, 2023	204,449	352.16	1,053.60	May 12, 2022	153,638	163.42	1,429.07
2022***	1,261.00	March 31, 2022	1,305,492	1,646.17	485.95	April 19, 2021	148,380	72.60	873.58

(Source: www.nseindia.com)

Notes:

1. *High price, low price indicates and average prices are based on the daily closing prices, for the respective periods.*
2. *In the case of a year, average represents the average of the closing prices of all trading days of each year.*
3. *In case of two days with the same high or low price, the date with the higher volume has been chosen.*

* *12 months period commencing from April 1, 2023 and ending on March 31, 2024.*

** *12 months period commencing from April 1, 2022 and ending on March 31, 2023.*

*** *12 months period commencing from April 1, 2021 and ending on March 31, 2022.*

CSE

No Equity Shares have been traded on CSE during the above periods.

(ii) The following tables set forth the reported high, low and average closing prices and the trading volumes of the Equity Shares on the Stock Exchanges on the dates on which such high and low prices were recorded and the total trading turnover for the following periods during each of the last six months, as applicable:

BSE

Month	High (₹)	Date of High	No. of Equity Shares traded on date of high	Total Turnover of Equity Shares traded on date of high (₹ in millions)	Low (₹)	Date of Low	No. of Equity Shares traded on date of low	Total Turnover of Equity Shares traded on date of low (₹ in millions)	Average price for the month (₹)	Equity Shares traded in the month	
										Volume	Turnover (₹ in millions)
October	4,686.90	October 15, 2024	11,183	52.07	3,795.80	October 29, 2024	15,872	59.82	4,182.98	383,623	1,596.12
September	4,511.25	September 2, 2024	5,526	25.17	4,198.30	September 26, 2024	3,095	13.02	4,372.56	180,532	785.40
August	4,708.10	August 20, 2024	92,528	429.77	4,014.95	August 6, 2024	9,808	39.66	4,391.09	303,200	1,341.86
July	4,687.40	July 5, 2024	8,465	39.73	4,012.25	July 19, 2024	48,869	200.59	4,413.05	318,971	1,382.35
June	4,821.95	June 13, 2024	21,202	102.33	4,069.30	June 4, 2024	16,180	65.19	4,447.11	364,525	1,623.61
May	4,292.20	May 24, 2024	6,162	26.47	3,775.25	May 8, 2024	8,620	32.51	4,059.93	286,388	1,154.07

(Source: www.bseindia.com)
Notes:
1. *High, low and average prices are based on the daily closing prices.*
2. *In the case of a year, average represents the average of the closing prices of all trading days of each year presented.*
3. *In case of two days with the same high or low price, the date with the higher volume has been chosen.*

NSE

Month	High (₹)	Date of High	No. of Equity Shares traded on date of high	Total Turnover of Equity Shares traded on date of high (₹ in millions)	Low (₹)	Date of Low	No. of Equity Shares traded on date of low	Total Turnover of Equity Shares traded on date of low (₹ in millions)	Average price for the month (₹)	Equity Shares traded in the month	
										Volume	Turnover (₹ in millions)
October	4,690.65	October 15, 2024	420,269	1,950.99	3,792.40	October 29, 2024	295,822	1,117.59	4,182.49	10,383,556	43,510.83
September	4,512.20	September 2, 2024	93,293	424.44	4,196.80	September 26, 2024	148,166	623.58	4,372.21	5,043,867	21,907.40
August	4,709.00	August 20, 2024	1,460,593	6,797.93	3,988.95	August 6, 2024	248,884	1,002.14	4,391.24	4,521,018	20,205.48
July	4,691.45	July 5, 2024	263,431	1,240.23	4,011.85	July 19, 2024	595,668	2,435.18	4,414.59	5,703,756	24,893.26
June	4,825.90	June 13, 2024	488,106	2,356.36	4,068.90	June 4, 2024	401,664	1,621.01	4,446.59	7,092,773	31,812.73
May	4,286.30	May 23, 2024	204,554	866.96	3,773.35	May 8, 2024	264,257	996.50	4,059.89	5,034,990	20,328.89

(Source: www.nseindia.com)
Notes:
1. *High, low and average prices are based on the daily closing prices.*
2. *In the case of a year, average represents the average of the closing prices of all trading days of each year presented.*
3. *In case of two days with the same high or low price, the date with the higher volume has been chosen.*

CSE

No Equity Shares have been traded on CSE during the above periods.

(iii) The following tables set forth the market price on the Stock Exchanges on October 16, 2024, the first working day following the approval of the Board for the Issue:

BSE

Open (₹)	High (₹)	Low (₹)	Close (₹)	Number of Equity Shares traded	Turnover (₹ in millions)
4,599.95	4,599.95	4,148.55	4,381.40	62,980	274.12

(Source: www.bseindia.com)

NSE

Open (₹)	High (₹)	Low (₹)	Close (₹)	Number of Equity Shares traded	Turnover (₹ in millions)
4,589.95	4,590.00	4,151.40	4,384.80	25,39,999	11,026.78

(Source: www.nseindia.com)

CSE

No Equity Shares have been traded on CSE on the above date.

In the event the high or low or closing price of the Equity shares are the same on more than one day, the day on which there has been higher volume of trading has been considered for the purposes of this chapter.

USE OF PROCEEDS

The Gross Proceeds of the Issue will aggregate up to ₹ [●] million. Subject to compliance with applicable laws, the Net Proceeds from the Issue, after deducting fees, commissions and expenses of the Issue of approximately ₹ [●] million, shall be approximately ₹ [●] million ("**Net Proceeds**").

Purpose of the Issue

Subject to compliance with applicable laws and regulations, we intend to utilise the Net Proceeds towards the following objects:

1. Partial funding for setting up a cable manufacturing facility at Sanand, Ahmedabad, Gujarat;
2. Repayment / pre-payment, in part or in full, of certain outstanding borrowings availed by our Company; and
3. General corporate purposes.

(collectively, referred to hereinafter as the "**Objects**").

Our main objects and objects incidental or ancillary to the attainment of the main objects of our Memorandum of Association enable us to undertake (i) our existing business activities and other activities set out therein; and (ii) the activities proposed to be funded from the Net Proceeds.

Utilisation of Net Proceeds

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

S. No.	Particulars	Amount (₹ in million)
1.	Partial funding for setting up a cable manufacturing facility at Sanand, Ahmedabad, Gujarat	14,500.00
2.	Repayment / pre-payment, in part or in full, of certain outstanding borrowings availed by our Company	2,759.89
3.	General corporate purposes*	[●]
Total Net Proceeds^		[●]

The amount to be utilised for general corporate purposes alone shall not exceed 25% of the gross proceeds of the Issue.
^*To be determined upon finalisation of the Issue Price and shall be updated in the Placement Document.*

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 set forth in the table below:

(₹ in million)

S. No.	Particulars	Amount to be funded from Net proceeds (₹ in million)	Estimated deployment of Net Proceeds	
			Fiscal 2025	Fiscal 2026
1.	Partial funding for setting up a cable manufacturing facility at Sanand, Ahmedabad, Gujarat	14,500.00	8,490.11	6,009.89
2.	Repayment / pre-payment, in part or in full, of certain outstanding borrowings availed by our Company	2,759.89	2,759.89	-
3.	General corporate purposes*	[●]	[●]	[●]
Total Net Proceeds^		[●]	[●]	[●]

The amount to be utilised for general corporate purposes alone shall not exceed 25% of the gross proceeds of the Issue.
^*To be determined upon finalisation of the Issue Price and shall be updated in the Placement Document.*

The funding requirement, proposed deployment of funds and the intended use of the Net Proceeds set out above is based on our current business plan, internal management estimates, current circumstances of our business, prevailing market conditions, and other commercial and technical considerations. However, these fund requirements and the proposed deployment of Net Proceeds have not been appraised by any bank or financial institution or independent agency or the Book Running Lead Managers, in connection with the Issue. For further details, see "*Risk Factors – Our funding requirements and the proposed deployment of Net Proceeds are not appraised by any bank, financial institution, or any other independent agency, and we have not entered into* *definitive agreements in relation to the objects of our Issue, which may affect our business and results of operations. Further, any variations in our funding requirements and the proposed deployment of Net Proceeds may affect our business and results of operations.*" on page [●]. We may have to revise our fund requirements and deployment on account of a variety of factors, such as our financial and market conditions, price fluctuation, interest rates fluctuation, changes in business strategy, access to capital, competitive landscape and other external factors, such as changes in the business environment or regulatory climate, which may not be within the control of our management. This may also entail rescheduling of the proposed deployment of the Net Proceeds at the discretion of our management, subject to compliance with applicable laws. Furthermore, our historical expenditure may not be reflective of our future expenditure plans.

Further, in the event, the Net Proceeds are not utilized (in full or in part) for the Objects of the Issue during the period stated above due to any reason, including (i) the timing of completion of the Issue; (ii) market conditions outside the control of our Company; and (iii) any other economic, business and commercial considerations, the remaining Net Proceeds shall be utilized in subsequent periods in such manner as may be determined by our Company, in accordance with applicable laws. Further, the fund requirements set out above are basis our estimates and our Company retains the rights to use the Net Proceeds specified against one Object towards meeting the requirements under another Object. If the actual utilisation towards the Objects is lower than the proposed deployment, such balance will be used towards general corporate purposes subject to the total amount to be utilised towards general corporate purposes not exceeding 25% of the Gross Proceeds. Our Company's management shall have flexibility in utilising surplus amounts, if any, in a manner as may be approved by our Board or a duly appointed committee from time to time, in accordance with applicable law. Subject to compliance with applicable laws, in case of any variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed from internal accruals, additional equity and/or debt arrangements.

Details of Objects

1. Partial funding of setting up of a cable manufacturing facility at Sanand, Ahmedabad, Gujarat

Our Company proposes to utilize ₹ 14,500.00 million from the Net Proceeds for funding our capital expenditure requirement for setting up of a cable manufacturing facility at Plot No. 1012 – 1023, Sanand-II, Bol Engineering Industrial Estate GIDC, Ahmedabad - 382 170, Gujarat, India ("**Sanand Facility**"). The setting up of the proposed cable manufacturing facility has been approved by our Board, through the Fund Raising Committee pursuant to its resolution dated [●], 2024. The Sanand Facility is aimed at supporting our Company's future growth by increasing production capacity for high-demand products. The Sanand facility will enable our Company to cater to the growing market demand and strengthen our position in the industry, by increasing our our low tension, high tension and EHV cables manufacturing capacity. For further details in relation to focus on capacity expansion, please see "*Our Business – Strategies*" on page [●]. RBSA Valuation Advisors LLP ("**RBSA**") have been appointed to conduct a techno-economic viability study for evaluation of setting up of the Sanand Facility.

Estimated project cost

The total estimated cost of setting up of the Sanand Facility is ₹ 19,016.72 million (inclusive of applicable taxes), as certified by RBSA, in the RBSA Report, towards which our Company has already spent ₹ 4,158.26 million. Our Company intends to fund ₹ 14,500.00 million of the estimated cost from the Net Proceeds, with the remainder to be funded from internal accruals of our Company. The detailed break-down of the estimated cost towards setting up of the Sanand Facility is set forth below:

S. No.	Particulars	Total estimated cost (₹ in million)	Amount deployed until November 21, 2024 (₹ in million)*	Amount to be deployed (₹ in million)	
				Fiscal 2025 – after November 21, 2024	Fiscal 2026
1.	Land & site development	1,445.09	1,445.09	-	-
2.	Building & civil works	6,593.75	1,702.78	3,067.28	1,823.69
3.	Electrical installations	2,459.97	40.42	1,152.88	1,266.67
4.	Plant & machinery	7,825.33	885.79	4,210.04	2,729.50

S. No.	Particulars	Total estimated cost (₹ in million)	Amount deployed until November 21, 2024 (₹ in million)*	Amount to be deployed (₹ in million)	
				Fiscal 2025 – after November 21, 2024	Fiscal 2026
5.	Miscellaneous fixed assets(1)	250.00	4.41	155.29	90.30
6.	Escalation & contingencies(2)	342.58	-	-	342.58
7.	Pre-operative expenses and others (3)	100.00	79.77	20.23	-
	Total	**19,016.72**	**4,158.26**	**8,605.72**	**6,252.74**

(1) Miscellaneous fixed assets include furniture & fixtures, vehicles, office equipment etc.
(2) Escalation & contingencies includes any anticipated escalation in prices, currency fluctuation, unforeseen scope changes, regulatory changes etc.
(3) This comprises of, among others, interest on term loans, bank charges, insurance expenses, rent, staff salary, government approval fees, etc.
Note: The estimate of project cost for plant and machineries and electrical installation has been considered without GST as the input tax credit can be claimed by our Company under GST laws. However, the same is not applicable for building and other assets project cost.
** As certified by the Statutory Auditors by way of certificate dated [●].*

Land & site development

The Sanand Facility is being set-up at the land site located Plot No. 1012 – 1023, Sanand-II, Bol Engineering Industrial Estate GIDC, Ahmedabad - 382 170, Gujarat, India, which is held by us on a leasehold basis for a term of 99 years, pursuant to lease deed dated January 2, 2024, executed between our Company and the Gujarat Industrial Development Corporation. The landsite admeasures 282,616 square meters and built-up area of 208,373 square meters and is located at the Sanand-II Industrial Estate. There is no relationship between the entity from whom this land has been leased from and our Promoters, Directors, KMP and Senior Management. No component of the Net Proceeds shall be incurred or utilized towards funding the lease payments for this land.

Building & civil works

The total cost and basis of this estimation for building and civil works in relation to setting up of the Sanand Facility, as set out in the RBSA Report, has been summarized below:

Total cost (in ₹ million)	Details and basis of estimation of cost
6,593.75	This comprises costs of architect services, supply and erection of pre-fabricated building, mass filling and construction of factory building and related structures, project management consultancy services, among others. The estimated cost has been arrived at basis purchase orders issued to, or quotations obtained from service providers such as IPS-MEHTALIA Private Limited, Shilpkaar Architects Private Limited., Kirby Building Systems & Structures, Suroj Buildcon Private Limited., Jones Lang Lasalle Property Consultant, Jay Earth Movers, Hi Tech Competent Builders Private. Limited, among others.

However, the actual cost may vary as per the changes in the approved and final layout plan.

Electrical installations

The total cost and basis of this estimation for electrical installations in relation to setting up of the Sanand Facility, as set out in the RBSA Report, has been summarized below:

Total cost (in ₹ million)	Details and basis of estimation of cost
2,459.97	This comprises costs of transformers, generators, heating, ventilation, and air conditioning (HVAC) systems, switchyard, panels and mechanical, electrical, and plumbing (MEP) services, among others.

Total cost (in ₹ million)	Details and basis of estimation of cost
	The estimated cost has been arrived at basis purchase orders issued to, or quotations obtained from service providers such as Jai Power Control, Siemens Ltd., Continental Cooling Company, Sudhir Power Project Limited, Reillo Power India Private. Limited., Advance Panels & Switchgears Private Limited and Orbittal Electromech Engineering Projects Private. Limited., among others.

Plant & machinery

A detailed break-up of the estimated cost of the plant and machinery required for the Sanand Facility based on the purchase orders issued or quotation obtained, is provided below. The total cost of the plant and machinery is inclusive of freight, insurance and clearing charges calculated based on our internal estimates and past experiences, at the rate of 2% of the basic cost:

LV / MV Shed

S. No.	Name of the supplier	LV / MV Shed Machine Description	Process	Date of order / quotation	Total amount* (in ₹ million)
1.	Supermac Industries (India) Limited	CCV Hybrid Line	Mv insulation	10-02-2024	39.13
2.	Supermac Industries (India) Limited	CCV Hybrid Line	Mv insulation	10-02-2024	39.13
3.	Victory Plant & Machinery Pvt. Ltd	3000/3500 mm Drum Twister Laid up Machine	Laying up	10-11-2023	53.04
4.	Victory Plant & Machinery Pvt. Ltd	3000/3500 mm Drum Twister Laid up Machine	Laying up	10-11-2023	53.04
5.	Victory Plant & Machinery Pvt. Ltd	2500/3500 mm LV Drum Twister Line	Laying up	10-11-2023	45.90
6.	Victory Plant & Machinery Pvt. Ltd	2500/3500 mm LV Drum Twister Line	Laying up	10-11-2023	45.90
7.	Shree Ambika Cable Machine (P) Ltd	37 Bobbin Rigid Type STRANDING Machine	Stranding	29-12-2023	23.87
8.	Niehoff of India Pvt Ltd	8 WIRE MULTI WIRE Production Line	Wire drawing	27-04-2024	43.35
9.	Truemac Extrusion System	80+120+80 mm MV SIOPLAS Insulation	Mv core extrusion	03-08-2024	25.50
10.	Mayfair Machinekraft P. Ltd	1250/2000 mm Drum Twister Laying up Machine	Laying up	25-12-2023	12.24
11.	Mayfair Machinekraft P. Ltd	1250/2000 mm Drum Twister Laying up Machine	Laying up	25-12-2023	12.24
12.	Mayfair Machinekraft P. Ltd	1250/1600 mm Drum Twister Cantilever type Machine	Laying up	25-12-2023	11.22
13.	Mayfair Machinekraft P. Ltd	1250/1600 mm Drum Twister Cantilever type Machine	Laying up	25-12-2023	11.22
14.	Shree Ambika Cable Machine (P) Ltd	37 Bobbin Rigid Type STRANDING Machine	Stranding	29-12-2023	23.87
15.	Shree Ambika Cable Machine (P) Ltd	37 Bobbin Rigid Type STRANDING Machine	Stranding	29-12-2023	23.87
16.	Shree Ambika Cable Machine (P) Ltd	61 Bobbin Rigid Type STRANDING Machine	Stranding	29-12-2023	34.07
17.	Shree Ambika Cable Machine (P) Ltd	61 Bobbin Rigid Type STRANDING Machine	Stranding	29-12-2023	34.07
18.	Electromech Material Handlig Pvt. Ltd	EOT Cranes	Material handling	05-04-2024	52.18
19.	Electromech Material Handlig Pvt. Ltd	ERECTION & COMMISSIONING of EOT Cranes	Material handling	08-04-2024	5.36
20.	Andhra Machine Industries	2 wire Line 13 die RBD Line	Wire drawing	01-04-2024	27.54
21.	Andhra Machine Industries	2 wire Line 13 die RBD Line	Wire drawing	01-04-2024	24.38
22.	Andhra Machine Industries	Intermediary- Wire Drawing Machine	Wire drawing	09-08-2024	4.28
23.	Victory Plant & Machinery Pvt. Ltd	80B x 630 mm Planeary Cage Armouring Machine	Armouring	04-06-2024	66.30
24.	Protomac Extrusion Private Limited	100MM +50MM Insulation Line| EXT 100+Ext45	Insulation extrusion lv	24-05-2024	14.49
25.	Protomac Extrusion Private Limited	120MM +65MM Insulation Line| EXT 120+Ext60	Insulation extrusion lv	24-05-2024	16.94
26.	Protomac Extrusion Private Limited	120MM +65MM Insulation Line| EXT 120+Ext60	Insulation Extrusion lv	24-05-2024	16.61
27.	Protomac Extrusion Private Limited	120MM Insulation Line| 120 EXT-3	Insulation extrusion lv	24-05-2024	14.91
28.	Protomac Extrusion Private Limited	120MM Inner Sheath Line| 120 EXT-3	Sheath extrusion	24-05-2024	14.44
29.	Protomac Extrusion Private Limited	150MM -100MM outer sheath Line| EXT 150+Ext90	Sheath extrusion	24-05-2024	25.84
30.	Sarvasv Machinery & Equipments Pvt Ltd	48 Bobbin (630mm) Rigid Armour Machine	Armouring	07-06-2024	23.46
31.	Sarvasv Machinery & Equipments Pvt Ltd	48 Bobbin (630mm) Rigid Armour Machine	Armouring	07-06-2024	23.46

S. No.	Name of the supplier	LV / MV Shed Machine Description	Process	Date of order / quotation	Total amount* (in ₹ million)
32.	Sarvasv Machinery & Equipments Pvt Ltd	54 Bobbin (630mm) Rigid Armour Machine	Armouring	07-06-2024	24.48
33.	Sarvasv Machinery & Equipments Pvt Ltd	60 Bobbin (630mm) Rigid Armour Machine	Armouring	07-06-2024	25.50
34.	Sarvasv Machinery & Equipments Pvt Ltd	60 Bobbin (630mm) Rigid Armour Machine	Armouring	07-06-2024	25.50
35.	Truemac Extrusion System	120 MM Extruder	Sheath extrusion	02-08-2024	15.81
36.	Truemac Extrusion System	120 MM Extruder	Sheath extrusion	02-08-2024	15.81
37.	Truemac Extrusion System	120 MM Extruder	Sheath Extrusion	02-08-2024	15.81
38.	Truemac Extrusion System	120 MM Extruder	Sheath extrusion	02-08-2024	15.81
39.	Truemac Extrusion System	120 MM Extruder	Sheath extrusion	02-08-2024	14.79
40.	Truemac Extrusion System	150 MM Extruder	Sheath Extrusion	02-08-2024	22.95
41.	Truemac Extrusion System	150 MM Extruder	Sheath extrusion	02-08-2024	22.95
42.	Hitech Machines	48 ARMOURING Machine (Rigid type)	Armouring	04-07-2024	25.50
43.	Sarvasv Machinery & Equipments Pvt	60 Bobbin (630mm) Rigid Armour Machine	Armouring	12-07-2024	25.50
44.	Sarvasv Machinery & Equipments Pvt	48 wire ARMOURING Machine	Armouring	12-07-2024	22.49
45.	Napoo	72 ARMOURING Machine	Armouring	22-12-2023	29.07
46.	Truemac Extrusion System	150MM Extruder	Sheath extrusion	30-05-2024	21.42
47.	Shree Ambika Cable Machine (P) Ltd[#]	37 Bobbin Rigid Type STRANDING Machine	Stranding	29-12-2023	23.87
48.	Andhra Machine Industries	Single Wire Line 11 Die RBD Line with All accessories	Wire drawing	31.03.2024	24.23
49.	Protomac Extrusion Pvt Limited	100MM Extruder	Insulation extrusion lv	17-05-2024	12.24
50.	Electromech Material Handlig Pvt. Ltd	Goliath cranes	Material Handling	06-10-2023	31.18
51.	Protomac Extrusion Pvt Limited	Rewinding Line 2000mm/1200 mm- 10MT	Cable rewinding	11-10-2024	67.32[(1)]
52.	Lift- Tech Materials Movement	Goods Lift Lifts	Material handling	26-10-2023	10.85[(2)]
53.	Action Construction Equipment Ltd	Hydraulic Mobile Crane	Material handling	12-10-2024	8.16[(3)]
54.	Kion India Private Limited	8 Tone Forklifts	Material handling	10-10-2024	14.84[(4)]
55.	Mahindra “Stiller” Auto Trucks Ltd.	Pallet Truck- 2500kg Capacity	Material handling	06-01-2024	4.48[(5)]
56.	Rectifiers & Electronics Pvt. Ltd.	AC HV Spark Tester 20KV	Test lab	09-10-2024	20.39[(6)]
57.	Sa Associates	Testing Equipments	Test lab	10-10-2024	15.03[(7)]
58.	SK Engineering Works	LT Curing Tank	Curing	05-10-2024	4.90
59.	Protomac Extrusion Private Limited[#]	120MM +65MM Insulation Line| EXT 120+Ext60	Insulation Extrusion lv	24-05-2024	49.82[(8)]
60.	Dhiraj Enterprises	Goods Lift 2 Ton	Material handling	27-08-2024	1.94
61.	Troester Gmbh & Co.	CCV Line- 66 KV	Mv insulation	10-10-2023	125.69
62.	Troester Gmbh & Co.	CCV Line- 66 KV	Mv insulation	10-10-2023	125.69
63.	Shanghai Znh Cable Technology Co.Lt	CPD 3500 Drum Twister with caterpiller	Armouring	12-07-2024	40.64
64.	Shanghai Znh Cable Technology Co.Lt	PRT Concentric Taping Machine	Cu taping	12-07-2024	3.22
65.	Shanghai Znh Cable Technology Co.Lt	PRT Concentric Taping Machine	Cu taping	12-07-2024	3.22

S. No.	Name of the supplier	LV / MV Shed Machine Description	Process	Date of order / quotation	Total amount* (in ₹ million)
66.	Setic	Heavy Duty 2000mm Double Twist Stranding Line for 19 wire type TC 2000	Laying up	23-01-2024	58.56
67.	Setic	Heavy Duty 2000mm Double Twist Stranding Line for 37 wire type TC 2000	Laying up	23-01-2024	91.52
68.	Pioneer Machinery	Double Twist Stranding Machine 19 Wire	Stranding	12.12.2023	65.24
69.	Pioneer Machinery	Double Twist Stranding Machine 37 Wire	Stranding	12.12.2023	89.66
					2,077.91

** The total cost is inclusive of freight, insurance and clearing charges calculated based on our internal estimates and past experiences, at the rate of 2% of the basic cost.*
 # Cost has been estimated basis the price set out in the purchase orders previously issued by us to the respective sellers.
(1) Quotation has been obtained for one unit of this equipment. Total cost has been estimated based on this quotation considering that 22 units of this equipment are proposed to be purchased.
(2) Quotation has been obtained for one unit of this equipment. Total cost has been estimated based on this quotation considering that 4 units of this equipment are proposed to be purchased.
(3) Quotation has been obtained for one unit of this equipment. Total cost has been estimated based on this quotation considering that 5 units of this equipment are proposed to be purchased.
(4) Quotation has been obtained for one unit of this equipment. Total cost has been estimated based on this quotation considering that 5 units of this equipment are proposed to be purchased.
(5) Quotation has been obtained for one unit of this equipment. Total cost has been estimated based on this quotation considering that 10 units of this equipment are proposed to be purchased.
(6) Quotation has been obtained for one unit of this equipment. Total cost has been estimated based on this quotation considering that 68 units of this equipment are proposed to be purchased.
(7) Quotation has been obtained for one unit of this equipment. Total cost has been estimated based on this quotation considering that 2 units of this equipment are proposed to be purchased.
(8) Quotation has been obtained for one unit of this equipment. Total cost has been estimated based on this quotation considering that 3 units of this equipment are proposed to be purchased.

EHV / MV Shed

S. No.	Name of the supplier	EHV / MV Shed Machine Description	Process	Date of order / quotation	Total amount* (in ₹ million)
1.	Labotek Plastics Auxiliaries India	Octabin unloading system with Glovebox Compartment	Octabin unloading system	20-07-2024	2.44
2.	Victory Plant & Machinery Pvt. Ltd	3000/3500 mm MV Drum Twister Millikan Line	Laying up	10-11-2023	63.24
3.	Shree Ambika Cable Machine (P) Ltd	61 Bobbin Rigid Type STRANDING Machine	Stranding	29-12-2023	34.07
4.	Niehoff of India Pvt Ltd	2 Wire RBD Line Type 85 MM	Wire drawing	09-08-2024	52.84
5.	Andhra Machine Industries	Semi Automatic Dual Spooler	Wire drawing	01-04-2024	27.54
6.	Electromech Material Handlig Pvt. Ltd	GOLIATH Indoor EOT Cranes 100 Ton, 35 Mtr	Material handling	05-04-2024	57.75
7.	Electromech Material Handlig Pvt. Ltd	GOLIATH Outdoor EOT Cranes 100 Ton, 16 Mtr	Material handling	05-04-2024	33.71
8.	Electromech Material Handlig Pvt. Ltd	ERRECTION & COMMISSIONING of EOT Cranes	Material handling	08-04-2024	7.72
9.	Niehoff of India Pvt Ltd	8 WIRE MULTI WIRE Production Line	Wire drawing	27-04-2024	43.35
10.	Victory Plant & Machinery Pvt. Ltd	60B x 630 mm ARMOURING Machine	Armouring	03-06-2024	50.49
11.	Victory Plant & Machinery Pvt. Ltd	96B x 630 mm ARMOURING Machine	Armouring	03-06-2024	66.30
12.	Victory Plant & Machinery Pvt. Ltd	48B x 630 mm ARMOURING Machine	Armouring	03-06-2024	39.27
13.	Protomac Extrusion Private Limited	120mm Inner Sheath Line| EXT 120	Sheath extrusion	24-05-2024	18.49
14.	Protomac Extrusion Private Limited	120+ 65MM Inner Sheath Line| EXT 120 EXT-60	Sheath extrusion	24-05-2024	20.26
15.	Protomac Extrusion Private Limited	150- 100MM Inner Sheath Line| EXT 150 EXT-90	Sheath extrusion	24-05-2024	28.39
16.	Protomac Extrusion Private Limited	150- 100MM Inner Sheath Line| EXT 150 EXT-90	Sheath extrusion	24-05-2024	27.65
17.	Protomac Extrusion Private Limited	80+120+80 MM MVCC/ Sioplas Line	Mv core extrusion	07-06-2024	25.50
18.	Victory Plant & Machinery Pvt. Ltd	60B x 630 mm Screening Line	Armouring	27-06-2024	48.45

S. No.	Name of the supplier	EHV / MV Shed Machine Description	Process	Date of order / quotation	Total amount* (in ₹ million)
19.	Andhra Machine Industries	2 Wire Line 13 Die RB Line	Wire drawing	10-02-2024	16.42
20.	Supermac Industries (India) Limited	65+120+80 MM MVCC/ Sioplas Line	Mv core extrusion	25-08-2023	41.14
21.	Protomac Extrusion Pvt Limited	150MM Extruder	Sheath extrusion	19-05-2024	25.50
22.	Protomac Extrusion Pvt Limited	150MM Extruder	Sheath extrusion	17-05-2024	24.48
23.	Protomac Extrusion Pvt Limited	150MM Extruder	Sheath extrusion	17-05-2024	24.48
24.	Napoo	84B ARMOURING Machine	Armouring	12-12-2023	33.66
25.	Shree Ambika Cable Machine (P) Ltd#	61 Bobbin Rigid Type STRANDING Machine	Stranding	29-12-2023	34.07
26.	Protomac Extrusion Pvt Limited	150MM Extruder	Sheath extrusion	19-05-2024	25.50
27.	Protomac Extrusion Pvt Limited	150MM Extruder	Ext(op) nylon extrusion	17-05-2024	24.48
28.	Victory Plant & Machinery Pvt. Ltd#	3000/3500 mm MV Drum Twister Millikan Line	Laying up	10-11-2023	126.48
29.	Sarvasv Machinery & Equipments Pvt#	60 Bobbin (630mm) Rigid Armour Machine	Armouring	07-06-2024	25.50
30.	Jyoti Engineering Work & Shanghai Znh Cable Technology Co.LT#	PRT Concentric Taping Machine	Copper taping	30-08-2024	7.09
31.	Jyoti Engineering Work & Shanghai Znh Cable Technology Co.LT#	PRT Concentric Taping Machine	Copper taping	30-08-2024	7.09
32.	Protomac Extrusion	Rewinding Line 4500mm/2400 mm- 60MT	Cable rewinding	11-10-2024	12.24
33.	Protomac Extrusion	Rewinding Line 4500mm/2400 mm- 60MT	Cable rewinding	11-10-2024	12.24
34.	Protomac Extrusion	Rewinding Line 4000mm/2400 mm- 40MT	Cable rewinding	11-10-2024	9.18
35.	Protomac Extrusion	Rewinding Line 4000mm/2400 mm- 40MT	Cable rewinding	11-10-2024	9.18
36.	Protomac Extrusion	Rewinding Line 3000mm/2400 mm- 25MT	Cable rewinding	11-10-2024	5.10
37.	Protomac Extrusion	Rewinding Line 3000mm/2400 mm- 25MT	Cable rewinding	11-10-2024	5.10
38.	Tk Elevator India	GOODS LIFTS with Accessories	Material handling	29-02-2024	115.40
39.	Action Construction Equipment Ltd	Hydraulic Mobile Crane- 15 Ton	Material handling	12-10-2024	9.79(1)
40.	Kion India Private Limited	FORKLIFTS6	Material handling	10-10-2024	16.74(2)
41.	Mahindra "Stiller" Auto Trucks Ltd.	Pallet Truck	Material handling	06-01-2024	4.48(3)
42.	Dews Aircon Pvt. Ltd.	3200mm Electrical Hot Insulated De Gassing Chamber	Degassing	11-10-2024	51.05(4)
43.	Sk Engineering Works	SIOPLAS Curing TANK	Curing	05-10-2024	2.45
44.	Memmert; Sa Associate; Sa Associate; Johri; Kalika; Instron; Arun &Sons; Motwane; Mitutoyo; Sigma/Shivnanda; Osaw; Contac; Sipcon; Sa Tools; Signma; R.E.; Megger; Presto; Ta Instruments; Radical Scientific; Rex; Kei-Fabrication; Ehv Type Test; Mos; Alroc/ Penta; Sipcon/Svi Cq-150	Physical Lab	Test lab	11-09-2024; 10-10-2024; 05-09-2024; 16-09-2024; 03-09-2024	90.57
45.	Supermac Industries (India) Limited#	CCV Hybrid Line	Assessories of Gs0000014	10-02-2024	39.13
46.	Supermac Industries (India) Limited#	CCV Hybrid Line	Assessories of Gs0000014	10-02-2024	39.13
47.	Dhiraj Enterprises	Material Lift -2 Ton	Material handling	27-08-2024	3.88(5)
48.	Labotek Plastics Auxiliaries India#	Octabin unloading system with Glovebox Compartment	-	20-07-2024	2.44

S. No.	Name of the supplier	EHV / MV Shed Machine Description	Process	Date of order / quotation	Total amount* (in ₹ million)
49.	Jyoti Engineering Work	Mechanical Lab	Test lab	04-11-2024	21.93
50.	Troester Gmbh & Co.(Ehv)	CCV LINE-400 KV	Mv Core Extrusion	05-10-2023	335.71
51.	Simec Inc	Under Roll Type Pay off, POU-40- 60T	Pay-Off	09-05-2024	33.39
52.	Simec Inc	Under Roll Type take off, TUU-50- 85T	Take-Up	09-05-2024	28.80
53.	Maillefer Extrusion Oy	VCV Line up to 500Kv	Vcv-2 (Op) Ehv Extrusion	10-10-2023	367.10
54.	Simec Inc	Under Roll Type Pay off, POU-40- 60T	Pay-Off	09-05-2024	33.39
55.	Simec Inc	Under Roll Type take off, TUU-50- 85T	Take-Up	09-05-2024	28.80
56.	Hefei Smarter Import & Export Co.	127 Bobbin Rigid Stranding Machine	Stranding	10-11-2023	88.92
57.	Shanghai Kingstrong Spl Mtrl Co. Ltd	LEAD Extruder	Lead Extrusion	10-11-2023	56.04
58.	Simec Inc	Under Roll Type pay off 50-100T	Pay-Off	09-05-2024	17.33
59.	Simec Inc	Under Roll Type Take up 50-100T	Take-Up	09-05-2024	17.33
60.	Shanghai Kingstrong Spl Mtrl Co. Ltd	Seam Weld Metal Sheathing Line, Aluminium Tape Rewiending Line	Al.Corrugation Tape	17-11-2023	94.46
61.	Simec Inc	Under Roll Type pay off 50-100T	Pay-Off	09-05-2024	17.33
62.	Simec Inc	Under Roll Type pay off 50-100T	Take-Up	09-05-2024	17.33
63.	Sikora Ag	X-RAY 8000 NXT CCV	Mv Core Extrusion	20-11-2023	44.69
64.	Sikora Ag	X-RAY 8000 NXT CCV	Mv Core Extrusion	20-11-2023	15.98
65.	Sikora Ag	X-RAY 8700 NXT HVCC	Mv Core Extrusion	20-11-2023	16.34
66.	Shanghai Dielec Electrotechnics Co	TESTING EQUIPMENTS- Resonance Test System, SD700 HV Shielding Room, Delta Bridge	Test Lab	07-12-2023	282.42
67.	Shanghai Dielec Electrotechnics Co	TESTING EQUIPMENTS- DC Generator, impulse Voltage generator & Heating Test System	Test Lab	08-12-2023	75.64
68.	Shanghai Dielec Electrotechnics Co	TESTING EQUIPMENTS- HV Shielded Hall, AC PD Resonance test System, Tan Delta	Test Lab	08-12-2023	55.48
69.	Shanghai Dielec Electrotechnics Co	TESTING EQUIPMENTS- HV Shielded Hall, AC PD Resonance test System, Tan Delta	Test Lab	08-12-2023	14.58
70.	Shanghai Dielec Electrotechnics Co	TESTING EQUIPMENTS- HV Shielded Hall, AC PD Resonance test System,	Test Lab	08-12-2023	12.96
71.	Hefei Smarter Import & Export Co.	CPD 4500mm Drum twister with Caterpiller	Laying, Milliken	15-12-2023	117.73
72.	Shanghai Kingstrong Spl Mtrl Co Ltd	Jacketing Line with Extruder groups 45/200/120	Sheath Extrusion	03-05-2024	49.10
73.	Simec Inc	Under Roll Type pay off 50-100T	Pay-Off	09-05-2024	17.33
74.	Simec Inc	Under Roll Type Take up 50-100T	Take-Up	09-05-2024	17.33
75.	Simec Inc	Under Roll Type Pay off, POU-50- 60T	Pay-Off	09-05-2024	15.88
76.	Simec Inc	Under Roll Type take off, TUU-50- 80T	Take-Up	09-05-2024	15.78
77.	Shanghai Znh Cable Technology Co.Lt	150mm+90mm Extrusion Line without Payoff - take Up	Sheath Extrusion	12-07-2024	34.54
78.	Shanghai Kingstrong Spl Mtrl Co Ltd	91 Bobbin STRANDING Machine	Stranding	09-07-2024	33.86
79.	Shanghai Znh Cable Technology Co.Lt	RB800 Taping Machine	Copper Taping	12-07-2024	4.74
80.	Shanghai Znh Cable Technology Co.Lt	RB800 Taping Machine	Copper Taping	12-07-2024	4.74
81.	Chengdu Lianshi Technology Co., Ltd	Aluminium Sheath Continuous Extrusion Line with Cable	Al.Corrugation Ext Extrusion	15-07-2024	58.84

S. No.	Name of the supplier	EHV / MV Shed Machine Description	Process	Date of order / quotation	Total amount* (in ₹ million)
		payoff and Take up			
82.	Changzhou Handing International Tra	Plc Cantilever Type Single Twister	-	17-08-2024	16.93
83.	Simec Inc	Under Roll Type pay off 50-100T	Pay-Off	09-05-2024	17.33
84.	Simec Inc	Under Roll Type Take up 50-100T	Take-Up	09-05-2024	17.33
85.	Simec Inc	Under Roll Type Take up 50-100T	Take-Up	09-05-2024	17.33
86.	Simec Inc	Under Roll Type Take up 50-100T	Take-Up	09-05-2024	17.33
87.	Simec Inc#	Under Roll Type Take up 50-100T+Under Roll Type pay off 50-100T	Take-Up and Pay-Off	09-05-2024	34.66
88.	Hefei Smarter Technologies Group	90 Bobbin Rigid STRANDING Machine	Stranding	23-05-2024	57.57
89.	Maillefer	VCV Line up to 500Kv	Vcv- Up To 500 Kv	10-10-2023	367.10
90.	Simec Inc#	Under Roll Type Pay off, POU-40- 60T+Under Roll Type take off, TUU-50- 85T	Take-Up and Pay-Off	09-05-2024	62.19
91.	Troester Gmbh & Co. #	CCV LINE-66 KV	Mv Core Extrusion	10-10-2023	125.69
92.	Troester Gmbh & Co. #	CCV LINE-66 KV	Mv Core Extrusion	10-10-2023	125.69
93.	Troester/Simec#	CCV LINE-400 KV	Mv Core Extrusion	05-10-2023	335.71
94.	Simec Inc#	Under Roll Type Pay off, POU-40- 60T+Under Roll Type take off, TUU-50- 85T	Take-Up and Pay-Off	09-05-2024	62.19
		Total			**4,794.32**

** The total cost is inclusive of freight, insurance and clearing charges calculated based on our internal estimates and past experiences, at the rate of 2% of the basic cost.*
 # Cost has been estimated basis the price set out in the purchase orders previously issued by us to the respective sellers.
(1) Quotation has been obtained for one unit of this equipment. Total cost has been estimated based on this quotation considering that 6 units of this equipment are proposed to be purchased.
(2) Quotation has been obtained for one unit of this equipment. Total cost has been estimated based on this quotation considering that 6 units of this equipment are proposed to be purchased.
(3) Quotation has been obtained for one unit of this equipment. Total cost has been estimated based on this quotation considering that 10 units of this equipment are proposed to be purchased.
(4) Quotation has been obtained for one unit of this equipment. Total cost has been estimated based on this quotation considering that 13 units of this equipment are proposed to be purchased.
(5) Quotation has been obtained for one unit of this equipment. Total cost has been estimated based on this quotation considering that 2 units of this equipment are proposed to be purchased

Control Shed

S. No.	Name of the supplier	Control Shed Machine Description	Process	Date of order / quotation	Total amount* (in ₹ million)
1.	Niehoff of India Pvt Ltd	16 WIRE MULTI WIRE Production Line	Wire drawing	27-04-2024	48.45
2.	Niehoff of India Pvt Ltd	16 WIRE MULTI WIRE Production Line	Wire drawing	27-04-2024	48.45
3.	Sarvasv Machinery & Equipments Pvt	36 Bobbin (450mm) Rigid Wire/Strip Armouring Machine	Armouring	07-06-2024	6.94
4.	Sarvasv Machinery & Equipments Pvt	36 Bobbin (450mm) Rigid Wire/Strip Armouring Machine	Armouring	07-06-2024	6.94
5.	Sarvasv Machinery & Equipments Pvt	36 Bobbin (450mm) Rigid Wire/Strip Armouring Machine	Armouring	07-06-2024	6.94
6.	Sarvasv Machinery & Equipments Pvt	48 Bobbin (450mm) Rigid Wire/Strip Armouring Machine	Armouring	07-06-2024	8.16
7.	Sai Extrusiontek Inc	50 MM Extruder Line	Insulation extrusion	27-06-2024	6.63
8.	Sai Extrusiontek Inc	50 MM Extruder Line	Insulation extrusion	27-06-2024	6.63
9.	Sai Extrusiontek Inc	65 MM Extruder Line	Insulation extrusion	27-06-2024	7.65
10.	Sai Extrusiontek Inc	65+38 MM Extruder Line	Insulation extrusion	27-06-2024	8.16

S. No.	Name of the supplier	Control Shed Machine Description	Process	Date of order / quotation	Total amount* (in ₹ million)
11.	Sai Extrusiontek Inc	65+38 MM Extruder Line	Insulation extrusion	27-06-2024	8.16
12.	Niehoff of India Pvt Ltd	Dual Wire Rod Break Down Line (RBD)	Wire drawing	26-06-2024	66.30
13.	Niehoff of India Pvt. Ltd	Double Twist Bunching Machine D631.5.A	Bunching	26-06-2024	4.28
14.	Niehoff of India Pvt. Ltd	Double Twist Bunching Machine D631.5.A	Bunching	26-06-2024	4.28
15.	Niehoff of India Pvt. Ltd	Double Twist Bunching Machine D631.5.A	Bunching	26-06-2024	4.28
16.	Niehoff of India Pvt. Ltd	Double Twist Bunching Machine D631.5.A	Bunching	26-06-2024	4.28
17.	Niehoff of India Pvt. Ltd	Double Twist Bunching Machine D801.5.A	Bunching	26-06-2024	6.02
18.	Niehoff of India Pvt. Ltd	Double Twist Bunching Machine D801.5.A	Bunching	26-06-2024	6.02
19.	Niehoff of India Pvt. Ltd	Double Twist Bunching Machine D801.5.A	Bunching	26-06-2024	6.02
20.	Niehoff of India Pvt. Ltd	Double Twist Bunching Machine D801.5.A	Bunching	26-06-2024	6.02
21.	Niehoff of India Pvt. Ltd	Double Twist Bunching Machine D801.5.A	Bunching	26-06-2024	6.02
22.	Niehoff of India Pvt. Ltd	Driven Tangential Pay off Type ARH 630.2.D	Bunching	26-06-2024	18.36
23.	Sai Extrumech Pvt. Ltd.	120MM EXT.1	Sheath extrusion	17-07-2024	11.83
24.	Sai Extrumech Pvt. Ltd.	120MM EXT.2	Sheath extrusion	17-07-2024	11.83
25.	Sai Extrumech Pvt. Ltd.	120MM EXT.3	Sheath extrusion	17-07-2024	11.83
26.	Sai Extrumech Pvt. Ltd.	120MM EXT.1	Sheath extrusion	17-07-2024	11.83
27.	Sai Extrumech Pvt. Ltd.	120MM EXT.2	Sheath extrusion	17-07-2024	11.83
28.	Truemac Extrusion System	150 MM PVC Extrusion Line	Sheath extrusion	02-08-2024	10.15
29.	Protomac Extrusion Private Limited	120MM Inner Sheath Line| 120 EXT	Sheath extrusion	24-05-2024	10.19
30.	Protomac Extrusion Private Limited	120MM Inner Sheath Line| 120 EXT	Sheath extrusion	24-05-2024	10.19
31.	Protomac Extrusion Private Limited	120MM Inner Sheath Line| 120 EXT	Sheath extrusion	24-05-2024	10.19
32.	Truemac Extrusion System	150 MM PVC Extrusion Line	Sheath extrusion	02-08-2024	10.15
33.	Royal Machinery	65 MM+80 MM Tandem EXT-1	Insulation and sheath extrusion	15-11-2024	19.95
34.	Royal Machinery	65 MM+80 MM Tandem EXT-2	Insulation and sheath extrusion	15-11-2024	19.95
35.	Royal Machinery	90 MM+80 MM Tandem EXT-3	Insulation and sheath extrusion	15-11-2024	18.75
36.	Royal Machinery	90 MM+80 MM Tandem EXT-4	Insulation and sheath extrusion	15-11-2024	19.74
37.	Royal Machinery	100MM+120 MM Tandem EXT-5	Insulation and sheath extrusion	15-11-2024	33.85
38.	Sarvasv Machinery & Equipments Pvt[#]	30 Bobbin 630 mm Rigid Laying Machine	Laying up	08-10-2024	12.04
39.	Sarvasv Machinery & Equipments Pvt	30 Bobbin 630 mm Rigid Laying Machine	Laying up	08-10-2024	12.04
40.	Sarvasv Machinery & Equipments Pvt	1+6 SKIP Strander High Speed 630 mm	Laying up	08-10-2024	4.59
41.	Sarvasv Machinery & Equipments Pvt	1+6 SKIP Strander High Speed 800 mm	Laying up	08-10-2024	5.10
42.	Protomac Extrusion Private Limited	CORE Rewing Line 2000mm/1200mm 10MT and CORE Rewing Line 1600mm/1200mm 10MT	Cable rewinding	11-10-2024	18.87[(1)]
43.	Protomac Extrusion Private Limited	CORE Rewing Line 1600mm/1200mm 10MT	Cable rewinding	11-10-2024	37.13[(2)]
44.	MDS Ashcorp	Heavy Automatic Coiling Machine	Coiling	04-10-2024	2.80
45.	Cab Device Industries	Electro Tin Plating -Single Wire 10 Micron	Tinning	12-10-2024	6.32
46.	Ravi Machine Works	Dispersion Kneder- 75 Ltr	Compound manufacturing	09-10-2024	5.10[(3)]
47.	Mahindra “Stiller” Auto Trucks Ltd.	Pallet Truck	Material handling	06-01-2024	4.48[(4)]
48.	Shiva Engineering Works	New Model High Speed Horizontal Copper and SS Wire Braider	Braiding	12-10-2024	5.71

S. No.	Name of the supplier	Control Shed Machine Description	Process	Date of order / quotation	Total amount* (in ₹ million)
		of 24 Spindles Single Deck Complete			
49.	Kion India Private Limited	Forklifts	Material handling	10-10-2024	9.06(5)
50.	Dhiraj Enterprises	Material Lfit 5 Ton	Material handling	27-08-2024	3.06
51.	Dhiraj Enterprises	Material Lfit 10 Ton	Material handling	27-06-2023	11.12(6)
52.	E-Beam (Suzhou) Import and Export Co., Ltd	DD 1.5 MeV 60mA Electron Beam Accelerator	E beam curing	30-07-2024	53.34
53.	E-Beam (Suzhou) Import and Export Co., Ltd	DD 3.0 MeV 33mA Electron Beam Accelerator	E beam curing	30-07-2024	71.11
54.	Cgn Dasheng Electron Accelerator	DD 2.0 MeV 50mA Electron Beam Accelerator	E beam curing	14-10-2024	57.57
55.	Cgn Dasheng Electron Accelerator	DD 2.0 MeV 50mA Electron Beam Accelerator	E beam curing	14-10-2024	57.57
56.	Handing Jiangsu Handing Machinery Co. Ltd.	STE-2000B PLC B Type Single Twist Bunching with Armoring	Armouring	20-08-2024	58.84
				Total	**953.10**

** The total cost is inclusive of freight, insurance and clearing charges calculated based on our internal estimates and past experiences, at the rate of 2% of the basic cost.*

 # Cost has been estimated basis the price set out in the purchase orders previously issued by us to the respective seller.

(1) Quotation has been obtained for one unit of this equipment. Total cost has been estimated based on this quotation considering that 5 units of this equipment are proposed to be purchased.

(2) Quotation has been obtained for one unit of this equipment. Total cost has been estimated based on this quotation considering that 13 units of this equipment are proposed to be purchased

(3) Quotation has been obtained for one unit of this equipment. Total cost has been estimated based on this quotation considering that 2 units of this equipment are proposed to be purchased

(4) Quotation has been obtained for one unit of this equipment. Total cost has been estimated based on this quotation considering that 10 units of this equipment are proposed to be purchased.

(5) Quotation has been obtained for one unit of this equipment. Total cost has been estimated based on this quotation considering that 4 units of this equipment are proposed to be purchased.

(6) Quotation has been obtained for one unit of this equipment. Total cost has been estimated based on this quotation considering that 2 units of this equipment are proposed to be purchased.

No second-hand or used machinery / equipment are proposed to be purchased out of the Net Proceeds. We are yet to place orders for some machinery for the Sanand Facility which we propose to finance from the Net Proceeds and we have not entered into any definitive agreements with some of these vendors. There can be no assurance that we would be able to procure the said machinery at the estimated costs. If we engage someone other than the vendors from whom we have obtained quotations, or if the quotations obtained expire, such vendor's estimates and actual costs for the machinery may differ from the current estimates. The quotations mentioned above are valid as on date of this Preliminary Placement Document. In case of increase in the estimated costs, beyond the contingency costs, then such additional costs shall be met from our internal accruals and/or additional debt from existing and/or future lenders.

Proposed schedule of implementation

The expected schedule of implementation for setting up of the Sanand Facility, as certified in the RBSA Report, is provided below:

	Particulars	Shed 2 (LV/MV/Control/E Beam)		Remarks	Shed 1 (EHV/MV)		Remarks
		Commencement	Estimated Completion		Commencement	Estimated Completion	
1.	Acquisition of Land	April 2023	June 2023	Completed	April 2023	June 2023	Completed
2.	Civil work						
	Land filling and boundary wall	September 2023	May 2024	Completed	September 2023	May 2024	Completed
	Factory building	March 2024	April 2025	In progress	March 2024	August 2025	In progress
	Other building	March 2024	April 2025	Yet to be done	March 2024	September 2025	Yet to be done
	Factory building - VCV Tower	-	-		March 2024	November 2025	Yet to be done
	Machinery foundation	April 2025	June 2025	Yet to be done	September 2025	December 2025	Yet to be done
3.	Plant and machinery						
	Placement of orders	November 2023	January 2025	In progress	September 2024	January 2025	In progress
	Delivery of orders	March 2025	June 2025	Yet to be done	September 2025	November 2025	Yet to be done
4.	Services equipment						
	Placement of orders	June 2024	March 2025	In progress	January 2025	September 2025	Yet to be done
	Delivery of orders	June 2024	June 2025	In progress	January 2025	November 2025	Yet to be done
5.	Arrangement of power	January 2025	April 2025	Yet to be done	January 2025	April 2025	Yet to be done
6.	Electrical and installation	September 2024	April 2025	In progress	September 2024	December 2025	In progress
7.	Miscellaneous assets	January 2024	April 2025	In progress	January 2024	December 2025	In progress
8.	Arrangement of water	January 2025	April 2025	Water connection already taken, internal factory arrangement will be completed till June 2025	January 2025	November 2025	Water connection already taken, internal factory arrangement will be completed till November 2025
9.	Recruitment of key personnel	September 2023	June 2025	Recruitment/ transfer from existing started as per manpower	September 2023	November 2025	Recruitment/ transfer from existing started as per manpower

	Particulars	Shed 2 (LV/MV/Control/E Beam)		Remarks	Shed 1 (EHV/MV)		Remarks
		Commencement	Estimated Completion		Commencement	Estimated Completion	
				requirement			requirement
10.	Erection of P&M and Equipment	April 2025	June 2025	Yet to be done	September 2025	December 2025	Yet to be done
11.	Commissioning	April 2025	June 2025	Yet to be done	September 2025	December 2025	Yet to be done
12.	Procurement of raw material	June 2025	June 2025	Yet to be done	December 2025	January 2026	Yet to be done
13.	Trial run	June 2025	June 2025	Yet to be done	January 2026	January 2026	Yet to be done
14.	Commercial production	June 2025	June 2025	Yet to be done	January 2026	January 2026	Yet to be done

While we believe that the schedule of implementation mentioned above is accurate and achievable, there is no assurance that there would not be any delays. For details in relation to possible risks associated with not meeting the expected schedule of implementation for the Sanand Facility, see "*Risk Factors – Our funding requirements and the proposed deployment of Net Proceeds are not appraised by any bank, financial institution, or any other independent agency, and we have not entered into definitive agreements in relation to the objects of our Issue, which may affect our business and results of operations. Further, any variations in our funding requirements and the proposed deployment of Net Proceeds may affect our business and results of operations.*" on page [●].

Statutory Approvals

We have set out below the various statutory and other approvals that are required for the setting up of the Sanand Facility, as certified in the RBSA Report:

S. No.	Approval / Consent	Approving Organisation
Approvals obtained by our Company for the Sanand Facility		
1.	Field Book	GIDC
2.	Lease Deed	GIDC
3.	BOCW Registration	DISH
4.	Building Plan Approval	GIDC
5.	Temporary Electricity Connection	UGVCL
6.	Permanent Electricity Connection	GETCO
7.	Factory Building Plan approval (including Preparation of Factory Plan and fire load calculation report) up to 152 Mtrs	Director Industrial Safety & Health (DISH)
8.	Labour license/Registration Certificate	Dy. Labour Commissioner
9.	Water Connection 100KL	GIDC
10.	Removal of 66KVA DB from Gate No. 5	UGVCL Nadiad
11.	Environmental Impact Assessment (EIA) Clearance Certificate	Gujarat Pollution Control Board (GPCB)
12.	Gujarat Pollution Control Board-Consent to Establishment (CTE)	GPCB
13.	Employment Exchange Registration Certificate	DET
14.	Professional Tax Registration Certificate	TALATI
15.	WC Policy	Insurance Company
16.	PF Code	EPFO
Approvals to be obtained (as and when the requirement arises) for the Sanand Facility		
1.	Labour Welfare Registration	Labour Commissioner
2.	Canteen Food Licenses	FSSAI
3.	Final Factory Plan Approval	DISH
4.	Fire NOC	Ahmedabad Municipal Corporation
5.	Factory License (including Stability Certificate)	Director Industrial Safety & Health
6.	HSD Tank	Explosive Department
7.	Gujarat Pollution Control Board-Consent to Operate-CTO	GPCB
8.	DG & Transformer Approval	Chief Electrical Inspector
9.	Boiler Licenses	Factory Inspector
10.	Calibration of Weight Machine	Metrology Department
11.	E-waste Disposal	Government Authorised Vendor
12.	Bio Medical waste Disposal	Government Authorised Vendor
13.	Hazardous Waste Disposal	GPCB

Our Company has obtained the material approvals currently required to be obtained in connection with this project. Further, our Company shall file necessary applications with the relevant authorities for obtaining all the requisite approvals, as applicable, at the relevant stages in accordance with applicable law. In the event of any unanticipated delay in receipt of such approvals, the proposed schedule of implementation and deployment of the Net Proceeds may be extended or may vary accordingly. For details on the risks associated with delay in receipt of approvals, see "*Risk Factors – We intend to utilise a portion of the Net Proceeds for funding our capital expenditure, to expand our manufacturing capacity, which may be subject to the risk of unanticipated delays in implementation, cost overruns and other risks and uncertainties. Our inability to successfully implement such capacity expansion or any future capacity expansion plans could have a material adverse effect on our business, operations, prospects or financial results.*" on page [●].

2. Repayment / pre-payment, in part or in full, of certain outstanding borrowings availed by our Company

We avail fund-based and non-fund-based facilities in the ordinary course of business from various banks and financial institutions. The borrowing arrangements entered into by us include, amongst others, term loans and working capital facilities. We propose to utilise a portion of the Net Proceeds aggregating to ₹ [●] million for repayment / pre-payment, in full or in part, of certain outstanding borrowings (including interest thereon) availed by our Company, as listed in the table below. The selection of borrowings proposed to be repaid / pre-paid, from amongst our borrowing arrangements availed, is based on various factors including (i) cost of borrowing, including applicable interest rates, (ii) any conditions attached to the borrowings restricting our ability to prepay the borrowings and time taken to fulfil or obtain waiver for such requirements, and (iii) other commercial considerations including, among others, the amount of the loans outstanding and the remaining tenor of the loan.

Further, the outstanding amounts 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, and accordingly, may be different from the amounts indicated herein at the time of utilization of the Net Proceeds.

Pursuant to the terms of the borrowing arrangements, pre-payment of certain indebtedness may attract pre-payment charges as prescribed by the respective lender. Such pre-payment charges, as applicable, will also be funded out of the Net Proceeds. We have and will account for such provisions while deciding on the repayment and/or pre-payment of loans from the Net Proceeds.

We believe that such repayment and/or pre-payment of certain loans by utilizing the Net Proceeds will help reduce our outstanding indebtedness. Further, it will reduce our debt-servicing costs and improve our debt-equity ratio and enable utilization of our accruals for further investment in our business growth and expansion. Additionally, we believe that since our debt-equity ratio will improve, it will enable us to raise further capital at competitive rates in the future to fund potential business development opportunities and plans to grow and expand our business in the future.

Details of utilisation

The details of certain borrowings availed by our Company proposed for repayment / pre-payment, in full or in part, from the Net Proceeds are set forth below:

Date of sanction letter / loan agreement	Name of the lender	Nature of borrowing	Amount sanctioned (₹ in million)	Tenure of borrowing	Principal amount outstanding as on November 22, 2024 (₹ in million)	Applicable interest rate (%)	Repayment Schedule	Prepayment penalty	Purpose of the loan	Amount proposed to be repaid out of the Net Proceeds	Details and status of project	Security
June 5, 2024 and July 2, 2024	Bank of Baroda	Term loan	2,000.00	Six years from date of drawdown (including moratorium period of 12 months)	482.08	1 Month MCLR 8.35% as on date	20 equal quarterly instalments, commencing from June 2025. Interest to be paid on a monthly basis.	Pre-payment charges of 1% on the amount prepaid.	To part finance phase-1 of the greenfield project at Sanand, Gujarat having project cost of ₹ 1,198.26 crore (out of total project cost of ₹ 1,759.56 crore for phase I and II combined)	482.08	Land acquired in May 2023. Construction is going on. First phase of low voltage and medium voltage cable expected in June 2025 and second phase for extra high voltage cable expected by end of January 2026.	For the term loan (Bank of Baroda, Axis Bank, Indusind Bank and Union Bank of India: First *pari passu* charge on entire movable and immovable fixed assets situated at Plot no. 1012 - 1023 Sanand-II, Bol Engineering Industrial Estate GIDC, Ahmedabad (Gujrat)-382170
May 2, 2024	Union Bank of India	Term loan	2,000.00	Six years (including one year moratorium period)	441.66	1 Month MCLR + 0.05% 8.25% as on date	20 equal quarterly instalments commencing after completion of one year moratorium period from the date of first disbursement.	The bank will be entitled to collect prepayment premium of 2% of amount prepaid.	For part financing of phase I of Sanand, Gujarat project for manufacturing of LV/MV/ control cable/E-beam/EHV cables.	441.66		
March 1, 202 and March 11, 2024 August 9,	Axis Bank Limited	Term loan	1,500.00	Six years (including moratorium period of one year)	488.40	RBI Repo rate (Benchmark) 6.50% + 1.75% Spread i.e	20 equal quarterly instalments each after moratorium period of one year from the	The lender will be entitled to prepayment premium of 2% of the amount	The facility shall be utilized for the green field project at Sanand, Gujarat for	488.40		

Date of sanction letter / loan agreement	Name of the lender	Nature of borrowing	Amount sanctioned (₹ in million)	Tenure of borrowing	Principal amount outstanding as on November 22, 2024 (₹ in million)	Applicable interest rate (%)	Repayment Schedule	Prepayment penalty	Purpose of the loan	Amount proposed to be repaid out of the Net Proceeds	Details and status of project	Security
2024						8.25% p.a. spread will be fixed for entre tenure of loan.	date of first disbursement	prepaid.	manufacturing EHV/HV/LT Cables.			
March 26, 2024 and April 2, 2024	Indusind Bank Ltd	Term loan	1,700.00	5 years from date of first disbursal (including 1 year moratorium period)	97.75	RBI Repo Rate (Benchmark) + Applicable Spread (1.75%) p.a. 8.25% as on date	16 equal quarterly instalments beginning from the end of moratorium period.	Prepayment allowed at bank's sole discretion and subject to at least 30-day notice and pre-payment charges.	Financing of capex toward setting up additional capacity by our Company at Sanand project.	97.75		
October 25, 2023 and January 18, 2024	State Bank of India	Working capital loan in the form of WCDL	1,200.00	12 months from date of sanction.	750	T.Bill (91 days) + 0.85%, presently at 7.50% T.Bill (91 days) + 0.90%, presently at 7.35%	On demand	Nil	Working capital	750	N.A.	For working capital (all consortium member banks): (i) working capital facilities from banks are secured by 1st *pari passu* charge by way of hypothecation of entire current assets (both present and future) including raw material, stock-in-process, finished goods, consumable, stores and spares and receivables of our Company. (ii) 1st *pari passu* charge by way of equitable mortgage
February 13, 2024	Punjab National Bank	Working capital loan in the form of WCDL	850.00	The validity of the sanction for Working Capital Limits shall be 12 months and the	500	TBLR + 0.50% p.a., 7.40% as on date	On demand	Nil pre-payment charges on WCDL limits, if repaid after 7	Working capital	500	NA	

Date of sanction letter / loan agreement	Name of the lender	Nature of borrowing	Amount sanctioned (₹ in million)	Tenure of borrowing	Principal amount outstanding as on November 22, 2024 (₹ in million)	Applicable interest rate (%)	Repayment Schedule	Prepayment penalty	Purpose of the loan	Amount proposed to be repaid out of the Net Proceeds	Details and status of project	Security
				borrower shall arrange submission of complete papers for renewal of limits at least two months before the expiry of due date of renewal.				days, out of sale proceeds only and not out of disbursement of WCDL of other Consortium Bank. (In line with Lead Bank)				of land and building (including lease hold) and hypothecation of plant and machinery and other moveable fixed assets including WIP, both present and future, located at SP 919,920 & 922, RIICO Industrial Area, Phase III, Bhiwadi, Distt. Alwar (Rajasthan); Plot No. A 280-284, RIICO Industrial Area, Chopanki, Distt Alwar (Rajasthan), Plot No. SP 2/874, RIICO Industrial Area, Pathredi Distt. Alwar (Rajasthan), 99/2/7, Madhuban Industrial Estate, Village Rakholi, Silvassa, (Dadra & Nagar Haveli and Daman and Diu), Industry Plot / Survey No.- 1/1/2/5, situated at Village Chinchpada, Silvassa (Dadra & Nagar Haveli and Daman and Diu) and movable fixed assets at D-90, Okhla Industrial Area, Phase-I, New Delhi

[*] As certified by the Statutory Auditors, pursuant to their certificate dated November [●], 2024 certifying that these loans have been utilised for the purposes for which they were sanctioned.

3. General corporate purposes

Our Company proposes to deploy ₹ [●] million out of the Net Proceeds towards general corporate purposes of our Company, subject to the amount allocated towards general corporate purpose not exceeding 25% of the Gross Proceeds, in compliance with the circular bearing reference no. NSE/ CML/2022/56 dated December 13, 2022, issued by NSE and circular no. 20221213-47 dated December 13, 2022, issued by BSE. Such general corporate purposes of our Company may include, but are not restricted to, funding growth opportunities, business development initiatives, supporting our Company's working capital requirements, meeting expenses incurred in ordinary course of business, making payments to vendors and towards any exigencies or any other purpose, as may be approved by our Board or a duly constituted committee thereof, subject to compliance with applicable law, including provisions of the Companies Act.

The allocation or quantum of utilisation of funds towards the specific purposes described above will be determined by our management, based on our business requirements and other relevant considerations, from time to time.

Subject to applicable law, our management will have flexibility in deploying the Net Proceeds. We may have to revise our funding requirements and deployment from time to time on account of various factors such as financial condition, business strategy and external factors such as market conditions including the competitive environment and interest or exchange rate fluctuations, increase in input costs of construction materials and labour costs, logistics and transport costs, incremental pre-operative expenses, taxes and duties, interest and finance charges, engineering procurement and construction costs, working capital margin, regulatory costs, environmental factors and other external factors 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 Board. For further details, see "*Risk Factors – Our funding requirements and the proposed deployment of Net Proceeds are not appraised by any bank, financial institution, or any other independent agency, and we have not entered into definitive agreements in relation to the objects of our Issue, which may affect our business and results of operations. Further, any variations in our funding requirements and the proposed deployment of Net Proceeds may affect our business and results of operations.* on page [●].

The allocation or quantum of utilisation of funds towards the specific purposes described above will be determined by our management, based on our business requirements and other relevant considerations, from time to time.

Interim use of Net Proceeds

Pending utilisation of the Net Proceeds towards the purposes described in this section, our Company intends to deposit the Net Proceeds in a separate bank account with one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934 or to temporarily invest the funds in creditworthy instruments, including money market / mutual funds, as approved by the Board and/or a duly authorised committee of the Board, from time to time, and in accordance with applicable laws.

In accordance with applicable laws, we undertake to not utilize proceeds from the Issue unless Allotment is made and the corresponding return of Allotment is filed with the RoC, and the final listing and trading approvals are received from each of the Stock Exchanges, whichever is later.

Monitoring of utilisation of funds

Our Company has appointed CARE Ratings Limited as the monitoring agency in accordance with Regulation 173A of the SEBI ICDR Regulations for monitoring the utilisation of Gross Proceeds, as the size of our Issue exceeds ₹1,000.00 million. The report of the Monitoring Agency shall be placed before the Audit Committee on a quarterly basis, promptly upon its receipt, until such time as the Gross Proceeds have been utilized in full or the Objects for which the Gross Proceeds were raised have been achieved. Such report, along with the comments (if any) of the Monitoring Agency shall be submitted to the Stock Exchanges within 45 days from the end of each quarter and uploaded on the website of our Company at www.kei-ind.com, or such other time as may be prescribed under the SEBI Listing Regulations.

Pursuant to 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 Gross Proceeds. On an annual basis, our Company shall (i) prepare a statement of funds utilised for purposes other than those stated in this Preliminary Placement Document, as certified by the statutory auditors, and place it before the Audit Committee and make other disclosures as may be required until such time as the Gross Proceeds remain unutilised; and (ii) disclose every year, the utilization of the Gross Proceeds during that year in its annual report. Such disclosure shall be made only until such time that all the Gross Proceeds have been utilised in full. 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 Issue from the Objects as stated above; and (ii) details of category wise variations in the actual utilisation of the proceeds of the Issue from the Objects as stated above or the Objects for which the Gross Proceeds were raised have been achieved. This information will also be published on our website and our Company shall furnish an explanation for the deviations and category-wise variations in its annual report, after placing the same before the Audit Committee.

Other confirmations

Neither our Promoters, Promoter Group nor our Directors are making any contribution either as part of the Issue or separately in furtherance of the Objects. Further, neither our Promoters nor our Promoter Group, nor our Directors shall receive any proceeds from the Issue, whether directly or indirectly. Since the Issue is only made to Eligible QIBs, our Promoters, Promoter Group, Directors, Key Managerial Personnel or Senior Management Personnel are not eligible to subscribe in the Issue.

CAPITALISATION STATEMENT

The table below sets forth our Company's capitalisation as at September 30, 2024 which has been derived from the Unaudited Consolidated Financial Statements as at September 30, 2024 and as adjusted to give effect to the receipt of the gross proceeds from the Issue and the application thereof.

You should read this table together with "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Risk Factors*" on pages [●] and [●], and the Audited Consolidated Financial Statements and Unaudited Consolidated Financial Statements included in "*Financial Statements*" on page [●].

(₹ in million)

Particulars	Pre-Issue	Post-Issue#
	As at September 30, 2024	**As adjusted for the Issue**
Total borrowings (A)	**3,140.20**	[●]
Shareholder's Funds:		
Equity Share Capital	180.58	[●]
Securities premium	6,275.62	[●]
Reserves and surplus (excluding securities premium and capital reserves but including general reserves and ESOP reserves)	28,104.42	[●]
Non-controlling Interest	Nil	[●]
Shareholders' funds (excluding borrowings) (B)	**34,560.62**	[●]
Total Capitalisation (A+B)	**37,700.82**	[●]
Total Borrowings/Shareholders Funds	**0.09**	[●]

To be incorporated after determination of the Issue Price.

(1) *The above adjustments do not include any Issue related expenses or any other subsequent adjustments or movements post September 30, 2024. The actual capitalisation as adjusted for the Issue would depend on the actual position of borrowing and equity on the deemed date of Allotment.*

(2) *The figures to be included under the post-Issue column relating to the Shareholder's funds shall be derived after considering the impact due to the issue of the equity shares only through the qualified institutions placement assuming that the Issue will be fully subscribed and does not include any other transactions or movements / issue related expenses.*

CAPITAL STRUCTURE

The Equity Share capital of our Company as at the date of this Preliminary Placement Document is set forth below:

(in ₹ except Equity Share data)

	Aggregate at face value
Authorized Share Capital	
110,000,000 Equity Shares of ₹ 2 each	220,000,000
300,000 preference shares of ₹ 100 each	30,000,000
Issued, subscribed and paid-up share capital prior to the Issue	
90,289,438 Equity Shares of ₹ 2 each	180,578,876
Present Issue in terms of this Preliminary Placement Document(1)(3)	
Up to [●] Equity Shares (at a price of ₹ [●] per Equity Share, including a premium of ₹ [●])	[●]
Issued, subscribed and paid-up share capital after the Issue(3)	
[●] Equity Shares	[●]
Securities premium account	
Prior to the Issue (as on the date of this Preliminary Placement Document)	6,275,613,219.00
After the Issue(2)(3)	[●]

(1) *The Issue has been authorised by our Board pursuant to a resolution passed on October 15, 2024, and by our Shareholders pursuant to their resolution passed by way of postal ballot dated November 17, 2024.*
(2) *The securities premium account after the Issue is calculated on the basis of gross proceeds from the Issue. Adjustments do not include Issue related expenses.*
(3) *To be determined upon finalization of the Issue Price.*

Equity Share Capital History of our Company

The history of the Equity Share capital of our Company since incorporation is provided hereunder:

Date of allotment	Number of equity shares	Face value (₹)	Issue price per equity share (₹)	Nature of consideration	Reason for / nature of allotment
December 31, 1992	100,000	10.00	10.00	Cash	Subscription to the Memorandum of Association
March 30, 1993	900,000	10.00	10.00	Cash	Rights issue
November 30, 1993	900,000	10.00	10.00	Cash	Rights issue
March 16, 1995	1,200,800	10.00	25.00	Cash	Initial public offering of equity shares by our Company
January 9, 1997	1,743,243	10.00	-	Other than cash	Equity shares allotted pursuant to the scheme of amalgamation among our Company and Matchless Engineers Limited and their respective shareholders and creditors
October 1, 2001	3,076,000	10.00	13.00	Cash	Preferential allotment
September 16, 2005	2,173,900	10.00	201.53	Cash	GDR issue
Pursuant to our Shareholders' resolution dated November 23, 2006, each equity share of our Company of face value of ₹ 10 each fully paid-up was sub-divided into five equity shares of our Company of face value of ₹ 2 each.					
January 10, 2007	8,500,000	2.00	27.60	Cash	Issuance of equity shares upon conversion of warrants issued on a preferential basis
June 11, 2007	129,796	2.00	86.00	Cash	Issuance of equity shares upon conversion of foreign currency convertible bonds
January 18, 2008	1,102,469	2.00	81.00	Cash	Issuance of equity shares upon conversion of foreign currency convertible bonds
January 31, 2008	606,358	2.00	81.00	Cash	Issuance of equity shares upon conversion of foreign currency convertible bonds
September 22, 2008	129,100	2.00	25.25	Cash	Allotment pursuant to Employees Stock Option Scheme 2006
March 30, 2010	3,000,000	2.00	28.00	Cash	Issuance of equity shares upon

Date of allotment	Number of equity shares	Face value (₹)	Issue price per equity share (₹)	Nature of consideration	Reason for / nature of allotment
					conversion of warrants issued on a preferential basis
February 25, 2011	3,000,000	2.00	28.00	Cash	Issuance of equity shares upon conversion of warrants issued on a preferential basis
September 21, 2012	3,300,000	2.00	18.00	Cash	Preferential allotment
July 11, 2013	3,500,000	2.00	14.00	Cash	Preferential allotment
May 15, 2014	3,500,000	2.00	14.00	Cash	Issuance of equity shares upon conversion of warrants issued on a preferential basis
September 24, 2016	560,000	2.00	35.00	Cash	Allotment pursuant to ESOS 2015
September 25, 2017	564,000	2.00	35.00	Cash	Allotment pursuant to ESOS 2015
September 25, 2018	564,000	2.00	35.00	Cash	Allotment pursuant to ESOS 2015
September 27, 2019	579,000	2.00	35.00	Cash	Allotment pursuant to ESOS 2015
January 28, 2020	10,000,000	2.00	500.00	Cash	Qualified Institutions Placement
August 14, 2020	351,000	2.00	225.00	Cash	Allotment pursuant to ESOS 2015
August 12, 2021	246,000	2.00	225.00	Cash	Allotment pursuant to ESOS 2015
September 28, 2021	4,000	2.00	225.00	Cash	Allotment pursuant to ESOS 2015
August 9, 2022	87,000	2.00	225.00	Cash	Allotment pursuant to ESOS 2015
September 27, 2023	49,000	2.00	225.00	Cash	Allotment pursuant to ESOS 2015
September 28, 2024	48,000	2.00	225.00	Cash	Allotment pursuant to ESOS 2015

Employee Stock Option Schemes

As on the date of this Preliminary Placement Document, our Company has instituted an employee stock option scheme, KEI Employee Stock Option Scheme 2015 ("**ESOS 2015**"), pursuant to a resolution passed by our Board of Directors dated August 6, 2015, and a resolution passed by our Shareholders dated September 16, 2015, which has been subsequently amended pursuant to a resolution passed by our Board of Directors dated July 31, 2023.

The purpose of ESOS 2015 was to attract, retain, reward and motivate our employees to contribute further to our growth and profitability. Set out below are the details of ESOS 2015, as on the date of this Preliminary Placement Document.

S. No.	Particulars	Number of employee stock options
1.	Total number of employee stock options granted	3,864,000
2.	Employee stock options vested	3,768,000
3.	Employee stock options exercised	3,052,000
4.	Employee stock options lapsed or forfeited	716,000
5.	Total number of employee stock options outstanding	96,000

Pre-Issue and post-Issue shareholding pattern of our Company

The pre-Issue shareholding pattern of our Company as on November 22, 2024, and the post-Issue shareholding pattern of our Company is set forth below:

S. No.	Category	Pre-Issue, as on November 22, 2024		Post-Issue*	
		No. of Equity Shares held	% of share holding	No. of Equity Shares held	% of share holding
A	**Promoters' and Promoter Group's holding**				
1	Indian				
	Individual	16,380,992	18.14	[●]	[●]
	Bodies corporate	17,080,000	18.92	[●]	[●]
	Others	0	0	[●]	[●]
	Sub-total	**33,460,992**	**37.06**	[●]	[●]
2	Foreign promoters	0	0	[●]	[●]
	Sub-total (A)	**33,460,992**	**37.06**	[●]	[●]
B	**Non-promoters' holding**				
1	Institutional investors	42,060,467	46.59	[●]	[●]
2	Non-institutional Investors	14,767,979	16.35		
	Private corporate bodies	1,004,408	1.11	[●]	[●]
	Directors and relatives	371,991	0.41	[●]	[●]
	Indian public	12,417,036	13.76	[●]	[●]
	Others (including Non-resident Indians (NRIs))	974,544	1.07	[●]	[●]
	Sub-total (B)	**56,828,446**	**62.94**	[●]	[●]
	Total (A+B)	**90,289,438**	**100.00**	[●]	[●]

** The post-Issue shareholding pattern has been intentionally left blank and will be filled in before filing of the Placement Document with the Stock Exchanges. The post-Issue shareholding pattern of our Company reflects the shareholding of the institutional investors category on the basis of the Allocation made in the Issue and shall reflect the shareholding of all other categories as of November 22, 2024.*

Other Confirmations

Except for the outstanding options under the ESOS 2015 as disclosed in this section, there are no outstanding options, warrants or rights to convert debentures, loans or other instruments convertible into Equity Shares as on the date of this Preliminary Placement Document.

As on the date of this Preliminary Placement Document, our Company has no outstanding preference shares.

No change in control in our Company will occur consequent to the Issue.

Except for the allotments of equity shares made pursuant to the ESOS 2015 as disclosed in *"– Equity Share Capital History of our Company"* on page [●], our Company has not made any allotment of Equity Shares in the year immediately preceding the date of this Preliminary Placement Document, including for consideration other than cash, or pursuant to a preferential issue, private placement or a rights issue.

Our equity shares of the same class as the Equity Shares proposed to be allotted through the Issue have been listed for a period of at least one year prior to the date of issuance of the notice to the Shareholders dated October 15, 2024, for the approval of this Issue.

Our Company shall not make any subsequent qualified institutions placement until the expiry of two weeks from the date of this Issue. Further, Equity Shares allotted pursuant to this Issue cannot be sold by the Allottee for a period of one year from the date of allotment, except on the Stock Exchanges, and in compliance with applicable law.

Proposed Allottees in the Issue

In compliance with the requirements of Chapter VI of the SEBI ICDR Regulations, Allotment shall be made by our Company, in consultation with the Book Running Lead Managers, to Eligible QIBs only, on a discretionary basis. For details of the names of the proposed Allottees, assuming that the Equity Shares are Allotted to them pursuant to the Issue, and the percentage of post-Issue Equity Share capital that may be held by them, see "*Proposed Allottees in the Issue*" on page [●].

DIVIDENDS

The declaration and payment of dividends, if any, will be recommended by our Board and approved by our Shareholders at their discretion, subject to the provisions of the Articles of Association and the applicable laws, including the Companies Act. Our Board may also, from time to time, declare interim dividends. All dividend payments are made in cash to our Shareholders.

Our Board has approved and adopted a formal dividend distribution policy on May 17, 2018 (last amended on January 23, 2023), in terms of Regulation 43A of the SEBI Listing Regulations. For further information, see "*Description of the Equity Shares*" on page [●].

The details of the dividends (including interim dividends) declared by our Company (i) from October 1, 2024, till the date of this PPD; (ii) for the six months ended September 30, 2024, and (iii) in Fiscals 2024, 2023 and 2022 are set out below:

Particulars	From October 1, 2024, till the date of this PPD	Six months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Face value of Equity Shares (₹ per Equity Share)	2.00	2.00	2.00	2.00	2.00
Dividend per Equity Share (in ₹)	-	-	3.50	3.00	2.50
Dividend on Equity Shares (₹ in millions)	-	-	315.85	270.58	225.26
Dividend rate (%)	-	-	175.00	150.00	125.00

For a summary of certain Indian tax consequences of dividend distributions to shareholders, see "*Taxation*" on page [●].

Our past practices with respect to the declaration of dividends are not necessarily indicative of the dividend distribution policy of our Company or of our future dividend declaration. There is no guarantee that any dividends will be declared or paid or that the amount thereof will not be decreased in the future. The form, frequency and amount of future dividends depend on a number of internal and external factors in addition to those contemplated under our dividend distribution policy, including, but not limited to, our Company's earnings, financial condition, liquidity position, working capital and other financing requirements considering expansion and acquisition opportunities, lender approvals, contractual obligations, stipulations / covenants of loan agreements, macroeconomic and business conditions in general, applicable legal restrictions and other factors, and shall be at the discretion of our Board and subject to the approval of our shareholders.

The Equity Shares to be issued in connection with this Issue shall qualify for all dividends, including interim dividend, if any, that is declared in respect of the fiscal in which they have been allotted. For further information, see "*Description of the Equity Shares*" on page [●]. For a summary of some of the restrictions that may inhibit our ability to declare or pay dividends, see "*Risk Factors – Our Company may not be able to pay dividends in the future. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, profit after tax available for distribution, cash flows, working capital requirements and capital expenditure and the terms of our financing arrangements*" on page [●].

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our Audited Consolidated Financial Statements and our Unaudited Consolidated Financial Results in "Financial Statements" on page [●], respectively.

This Preliminary Placement Document may include forward-looking statements that involve risks and uncertainties, and our actual financial performance may materially vary from the conditions contemplated in such forward-looking statements as a result of various factors, including those described below and elsewhere in this Preliminary Placement Document. For further information, see "Forward-Looking Statements" on page [●]. Also read "Our Business", "Industry Overview", "Financial Statements", "Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Factors Affecting our Results of Operations and Financial Condition", "Risk Factors" and "Selected Financial Information" on pages [●], [●], [●], [●], [●], and [●], respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations.

Our fiscal year ends on March 31 of each year, and references to a particular fiscal are to the twelve months ended March 31 of that year. Unless otherwise indicated or the context requires, the financial information for Fiscals ended 2022, 2023 and 2024 included herein is based on the Audited Consolidated Financial Statements, and the financial information included herein for the six months ended September 30, 2023 and 2024 is based on the Unaudited Consolidated Financial Results, included in this Preliminary Placement Document. For further information, see "Financial Statements" on page [●].

In this section, unless otherwise indicated or the context requires, any reference to "the Company" is a reference to KEI Industries Limited on a consolidated basis.

*Unless otherwise indicated, all industry and market data used in this section has been derived from the report "Assessment of cables & wires industry in India" dated November 2024 (the "**CRISIL Report**") prepared and released by CRISIL, and commissioned by us. None of our Company, the Book Running Lead Managers or any other person connected with the Issue has independently verified such information. 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.*

Overview

For information in relation to our business, see "*Our Business*" on page [●].

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITION

We believe that the following factors have significantly affected our results of operations and financial condition during the periods under review, and may continue to affect our results of operations and financial condition in the future:

Working capital requirements and access to capital resources

Our business requires significant amounts of working capital primarily for financing our raw material purchases and manufacturing our products before we receive payments from our customers. Further, our working capital requirements also tend to increase if contractual or sales terms do not include advance payments or if under such contractual arrangements, payment is stipulated at the time of delivery of the final product to our customer. Moreover, our working capital requirements will increase in the event we undertake a larger number of orders as we grow our business. Our working capital requirements can also vary significantly across our business segments, with government contracts and our EPC business typically having payment terms on the basis of milestone, and therefore higher working capital requirements. If we grow our EPC business relative to our other business segments, we expect that our working capital ratios would be adversely affected. Currently, we fund our working capital requirements from our internal accruals as well as through raising working capital loans.

We seek to improve our working capital management by reducing our debtor days and rationalising our inventory levels. To reduce our debtor days, we have increased the use of channel financing, whereby our customers enter into arrangements with banks through which we receive payment directly from the banks, who in turn take on credit risk and seek to collect from the customers. Channel financing reduces our risk of non-payment, and significantly increases the rate at which we receive payment, as we receive payment directly from banks. If we are unable to implement such channel financing for our large customers in future, it may result in increased borrowings to fund our working capital requirements. In terms of the inventory maintained by us, we strive to have sufficient inventory on hand at all times so that we are able to quickly meet the demands of our customers. To this end, we strategically manage our inventories, purchasing raw materials based on our estimated future production requirements, taking into account our views on potential supply shortages, and maintaining finished goods based on our estimates of future customer demand. In recent years, we have increasingly focused on rationalising our inventory management, to meet our future requirements against while not carrying undue levels of inventory.

Distribution network and product mix and margin

We manufacture an extensive range of cables and wires. Our product portfolio includes both products that are relatively more commoditized as well as more specialized products. In our cables segment, retail sale is more profitable than institutional sale as we compete primarily on price and our profitability depends on our ability to effectively manage our expenses and by growing brand awareness. Our EHV cables are a specialty product which generally sell at higher prices and with higher margins. Revenue generated from the sale of our products under the retail segment grew at a CAGR of 27.51%, from ₹ 23188.92 million in Fiscal 2022 to ₹ 37701.91 million in Fiscal 2024 whereas revenue generated under the institutional segment grew at a CAGR of 6.80%, from ₹ 28900.16 million in Fiscal 2022 to ₹ 32966.48 million in Fiscal 2024. The revenue generated under the retail segment and institutional segment was ₹ 23427.02 million and ₹ 15364.76 million, respectively, in the six months ended September 30, 2024. For details, see "*Our Business - Strengths - Track record of growth in financial performance*" on page [●].

Our revenue from sale of these products is however, significantly impacted by the scale and growth of our dealer and distribution network consisting of distributors, direct dealers and retailers. As of September 30, 2024, we had a wide spread network comprising 2,038 authorized dealers and distributors and 823 sales and marketing employees. We incentivize sales by having exclusive product-wise arrangements for cables and wires with these dealers in their respective geographic regions and dedicated sales and marketing employees for each of our products who help with the sourcing and execution of orders across the dealer and distribution network, as well periodic incentive programs for our dealer and distribution network to meet sales targets and to respond to market developments.

Further, our strategy to expand our dealer and distribution network in India involves increasing our market penetration into currently under-served areas. We also intend to increase our interaction with our network through the use of information technology platforms. We also intend to recruit more sales and marketing employees to enhance our sales and undertake direct outreach activities with our distribution partners. Our ability to maintain and grow our dealer and distribution network, including our relationships with our dealers, will impact our financial results.

Raw materials cost

Our expenditure on raw materials consumed represented 91.95%, 87.50%, 83.63%, 82.01% and 86.74% of our consolidated total expenses for the six months ended September 30, 2024 and 2023, and for Fiscal 2024, Fiscal 2023 and Fiscal 2022, respectively. Our financial condition and results of operations are significantly impacted by the availability and cost of our major raw materials, particularly copper and aluminium.

We procure copper and aluminium as well as certain other metals, from third party suppliers on the basis of purchase orders placed with our suppliers at fixed prices as well as prices determined as per the average monthly rate on the London Metal Exchange. Raw materials other than copper and aluminium utilized in our operations are procured on the basis of rates agreed at the time of placing of the purchase orders with our suppliers. While we are not significantly dependent on any single raw material supplier, 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, tariffs and currency exchange rates, and there are inherent uncertainties in estimating such variables, regardless of the methodologies and assumptions that we may use. We are also dependent on supplied raw materials being of high quality and meeting relevant technical specifications and quality standards. Therefore, we cannot assure you that we will be able to procure adequate supplies of raw materials in the future, as and when we need them on commercially acceptable terms.

The volatility in commodity prices can significantly affect our raw material costs. However, our Company continuously tracks the changes in raw material prices and adopts stricter measures to address such fluctuations. For example, we include price escalation clauses for bulk orders and three-month policy validity clause for small scale projects in order to mitigate this risk. We also retain 65-75 days of inventory of raw materials, work-in-progress and finished goods and neutralize it with obtaining orders, thereby creating a natural risk hedge. However, if we are not able to compensate for or pass on our increased costs to customers, such price increases could have a material adverse impact on our result of operations, financial condition and cash flows.

We are also dependent on supplied raw materials being of high quality and meeting relevant technical specifications and quality standards. Our products are tested by our in-house testing team and thereafter, by external testing agencies pursuant to which, we strive to minimise the probability of defects in such products; however, in the event delivered materials are defective on account of any unforeseen circumstances such as including any accident during transit or adverse weather conditions, we might face warranty and damages claims from our customers. Production errors may lead to product recalls which could also lead to compensation claims and significantly damage our reputation and the confidence of present and potential customers and could have an adverse effect on our results of operations.

Government Initiatives and Policies

Power demand is closely associated with a country's GDP. Significant policy initiatives such as 24x7 power for all, Sahaj Bijli Har Ghar Yojana (SAUBHAGYA) scheme to provide electricity connections to all households, green energy corridor to facilitate evacuation of renewable energy power, green city scheme to promote the development of sustainable and eco-friendly cities, production linked scheme and low corporate tax rates are expected to support power demand in India. *(Source: CRISIL Report)*

Government of India launched the Integrated Power Development Scheme in December 2014 under which distribution infrastructure projects for strengthening of sub-transmission and distribution networks in urban areas metering of distribution transformers / feeders / consumers in the urban areas, IT enablement works; enterprise resource planning; smart metering; gas insulated sub-stations; and, real time data acquisition system were executed. *(Source: CRISIL Report)*

Further, At present, India depends on coal imports along with its domestic production to meet the power demand in the country. In order to reduce the dependence on imports, the government is planning to increase the domestic coal production aiming to increase availability and reduce dependence on imported coal. This would lead to infrastructure growth, in turn boosting the EPC segment. *(Source: CRISIL Report)*

Foreign currency fluctuations

Our financial statements are presented in Indian Rupees. However, our expenditure and revenue are influenced by the currencies of those countries from where we procure our raw materials and to lesser extent by currencies of countries to which we export our finished products (for example countries such Abu Dhabi, Qatar, Kuwait, Australia, Gambia, Liberia, United States, United Arab Emirates, and other countries in Africa and the Middle East). For Fiscals 2022, 2023, and 2024 and in the six months ended September 30, 2023 and 2024, our consolidated expenditure on consumption of imported raw materials accounted for 7.44%, 7.19%, 10.56%, 8.74%, and 13.90%, respectively, of consolidated raw material consumption (which was calculated considering cost of materials consumed, purchase of traded goods, and changes in inventory of finished goods work-in-progress and traded goods).

The exchange rate between the Indian Rupee and these currencies has fluctuated in the past and our results of operations have been impacted by such fluctuations and may be impacted by such fluctuations in the future. Depreciation of the Indian rupee against the U.S. Dollar and other foreign currencies may adversely affect our results of operations by increasing the cost of our raw materials or any proposed capital expenditure in foreign currencies. Volatility in the exchange rate and/or sustained appreciation of the Indian Rupee will negatively impact our revenue and operating results.

Competition

We operate in an increasingly competitive market. We face competition from other manufacturers, traders, suppliers and importers of electric equipment in the cables and wires industry, in the organized and unorganized sectors. Suppliers in the cables and wires industry compete based on key attributes including technical competence, product quality, strength of sales and dealer and distribution network, pricing and timely delivery. Further, the brand outreach of some of our competitors may be better than ours owing to their significant presence in the Indian market for a longer period of time coupled with additional products within the retail segment being offered by them.

Many of our competitors may have significant competitive advantages, including greater brand recognition and greater access to financial, research and development, marketing, distribution and other resources, larger product offerings and greater specialization than us. Additionally, certain of our competitors may specialise in manufacturing cables and wires within particular verticals and hence, may be able to dedicate significantly larger resources towards developing and manufacturing technologically superior equipment than us and their brands may gain greater visibility within those product verticals. Our competitors may further, enter into business combinations or alliances that strengthen their competitive positions or prevent us from taking advantage by entering into such business combinations or alliances. Increasing competition may result in pricing pressures or decreasing profit margins or lost market share or failure to improve our market position, any of which could substantially harm our business and results of operations.

Our offerings are supplied to power utilities pursuant to orders secured through a bidding process, which may specify certain pre-qualification requirements. Our products are also supplied to various governmental agencies, based on a pre-qualification process and grant of approval by these governmental agencies. Pre-qualification requirements include past experience in supply to such entities, ability to meet specific technical requirements, reputation for quality and safety features present in our products, financial strength and the price competitiveness of our products. While we believe that our ability to adapt our offerings to match the needs of our consumers across a wide range of application as well as our pre-qualified status with power utilities and such governmental agencies gives us a competitive edge in the market for such products, we will be required to compete effectively with our existing and potential competitors, to maintain and grow our market share and in turn, our results of operations.

For further details in relation to the competition we face and our significant competitors, see "*Industry Overview*" and "*Our Business - Competition*" on pages [●] and [●], respectively.

PRESENTATION OF FINANCIAL INFORMATION

In this Preliminary Placement Document, we have included:

(i) audited consolidated financial statements of our Company as at and for Fiscals 2024, 2023 and 2022, prepared in accordance with the Indian Accounting Standards ("**Ind AS**") notified under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and other relevant provisions of the Companies Act (collectively, the "**Audited Consolidated Financial Statements**"); and

(ii) unaudited consolidated financial results of our Company for the six months ended September 30, 2024, and the six months ended September 30, 2023, prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards 34 "Interim Financial Reporting" as prescribed under Section 133 of the Companies Act read with the relevant rules thereunder and other accounting principles generally accepted in India, and in compliance with Regulation 33 of the SEBI Listing Regulations (together, the "**Unaudited Consolidated Financial Results**" and together with the Audited Consolidated Financial Statement, the "**Financial Information**").

SUMMARY OF MATERIAL ACCOUNTING POLICIES

For summary of material accounting policies, see "*Audited Consolidated Financial Statements – Note 2. Summary of Material Accounting Policies*" on page [●].

PRINCIPAL COMPONENTS OF REVENUE AND EXPENDITURE

Revenue

Our total income comprises (i) revenue from operations, and (ii) other income.

Revenue from Operations

Revenue from operations comprises revenue from contract with customers which includes (i) sale of products, comprising sale of finished goods and of traded goods; (ii) sale of services, comprising income from EPC projects and from other services; and (iii) other revenue comprising revenue from project material and scrap material.

Other Income

Other income includes (i) dividend from long term investments; (ii) share of profit received from Association of Person; (iii) interest income from bank deposits/others; (iv) interest income from financial assets at amortized costs; (v) miscellaneous income; (vi) insurance claims; (vii) reversal of impairment in loans receivables; (viii) government grant/export incentives; (ix) profit on sales of property, plant and equipment (net); and (x) exchange fluctuation (net).

Expenses

Our expenses comprise (i) cost of materials consumed; (ii) purchase of traded goods; (iii) changes in inventory of finished goods, work-in-progress and traded goods; (iv) exployee benefits expense; (v) finance costs; (vi) depreciation and amortization expense; (vii) sub contractor expense for EPC projects; and (viii) other expenses.

Costs of Materials Consumed

Costs of materials consumed comprises (i) raw materials consumed; and (ii) EPC project materials such as cables, electrical goods and their accessories.

Purchase of traded goods

Purchase of traded goods majorly comprises of miscellaneous class of goods.

Changes in Inventory of Finished Goods, Work-In-Progress and Traded goods

Changes in inventory of finished goods, work-in-progress and traded goods comprises cables and wires, stainless steel wires, and electrical goods with their accessories.

Employee Benefits Expense

Employee benefits expense comprises (i) salaries, wages and other benefits; (ii) contribution to provident and other funds; (iii) expense on employee stock option scheme; and (iv) staff welfare expenses.

Finance Costs

Finance costs comprise (i) interest on borrowings; (ii) other financial charges, which include bank commission charges, bank guarantee charges, letter of credit charges, other ancillary costs incurred in connection with borrowings; (iii) interest and financial charges on lease liabilities; and (iv) interest on income tax (net).

Depreciation and Amortization Expenses

Depreciation and amortization comprises (i) depreciation on property, plant and equipment; (ii) depreciation on right of use assets; and (iii) amortization on intangible assets.

Sub Contractor Expense for EPC Projects

Sub contractor expense for EPC projects comprise expenses on account of project erection and commissioning.

Other Expenses

Other expenses primarily includes, among others (i) expenses towards store, spares and consumables; (ii) packing expenses; (iii) job work charges; (iv) power, fuel and lighting expenses; (v) repairs and maintenance; (vi) freight, handling and octroi; (vii) rebate, discount, commission on sales; (viii) travelling and conveyance, and (ix) professional and consultancy charges.

NON-GAAP MEASURES

EBITDA, EBITDA Margin, Interest Coverage Ratio, Profit After Tax Margin, Net Debt to Equity, Net Debt to EBITDA, Return on Equity and Return on Capital Employed (together, "Non-GAAP Measures"), presented in this Preliminary Placement Document are a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the 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. In addition, these Non-GAAP Measures are not standardized terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance.

Reconciliation of EBITDA and EBITDA Margin

EBITDA is calculated as profit for the year / period plus total tax expense, finance costs, depreciation and amortisation expenses for the relevant year/ period. EBITDA Margin is calculated as EBITDA divided by revenue from operations.

The table below provides reconciliation of our EBITDA and EBITDA Margin for the periods indicated:

Particulars	**Fiscal 2022**	**Fiscal 2023**	**Fiscal 2024**	**Six months ended September 30, 2023**	**Six months ended September 30, 2024**
	(₹ million, unless otherwise specified)				
Profit after Tax (A)	3,760.15	4,773.42	5,807.33	2,615.85	3,050.61
Add: Tax (B)	1,315.13	1,646.65	2,002.35	898.35	1,055.54
Add: Finance Cost (C)	403.94	347.07	439.10	164.75	274.86
Add: Depreciation (D)	554.54	570.79	613.55	302.17	318.34
EBITDA (E = A+B+C+D)	**6,033.76**	**7,337.93**	**8,862.33**	**3,981.12**	**4,699.35**
Revenue from Operations (F)	57,269.91	69,081.74	81,040.80	37,254.37	43,401.45
EBITDA Margin (G=E/F)	**10.54%**	**10.62%**	**10.94%**	**10.69%**	**10.83%**

Interest Coverage Ratio

Interest Coverage Ratio is calculated on the basis of profit before tax plus interest expenses, divided by interest expenses for the year / period.

Particulars	**Fiscal**			**Six months ended September 30,**	
	2022	**2023**	**2024**	**2023**	**2024**
	(₹ million)				
Profit before Tax	5,075.28	6,420.07	7,809.68	3,514.20	4,106.15
Finance Cost	403.94	347.07	439.10	164.75	274.86
EBIT	5,479.22	6,767.14	8,248.78	3,678.95	4,381.01
Interest Coverage Ratio	13.56	19.50	18.79	22.33	15.94

Return on Capital Employed

Return on Capital Employed (**"ROCE"**) is calculated on the basis of EBIT divided by average of capital employed. Capital employed is calculated as total debt plus total equity minus intangible assets.

Particulars	Fiscal			Six months ended September 30,	
	2022	2023	2024	2023	2024
	(₹ million)				
EBIT	5,479.22	6,767.14	8,248.78	3,678.95	4,381.01
Equity	21,355.19	25,891.66	31,482.64	28,583.18	34,577.60
Intangible assets	20.73	16.87	15.37	18.04	12.29
Total debt	3,313.71	1,352.55	1,342.30	1,593.72	3,140.20
Capital Employed	24,648.17	27,227.34	32,809.57	30,158.86	37,705.51
Average capital employed	22,712.14	25,937.76	30,018.46	28,693.10	35,257.54
ROCE	24.12%	26.09%	27.48%	25.93%*	25.39%*

**Annualized*

Net debt to EBITDA Ratio

Net debt to EBITDA Ratio is calculated on the basis of total debt divided by EBITDA.

Particulars	Fiscal			Six months ended September 30,	
	2022	2023	2024	2023	2024
	(₹ million)				
EBITDA	6,033.76	7,337.93	8,862.33	3,981.12	4,699.35
Equity	21,355.19	25,891.66	31,482.64	28,583.18	34,577.60
Debt	3,313.71	1,352.55	1,342.30	1,593.72	3,140.20
Net Debt/Equity	0.16	0.05	0.04	0.06	0.09
Net Debt/EBITDA	0.55	0.18	0.15	0.40	0.67

Return on Equity Ratio

Return on Equity Ratio ("**ROE**") is calculated on the basis of profit after tax divided by average net worth.

Particulars	Fiscal			Six months ended September 30,	
	2022	2023	2024	2023	2024
	(₹ million)				
Profit after tax	3,760.15	4,773.42	5,807.33	2,615.85	3,050.61
Equity	21,355.19	25,891.66	31,482.64	28,583.18	34,577.60
Average net worth	19,547.37	23,623.43	28,687.15	27,237.42	33,030.12
ROE	19.24%	20.21%	20.24%	19.40%*	18.90%*

**Annualized*

RESULTS OF OPERATIONS

SIX MONTHS ENDED SEPTEMBER 30, 2024 COMPARED WITH SIX MONTHS ENDED SEPTEMBER 30, 2023

The following table sets forth certain information relating to our results of operations on a consolidated basis for the six months ended September 30, 2023 and six months ended September 30, 2024:

Particulars	Six months ended September 30, 2023		Six months ended September 30, 2024	
	(₹ million)	Percentage of Total Income (%)	(₹ million)	Percentage of Total Income (%)
Income from Continuing Operations				
Revenue from Operations	37,254.37	99.47%	43,401.45	99.21%
Other Income	196.99	0.53%	347.71	0.79%
Total Income	**37,451.36**	**100.00%**	**43,749.16**	**100.00%**
Expenses				
Cost of Materials Consumed	29,688.63	79.27%	36,435.21	83.28%
Purchase of traded goods	5.91	0.02%	16.41	0.04%

Particulars	Six months ended September 30, 2023		Six months ended September 30, 2024	
	(₹ million)	Percentage of Total Income (%)	(₹ million)	Percentage of Total Income (%)
Changes in inventory of Finished goods, Work-in-progress and Traded goods	(1,800.16)	(4.81)%	(3,947.67)	(9.03)%
Employee Benefits Expense	1,311.79	3.50%	1,474.77	3.37%
Finance Costs	164.75	0.44%	274.86	0.63%
Depreciation and Amortization Expense	302.17	0.81%	318.34	0.73%
Sub Contractor Expense for EPC Projects	479.26	1.28%	703.02	1.61%
Other Expenses	3,784.81	10.11%	4,368.07	9.98%
Total Expenses	**33,937.16**	**90.62%**	**39,643.01**	**90.61%**
Profit/(loss) before share of profit/(loss) of Joint Venture and Associate Company and tax	**3,514.20**	**9.38%**	**4,106.15**	**9.39%**
Share of Profit/ (Loss) of Joint Venture (net of tax)	-	-	-	-
Share of Profit/ (Loss) of Associate Company (net of tax)	-	-	-	-
Profit/ (loss) before exceptional Items and Tax from Continuing Operations	**3,514.20**	**9.38%**	**4,106.15**	**9.39%**
Exceptional Items	-	-	-	-
Profit Before Tax from Continuing Operations	**3,514.20**	**9.38%**	**4,106.15**	**9.39%**
Tax Expense				
Current Tax	908.43	2.42%	1010.11	2.31%
Deferred tax (Credit) / Charge	6.16	0.02%	29.11	0.06%
Adjustment of tax relating to earlier years	(16.24)	(0.04)%	16.32	0.04%
Total Tax	**898.35**	**2.40%**	**1,055.54**	**2.41%**
Profit for the Year from Continuing Operations	**2,615.85**	**6.98%**	**3,050.61**	**6.98%**
Profit/ (loss) before Tax from discontinued Operations	**-**	**-**	**-**	**-**
Income Tax Expenses of discontinued Operations	**-**	**-**	**-**	**-**
Profit for the Year	**2,615.85**	**6.98%**	**3,050.61**	**6.97%**
Other Comprehensive Income/(Loss)				
Item not to be reclassified to Profit and Loss	2.35	0.01%	2.52	0.01%
Income tax on above	(2.24)	(0.01)%	1.81	0.00%
Items to be reclassified to Profit and Loss	0.01	0.00%	-	-
Income tax on above	0.02	0.00%	-	-
Other comprehensive income for the period, net of tax	0.14	0.00%	**4.33**	**0.01%**
Total comprehensive income for the period, net of tax	**2,615.99**	**6.98%**	**3,054.94**	**6.99%**
Profit/(Loss) attributable to				
Equity shareholders of the Holding Company	2,615.85	6.98%	3,050.61	6.98%
Non controlling interests	-	-	-	-
Other Comprehensive Income attributable to				
Equity Shareholders of the Holding Company	0.14	0.00%	4.33	0.01%
Non Controlling Interests	**0.00**	0.00	-	-
Total Comprehensive Income attributable to				
Equity Shareholders of the Holding Company	2,615.99	6.98%	3,054.94	6.99%
Non Controlling Interests	**0.00**	0.00	-	-
(Comprising Profit/Loss and Other Comprehensive Income)	**2,615.99**	**6.98%**	**3,054.94**	**6.99%**

Revenue

Total income increased by 16.82% from ₹ 37,451.36 million in the six months ended September 30, 2023 to ₹ 43,749.16 million in the six months ended September 30, 2024 for the reasons discussed below.

Revenue from Operations

Revenue from operations increased by 16.50% from ₹ 37,254.37 million in the six months ended September 30, 2023 to ₹ 43,401.45 million in the six months ended September 30, 2024, primarily due to:

- *Sale of products*: Sale of products increased from ₹ 33,429.24 million in the six months ended September 30, 2023 to ₹ 40,055.96 million in the six months ended September 30, 2024, primarily owing to increase in sales of high tension wires, low tension wires, house wires and winding wires.

- *Sale of services*: Sale of services decreased from ₹ 3,523.04 million in the six months ended September 30, 2023 to ₹ 2,873.90 million in the six months ended September 30, 2024, primarily owing to an increased focus on sales of products in retail, export and institutional segments.

- *Other revenue*: Other revenue increased from ₹ 302.09 million in the six months ended September 30, 2023 to ₹ 471.59 million in the six months ended September 30, 2024, owing to an increase in the sale of scrap.

Other Income

Other income increased by 76.51% from ₹ 196.99 million in the six months ended September 30, 2023 to ₹ 347.71 million in the six months ended September 30, 2024, primarily on account of exchange gain, government grant /export incentives and interest income.

Expenses

Total expenses increased by 16.81% from ₹ 33,937.16 million in the six months ended September 30, 2023 to ₹ 39,643.01 million in the six months ended September 30, 2024, primarily due to increase in cost of materials consumed, purchase of traded goods, changes in inventory of finished goods, work-in-progress and traded goods, employee benefit expenses, finance costs, depreciation and amortization expense, sub-contractor expense for EPC projects and other expenses.

Cost of Materials Consumed

Cost of materials consumed increased by 22.72% from ₹ 29,688.63 million in the six months ended September 30, 2023 to ₹ 36,435.21 million in the six months ended September 30, 2024, primarily due to increase in volume of production and raw material prices.

Purchase of traded goods

Purchase of traded goods increased by 177.66% from ₹ 5.91 million in the six months ended September 30, 2023 to ₹ 16.41 million in the six months ended September 30, 2024, primarily due to increase in sales.

Changes in Inventory of Finished Goods, Work in Progress and Traded Goods

Changes in inventory of finished goods, work in progress and traded goods were ₹ (1,800.16) million in the six months ended September 30, 2023 and ₹ (3,947.67) million in the six months ended September 30, 2024.

Employee Benefits Expenses

Employee benefits expense increased by 12.42% from ₹ 1,311.79 million in the six months ended September 30, 2023 to ₹ 1,474.77 million in the six months ended September 30, 2024, primarily due to annual increments in salary, wages and other benefits, expenses on employee stock option scheme and employee welfare expenses.

Finance Costs

Finance costs increased by 66.83% % from ₹ 164.75 million in the six months ended September 30, 2023 to ₹ 274.86 million in the six months ended September 30, 2024, primarily due to interest on increased acceptances and bills payable.

Depreciation and Amortization Expense

Depreciation and amortisation expense increased by 5.35% from ₹ 302.17 million in the six months ended September 30, 2023 to ₹ 318.34 million in the six months ended September 30, 2024, primarily due to increase in gross block of fixed assets.

Sub Contractor Expenses for EPC Projects

Sub contractor expenses for EPC projects increased by 46.69% from ₹ 479.26 million in the six months ended September 30, 2023 to ₹ 703.02 million in the six months ended September 30, 2024, primarily due to increased EPC operations.

Other Expenses

Other expenses increased by 15.41% from ₹ 3,784.81 million in the six months ended September 30, 2023 to ₹ 4,368.07 million in the six months ended September 30, 2024, primarily due to increase in packing expenses, job work charges, freight, handling and octroi (net) charges.

Profit before Tax

For the reasons discussed above, our profit before tax was ₹ 3,514.20 million in the six months ended September 30, 2023, compared to ₹ 4,106.15 million in in the six months ended September 30, 2024.

Tax Expense

Current tax expenses increased by 11.19% from ₹ 908.43 million in the six months ended September 30, 2023 to ₹ 1010.11 million in the six months ended September 30, 2024. Deferred tax charge increased by 372.56 % from ₹ 6.16 million in the six months ended September 30, 2023 to ₹ 29.11 million in the six months ended September 30, 2024. There was an adjustment of tax relating to earlier years of ₹ (16.24) million in the six months ended September 30, 2023 compared to tax charge of ₹ 16.32 million in the six months ended September 30, 2024.

Profit for the Year

For the various reasons discussed above, we recorded a profit for the year of ₹ 3,050.61 million in the six months ended September 30, 2024 as compared with ₹ 2,615.85 million in the six months ended September 30, 2023.

Total Comprehensive Income for the Year, net of tax

Total comprehensive income for the year (comprising profit and other comprehensive income for the year) was ₹ 3,054.94 million in the six months ended September 30, 2024 as compared with ₹ 2,615.99 million in the six months ended September 30, 2023.

Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA)

EBITDA was ₹ 4,699.35 million in the six months ended September 30, 2024 as compared with ₹ 3,981.12 million in the six months ended September 30, 2023 while EBITDA margin (EBITDA as a percentage of our revenue from operations) was by 10.83% in the six months ended September 30, 2024 as compared with 10.69% in the six months ended September 30, 2023.

FISCAL 2024 COMPARED WITH FISCAL 2023

The following table sets forth certain information with respect to our results of operations on a consolidated basis for Fiscals 2024 and 2023:

Particulars	**Fiscal 2023**		**Fiscal 2024**	
	(₹ million)	**Percentage of Total Income (%)**	**(₹ million)**	**Percentage of Total Income (%)**
Income from Continuing Operations				
Revenue from Operations	69,081.74	99.54%	81,040.80	99.40%
Other Income	317.79	0.46%	490.16	0.60%
Total Income	**69,399.53**	**100.00%**	**81,530.96**	**100.00%**
Expenses				
Cost of Materials Consumed	51,634.14	74.40%	61,613.71	75.57%
Purchase of traded goods	14.30	0.02%	40.36	0.05%

Particulars	Fiscal 2023		Fiscal 2024	
	(₹ million)	Percentage of Total Income (%)	(₹ million)	Percentage of Total Income (%)
Changes in inventory of Finished goods, Work-in-progress and Traded goods	75.08	0.11%	(880.28)	(1.08)%
Employee Benefits Expense	2,319.85	3.34%	2,671.45	3.28%
Finance Costs	347.07	0.50%	439.10	0.54%
Depreciation and Amortization Expense	570.79	0.82%	613.55	0.75%
Sub Contractor Expense for EPC Projects	1,232.70	1.78%	1,068.80	1.31%
Other Expenses	6,785.53	9.78%	8,151.39	10.00%
Total Expenses	**62,979.46**	**90.75%**	**73,718.08**	**90.42%**
Profit/(loss) before share of profit/(loss) of Joint Venture and Associate Company and tax	**6,420.07**	**9.25%**	**7,812.88**	**9.58%**
Share of Profit/ (Loss) of Joint Venture (net of tax)	(0.00)	(0.00)%	-	-
Share of Profit/ (Loss) of Associate Company (net of tax)	-	-	-	-
Profit/ (loss) before exceptional Items and Tax from Continuing Operations	**6,420.07**	**9.25%**	**7,812.88**	**9.58%**
Exceptional Items	-	-	(2.05)	0.00%
Profit Before Tax from Continuing Operations	**6,420.07**	**9.25%**	**7,810.83**	**9.58%**
Tax Expense				
Current Tax	1,667.48	2.40%	2,009.23	2.47%
Deferred tax (Credit) / Charge	(21.28)	(0.03)%	9.35	0.01%
Adjustment of tax relating to earlier years	0.45	0.00%	(16.23)	(0.02)%
Total Tax	**1,646.65**	**2.37%**	**2,002.35**	**2.46%**
Profit for the Year from Continuing Operations	**4,773.42**	**6.88%**	**5,808.48**	**7.12%**
Profit/ (loss) before Tax from discontinued Operations	**-**	**-**	**(1.15)**	**(0.00)%**
Income Tax Expenses of discontinued Operations	**-**	**-**	**-**	**-**
Profit for the Year	**4,773.42**	**6.88%**	**5,807.33**	**7.12%**
Other Comprehensive Income/(Loss)				
Item not to be reclassified to Profit and Loss	(7.31)	(0.01)%	(20.51)	(0.03)%
Income tax on above	6.69	0.01%	4.37	0.01%
Items to be reclassified to Profit and Loss	(0.01)	0.00%	0.01	0.00%
Income tax on above	0.03	0.00%	(1.79)	0.00%
Other comprehensive income for the year, net of tax	**(0.60)**	**0.00%**	**(17.92)**	**(0.02)%**
Total comprehensive income for the year, net of tax	**4,772.82**	**6.88%**	**5,789.41**	**7.10%**
Profit/(Loss) attributable to				
Equity shareholders of the Holding Company	4,773.46	6.88%	5,807.44	7.12%
Non controlling interests	(0.04)	0.00%	(0.11)	0.00%
Other Comprehensive Income attributable to				
Equity Shareholders of the Holding Company	(0.60)	(0.00)%	(17.75)	(0.02)%
Non Controlling Interests	0.00	0.00	(0.17)	0.00%
Total Comprehensive Income attributable to				
Equity Shareholders of the Holding Company	4,772.86	6.88%	5,789.69	7.10%
Non Controlling Interests	(0.04)	0.00%	(0.28)	0.00%
(Comprising Profit/Loss and Other Comprehensive Income)	**4,772.82**	**6.88%**	**5,789.41**	**7.10%**

Revenue

Total income increased by 17.48% from ₹ 69,399.53 million in Fiscal 2023 to ₹ 81,530.96 million in Fiscal 2024 for the reasons discussed below.

Revenue from Operations

Revenue from operations increased by 17.31% from ₹ 69,081.74 million in Fiscal 2023 to ₹ 81,040.80 million in Fiscal 2024, primarily due to the following:

- *Sale of products*: Sale of products increased from ₹ 62,730.17 million in Fiscal 2023 to ₹ 71,024.89 million in Fiscal 2024, primarily owing to increase in sales of high tension wires, low tension wires, house wires and winding wires.

- *Sale of services*: Sale of services increased from ₹ 5,780.00 million in Fiscal 2023 to ₹ 9,343.97 million in Fiscal 2024, primarily owing to increase in income from turnkey projects.

- *Other revenue*: Other revenue increased from ₹ 571.57 million in Fiscal 2023 to ₹ 671.94 million in Fiscal 2024, owing to an increase in the sale of scrap.

Other Income

Other income increased by 54.24% from ₹ 317.79 million in Fiscal 2023 to ₹ 490.16 million in Fiscal 2024, primarily due to an increase in interest income from bank deposits/others from ₹ 164.91 million in Fiscal 2023 to ₹ 210.54 million in Fiscal 2024 and an increase in government grant/export incentives from ₹ 41.56 million in Fiscal 2023 to ₹ 166.48 million in Fiscal 2024. This increase was partially offset by a decrease in exchange fluctuation (net) from ₹ 66.61 million in Fiscal 2023 to ₹ 55.18 million in Fiscal 2024.

Expenses

Total expenses increased by 17.05% from ₹ 62,979.46 million in Fiscal 2023 to ₹ 73,718.08 million in Fiscal 2024, primarily due to increase in cost of materials consumed, purchase of traded goods, employee benefit expenses, finance costs, depreciation and amortization expense, sub-contractor expense for EPC projects and other expenses.

Cost of Materials Consumed

Cost of materials consumed increased by 19.33% from ₹ 51,634.14 million in Fiscal 2023 to ₹ 61,613.71 million in Fiscal 2024 on account of an increase in cost of raw materials consumed from ₹ 50,547.12 million in Fiscal 2023 to ₹ 59,250.97 million in Fiscal 2024 as a result of increase in volume of production and raw material prices, and an increase in expenses towards EPC project materials, from ₹ 1,087.02 million in Fiscal 2023 to ₹ 2,362.74 million in Fiscal 2024.

Purchase of traded goods

Purchase of traded goods increased from ₹ 14.30 million in Fiscal 2023 to ₹ 40.36 million in Fiscal 2024, due to increase in purchase of miscellaneous goods such as cable accessories and jointing kits.

Changes in Inventory of Finished Goods, Work in Progress and Traded goods

Changes in inventory of finished goods, work in progress and traded goods were ₹ 75.08 million in Fiscal 2023 and ₹ (880.28) million in Fiscal 2024, primarily owing to an increase in closing inventories of work in progress from ₹ 2,735.50 million in Fiscal 2023 to ₹ 3,214.24 million in Fiscal 2024.

Employee Benefits Expenses

Employee benefits expense increased by 15.16% from ₹ 2,319.85 million in Fiscal 2023 to ₹ 2,671.45 million in Fiscal 2024, primarily due to an increase in salaries, wages and other benefits from ₹ 2,167.56 million in Fiscal 2023 to ₹ 2,424.08 million in Fiscal 2024, and an increase in expense on employee stock option scheme from ₹ 14.66 million in Fiscal 2023 to ₹ 102.99 million in Fiscal 2024.

Finance Costs

Finance costs increased by 26.52% from ₹ 347.07 million in Fiscal 2023 to ₹ 439.10 million in Fiscal 2024. This was primarily due to increase in interest on borrowings from ₹ 214.83 million in Fiscal 2023 to ₹ 281.67 million in Fiscal 2024 and other financial charges from ₹ 106.60 million in Fiscal 2023 to ₹ 130.30 million in Fiscal 2024, on account of interest on acceptances and bills payable. The increase was partially offset by a decrease in interest on income tax (net) from ₹ 4.43 million in Fiscal 2023 to ₹ 0.49 million in Fiscal 2024.

Depreciation and Amortization Expense

Depreciation and amortisation expense increased by 7.49% from ₹ 570.79 million in Fiscal 2023 to ₹ 613.55 million in Fiscal 2024, primarily due to an increase in depreciation on property, plant and equipment from ₹ 493.52

million in Fiscal 2023 to ₹ 509.15 million in Fiscal 2024 and an increase in depreciation on right of use assets ₹ 68.85 million in Fiscal 2023 to ₹ 96.94 million in Fiscal 2024.

Sub Contractor Expenses for EPC Projects

Sub contractor expenses for EPC projects decreased by 13.30% from ₹ 1,232.70 million in Fiscal 2023 to ₹ 1,068.80 million in Fiscal 2024, on account of decrease in EPC project income on erection.

Other Expenses

Other expenses increased by 20.13% from ₹ 6,785.53 million in Fiscal 2023 to ₹ 8,151.39 million in Fiscal 2024, primarily due to an increase in:

- packing expenses from ₹ 1,370.98 million in Fiscal 2023 to ₹ 1,697.06 million in Fiscal 2024;
- job work charges from ₹ 1,031.05 million in Fiscal 2023 to ₹ 1,271.54 million in Fiscal 2024;
- power, fuel and lighting expenses from ₹ 746.68 million in Fiscal 2023 to ₹ 879.26 million in Fiscal 2024;
- expenses towards freight, handling and octroi from ₹ 1,357.41 million in Fiscal 2023 to ₹ 1,631.04 million in Fiscal 2024;
- rebate, discount, commission on sales from ₹ 140.57 million in Fiscal 2023 to ₹ 200.64 million in Fiscal 2024;
- travelling and conveyance from ₹ 226.62 million in Fiscal 2023 to ₹ 281.72 million in Fiscal 2024;
- advertisement and publicity expenses from ₹ 215.19 million in Fiscal 2023 to ₹ 404.96 million in Fiscal 2024;
- miscellaneous expenses from ₹ 497.37 million in Fiscal 2023 to ₹ 572.61 million in Fiscal 2024; and
- corporate social responsibility expenditure from ₹ 80.29 million in Fiscal 2023 to ₹ 101.34 million in Fiscal 2024.

This was partially offset by a decrease in professional and consultancy charges from ₹ 280.91 million in Fiscal 2023 to ₹ 222.77 million in Fiscal 2024, bad debts written off from ₹ 62.42 million in Fiscal 2023 to ₹ 23.27 million in Fiscal 2024, and rates and taxes from ₹ 89.82 million in Fiscal 2023 to ₹ 60.01 million in Fiscal 2024.

Profit before Tax

For the reasons discussed above, our profit before tax was ₹ 6,420.07 million in Fiscal 2023, compared to ₹ 7,809.68 million in Fiscal 2024.

Tax Expense

Current tax expenses increased by 20.49% from ₹ 1,667.48 million in Fiscal 2023 to ₹ 2,009.23 million in Fiscal 2024. Deferred tax expenses increased from a deferred tax credit of ₹ 21.28 million in Fiscal 2023 to ₹ 9.35 million in Fiscal 2024. There was an adjustment of tax relating to earlier years of ₹ 0.45 million in Fiscal 2023 compared to tax credit of ₹ 16.23 million in Fiscal 2024.

Profit for the Year

For the various reasons discussed above, we recorded a profit for the year of ₹ 5,807.33 million in Fiscal 2024 as compared with ₹ 4,773.42 million in Fiscal 2023.

Total Comprehensive Income for the Year, net of tax

Total comprehensive income for the year (comprising profit and other comprehensive income for the year) was ₹ 5,789.41 million in Fiscal 2024 as compared with ₹ 4,772.82 million in Fiscal 2023.

Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA)

EBITDA was ₹ 8,862.33 million in Fiscal 2024 as compared with ₹ 7,337.93 million in Fiscal 2023 while EBITDA margin (EBITDA as a percentage of our revenue from operations) was 10.94% in Fiscal 2024 as compared with 10.62% in Fiscal 2023.

FISCAL 2023 COMPARED WITH FISCAL 2022

The following table sets forth certain information with respect to our results of operations on a consolidated basis for Fiscals 2022 and 2023:

Particulars	Fiscal 2022		Fiscal 2023	
	(₹ million)	Percentage of Total Income (%)	(₹ million)	Percentage of Total Income (%)
Income from Continuing Operations				
Revenue from Operations	57,269.91	99.75%	69,081.74	99.54%
Other Income	145.96	0.25%	317.79	0.46%
Total Income	**57,415.87**	**100.00%**	**69,399.53**	**100.00%**
Expenses				
Cost of Materials Consumed	45,392.33	79.06%	51,634.14	74.40%
Purchase of traded goods	8.20	0.01%	14.30	0.02%
Changes in inventory of Finished goods, Work-in-progress and Traded goods	(3,258.74)	(5.67)%	75.08	0.11%
Employee Benefits Expense	2,006.37	3.49%	2,319.85	3.34%
Finance Costs	403.94	0.70%	347.07	0.50%
Depreciation and Amortization Expense	554.54	0.97%	570.79	0.82%
Sub Contractor Expense for EPC Projects	1,280.22	2.23%	1,232.70	1.78%
Other Expenses	5,954.08	10.37%	6,785.53	9.78%
Total Expenses	**52,340.94**	**91.16%**	**62,979.46**	**90.75%**
Profit/(loss) before share of profit/(loss) of Joint Venture and Associate Company and tax	**5,074.93**	**8.84%**	**6,420.07**	**9.25%**
Share of Profit/ (Loss) of Joint Venture (net of tax)	0.35	0.00	(0.00)	(0.00)%
Share of Profit/ (Loss) of Associate Company (net of tax)	-	-	-	-
Profit/ (loss) before exceptional Items and Tax from Continuing Operations	**5,075.28**	**8.84%**	**6,420.07**	**9.25%**
Exceptional Items	0.00	0.00%	-	-
Profit Before Tax from Continuing Operations	**5,075.28**	**8.84%**	**6,420.07**	**9.25%**
Tax Expense				
Current Tax	1,313.51	2.29%	1,667.48	2.40%
Deferred tax (Credit) / Charge	2.06	0.00%	(21.28)	(0.03)%
Adjustment of tax relating to earlier years	(0.44)	0.00%	0.45	0.00%
Total Tax	**1,315.13**	**2.29%**	**1,646.65**	**2.37%**
Profit for the Year from Continuing Operations	**3,760.15**	**6.55%**	**4,773.42**	**6.88%**
Profit/ (loss) before Tax from discontinued Operations	**-**	**-**	**-**	**-**
Income Tax Expenses of discontinued Operations	**-**	**-**	**-**	**-**
Profit for the Year	**3,760.15**	**6.55%**	**4,773.42**	**6.88%**
Other Comprehensive Income				
Item not to be reclassified to Profit and Loss	19.55	0.03%	(7.31)	(0.01)%
Income tax on above	(11.64)	(0.02)%	6.69	0.01%
Items to be reclassified to Profit and Loss	(0.01)	0.00%	(0.01)	0.00%
Income tax on above	0.01	0.00%	0.03	0.00%
Other comprehensive income for the year, net of tax	**7.91**	**0.01%**	**(0.60)**	**0.00%**
Total comprehensive income for the year, net of tax	**3,768.06**	**6.56%**	**4,772.82**	**6.88%**
Profit/(Loss) attributable to				
Equity shareholders of the Holding Company	3,760.21	6.55%	4,773.46	6.88%
Non controlling interests	(0.06)	0.00%	(0.04)	0.00%
Other Comprehensive Income attributable to				
Equity Shareholders of the Holding Company	7.91	0.01%	(0.60)	(0.00)%
Non Controlling Interests	0.00	0.00%	0.00	0.00%
Total Comprehensive Income attributable to				
Equity Shareholders of the Holding Company	3,768.12	6.56%	4,772.86	6.88%
Non Controlling Interests	(0.06)	0.00%	(0.04)	0.00%
(Comprising Profit/Loss and Other Comprehensive Income)	**3,768.06**	**6.56%**	**4,772.82**	**6.88%**

Revenue

Total income increased by 20.87% from ₹ 57,415.87 million in Fiscal 2022 to ₹ 69,399.53 million in Fiscal 2023 for the reasons discussed below.

Revenue from Operations

Revenue from operations increased by 20.62% from ₹ 57,269.91 million in Fiscal 2022 to ₹ 69,081.74 million in Fiscal 2023, on account of the following:

- *Sale of products*: Sale of products increased from ₹ 50,004.63 million in Fiscal 2022 to ₹ 62,730.17 million in Fiscal 2023, primarily owing to increase in sales of high tension wires, low tension wires, house wires and winding wires.

- *Sale of services*: Sale of services decreased from ₹ 6,736.97 million in Fiscal 2022 to ₹ 5,780.00 million in Fiscal 2023, primarily owing to decrease in revenue from EPC projects.

- *Other revenue*: Other revenue increased from ₹ 528.31 million in Fiscal 2022 to ₹ 571.57 million in Fiscal 2023, owing to an increase in the sale of scrap.

Other Income

Other income increased from ₹ 145.96 million in Fiscal 2022 to ₹ 317.79 million in Fiscal 2023, primarily due to an increase in interest income from bank deposits/others from ₹ 18.72 million in Fiscal 2022 to ₹ 164.91 million in Fiscal 2023, and an increase in insurance claims from ₹ 7.74 million in Fiscal 2022 to ₹ 19.45 million in Fiscal 2023. This decrease was partially offset by a decrease in exchange fluctuation (net) from ₹ 99.36 million in Fiscal 2022 to ₹ 66.61 million in Fiscal 2023.

Expenses

Total expenses increased by 20.33% from ₹ 52,340.94 million in Fiscal 2022 to ₹ 62,979.46 million in Fiscal 2023, primarily due to an increase in cost of materials consumed, purchase of traded goods, employee benefit expenses, depreciation and amortization expense, and other expenses.

Cost of Materials Consumed

Cost of materials consumed increased by 13.75% from ₹ 45,392.33 million in Fiscal 2022 to ₹ 51,634.14 million in Fiscal 2023 on account of an increase in expenses towards raw materials consumed from ₹ 44,079.64 million in Fiscal 2022 to ₹ 50,547.12 million in Fiscal 2023 as a result of increase in production, which was partially offset by a decrease in expenses towards EPC project materials from ₹ 1,312.69 million in Fiscal 2022 to ₹ 1,087.02 million in Fiscal 2023.

Purchase of traded goods

Purchase of traded goods increased by 74.39% from ₹ 8.20 million in Fiscal 2022 to ₹ 14.30 million in Fiscal 2023, due to decrease in purchase of miscellaneous goods such as cable accessories.

Changes in Inventory of Finished Goods, Work in Progress and Traded goods

Changes in inventory of finished goods, work in progress and traded goods were ₹ (3,258.74) million in Fiscal 2022 and ₹ 75.08 million in Fiscal 2023, primarily due to increase in opening stock of finished goods from ₹ 3,397.54 million in Fiscal 2022 to ₹ 5,531.21 million in Fiscal 2023.

Employee Benefits Expenses

Employee benefits expense increased by 15.62% from ₹ 2,006.37 million in Fiscal 2022 to ₹ 2,319.85 million in Fiscal 2023, primarily due to an increase in salaries, wages and other benefits from ₹ 1,873.48 million in Fiscal 2022 to ₹ 2,167.56 million in Fiscal 2023 and an increase in staff welfare expenses from ₹ 45.63 million in Fiscal

2022 to ₹ 67.59 million in Fiscal 2023. This was partially offset by a decrease in expenses on employee stock option scheme from ₹ 16.59 million in Fiscal 2022 to ₹ 14.66 million in Fiscal 2023.

Finance Costs

Finance costs decreased by 14.08% from ₹ 403.94 million in Fiscal 2022 to ₹ 347.07 million in Fiscal 2023. This was primarily due to decrease in other financial charges from ₹ 176.28 million in Fiscal 2022 to ₹ 106.60 million in Fiscal 2023 and interest on income tax (net) from ₹ 10.98 million in Fiscal 2022 to ₹ 4.43 million in Fiscal 2023, on account of bank guarantee issuance charges. This decrease was partially offset by an increase in interest on borrowings from ₹ 196.15 million in Fiscal 2022 to ₹ 214.83 million in Fiscal 2023.

Depreciation and Amortization Expense

Depreciation and amortisation expense increased by 2.93% from ₹ 554.54 million in Fiscal 2022 to ₹ 570.79 million in Fiscal 2023, primarily due to an increase in depreciation on right of use assets from ₹ 52.19 million in Fiscal 2022 to ₹ 68.85 million in Fiscal 2023.

Sub Contractor Expense for EPC Projects

Sub contractor expense for EPC projects decreased by 3.71% from ₹ 1,280.22 million in Fiscal 2022 to ₹ 1,232.70 million in Fiscal 2023, on account of decrease in revenue from EPC projects.

Other Expenses

Other expenses increased by 13.96% from ₹ 5,954.08 million in Fiscal 2022 to ₹ 6,785.53 million in Fiscal 2023, primarily due to an increase in

- packing expenses from ₹ 1,200.04 million in Fiscal 2022 to ₹ 1,370.98 million in Fiscal 2023;
- job work charges from ₹ 838.28 million in Fiscal 2022 to ₹ 1,031.05 million in Fiscal 2023;
- power, fuel and lighting expenses from ₹ 619.50 million in Fiscal 2022 to ₹ 746.68 million in Fiscal 2023;
- expenses towards repairs and maintenance from ₹ 218.49 million in Fiscal 2022 to ₹ 268.08 million in Fiscal 2023;
- expenses towards freight, handling and octroi from ₹ 1,192.56 million in Fiscal 2022 to ₹ 1,357.41 million in Fiscal 2023;
- rebate, discount, commission on sales from ₹ 109.03 million in Fiscal 2022 to ₹ 140.57 million in Fiscal 2023;
- bad debts written off from ₹ 51.37 million in Fiscal 2022 to ₹ 62.42 million in Fiscal 2023;
- travelling and conveyance from ₹ 174.50 million in Fiscal 2022 to ₹ 226.62 million in Fiscal 2023;
- professional and consultancy charges from ₹ 216.98 million in Fiscal 2022 to ₹ 280.91 million in Fiscal 2023;
- miscellaneous expenses from ₹ 477.46 million in Fiscal 2022 to ₹ 497.37 million in Fiscal 2023; and
- corporate social responsibility expenditure from ₹ 65.07 million in Fiscal 2022 to ₹ 80.29 million in Fiscal 2023.

This was partially offset by a decrease in expenses towards rates and taxes from ₹ 131.59 million in Fiscal 2022 to ₹ 89.82 million in Fiscal 2023, and advertisement and publicity expenses from ₹ 276.81 million in Fiscal 2022 to ₹ 215.19 million in Fiscal 2023.

Profit before Tax

For the reasons discussed above, our profit before tax was ₹ 5,075.28 million in Fiscal 2022, compared to ₹ 6,420.07 million in Fiscal 2023.

Tax Expense

Current tax expenses increased from ₹ 1,313.51 million in Fiscal 2022 to ₹ 1,667.48 million in Fiscal 2023. Deferred tax expenses decreased from a deferred tax charge of ₹ 2.06 million in Fiscal 2022 to a deferred tax credit of ₹ 21.28 million in Fiscal 2023. There was an adjustment of tax relating to earlier years of ₹ (0.44) million in Fiscal 2022 compared to tax charge of ₹ 0.45 million in Fiscal 2023.

Profit for the Year

For the various reasons discussed above, we recorded a profit for the year of ₹ 4,773.42 million in Fiscal 2023 as compared with ₹ 3,760.15 million in Fiscal 2022.

Total Comprehensive Income for the Year, net of tax

Total comprehensive income for the year (comprising profit and other comprehensive income for the year) was ₹ 4,772.82 million in Fiscal 2023 as compared with ₹ 3,768.06 million in Fiscal 2022.

Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA)

EBITDA was ₹ 7,337.93 million in Fiscal 2023 as compared with ₹ 6,033.76 million in Fiscal 2022 while EBITDA margin (EBITDA as a percentage of our revenue from operations) was 10.62% in Fiscal 2023 as compared with 10.54% in Fiscal 2022.

LIQUIDITY AND CAPITAL RESOURCES

We have historically financed the expansion of our business and operations primarily through internal accruals from our operations and debt financing. From time to time, we may obtain loan facilities to finance our short term working capital requirements. For further information, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations - Indebtedness*" on page [●].

CASH FLOWS

The following table sets forth certain information relating to our cash flows in the periods indicated:

Particulars	Fiscal			Six months ended September 30,	
	2022	2023	2024	2023	2024
	(₹ million)				
Net cash from / (used in) operating activities	2,285.51	5,139.07	6,105.03	1,149.61	(3,075.56)
Net cash from / (used in) investing activities	(583.56)	(1,371.32)	(3,526.04)	(1,540.94)	(2,646.33)
Net cash flows from / (used in) financing activities	(313.54)	(2,559.31)	(717.64)	87.40	1,498.14
Net change in cash and cash equivalents	1,388.41	1,208.44	1,861.35	(303.93)	(4,223.75)
Cash and cash equivalents at the beginning of the period/year	2,201.62	3,590.25	4,798.96	4,798.96	6,660.77
Cash and cash equivalents at the end of the period/year	3,590.25	4,798.96	6,660.77	4,495.37	2,437.35

Operating Activities

Six months ended September 30, 2024

Net cash flows used in operating activities was ₹ (3,075.56) million in the six months ended September 30, 2024. Net profit before tax from continuing operations was ₹ 4,106.15 million in the six months ended September 30, 2024 and adjustments to reconcile net profit before tax from continuing operations to net cash flows primarily consisted of (i) depreciation and amortization expense of ₹ 318.34 million; (ii) interest income on bank and other deposits of ₹ (133.24) million; (iii) interest and other finance cost of ₹ 259.89 million; (iv) provision for compensated absence/gratuity/long term service of ₹ 32.33 million; and (v) impairment allowance on trade receivables of ₹ (38.44) million. Operating profit before working capital changes was ₹ 4,568.22 million in the six months ended September 30, 2024. The main working capital adjustments in the six months ended September 30, 2024 included decrease in trade receivables including contract assets of ₹ 276.77 million. This was offset by increase in inventories of ₹ 4,204.11 million, decrease in trade payables, other financial and non-financial liabilities and provisions including contract liabilities of ₹ 2,165.56 million and increase in other financial and non-financial assets of ₹ 537.01 million. Accordingly, the cash has not been generated from operations in the six months ended September 30, 2024 amounted to ₹ (2,061.69) million. Income tax paid (including TDS) (net) amounted to ₹ 1,013.87 million.

Six months ended September 30, 2023

Net cash flows from operating activities was ₹ 1,149.61 million in the six months ended September 30, 2023. Net profit before tax from continuing operations was ₹ 3,514.20 million in the six months ended September 30, 2023 and adjustments to reconcile net profit before tax from continuing operations to net cash flows primarily consisted of (i) depreciation and amortization expense of ₹ 302.17 million; (ii) interest income on bank and other deposits of ₹ (98.31) million; (iii) interest and other finance cost of ₹ 151.45 million; and (iv) employee stock options expense of ₹ 64.50 million. Operating profit before working capital changes was ₹ 3,932.70 million in the six months ended September 30, 2023. The main working capital adjustments in the six months ended September 30, 2023 included decrease in trade receivables including contract assets of ₹ 1,046.12 million and an increase in trade payables, other financial and non-financial liabilities and provisions including contract liabilities of ₹ 221.93 million. This was offset by increase in inventories of ₹ 2,433.72 million, and increase in other financial and non-financial assets of ₹ 748.98 million. Accordingly, the cash generated from operations in the six months ended September 30, 2023 amounted to ₹ 2,018.05 million. Income tax paid (including TDS) (net) amounted to ₹ 868.44 million.

Fiscal 2024

Net cash flows from operating activities was ₹ 6,105.03 million in Fiscal 2024. Profit before tax from continuing operations and tax was ₹ 7,810.83 million in Fiscal 2024 and adjustments to reconcile profit before exceptional items and tax to net cash flows primarily consisted of (i) depreciation and amortization expense of ₹ 613.55 million; (ii) interest income on bank and other deposits of ₹ (210.54) million; (iii) interest and other finance cost of ₹ 412.46 million; (iv) employee stock options expense of ₹ 102.99 million; and (v) impairment allowance on trade receivables of ₹ 28.53 million. Operating profit before working capital changes was ₹ 8,839.08 million in Fiscal 2024. The main working capital adjustments in Fiscal 2024 included increase in trade payables, other financial and non financial liabilities and provisions including contract liabilities of ₹ 3,146.15, this was offset by an increase in trade receivables including contract assets of ₹ 1,336.20 million, increase in other financial and non-financial assets of ₹ 94.02 million and increase in inventories of ₹ 2,404.55 million. Accordingly, the cash generated from operations in Fiscal 2024 amounted to ₹ 8,150.46 million. Income tax paid (including TDS) (net) amounted to ₹ 2,045.43 million.

Fiscal 2023

Net cash flows from operating activities was ₹ 5,139.07 million in Fiscal 2023. Profit before tax from continuing operations and tax was ₹ 6,420.07 million in Fiscal 2023 and adjustments to reconcile profit before exceptional items and tax to net cash flows primarily consisted of (i) depreciation and amortization expense of ₹ 570.79 million; (ii) interest income on bank and other deposits of ₹ (164.91) million; (iii) interest and other finance cost of ₹ 325.86 million; (iv) provision for compensated absence/ gratuity/long term service of ₹ 81.63 million; and (v) unrealised foreign exchange (gain)/loss of ₹ (60.55) million. Operating profit before working capital changes was ₹ 7,263.64 million in Fiscal 2023. The main working capital adjustments in Fiscal 2023 included decrease in trade receivables including contract assets of ₹ 104.39 million. This was largely offset by an increase in other financial and non-financial assets of ₹ 34.50 million and decrease in trade payables, other financial and non financial liabilities and provisions including contract liabilities of ₹ 190.10 million. Accordingly, the cash generated from operations in Fiscal 2023 amounted to ₹ 6,914.60 million. Income tax paid (including TDS) (net) amounted to ₹ 1,775.53 million.

Fiscal 2022

Net cash flows used in operating activities was ₹ 2,285.51 million in Fiscal 2022. Profit before exceptional items and tax was ₹ 5,074.93 million in Fiscal 2022 and adjustments to reconcile profit before exceptional items and tax to net cash flows primarily consisted of (i) depreciation and amortization expense of ₹ 554.54 million; (ii) interest income on bank and other deposits of ₹ (18.72) million; (iii) interest and other finance cost of ₹ 383.41 million; (iv) provision for compensated absence/ gratuity/long term service of ₹ 11.83 million; and (v) unrealised foreign exchange (gain)/loss of ₹ (50.25) million. Operating profit before working capital changes was ₹ 6,037.60 million in Fiscal 2022. The main working capital adjustments in Fiscal 2022 included increase in trade payables, other financial and non financial liabilities and provisions including contract liabilities of ₹ 1,230.20 million this was offset by an increase in trade receivables including contract assets of ₹ 448.15 million, increase in other financial and non-financial assets of ₹ 120.48 million and increase in inventories of ₹ 3,166.56 million. Accordingly, the cash generated from operations in Fiscal 2022 amounted to ₹ 3,532.61 million. Income tax paid (including TDS) (net) amounted to ₹ 1,247.10 million.

Investing Activities

Six months ended September 30, 2024

Net cash flows used in investing activities was ₹ 2,646.33 million in the six months ended September 30, 2024. This primarily reflected (i) purchase of property, plant and equipment (including capital work-in-progress) of ₹ 3,109.65 million; and (ii) purchase of lease hold land and buildings of ₹ 0.05 million. This was partially offset by (i) sale of property, plant and equipment of ₹ 21.24 million; (ii) interest income on bank and other deposits of ₹ 141.71 million; (iii) dividend received of ₹ 0.08 million; and (iv) maturity/(investment) made in bank deposits (having original maturity of more than 3 months) of ₹ 300.34 million.

Six months ended September 30, 2023

Net cash flows used in investing activities was ₹ 1,540.94 million in the six months ended September 30, 2023. This primarily reflected (i) purchase of property, plant and equipment (including capital work-in-progress) of ₹ 805.67 million; (ii) purchase of lease hold land and buildings of ₹ 1,395.28 million and acquisition of intangible assets of ₹ 5.02 million. This was partially offset by(i) sale of property, plant and equipment of ₹ 1.43 million; (ii) Sale/Redemption of Investment of ₹ 2.59 million; (iii) interest income on bank and other deposits of ₹ 94.90 million; (iv) dividend received of ₹ 0.06 million; and (v) maturity/(investment) made in bank deposits (having original maturity of more than 3 months) of ₹ 566.05 million.

Fiscal 2024

Net cash flows used in investing activities was ₹ 3,526.04 million in Fiscal 2024. This primarily reflected (i) purchase of property, plant and equipment (including capital work-in-progress) of ₹ 2,553.84 million; and (ii) purchase of lease hold land and buildings of ₹ 1,445.09 million, this was partially offset by (i) interest income on bank and other deposits of ₹ 208.95 million; and (ii) maturity/(investment) made in bank deposits (having original maturity of more than 3 months) of ₹ 262.65 million.

Fiscal 2023

Net cash flows used in investing activities was ₹ 1,371.32 million in Fiscal 2023. This primarily reflected (i) purchase of property, plant and equipment (including capital work-in-progress) of ₹ 758.26 million; (ii) purchase of lease hold land and buildings of ₹ 216.56 million; and (iii) maturity/(investment) made in bank deposits (having original maturity of more than 3 months) of ₹ 559.35 million. This was partially offset by (i) interest income on bank and other deposits of ₹ 155.43 million; and (ii) sale/redemption of investment of ₹ 21.54 million.

Fiscal 2022

Net cash flows used in investing activities was ₹ 583.56 million in Fiscal 2022. This primarily reflected (i) purchase of property, plant and equipment (including capital work-in-progress) of ₹ 584.58 million; (ii) acquisition of other intangible assets of ₹ 12.72 million; and (iii) purchase of Investment of ₹80.00 million. This was partially offset by (i) sale/redemption of investment of ₹ 70.84 million; and (ii) interest income on bank and other deposits of ₹ 19.02 million.

Financing Activities

Six months ended September 30, 2024

Net cash from financing activities was ₹ 1,498.14 million in the six months ended September 30, 2024. This primarily reflected (i) proceeds of long term borrowings (banks) of ₹ 1,100.29 million; (ii) working capital demand loan – from banks of ₹ 575.00 million; (iii) working capital loan from banks – factoring arrangements of ₹ 122.60 million; and (iv) issue of equity share capital (including premium) upon exercise of ESOS of ₹ 10.80 million. This was partially offset by (i) interest and other finance cost of ₹ 259.89 million; (ii) interest and financial charges on lease liabilities of ₹ 14.97 million; and (iii) dividend paid to equity shareholders including tax thereon of ₹ 35.69 million.

Six months ended September 30, 2023

Net cash from financing activities was ₹ 87.40 million in the six months ended September 30, 2023. This primarily reflected (i) working capital demand Loan – from banks of ₹ 230.00 million; (ii) working capital loan from banks – factoring arrangements of ₹ 11.17 million; and (iii) issue of equity share capital (including premium) upon exercise of ESOS of ₹ 11.03 million. This was largely offset by (i) interest and other finance cost of ₹ 151.45 million; (ii) interest and financial charges on lease liabilities of ₹ 13.30 million; and (iii) dividend paid to equity shareholders including tax thereon of ₹ 0.05 million.

Fiscal 2024

Net cash flows used in financing activities was ₹ 717.64 million in Fiscal 2024. This primarily reflected (i) Interest and other finance cost of ₹ 412.46 million; (ii) interest and financial charges on lease liabilities of ₹ 26.64 million;; (iii) working capital loan from banks – factoring arrangements of ₹ 385.25 million; and (iv) dividend paid to equity shareholders including tax thereon of ₹ 280.52 million. This was largely offset by (i) working capital demand loan – from banks of ₹ 375 million; (ii) issue of equity share capital (including premium) upon exercise of ESOS of ₹ 11.03 million; and (iii) Borrowings in subsidiary company of ₹ 1.20 million.

Fiscal 2023

Net cash flows used in financing activities was ₹ 2,559.31 million in Fiscal 2023. This primarily reflected (i) repayment of long term borrowings (banks) of ₹ 201.89 million; (ii) interest and other finance cost of ₹ 325.86 million; (iii) interest and financial charges on lease liabilities of ₹ 21.21 million; (iv) working capital demand loan – from banks of ₹ 2,053.89 million; and (v) dividend paid to equity shareholders including tax thereon of ₹ 270.66 million. This was partially offset by (i) working capital loan from banks – factoring arrangements of ₹ 294.62 million; and (ii) issue of equity share capital (including premium) upon exercise of ESOS of ₹ 19.58 million.

Fiscal 2022

Net cash flows used in financing activities was ₹ 313.54 million in Fiscal 2022. This primarily reflected (i) repayment of long term borrowings (banks) of ₹ 191.22 million; (ii) repayment of finance lease of ₹ 9.57 million; (iii) interest and other finance cost of ₹ 383.41 million; (iv) interest and financial charges on lease liabilities of ₹ 20.53 million; (v) inter corporate and other deposits (net) of ₹ 407.98 million; (vi) working capital loan from banks – factoring arrangements of ₹ 515.78 million; and (vii) dividend paid to equity shareholders including tax thereon of ₹ 224.34 million. This was partially offset by (i) working capital demand loan – from banks of ₹ 1,383.04 million; and (ii) issue of equity share capital (including premium) upon exercise of ESOS of ₹ 56.25 million.

INDEBTEDNESS

As of September 30, 2024, we had total borrowings (consisting of long term borrowings and short term borrowings) of ₹ 3,140.20 million, of which ₹ 1,100.29 million was long term borrowings (including current maturities) and ₹ 2,039.91 million was short term borrowings. Also, see "*Risk Factors – We are subject to certain restrictive covenants under our financing arrangements, which may curtail our operational and financial flexibility. If we are not in compliance with the covenants contained in such financing agreements, including obtaining the relevant consents from our lenders for the Issue, our lenders could accelerate their respective repayment schedules, and enforce their respective security interests, which would lead to an adverse effect on our business, financial condition, cash flows and credit rating.*" on page [●].

The following table sets forth certain information relating to our outstanding indebtedness as of September 30, 2024, and our repayment obligations in the periods indicated:

Particulars	As of September 30, 2024 Payment due by period (₹ million)				
	Total	Not later than 1 year	2-3 years	4 -5 years	More than 5 years
Long term borrowings					
Secured					

Particulars	As of September 30, 2024 Payment due by period (₹ million)				
	Total	**Not later than 1 year**	**2-3 years**	**4 -5 years**	**More than 5 years**
Term loans (including current maturities)	1,100.29	112.62	449.29	437.99	100.39
Others	-	-	-	-	-
Unsecured	-	-	-	-	-
Others	-	-	-	-	-
Total long term borrowings (including current maturities)	**1,100.29**	**112.62**	449.29	437.99	100.39
Short term borrowings					
Secured	-	-	-	-	-
Term loans	-		-	-	-
Others	2,039.91	2,039.91			
Unsecured	-	-	-	-	-
Total short term borrowings	2,039.91	2,039.91	-	-	-
Total borrowings	**3,140.20**	**2,152.53**	449.29	437.99	100.39

CONTINGENT LIABILITIES AND OFF-BALANCE SHEET ARRANGEMENTS

As of September 30, 2024, our contingent liabilities and commitments were as follows:

Particulars	Amount (₹ million)
Claims against Company not acknowledged as debt, excludes interest, if any	
Sales Tax/Entry Tax demands under appeal	10.25
Income Tax Matters:	
Demand due to Additions/disallowances during Assessments, which are under Appeal	34.07
GST/Excise/Service tax demands under appeal	59.62
Miscellaneous claims against Company in Labour Court	3.13
Guarantees excluding financial guarantees	**Nil**
Other money for which Company is contingently liable:	
Unutilized Letter of Credits	373.15
Outstanding LC Discounted	1,735.43
Commitments:	
Estimated amount of contracts remaining to be executed on Capital Account*	**11,616.77**
Outstanding export obligation of EPCG / advance authorisation	**721.37**

** Capital Commitments includes the amount of purchase orders (net of advances) issued to suppliers for completion of Property, Plant and Equipment.*

For further information on our contingent liabilities, see "*Financial Statements*" on page [●].

Except as disclosed in the Financial Statements or elsewhere in this Preliminary Placement Document, there are no off-balance sheet arrangements, derivative instruments, swap transactions or relationships with affiliates, other unconsolidated entities or financial partnerships that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that we believe are material to investors.

CONTRACTUAL OBLIGATIONS AND COMMITMENTS

The following table sets forth certain information relating to remaining performance obligations to be executed over the period of more than one year as on September 30, 2024.

Particulars	Fiscal 2022	Fiscal 2023	Fiscal 2024	Six months ended	Six months ended

				September 30, 2023	September 30, 2024
	(₹ million)				
Finished Goods	-	1,192.42	205.20	1,175.30	116.32
EPC Projects	10,333.34	14,592.39	8,250.54	11,686.67	6,020.22
Total	**10,333.34**	**15,784.81**	**8,455.74**	**12,861.97**	**6,136.54**

For further information on our capital and other commitments, see "*Financial Statements*" on page [●].

The following table sets forth certain information relating to our contract assets and contract liabilities.

Particulars	As of March 31, 2022	As of March 31, 2023	As of March 31, 2024	As of September 30, 2023	As of September 30, 2024
	(₹ million)				
Contract Assets	213.84	127.75	146.91	201.83	185.64
Contract Liabilities	1,609.73	1,437.02	1,494.43	1,531.85	1,291.04

CAPITAL EXPENDITURES

In Fiscal 2022, Fiscal 2023, Fiscal 2024 and in the six months ended September 30, 2023 and 2024, our capital expenditure towards additions to fixed assets (property, plant and equipment's and intangible assets) were ₹ 584.17 million, ₹ 970.90 million, ₹ 4,058.81 million, ₹ 2,296.20 million and ₹ 3,162.30 million, respectively. The following table sets forth our capital expenditure for the periods indicated:

Particulars	Fiscal 2022	Fiscal 2023	Fiscal 2024	Six months ended September 30, 2023	Six months ended September 30, 2024
	(₹ million)				
Cables	425.12	886.39	4,015.68	2,268.40	3,121.08
Stainless steel wire	19.05	11.41	42.39	4.78	5.37
EPC projects	5.09	9.46	(7.91)	1.89	4.20
Unallocated	134.91	63.64	8.65	21.13	31.65
Total	**584.17**	**970.90**	**4,058.81**	**2,296.20**	**3,162.30**

For further information, see "*Financial Statements*" on page [●].

RELATED PARTY TRANSACTIONS

We enter into various transactions with related parties in the ordinary course of business. For further information relating to our related party transactions, see "*Related Party Transactions*" on page [●].

AUDITOR'S OBSERVATIONS

Our Statutory Auditors, in their examination report in connection with our financial statements for Fiscals 2022, 2023 and 2024, and limited review report for the six months ended September 30, 2024, have included the following reservations, qualifications, emphasis of matter or adverse remarks, including under Companies (Auditor's Report) Order, 2016/2020:

Financial year / period ended	Reservation, qualification, emphasis of matter or adverse remark
Six months ended September 30, 2024	Nil
Fiscal 2024	Nil
Fiscal 2023	*"Title deed of one immovable property situated at Kheda, Gujarat was not in the name of the Company."*
Fiscal 2022	*"There is a delay by the Company in transferring unspent Corporate Social Responsibility (CSR) amount, in respect of other than ongoing projects, to a fund specified in Schedule VII to the Act within a period of six months of the expiry of the previous financial year as per second proviso to sub-section (5) of Section 135 of the Companies Act, 2013. Total amount due to be transferred amounted*

Financial year / period ended	Reservation, qualification, emphasis of matter or adverse remark
	to Rs. 36.25 million which was transferred with a delay of 171 to 173 days."
Fiscal 2021	*"During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, except for an instance where some of the Employees of the company, in connivance with certain dealers, misappropriated Cables/Wires, having an estimated value of ₹ 12.12 Million and for which the Management has taken appropriate steps for recovery of the amount misappropriated. (Refer Note 56.4 of standalone financial statements), we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of such case by the Management."*

CHANGES IN ACCOUNTING POLICIES

Except as disclosed in below, there have been no changes in our accounting policies during Fiscals 2022, 2023 and 2024 and the six months ended September 30, 2023 and 2024, except for the changes as necessitated by applicable laws.

Accounting Period	Change in accounting policy
Fiscal 2022	Our Company has changed its accounting policy for valuation of raw materials, finished goods, project materials and work in process from first in first out ("**FIFO**") to moving weighted average cost method w.e.f. April 1, 2021. In accordance with Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors, this change in method of accounting for inventories has been retrospectively applied to all previous years presented herein.

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our principal financial liabilities, other than derivatives, comprise loans and borrowings and trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support its operations. Our principal financial assets include loans, trade and other receivables and cash and cash equivalents that derive directly from its operations. We also hold FVTPL investments and enters into derivative transactions.

We are exposed to market risk, credit risk and liquidity risk etc. The Board of Directors of our Company has formed a Risk Management Committee to periodically review the risk management policy of our Company so that the management manages the risk through properly defined mechanism. The Risk Management Committee's focus is to foresee the unpredictability and minimise potential adverse effects on our financial performance. Our overall risk management procedures to minimise the potential adverse effects of financial market on our performance are as follows:

Our size and operations result in it being exposed to the following market risks that arise from its use of financial instruments:

- Currency Risk
- Price Risk
- Commodity Price Risk
- Interest Rate Risk
- Liquidity Risk
- Credit Risk

Above risks may affect our income and expenses, or value of its financial instruments. Our Company's exposure to and management of these risks are explained below:

Currency Risk

We undertake transactions denominated in foreign currencies mainly related to its operating activities. We evaluate exchange rate exposure arising from foreign currency transactions and follows established risk management policies.

Price Risk

We are exposed to price risk due to its investment in Equity Shares and Mutual Funds. Price risk arises due to uncertainties about future market values of these investments.

We review our investments at regular intervals in order to minimize price risk arising from investments in Equity Shares and Mutual Funds.

Majority of investments of our Company are publicly traded and listed in BSE/NSE.

Commodity Price Risk

The Company is affected by the price volatility of certain commodities. Its operating activities require the ongoing manufacture of industrial and domestic cable and therefore require a continuous supply of major items of raw material viz Copper and Aluminium. Due to volatility in prices of Copper and Aluminium, Company has entered into various purchase contracts for these materials. The Company's Board of Directors has adopted a risk management strategy regarding commodity price risk and its mitigation. The Company partly mitigated the risk of price volatility by entering into the contract for purchase of these raw material based on average price of each month.

Interest Rate Risk

(i) Company invests in fixed deposits for a period between 8 days to 7 years. All fixed deposits are with banks, accordingly there is no significant interest rate risk pertaining to these deposits. (ii) Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Company's exposure to risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates and fixed deposits. Company's fixed rate borrowings and deposits are carried at amortized cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither carrying amount nor future cash flows will fluctuate because of a change in market interest rates. The Company also uses interest rate swap to mitigate the interest rate risk. (iii) Risk is managed by Company by maintaining an appropriate mix between fixed and floating rate of borrowings.

Credit Risk

Credit risk refers to risk that counterparty will default on its contractual obligations resulting in financial loss to our Company.

Company is exposed to credit risk from its operating activities (primarily Trade Receivables, Contract Assets, Loan and security deposit and also from its investing activities including deposits with banks, forex transactions and other financial instruments) for receivables, cash and cash equivalents, short-term investments and derivative financial instruments. Credit limits are set based on a counterparty value. Methodology used to set list of counterparty limits includes, counterparty Credit Ratings ("**CR**") and sector exposure. Evolution of counterparties is monitored regularly, taking into consideration CR and sector exposure evolution. As a result of this review, changes on credit limits and risk allocation are carried out.

In respect of its investments, we aim to minimize our financial credit risk through application of risk management policies.

For financial instruments, we attempt to limit credit risk by only dealing with reputed banks and financial institutions.

None of our cash equivalents, including fixed deposits with banks, are past due or impaired.

Trade receivables and contract assets are subject to credit limits, controls and approval processes. These terms and conditions are determined on a case to case basis with reference to a customer's credit quality and prevailing market conditions. Credit quality of our customers is monitored on an ongoing basis and assessed for impairment where indicators of such impairment exist. Due to large geographical base and number of customers, we are not exposed to material concentration of credit risk. Based on historical experience, risk of default in case of trade receivable is low. Provision is made for doubtful receivables on individual basis depending on the customer ageing, customer category, specific credit circumstances and the historical experience of our Company. Solvency of customers and their ability to repay receivable is considered in assessing receivables for impairment. Where receivables are impaired, we actively seek to recover amounts in question and enforce compliance with credit terms. We have taken trade credit insurance for certain class of trade receivables. An impairment analysis is performed at each reporting date on trade receivables by lifetime expected credit loss method based on provision matrix. In case of contract assets, 12 month expected credit loss method is followed by our Company.

Liquidity Risk

Liquidity risk is the risk that we will face in meeting our obligations associated with our financial liabilities. Our Company's approach in 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.

Our Company maintained a cautious liquidity strategy.

Cash flow from operating activities provides funds to service financial liabilities on a day-to-day basis.

We regularly monitor rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short term surplus cash generated is used for working capital management.

TOTAL TURNOVER OF EACH MAJOR INDUSTRY SEGMENT IN WHICH THE COMPANY OPERATED

We have three primary business segments, namely retail, institutional and exports segments. For further information, see "*Business*", "*Industry Overview*" and "*Financial Statements*" on pages [●], [●] and [●], respectively.

NEW PRODUCTS OR BUSINESS SEGMENTS

There have not been any material increases in our revenues due to increased disbursements and introduction of new products.

UNUSUAL OR INFREQUENT EVENTS OR TRANSACTIONS

Except as described in this Preliminary Placement Document, there have been no other events or transactions that, to our knowledge, may be described as "unusual" or "infrequent".

KNOWN TRENDS OR UNCERTAINTIES

Other than as described in this Preliminary Placement Document, particularly in the sections "*Risk Factors*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages [●] and [●], respectively, to our knowledge, there are no known trends or uncertainties that are expected to have a material adverse impact on our revenues or income from continuing operations.

FUTURE RELATIONSHIP BETWEEN COST AND INCOME

Other than as described elsewhere in the sections "*Risk Factors*", "*Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages [●], [●] and [●], respectively, to our knowledge there are no known factors that will have a material adverse impact on our operations and finances.

SIGNIFICANT DEPENDENCE ON A SINGLE OR FEW CUSTOMERS OR SUPPLIERS

While revenues from any particular customer may vary between financial reporting periods depending on the nature and term of on-going contracts, historically we are not dependent on single or a few customers.

SEASONALITY OF BUSINESS

Our business is not seasonal in nature. For further information, see "*Industry Overview*", "*Our Business*", "*Risk Factors*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Factors Affecting our Results of Operations and Financial Condition – Competition*" on pages [●], [●], [●] and [●], respectively.

COMPETITIVE CONDITIONS

We operate in a competitive environment. See sections, "*Our Business*", "*Industry Overview*", "*Risk Factors*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Factors Affecting our Results of Operations and Financial Condition – Competition*" on pages [●], [●], [●] and [●], respectively.

SIGNIFICANT DEVELOPMENTS AFTER SEPTEMBER 30, 2024 THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS

Except as disclosed in this Preliminary Placement Document, to our knowledge, no circumstances have arisen since September 30, 2024, that could 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.

INDUSTRY OVERVIEW

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Assessment of cables & wires industry in India" dated November 2024 (the "**CRISIL Report**") prepared and issued by CRISIL, exclusively commissioned and paid for by us for the purposes of confirming our understanding of the industry, in connection with the Issue. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year. See, "Industry and Market Data" on page [●].*

1. MACROECONOMIC ASSESSMENT OF INDIA

1.1. GDP outlook

India GDP logged 5.9% CAGR between FY12 and FY24

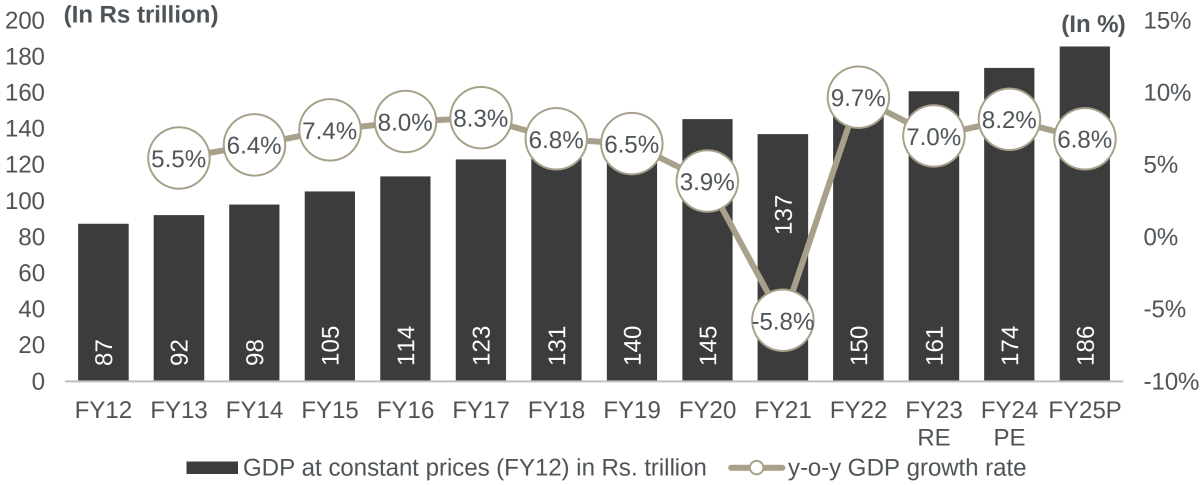
India's GDP grew at 5.9% compounded annual growth rate (CAGR) between FY12 and FY24 to Indian Rupees (INR) 174 trillion in FY24 from INR 87 trillion in FY12. A large part of the lower growth rate was because of challenges heaped by the Covid-19 pandemic in FY20 and FY21. In FY22, the economy recovered with abating of the pandemic and subsequent easing of restrictions and resumption in economic activity.

In fiscal 2023, GDP rose 7% on continued strong growth momentum, propelled by investments and private consumption. In fact, the share of investments in GDP rose to an 11-year high of 34.0% and that of private consumption to an 18-year high of 58.5%.

The National Statistics Office (NSO) in its provisional estimates of Annual Gross Domestic Product (GDP) for FY24, estimated India's real GDP growth to be 8.2% which is higher than its Second Advanced Estimate of 7.6%. Even as the agricultural economy slowed sharply following a weak monsoon, the surge in non-agricultural economy has more than made up for it. The government's investment push, along with easing input cost pressures for industry, has also played a major role in shoring up the growth. However, services have been slowing owing to waning pent-up demand (post the pandemic), with the exception of financial, real estate and professional services, which have powered ahead on the back of a robust growth in banking and real estate sectors.

An analysis of the fiscal 2024 growth reveals notable dichotomies. The growth was primarily fuelled by fixed investments, exhibiting a robust 9.0% expansion, while private consumption growth lagged behind at 4.0%, trailing overall GDP growth. On the supply side, the manufacturing sector experienced the most substantial growth at ~9.9%, while agriculture exhibited more modest growth rate of 1.4%. These trends underscore the varied performance across sectors, highlighting the nuanced dynamics shaping India's economic landscape in FY24. Overall, real GDP of India is estimated to have grown at 8.2% in FY24 compared with 7.0% in FY23.

India real GDP growth at constant prices (new series)



Notes: RE – revised estimates, PE: provisional estimates, P – projection
The values are reported by the government under various stages of estimates
Actuals, estimates and projected data of GDP are provided in the bar graph
Source: Ministry of Statistics and Programme Implementation (MoSPI), CRISIL MI&A

India's economy to grow 6.8% in fiscal 2025, pace to sustain till fiscal 2031

Post strong GDP prints in the past three fiscals, CRISIL expects India's GDP growth to moderate to 6.8% this fiscal, owing to the government's focus on fiscal consolidation, rising borrowing costs and waning of pent-up demand for services. Also, the net tax impact on GDP is expected to normalise and exports could be affected by uneven economic growth of key trading partners and geopolitical uncertainties. But another spell of normal monsoon and cooling domestic inflation could revive rural demand. Also, the manufacturing sector, investments in infrastructure and domestic demand are expected to remain resilient.

Over fiscal 2025 to 2031, CRISIL expects the pace of GDP growth to sustain, averaging 6.7%, thereby making India the third-largest economy in the world.

A large part of this growth will be because of capital investments. Within this space, the share of private sector in capital investments is expected to increase as the government continues to focus on fiscal consolidation. The manufacturing and service sectors are expected to grow at 9.1% and 6.9% CAGR, respectively, over the period, with the service sector remaining the dominant growth driver, thereby contributing to 55.5% share in GDP by fiscal 2031 vs. 20.0% share in the case of the manufacturing sector.

That said, the manufacturing sector is expected to grow at a faster pace between fiscals 2025-2031 vs. years between fiscal 2011 and 2020. Over the next seven years, as global growth is expected to be relatively tepid and the trade environment restrictive, domestic demand will play an important role in supporting the growth of the manufacturing sector.

India among fastest-growing major economies

Following the recovery from the Covid-19 pandemic, India saw a faster growth of 7.0% in fiscal 2023 (CY2022), surpassing advanced economies, which grew 2.9%, and emerging and developing economies, which grew 4.0%. The trend is expected to continue, with the country leading the growth among its key counterparts.

United States: The projected growth of the United States for 2024 has been revised upward to 2.8%, which is 0.2% higher than the July forecast. This upward revision is on account of stronger outturns in consumption and non-residential investment. The resilience of consumption is largely the result of robust increases in real wages (especially among lower-income households) and wealth effects. Growth is anticipated to slow to 2.2% in 2025 as fiscal policy is gradually tightened and a cooling labour market slows consumption.

United Kingdom: The growth in the United Kingdom is projected to have accelerated to 1.1% in 2024 and is expected to continue doing so to 1.5% in 2025 as falling inflation and interest rates stimulate domestic demand.

Euro area: In the euro area, growth seems to have reached its lowest point in 2023. A touch weaker than projected in April and July 2024, GDP growth is expected to pick up to a modest 0.8% in 2024 because of better export performance, particularly goods. In 2025, growth is projected to rise further to 1.2%, owing to stronger domestic demand. Additionally, rising real wages are expected to boost consumption, and a gradual loosening of monetary policy is expected to support investment.

For **emerging and developing economies**, the growth is projected to be relatively stable at 4.2% in 2024 and 2025, respectively. Compared with that in April, growth in emerging market and developing economies is revised upward by 0.1% for 2024.

Real GDP growth comparison between India and advanced and emerging economies

Real GDP growth	CY2019	CY2020	CY2021	CY2022	CY2023	CY2024P
Canada	1.9	-5.0	5.3	3.8	1.2	1.3
China	6.0	2.2	8.4	3.0	5.2	4.8
Euro area	1.6	-6.1	6.2	3.3	0.4	0.8
India*	3.9	-5.8	9.7*	7.0*	8.2*	6.8*
United Kingdom	1.6	-10.3	8.6	4.8	0.3	1.1
United States	2.6	-2.2	6.1	2.5	2.9	2.8
Advanced economies	1.9	-4.0	6.0	2.9	1.7	1.8
Emerging market and developing economies	3.7	-1.8	7.0	4.0	4.4	4.2

World	**2.9**	**-2.7**	**6.6**	**3.6**	**3.3**	**3.2**

Notes: P- projected
** Numbers for India are for financial year from April to March (2020 is FY21 and so on) and as per the IMF's forecast.*
^India GDP for the FY24 is 8.2% according to provisional estimates of the Ministry for Statistics and Programme Implementation (MoSPI).
Projection is as per the IMF update
Source: IMF economic database, World Bank national accounts data, OECD national accounts data, CRISIL MI&A

Per capita net national income of India further improved in FY24

India's per capita income, a broad indicator of living standards, rose from INR 63,462 in FY12 to INR 99,404 in FY23, logging 4.4% CAGR. Growth was led by better job opportunities, propped up by overall GDP growth. Moreover, population growth remained stable at ~1% CAGR. Furthermore, according to FY24PE, per capita net national income (constant prices) is estimated to have increased to INR 106,774; thereby registering a year-on-year growth of ~7.4%.

Per capita net national income at constant prices

	FY12	FY13	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21RE	FY22	FY23	FY24PE
Per-capita NNI (INR)	63,462	65,538	68,572	72,805	77,659	83,003	87,586	92,133	94,420	86,034	94,054	99,404	106,744
Y-o-Y growth (%)		3.3%	4.6%	6.2%	6.7%	6.9%	5.5%	5.2%	2.5%	-8.9%	9.3%	5.7%	7.4%

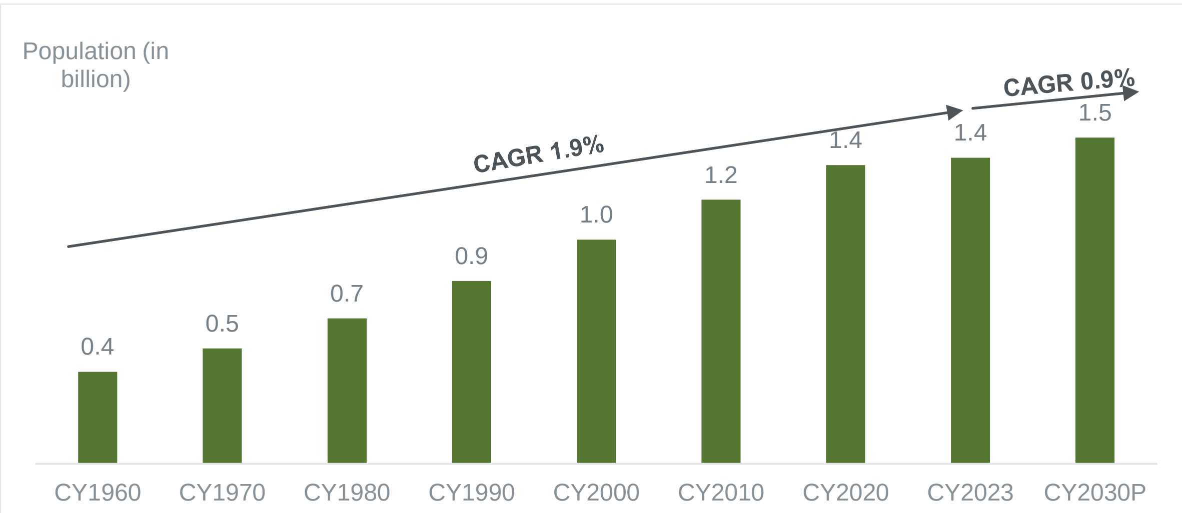
RE – revised estimates, PE- provisional estimates
Source: Provisional Estimates of Annual National Income, 2022-23, CSO, MoSPI, CRISIL MI&A

1.2. Demographic factors support India's growth

Growing population, increasing urbanisation and a young demographic profile to strengthen India's economic growth

India's population grew to ~1.4 billion in 2023 as per World Population Prospects 2024, compared to just 0.4 billion in 1960, thereby registering a CAGR of ~1.9%. Additionally, as per World Population Prospects 2024, the population of India is expected to remain the world's largest throughout the century and will likely reach its peak in the early 2060s at about 1.7 billion.

India's population growth

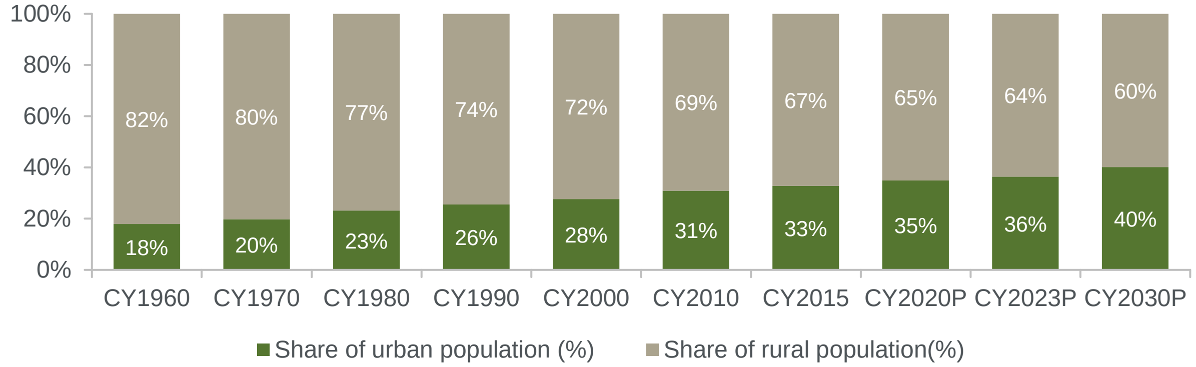


P: Projected
Source: UN Department of Economic and Social Affairs, World Population Prospects 2024, CRISIL MI&A

Further, urbanisation has also seen an uptrend growing from 18% in 1960 to an estimated 36% in 2023. This growth in urbanisation necessitates enhancements in facilities such as housing, transportation and utilities to support the increased population density. This in turn has aided in increased spends toward urban infrastructure.

Going ahead, India's urban population is expected to continue to rise on the back of economic growth. The share of urban population is projected to increase to nearly 40% by 2030, according to a UN report on urbanisation.

India's urban vs. rural population (in million)

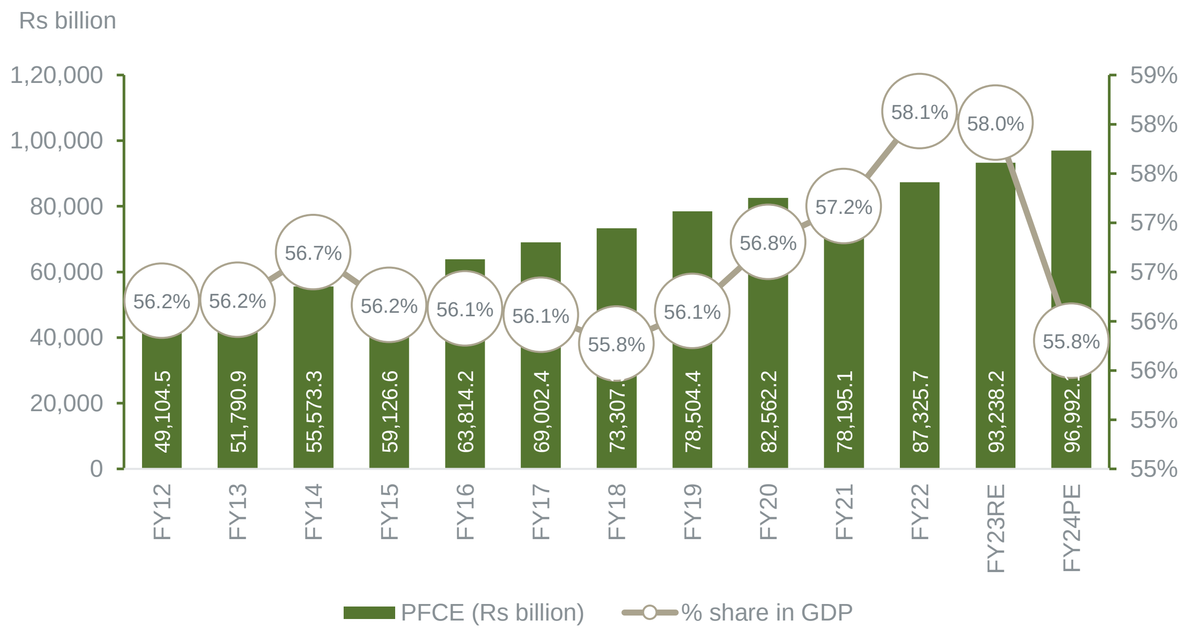


P: projected
Source: World Urbanization Prospects: The 2018 Revision, UN, CRISIL MI&A

Private final consumption expenditure to maintain dominant share in India's GDP

Private final consumption expenditure (PFCE) at constant prices clocked 6% CAGR between FY12-23, maintaining its dominant share of ~58.0% in FY23 (~INR 93,238 billion in absolute terms, up 6.8% year-on-year). Growth was led by healthy monsoon, wage revisions due to the implementation of the Seventh Central Pay Commission's (CPC) recommendations, benign interest rates, growing middle age population and low inflation. As of FY24PE, PFCE is estimated to have further increased to INR 96,055 billion, registering a y-o-y growth of ~3% and forming ~56% of India's GDP.

PFCE at constant prices



RE – revised estimates; PE- provisional estimates
Source: MoSPI, CRISIL MI&A

Manufacturing IIP increased to 144.7 in fiscal 2024

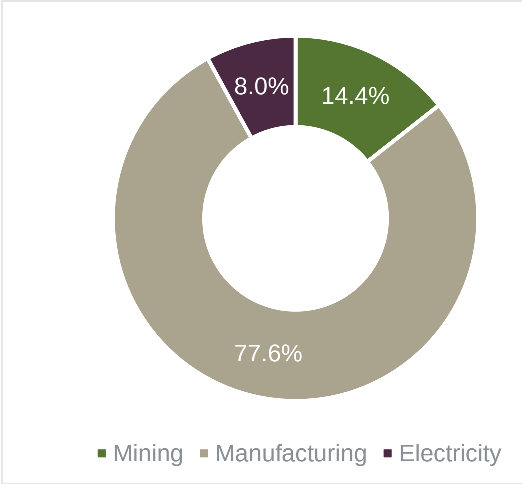
The Index of Industrial Production (IIP) for manufacturing rose to 144.7 in fiscal 2024 from 104.8 in fiscal 2013. The manufacturing sector is a significant contributor to the country's overall industrial growth, with 78%

weightage in the overall IIP as of fiscal 2023.

Even though manufacturing IIP declined in fiscal 2020 to 129.6 and to 117.2 in fiscal 2021 owing to the pandemic, it recovered to 131.0 in fiscal 2022 on the back of easing of Covid-19 related restrictions, government stimulus measures, rising consumer demand and efforts to revitalise the manufacturing sector. Consequently, in fiscal 2024, manufacturing IIP stood at 144.6.

Manufacturing IIP (fiscal 2013 to 2024)

Weight of manufacturing in IIP (fiscal 2024)



Source: MoSPI, CRISIL MI&A

India's gross fixed capital formation as % of GDP to have further improved in fiscal 2024

Gross fixed capital formation (GFCF) the indicator for fixed investments done by both government and private sector, has seen a rise from Rs 30 trillion in fiscal 2012 to Rs 58.3 trillion in fiscal 2024 (as per advanced estimates) growing at a CAGR of 5.7%. It, however, recovered to 33.4% of GDP in fiscal 2022 and 33.3% of GDP in 2023,

Additionally, as per the provisional estimates for FY24, GFCF as % of India's GDP increased further to 33.5% compared to 33.3% of GDP in FY23 due to factors such as easing of pandemic-related restrictions, the government's focus on infrastructure development, economic reforms and increase in urbanisation, which boosted demand for affordable housing.

Overview of GFCF and share in GDP – at constant prices

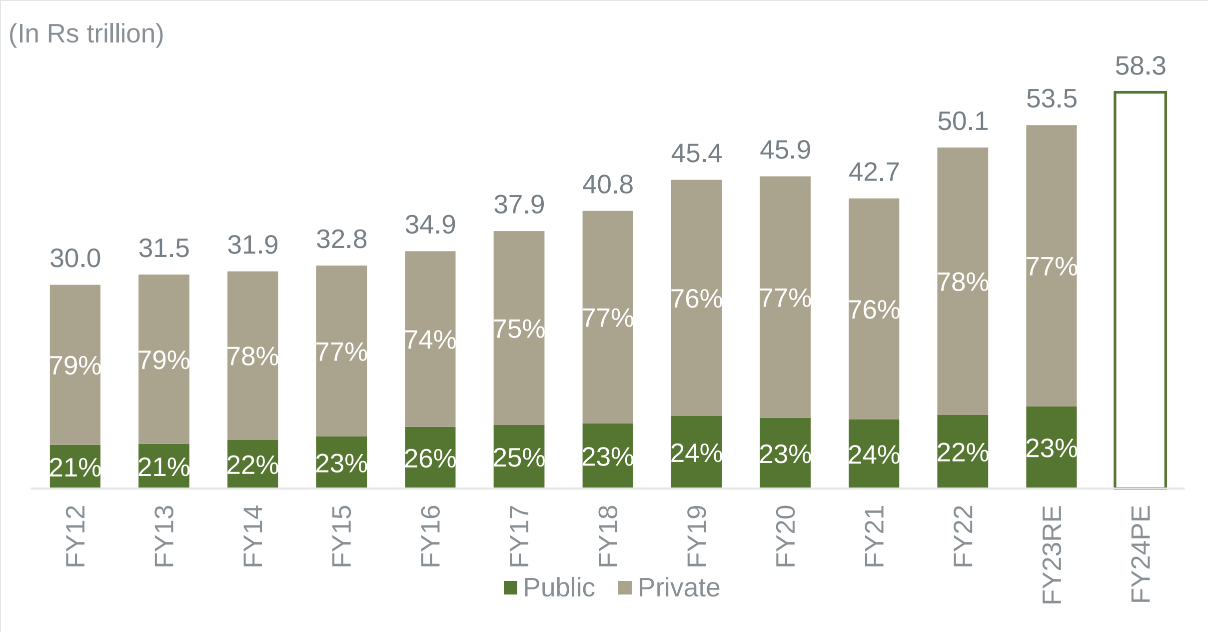
	FY12	FY13	FY14	FY15	FY16	FY17	FY18	FY19	FY20	FY21	FY22	FY23 RE	FY24 PE	CAGR FY12 - FY24
GFCF (Rs trillion)	30.0	31.5	31.9	32.8	34.9	37.9	40.8	45.4	45.9	42.7	50.1	53.5	58.3	5.7%
Share of GFCF in GDP	34.3%	34.1%	32.6%	31.1%	30.7%	30.8%	31.1%	32.4%	31.6%	31.2%	33.4%	33.3%	33.5%	-

RE: Revised estimates, PE: Provisional estimates
Source: Second advance estimates of national income 2023-24, CSO, MoSPI, CRISIL MI&A

Private sector is a major contributor to GFCF, share of government contribution improved in FY23

The distribution of GFCF between the private and public sectors has been relatively constant in India, with the private sector consistently the predominant contributor. In fiscal 2023, the private sector accounted for 77% of total GFCF.

Share of public and private sectors in GFCF



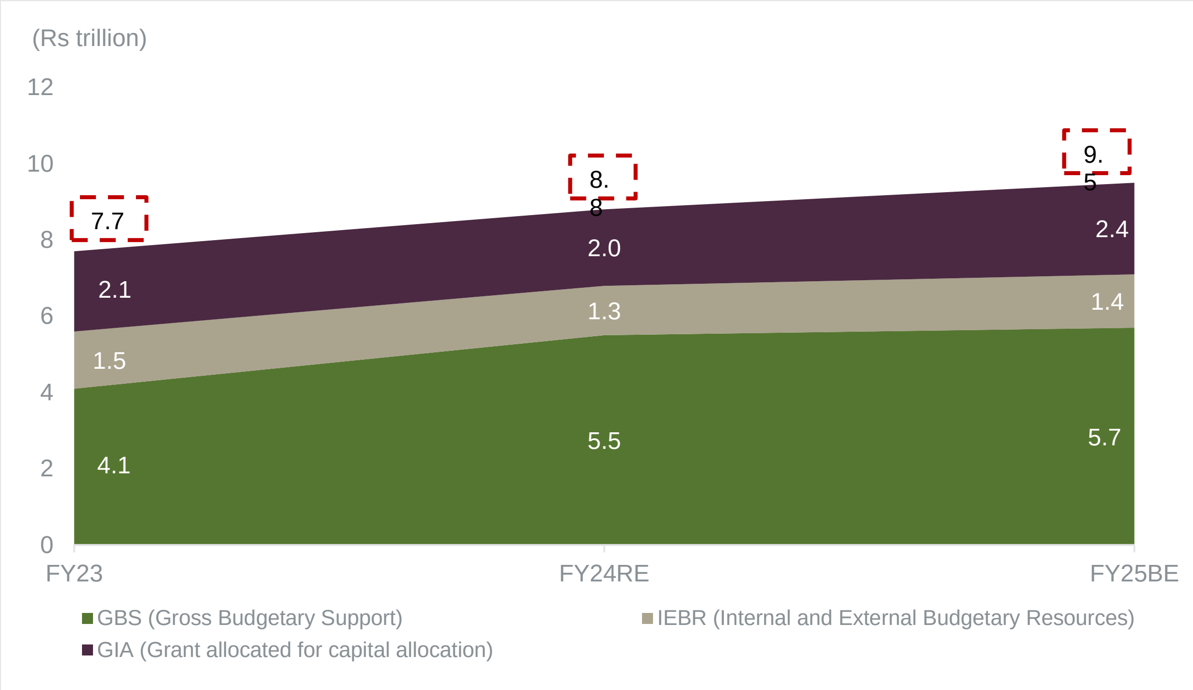
RE – revised estimate, PE – provisional estimate
Note: Private fixed capital formation includes household sector
Source: MoSPI, CRISIL MI&A

Core infrastructure sector allocation moderates in fiscal 2025 as focus shift to fiscal consolidation; capex for core infrastructure ministries up by 8% year on year basis

In the FY25, the allocation for the core infrastructure sector is expected to rise moderate bases as the emphasis transitions towards fiscal consolidation. The total budgetary support designated for capital expenditures, which encompasses capital outlay, grants for capital development, and both internal and external budgetary resources, is projected to amount to Rs 18.6 trillion. This figure represents a 15% increase in comparison to the estimates for the previous FY24.

Within capital expenditures, the focus on enhancing infrastructure sectors is also evident, which includes 10 core infrastructure ministries of Road Transport and Highways, Housing and Urban Affairs, Civil Aviation, Power, Railways, Shipping, Rural Development, Water Resources, New and Renewable Energy, Department of Atomic energy. The share of these 10 core infrastructure ministries accounts for nearly ~55% of the overall capital expenditure and the aggregate budgetary support for capex for these 10 infrastructure ministries is up by 8% at Rs 9.5 trillion in FY25 budget.

Capital outlay across top 10 infrastructure ministries



Note: 10 core infra ministries include Road Transport and Highways, Housing and Urban Affairs, Civil Aviation, Power, Railways, Shipping, Rural Development, Water Resources, New and Renewable Energy, Department of Atomic energy; For Ministry of Power GIA is calculated as per Crisil MI&A
RE Revised Estimates, BE: Budget Estimates
Source: Budget Documents, CRISIL MI&A

Key government initiatives to boost infrastructure & manufacturing segment

Growth driver	Description and reasoning
National Infrastructure Pipeline (NIP)	In fiscal 2019, Government of India has launched the National Infrastructure Pipeline (NIP) for FY20-25, with an aim to improve India's infrastructure and attract investments across various sectors. To draw up NIP, economic and social infrastructure projects worth more than Rs 1,000 million per project under construction, proposed greenfield projects, brownfield projects and those in conceptualisation stage were considered. These pipelines of projects are implemented by all the states and union territories of India and 22 infrastructure ministries under Government of India. Initially, the NIP started with 6,835 projects. By April 2024, this number has increased to 9,651 projects across 54 different sectors. Out of these, 2,104 projects are currently under development, showing progress in India's infrastructure development efforts. The total investment target under NIP during the period, has been revised from Rs 111 trillion to Rs 147 trillion.
National Monetisation Pipeline (NMP)	'National Monetisation Pipeline, stemming from the 2021-22 Union Budget directive for 'Asset Monetisation', aims to generate ₹6 trillion from key Central Government assets over four years (FY22-FY25). The top 5 sectors (by estimated value) capture ~83% of the aggregate pipeline value. These top 5 sectors include: Roads (27%) followed by Railways (25%), Power (15%), oil & gas pipelines (8%) and Telecom (6%). The total target for the first two years under NMP was around Rs. 2.5 trillion, against which around Rs. 2.3 trillion was achieved. During the FY24, against the target of Rs. 1.8 trillion, which is the highest among all the four years, the achievement has been around Rs. 1.7 trillion.
PM Gati Shakti	Prime Minister launched PM Gati Shakti - National Master Plan for Multi-modal

Growth driver	Description and reasoning
	Connectivity, essentially a digital platform to bring 16 Ministries including Railways and Roadways together for integrated planning and coordinated implementation of infrastructure connectivity projects. It will incorporate the infrastructure schemes of various Ministries and State Governments like Bharatmala, Sagarmala, inland waterways, dry/land ports, UDAN etc. Economic Zones like textile clusters, pharmaceutical clusters, defence corridors, electronic parks, industrial corridors, fishing clusters, Agri zones will be covered, and technology will be leveraged including spatial planning tools with ISRO (Indian Space Research Organisation) imagery developed by BiSAG-N (Bhaskaracharya National Institute for Space Applications and Geoinformatics). This multi-modal connectivity will provide integrated and seamless connectivity for movement of people, goods and services from one mode of transport to another. It will facilitate the last mile connectivity of infrastructure and also reduce travel time for people.
Production linked incentive (PLI) scheme	Production Linked Incentive Scheme was announced in Union Budget 2021-22, with the capital outlay of Rs 1.97 trillion for a period of 5 years starting from FY21. As of Aug 2024, investments under the PLI stand at approximately Rs 1.5 trillion, with projections to reach Rs 2 trillion soon. This is anticipated to generate around ₹12.5 trillion in production and sales, creating about 9.5 lakhs jobs. Additionally, exports have also surpassed Rs 4 trillion, especially in electronics, pharmaceuticals, and food processing.
Central capital expenditure	In the Union Budget 2025, the government is taking steps towards fiscal consolidation, buoyed by the widespread recovery of the Indian economy. The central government has maintained its emphasis on capital expenditure, allocating Rs. 11.1 trillion for fiscal 2025, a significant 16.9 % increase from Rs. 9.5 trillion in fiscal 2024. While the overall gross budgetary capital expenditure support has seen a 17%, the budgetary support for the 10 core infrastructure ministries has only increased by 4% to Rs. 5.6 trillion.

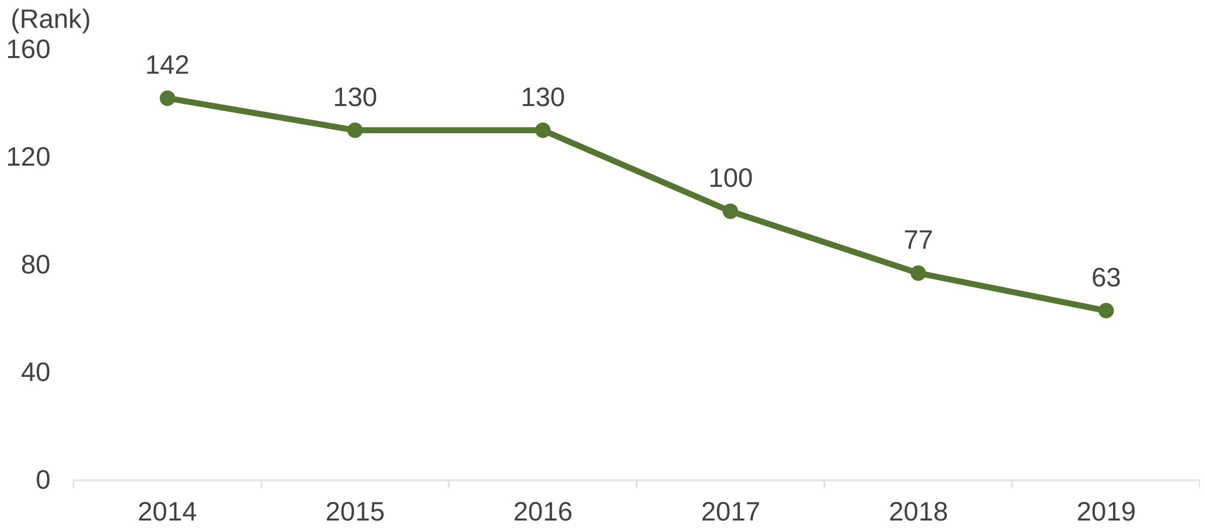
Source: Budget Documents, CRISIL MI&A

India's Ease of Doing Business ranking improves

Systematic and targeted efforts to reduce the number of processes and rationalise costs have improved India's rank to 63 in Doing Business Report 2020 (published in October 2019) from 142 in Doing Business Report 2015 (published in October 2014). The key facilitators were decrease in the number of procedures and time taken for obtaining construction permits in India (184 in 2014 to 27 in 2019) and shorter duration to get electricity connection (137 in 2014 to 22 in 2019).

Consequently, India improved its rank by 79 positions over 2014-2019, and it continues to be first among South Asian countries compared with 6th position in 2014.

India's ranking in World Bank's Ease of Doing Business



Source: World Bank, PIB, CRISIL MI&A

1.3. Gross value added (GVA)

Healthy growth of gross value added in FY24 in line with GDP growth

As of FY24PE, GVA has reached to INR 158.7 trillion, up from INR 148.0 trillion, registering a y-o-y growth of ~7.2%. Financial, Real Estate & Professional Services had the highest contribution to GVA at ~23.3%, whereas construction and manufacturing GVA had the registered the highest annual growth at ~9.9%.

GVA at constant prices

Sectors (Rs trillion)	FY12	FY19	FY20	FY21	FY22	FY23 RE	FY24 PE	Share in GVA FY24	Annual growth in FY24
Agriculture, forestry and fishing	15.0	18.8	19.9	20.7	21.7	22.7	23.0	14.5%	1.4%
Mining and quarrying	2.6	3.3	3.2	2.9	3.1	3.2	3.4	2.1%	7.1%
Manufacturing	14.1	23.3	22.6	23.3	25.6	25.0	27.5	17.3%	9.9%
Electricity, gas, water supply & other utility services	1.9	2.9	3.0	2.9	3.2	3.5	3.7	2.4%	7.5%
Construction	7.8	10.3	10.4	10.0	11.9	13.1	14.4	9.0%	9.9%
Trade, Hotels, Transport, Communication & Services related to Broadcasting	14.1	25.4	26.9	21.5	24.8	27.8	29.6	18.6%	6.4%
Financial, Real Estate & Professional Services	15.3	27.1	29.0	29.5	31.2	34.1	36.9	23.3%	8.4%
Public Administration, Defence & Other Services	10.3	16.3	17.3	16.0	17.2	18.8	20.2	12.7%	7.8%
Total GVA at constant prices	81.1	127.3	132.4	126.9	138.8	148.0	158.7	100.0%	7.2%

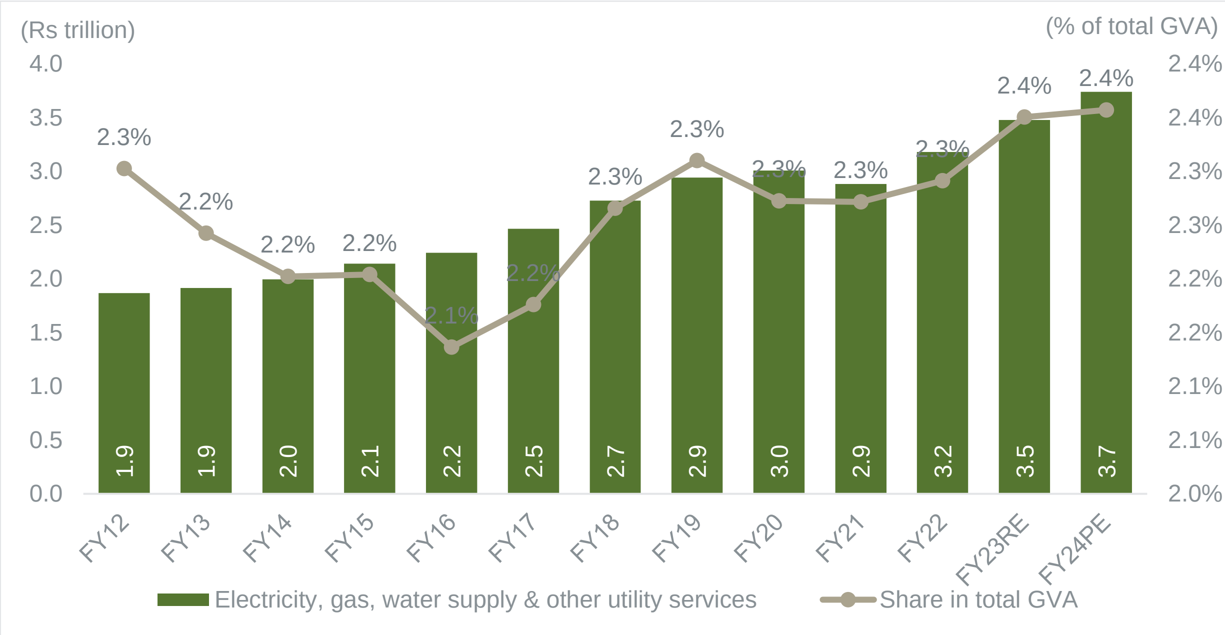
RE – revised estimate, PE- provisional estimates
Source: MoSPI, CRISIL MI&A

Electricity, gas, water supply & other utility services grew faster than overall GVA

The GVA at constant prices for electricity, gas, water supply and other utility increased from Rs 1.9 trillion in FY12 to Rs 3.5 trillion in FY23. As per provisional estimates of FY24, the overall contribution of electricity, gas, water supply and other utility is expected to have further increased to Rs 3.7 trillion, representing a share of 2.4% in the total GVA (at constant prices).

Additionally, for FY24 electricity, gas, water supply and other utility GVA registered 7.5% y-o-y growth, surpassing y-o-y growth of total GVA.

Electricity, gas, water supply & other utility GVA at constant prices



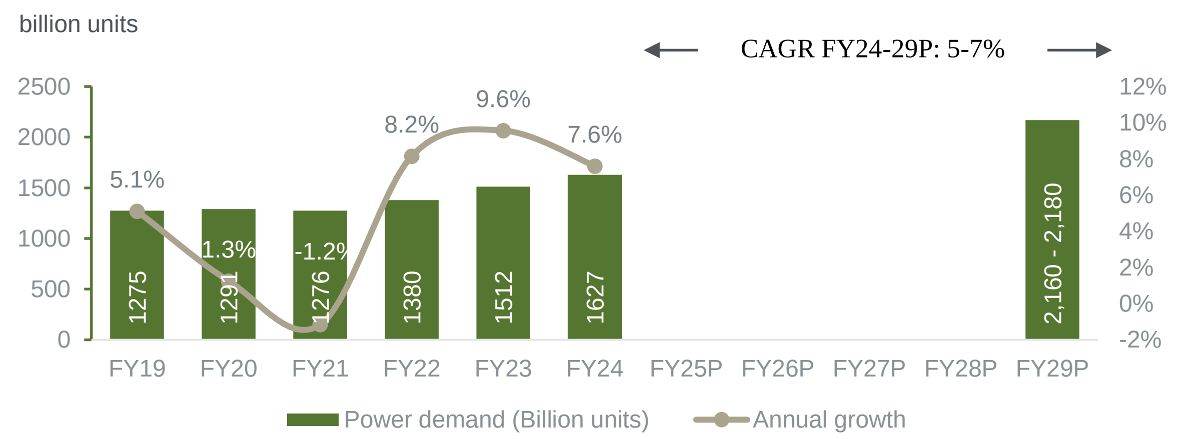
Source: MoSPI, CRISIL MI&A

1.4. Power consumption

Power demand to maintain healthy momentum slated to grow at 5-7% CAGR over fiscals 2025-2029

India's electricity requirement has risen at a CAGR of ~5.0% between fiscals 2019 and 2024. Power demand surged in the first quarter of fiscal 2023 on the back of a severe heatwave raging through the nation, apart from continued momentum in economic activity. As a result, power demand registered a 9.6% on-year growth fiscal 2023 despite a high base. Further, in fiscal 2024 power demand to grow at a rate of 7.6% driven by El-Nino led warmer temperatures along with an 8.2% increase in GDP growth despite a high base of 7.0% in fiscal 2023.
Over fiscals 2025 to 2029, power demand is expected to gradually pick up, logging a CAGR of 5-7% to reach 2,160-2,180 BUs, on the back of healthy economic growth and expansion of the power footprint via strengthening of distribution infrastructure. Major reforms initiated by the central government for improving the overall health of the power sector, particularly that of state distribution utilities, are expected to improve the quality of power supply, thereby supporting power demand.

Power demand in billion units (BU)

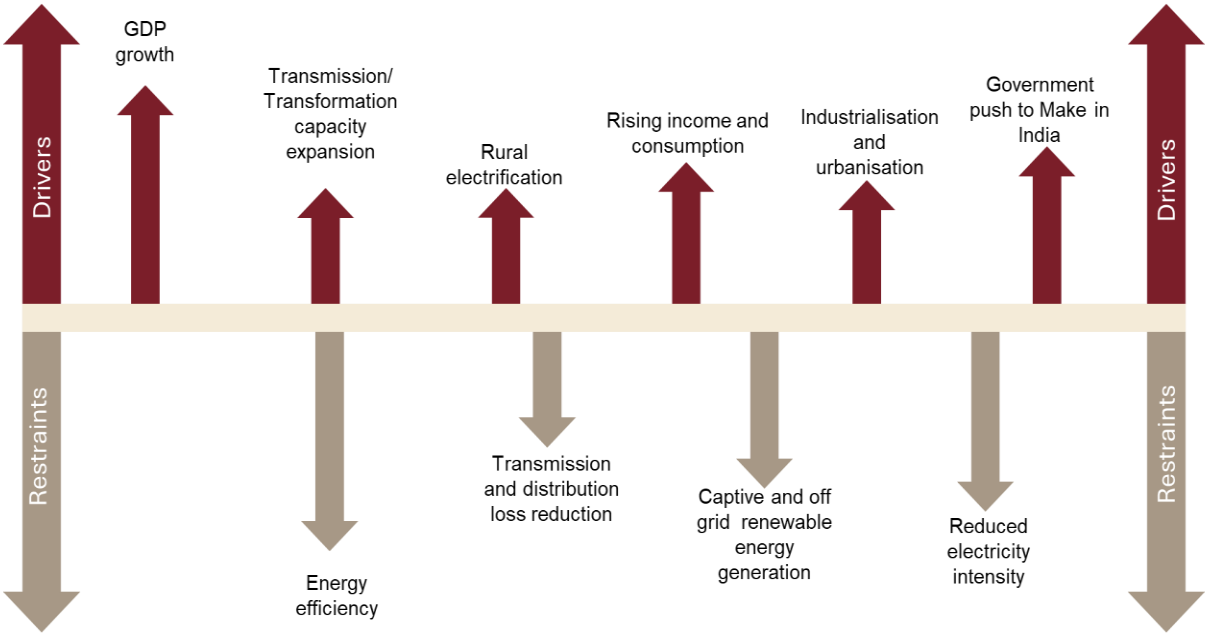


Source: CRISIL MI&A

Favourable long-term drivers to increase power demand in India

Power demand is closely associated with a country's GDP. Healthy economic growth leads to growth in power demand. India is already the fastest-growing economy in the world, with average GDP growth of 5.9% over fiscal 2012-24. The trickle-down effect of government spending on infrastructure through the National Infrastructure Pipeline, expansion of the services industry, rapid urbanisation, and increased farm income from agriculture-related reforms are key macroeconomic factors that are expected to foster power demand. Significant policy initiatives such as 24x7 power for all, Sahaj Bijli Har Ghar Yojana (SAUBHAGYA) scheme to provide electricity connections to all households, green energy corridor to facilitate evacuation of RE power, green city scheme to promote the development of sustainable and eco-friendly cities, PLI scheme and low corporate tax rates among others are expected to further support power demand in the country.

Factors influencing power demand



Source: CRISIL MI&A

Apart from macroeconomic factors, power demand would be further fuelled by railway electrification, upcoming metro rail projects, growing demand for charging infrastructure due to increased adoption of electric vehicles, higher demand from key infrastructure and manufacturing sectors. However, increasing energy efficiency, a reduction in technical losses over the longer term, and captive as well as off-grid generation from renewables would restrict growth in power demand.

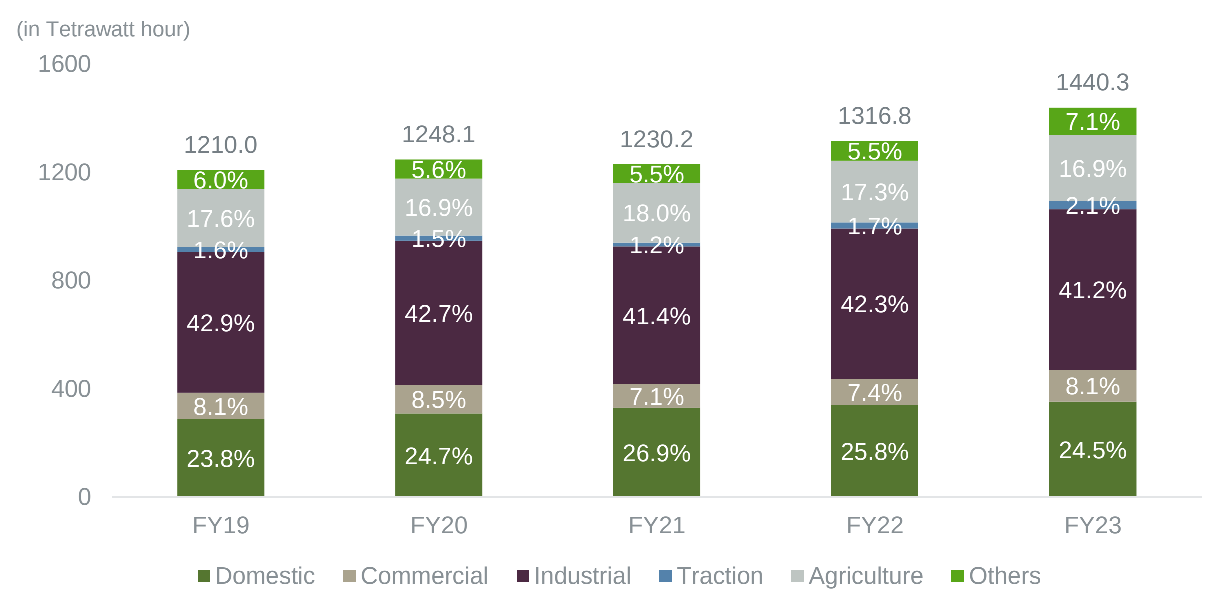
Industrial segment is the highest consumer of energy, followed by domestic segment

Energy consumption in India has consistently increased from 1210.0 TWh FY19 to 1440.3 TWh in FY23, baring FY20, when the overall power consumption decreased due to Covid 19 induced lockdowns, which negatively impacted the economic activities, thereby decreasing the energy consumption of industrial segment which has consumed the highest electricity across the years.

Although industrial segment remained the highest consumer of energy with 41.2% in FY23, its share in the overall electricity consumption has declined compared to FY19, when it represented 42.9%. In contrast, share of domestic segment in terms of power consumption has increased from 23.8% in FY19 to 24.5% FY23, indicating an improvement in electricity accessibility for homes, through enhanced electrification and infrastructure development.

Overall, share of Domestic, Traction and others have increased between FY19 to FY23, while share of the agricultural and industrial have decreased during the same period. Share of commercial has remained constant at 8.1% during the period.

Electricity consumption by end user type



Note: Percentages may not add up to 100% due to rounding off numbers
Source: CEA, CRISIL MI&A

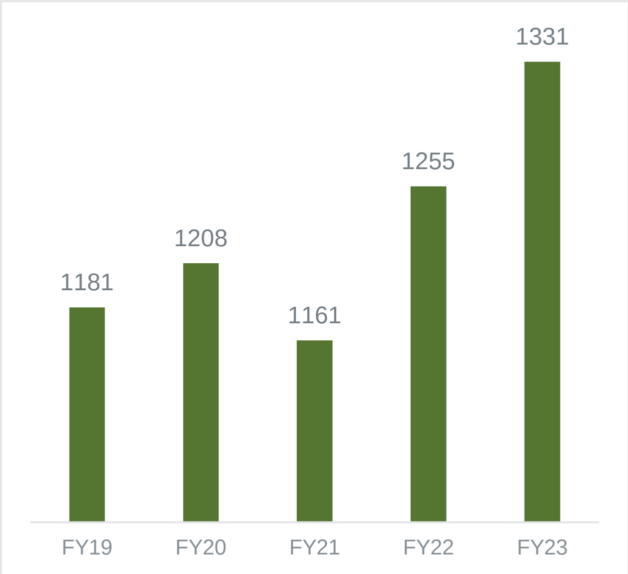
India's per capita electricity consumption increased to 1331 (KWh) in FY23

The per capita consumption of electricity on all India basis works out to 1331 kWh for the FY23 compared to 1181 kWh for FY19, thereby reporting a CAGR of 3.0% between FY19 to FY23. However, it is still about below the global average. Economically rich countries are also the ones consuming more power on a per capita basis, led by higher functions of urbanization and industrialization. In 2022, Iceland, Norway and Finland were the top three countries in terms of per capita electricity consumption with 51531 kWh/ per capita, 23387 kWh/ per capita and 14705 kWh/ per capita respectively.

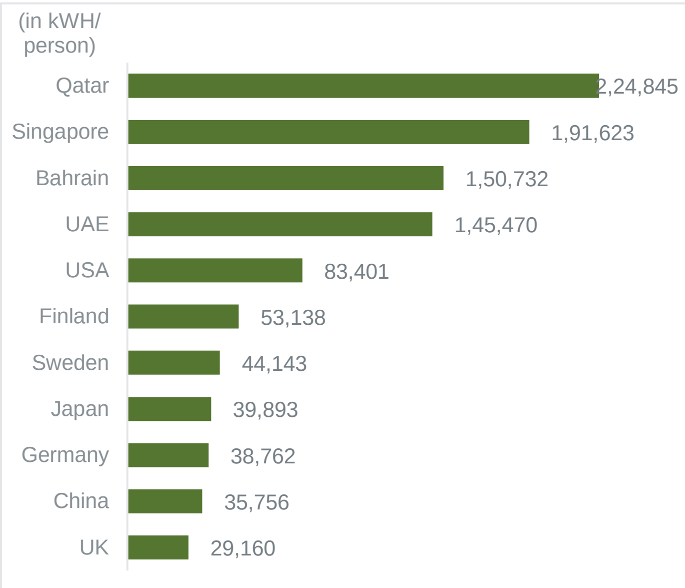
However, overall power consumption in India has constantly increased in tandem with India's GDP, barring FY21 where the consumption decreased due to Covid-19 lockdown and subsequent decrease in the economic activities.

Additionally, the trend of this increasing power consumption is expected to continue due to increased demand from industrial and manufacturing sector as well as better connectivity.

Per Capita Electricity Consumption (kWh)- India*



Per capita electricity consumption of selected countries (2022)**



Note:
** Per capita electricity consumption= The total gross electrical energy consumed/ Mid-Year Population during the year)*
***Electricity consumption numbers (btu/ person) have been divided by 3412.14 to arrive at electricity consumption in kwh/person*
Source: CEA, CIA, World Bank, CRISIL MI&A

2. INDIAN ELECTRICAL WIRES, CABLES, AND POWER CONDUCTORS' INDUSTRY

2.1. Introduction to wires, cables

Wires consists of single conductor and cables are assembly of one or more conductors that are used for the transmission of electricity, data or signals. There are various types and varieties of cables, each designed to perform a specific function. Classification is based on the core structure of the conductor metal (majorly copper and aluminium), number of cores, type of insulation material and arrangement, etc.

The performance and durability of cables depend on the quality of raw materials. Specialised applications require superior chemical, mechanical, thermal and electrical performance from cables, resulting in usage of high-performance materials in cable construction. Additionally, it is seen that in order to achieve properties suited for varying applications, every cable has a distinguished construction. The number of SKUs of cables and wires are very high, with 500-600 fastest selling SKUs, differing in application and offering variation in cross-sectional area (size), number of cores used, core material (mainly copper or aluminium), insulation material used, armoured or unarmoured construction for strength, etc.

Types of cables	Description	Applications
Power Cable	A power cable is an assembly of two or more conductors with insulation and a protective jacket. The power cables industry is classified into low voltage (1.1 kV and below), medium voltage (3.3-66.0 kV), and extra high voltage (132 kV and above) cables. These cables are predominantly used in sub-transmission and distribution of power and sectors like petrochemicals, mining, steel, non-ferrous, shipbuilding, cement, railway, and defence.	Transmission and distribution of electricity in mainly commercial and industrial settings
Housing Wires	Housing or building wires are usually made up of copper and aluminium. These are majorly used in residential settings and their carrying capacity/ voltage depends on their end use.	Commonly used in everyday household items like for connecting household appliances, power outlets, etc.
Communication Cables	Communication cables are specifically designed to support data transmission across distance at high speed and minimal loss. Examples include, LAN cables, Optic fibre cables, etc.	Used for transmission of data/ voice/ video signals at high speed without major energy loss.
Instrumentation cables	Instrumentation cables are generally used in industrial settings lo carry low voltage signals with high accuracy. These cables are properly shielded to ensure no external signal interference and are mainly used to monitor/ control electric systems. The functions of measurement and control are vital in manufacturing and processing applications.	Few of the applications include industrial equipment control, process controls for e.g. in oil and gas or chemical plants, or mass transit systems which require cables to be heat resistance, resistance due harsh environment and chemicals, etc.
Other special cables	This class of cables includes cables that are especially designed for a particular end use/ industry due to particular requirements. These types of cables are usually provided as customized solutions against stringent requirements, including temperature, tensile strength, and chemical resistance. For example, Solar cables, which are required to have lifetime reliability of up to 30 years, resistance to extreme temperatures (-40°C to 120°C), ozone, and ultraviolet (UV), halogen free, flame and fire retardancy, etc.	Multiple specialized applications including sonar detection, mine sweeping and defence purposes across industries like marine, defence, aerospace, etc.

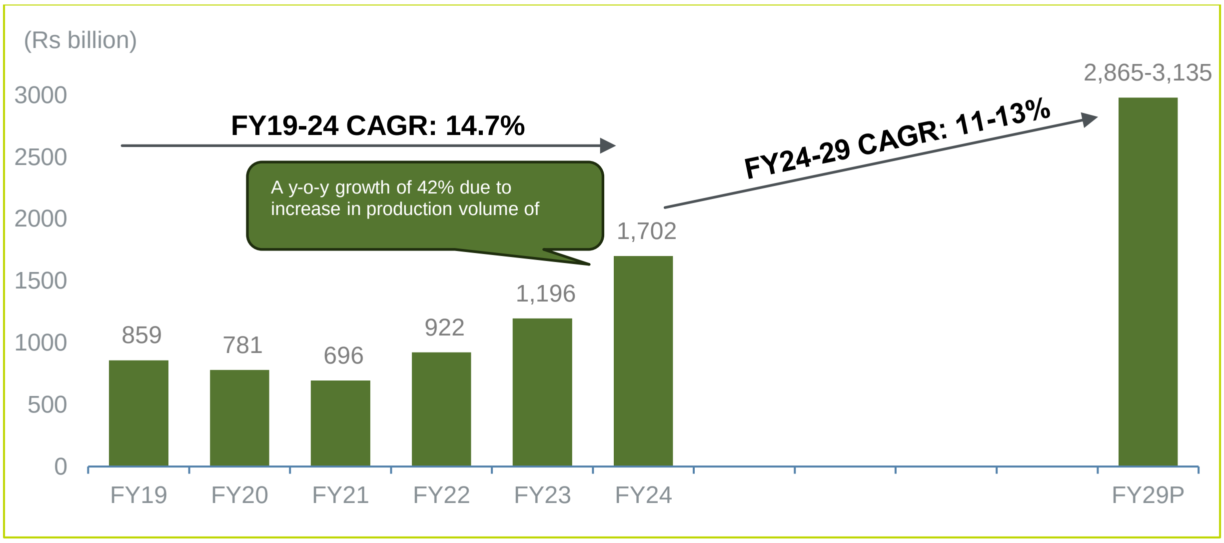
Source: CRISIL MI&A

India wires & cables market to grow at 11-13% CAGR between FY24-FY29

In FY24, cables and wire market were valued at ~Rs 1,700 billion, up from Rs 859 billion in FY19, registering a CAGR of 14.7%. This notable surge can be primarily attributed to a remarkable growth of HV & EHV- Above 33 KV cables and Elastomeric Cables, which have registered exponential growth on the back of increased expansion of transmission lines and electrification initiatives in rural areas. Other cable categories contributing substantially to the accelerated market growth include PVC Control Cables & Instrumentation, building wires, and switchboard cables, driven by pickup in construction activities in both commercial and residential sectors post COVID-19.

Moving forward, CRISIL MI&A expects wires and cables market size to grow at a CAGR of ~11-13% between FY24-29, and reach ~Rs 2,865-3,135 billion by FY29 due to ongoing infrastructure development projects, surge in construction activities and increasing digital connectivity.

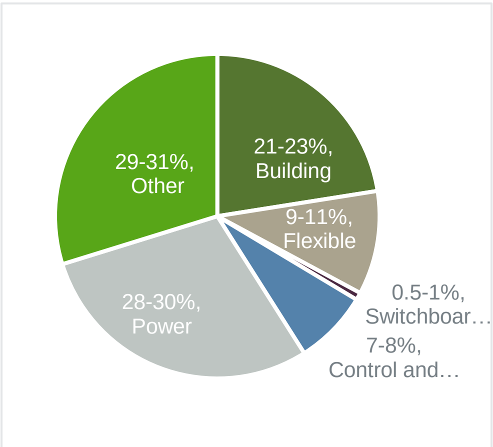
Market size of wires and cables in India



Source: IEEMA, CRISIL MI&A

Power transmission cables formed the highest market share in FY24

Segment wise split of cables and wires market (FY24)



In FY24, power transmission cables formed the highest market share in the overall domestic cables and wire industry at 28-30% (Rs 477-511 billion), followed closely by building wires at 21-23% (Rs 357-391 billion).

The high share of power transmission cables in owning to favourable government initiatives in power segment like rural electrification schemes, railway electrification, etc.

Additionally, increasing construction spends in building segments coupled with growing Fast-Moving Electric Goods (FMEG) industry is contributing to the demand of building wires

Source: IEEMA, CRISIL MI&A

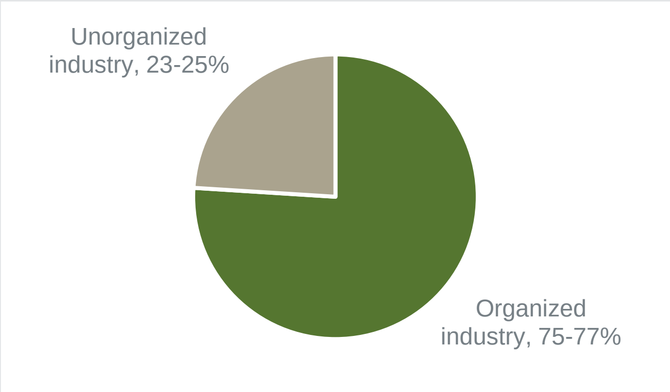
Segment wise market size and share of cables (FY24)

Type of Cables/ wires	Share in total industry (FY24)	Market size (Rs billion)- FY24
Building wires	21-23%	357-391
Flexible cables	9-11%	153-187
Switchboard cables	0.5-1%	9-17
Control and instrumentation cables	7-8%	119-136
Power transmission cables	28-30%	477-511
Other cables	29-31%	494-528

Source: IEEMA, CRISIL MI&A

Organized players dominate the overall domestic cables and wires industry

Share of organized and unorganized industry (FY24)



As of FY24, organized players dominate the domestic cables and wires industry at ~75-77% share, while unorganized players accounted for reminder ~23-25%.

Additionally, within the overall industry, share of organized players in relatively higher in cables like power transmission cables.

Moving forward, the share of organized players is expected to increase further as the industry consolidates.

Source: IEEMA, CRISIL MI&A

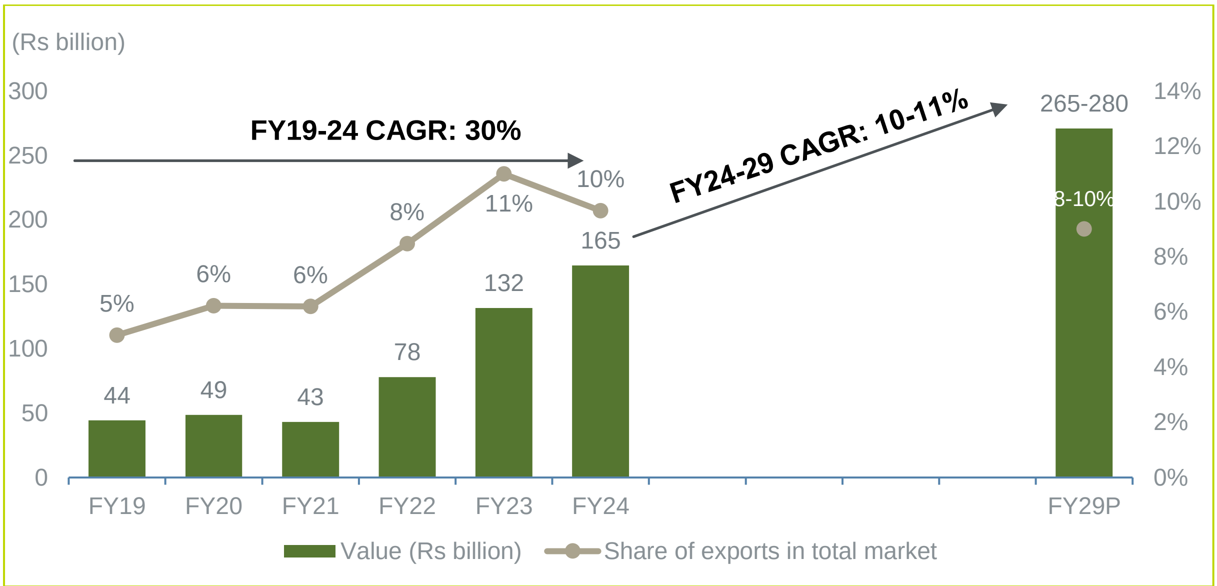
Exports of wires & cables to grow at a CAGR of 10-11% between FY24-29

The exports of wire and cables surged to ~Rs 165 billion in FY24 forming ~10% of the total market, marking a substantial increase from Rs 132 billion in FY23 and registering a year-on-year growth of ~25%. This growth can be principally attributed to heightened international demand stemming investments in transmission projects by organizations like International Development Association (IDA) and the International Bank for Reconstruction and Development (IBRD). Some of the key export partners for wires and cables in FY24 include Saudi Arabia, USA, UK, UAE, Italy, etc.

Moving forward, CRISIL MI&A cables and wires export to moderate and grow at a CAGR of 10-11% between FY24-29 and reach Rs 265- 280 billion in FY29.

Note: CRISIL MI&A has considered following HSN codes for the analysis of wires and cables exports from India- 74081190, 85359090, 85444920, 85444930, 85446020, 85446030, 90011000. These include copper wires, plastic insulated conductors, optical fibres, etc.

Export value of wire and cables



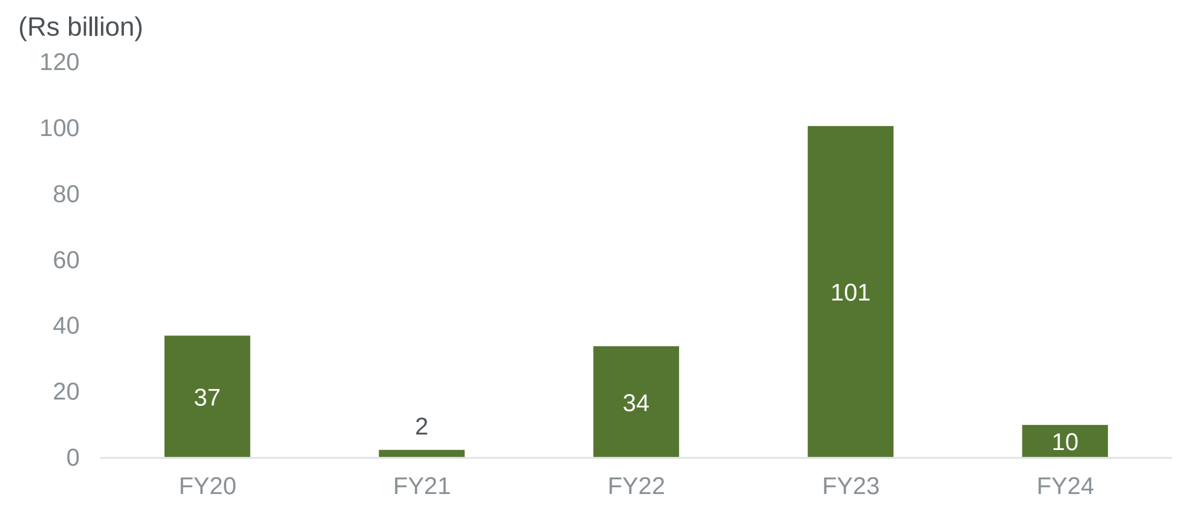
Source: Ministry of Commerce & Industry, CRISIL MI&A

2.2. Key growth initiatives for cables and wire industry

Favourable government power distribution schemes

Power Grid Corporation of India Limited (PGCIL) have approved total cumulative investments of ~Rs 184 billion between FY20-24 primarily on system strengthening and renewable energy, which is expected to drive demand for conductors and cables.

Major PGCIL investment approvals for FY20-24



Note: FY22 numbers does not include investments related to Inter-connection with neighbouring countries worth Rs 1,793 million
Source: PGCIL, CRISIL MI&A

Multiple steps to address key issues such as resolution of supply bottlenecks and stressed assets to help power sector

The government's effort to address key issues in the power sector, particularly in resolving supply bottlenecks affecting stressed assets are poised to increase the demand of power transmission equipment's like conductors as well as cables. Initiatives such as SHAKTI, stressed asset resolution, etc. are expected to increase the overall efficiency. Additionally, as these distressed assets are brought back to online and operational efficiencies restored, there may be additional requirements for upgrading and modernizing the transmission infrastructure which will involve deployment of transmission equipment like conductors and cables to ensure efficient and reliable power transmission across the grid.

Some of the schemes/policies expected to contribute to the power sector are mentioned in the table below.

Selected government initiatives/ schemes related to power sector

Government initiatives	Description
Policies aimed at alleviating stress on account of non-availability of domestic coal	The new coal allocation policy for the power sector, 2017-SHAKTI (Scheme for Harnessing and Allocating Koyala (Coal) Transparently in India) proposes to replace the old linkage allocation policy with more transparent bidding-based linkages. It segregates coal-based power plants in India in the following six categories and stipulates different mechanisms to provide fuel supply to plants not having FSAs/ coal linkages. While coal linkage rationalisation under the SHAKTI scheme did benefit several projects, and domestic supply also improved, the effect has been temporary or partial. The improvements would require a longer time to be implemented effectively. Having said that, a focused imported coal substitution drive by Coal India Limited has improved coal supply all round to conventional power plants, especially in the pandemic year when off-take was lower.
Stressed asset resolution makes further headway as IBC resumes post-pandemic	Large capacity additions without PPAs with discoms, lack of firm fuel supply and weak financials of discoms resulting in inability to pay generators, regulatory challenges, weak financials of promoters, and delays in project execution have led to a large part of the private sector generation capacity reeling under financial stress. Since the enactment of the Insolvency and Bankruptcy Code, 2016 (IBC), on May 28, 2016, stressed thermal power assets started seeing steady traction even as the law went through procedural amendments.

Government initiatives	Description
Developments in transmission and distribution segment will support generation segment	India's inter-regional power transmission capacity is estimated to have increased from 17 GW in fiscal 2007 to 118 GW as of July 2024 and is further slated to increase. Strengthening and expanding the regional and intra-state grids, along with improved rural electrification, is also likely to ease the grid congestion issues and supply constraints, benefiting power generators
Distribution reforms planned by the government to revive the sector	The government plans to implement several policies to resolve the issues of the distribution segment, as it impacts the entire value chain. Key announcements pertaining to the same are as follows: Rs 3 trillion RDSS scheme aiming to improve operational and financial parameters of discoms LPS scheme to reduce payment dues from distribution companies to generation companies Letter of credit (LC) mechanism was also implemented in August 2019. This order mandated discoms to issue LCs or provide payments upfront before purchase of power. However, the success of this scheme has been limited so far, due to various loopholes utilized by discoms and the lower bargaining power of private IPPs

Source: CRISIL MI&A

Entry of private players in transmission & distribution space

At present, private sector participation in the T&D space is low. However, with the introduction of tariff based competitive bidding (TBCB) and viability gap funding schemes for intra-state projects, the share of private sector players in the power transmission sector is expected to increase gradually over the long term. This move is purportedly to shift burden from PGCIL and increase private sector participation in the sector, though PGCIL is also allowed to bid for the same. With increased awarding of projects under TBCB in the future, private participants are expected to play a key role in driving domestic power demand, thereby positively impacting the demand of cables including transmission and power cables.

Capacity additions in India in the power generation segment

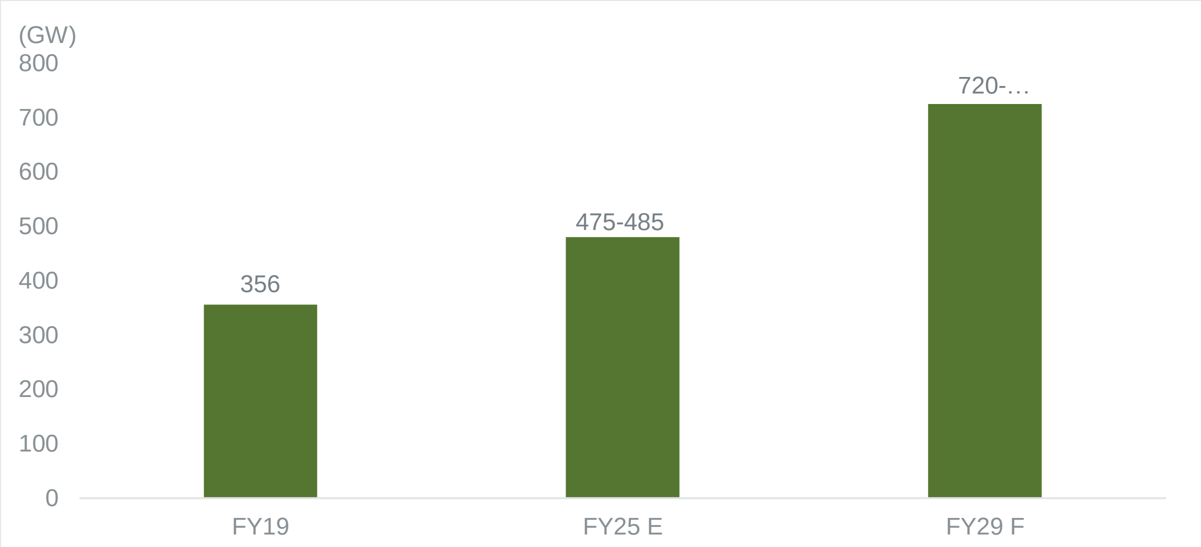
India's installed generation capacity, which stood at 356 GW at the end of FY19 is expected to reach ~475-485 GW in FY25 on the back of healthy renewable capacity additions (including solar, wind, hybrid, and other renewable sources, hydro, PSP and battery storage) even as additions in coal and other fuels have declined.

Going forward, renewable capacity is expected to surpass the 200 GW mark by fiscal 2026 on the back of strong renewable capacity additions over FY25-29. By FY29, RE capacity is expected to account for ~60% of the installed capacity of 720-730 GW. On the other hand, moderate coal-based capacity additions of 28.5-29.5 GW are expected to lower coal's share in India's installed capacity. Other fossil fuels (including lignite, gas, and diesel) are expected to remain stagnant due to negligible capacity addition. Inclusion of hydro and nuclear power in clean energy as compared with coal plants is expected to provide a fillip to non-fossil capacity (RE, nuclear, hydro and storage), taking it to 450-455 GW by FY29, constituting a staggering 60-65% share in installed capacity.

Additionally, growing need for energy storage systems driven by a sharp rise in deployment of intermittent solar and wind capacities is expected to drive pumped hydro (also known as pumped storage plants or PSP) capacity additions of 8.5-9.5 GW over fiscals 2025-2029. Battery energy storage system (BESS) capacity additions, aimed at storing renewable energy during off-peak hours of power demand to support peak supply, are expected to commission starting fiscal 2025, with 23-24 GW of BESS capacity likely to be added through fiscal 2029.

Such multi fold generation expansion plans also require upgradation in the transmission sector because grid-connected solar and wind plants are usually located in far-flung areas which have limited transmission infrastructure. Extensive transmission and cable infrastructure transmit power from remote generation sites to consumption centres. This in turn is expected to drive the demand of cables and conductors.

Installed capacity in India (GW)

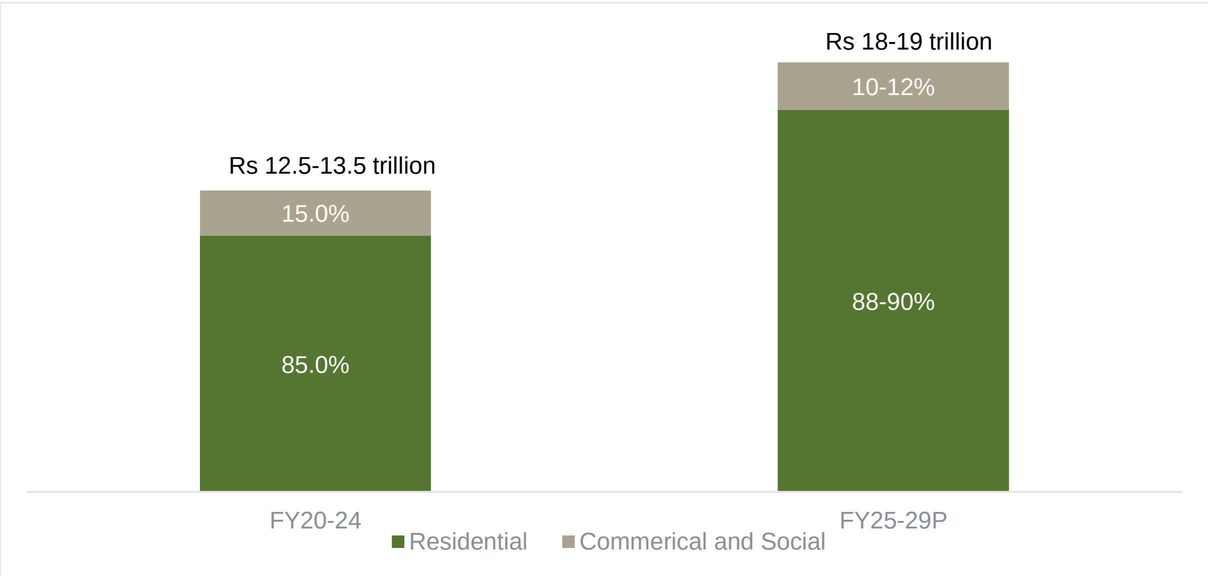


Source: CRISIL MI&A

Growing demand of cables and wires from building segment

CRISIL MI&A estimates construction capex in building & construction sector to grow from Rs 12.5-13.5 trillion between FY20-24 to Rs 18-19 trillion between FY25-29, thereby showing a rising ~1.4x times. This growing demand of residential and commercial spaces will necessitate increased demand of cables, especially housing cables as well as communication cables due to faster digital transformation, which is expected to provide additional boost to the overall cable industry.

Total construction spends in building segment



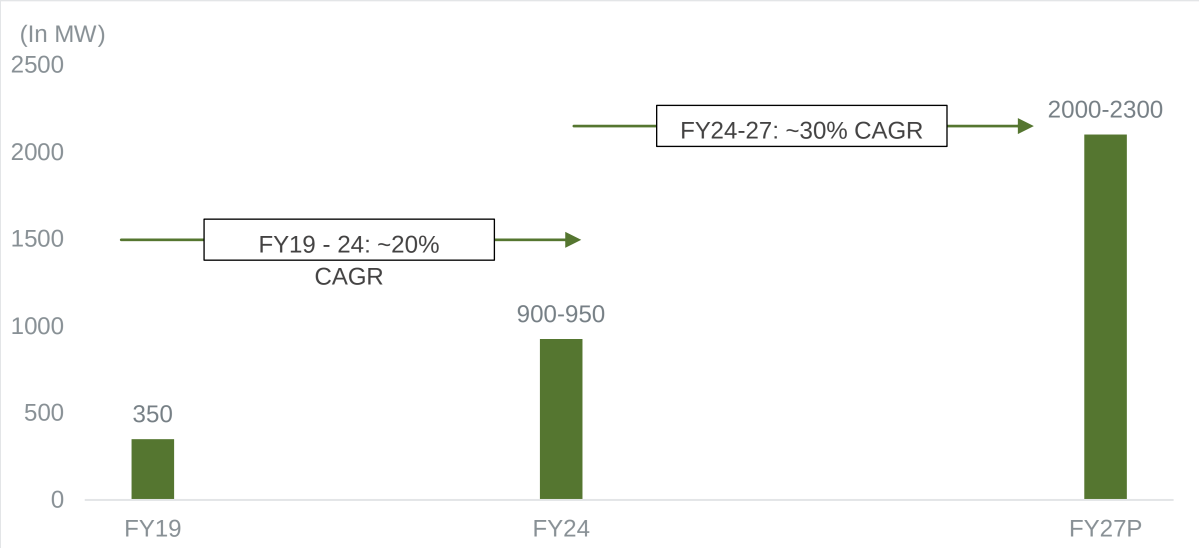
Note: P-Projected
Source: CRISIL MI&A

Growing Indian data centre industry expected to boost demand of cables and conductors

From fiscal 2019 to fiscal 2024, the Indian data centre industry has seen a growth at CAGR of ~20% in terms of capacity. This growth can be attributed to factors such as growth in internet accessibility, surge in e-commerce adoption, rise in digital adoption, remote working, rise in OTT (over-the-top) consumption, etc.

Going forward, the industry is expected to witness a CAGR of ~30% between fiscal 2024 and 2027, crossing 2 GW in terms of installed capacity. The growth is enabled by increasing consumption of data, 5G rollouts across India as well as advancement in technologies such as IoT, Big data, Artificial intelligence and Machine Learning. This emergence of data centres and cloud computing is expected to present promising opportunities for growth and development within the cable sector.

Data centre industry in India (installed capacity)



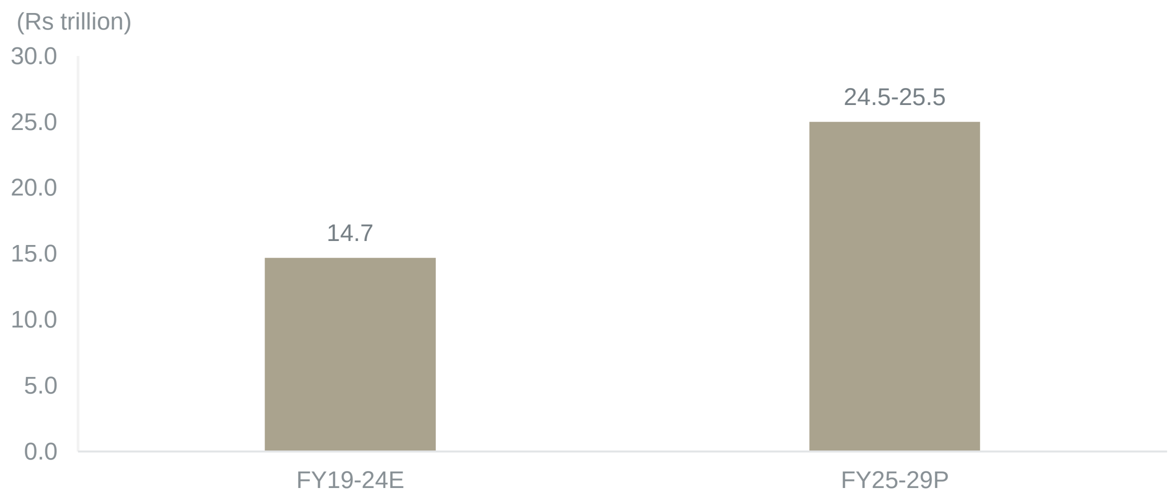
Note: P: Projected,
"Capacity" refers to the data centre load that is consumed or is dedicated to IT equipment such as servers, storage equipment, communications switches, routers. Power for lighting or cooling the data centre is excluded from IT power. Further, the capacity mentioned in the above chart pertains to third party data centre only.
Source: Industry, company reports, CRISIL MI&A

Investments in power sector expected to increase moving forward

CRISIL MI&A expects investments in the power sector to see a rise of 1.7 times increasing, from Rs 14.7 trillion from fiscal 2019 to fiscal 2024, to Rs 24.5 – 25.5 trillion during fiscal 2025 to 2029. In the power sector, the generation segment drives investments with capacity additions aimed at clean energy, followed by distribution investments due to the Revamped Distribution Sector Scheme (RDSS) scheme and transmission investments.

Over the next four fiscals, between fiscal 2025 to 2029, investments in a generation will be led by renewable energy capacity additions, followed by investments in conventional generation and flue gas desulfurization (FGD) installations, indicating a shift in investment flow towards enhancing clean energy supply. Further, investments in new coal-based plants to meet the fast-growing peak load demand and increased installation of emission-controlling FGD equipment in thermal stations, will further bolster the investments. This increased investments in power sector, including transmission sector is estimated to positively impact the demand for cables as well as conductors.

Overall investments in Indian power sector



Note: P-Projected
Source: CRISIL MI&A

Increased renewable energy (RE) capacity addition

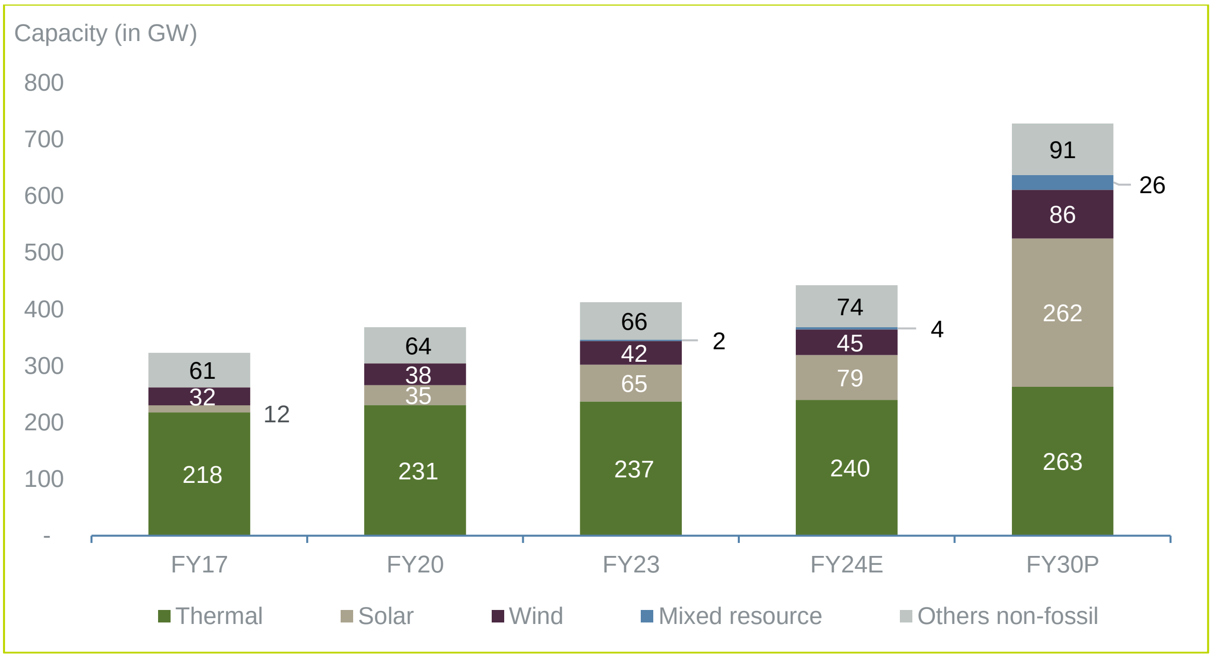
The global shift to renewable energy sources, including wind and hydro energy are expected to positively impact the demand on the specialty cables including photovoltaic cables, submersible cables, umbilical cables, which are used in renewable energy systems like solar energy, hydro energy and wind energy.

India plans to increase the share of non-fossil fuels in installed electrical power capacity to meet its target of a 45% reduction in emission intensity in GDP by 2030 compared with the 2005 level The installed capacity is likely to grow a substantial 86% from 416 GW in fiscal 2023 to 770-780 GW by fiscal 2030. Non-fossil fuel sources are expected to constitute —90% of this additional capacity. Furthermore, renewable sources (excluding hydro) should see a strong addition of 310-320 GW until fiscal 2030, implying a CAGR of 18% from fiscal 2023, resulting in a 57% share of renewables in the installed capacity. Solar and wind will see the largest addition of 210220 GW and 50-55 GW, respectively, between fiscals 2023 and 2030.

Additionally, this expansion underscores the need for integrating storage elements, pumped storage plant (PSP) and battery energy storage system (BESS) to address intermittency challenges associated with renewable energy. The installed capacity of storage elements should reach 45-50 GW by fiscal 2030, accounting for —6% of total installed capacity. The installed capacity of BESS is expected to be 25-30 GW by fiscal 2030, while that of PSP is expected to be 17-20 GW. Capacity addition for PSP will be slow in the initial years, but is expected to pick up after fiscal 2028, when several ongoing/under-construction projects are commissioned.

This increased capacity additions in renewable space along with focus on storage elements is expected to drive the demand of cables and conductors.

Renewable energy to dominate capacity addition till fiscal 2030 along with focus on storage element



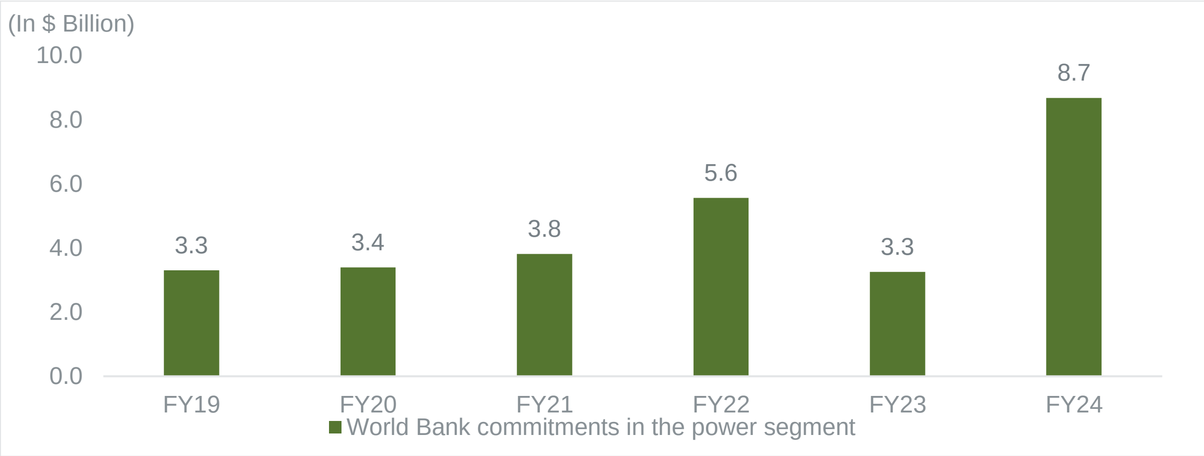
Note: E- Estimated, P-Projected
CRISIL numbers for capacity addition; renewable energy additions include additions for green hydrogen projects
Source: CRISIL MI&A

Increased multilateral investments in power transmission projects

Multilateral organisations such as the World Bank (WB) (through its arms, International Development Association (IDA) and International Bank for Reconstruction and Development (IBRD)) are continuously investing in many projects in the power transmission space across regions such as Africa, Central Asia, South and East Asia, which is expected to benefit the export segment of overall electrical equipment industry, including power conductors.

The World Bank, for instance, pledged a substantial $33.3 billion for transmission projects for fiscals 2017-2024. At present, there are 184 active projects worldwide funded by various World Bank entities, with a significant proportion located in Africa and South Asia. The World Bank's 'Lighting Africa' initiative aims to extend electricity access to 250 million people in rural areas through off-grid connections by 2030, addressing the persistently low levels of electricity access in these regions.

World Bank commitments in the segment



Source: EXIM, CRISIL MI&A

GEC to drive growth at high voltage level

The Green Energy Corridor (GEC) is dedicated infrastructure created to transmit power from renewable energy (RE) sources in states with high RE potential. Eight RE-rich states, namely Andhra Pradesh, Gujarat, Himachal Pradesh, Karnataka, Madhya Pradesh, Maharashtra, Rajasthan, and Tamil Nadu, submitted proposals for establishing infrastructure known as InST. In 2015-16, the Ministry of New and Renewable Energy (MNRE) sanctioned the GEC phase I project, which comprised inter and intra-state components.

The intra-state component of the GEC involved the implementation by the eight RE-rich states mentioned earlier. The plan aimed to complete approximately 9,700 circuit kilometres of transmission lines and substations with a total capacity of 22,600 MVA. This infrastructure was designed to evacuate over 20,000 MW of large-scale renewable power and enhance the grid in the participating states. The state transmission utilities (STUs) are responsible for implementing the project within their respective states. As of July 2023, progress on the intra-state component includes the installation of around 8,940 circuit kilometres of transmission lines and substations with a capacity of 21,293 MVA.

Power sector to witness incremental power demand from railway electrification

Indian Railways, to reduce fuel costs and lower its carbon footprint, has prioritized railway electrification projects along with upgradation for higher speed trains.

Indian Railways (IR) is one of the world’s largest rail networks. As of 1st March 2024, Broad Gauge (BR) constitutes 65,775 rkms which accounts for 95% of the total rail route. As of March 2024, electrification on Indian Railways has been extended to 62,119 rkms out of the total broad gauge of 65,775 rkms. This constitutes more than 94% of the total BG Railway Network. In a bid to become net zero emitter by 2030 the government aims to achieve 100% electrification of Indian Railways by December 2023, however delayed electrification works due to pandemic induced lockdown coupled with sluggish pace of electrification we expect that 100% electrification will be achieved by FY25.

This is expected to lead to an incremental power demand of approximately 23 BUs on an average every year between FY25-29, also driven by new track laying by the IR which is already electrified. Ministry of Railways has been allocated a capital outlay of Rs 2.52 trillion in the Union Budget 2024-25, which is expected to provide impetus to the sector in terms of creation of new lines, doubling existing lines and electrification of existing lines.

Overall, these electrification efforts will translate into additional demand for electrical transmission and distribution equipment, including conductors in the medium term.

Railway electrification

Running Track kms–	FY20	FY21	FY22	FY23
Electrified	67,452	74,534	82,654	92,358

Total	99,235	100,866	102,831	106,493
Electrification achieved	68%	74%	80%	87%

Note:
Railway electrification calculated using the following formula- (Electrified running track kms)/ (Total running track kms)
Source: Indian Railways, CRISIL MI&A

ISTS network expansion to drive growth for transmission line and transformation capacity

The demand for power equipment will be further driven by the central government has set a target of adding 27,000 circuit kilometres of transmission lines by fiscal year 2025, a target set at the start of fiscal 2024, which will entail an estimated investment of Rs 750 billion. Additionally, PGCIL's planned transmission system strengthening schemes will support the demand for power transformers. Moreover, several system strengthening projects have been approved by PGCIL, particularly in the Southern, North-Eastern, and Eastern regions, as well as in the newly created union territory (UT) of Ladakh, which will contribute to domestic demand.

ISTS network expansion rolling plans released by CTU (Central Transmission Utility), envisages addition of more than 46,000 ckm of new transmission lines and ~4,35,00 MVA transformation capacity by fiscal 2025-29. CTU estimates these additions will entail an investment of Rs 2.9 trillion over fiscal 2025-29.

Gradual transition to electric vehicles to increase the demand for charging infrastructure

The Government of India is focusing on building charging infrastructure and creating a conducive policy environment for faster adoption of electric vehicles (EVs) so as to reduce dependence on fossil fuels for transportation. However, India is still at a nascent stage of EV adoption. While two-and three-wheelers had EV penetration of 4.5% and 10% in fiscal 2023, cars were at around 1% and the number was even lower for commercial vehicles. Growth in EV sales has been aided by the Faster Adoption and Manufacturing of (Hybrid &) Electric Vehicles in India (FAME) I and II policy over the past four years, but this policy is about to end. To further support EV adoption in the country, the government might need to continue some of the benefits provided under FAME II. Also, innovation in terms of free parking in municipal parking lots, complementary charging facilities, and lower registration and road tax across states can be provided to support EV sales in the coming years, till battery prices reduce to the extent that support is no longer needed. CRISIL expect the share of EVs in overall automobile sales to reach ~30% by 2030. Along with wider adoption, the battery charging network will need to grow apace and extend geographically, with higher concentration in urban areas.

This is to be supported by expansion of charging infrastructure across major cities as well as concomitant growth in distribution infrastructure, in addition to an appropriate tariff structure for charging of EVs. As a result, EV charging demand is likely to aid power demand over the medium term, with gradual increase in share of EVs in the vehicle population.

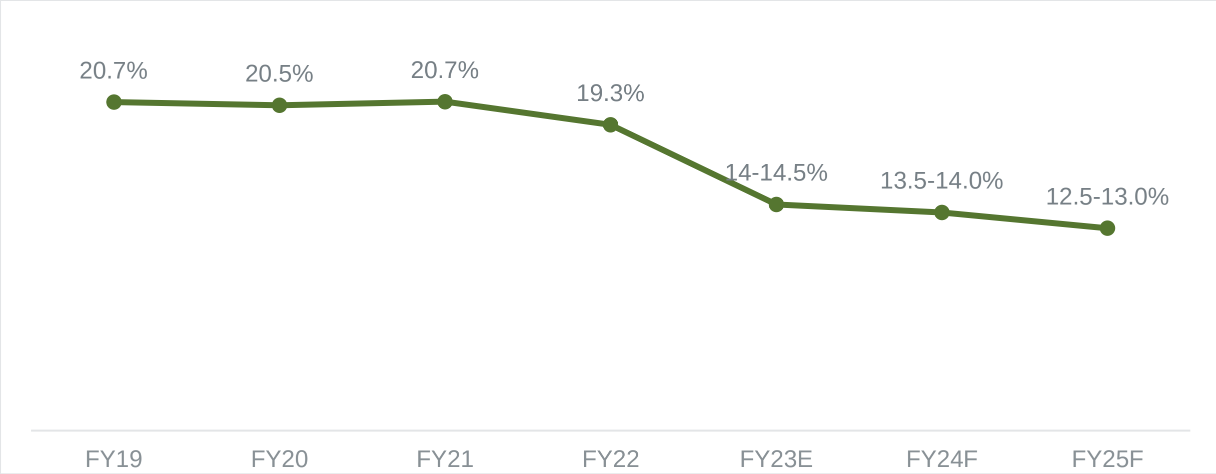
This transition to EV will increase the demand for charging infrastructure, which in turn is estimated to positively impact the demand for cables and conductors.

T&D losses have been on a declining trajectory, to reduce further led by a host of infrastructural measures

The government has undertaken several initiatives to lessen the loss of Power Distribution Companies (DISCOMs) namely Revamped Distribution Sector Scheme which is a reform based and results linked scheme with the objective of improving the quality and reliability of power supply to consumers through a financially sustainable and operationally efficient distribution Sector. The scheme aims to reduce the AT&C losses to pan-India levels of 12-15%.

Reduction of AT&C losses will require upgrade of the transmission and the distribution infrastructure, which will boost the demand of transmission and distribution equipment including conductors and cables.

T&D losses India



Source: CEA, CRISIL MI&A

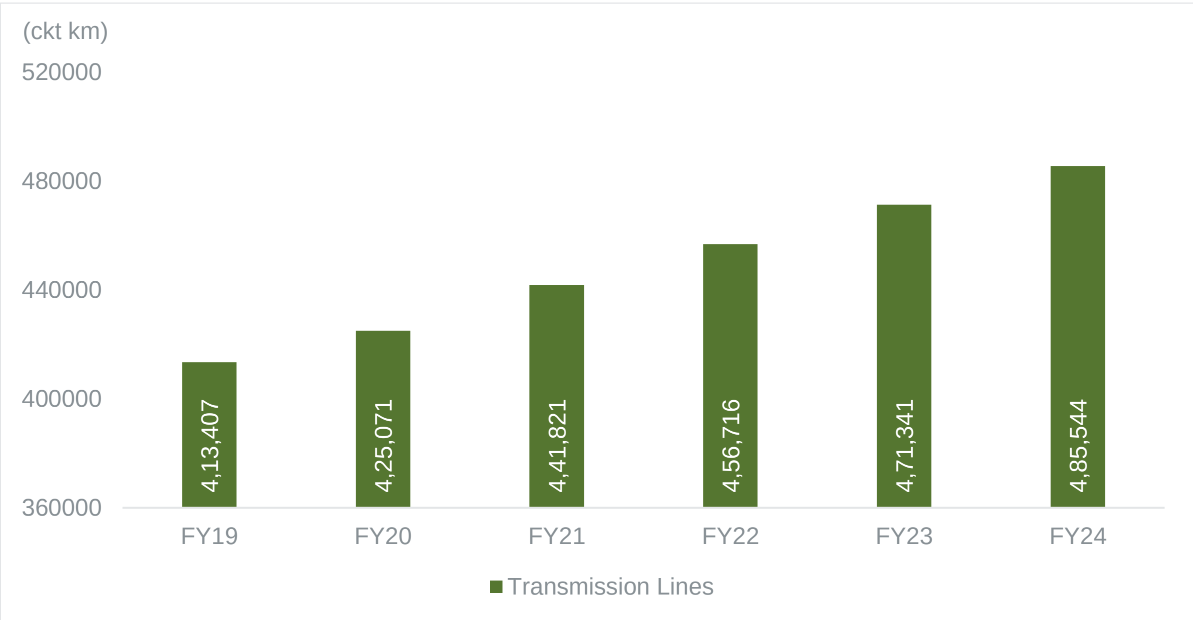
Increased transmission line additions

The transmission segment plays a key role in transmitting power continuously to various distribution entities across the country. The transmission sector needs concomitant capacity addition, in line with generation capacity addition, in order to enable seamless flow of power.

Robust generation capacity addition over the years and government's focus on 100% rural electrification through last mile connectivity has led to extensive expansion of the transmission and distribution (T&D) system across the country. The total length of domestic transmission lines rose from 413,407 circuit kilometers (ckm) in FY19 to 485,544 ckm in FY20.

The ongoing capacity additions in the power generation sector will play a vital role in boosting the demand of transmission and distribution equipment, including power conductors as these would be needed to efficiently transmit electricity from these new power generation sources to distribution points.

Power transmission lines (220 kv and above)



Source: CEA, CRISIL MI&A

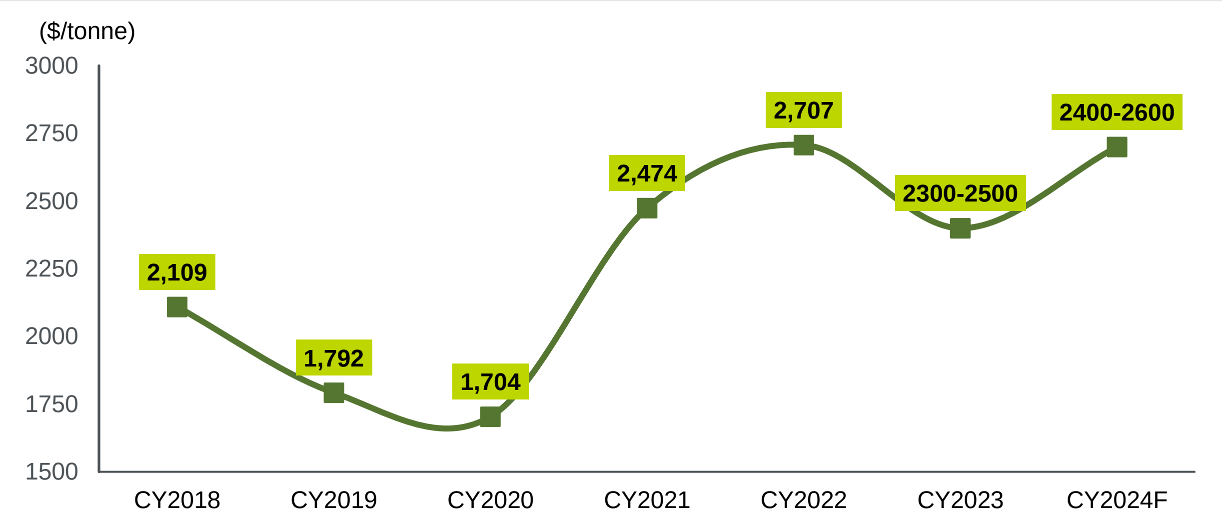
2.3. Key threats and challenges in the cables industry in India

Rise in commodity prices

Profitability of players in the power conductor segment majorly relies on the input prices of raw material as well as capacity utilisation levels of their production plants. Power conductor industry has high working capital requirements, given long gestation periods. The industry's profile is further constrained by the raw material price risk and stiff competition. As raw material cost accounts for nearly 70-75% of net sales, effective inventory management remains critical, especially given the prevalent volatility in global commodity prices. In cable industry too, a prevalent challenge lies in the volatility of raw material prices. Particularly the surge in costs for essential materials like copper, zinc, and aluminium. This price increase significantly affects profit margins within the industry.

Aluminium prices increased at the end of FY22 (CY2021) due to Russia-Ukraine conflict. Prices increased significantly in FY23 (CY2022) due to anticipated demand revival from China post the removal of lockdown restrictions and the Chinese Lunar Year.

Aluminium prices (London metal exchange)



Source: LME, CRISIL MI&A

Counterfeit products

Counterfeit products pose a severe challenge for cable industry in India. These products are made of subpar materials, posing a series threat in the end use industry. The counterfeit versions of the authentic products spoil brand image and customer trust in the company when these counterfeit versions of authentic products falter. Counterfeit cables may not meet the required safety standards, posing a risk of electrical fires, shocks, and other hazards. Genuine cables are typically designed and tested to comply with safety regulations, but counterfeit products may cut corners to reduce costs. Counterfeiters can also engage in intellectual property theft by copying designs, trademarks, and other proprietary information from legitimate manufacturers. This undermines the innovation and investment made by genuine companies.

Weak financial health of state distribution companies

The distribution sector is controlled by state distribution utilities (SDU) with private participation limited to circles such as Mumbai, Ahmedabad, Surat, Delhi, Agra, and Kolkata. State distribution utilities continue to reel under huge losses due to unprofitable tariff structures, high AT&C losses and inadequate subsidies received from state governments. The sector is marred with financial irregularities due to the nature of the business. Inability to increase power tariffs along with high commercial and technical losses have led to high losses for the discoms. Strong power demand revival in fiscal 2023 led to an 18.7% on year increase in total revenue on subsidy billed basis to Rs 8.8 trillion. Continued growth in power demand in fiscal 2024 and 2025 will support the financial positions of state discoms to an extent. However, tariff hikes and operation efficiencies remain a key monitorable.

Keeping up with competition and innovations

The companies in these industries grapples with the diverse pace of innovations in product development. To keep up with innovations and competitions, companies have to continuously update their technology to compete in the market.

2.4. Select key players in the cables industry in India

Below is the list of selected key players operating in the cable and conductor industry in India. Below list is not exhaustive and does not contain all players operating in the sector.

Selected players in the cables and conductor industry in India

Company	Year of incorporation	Products*	End use Industries*
Apar Industries Ltd	1989	High transmission low sag conductors, optical ground wire conductors, special cables for shipping, defence, mining Electrical cable, elastomeric cables like solar, wind, nuclear cables etc, and E-beam cables, light duty cables. CTC/PICC conductors, overhead conductors	Railways, renewable energy, power transmission and distribution, infrastructure, oil & gas, mining, defence & shipping industries
Finolex cables Ltd	1967	Wires and cables, optical fibre cables	Telecom, railways, defence, power plants
Havells India Ltd	1983	HT power cable copper and aluminium conductor, LT power cable copper & aluminium conductors, LT control cables, fire survival cables	Power distribution, Power supply, Thermal Power plants, Airports
HFCL Limited	1987	Underground cables, aerial cables, microduct cables, FTTH cables, Micromodule cables	Telecom
JSK Industries Pvt Ltd	2005	All aluminium alloy conductor, all aluminium conductor, Aluminium wire	Power transmission and distribution
KEI Industries Ltd	1992	High voltage cables, communication cables, Control cables, stainless steel wires	Power transmission and distribution, Air conditioning, Data transmission, Engineering, Chemicals, and Construction
Lumino Industries Ltd	2005	Power cables, LT control cables, Aerial Bunched cables, Railway Signalling cable, Thermocouple Extension / Compensating Cable, Instrumental Cables, Solar cables, Thermoset Insulated Wire, AAC Conductor, AAAC, AAAC/TW Conductor, ACAR Conductor	Railways, renewable energy, power transmission and distribution, residential
Polycab India Ltd	1996	LC Power cable, MV Power cable, Industrial cable, PVC insulated industrial cables, automotive cables	Power transmission and distribution, automobile
RR Kable Ltd	1995	Fixed wiring cables, FLRYK cables, fire alarm cable	Residential and commercial infrastructure, automobile, railways, data & communication
Siechem Technology Pvt Ltd	1994	Single core dual wall insulated primary cables, auto 100 TW class B, mining cable, airport lighting cables	Aerospace, automobile, mining, airport
Sterlite Power Transmission Ltd	2015	Dark fibre	Telecom
Universal Cables Ltd	1945	Extra high voltage cables, medium voltage cables, aerial bunched, power & control cable	Power transmission & distribution, railways, fertilizers

Note: Not an exhaustive list of players but only an indicative list
**Product offerings and end use industries of the players is not exhaustive but only indicative*
Source: Company websites, CRISIL MI&A

3. OVERVIEW OF EPC INDUSTRY IN INDIA

3.1. Overview of power EPC in India

A typical EPC project covers design, civil works, equipment purchase installation, and commissioning. However, the scope of an EPC work has been evolved over the years and now may also include O&M (Operation and Management) services. Most of the EPC players provide integrated and customised solutions as per the client requirements through a consultative approach. The overall project works are classified as supply (material) contracts and services contracts. In a comprehensive package, most of the EPC providers offer 3-5 years of O&M services after commissioning of the project and after expiry of the services, the developer executes a separate long-term O&M agreement with a dedicated O&M service provider.

Mechanical, instrumentation, civil, electrical, operations & maintenance (O&M) and annual maintenance contracts (AMCs) are the key type of EPC works undertaken in the Indian power industry

Mechanical works / erection works is the most critical component when building a power plant due to its high complexity, necessitating involvement of highly specialised suppliers/contractors of power generation, material handling and instrumentation equipment. In terms of civil works, construction requires high design prowess and construction capability due to installation of specialized equipment. Instrumentation and electrical works are of medium complexity level, with equipment and power plant operations conforming to uniform industry standards. Environmental clearance is a must for all the projects. As per interactions with industry stakeholders, EPC contracting is the preferred route for power plants due to standardized process of power plant construction. EPC players typically subcontract different packages of civil, mechanical, instrumentation and electrical works, with specialized suppliers / vendors being awarded contracts for supply of equipment's such as boilers, turbines and generators (BTG), heaters and cooling systems.

Below is the overview of types of EPC works that are undertaken in the power sector. It majorly includes Erection, Testing and Commissioning (ETC) power plants, with complete boilers, turbines and generators (ETC-BTG) and balance of plant (BOP) works, for various sizes and scale. It also includes integrated construction services to power plants, which include responsibly sourced gas (RSG) reactors, waste heat recovery boilers (WHRB), circulating fluidized bed combustion (CFBC) boilers, steam turbine generators, steam generators including auxiliaries, electrostatic precipitators (ESPs), hydro turbines and BOP packages, including structural steel works, ash handling, coal handling, fuel oil systems, selective catalytic reduction (SCR) & flue gas desulphurization (FGD), high-pressure piping works

Overview of EPC works across generation, transmission and distribution in the power sector

Mechanical/Erection works (50-55%)*	Civil (15-20%)*	Instrumentation (10-15%)*	Electrical (10-15%)*	O&M and AMCs (8-12%)*	Miscellaneous (~5%)*
• Erection, testing and commissioning including Various complex and heavy engineering equipment - Turbine-generator and boilers, heaters, cooling system, condensing system, SCR and FGD, substations etc.	• Includes Buildings, chimney, cooling tanks, land development, roads & boundary walls, erection and fabrication, substations, foundation for different machinery and material handling, etc.	• Instrumentation and process control requirement is high in case of power sector and various equipment involves: Distributed digital control monitoring, PLC based control, Control system of boiler, turbine & balance of plant etc.	• Electrical systems such as auxiliary transformers, generators, panels, electrostatic precipitators, switchgears and cabling, transmission lines, transmission towers, substations, electrification and distribution etc.	• Operation and maintenance of power plants • Electrical network maintenance • O&M contracts of exports	• Other components such as procuring licenses, contingencies, pre-operative expenses, other development costs, etc

*Note: *Figures in brackets indicate estimated break-up of total project cost across various verticals shown above (civil, mechanical, instrumentation, electrical, O&M and miscellaneous)*
Source: CRISIL MI&A

3.2. Investments in Indian power sector

Infrastructure investments in power sector expected to increase moving forward

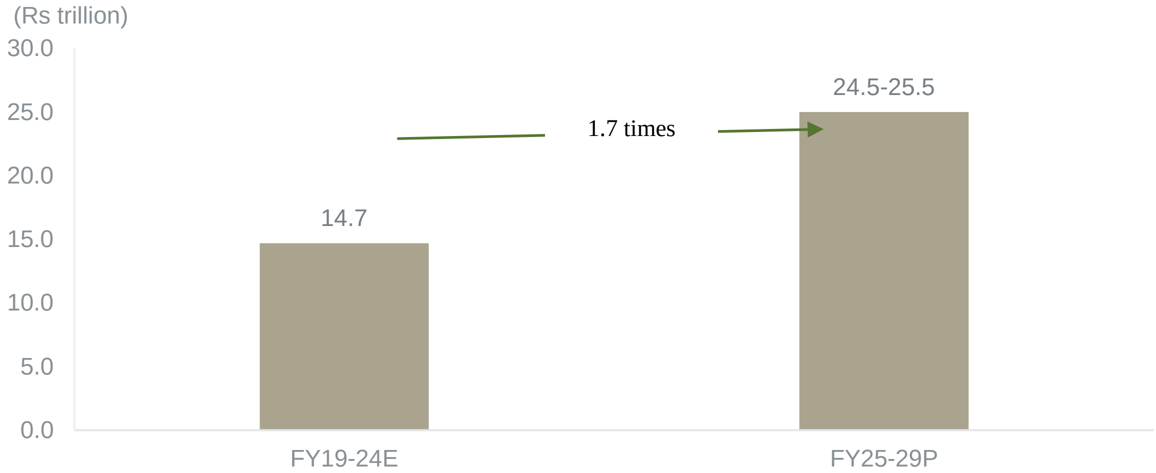
CRISIL MI&A expects investments in the power sector to see a rise of 1.7 times increasing, from Rs 14.7 trillion from fiscal 2019 to fiscal 2024, to Rs 24.5 – 25.5 trillion during fiscal 2025 to 2029. In the power sector, the generation segment drives investments with capacity additions aimed at clean energy, followed by distribution investments due to the Revamped Distribution Sector Scheme (RDSS) scheme and transmission investments.

Over the next four fiscals, between fiscal 2025 to 2029, investments in a generation will be led by renewable energy capacity additions, followed by investments in conventional generation and flue gas desulfurization (FGD) installations, indicating a shift in investment flow towards enhancing clean energy supply. Further, investments in new coal-based plants to meet the fast-growing peak load demand and increased installation of emission-controlling FGD equipment in thermal stations, will further bolster the investments.

Investments in distribution are expected to rise, on the back of the reforms-based and results-linked Revamped Distribution Sector Scheme (RDSS) envisaged over fiscal 2023 to 2026, coupled with the government's thrust on improving electricity access and providing 24x7 power to all.

Investments in the transmission segment are driven by upcoming interstate transmission system (ISTS) and green energy corridor projects. Further, the need for a robust transmission system to support generation additions, renewable energy push, and rural electrification will fuel the investments. In addition, the Government of India is planning to interconnect its national grid with neighbouring nations for effective resource utilisation which is also expected to drive investments in the segment.

Overall investments in Indian power sector

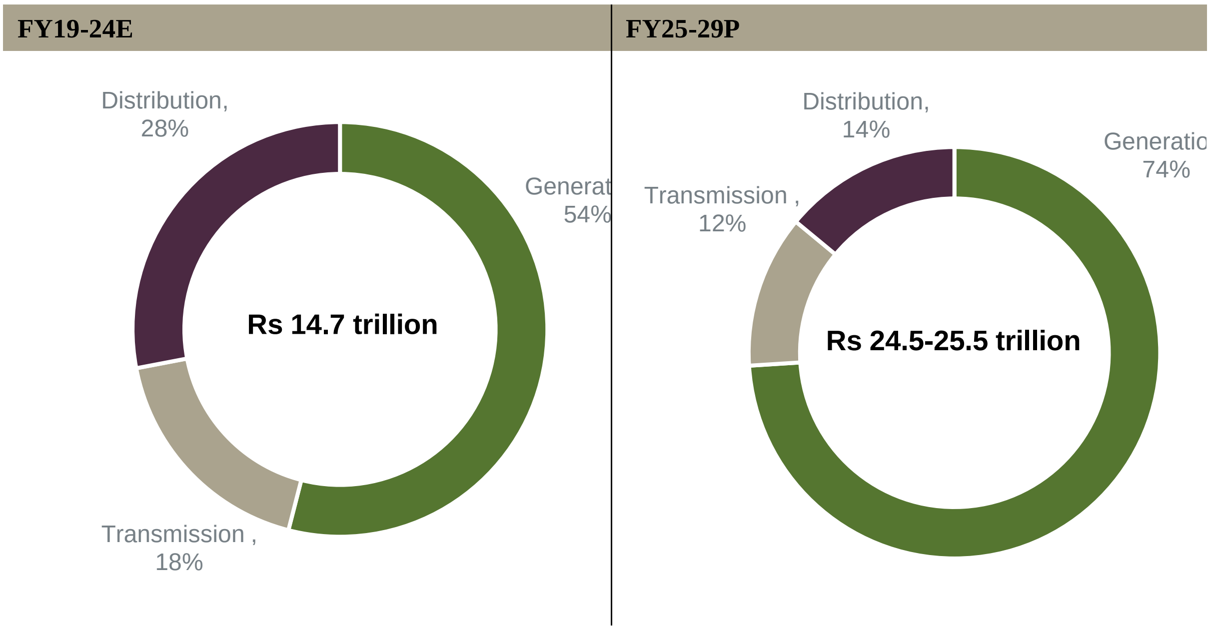


Note: The numbers do not include private sector investments in the distribution sector. Numbers include RE generation capacity being set up for 2.7-3 MTPA green hydrogen by 2030
Source: CRISIL MI&A

Generation segments continue to form the highest share in overall power infrastructure

Investments of Rs 24.5-25.5 trillion are expected in the power sector over fiscals 2025 to 2029. Generation segment to drive investments with large scale clean energy additions expected followed by distribution and transmission investments.

Segment-wise investment in power sector



Note: The numbers do not include private sector investments in the distribution sector. Numbers include RE generation capacity being set up for 2.7-3 MTPA green hydrogen by 2030
Source: CRISIL MI&A

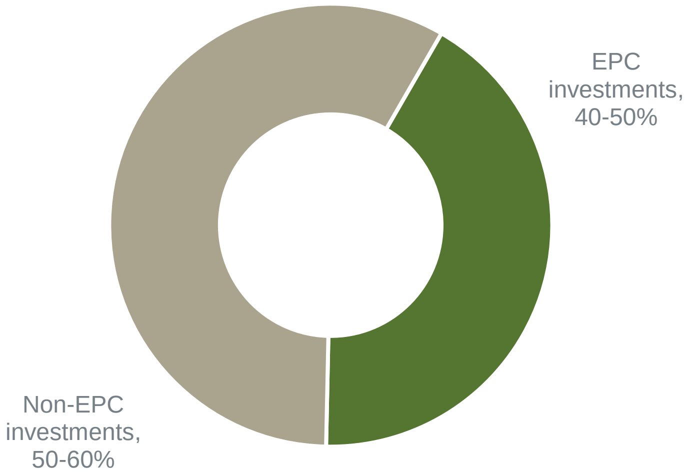
EPC projects make up 40-50% of investments in the power sector

In the power sector, EPC refers to a variety of activities which include design, construction of power plants, substations, transmission lines, procurement of equipment, machinery and materials etc. Projects in the Indian power sector is usually allotted via three primary routes namely EPC, Public Private Partnership (PPP) or the project is executed in-house by the internal teams. Largely, projects are given out via EPC and PPP route barring a few brown field projects which are taken up in-house by power companies.

Indian power EPC sector has witnessed strong growth over the last few years, driven by the increasing demand for electricity, government initiatives, and rising investments in the sector. Specifically, from the construction point of view, activities involve buildings, chimney, cooling tanks, land development, roads & boundary walls, erection and fabrication, substations, foundation for different machinery and material handling, etc. Most of the small and mid-sized projects in the sector happen via the EPC route, while some bigger projects happen via PPP route on an itemized basis. Some brownfield expansions also happen in-house using internal teams by the companies.

CRISIL MI&A estimates that out of the total investments flowing in the power sector in the country, 40-50% are coming via EPC mode of projects.

EPC investments in the power construction sector



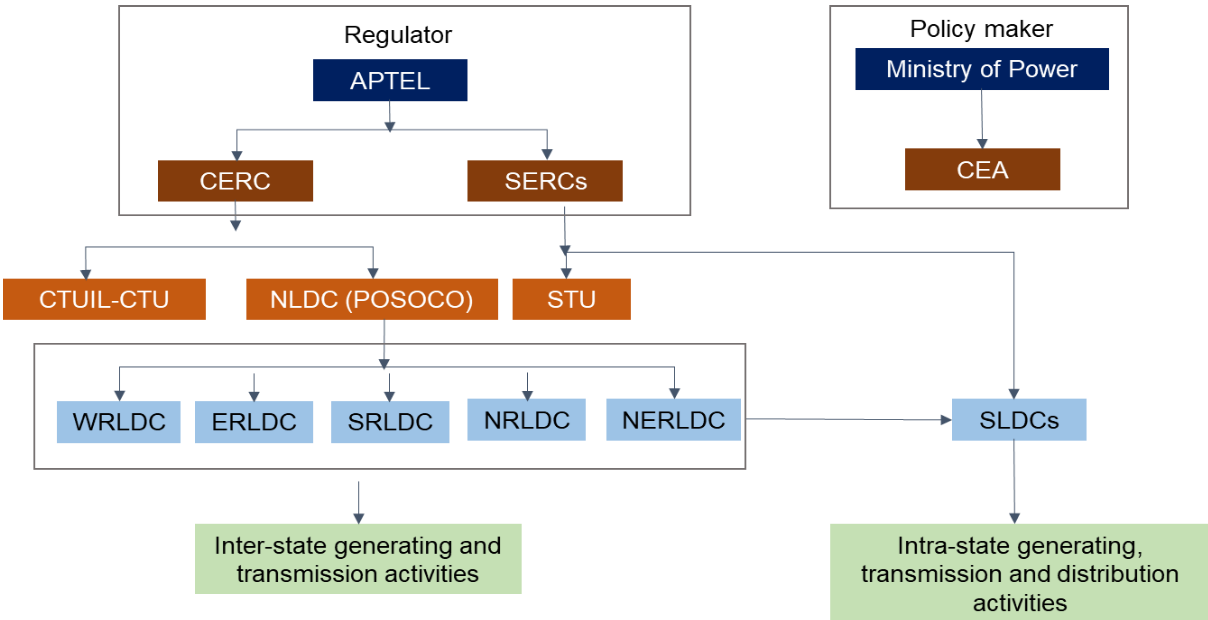
Source: CRISIL MI&A

3.3. Regulatory environment

Regulating authorities and agencies in Indian power sector

The sector is highly regulated, with various functions being distributed between multiple implementing agencies. The three chief regulators for the sector are: the Central Electricity Regulatory Commission (CERC), the Central Electricity Authority (CEA), and the State Electricity Regulatory Commissions (SERCs).

Institutional and structural framework



Note: APTEL - The Appellate Tribunal for Electricity; CERC- Central Electricity Regulatory Commission; CEA - Central Electricity Authority; CTUIL: Central Transmission Utility of India Limited; WRLDC - Western Regional Load Dispatch Centre; ERLDC - Eastern Regional Load Dispatch Centre; SRDLC - Southern Regional Load Dispatch Centre; NLDC: National Load Dispatch Centre, NRLDC - Northern Regional Load Dispatch Centre; NERLDC - North-Eastern Regional Load Dispatch Centre; POSOCO: Power System Operation Corporation, SLDC - State Load Dispatch Centre; CTU - Central Transmission Utility; STU - State Transmission Utility
Source: CRISIL MI&A

The Ministry of Power (MoP) works in close coordination with the CERC and CEA. While the CERC's role is more of a regulator for approving tariffs of central utilities, approving licenses, etc., the CEA is primarily a technical advisor focused on planning, i.e., estimating power demand and generation and transmission capacity.

Overview of key schemes in Indian power sector

Generation

India is committed 500 GW of non-fossil capacities by 2030 as a part of its climate commitment goals. To achieve those goals and to drive the solar capacity additions in the country, GoI has introduced various schemes.

Scheme for Harnessing and Allocating Koyala (Coal) Transparently in India (SHAKTI)

SHAKTI policy aimed at alleviating stress on account of non-availability of domestic coal. The new coal allocation policy for the power sector, was introduced in 2017 which proposes to replace the old linkage allocation policy with more transparent bidding-based linkages. It segregates coal-based power plants in India in the six categories and stipulates different mechanisms to provide fuel supply to plants not having coal linkages.

The biggest beneficiaries of the policy will be those private sector developers who have long-term PPAs and letters of assurance (LoA), since they would get linkages at the notified price. This would keep their generation cost low and ensure increased plant availability with assured fuel supply.

Jawaharlal Nehru National Solar Mission (JNNSM)

JNNSM was launched as part of India's National Action Plan on Climate Change (NAPCC) in 2010. This mission aims at establishing solar power in India. The mission was launched with a target of 20 GW grid connected solar power generation capacity by 2022. However, in June 2015, this target was increased to 100 GW. The 100 GW solar power capacity has been divided into rooftop solar electricity generation (40 GW) and large and medium-scale grid-connected solar projects (60 GW).

Ultra-Mega Solar Parks

In December 2014, MNRE introduced a scheme to establish a minimum of 25 solar parks and Ultra Mega Solar Power Projects, adding over 20 GW of installed solar power capacity, which was later increased to 40 GW to develop a minimum of 50 solar parks of 500 MW and above capacity each by the financial year 2019-20. Later, in July 2018, the Ministry of New and Renewable Energy (MNRE) extended the timeline to develop solar parks and ultra-mega solar projects totalling 40 GW from 2019-20 to 2021-22. As on October 2023, 50 Solar Parks with an aggregate capacity of 37.5 GW have been sanctioned in 12 States in the country.

The Central Government provides financial support for the construction of these solar parks. According to MNRE, such projects can be set up by any CPSU, state PSU, other state government organizations, or their subsidiaries or a joint venture between two or more entities.

State solar policies

Till 2011-12, only Gujarat and Rajasthan had a state solar policy. Post the success of Gujarat state solar policy, various states such as Andhra Pradesh, Tamil Nadu, Karnataka, Madhya Pradesh and Telangana have also announced solar policies and have invited bids to set up solar projects in past years.

Transmission and distribution

RDSS Scheme

Revamped Distribution Sector Scheme (RDSS), launched by Government of India with the objective of improving the quality and reliability of power supply to consumers through a financially sustainable and operationally efficient Distribution Sector, has an outlay of Rs. 3.04 trillion having Gross Budgetary Support of Rs. 0.98 trillion from Government of India over a period of five years from fiscal 2022 to fiscal 2026 and will subsume other schemes (DDUJY, IPDS) under its ambit. RDSS is mainly focused on strengthening of sub-transmission and distribution network of project areas for the benefit of consumers.

The main objectives of RDSS are:

- Reduction of AT&C losses to pan-India levels of 12-15% by FY 2024-25
- Reduction of ACS-ARR gap to zero by FY 2024-25
- Improvement in the quality, reliability, and affordability of power supply to consumers through a financially sustainable and operationally efficient distribution sector

Prepaid Smart metering is the critical intervention envisaged under RDSS with an estimated outlay of Rs 1.5 trillion with GBS of Rs 0.2 trillion and 250 million prepaid smart meters are targeted to be installed during the

Scheme period. Along with the prepaid Smart metering for consumers, system metering at feeder and DT level with communicating feature along with associated Advanced Metering Infrastructure (AMI) would be implemented under TOTEX mode (Total expenditure includes both capital and operational expenditure) thereby allowing the Discoms for measurement of energy flows at all levels as well as energy accounting without any human interference.

Integrated Power Development Scheme (IPDS)

Government of India launched the Integrated Power Development Scheme (IPDS) in December, 2014 under which Distribution Infrastructure projects for strengthening of sub-transmission and distribution networks in urban areas metering of distribution transformers / feeders / consumers in the urban areas, IT enablement works; Enterprise Resource Planning (ERP); smart metering; Gas Insulated Sub-stations (GIS); and, Real Time Data Acquisition System (RT-DAS) were executed.

Discom liquidity package

State discoms' payables to gencos against power purchased have been a pain point for a significant period, as the pending payments cause liquidity issues for generators and affect their working capital management as well as debt repayment ability.

To address the liquidity pangs of state discoms, the central government introduced a Rs 900 billion stimulus for state distribution utilities within the economic relief package announced by the government to tide over the economic crisis induced by Covid-19, which was further enhanced to Rs 1.2 trillion. The relief package is aimed to help discoms clear a significant portion of their outstanding dues to power generators. The package is expected to be provided in the form of concessional loans (moratorium, lower interest rates) to state distribution utilities, secured by discom receivables and state guarantees. Power Finance Corporation (PFC) and Rural Electrification Corporation (REC) have been identified as key lenders for this package. The package was eventually increased further to Rs ~1.35 trillion, with the full amount being sanctioned as of November 2021, whereas disbursal to the tune of Rs ~1.12 trillion has been achieved as of December 2023. The disbursement under the long-term transition loans has been linked to discoms undertaking specified reform measures.

3.4. Key growth drivers and threats in the power EPC

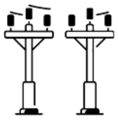
Key growth drivers in the power EPC

Key growth drivers	Description
 **Government push towards reducing coal imports**	At present, India depends on coal imports along with its domestic production to meet the power demand in the country. In order to reduce the dependence on imports, the government is planning to increase the domestic coal production aiming to increase availability and reduce dependence on imported coal. This would lead to infrastructure growth, in turn boosting the EPC segment
 **Increase focus on renewable energy**	India has set a goal of 500 GW of non-fossil fuel-based capacity by 2030. In line with this, India has made a significant shift in its energy landscape towards Renewable energy (RE) with more than 70% of new capacity addition came from RE in fiscal 2024. Further additions of renewable energy infrastructure coupled with government support through schemes such as JNNSM and Ultra mega solar parks would further aid the growth in EPC industry
 **Development of T&D infrastructure**	In December 2023, CEA has notified the draft National Electricity Plan (Volume II) for transmission which is under finalisation. The tentative transmission line and capacity addition as per the draft NEP is estimated to increase by ~1.2 times to 580,293 ckm by fiscal 2027 from 485,544 ckm in fiscal 2024. Similarly, transmission line capacity is expected to increase to 685,293 ckm by fiscal 2032 while the substation capacity is expected to rise by ~1.3 times. This will aid the growth of projects in EPC segment of transmission and distribution.
 **Rising power demand**	Power demand is directly linked to GDP. With rising India's GDP coupled with other factors such as urbanisation, rise in population, rise in industrial output the power demand is expected to see a growth of 5-7% between fiscal 2025 and 2029. In order to meet the rising demand, the power sector is expected to see a capacity addition from 442 GW in fiscal 2024 to 700-710 GW in fiscal 2029. This addition

	of capacities will further aid the construction under power EPC industry.

Source: CRISIL MI&A

Key threats and challenges in the power EPC

Key threats and challenges	Description
 **Distribution- Achilles heel in the Indian power sector**	Distribution is the final and critical link in the power sector value chain. However, the financial position of the distribution sector has significantly deteriorated over the past decade owing to irregular tariff hikes, high AT&C losses, and delays in subsidy payments by state governments. This has adversely impacted power offtake by distribution companies (discoms). Though government has implemented schemes such as RDSS, Late payment surcharge (LPS) scheme. The impact of these on the distribution sector needs to be monitored. Any further losses would hinder the infrastructure development in the sector.
 **Cost overruns and delays**	Regulatory complexities specially for land acquisition, permissions/approvals required from multiple agencies may lead to delay in project execution and increased operational costs. Similarly, due to increase in material costs, improper estimation can result in cost overruns. Significant cost overrun may affect the project returns.
 **Market competition**	The market competition in the EPC sector is intense, characterized by a multitude of competitors competing for the same projects. This coupled with rising input costs will make it difficult for the EPC players to further pass on the costs to their customers. Further, staying abreast of with technologies in power generation and storage poses a significant challenge, necessitating ongoing investments in research and development to remain competitive in the market.

Source: CRISIL MI&A

4. PEER BENCHMARKING

In this section, CRISIL MI&A has analysed some key players operating in the power cables, conductors and power EPC industry in India. Data has been obtained from publicly available sources, including annual reports and investor presentations of listed players, regulatory filings, rating rationales, and/or company websites and social media pages.

Note: The competitive landscape peers mentioned is not an exhaustive list and is an indicative list. Peers have been selected basis the product and service offerings and comparable revenue range.

Overview of peers considered

Company	Year of incorporation	Description
Apar Industries Limited	1989	Apar Industries is a part of the Apar Group, which has presence in the electrical and power sector. Apar Industries Limited is into in the production of conductors, transformer oils, polymers, etc. The company caters to various sectors including power transmission, telecommunication, the automotive industry, etc.
Finolex Cables Limited	1967	Finolex Cables Ltd product portfolio includes electrical, communication, and power distribution cables. The company is also present in the electrical switches, LED based lighting products, fans, miniature circuit breakers and water heater segments, conduit pipes, irons, etc. Its products are used in the residential, commercial, infrastructure and industrial sectors.
Havells India Limited	1983	Havells India Ltd is a Fast-Moving Electrical Goods (FMEG) company as well as power distribution equipment manufacturer offering products including industrial & domestic circuit protection devices, cables & wires, motors, fans, etc for domestic, commercial and industrial applications.
K E C International Limited	2005	KEC International is a company of the RPG Group. KEC International is engineering, procurement, and construction (EPC) company, having its

Company	Year of incorporation	Description
		presence in segments such as power transmission and distribution railways, water management, and civil infrastructure, etc.
KEI Industries Limited	1992	KEI Industries is into manufacturing of electrical cables, including high voltage, extra-high voltage, instrumentation, and house wiring cables, etc. The company has presence in multiple industries such as construction, utilities, and infrastructure, etc.
Polycab India Limited	1996	Polycab India Ltd is a manufacturer of Wires and Cables, and a player in the Fast-Moving Electrical Goods (FMEG) space. It is involved in the manufacturing and sale of wires, cables, and fast-moving electrical goods (FMEG including electric fans, LED lighting and luminaires, switches and switchgear, solar products, and conduits & accessories, etc.
Universal Cables Limited	1945	The company provides range of products within cables as well as capacitors segment. Its cables and capacitors are known by the brand name "UNISTAR".

Note: Year of incorporation as per MCA website
Source: Company websites, CRISIL MI&A

4.1. Operational parameters

Product portfolio

Company	Power cables[1]	House wires[2]	Industrial cables[3]	Power EPC	Others**
Apar Industries Limited	✓	✓	✓	✓	Speciality oil, Polymers, lubricants, etc
Finolex Cables Limited	✓	✓	✓		Copper Rods, FMEG
Havells India Limited	✓	✓	✓		Electrical Consumer Durable, Lighting and Fixtures, Lloyd Consumer
KEC International Limited	✓		✓	✓	Oil and Gas Pipelines EPC, Civil EPC, etc
KEI Industries Limited	✓	✓	✓	✓	Stainless steel wires, etc
Polycab India Limited	✓	✓	✓	✓	FMEG
Universal Cables Limited	✓	✓	✓	✓	Capacitators, etc

Note: This list is indicative and non-exhaustive
1 Includes Power cables, power control cables (LT/HT), Power cable (EHV)
2 Includes domestic cables, building wires
3 Includes speciality cables, special cables, agricultural cables, Marine and offshore submersible cables, cables used in speciality sectors like railway locomotive, coaches, naval ships and submarines, solar and windmills, hybrid cables and harnesses, etc
*** Not an inclusive list of offerings*
Source: Company websites, CRISIL MI&A

Geographical presence (fiscal 2024)

Company	Geographical Footprint[1]	Exports[2]
Apar Industries Limited	National: 28 states + 8 UTs International: 140+ countries	45%
Finolex Cables Limited	National: 28 states + 8 UTs International: 14 countries	1%
Havells India Limited	National: Pan India	3%

Company	Geographical Footprint[1]	Exports[2]
	International: 70+ countries	
K E C International Limited	National: 25 states International: 35 countries	28%
KEI Industries Limited	National: Pan India International: 60+ Countries	13%
Polycab India Limited	National: Pan India International: 79 Countries	10%
Universal Cables Limited	National: Pan India International: 19 countries	5%

Note:
NA: Not available
1Represents markets served by entity as disclosed in fiscal 2024 annual report by respective companies
2As disclosed by respective companies in their annual report
Source: Company websites, CRISIL MI&A

Conductors and cables related manufacturing facilities and capacity

Company	Manufacturing Facilities	Manufacturing Capacity
Apar Industries Limited[1]	Cables & Telecom: 2 Conductors: 4	**Conductors:** 210,000 MT **Cables**: 681,780 km
Finolex Cables Limited [2]	Cables and wires: 4 Copper rods: 1	**Fibre drawing capacity**: 4 million fibre km/ annum **Cabling**: 8 million fibre km/ annum
Havells India Limited [3]	15	N.A.
KEC International Limited[4]	Cables: 2	**Cables**: 69,430 MT
KEI Industries Limited[5]	6+2	**Cables**: 141,400 km **House Wires/Winding wires**: 1,818,400 km **Communication cable**: 28,800 kms **Stainless steel**: 9,000 MT
Polycab India Limited[6]	28	**W&C (Wires and cables):** 6 million km/ annum
Universal Cables Limited	2[7]	**XLPE Insulated Medium Voltage Power cables of all types and voltage grades**: ~6000 km/ annum[8]

Note:
1As per Apar Industries Ltd, fiscal 2024 annual report, company has four manufacturing facilities related to conductors and two related to cables and telecom. In total, the company has 10 manufacturing facilities. Installed capacity for cables as per rating rationale dated September 2024
2As per Finolex Cables Limited fiscal 2024 annual report, the company has five manufacturing facilities across India
3As per Havells India Ltd fiscal 2024 annual report, the company has 15 manufacturing plants in total across 8 locations in India.
4As per KEC International Ltd fiscal 2024 annual report, total manufacturing plants of the company stands at eight. Global manufacturing capacity (Tower, Poles, Hardware, Structures for Railways & Solar) 4,32,200 MTPA
5As per KEI Industries Ltd fiscal 2024 annual report, the company has six manufacturing plants and two backward integration plants for PVC Compound
6As per Polycab India FY24 annual report, it has 28 manufacturing plants. As per Polycab India's website accessed in October 2024, the company has 25 manufacturing facilities, including two joint ventures with Techno and Trafigura, located across the states of Gujarat, Maharashtra and Uttarakhand and the union territory of Daman and Diu. Three of these 25 manufacturing facilities are for the production of FMEG, including a 50:50 joint venture with Techno, a Gujarat-based manufacturer of LED products.
7 As per fiscal 2024 annual report
8As per disclosure dated March 2024
The manufacturing facilities mentioned in the above table may not be exclusively allocated to the manufacturing of the specific product and may be used for the production/ manufacturing of other products as well.
Source: Company websites, annual reports, CRISIL MI&A

4.2. Financial parameters

Segmental revenue

Company	Details of key business activities/ products and services sold by company (accounting for at least 90% of the turnover)	Revenue contribution** FY24
Apar Industries Limited	1. Manufacturing of AAC/ AAAC/ ACSR Conductors	48%
	2. Manufacturing of Transformer & Speciality Oils	29%
	3. Manufacturing of Power/ Telecom Cable	23%
	4. Manufacturing of Polymer	1%
Finolex Cables Limited	1. Manufacturing of cables (includes Coaxial Cables, Fiber Optics Cable, Shielded Cables, Twisted Pair Cables)	95%
	2. Manufacturing of Electrical Equipment (involves the products that are used to generate, distribute, and utilize electrical power)	5%
Havells India Limited	1. Switchgears (Switches, Domestic Switchgears, Industrial Switchgears, Capacitors, Automation and Control)	12%
	2. Cables (Power Cable and Flexible Cables)	34%
	3. Lighting and Fixture (Professional Luminaires and Consumer Luminaires)	9%
	4. Electrical Consumer Durables (Fans, Small domestic appliances and Water Heaters)	19%
	5. Lloyd Consumer (Air Conditioners, Refrigerator, Washing Machine Televisions, and other domestic appliances)	20%
	6. Others (Motors, Solar, Pump, water purifiers and Personal Grooming Products)	6%
K E C International Limited	1. Construction/erection and maintenance of power and transmission lines	43%
	2. Construction of railways	17%
	3. Construction of other civil engineering projects	25%
	4. Manufacturing of electric wires and cables	7%
	5. Others@@	8%
KEI Industries Limited	1. Manufacturing and selling of Wires and Cables	90%
	2. Manufacturing and selling of Stainless-Steel Wires	3%
	3. Turnkey Projects / Engineering, Procurement and Construction (EPC)* Projects Segment	7%
Polycab India Limited	1. Manufacturing of wires and cables	89%
	2. Manufacturing of fans, lighting and luminaries, switchgear, switches, and small domestic appliances	6%
	3. Others@@	5%
Universal Cables Limited	1. Manufacturing of power (Electrical) and other Cables, Wires and related turnkey projects	95%
	2. Others@@	5%

Note:
***Revenue contribution is considered as disclosed in the respective company's annual report and have not been reclassified by CRISIL*
@@The company has not provided 100% revenue breakup of key business activities/ products and services sold by company. Therefore, the remaining revenue, has been classified as "Others"
** Excluding Cables*
The percentages may not add up to 100% due to rounding off
Source: Company annual reports, filings, CRISIL MI&A

Revenue from operations

Company Name (Rs million)	FY22	FY23	FY24	H1FY25	CAGR (FY22-24)
Apar Industries Limited	93,165.7	143,363.0	161,529.8	86,550.2	31.7%
Finolex Cables Limited	37,681.4	44,811.1	50,143.9	25,422.0	15.4%
Havells India Limited	139,384.8	169,107.3	185,900.1	103,455.2	15.5%
K E C International Limited	137,422.6	172,817.1	199,141.7	96,252.0	20.4%
KEI Industries Limited	57,269.9	69,081.7[1]	81,040.8[1]	43,401.5[1]	19.0%
Polycab India Limited	122,037.6	141,077.8	180,394.4	101,964.5	21.6%
Universal Cables Limited	18,135.4	22,019.5	20,206.7	11,268.2	5.6%
Average (without including KEI Industries Ltd)	91,304.6	115,532.6	132,886.1	70,818.7	20.6%

Note:
Average values have been calculated without considering KEI Industries Ltd
N.A.: not available
Revenue from operations is as per respective companies' annual report
1. Revenue from operations from income from continuing operations
Source: Company websites, CRISIL MI&A

- KEI is one of the leading manufacturers of cables and wires in India

EBITDA

Company Name (Rs million)	FY22	FY23	FY24	H1FY25	CAGR (FY22-24)
Apar Industries Limited	5,803.4	12,644.1	16,087.4	7,811.6	66.5%
Finolex Cables Limited	4,999.2	6,271.0	7,635.5	3,306.2	23.6%
Havells India Limited	19,208.6	17,768.5	20,915.8	11,175.3	4.3%
K E C International Limited	9,169.3	8,610.5	12,669.8	6,403.6	17.5%
KEI Industries Limited	6,033.4	7,337.9	8,865.5	4,699.4	21.2%
Polycab India Limited	13,551.2	19,854.4	27,126.8	13,495.0	41.5%
Universal Cables Limited	1,424.0	2,029.9	1,852.9	906.5	14.1%
Average (without including KEI Industries Ltd)	9,026.0	11,196.4	14,381.4	7,183.0	26.2%

Note:
Average values have been calculated without considering KEI Industries Ltd
Formula used: Total revenue- Total expenses+ Finance expenses+ Depreciation and amortisation expenses
Source: Company websites, CRISIL MI&A

PAT

Company Name (Rs million)	FY22	FY23	FY24	H1FY25	CAGR (FY22-24)
Apar Industries Limited[1]	2,567.3	6,377.2	8,251.1	3,964.1	79.3%
Finolex Cables Limited	5,991.4	5,042.8	6,516.9	3,618.1	4.3%
Havells India Limited	11,964.7	10,717.3	12,707.6	6,752.8	3.1%
K E C International Limited	3,320.8	1,760.3	3,467.8	1,729.8	2.2%

Company Name (Rs million)	FY22	FY23	FY24	H1FY25	CAGR (FY22-24)
KEI Industries Limited	3,760.2	4,773.4	5,807.3	3,050.6	24.3%
Polycab India Limited	9,172.8	12,830.9	18,029.2	8,468.3	40.2%
Universal Cables Limited	749.3	1,181.5	1,082.2	238.7	20.2%
Average (without including KEI Industries Ltd)	5,627.7	6,318.3	8,342.5	4,128.6	21.8%

Note:
Average values have been calculated without considering KEI Industries Ltd
[1] Profit / (loss) for the year from continuing operations
PAT is as per respective company's' annual report
Source: Company websites, CRISIL MI&A

Profitability Margins

Company Name	FY22		FY23		FY24		H1FY25	
	EBITDA %	PAT%	EBITDA %	PAT%	EBITDA %	PAT%	EBITDA %	PAT%
Apar Industries Limited	6.2%	2.7%	8.8%	4.4%	9.9%	5.1%	9.0%	4.6%
Finolex Cables Limited	13.0%	15.6%	13.6%	11.0%	14.7%	12.6%	12.5%	13.7%
Havells India Limited	13.6%	8.5%	10.4%	6.3%	11.1%	6.7%	10.6%	6.4%
K E C International Limited	6.7%	2.4%	5.0%	1.0%	6.3%	1.7%	6.6%	1.8%
KEI Industries Limited	10.5%	6.5%	10.6%	6.9%	10.9%	7.1%	10.7%	7.0%
Polycab India Limited	11.0%	7.5%	13.9%	9.0%	14.9%	9.9%	13.1%	8.2%
Universal Cables Limited	7.8%	4.1%	9.1%	5.3%	9.1%	5.3%	8.0%	2.1%
Average (without including KEI Industries Ltd)	9.8%	6.1%	9.6%	5.4%	10.7%	6.2%	10.0%	5.8%

Note:
Formulae used are as follows:
EBDITA %= =EBDITA/ Total income
PAT% =PAT/ Total income
Average EBITDA margin: Sum of EBITDA of all the players without considering KEI Industries Ltd / Sum of total income of all the players without considering KEI Industries Ltd
Average PAT margin: Sum of PAT of all the players without considering KEI Industries Ltd / Sum of total income of all the players without considering KEI Industries Ltd
Average values have been calculated without considering KEI Industries
Source: Company websites, CRISIL MI&A

- Among the considered players, KEI Industries Limited had the third highest PAT margin of 7.1% in FY24

Key return ratios

Company Name	FY22		FY23		FY24	
	RoE%	RoCE%	RoE%	RoCE%	RoE%	RoCE%
Apar Industries Limited	16.5%	26.3%	32.3%	51.1%	27.0%	43.8%
Finolex Cables Limited	16.3%	12.6%	12.2%	14.0%	14.0%	15.5%
Havells India Limited	28.7%	36.0%	21.8%	29.0%	22.5%	31.0%
K E C International Limited	10.4%	13.6%	5.2%	10.9%	9.5%	15.1%
KEI Industries Limited	19.3%	24.1%	20.2%	26.1%	20.3%	27.5%
Polycab India Limited	17.8%	21.7%	21.0%	28.8%	24.2%	32.8%
Universal Cables Limited	6.2%	6.3%	8.5%	8.7%	6.6%	6.9%

Company Name	FY22		FY23		FY24	
	RoE%	RoCE%	RoE%	RoCE%	RoE%	RoCE%
Average (without considering KEI industries Ltd)	17.8%	20.2%	17.3%	22.4%	19.2%	25.0%

Note:
Formulae used are as follows:
RoE%:PAT/ Average of Tangible net worth
Tangible net worth: Total equity- intangible assets
RoCE%: (EBITDA- Depreciation and Amortisation cost)/ (Average of Capital Employed)
Capital employed: Tangible net worth + Total borrowings
Average RoE%= (Sum of PAT of all the players without considering KEI Industries Ltd)/ (Sum of average of tangible net worth of all the players without considering KEI Industries Ltd)
Average RoCE%= (Sum of (EBITDA-Depreciation and Amortisation cost) of all the players without considering KEI Industries Ltd)/ (Sum of average of capital employed of all the players without considering KEI Industries Ltd)
Source: Company websites, CRISIL MI&A

Key financial ratios

Company Name	FY22			FY23			FY24		
	Net Fixed asset turnover	Gearing ratio	Interest Coverage	Net Fixed asset turnover	Gearing ratio	Interest Coverage	Net Fixed asset turnover	Gearing ratio	Interest Coverage
Apar Industries Limited	10.1	0.2	4.1	13.7	0.1	4.1	12.3	0.1	4.2
Finolex Cables Limited	8.1	0.0	544.1	9.8	0.0	562.2	8.2	0.0	448.1
Havells India Limited	4.0	0.1	36.0	4.5	0.0	52.9	4.3	0.0	45.8
K E C International Limited	8.9	0.8	2.8	10.8	0.8	1.6	12.1	0.9	1.9
KEI Industries Limited	10.5	0.2	14.9	11.9	0.1	21.1	9.1	0.0	20.2
Polycab India Limited	6.0	0.0	38.4	6.1	0.0	33.1	6.4	0.0	25.0
Universal Cables Limited	12.6	0.5	2.6	14.8	0.4	2.8	11.3	0.4	2.8
Average (without considering KEI Industries Ltd)	6.4	0.2	9.2	7.4	0.2	6.6	7.3	0.2	6.9

Note:
Formulae used are as follows:
Net fixed asset turnover ratio: Revenue from operations/ Net of (Property, plant and equipment + Right to use assets + Capital work-in-progress + Other intangible assets + Intangible assets under development + Other intangible assets)
Gearing ratio: Total borrowings/ total equity
Interest Coverage ratio: (PBT+ Finance cost+ Depreciation and amortization cost)/ Finance cost
Average net fixed asset turnover ratio: Sum of revenue from operations of all the players without considering KEI Industries Ltd/ (Sum of net of (Property, plant and equipment + Right to use assets + Capital work-in-progress + Other intangible assets + Intangible assets under development + Other intangible assets) of all the players without considering KEI Industries Ltd)
Average gearing ratio: (Sum of total borrowings of all the players without considering KEI Industries Ltd)/ (Sum of total equity of all the players without considering KEI Industries Ltd)
Average interest coverage ratio: (Sum of PBT+ Finance cost+ Depreciation and amortization cost of all the players without considering KEI Industries Ltd)/ (Sum of Finance cost of all the players without considering KEI Industries Ltd)
Source: Company websites, CRISIL MI&A

- In FY24, KEI Industries Limited had the market share of 3.9% in cables and wires industry of India.

OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section "Forward-Looking Statements" on page [●] for a discussion of the risks and uncertainties related to those statements. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Also read "Industry Overview", "Financial Statements", "Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Factors Affecting our Results of Operations and Financial Condition", "Risk Factors" and "Selected Financial Information" on pages [●], [●], [●], [●], and [●], respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations.

Our fiscal year ends on March 31 of each year, and references to a particular fiscal are to the twelve months ended March 31 of that year. Unless otherwise indicated or the context requires, the financial information for Fiscals ended 2022, 2023 and 2024 included herein is based on the Audited Consolidated Financial Statements, and the financial information included herein for the six months ended September 30, 2023 and 2024 is based on the Unaudited Consolidated Financial Statements, included in this Preliminary Placement Document. For further information, see "Financial Statements" on page [●].

In this section, unless otherwise indicated or the context requires, a reference to "our Company" is a reference to KEI Industries Limited on a standalone basis, while any reference to "we", "us" or "our" is a reference to KEI Industries Limited and its Associate on a consolidated basis.

*Unless otherwise indicated, all industry and market data used in this section has been derived from the report "Assessment of cables & wires industry in India" dated November 2024 (the "**CRISIL Report**") prepared and released by CRISIL, and commissioned by us. None of our Company, the Book Running Lead Managers or any other person connected with the Issue has independently verified such information. 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.*

Overview

We are one of the leading manufacturers of cables and wires in India (*Source: CRISIL Report*), with a diverse product portfolio ranging from house wires to low tension ("**LT**") power cables, high tension ("**HT**") cables and extra high voltage ("**EHV**") cables, catering to retail and institutional customers. In Fiscal 2024, we had a market share of 3.9% in cables and wires industry of India. (*Source: CRISIL Report*)

We operate our business under three segments – retail, institutional and export segments. The retail segment comprises house wires, winding and flexible wires and LT power cables and HT cables. Our institutional segment, comprises EHV cables, engineering, procurement and construction ("**EPC**") business segment, LT power cables and HT cables, whereas our exports business segment also comprises LT power cables, HT cables and EHV cables with a continued focus on the oil and gas and other infrastructure focused sectors. We also manufacture stainless steel wires and provide EPC services within the exports business segment. The tables below set forth details of our revenues from our various segments for the periods indicated:

Segments	**Fiscal 2022**		**Fiscal 2023**		**Fiscal 2024**	
	Revenue from Operations (₹ million)	**Percentage of Revenue from Operations (%)**	**Revenue from Operations (₹ million)**	**Percentage of Revenue from Operations (%)**	**Revenue from Operations (₹ million)**	**Percentage of Revenue from Operations (%)**
Retail Segment	23,188.92	40.49%	31,655.25	45.82%	37,701.91	46.52%
Institutional Segment	28,900.16	50.46%	30,644.56	44.36%	32,966.48	40.68%
Exports Segment	5,850.38	10.22%	6,933.51	10.04%	10,974.71	13.54%
Ind As Adjustment	(669.55)	(1.17)%	(151.58)	(0.22)%	(602.30)	(0.74)%
Total	**57,269.91**	**100.00**	**69,081.74**	**100.00**	**81,040.80**	**100.00**

Segments	Six months ended September 30, 2023		Six months ended September 30, 2024	
	Revenue from Operations (₹ million)	**Percentage of Revenue from Operations (%)**	**Revenue from Operations (₹ million)**	**Percentage of Revenue from Operations (%)**
Retail Segment	17,652.04	47.38%	23,427.02	53.98%
Institutional Segment	14,265.06	38.29%	15,364.76	35.40%
Exports Segment	5,560.25	14.93%	4,736.17	10.91%
Ind As Adjustment	(222.98)	(0.60)%	(126.50)	(0.29)%
Total	**37,254.37**	**100.00**	**43,401.45**	**100.00**

For further information, see "- *Strengths - Track record of growth in financial performance*" on page [●].

We have continually strived to grow our sales under the retail segment through our network of pan-India dealers and distributors. Our dealer and distribution network comprised 2,038 dealers and distributors as of September 30, 2024, with 740 dealers and distributors in north India, 390 dealers and distributors in south India, 483 dealers and distributors in east India and 425 dealers and distributors in west India. Further, as of September 30, 2024, we exported our products to over 60 countries. As of September 30, 2024, we have also set up marketing / project offices in United Arab Emirates ("**UAE**"), South Africa, Nepal and Gambia.

We operate through our eight manufacturing facilities, with a combined installed capacity of 192,700 Kms in respect of cables, 2,308,000 Kms in respect of wires, 28,800 kms for communication cables and 9,000 MT in respect of stainless steel wire, as of September 30, 2024. These manufacturing facilities are located in Bhiwadi, Rajasthan ("**Bhiwadi Facility**"), Rakholi, Dadra and Nagar Haveli ("**Rakholi Facility**"), Chopanki, Rajasthan ("**Chopanki Facility**"), Pathredi-I and Pathredi-II, Rajasthan ("**Pathredi Facility**") Chinchpada, Silvassa in Dadra and Nagar Haveli and Daman and Diu ("**Chinchpada Facility**"), Dapada, Silvassa in Dadra and Nagar Haveli and Daman and Diu ("**Dapada Facility**") and Harchandpur in Bhiwadi, Rajasthan ("**Harchandpur Facility**").

The products manufactured through these facilities fall under three main segments – cables, stainless steel wires and EPC projects. Within the cable segment, our Company manufactures EHV cables, HT cables, LT power cables, instrumentation cables, winding and flexible wires and house wires. In addition, we also manufacture specialty cables, rubber cables, submersible cables and polyvinyl chloride ("**PVC**") / poly wrapped winding wires. Within the stainless steel wires segment ("**SSW Segment**"), our Company manufactures winding wires, hard stainless steel wires, cold heading wires, fine stainless steel wires and general purpose wires. In the EPC projects segment, we provide integrated turnkey solutions including design, engineering, material procurement, field services, construction and project management services for projects where we are pre-qualified to provide such services.

We have been able to diversify our products range mainly due to our technological capabilities and our research and development ("**R&D**"), which we benefit from. Our R&D facility is located in Bhiwadi, Rajasthan, is accredited with the National Accreditation Board for Testing & Calibration Laboratories ("**NABL**") under the ISO 17025:2017 standard, and employs R&D engineers, designers and technicians for undertaking the operations. We rely on our R&D capabilities to customize products, to serve customers across diverse industries. Our R&D team has helped us provide solutions to customers across diverse industries by assisting our sales and marketing team in understanding our customers' requirements.

We employ an extensive and stringent quality control mechanism at each stage of the manufacturing process to ensure that our finished product conforms to the exact requirements of our customers. Our Company received the ISO 9001:2015 accreditation for the certification and approval of the quality management system and the ISO 14001:2015 accreditation for environment management system. Further, in addition to our R&D facility being accredited with the NABL, certain of our manufacturing facilities also have the ISO 14001:2015 certification for environment management system, the ISO 45001:2018 certification for occupational health and safety management and the ISO 9001:2015 certification for the certification and approval of the quality management system. Further, our Company received the 'superbrand' status from 2011 to 2016 and from 2019 to 2023 from the Superbrands India Private Limited, an independent authority on branding, comprising luminaries who are experts in branding, marketing, design and product management, among others.

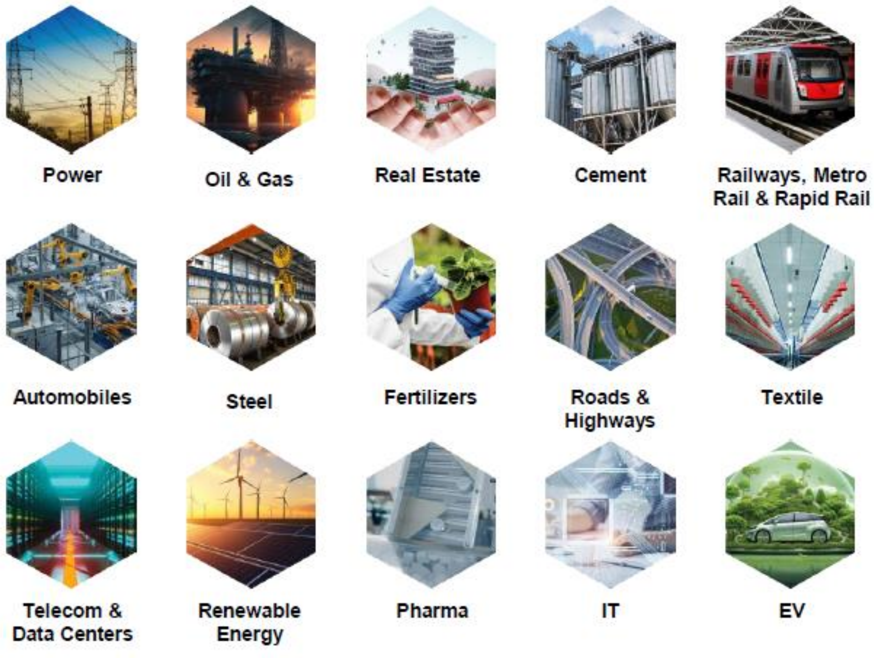
We are adherent to the most stringent quality standards and our products are tested by KEMA (The Netherlands), TUV (Rheinland), SGS, IRS, ABS, CEIL, BRE (UK), LLOYDS REGISTER, BVQI, DNV, CPRI, ERDA, EIL, PDIL, MECON, NTPC, NPCIL, TUV India, RINA, PGCIL, TPL, DQAN, EQM, UL, RDSO, CE regulatory, UKCA regulatory. Furthermore, we have pre-qualification credentials and technical capabilities and country specific approvals to meet required customer requirements.

Strengths

Large and well diversified product portfolio to serve wide range of customers across various sectors

We offer a diverse range of products and services with our portfolio comprising offerings under the cable segment, SSW Segment and the EPC projects segment. Since our incorporation in 1992, we have significantly expanded our product portfolio, which now comprises cables and wires for industrial and commercial use and for domestic consumption, catering to requirements of a diversified customer base across multiple industries. We offer a wide product portfolio comprising: extra-high voltage cables up to 400 kv, high and medium voltage cables, control and instrumentation cables, specialty cables, submersible cables, rubber cables, solar cables, ESP cables, PVC/poly wrapped winding wires, flexible and house wires, MVCC cables, stainless steel wires, fire survival/ resistant cables and EV cables. In addition, we also undertake certain EPC projects for our customers.

We supply our products to various organizations across diverse sectors, such as power, oil refineries, railways, automobiles, cement, steel, fertilizers, textile and real estate, among others.



Our order book has consistently increased in the last three Fiscals. The table below sets forth our order book details as of the dates indicated:

Particulars	As of March 31, 2022	As of March 31, 2023	As of March 31, 2024	As of September 30, 2023	As of September 30, 2024
	(₹ million)				
Cable-Domestic	11,400.49	13,382.47	18,679.03	15,451.35	24,332.07
Cable-Export	1,076.94	3,056.16	5,644.21	3,289.04	5,750.67
EPC	9,384.48	9,696.18	7,722.88	7,649.73	6,038.00
EHV	2,824.97	7,988.63	3,931.47	7,323.73	3,212.64
Total	**24,686.88**	**34,123.44**	**35,977.59**	**33,713.85**	**39,333.38**

We have limited customer concentration and our top 10 customers accounted for less than 22% of our revenue from operations in the last three Fiscals and in the six months ended September 30, 2023 and 2024. The tables below set forth details of our revenues from our top 10 customers for the periods indicated:

Particulars	Fiscal 2022		Fiscal 2023		Fiscal 2024	
	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)
Top 10 customers	12,411.97	21.67%	10,645.94	15.41%	14,446.68	17.83%

Notes: Top 10 customers vary across periods.

Particulars	Six Months ended September 30, 2023		Six Months ended September 30, 2024	
	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)
Top 10 customers	6734.50	18.08%	5694.99	13.12%

Notes: Top 10 customers vary across periods.

Our revenues are also diversified across our products. The tables below set forth our revenue based on our product portfolio for the periods indicated:

Particulars	Fiscal 2022		Fiscal 2023		Fiscal 2024	
	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)
EHV	5,143.30	8.98%	3,655.60	5.29%	6,594.31	8.14%
LT Cable	21,664.60	37.83%	28,412.60	41.13%	30,433.72	37.55%
HT Cable	10,015.20	17.49%	12,083.20	17.49%	13,354.00	16.48%
HW, WW	15,055.06	26.29%	18,550.17	26.85%	23,465.62	28.95%
SSW	2,258.80	3.94%	2,483.62	3.60%	2,180.01	2.69%
EPC	3,802.50	6.64%	4,048.13	5.86%	5,615.44	6.93%
Net of Ind AS and others	(669.55)	(1.17)%	(151.58)	(0.22)%	(602.30)	(0.74)%
Total	**57,269.91**	**100.00%**	**69,081.74**	**100.00%**	**81,040.80**	**100.00%**

Particulars	Six Months ended September 30, 2023		Six Months ended September 30, 2024	
	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)
EHV	2,425.40	6.51%	1,754.02	4.04%
LT Cable	14378.87	38.60%	17,285.93	39.83%
HT Cable	5,764.80	15.47%	7,496.19	17.27%
HW, WW	11,513.57	30.91%	13,760.81	31.71%
SSW	1,158.89	3.11%	1,121.56	2.58%
EPC	2,235.82	6.00%	2,109.44	4.86%
Net of Ind AS and others	(222.98)	(0.60)%	(126.50)	(0.29)%
Total	**37,254.37**	**100.00%**	**43,401.45**	**100.00%**

We undertake customization of certain products for our institutional and corporate customers. For instance, we manufacture cables and wires in accordance with specifications prescribed by the power utility providers. We believe our dedicated efforts towards expanding our product portfolio and our ability to identify our customers' requirements contribute significantly to our position in the cables and wires industry. We believe our ability to manufacture products based on our customer requirements enables us to cater to the needs of various industry players including companies as well as original equipment manufacturers. Given the diversification of our product portfolio over the years, we are not only able to cater to varying customer demands but also to meet any specific selection criteria of companies involved in the business which require our products. Further, satisfaction of prescribed pre-qualification requirements also entitles us with the ability to supply our products to various governmental agencies. We believe that our capability and competence to adapt our offerings to match the needs of our consumers across a wide range of applications as well as our pre-qualified status with power utilities and governmental agencies gives us a competitive edge in the market for such products.

Strategically located manufacturing facilities and strong research and development capabilities

Our eight manufacturing facilities (including two backward integrated manufacturing facilities) are strategically located in north and west India, and we believe that the location of our facilities helps us in optimizing logistics cost in respect of our exports. We believe that our proximity to the ports in west India also allows ease of our import of raw materials, thereby helping us save time and cost towards their transportation, and allowing for lesser turnaround time for supply of final products to our customers. We also have backward integration capabilities owing to our ability to manufacture PVC, an essential raw material, as well as forward integration capabilities owing to our ability to offer turnkey solutions through our EPC projects segment. We believe that our strategically located manufacturing facilities have enabled us to pursue greater efficiencies of cost, time, quality and scale in our manufacturing processes.

The infographic below sets forth details of our manufacturing capabilities at our various facilities, as of September 30, 2024:

Products	Bhiwadi	Rakholi	Chopanki	Pathredi-1	Pathredi-2	Chinchpada
EHV	✓		✓			
HT Power Cable	✓		✓	✓	✓	
LT Power Cable	✓	✓	✓	✓	✓	✓
Control Cable	✓	✓		✓		✓
Instrumentation/ Communication Cable	✓			✓		✓
Rubber cable	✓					
House Wire/ Winding Wire	✓	✓				✓
Stainless Steel Wire	✓					

As of September 30, 2024, our aggregate installed capacity at our six manufacturing facilities (excluding two backward integrated manufacturing facilities) for the manufacture of cables, communication cables ,wires, and stainless steel wires was 192,700 Kms, 28,800 Kms, 2,308,000 Kms and 9,000 MT, respectively. We recently added additional capacity in Chinchpada and Pathredi-II facility. For further details of our installed capacity and our capacity utilization at each of our manufacturing facilities, see "- *Manufacturing Facilities*" on page [●].

Over the course of time, we have also been able to forward integrate our operations by providing EPC services for power, distribution, transmission and sub-station projects through which, we largely focus on projects and assignments with significant cabling requirements such as overhead as well as underground power transmission and distribution systems and railway electrification / substation on turnkey basis. Our forward integration processes, with our EPC projects segment team led by experienced professionals, enable us to be both, effective as well efficient . Our revenue generated from the EPC projects segment (including for sale of cables) was ₹ 8,734.87 million, ₹ 7,060.17 million, ₹ 12,151.08 million, ₹ 4,977.43 million and ₹ 3,569.45 million in the Fiscal 2022, 2023 and 2024 and in the six months ended September 30, 2023 and six months ended September 30, 2024, respectively. We have also been able to backward integrate our services by setting up in-house manufacturing of PVC at Harchandpur and Dapada. Our facility manufacturing PVC catered to approximately 61.52% of our total PVC requirement in Fiscal 2024. We believe, backward integration provides us the benefit of greater control on our manufacturing process, quality and the corresponding benefits of cost efficiencies thereby improving our margins. As a result, we are able to fulfil our customers' needs in a timely manner and enhance our ability to offer cost-competitive solutions.

Owing to the large scale of our operations, extensive experience in manufacturing, our forward and backward integration capabilities, improved processes and availability of skilled and unskilled manpower at our manufacturing facilities, we are able to offer cost effective solutions to our customers.

Our R&D team helps us to customize the products to serve customers across diverse industries and continues to focus on the development of new products. We focus on developing specialty products and niche product offerings such as ESP cables, EHV cables, EV charging cables, medium voltage covered conductor cables and conflame green+ wires. We also have an R&D facility which is accredited with the NABL to be in compliance with ISO/IEC 17025:2017 in respect of general requirements for the competence of testing and calibration laboratories for electrical testing. Our R&D team enables us to provide solutions to improve manufacturing efficiency on the existing products, reduce production costs and introduce innovative solutions to meet the varied requirements of our customers thereby allowing us to achieve time efficiency in development of new products and technologies. We believe that our large product offerings coupled with our focus on consistently delivering the products customized per the design, technology, features and quality specified by our customers, help us to attract large corporate and institutional customers, including project contractors, thereby enabling us to widen our customer base.

Strong presence in retail segment with a well-entrenched distribution network

The retail segment of our Company comprises house wires, winding and flexible wires, LT power cables and HT cables. Over the past three years, we have been able to expand our geographical presence and increasing focus on the retail division through promotion campaigns, outdoor marketing activities and sponsorships, which, as a result has also led to enhancement of our brand visibility. We also undertake various above the line and below the line advertisement and promotion activities, targeting not only a wider audience but also highly specific groups of potential customers.

We have a strong distribution network with pan India retail sales. The tables below set forth our revenues across the regions we operate in India for the periods indicated:

Region	Fiscal 2022		Fiscal 2023		Fiscal 2024	
	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)
East(1)	3,546.18	15.29%	4,892.98	15.45%	6,297.85	16.71%
West(2)	7,164.24	30.90%	8,925.63	28.20%	9,987.73	26.49%
North(3)	8,387.10	36.17%	12,035.22	38.02%	14,742.07	39.10%
South(4)	4,091.40	17.64%	5,801.42	18.33%	6,674.26	17.70%
Total	**23,188.92**	**100.00**	**31,655.25**	**100.00**	**37,701.91**	**100.00**

Region	Six Months ended September 30, 2023		Six Months ended September 30, 2024	
	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)
East(1)	2,786.27	15.78%	3,633.83	15.51%
West(2)	4,578.33	25.94%	6,223.69	26.57%
North(3)	7,193.06	40.75%	9,319.65	39.78%
South(4)	3,094.38	17.53%	4,249.85	18.14%
Total	**17,652.04**	**100.00**	**23,427.02**	**100.00**

Notes:

1. *East includes Arunachal Pradesh, Assam, Bhutan, Bihar, Jharkhand, Manipur, Meghalaya, Mizoram, Nagaland, Odisha, Sikkim, Tripura and West Bengal.*
2. *West includes Chhattisgarh, Goa, Gujarat, Madhya Pradesh, Maharashtra and union territory of Dadar and Nagar Haveli, and Daman and Diu.*
3. *North includes Chandigarh, Delhi, Haryana, Himachal Pradesh, Jammu and Kashmir, Ladakh, Punjab, Rajasthan, Uttar Pradesh and Uttarakhand.*
4. *South includes Andaman and Nicobar, Andhra Pradesh , Karnataka, Kerala, Pondicherry, Tamil Nadu and Telangana.*

We believe that our dealer and distribution network in India which enables an efficient roll out of our products, which gives us a competitive advantage over our competitors. We have been able to grow this network from 1,805 dealers and distributors, as of March 31, 2022 to 1,990 dealers and distributors as of March 31, 2024 and had 2,038 dealers and distributors, as of September 30, 2024. Our distribution network covers major metros and Tier 1 and 2 cities. Furthermore, we have 25 depots across India, as of September 30, 2024. We continue to enhance our addressable market through this network of dealers and distributors, including by carrying out promotional activities to create awareness for our products.

Further, we supply our portfolio of products to our direct customers including EPC companies and government companies through direct sales as well as through project distributors who stock our products as per their requirement. In certain instances, these distributors directly obtain orders from the customers and we subsequently supply the products to them in addition to paying them certain amount of commission. In addition to our authorized dealer and distribution network, our sales and marketing team, comprising 823 employees, as of September 30, 2024, is responsible for carrying out promotional and brand building activities for our products, including through digital, print and social media and conducting seminars, architect meets, electrician meets to create awareness amongst our products amongst electricians, retailer meets, dealer meets, direct mailers to create awareness amongst institutional customers, exhibitions and one-to-one customer interactions. We manage our sales and marketing activities through our Registered and Corporate Office, 36 marketing offices in India, as of September 30, 2024.

Set forth below are details of our revenue from operations from the retail segment for the periods indicated.

Particulars	Fiscal 2022		Fiscal 2023		Fiscal 2024	
	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)
Retail Segment	23,188.92	40.49%	31,655.25	45.82%	37,701.91	46.52%

Particulars	Six Months ended September 30, 2023		Six Months ended September 30, 2024	
	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)
Retail Segment	17,652.04	47.38%	23.427.02	53.98%

Growing exports presence

Set forth below are details in relation to our exports segment for the periods indicated.

Particulars	Fiscal 2022		Fiscal 2023		Fiscal 2024	
	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations)
Exports	5,850.38	10.22%	6,933.51	10.04%	10,974.71	13.54%

Particulars	Six months ended September 30, 2023		Six months ended September 30, 2024	
	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)	Revenue from Operations (₹ million)	Percentage of Revenue from Operations (%)
Exports	5,560.25	14.93%	4,736.17	10.91%

Bolstering our relationships with our global customers remains central to growing our exports segment our presence in over 60 countries with offices in 4 countries, as of September 30, 2024. We also continue to strengthen our pre-qualification credentials to meet the stringent parameters set out by these international customers. We believe our competitive pricing policy coupled with our ability to offer customized solutions and specialty cables has enabled us to grow our presence in the overseas markets. Further, we have set up overseas marketing / project offices in United Arab Emirates, Nepal, South Africa and Gambia which we believe will strengthen our marketing and customer outreach.

The products manufactured by us are exported to over 60 countries, as of September 30, 2024. We offer a wide range of cables, including EHV cables, HT cables and LT power cables, stainless steel wires as well as EPC services to our international customers. Our products are focused at meeting the requirements of the oil and gas and other infrastructure focused sectors. We believe that this ability to execute large orders with local companies in the power, oil and gas, metro rail and rapid rail, railways, automobile, cement, steel, real estate, fertilizers, roads and highways, textile, telecommunication, data centers, renewable energy, pharma, information technology and electronic vehicles industries has resulted in us achieving consistent growth. Additionally, we believe that being closer to our overseas customers, through our presence at strategic locations and tie-ups with agents and dealers and distributors, has enabled us to build on our global relationships and secure necessary approvals seamlessly to further sales.

Experienced and qualified management team

Our Company has experienced business growth under the leadership of our Promoter, Anil Gupta, Chairman and Managing Director, who has over 32 years of experience in the cables and wires industry, and Rajeev Gupta, Executive Director (Finance) and Chief Financial Officer, who has over 31 years of experience in Corporate Finance. Our management is committed and consists of Archana Gupta, Director, having 19 years of experience in stainless steel wires division, Akshit Diviaj Gupta, Director, having 8 years of experience in EPC projects and sales and marketing functions, Lalit Sharma, Chief Operating Officer ("**COO**"), having 17 years of experience in our Company, Dilip Kumar Barnwal, Vice President (Operations-Silvassa), having 19 years of experience in our Company, Daya Nand Sharma, Vice President (Operations- Sanand), having 21 years of experience in our Company, K.C Sharma, Senior Vice President (Operations-Bhiwadi), having 31 years of experience in our Company, Adarsh Kumar Jain, Vice President (Finance), having 22 years of experience in our Company, Kishore Kunal, Vice President (Corporate Finance) and Company Secretary having 19 years of experience in corporate finance, compliance and legal, and Manoj Kakkar, Executive Director (Sales and Marketing), having 34 years of experience in our Company. Further, our senior management also comprises Pawan Kumar Jain, Senior Vice President EPC (BD) and SS (Execution), having 22 years of experience in our Company, Nawal Singh Yadav, VP-Production (Pathredi II) having 22 years of experience in our Company, Zaid Kahtan Abbas, Sr. VP (R&D), who joined our Company in 2024, Ravi Sharma, VP (Retail Sales), having 2 years of experience in his current role, Ambeek Kumar Khemka, VP-EHV (Execution) having 5 years of experience in his current role, Daya Shanker Choubey, VP- (HR & Admin) having 28 years of experience in Human Resource & Administration, and Sanjay Mehra, VP-Operations (Sanand Plants) having 28 years of experience in our Company.

Our senior management possesses extensive industry and management experience which has given us a specialized understanding of the complexities involved in the manufacturing of cables and wires and the processes involved. we believe our business growth is also attributable to our strong management culture fostered by an entrepreneurial spirit, each product segment being managed by experienced and hands-on segment heads having in-depth knowledge of our industry. Our ability to retain talented pool of employees is supplemented by issuance of employee stock options to such employees from time to time. We believe that our experienced and dedicated management team also enables us to capture market opportunities, formulate and execute business strategies, manage client expectations as well as proactively manage changes in market conditions.

Track record of growth in financial performance

We have been able to increase our total income at a CAGR of 19.16% during the last three Fiscals, from ₹ 57,415.87 million in Fiscal 2022, ₹ 69,399.53 million in Fiscal 2023 and ₹ 81,530.96 million in Fiscal 2024. Our total income in the six months ended September 30, 2023 was ₹ 37,451.36 million and was ₹ 43,749.16 million in six months ended September 30, 2024.

Further, we have been able to consistently increase our revenue from the cable segment, the SSW Segment and the EPC projects segment. Following are the details of the revenue generated, with respect to each of our product segments in periods indicated.

Segments	**Fiscal 2022**	**Fiscal 2023**	**Fiscal 2024**	**Six months ended September 30, 2023**	**Six months ended September 30, 2024**
	(₹million)				
Cable Segment	46,260.73	59,285.72	66,836.48	31,160.97	38,719.57
SSW Segment	2,259.37	2,533.75	2,206.37	1,173.18	1,135.88
EPC Projects Segment*	8,734.87	7,060.17	12,151.08	4,977.43	3,569.45
Elimination	14.94	202.10	(153.13)	(57.21)	(23.45)
Total	**57,269.91**	**69,081.74**	**81,040.80**	**37,254.37**	**43,401.45**

** EPC projects segment also includes sale of cables.*

Certain key financial performance indicators as of / for the periods indicated are set forth below:

Particulars	**As of / For the Year Ended March 31, 2022**	**As of / For the Year Ended March 31, 2023**	**As of / For the Year Ended March 31, 2024**	**CAGR between Fiscal 2022 to 2024**	**As of / For the Six months ended September 30, 2023**	**As of / For the Six months ended September 30, 2024**
	(₹ million)				**(₹ million)**	
Revenue from operations	57,269.91	69,081.74	81,040.80	18.96%	37,254.37	43,401.45
Profit after tax	3,760.15	4,773.42	5,807.33	24.28%	2,615.85	3,050.61

Profit after tax margin	6.57%	6.91%	7.17%	-	7.02%	7.03%
EBITDA(1)	6,033.76	7,337.93	8,862.33	21.19%	3,981.12	4,699.35
EBITDA Margin(2)	10.54	10.62%	10.94%	-	10.69	10.83%
ROCE(3)	24.12%	26.09%	27.48%	-	25.93%*	25.39%*
ROE(4)	19.24%	20.21%	20.24%	-	19.40%*	18.90%*
Net Debt / Equity	0.16	0.05	0.04	-	0.06	0.09
Net Debt / EBITDA	0.55	0.18	0.15	-	0.40	0.67
Net Worth	21,355.19	25,891.66	31,482.64	-	28,583.18	34,577.60
Total Borrowings	3,313.71	1,352.55	1,342.30	-	1,593.72	3,140.20

**Annualized*

Notes:

1. *EBITDA is calculated as a sum of profit before tax, finance cost and depreciation and amortization expenses.*
2. *EBITDA Margin is EBITDA divided by revenue from operations*
3. *ROCE is calculated as EBITDA minus depreciation and amortization expenses divided by average of capital employed.*
4. *ROE is calculated as profit after tax divided by average net worth.*

We believe that our financial position as mentioned above, illustrates not only the growth of our operations over the years, but also the effectiveness of the administrative and cost management protocols that we have implemented.

Strategies

Focus on capacity expansion

We are one of the leading manufacturers of cables and wires in India (*Source: CRISIL Report*) We aim to continue to maintain our market position. As of September 30, 2024, our aggregate installed capacity at our eight manufacturing facilities for the manufacture of cables, wires, stainless steel wires and communication cables was 192,700 Kms, 2,308,000 Kms 9,000 MT and 28,800 Kms respectively.

The capacity utilization at these manufacturing facilities as of September 30, 2024 in respect of the manufacture of cables, wires, stainless steel wires and communication cables (calculated based on the closing capacity for the six months ended September 30, 2024), was 84.74%, 71.40%, 93.08% and 34.42%, respectively.

We have recently increased capacity in Chinchpada facility by 26,700 km of Cables and 489,600 km of house wires. Further, we have recently set up Pathredi-II to manufacture low tension and high tension cables with a capacity of 12,000 km. We believe that increasing our capacities is critical to enable us to continue to capitalize upon the growing demand for cables and wires in India and abroad. An increase in capacity will help us focus strengthen cable and wires market share. Further, we also intend to capitalize on the unutilized capacity at our manufacturing facilities to further increase production of our current portfolio and take advantage of the experience of our sales and marketing team to increase acceptance for our products and enhance our visibility in the domestic market.

Continue to grow retail business

Our Company has a pan-India presence and an extensive dealer and distribution network of 2,038 dealers and distributors as of September 30, 2024, within the retail segment. However, we believe we have significant opportunities to grow our business by increasing our penetration within the existing geographies and our existing customer base, adding new customers and pursuing additional marketing channels. We anticipate an increase in demand and to cater to such demand, our Company recently increased manufacturing facility in at Chinchpada, and set up of manufacturing facility Pathredi -II.

Significant policy initiatives such as 24x7 power for all, Sahaj Bijli Har Ghar Yojana (SAUBHAGYA) scheme to provide electricity connections to all households, green energy corridor to facilitate evacuation of renewable energy power, green city scheme to promote the development of sustainable and eco-friendly cities, production linked scheme and low corporate tax rates are expected to support power demand in India. *(Source: CRISIL Report)* Government of India launched the Integrated Power Development Scheme in December 2014 under which distribution infrastructure projects for strengthening of sub-transmission and distribution networks in urban areas metering of distribution transformers / feeders / consumers in the urban areas, IT enablement works; enterprise resource planning; smart metering; gas insulated sub-stations; and, real time data acquisition system were executed. *(Source: CRISIL Report)* In addition, the Government of India launched a National Infrastructure

Pipeline ("**NIP**") with an aim to improve India's infrastructure and attract investments across various sectors. To draw up NIP, economic and social infrastructure projects worth more than ₹1,000 million per project under construction, proposed greenfield projects, brownfield projects and those in conceptualization stage were considered. These pipelines of projects are implemented by all the states and union territories of India and 22 infrastructure ministries under Government of India. (*Source: CRISIL Report*). We believe that our past experience of working with government agencies and power utilities, and our long standing relationships with institutional customers and corporate houses will be a significant driver for demand for our products on account of growing focus of the government on urbanization and any demand created by the market for new products. In light of this, we plan to further broaden our customer base for our products by increasing our focus on enhancing our visibility and expanding our presence with institutional and corporate customers, including within the infrastructure sector. These developments provide us with a prospect to increase our revenue and we intend to be at the forefront and capitalise on any opportunity that may arise. To this end, we also intend to consistently expend on marketing campaigns and increase our dealer and distributor reach.

Expand distribution network

As of September 2024, our Company had a network of 2038 dealers and distributors in India, that market and distribute our products. We constantly seek to add additional dealers and distributors to this network by building dealer presence in new markets, as well as, by strengthening and broadening our dealer and distribution network in under-penetrated markets within existing geographies. We believe that this would help achieve increased brand awareness and visibility, leading to an increase in our market share and sales volume. In addition, we seek to gain further penetration and consolidate our position in geographies that we currently serve, by strengthening our relationships with existing dealers and distributors and adding new dealers and distributors within these areas. We have long-standing relationships with many of them and further continue to enhance these long-standing relationships. Further, we also continue to deepen our engagement with our channel partners and influencers, including getting our products approved from our customers, to effectively and efficiently serve our customers.

Continue to focus on diversifying our product portfolio

We have, since our inception, consistently sought to diversify our portfolio of products which could cater to customers across diversified segments, sectors, and geographies. In accordance with this, while we seek to continue to strengthen our existing product portfolio, we intend to further diversify into products with prospects for increased growth and profitability.

Currently, our offerings include varied products and services under the cable segment, SSW Segment and the EPC projects segment. However, similar to our strategy in the past, we intend to continue to increase our offerings within our current portfolio and service verticals as well as diversify into new segments, based on our management's determination of those segments that have prospects for significant growth and higher return ratios. Towards this, we plan to conduct additional R&D activities and to undertake market research to understand the changing requirements and expectations of our customers, which is key to our product and service development.

Focus on growing export sales further

We seek to expand our global reach through increased customer acceptance of our products in international markets. As of September 30, 2024, our products were exported to over 60 countries, across the world, we further seek to enter into new international markets. Towards this objective, we intend to focus on building a new authorized dealer and distribution network in such markets with focus on both domestic and industrial cables and wires. We also intend to exploit our current manufacturing capacities coupled with our R&D capabilities to manufacture products of quality that we believe will enable us to secure approvals from international agencies and satisfy their pre-qualification requirements. We also propose to undertake promotional activities for our products, aimed at strengthening our brand in international markets.

We believe that our extensive experience, proven track record, strong brand and reputation and ability to provide a range of products position us strongly for further expansion of our international presence. We intend to continue to focus on our existing international markets such as the Australia, Gambia, Liberia, UAE, United States, Bangladesh, Sri Lanka, Nepal, Africa and Middle East while also focus on new geographies. To expand into new international markets, we intend to leverage our established business relationships and engage experienced local representatives to expand our overseas sales channels. We also intend to improve our brand recognition in overseas markets by participating in international trade exhibitions. Further, we will continue to apply for and obtain approvals and accreditations to enter into new international markets.

Gain share in the EHV market

We offer a wide range of cables, including EHV cables, HT cables and LT power cables, stainless steel wires as well as EPC services to our international customers. We are in the process of expanding our low tension, high tension and EHV cables productions through a greenfield expansion project in Sanand to increase our low tension, high tension and EHV cables manufacturing capacity by 263,523 kms.

Description of our Business Operations

We operate our business under three segments – retail, institutional and export segments. The retail segment comprises house wires, winding and flexible wires and LT power cables and HT cables. Our institutional segment comprises EHV cables, EPC business segment, LT power cables and HT cables, whereas our exports business segment also comprises LT power cables, HT cables and EHV cables with a continued focus on the oil and gas and other infrastructure focused sectors. We also manufacture stainless steel wires and provide EPC services within the exports business segment.

Our Presence

The following map illustrates the locations of our Registered and Corporate Office, and our eight manufacturing facilities in India:

** Map not to scale*

The following map shows the countries we exported our manufactured products to, as of September 30, 2024:

Presence across over 60 countries with offices in 4 countries

** Map not to scale*

Our Products

Our products are manufactured and offered under the cable segment, SSW Segment and the EPC projects segment. Within the cable segment, our Company manufactures products such as such as EHV cables, HT cables, LT power cables, instrumentation cables, winding wires, flexible and house wires in addition to specialty cables, rubber cables, submersible cables and PVC / poly wrapped winding wires. Within the SSW Segment, our Company manufactures welding wires, hard stainless steel wires, cold heading wires, fine stainless steel wires and general purpose wires, among others. Pursuant to this EPC projects segment, we provide integrated turnkey solutions including design, engineering, material procurement, field services, construction and project management services.

Description of our Products and Services]

Wires and cables

Our portfolio of wires and cables primarily comprises power cables, control cables, instrumentation cables, solar cables, building wires, and flexible / single multi core cables. We manufacture wires and cables in accordance with various international standards. In addition, we produce customized products for our customers, based on their requirements and specifications.

Power cables

Power cables are principally used for power transmission and distribution systems (overhead, underground and submarine) in the power and other industries. We manufacture a range of cables with high to low voltage and different sheathings such as PVC, polyethylene, flame retardant and low smoke. The main structural components of power cables include conductor, insulation, metallic sheath and polymer sheath. Set forth below are the principal power cables that we manufacture and sell.

Principal Products	**Rated Voltage**	**Applications**
Low Tension / voltage power cable	Up to 1.1 kV	Low Tension / voltage power cables are suitable for use on alternating current ("**AC**") single phase or three phases (earthed or unearthed) systems for rated voltage up to 1.1 kV. These can also be used on direct current ("DC") systems for rated voltage up to 1.5 kV to earth.
High Tension / voltage power cable	1.1 kV to 33 kV	High Tension / voltage power cables of differing types have a variety of applications in instruments, ignition systems, and AC power transmission. Conductors are made of copper / aluminium conductor which are screened with extruded semi-conducting compound.
Extra high voltage power cable	66 kV to 400 kV	Extra high voltage power cables are mainly used in expansion of transmission lines owing to its lower transmission loss benefits. XLPE compounds are used for insulation which offers fast curing and superior electrical properties. Extruded insulation should be of high cleanliness with smooth interface and cable core should be free from contamination voids and manufacturing defects. This is achieved by employing a single point triple extrusion dry curing process.

Depending upon the characteristics of the operating environment, power cables are available in different types of internal and external sheathing. Each sheathing is unique and designed to withstand a particular set of external conditions.

Control cables

Control cables send signals to control the functioning of an equipment and allow distribution of data or signals that have low voltage. Designed specifically for automation controls, these cables have a copper conductor, which is enveloped in galvanized steel braid. These cables usually bear a PVC / XLPE insulation that protects them from impacts and harsh climatic conditions. These cables have uses in indoor and outdoor in an industry, utility, buildings, electrical equipment, petrochemicals etc.

Instrumentation cables

Instrumentation cables find a wide variety of applications for process instrumentation for measurement, supervision and control of the process in oil and gas, power generation and distribution, auto, chemical and mining industries. With very low level of electrical signal passing through these cables which are also prone to external interferences during transmission, these cables demand stringent quality requirements and special electrical properties. The tinned copper conductors are laid up in pair / triad / quad either overall shielded or individually and overall shielded.

Solar cables

DC solar cables are used as inter-connection cables for connecting different photovoltaic modules in air or conduit. LT solar AC cables are used for connection of inverter to transformer in air / underground trays whereas HT solar AC cables are used for connecting transformer to the grid in air / underground trays. Solar cables withstand extreme weather conditions, are flame and fire retardant and operate at consistent high temperatures.

Submersible cables

Submersible cables are outfitted with a high-grade insulation which is resistant to liquids and offer good quality for submersible motors and guarantee trouble-free operation and long motor life.

Specialty cables

Specialty cables are designed for low temperature applications of up to -40°C, and include high temperature silicon cable, twin core twisted cables, triplex cables (up to 33kV), arial bunched cable, low voltage and medium voltage cables.

Rubber cables

These cables are elastomer insulated and exhibit good flexibility, electrical, flame and heat resistance properties, abrasion durability and are suitable for continuous reeling / unreeling applications. Photovoltaic solar cables are designed for connecting photovoltaic power supply systems. These cables are suitable for permanent outdoor long-term use, under variable and harsh climatic conditions.

Fire-Survival cables

These cables have mica tapes over conductor and under polymeric insulation, with or without lead jacket, so as to survive as resistance-to-fire (of a cable). This is a term used to describe how long a cable continues to operate in fire conditions.

Thermocouple cables

Thermocouple cables are made up of a combination of metals, joint to form a junction for temperature measurement. The type of metals combination defines the type of thermocouple. These cables can be manufactured with sizes ranging from 0.50 sq mm to 2.50 sq mm and are used for monitoring and controlling of temperature.

Building wires

Our building wires are environmentally friendly and suitable to use where high flexibility is of prime importance. The wires are also ideal for indoor- and outdoor-applications and building electrification in various industries, household appliances such as power-supply for refrigerators and air conditioners.

PVC / Poly Wrapped winding wires

Winding wires, are outfitted with a high-grade insulation which is resistant to liquids. These wires offer highest quality for submersible motors and guarantee trouble-free operation and long motor life. PVC winding wire are manufactured with copper conductor of size ranging from 0.50 mm to 3.00 mm. Winding wires are used for submersible pumps, especially in the irrigation sector.

Flexible single/Multi core

We manufacture energy efficient conductor with class 5 wire with different insulation properties such as PVC, heat resistant flame retardant ("**HRFR**"), heat resistant ("**HR**") and high resistant-flame retardant low smoke ("**HR-FRLS**"). These are constructed from 0.5 to 630 sq.mm. in single core copper and (2C – 61C) * (0.5 Sq.mm.- 4.0 Sq.mm.), and (2C- 4C) * (6 Sq.mm.- 120 Sq.mm.) in multicore segment copper.

Stainless steel wires

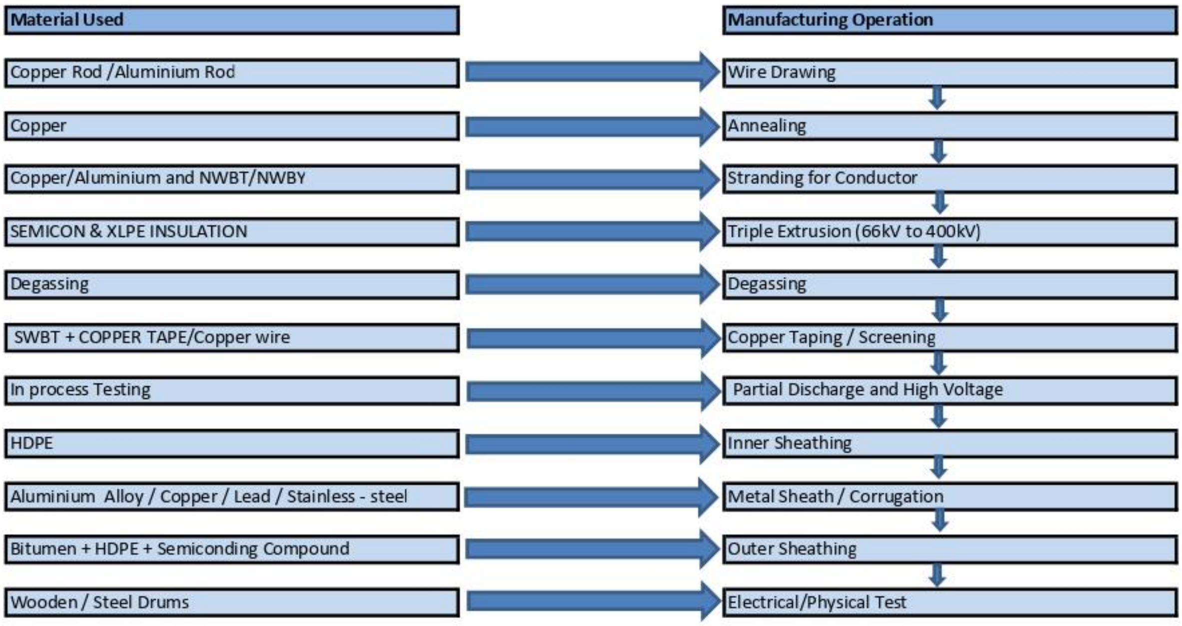
The SSW Segment comprises hard stainless steel wires, fine stainless steel wires and general purpose wires. The comprehensive suite of offerings serves a wide range of general as well as critical applications such as wire for hoses and strands, aluminium conductor steel-reinforced cable strands and armouring of cables etc.

EPC Services

The EPC projects segment comprises integrated turnkey solutions including design, engineering, material procurement, field services, construction and project management services. The services include execution of power transmission and distribution projects (of 66 kV to 400 kV sub-stations) on a turnkey basis, EPC projects of EHV and HT cable systems and conversion of overhead into underground cabling systems for government companies and private utilities, among others. In addition, in-house production of EHV, HT and LT cables enables us to leverage considerable cost efficiencies in these project

Manufacturing Processes

Set forth below is a brief description of the process carried out in our facilities to manufacture EHV cables:



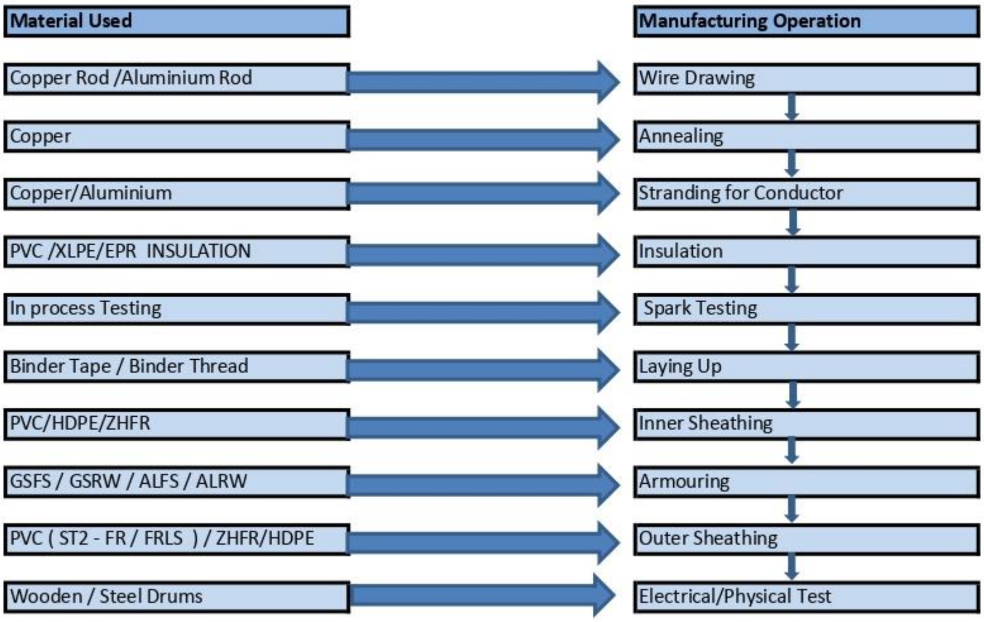
ITEM	FULL FORM
PVC	Poly Vinyl Chloride
XLPE	Cross link poly ethylene
PP	Poly propylene
HDPE	High density poly ethylene
NWBT	Non-conducting water blocking tape
NWBY	Non-conducting water blocking yarn
SWBT	Semi-conducting water blocking tape

Set forth below is a brief description of the process carried out in our facilities to manufacture HT cables:

Material Used	Manufacturing Operation
Copper Rod /Aluminium Rod	Wire Drawing
Copper	Annealing
Copper/Aluminium	Stranding for Conductor
SEMICON & XLPE INSULATION	Triple Extrusion (3.3 kV to 33kV)
COPPER TAPE	Copper Taping
In process Testing	Partial Discharge and High Voltage
Binder Tape / Binder Thread & PVC /PP Filler	Laying Up
PVC/HDPE/ZHFR	Inner Sheathing
GSFS / GSRW / ALFS / ALRW	Armouring
PVC (ST2 - FR / FRLS) / ZHFR/HDPE	Outer Sheathing
Wooden / Steel Drums	Electrical/Physical Test

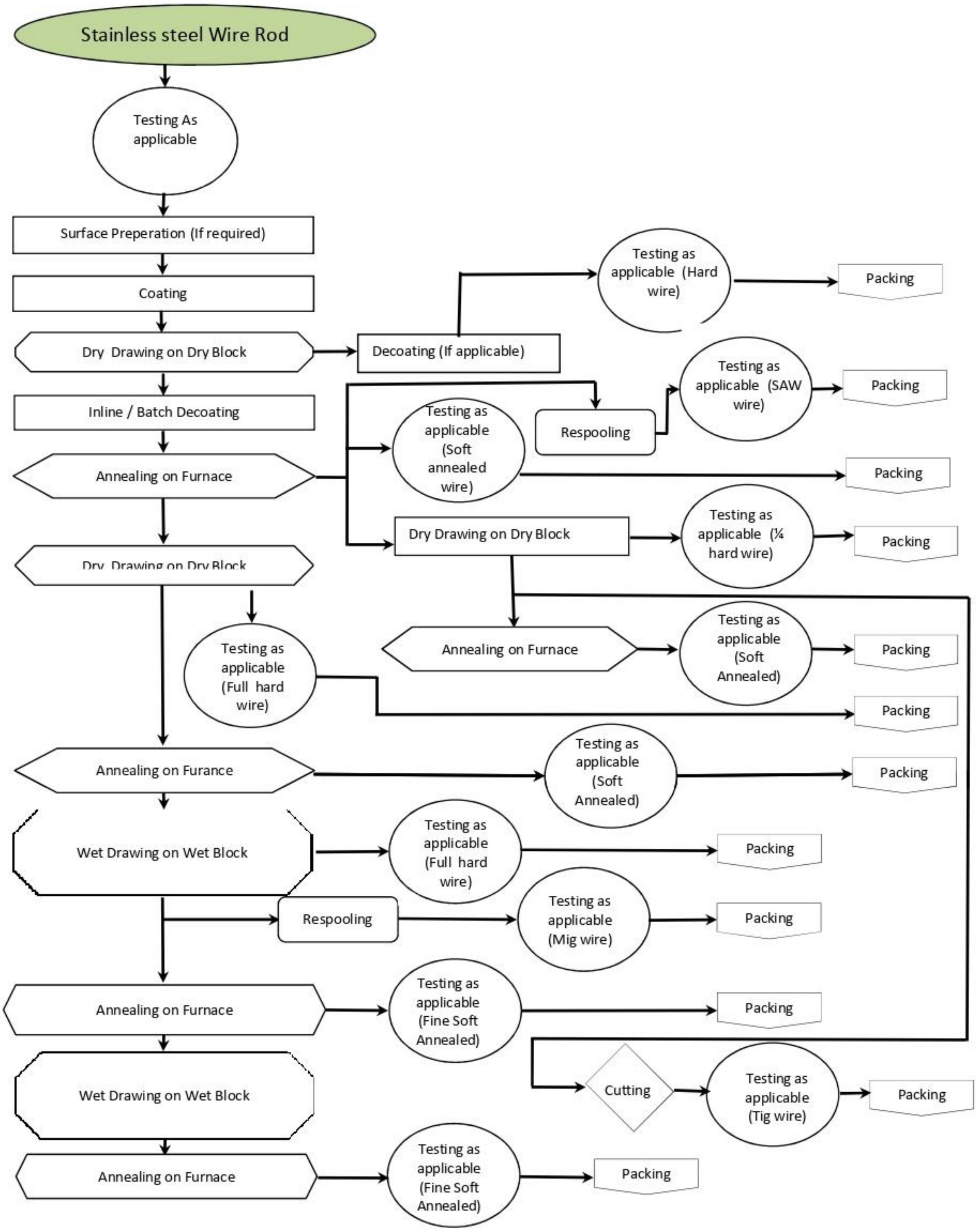
ITEM	FULL FORM
PVC	Poly Vinyl Chloride
XLPE	Cross link poly ethylene
PP	Poly propylene
HDPE	High density poly ethylene
ZHFR	Zero halogen fire retardant
GSFS	Galvanized steel flat strip
GSRW	Galvanized steel round wire
ALFS	Aluminium flat strip
ALRW	Aluminium round wire
FR	Fire retardant
FRLS	Fire retardant low smoke

Set forth below is a brief description of the process carried out in our facilities to manufacture LT power cables:



ITEM	FULL FORM
PVC	Poly Vinyl Chloride
XLPE	Cross link poly ethylene
EPR	Ethylene propylene rubber
HDPE	High density poly ethylene
ZHFR	Zero halogen fire retardant
GSFS	Galvanized steel flat strip
GSRW	Galvanized steel round wire
ALFS	Aluminium flat strip
ALRW	Aluminium round wire
FR	Fire retardant
FRLS	Fire retardant low smoke

Set forth below is a brief description of the process carried out in our facilities to manufacture stainless steel wires:



Manufacturing Facilities

Our Company has eight manufacturing facilities (including two backward integrated manufacturing facilities) that are located in Rajasthan, Dadra and Nagar Haveli and Daman and Diu. We also intend to set up a cable manufacturing facility in Sanand, Ahmedabad, Gujarat, through the Net Proceeds. For further details, see *"Use of Proceeds"* on page [●].

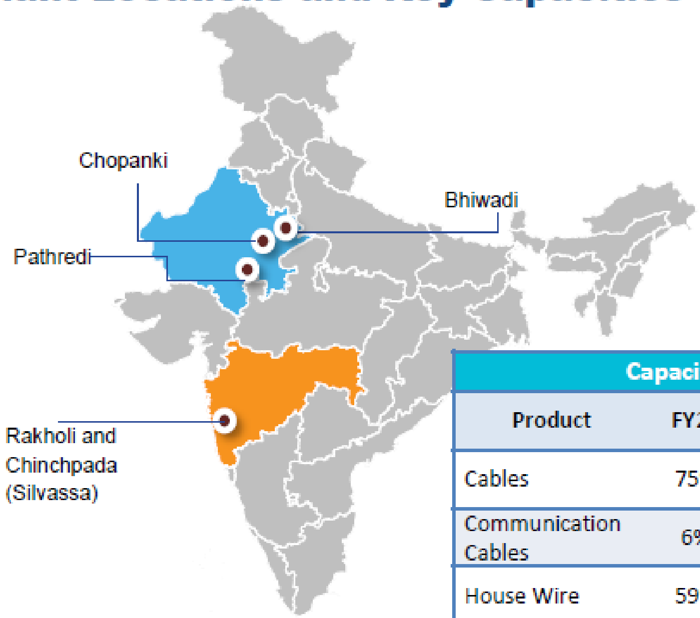
In Fiscals 2022, 2023 and 2024, and in the six months ended September 30, 2023 and 2024, our Company's overall capacity utilization at its manufacturing facilities was as follows:

Particulars	Capacity utilization during Fiscal 2022 (as a % of installed capacity as of March 31, 2022)*	Capacity utilization during Fiscal 2023 (as a % of installed capacity as of March 31, 2023)*	Capacity utilization during Fiscal 2024 (as a % of installed capacity as of March 31, 2024)*	Capacity utilization during six months ended September 30, 2023(as a % of installed capacity as of September 30, 2023)*#	Capacity utilization during six months ended September 30, 2024 (as a % of installed capacity as of September 30, 2024)*#
Cable	74.74	85.77	92.32	96.93	84.74
Wires	58.79	79.66	70.71	69.86	71.40
Stainless steel wires	83.68	87.27	90.41	89.40	93.08
Communication Cable	6.14	29.29	38.25	34.41	34.42

** The capacity utilization has been calculated based on the closing capacity for Fiscals 2022, 2023 and 2024, and in the six months ended September 30, 2023 and 2024.*

 # Annualization has been done in calculating capacity as of September 30, 2023 and September 30, 2024.

Plant Locations and Key Capacities



Capacity Utilization

Product	FY22	FY23	FY24	H1 FY25
Cables	75%	86%	92%	85%
Communication Cables	6%	29%	38%	34%
House Wire	59%	80%	71%	71%
Stainless Steel Wire	84%	87%	90%	93%

Plant Location	Start Date	Capacity (As of 30th Sep, 24)
Bhiwadi	1996	• Cable – 64,200 Kms • House Wire/WW – 190,000 Kms • Stainless Steel Wire – 9,000 MT
Rakholi	2002	• Cable – 34,800 Kms • House Wire – 696,000 Kms
Chopanki	2007	• Cable – 4,900 Kms
Pathredi-1	2018	• Cable – 21,000 Kms
Pathredi-2	2024	• Cable – 12,000 Kms
Chinchpada	2019	• House Wire – 14,22,000 Kms • Cable – 55,800 Kms • Communication cable – 28,800 Kms

Raw Materials and Suppliers

One of the critical factors to develop and grow in our business is to possess the ability to source good quality raw materials at competitive prices. The essential raw materials used by our facilities for manufacturing our products are copper, aluminium, cross linked polyethylene ("**XLPE Compound**"), PVC, galvanized iron wire and lead, among others. We procure copper and aluminium as well as certain other metals, from third party suppliers on the basis of purchase orders placed with these suppliers at fixed prices as well as prices determined as per the average monthly rate on the London Metal Exchange. Raw materials other than copper and aluminium utilized in our operations are procured on the basis of rates agreed at the time of placing of the purchase orders with our suppliers. While we do not have any long term agreements with any of our raw material suppliers, we have maintained long term relationships with most of our major suppliers.

Customers

Our customers in India are predominantly organizations operating across diverse sectors including fertilizers, oil refineries, railways (including metro rail), automobiles, cement, steel, textile, real estate and power transmission and distribution sectors. Further, we believe our competitive pricing policy coupled with our ability to offer customized solutions and specialty cables has enabled us to grow our presence in the overseas markets. Further, we have set up overseas marketing / project offices in United Arab Emirates, Nepal, South Africa and Gambia to strengthen our marketing and customer outreach.

We typically have short term purchase orders and do not ordinarily enter into firm-commitment, long term supply agreements with our customers. The purchase orders specify prices and quantities for the products. However, the delivery of the products ordered is based on delivery schedules that are independently negotiated with customers. Certain of the products we manufacture may be instantly delivered, whereas certain category of products are delivered to our customers after a certain point of time. However, under few circumstances, our delivery takes longer on account of us undertaking additional work on the products. These purchase orders are typically subject to conditions including such as ensuring that all products delivered to the customers have been inspected and are built to customers' specifications and that orders are fulfilled according to predetermined delivery schedules.

Institutional customers

We believe we have an established relationship with several institutional customers owing to our track record of supply of product offerings to various power utilities and governmental agencies. Within the institutional segment, we manufacture and sell EHV cables, LT power cables and HT cables. We also provide EPC services, including execution of power transmission projects of 66 kV to 400 kV substations on turnkey basis, EPC of cable systems, electrical balance of plant systems for power plant and electrical industrial projects. We believe that the supply of technologically advanced products enables us to maintain established relationships with these power utilities and governmental agencies.

We supply our products to various governmental agencies, based on a pre-qualification process and grant of approval by these governmental agencies. Pre-qualification requirements include past experience in supply to such entities, ability to meet specific technical requirements, financial strength and the price competitiveness of our product offerings. We believe that our pre-qualified status with power utilities and such governmental agencies strengthens our position in the market.

Owing to our relationship with our institutional customers, we were able to continually grow our revenue from sale of products and services within the institutional segment in each of the last three Fiscals.

Sales, Marketing and Distribution

Our manufacturing operations are supported by a diverse sales and distribution network throughout India and overseas. We distribute our products in the domestic market by selling through our network of pan-India authorized dealers and distributors as well as sell directly to institutional customers. Our dealer and distribution network comprised 2,038 authorized dealers and distributors as of September 30, 2024, with 740 authorized dealers and distributors in north India, 390 authorized dealers and distributors in south India, 483 authorized dealers and distributors in east India and 425authorized dealers and distributors in west India. In addition to our authorized dealer and distribution network, we have a sales and marketing team, comprising 823 full time employees, as of September 30, 2024. These employees are responsible for carrying out promotional and brand building activities for our products, including through digital, print and social media and conducting seminars, architect meets, electrician meets to create awareness amongst our products amongst electricians, retailer meets, dealer meets, direct mailers to create awareness amongst institutional customers, exhibitions and one-to-one customer interactions.

Further, we have set up overseas marketing / project offices in United Arab Emirates, Nepal, South Africa and Gambia to strengthen our marketing and customer outreach. We have also invested in an Associate in South Africa to cater to our international customers. We also continue to strengthen our pre-qualification credentials to meet the most stringent parameters set out by these international customers.

Quality Control and Services

In the cables and wires industry, adherence to quality standards is a critical factor as any defects in any of the products manufactured by our Company or failure to comply with the specifications of our customers may lead to cancellation of the purchase order placed by our customers. In order to maintain the quality standards and comply with the design specifications provided by our customers and to ensure that our products successfully pass all validations and quality checks, the quality control team is tasked not only with thorough pre-manufacturing checks and balances but also with employing an extensive and stringent quality control mechanism at each stage of the manufacturing process including inspection of raw materials to check their tensile strength, surface finish, resistivity; in-process inspection of products to check thickness of insulation and tensile strength, among others; and test of finished goods to check conductor resistance, thickness of insulation and sheath, among other processes. At each stage of the manufacturing process, the products are checked by the operators to ensure there is no defect from the previous stage operator. This prevents or, where necessary, uncovers defects which ensures that time and resources are not wasted in the production of defective products.

Further, our Company received the ISO 9001:2015 accreditation for the certification and approval of the quality management system and the ISO 14001:2015 accreditation for environment management system. Further, in addition to our R&D facility being accredited with the NABL, certain of our manufacturing facilities also have the ISO 14001:2015 certification for environment management system, the ISO 45001:2018 certification for occupational health and safety management and the ISO 9001:2015 certification for the certification and approval of the quality management system.

Information Technology

We have implemented various IT solutions and/or enterprise resource planning ("**ERP**") solutions to cover key areas of our operations. We intensively use technology in relation to customer order management and dispatches, enhanced digitalization through KEI Connect App, KEI Supply Beam App and the integration of salesforce into our operations, production planning and reporting, manufacturing processes, financial accounting and scheduling raw material purchase. We also have in place a business intelligence software which is utilized for driving process improvements and for analytical reporting purposes, with an interactive dashboard, for our senior management and business users. This tool can also be used for analyzing data in the form of graphs, charts, gauges, tables etc. for developing reports in relation to finance, sales, purchase, EPC, inventory and production.

We intend to continue to focus on and make investments in our IT systems and processes, including our backup systems, to improve our operational efficiency, customer service and decision making process and to reduce manual intervention and the risk of system failures and the negative impacts these failures may have on our business thereby improving reliability and efficiency of our business and operations.

Health, Safety and Environment

We continually aim to comply with the applicable health and safety regulations and other requirements in our business operations. To this end, our Company received the ISO 9001:2015 accreditation for the certification and approval of the quality management system and the ISO 14001:2015 accreditation for environment management system. Further, certain of our manufacturing facilities also have the ISO 14001:2015 certification for environment management system, the ISO 45001:2018 certification for occupational health and safety management and the ISO 9001:2015 certification for the certification and approval of the quality management system.

We implement work safety measures to ensure a safe working environment including general guidelines for health and safety at our offices and manufacturing facilities, accident reporting, wearing safety equipment and maintaining clean and orderly work locations. Further, environmental requirements imposed by the Government of India and state governments will continue to have an effect on our operations and us. We believe that we have complied, and will continue to comply, with all applicable environmental laws, rules and regulations. We have obtained all material environmental consents and licenses from the relevant governmental agencies that are necessary for us to carry on our business.

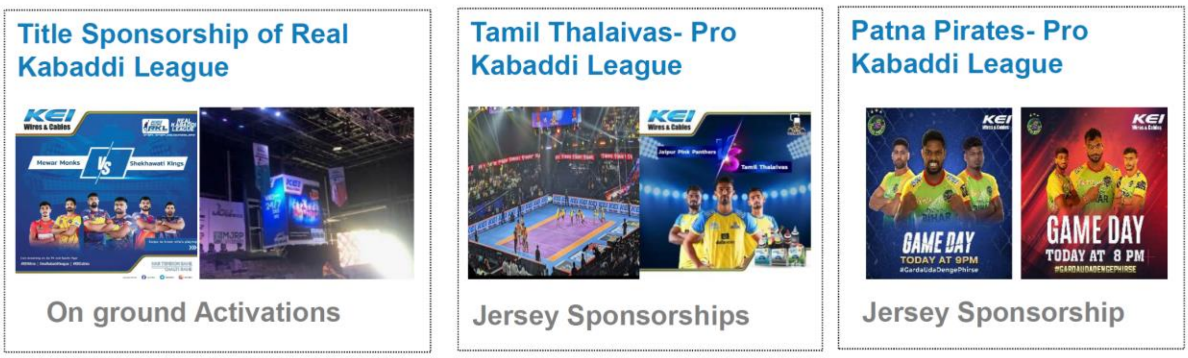
Brand Recognition

We have sponsored teams in the Indian Premier League ("**IPL**"), including Kings XI Punjab in 2016 and 2017, Rajasthan Royal from 2018 to 2021, Royal Challengers Bangalore from 2023 to 2025, title sponsorship of Real Kabaddi League which involves on ground activation, and sponsor jerseys' of Tamil Thalaivas and Patna Pirates in the Pro Kabaddi League.

We strengthen our brand recognition using a multi-pronged approach. Amplification via digital presence, meeting channel partners, new IT app for connecting dealers, distributors, retailers and electricians, television Advertisement, extensive retail branding around major festivals, inside metro station branding with Kolkata Metro, extensive participation in events and exhibitions (domestic and international), branding inside trains for instance Shiv Shakti Express and marked presence through outdoor campaigns.

Strengthening Brand Recognition

Sports Sponsorship



IPL Sponsorship Activities

Corporate Social Responsibility

As a part of our corporate social responsibility ("**CSR**"), we have already setup a CSR and ESG Committee comprising of our Directors, Sadhu Ram Bansal (Chairman), Anil Gupta, Rajeev Gupta and Rajesh Kumar Yaduvanshi as its members. Some of the key CSR for Fiscal 2024, is that we are partnering for community resilience and our total amount spent on CSR in Fiscal 2024 was ₹101.39 million. We integrated all elements from our past Jyoti Series and added new elements to give our activity a 360-degree approach. We reached our target group of electricians and their family's which were held in multiple locations across India, through Swasthya Utsav events focused on Daily Safety, Good Touch Bad Touch and Physical Fitness & Self-Empowerment. Further, free health check-ups and consultations by experienced doctors were provided. We facilitated the creation of ABHA Cards for the electricians and their families, integrating them into the healthcare ecosystem.

Environmental and Social Governance

As part of our Environmental and Social Governance ("**ESG**") journey, we are capacity building through multiple awareness sessions which were conducted covering factory personnel, HO, staff and suppliers. Our materiality assessment identified 20 relevant ESG topics through our survey floated across all internal and external stakeholders, we identified 8 high priority material issues namely; GHG Emissions & Climate Change, Product Stewardship, Natural Resource Management, Supply Chain Sustainability, Human Capital Development, Occupational Health & Safety, Governance and Ethical Business Conduct and Transparency, Opportunity, accountability and reporting. Here, 20 total suppliers were targeted covering 65% of value chain and total 39 parameters were covered in the assessment.

Our supplier due diligence which entails supplier selection criteria and scoring, assessment bifurcated into mandatory and best practices. We developed satisfaction survey a rating-based questionnaire and shareholders feedback across seven sections of the survey received an average rating of "Excellent". Further, we are in the process of digitization of ESG reporting.

As part of our Environmental Stewardship Initiatives, strive to ensure environmental preservation by adhering to all compliances. These efforts are amplified by our utilisation of renewable energy to lower carbon footprint and reduce Green House Gas ("**GHG**") emissions, implementing zero discharge facilities and rainwater harvesting across all units and improve air quality by utilizing natural gas for operations and conducting tree plantation drives around facilities to enhance air quality. As part of our Social commitment, we prioritise health and safety for both employees and product users. Furthermore, we strive to ensure ESG Compliance throughout the value chain and have ESG-focused training programme for our employees. Our Governance Practices are robust, with our top management actively reviewing significant ESG aspects. Additionally, our manufacturing facilities certified with ISO 14001:2015, ISO 45001:2018 and ISO 9001:2015.

Our key performance highlights for ESG are: for Environment we have; 10.5% reduction in Scope 1 & 2 emission intensity (Intensity at per million Rupee of turnover), 2.4% energy intensity (Intensity at per million Rupee of turnover) reduction, 5% improvement in renewable energy sourcing, zero waste sent to landfill and 7.5% waste intensity reduction, for Social we have; shareholder satisfaction survey rolled out for 125,336 shareholders, shareholders rated "Excellent" on shareholder satisfaction survey, maintained zero fatalities, supplier assessment conducted for 20 suppliers, supplier code of conduct strengthened , and for Governance we have; materiality assessment conducted, policies are aligned with National Guidelines and Regional Business Council ("**NGRBC**") Principles, no cases of data breaches and strong oversight on ESG performance at board level.

Competition

We face immense competition in the industries that we serve in. The companies in cables and wires industry grapple with the diverse pace of innovations in product development. To keep up with innovations and competitions, companies have to continuously update their technology to compete in the market. The market competition in the EPC sector is intense, characterized by a multitude of competitors competing for the same projects. (*Source: CRISIL Report*) For further details, see “*Industry Overview*” on page [●].

Intellectual Property

Our success and ability to compete depends in part upon our ability to adequately protect our intellectual property rights. Our Company has registered several of its trademarks, which include, among others, ‘KEI’, ‘the power behind the power’, ‘empower’, ‘conflame’ and ‘homesafe’, under multiple classes, including under classes 6, 9, 16, 35, 37, and 42. We have also applied for the registration of certain trademarks, including an application for registration of the mark ‘homecab’ under classes 16 and 35, and ‘KEI’ under, including classes 7, 11, and 35. Our trademarks “KEI” and have been recognized as “Well-Known Trademarks” on February 19, 2024 under the Trade Marks Act, 1999.

Human Resource

As of September 30, 2024 we have over 7,875 employees including 2,050permanent employees and 5,825 contractual workmen/employee. Our personnel policies are aimed towards recruiting the talent that we need, facilitating the integration of our employees into the Company and encouraging the development of skills in order to support our performance and the growth of our operations.

Insurance

Our operations are subject to various risks inherent in the cables and wires manufacturing sector. Accordingly, we have obtained industrial all risks insurance, erection all risks insurance, trade credit insurance, marine export import insurance, directors and officers management liability insurance, and commercial general liability insurance. Trade credit insurance policy of our receivables enables us to mitigate risk.

Property

Our Registered and Corporate Office is located in New Delhi, which is located on premises held by us on leasehold basis. We operate eight manufacturing facilities, 36 marketing offices and 25 depots. For further details on whether our Registered and Corporate Office and our manufacturing facilities are on leasehold or freehold basis, please see the table below:

Facility	Whether underlying land owned or leased	Duration of lease
Registered and Corporate Office	Leasehold	Nine years from July 1, 2018
Bhiwadi Facility	Leasehold	99 years from August 24, 1991
		99 years from March 28, 1995
		99 years from 2001
Rakholi Facility	Freehold	-
Chopanki Facility	Leasehold	99 years from September 26, 2005
Pathredi Facility	Leasehold	99 years from May 24, 2010
		99 years from April 28, 2010
Chinchpada Facility	Freehold	-

ORGANISATIONAL STRUCTURE

Our Company was formed pursuant to the conversion of a partnership firm, Krishna Electrical Industries, into a company. Our Company was incorporated as a public company with limited liability, on December 31, 1992, under the laws of the Republic of India, with a certificate of incorporation issued by the Registrar of Companies, Delhi and Haryana at New Delhi. Our Registered and Corporate Office is situated at D-90, Okhla Industrial Area, Phase 1, New Delhi – 110 020, India. The CIN of our Company is L74899DL1992PLC051527. The website of our Company is www.kei-ind.com.

Our Associate

KEI Cables SA PTY Limited

Our Associate was incorporated under the Companies Act, 2008 on September 12, 2018, as a private company. Its registered office is located at 818, Greenlee Eco Estate, 27, Beacon Avenue, Linbro Park - 2065, South Africa. It is currently engaged in the trading and distribution of cables and wires.

Its issued and paid-up share capital is 1,000 ZAR divided into 1,000 equity shares of 1 ZAR each. Our Company currently holds (directly and through its nominees) 490 equity shares of 1 ZAR each, which is equivalent to 49.00% of its issued and paid-up share capital.

BOARD OF DIRECTORS AND SENIOR MANAGEMENT

Board of Directors

The composition of our Board of Directors is governed by the provisions of the Companies Act, 2013, the SEBI Listing Regulations and our Articles of Association. Our Articles of Association provide that our Company shall not have less than three Directors and not more than 15 Directors. Our Company may appoint more than 15 Directors after passing a special resolution in a general meeting of our Shareholders.

As on the date of this Preliminary Placement Document, we have eight Directors, which includes three Executive Directors and five Non-Executive Directors, of whom four are Independent Directors, including a woman Independent Director.

The following table sets forth details of our Board of Directors as on the date of this Preliminary Placement Document:

Name, address, occupation, nationality, term, and DIN	Age (in years)	Designation
Anil Gupta ***Address***: A-7, Puspanjali Farm, Bijwasan, New Delhi – 110 061, India ***Occupation***: Business ***Nationality***: Indian ***Term***: Five years with effect from July 1, 2024 ***DIN:*** 00006422	65	Chairman-cum-Managing Director
Archana Gupta ***Address***: A-7, Puspanjali Farm, Bijwasan, New Delhi – 110 061, India ***Occupation***: Business ***Nationality***: Indian ***Term***: Retirement by rotation ***DIN:*** 00006459	63	Non-Executive Director
Akshit Diviaj Gupta ***Address***: A-7, Puspanjali Farm, Bijwasan, New Delhi – 110 061, India ***Occupation***: Business ***Nationality***: Indian ***Term***: Five years with effect from May 10, 2022 and liable to retire by rotation ***DIN:*** 07814690	32	Whole Time Director
Rajeev Gupta ***Address***: D-269, Anand Vihar, New Delhi – 110 092, India ***Occupation***: Service ***Nationality***: Indian ***Term***: Five years with effect from June 1, 2020 and liable to retire by rotation	60	Executive Director (Finance) and CFO

Name, address, occupation, nationality, term, and DIN	Age (in years)	Designation
DIN: 00128865		
Sadhu Ram Bansal ***Address***: Plot No. 29, Second Floor, Sector 12A, Near Bal Bharati Public School, Dwarka, South West Delhi, Delhi – 110 078 ***Occupation***: Professional ***Nationality***: Indian ***Term***: Five years with effect from January 24, 2023 ***DIN:*** 06471984	68	Independent Director
Shalini Gupta ***Address***: H 801, La Lagune, Golf Course Road, Sun City, Sector 54, Gurgaon, Haryana – 122 011, India ***Occupation***: Service ***Nationality***: Indian ***Term***: Five years with effect from February 18, 2024 ***DIN:*** 02361768	50	Independent Director
Rajesh Kumar Yaduvanshi ***Address:*** Villa F-9, Hibiscus, Near Baani Square, Sector–50, South City-II, Gurgaon, Haryana – 122 018, India ***Occupation:*** Service ***Nationality:*** Indian ***Term:*** Five years with effect from March 11, 2024 **DIN:** 07206654	63	Independent Director
Vinay Mittal ***Address:*** J-4, 3rd Floor, Green Park Main, Green Park, Green Park Market, Hauz Khas, South Delhi, Delhi – 110 016, India ***Occupation:*** Service ***Nationality:*** Indian ***Term:*** Five years with effect from July 29, 2024 **DIN:** 05107333	62	Independent Director

Brief profiles of our Directors

Anil Gupta is the Chairman-cum-Managing Director of our Company. He holds a bachelor's degree in commerce from the University of Delhi and also holds an honorary doctorate of business management fellowship from the Accreditation Service for International Colleges. He has over approximately 32 years of experience in the wires and cables industry and been associated with our Company since its incorporation.

Archana Gupta is a Non-Executive Director of our Company. She holds a bachelor's degree in arts from the University of Mumbai. She has been associated with our Company since January 31, 2005.

Akshit Diviaj Gupta is a Whole Time Director of our Company. He is an honorary graduate of business management fellow from the Accreditation Service for International Colleges. He has been associated with our Company since June 1, 2016.

Rajeev Gupta is the Executive Director (Finance) and CFO of our Company. He is an associate member of the Institute of Chartered Accountants of India. He has been associated with our Company since December 14, 1993.

Sadhu Ram Bansal is an Independent Director of our Company. He holds a master's degree in arts from Panjab University. He is also an associate of the Indian Institute of Banking and Finance. He was previously the chairman and managing director of Corporation Bank Limited.

Shalini Gupta is an Independent Director of our Company. She holds a bachelor's degree in mechanical engineering from the University of Delhi and attended the course for a master's degree in business administration from the University of Delhi.

Rajesh Kumar Yaduvanshi is an Independent Director of our Company. He holds a bachelor's degree and master's degree in science from the University of Delhi and holds a doctorate in philosophy from the Indian Agricultural Research Institute, New Delhi. He is also a Certificated Associate of the Indian Institute of Bankers. Further, he has done a course in International Banking and Foreign Trade, from the National Institute of Bank Management, Pune and in Information Technology and Cyber Security from the Institute for Development and Research in Banking Technology, Hyderabad.

Vinay Mittal is an Independent Director of our Company. He holds a bachelor's degree in commerce from the University of Delhi. He is an associate member of the Institute of Chartered Accountants of India.

Relationship between Directors

The details of relationships between the Directors are as follows:

S. No.	Name of Director	Related to	Nature of relationship
1.	Anil Gupta	Archana Gupta	Husband
2.	Anil Gupta	Akshit Diviaj Gupta	Father
3.	Archana Gupta	Akshit Diviaj Gupta	Mother

Borrowing powers of our Board of Directors

Our Company has, pursuant to a special resolution passed by the Shareholders dated September 19, 2018, authorised the Board or any committee thereof to borrow, at its discretion, either from our Company's banks or any other Indian or foreign banks, financial institutions and / or other lending institutions or persons from time to time, such sums of money, and the sums to be borrowed together with the money already borrowed by our Company (apart from temporary loans obtained from our Company's bankers / financial institutions in the ordinary course of business) with or without security on such terms and conditions as they may think fit shall exceed the aggregate of our Company's paid-up share capital, free reserves, and securities premium (that is to say, reserves not set apart for any specific purpose) provided that the total amount together with the money already borrowed shall not exceed ₹ 20,000 million at any time.

Interest of our Directors

Except Anil Gupta and Archana Gupta, who are the Promoters of our Company, none of our Directors are interested in the promotion of our Company.

Except as stated below and in "*Related Party Transactions*" on page [●], our Directors do not have any other interest in our Company or its business.

All our Directors may be deemed to be interested to the extent of their Shareholding, remuneration, sitting fees, commission, reimbursement of expenses and other benefits to which they are entitled as per their terms of appointment. Our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the Equity Shares and any other benefit arising out of such holding and transactions of our Company with the companies with which they are associated as directors or members.

All of our Directors may also be regarded as interested in any Equity Shares or any employee stock options held by them or their relatives and also to the extent of any dividend and other distributions payable in respect of such Equity Shares held by them or their relatives. All Directors may also be regarded as interested in the Equity Shares held by, or subscribed by and allotted to, the companies, firms, HUFs, and trusts, in which they are interested as directors, members, partners, kartas, or trustees.

Except as provided in "*Financial Statements*" on page [●], our Company has not entered into any contract, agreement or arrangement during the six months ended September 30, 2024 and the Financial Years ended March 31, 2024, March 31, 2023, and March 31, 2022, in which any of the Directors are interested, directly or indirectly, and no payments have been made to them in respect of any such contracts, agreements, arrangements which are proposed to be made with them. For further details on the related party transactions mentioned above, see "*Related Party Transactions*" on page [●].

Other than as disclosed in this Preliminary Placement Document, there are no outstanding transactions other than in the ordinary course of business undertaken by our Company, in which the Directors are interested. Further, our Company has neither availed of any loans from, nor extended any loans to the Directors which are currently outstanding, except for an amount of ₹ 7.22 million, which our Company paid to Akshit Diviaj Gupta, Projection Financial & Management Consultants Private Limited and Soubhagya Agency Private Limited, as a security deposit against rent.

Shareholding of Directors

The following table sets forth the Shareholding of the Directors in our Company as on date of this Preliminary Placement Document and the employee stock options held by them:

Name and designation	Number of Equity Shares	Percent of the issued and paid-up Equity Share capital (in %)	Number of employee stock options held under ESOS 2015
Anil Gupta, Chairman-cum-Managing Director	10,893,302	12.06	Nil
Akshit Diviaj Gupta, Whole Time Director	Nil	0.00	Nil
Rajeev Gupta, Executive Director (Finance) and CFO	368,691	0.41	24,000
Archana Gupta, Non-Executive Director	837,315	0.93	Nil
Sadhu Ram Bansal, Independent Director	Nil	0.00	Nil
Shalini Gupta, Independent Director	Nil	0.00	Nil
Rajesh Kumar Yaduvanshi, Independent Director	Nil	0.00	Nil
Vinay Mittal, Independent Director	Nil	0.00	Nil
Total	**12,099,308**	**13.40**	**24,000**

Terms of appointment of Executive Directors

The table below sets forth the terms of appointment of the Executive Directors:

Name of the Director	Terms of appointment
Anil Gupta	• Period of appointment: Five years with effect from July 1, 2024 • Basic salary: ₹ 5.00 million basic salary per month up to a maximum basic salary of ₹ 7.00 million per month • Perquisites: Perquisites are classified into categories A, B, and C. • Commission: Up to 5% of the net profit less remuneration payable under basic salary and perquisites, calculated as per the provisions of Section 197 of the Companies Act, 2013. **Category A** o Medical reimbursement: Expenses incurred for himself and his family as per the rules of our Company. o Club fee: Fees for a maximum of two clubs. This will not include admission and life membership fees.

Name of the Director	Terms of appointment
	Category B o Our Company's contribution to provident fund, superannuation fund or annuity fund, will be in accordance with the rules of our Company. o Gratuity, leave, and other entitlements: As per our Company's policy, from time to time. **Category C** o Car with a driver for our Company's business and telephone at residence, provided that personal long distance calls on telephone and use of car for private purpose shall be billed by our Company to him. • Minimum remuneration: Minimum remuneration and perquisites to be paid in the event of absence or inadequacy of profits in any financial year during his tenure shall be as per Schedule V of the Companies Act, 2013.
Akshit Diviaj Gupta	• Period of appointment: Retirement by rotation • Basic salary: ₹ 0.35 million basic salary per month • Perquisites: Perquisites are classified into categories A, B, and C. **Category A** o Housing: Rent allowance at the rate of ₹ 0.18 million per month. o Other allowances: (a) special allowance of ₹ 0.22 million per month, (b) conveyance allowance of ₹ 0.11 million per month, and (c) education allowance of ₹ 1,200 per month. o Medical reimbursement: All expenses incurred for himself and his family as per the rules of our Company. o Leave travel allowance: Leave travel allowance for himself and his family as per the rules of our Company. o Leave encashment and other entitlements: Leave encashment and other entitlements as per the rules of our Company. o Bonus: As per policies and rules of our Company. o Personal accident insurance / term life insurance: As per policies and rules of our Company. **Category B** o Our Company's contribution to provident fund, superannuation fund or annuity fund, will be in accordance with the rules of our Company. **Category C** o Car with a driver for our Company's business and telephone at residence, provided that personal long distance calls on telephone and use of car for private purpose shall be billed by our Company to him. • Minimum remuneration: Minimum remuneration and perquisites to be paid in the event of absence or inadequacy of profits in any financial year during his tenure shall be as per Schedule V of the Companies Act, 2013.
Rajeev Gupta	• Period of appointment: Retirement by rotation • Basic salary: ₹ 0.66 million basic salary per month • Perquisites: Perquisites are classified into categories A, B, and C. **Category A** o Housing: Rent allowance at the rate of ₹ 0.28 million per month. o Other allowances: (a) special allowance of ₹ 0.41 million per month, and (b) conveyance allowance of ₹ 0.17 million per month. o Medical reimbursement: All expenses incurred for himself and his family as per the rules of our Company.

Name of the Director	Terms of appointment
	○ Leave travel allowance: Leave travel allowance for him and the members of his family as per the rules of our Company. ○ Leave encashment and other entitlements: Leave encashment and other entitlements as per the rules of our Company. ○ Bonus: As per the policies and rules of our Company. ○ Personal accident insurance / term life insurance: As per the policies and rules of our Company. **Category B** ○ Our Company's contribution to provident fund, superannuation fund and annuity fund, will be in accordance with the rules of our Company. **Category C** ○ Car with a driver for our Company's business and telephone at residence, provided that personal long distance calls on telephone and use of car for private purpose shall be billed by our Company to him. • Minimum remuneration: Minimum remuneration and perquisites to be paid in the event of absence or inadequacy of profits in any financial year during his tenure shall be as per Schedule V of the Companies Act, 2013.

Remuneration of the Directors

A. Executive Directors

The following table sets forth the compensation paid by our Company to the Executive Directors for the six months ended September 30, 2024 and during Fiscals 2024, Fiscal 2023, and Fiscal 2022:

(*in ₹ million*)

S. No.	Name of the Director	Six months ended September 30, 2024	Compensation for Fiscal 2024	Compensation for Fiscal 2023	Compensation for Fiscal 2022
1.	Anil Gupta	216.27	412.00	339.39	267.75
2.	Akshit Diviaj Gupta	5.17	9.23	8.20	7.46
3.	Rajeev Gupta*	56.86	43.47	41.20	73.99

**Includes the value of ESOP perquisites.*

B. Non-Executive Directors

All the Non-Executive Directors are eligible to be paid sitting fees of ₹ 0.10 million and conveyance fees of ₹ 10,000 for every meeting of the Board or a committee of the Board attended by them.

The following table sets forth the compensation paid by our Company to the Non-Executive Directors of our Company for the six months ended September 30, 2024 and during Fiscal 2024, Fiscal 2023, and Fiscal 2022:

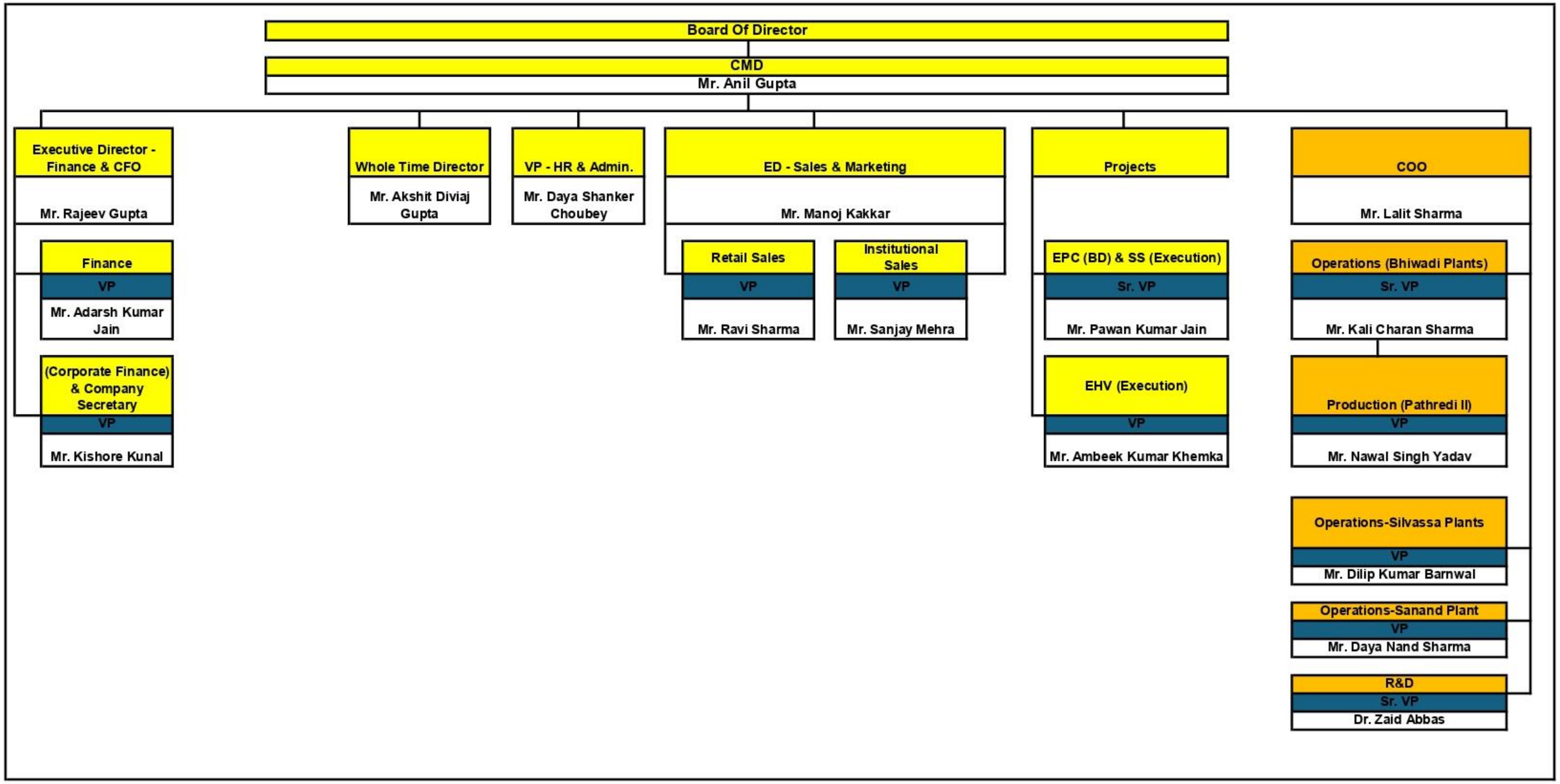
(*in ₹ million*)

S. No.	Name of the Director	Six months ended September 30, 2024	Compensation for Fiscal 2024	Compensation for Fiscal 2023	Compensation for Fiscal 2022
1.	Archana Gupta	0.33	0.82	0.45	0.60
2.	Sadhu Ram Bansal	0.62	1.13	0.75	0.75
3.	Shalini Gupta	0.32	0.49	0.30	0.38
4.	Rajesh Kumar Yaduvanshi*	0.42	-	-	-
5.	Vinay Mittal**	-	-	-	-

** Since Rajesh Kumar Yaduvanshi was appointed to the Board on March 11, 2024, he did not receive any compensation in Fiscals 2024, 2023, and 2022.*

*** Since Vinay Mittal was appointed to the Board on July 29, 2024, he did not receive any compensation in the six months ended September 30, 2024, and in Fiscals 2024, 2023, and 2022.*

Organisation chart of our Company



Corporate governance

Our Company is in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, the Companies Act, 2013 and the SEBI ICDR Regulations, in respect of corporate governance, including the constitution of our Board and the committees thereof.

Committees of our Board of Directors

In accordance with the requirements of the provisions of the Companies Act, 2013 and the provisions of the SEBI Listing Regulations, our Board has constituted various committees as detailed below: (i) Audit Committee; (ii) Nomination and Remuneration Committee; (iii) Stakeholders' Relationship Committee; (iv) Corporate Social Responsibility and Environment, Social and Governance Committee; and (v) Risk Management Committee**.**

The following table sets forth details of members of the aforesaid committees, as on the date of this Preliminary Placement Document:

S. No.	Committee	Name and designation of members within the committee
1.	Audit Committee	1. Sadhu Ram Bansal, Chairman 2. Vinay Mittal, Member 3. Shalini Gupta, Member
2.	Stakeholders Relationship Committee	1. Shalini Gupta, Chairperson 2. Vinay Mittal, Member 3. Rajesh Kumar Yaduvanshi, Member
3.	Nomination and Remuneration Committee	1. Shalini Gupta, Chairperson 2. Sadhu Ram Bansal, Member 3. Rajesh Kumar Yadav, Member
4.	Corporate Social Responsibility and Environment, Social and Governance Committee	1. Sadhu Ram Bansal, Chairman 2. Anil Gupta, Member 3. Rajeev Gupta, Member 4. Rajesh Kumar Yaduvanshi, Member
5.	Risk Management Committee	1. Anil Gupta, Chairman 2. Rajeev Gupta, Member 3. Sadhu Ram Bansal, Member

Key Managerial Personnel

In addition to Anil Gupta, Akshit Diviaj Gupta, and Rajeev Gupta who are Executive Directors of our Company, Rajeev Gupta also being the CFO of our Company, and whose details are provided in "*– Brief profiles of our Directors"* on page [●], the details of our Key Managerial Personnel as on the date of this Preliminary Placement Document are as set forth below:

Kishore Kunal is the Vice President (Corporate Finance) and Company Secretary of our Company. He holds a bachelor's degree in law from Chaudhary Charan Singh University, Meerut. He is also a fellow member of the Institute of Company Secretaries of India. He has been associated with our Company since December 15, 2004.

Shareholding of Key Managerial Personnel

Except in relation to Anil Gupta, Akshit Diviaj Gupta, and Rajeev Gupta whose shareholding details are provided in "- *Shareholding of Directors*" on page [●], the following table sets forth the Shareholding of the Key Managerial Personnel in our Company as on the date of this Preliminary Placement Document and the employee stock options held by them:

Name and designation	Number of Equity Shares	Percent of the issued and paid-up Equity Share capital (in %)	Number of employee stock options held under ESOS 2015
Kishore Kunal	44,867	0.05	4,000

Senior Management Personnel

The details of our Senior Management Personnel (apart from our Key Managerial Personnel) as on the date of this Preliminary Placement Document are set forth below:

S. No.	Name of the Senior Management Personnel	Designation
1.	Manoj Kakkar	Executive Director – Sales and Marketing
2.	Lalit Sharma	Chief Operating Officer
3.	Pawan Kumar Jain	Senior Vice President EPC (BD) and SS (Execution)
4.	Zaid Kahtan Abbas	Senior Vice President (R&D)
5.	Kali Charan Sharma	Senior Vice President – Operations (Bhiwadi Plants)
6.	Adarsh Kumar Jain	Vice President (Finance)
7.	Dilip Kumar Barnwal	Vice President – Operations (Silvassa Plants)
8.	Ravi Sharma	Vice President (Retail Sales)
9.	Daya Shankar Choubey	Vice President – HR & Admin
10.	Ambeek Kumar Khemka	Vice President – EHV (Execution)
11.	Sanjay Mehra	Vice President (Institutional Sales)
12.	Nawal Singh Yadav	Vice President – Production (Pathredi II)
13.	Daya Nand Sharma	Vice President – Operations (Sanand Plants)

Shareholding of Senior Management Personnel

The following table sets forth the Shareholding of the Senior Management Personnel (apart from our Key Managerial Personnel) in our Company as on the date of this Preliminary Placement Document and the employee stock options held by them:

Name and designation	Number of Equity Shares	Percent of the issued and paid-up Equity Share capital (in %)	Number of employee stock options held under ESOS 2015
Manoj Kakkar	68,000	0.08	16,000
Lalit Sharma	84,252	0.09	16,000
Pawan Kumar Jain	78,000	0.09	6,000
Zaid Kahtan Abbas	Nil	0.00	Nil
Kali Charan Sharma	84,741	0.09	6,000
Adarsh Kumar Jain	42,500	0.05	5,000
Dilip Kumar Barnwal	39,500	0.04	6,000
Ravi Sharma	Nil	0.00	Nil
Daya Shankar Choubey	100	0.00	Nil
Ambeek Kumar Khemka	Nil	0.00	Nil
Sanjay Mehra	Nil	0.00	Nil
Nawal Singh Yadav	2,200	0.00	4,000
Daya Nand Sharma	6,000	0.01	6,000
Total	**405,293**	**0.45**	**65,000**

Status of Key Managerial Personnel and Senior Management Personnel

As on the date of this Preliminary Placement Document, all Key Managerial Personnel and Senior Management Personnel are permanent employees of our Company.

Interest of Key Managerial Personnel and Senior Management Personnel

Except as stated in "– *Interest of our Directors*" above and in "*Financial Statements*" on pages [●] and [●], and to the extent of their Shareholding, if any, employee stock options held, dividend and other distributions payable to them in respect of such Equity Shares, remuneration or benefits to which they are entitled as per the terms of their appointment, and reimbursement of expenses incurred by them in the ordinary course of business, our Key Management Personnel or our Senior Management Personnel do not have any other interest in our Company.

Except as provided in "*Financial Statements*" on page [●], our Company has not entered into any contract, agreement or arrangement during the six months ended September 30, 2024 and the three years ended March 31, 2024, 2023, and 2022, in which any of the Key Managerial Personnel or Senior Management Personnel are interested, directly or indirectly, and no payments have been made to them in respect of any such contracts, agreements, arrangements which are proposed to be made with them. For further details on the related party transactions mentioned above, see "*Related Party Transactions*" on page [●].

Other confirmations

Except as otherwise stated above in "*Interest of our Directors*" and "*Interest of Key Managerial Personnel and Senior Management Personnel*", none of our Directors, Key Managerial Personnel or Senior Management Personnel have any financial or other material interest in the Issue and there is no effect of such interest in so far as it is different from the interests of other persons.

Neither our Company, nor the Directors or Promoters have been identified as wilful defaulters or fraudulent borrowers, as defined under the SEBI ICDR Regulations, in the last ten years by any bank or financial institution or consortium thereof.

Neither our Company, nor our Directors or Promoters are debarred from accessing capital markets under any order or direction made by SEBI. Further, none of our Directors or Promoters is declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018**.**

Except as disclosed above and in "*Related Party Transactions*" on page [●], our Key Managerial Personnel or our Senior Management Personnel do not have any other interest in our Company or its business.

Our Company does not have a bonus or profit sharing plan for our Directors. our Key Managerial Personnel or Senior Management Personnel.

None of the Directors, Promoters, Key Managerial Personnel or Senior Management Personnel of our Company intend to subscribe to the Issue.

Relationship among Key Managerial Personnel, Senior Management Personnel and Directors

Except as disclosed above in "*– Relationship between Directors*", none of our Key Managerial Personnel or Senior Management Personnel are related to each other or to the Directors of our Company.

Policy on disclosures and internal procedure for prevention of insider trading

The SEBI Insider Trading Regulations apply to our Company and our employees and require our Company to implement a code of practices and procedures for fair disclosure of unpublished price sensitive information and conduct for the prevention of insider trading. Our Company has implemented a code of conduct for prevention of insider trading in accordance with the SEBI Insider Trading Regulations, as per which, the Company Secretary and Compliance Officer of our Company is the compliance officer for the purposes of this code.

SHAREHOLDING PATTERN OF OUR COMPANY

The following tables present information regarding the ownership of Equity Shares by the Shareholders as of September 30, 2024:

Table I – Summary statement holding of specified securities:

Category of Shareholder	Number of Shareholders	Number of fully paid up Equity Shares held	Total number shares held	Shareholding as a % of total number of shares calculated as per SCRR, 1957) as a % of (A+B+C2)	Number of voting rights	Total as a % of total voting rights	Number of Shares pledged or otherwise encumbered		Number of Equity Shares held in dematerialized form	Sub-categorisation of shares		
										Shareholder (number of shares) under		
							Number (a)	As a % of total Shares held (b)		Subcategory 1	Subcategory 2	Subcategory 3
(A) Promoter & Promoter Group	8	33,460,992	33,460,992	37.06	33,460,992	37.06	0	0	33,460,992	-	-	-
(B) Public	165,897	56,828,446	56,828,446	62.94	56,828,446	62.94	0	0	56,734,575	-	-	-
(C) Non Promoter- Non Public	0	0	0	0	0	0	0	0	0	-	-	-
(C1) Shares underlying DRs	0	0	0	0	0	0	0	0	0	-	-	-
(C2) Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	-	-	-
Total	**165,905**	**90,289,438**	**90,289,438**	**100.00**	**90,289,438**	**100.00**	**0**	**0**	**90,195,567**	-	-	-

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group:

Category and name of the Shareholder	Entity type	Number of Shareholders	Number of fully paid-up Equity Shares held	Total number shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities		Number of shares pledged or otherwise encumbered		Number of Equity Shares held in dematerialised form
						Number (a)	As a % of total shares held (b)	Number (a)	As a % of total shares held (b)	
A1) Indian										
Individuals/Hindu undivided Family		**3**	16,380,992	16,380,992	18.14	16,380,992	18.14	0	0	16,380,992
Anil Gupta HUF	Promoter Group		4,650,375	4,650,375	5.15	4,650,375	5.15	0	0	4,650,375
Archana Gupta	Promoter		837,315	837,315	0.93	837,315	0.93	0	0	837,315
Anil Gupta	Promoter		10,893,302	10,893,302	12.06	10,893,302	12.06	0	0	10,893,302
Any Other (specify)										
Bodies Corporate		**5**	17,080,000	17,080,000	18.92	17,080,000	18.92	0	0	17,080,000
KEI Cables Pvt. Ltd.	Promoter Group		1,575,000	1,575,000	1.74	1,575,000	1.74	0	0	1,575,000
Projection Financial & Management Consultants Pvt. Ltd.	Promoter Group		7,900,000	7,900,000	8.75	7,900,000	8.75	0	0	7,900,000
Dhan Versha Agency Pvt. Ltd.	Promoter Group		1,000,000	1,000,000	1.11	1,000,000	1.11	0	0	1,000,000
Shubh Laxmi Motels & Inns Pvt. Ltd.	Promoter Group		3,480,000	3,480,000	3.85	3,480,000	3.85	0	0	3,480,000
Soubhagya Agency Pvt. Ltd.	Promoter Group		3,125,000	3,125,000	3.46	3,125,000	3.46	0	0	3,125,000
Partnership Firms		**0**	0	0	0	0	0	0	0	0
Trusts		**0**	0	0	0	0	0	0	0	0
Sub Total A1		**8**	33,460,992	33,460,992	37.06	33,460,992	37.06	0	0	33,460,992
A2) Foreign										
Individuals (Non-resident Individuals/ Foreign Individuals)		**0**	0	0	0	0	0	0	0	0

Category and name of the Shareholder	Entity type	Number of Shareholders	Number of fully paid-up Equity Shares held	Total number shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights held in each class of securities		Number of shares pledged or otherwise encumbered		Number of Equity Shares held in dematerialised form
						Number (a)	As a % of total shares held (b)	Number (a)	As a % of total shares held (b)	
Government		**0**	0	0	0	0	0	0	0	0
Institutions	0	**0**	0	0	0	0	0	0	0	0
Foreign Portfolio Investor		**0**	0	0	0	0	0	0	0	0
Any Other (Specify)		**0**	0	0	0	0	0	0	0	0
A=A1+A2		**8**	**33,460,992**	**33,460,992**	**37.06**	**33,460,992**	**37.06**	**0**	**0**	**33,460,992**

Table III - Statement showing shareholding pattern of the public shareholders:

Category and name of the Shareholder	Number of Shareholders	Number of fully paid-up Equity Shares held	Total number shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights	Total as a % of total voting rights	Number of Equity Shares held in dematerialised form	Sub-categorisation of shares Shareholding (no. of shares) under		
								Subcategory 1	Subcategory 2	Subcategory 3
B1) Institutions (Domestic)								-	-	-
Mutual Fund	31	11,959,407	11,959,407	13.25	11,959,407	13.25	11,959,407	-	-	-
CANARA ROBECO MUTUAL FUND A/C CANARA ROBECO MANUFACTURING FUND		1,909,911	1,909,911	2.12	1,909,911	2.12	1,909,911	-	-	-
HDFC MUTUAL FUND - HDFC NIFTY500 MULTICAP 50:25:25 INDEX FUND		1,087,234	1,087,234	1.20	1,087,234	1.20	1,087,234	-	-	-
HSBC MULTI ASSET ALLOCATION FUND		2,143,189	2,143,189	2.37	2,143,189	2.37	2,143,189	-	-	-
FRANKLIN BUILD INDIA FUND		1,090,000	1,090,000	1.21	1,090,000	1.21	1,090,000	-	-	-
AXIS MUTUAL FUND TRUSTEE LIMITED A/C AXIS MUTUAL FUND A/C AXIS NIFTY 500 INDEX FUND		1,136,655	1,136,655	1.26	1,136,655	1.26	1,136,655	-	-	-
Alternate Investment Funds	26	1,213,929	1,213,929	1.34	1,213,929	1.34	1,213,929	-	-	-
Insurance Companies	10	1,281,395	1,281,395	1.42	1,281,395	1.42	1,281,395	-	-	-
Sub Total B1	67	14,454,731	14,454,731	16.01	14,454,731	16.01	14,454,731	-	-	-
B2) Institutions (Foreign)								-	-	-
Foreign Portfolio Investor (Category I)	401	26,831,017	26,831,017	29.72	26,831,017	29.72	26,831,017	-	-	-
SMALLCAP WORLD FUND, INC		2,357,123	2,357,123	2.61	2,357,123	2.61	2,357,123	-	-	-
GOVERNMENT PENSION FUND GLOBAL		965,171	965,171	1.07	965,171	1.07	965,171	-	-	-
MORGAN STANLEY INVESTMENT FUNDS EMERGING LEADERS EQUITY FUND		911,174	911,174	1.01	911,174	1.01	911,174	-	-	-

Category and name of the Shareholder	Number of Shareholders	Number of fully paid-up Equity Shares held	Total number shares held	Shareholding % calculated as per SCRR, 1957	Number of voting rights	Total as a % of total voting rights	Number of Equity Shares held in dematerialised form	Sub-categorisation of shares Shareholding (no. of shares) under		
								Subcategory 1	Subcategory 2	Subcategory 3
Foreign Portfolio Investor (Category II)	37	1,250,617	1,250,617	1.39	1,250,617	1.39	1,250,617	-	-	-
Sub Total B2	438	28,081,634	28,081,634	31.10	28,081,634	31.10	28,081,634	-	-	-
B3) Central Government/ State Government(s)/ President of India	0	0	0	0	0	0	0	-	-	-
B4) Non-Institutions								-	-	-
Director and their relatives (excluding independent directors and nominee directors)	**4**	371,991	371,991	0.41	371,991	0.41	359,991	-	-	-
Key Managerial Personnel	**1**	44,867	44,867	0.05	44,867	0.05	42,867	-	-	-
Investor Education and Protection Fund (IEPF)	**1**	192,985	192,985	192985	192,985	192985	192,985	-	-	-
Individual share capital upto Rs. 2 Lacs	**159,427**	11,148,493	11,148,493	12.35	11,148,493	12.35	11,073,122	-	-	-
Individual share capital in excess of Rs. 2 Lacs	4	776,820	776,820	0.86	776,820	0.86	776,820	-	-	-
Non-Resident Indians	4,690	679,022	679,022	0.75	679,022	0.75	674,522	-	-	-
Foreign Nationals	**1**	**300**	**300**	**0.00**	**300**	**0.00**	**300**	-	-	-
Bodies Corporate	1,215	995,497	995,497	1.10	995,497	1.10	995,497	-	-	-
Any other (specify)								-	-	-
Clearing Member	29	25,644	25,644	0.03	25,644	0.03	25,644	-	-	-
Trusts	**20**	56,462	56,462	0.06	56,462	0.06	56,462	-	-	-
Sub Total B4	**165,392**	**14,292,081**	**14,292,081**	**15.83**	**14,292,081**	**15.83**	**14,198,210**	-	-	-
B=B1+B2+B3+B4	**165,897**	**56,828,446**	**56,828,446**	**62.94**	**56,828,446**	**62.94**	**56,734,575**	-	-	-

Table IV – Statement showing shareholding pattern of non-Promoter non-Public shareholders:

Category and name of the Shareholder	Number of Shareholders	Number of fully paid-up Equity Shares held	Total number shares held	Shareholding % calculated as per SCRR, 1957	Number of Equity Shares held in dematerialised form
Custodian/DR Holder	0	0	0	0	0
Employee Benefit Trust / Employee Welfare Trust under SEBI (Share Based Employee Benefit and Sweat Equity) Regulations, 2021	0	0	0	0	0

ISSUE PROCEDURE

The following is a summary intended to present a general outline of the procedure relating to the Bidding, application, payment of Bid Amount, Allocation and Allotment of the Equity Shares pursuant to the Issue. The procedure followed in the Issue may differ from the one mentioned below and Bidders are assumed to have apprised themselves of the same from our Company or the Book Running Lead Managers. Prospective investors are advised to inform themselves of any restrictions or limitations that may be applicable to them and are required to consult their respective advisers in this regard. Eligible QIBs that apply in the Issue will be required to confirm and will be deemed to have represented to our Company, the Book Running Lead Managers and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Book Running Lead Managers and their respective directors, officers, employees, counsels, agents, affiliates, and representatives accept no responsibility or liability for advising any Eligible QIBs on whether such Eligible QIB was eligible to acquire the Equity Shares. Also see "Selling Restrictions" and "Purchaser Representations and Transfer Restrictions" on pages [●] and [●], respectively.

Our Company, the Book Running Lead Managers and their respective directors, officers, agents, advisors, shareholders, employees, counsels, affiliates and representatives are not liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Preliminary Placement Document. Eligible QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply. Eligible QIBs are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulations or as specified in this Preliminary Placement Document. Further, Eligible QIBs are required to satisfy themselves that their Bids would not result in triggering an open offer under the SEBI Takeover Regulations and shall be solely responsible for compliance with all the applicable provisions of the SEBI Takeover Regulations, the SEBI Insider Trading Regulations, and other applicable laws.

Qualified Institutions Placement

THE ISSUE IS MEANT ONLY FOR ELIGIBLE QIBs ON A PRIVATE PLACEMENT BASIS AND IS NOT AN OFFER TO THE PUBLIC OR TO ANY OTHER CLASS OF INVESTORS.

This Preliminary Placement Document and the Placement Document has not been, and will not be, filed as a prospectus with the RoC and, no Equity Shares will be offered in India or overseas to the public or any members of the public or any other class of investors, other than Eligible QIBs.

The Issue is being made to Eligible QIBs in reliance upon Chapter VI of the SEBI ICDR Regulations and Section 42 and other applicable provisions of the Companies Act, along with the rules framed thereunder, through the mechanism of a QIP. Under Chapter VI of the SEBI ICDR Regulations and Section 42 of the Companies Act read with Rule 14 of the PAS Rules, and other applicable provisions of the Companies Act, our Company may issue Equity Shares to Eligible QIBs provided that certain conditions are met by our Company. Some of these conditions are set out below:

- the Shareholders have passed a special resolution approving the Issue. Such special resolution must *inter alia* specify that, (a) the allotment of the Equity Shares is proposed to be made pursuant to the QIP, and (b) the Relevant Date;

- the explanatory statement to the notice to the Shareholders for convening the general meeting must disclose, among other things, the particulars of the issue including the date of passing the board resolution, the kind of securities being offered and the price at which they are offered, amount which our Company intends to raise by way of such securities and the material terms of raising such securities, proposed Issue schedule, the purpose or objects of Issue, the contribution made by the Promoters or Directors either as part of the Issue or separately in furtherance of the objects, and the basis or justification for the price (including premium, if any) at which the Issue or invitation is being made;

- under Regulation 172(1)(b) of the SEBI ICDR Regulations, the Equity Shares of the same class of our Company, which are proposed to be allotted through the Issue, are listed on Stock Exchanges for a period of at least one year prior to the date of issuance of notice to our Shareholders for convening the meeting to seek approval of our Shareholders for the above-mentioned special resolution;

- invitation to apply in the Issue must be made through a private placement offer-cum-application form (i.e., this Preliminary Placement Document), serially numbered and addressed specifically to the Eligible QIBs to whom the Issue is made either in writing or in electronic mode, within 30 days of recording the name of such person in accordance with applicable law;

- our Company shall have completed allotments with respect to any offer or invitation made by our Company or has withdrawn or abandoned any such invitation or offer made, except as permitted under the Companies Act, however, our Company may, at any time, make more than one issue of securities to such class of identified persons as may be prescribed under the Companies Act;

- our Company shall not make any subsequent QIP until the expiry of two weeks from the date of the previous QIP;

- an offer to Eligible QIBs will not be subject to a limit of 200 persons. Prior to circulating the private placement offer-cum-application (i.e., this Preliminary Placement Document), our Company must prepare and record a list of Eligible QIBs to whom the Issue will be made. The Issue must be made only to such Eligible QIBs whose names are recorded by our Company prior to the invitation to subscribe;

- in accordance with the SEBI ICDR Regulations, the Equity Shares will be issued and Allotment shall be made only in dematerialized form to the Allottees;

- our Company acknowledges that the offering of securities by issue of public advertisements or utilisation of any media, marketing or distribution channels or agents to inform the public about the Issue is prohibited;

- our Promoters and Directors have not been declared as Wilful Defaulters and Fraudulent Borrowers; and

- our Promoters and Directors are not Fugitive Economic Offenders.

At least 10.00% of the Equity Shares issued to Eligible QIBs shall be available for Allocation to Mutual Funds, provided that, if this portion, or any part thereof, remains unsubscribed, it may be allotted to other Eligible QIBs.

Bidders are not allowed to withdraw or revise their Bids downwards after the Bid / Issue Closing Date.

Additionally, there is a minimum pricing requirement under the SEBI ICDR Regulations. The floor price of the equity shares issued under the QIP shall not be less than the average of the weekly high and low of the closing prices of the issuer's equity shares of the same class quoted on the stock exchanges during the two weeks preceding the relevant date as calculated in accordance with Chapter VI of the SEBI ICDR Regulations. However, a discount of up to 5.00% of the floor price is permitted in accordance with the provisions of the SEBI ICDR Regulations. Our Board through its resolution dated October 15, 2024, and our Shareholders by way of a special resolution through postal ballot passed on November 17, 2024, have authorised our Board to decide the quantum of discount of up to 5% of the Floor Price at the time of determination of the Issue Price. The Issue Price shall be subject to appropriate adjustments, if our Company makes any alteration to its share capital as per the provisions under Regulation 176(4) of the SEBI ICDR Regulations.

The Equity Shares will be Allotted within 365 days from the date of the Shareholders' resolution approving the Issue, being November 17, 2025, and also within 60 days from the date of receipt of Bid Amount from the relevant Eligible QIBs.

The Equity Shares issued pursuant to the Issue must be issued on the basis of this Preliminary Placement Document and the Placement Document that shall contain all material information including the information specified in Schedule VII of the SEBI ICDR Regulations and the requirements prescribed under PAS Rules and Form PAS-4. This Preliminary Placement Document and the Placement Document are private documents provided to only select Eligible QIBs through serially numbered copies and are required to be placed on the website of the concerned Stock Exchanges and of our Company with a disclaimer to the effect that it is in connection with an issue to Eligible QIBs and no offer is being made to the public or to any other category of investors. Please note that if you do not receive a serially numbered copy of this Preliminary Placement Document addressed to you, you may not rely on this Preliminary Placement Document or the Placement Document uploaded on the website of the Stock Exchanges or our Company for making an application to subscribe to Equity Shares pursuant to the Issue.

The minimum number of allottees with respect to the QIP shall not be less than:

- two, where the issue size is less than or equal to ₹ 250.00 crores; and
- five, where the issue size is greater than ₹ 250.00 crores.

No single Allottee shall be Allotted more than 50.00% of the Issue Size. Eligible QIBs that belong to the same group or that are under common control shall be deemed to be a single Allottee for the purpose of the Issue. For details of what constitutes "same group" or "common control", see "– *Bid Process – Application Form*" on page [●].

Equity Shares being Allotted pursuant to the Issue shall not be sold for a period of one year from the date of Allotment, except on the floor of a recognised stock exchange.

Our Company has filed a draft of this Preliminary Placement Document with each of the Stock Exchanges. Our Company has received in-principle approvals each dated [●], from the Stock Exchanges in terms of Regulation 28(1) of the SEBI Listing Regulations for listing of the Equity Shares pursuant to the Issue.

We shall also make the requisite filings with the RoC within the stipulated period as required under the Companies Act and the PAS Rules.

Allotments made to VCFs and AIFs in the Issue are subject to the rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirements. VCFs and AIFs should independently consult their own counsels and advisors as to investment in and related matters concerning the Issue.

The Equity Shares have not been and will not be registered under the U.S. Securities Act, or the securities laws of any state of the United States and unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (a) within the United States, only to persons reasonably believed to be qualified institutional buyers (as defined in Rule 144A of the U.S. Securities Act) ("U.S. QIBs") pursuant to Section 4(a)(2) of the U.S. Securities Act, and (b) outside the United States, in offshore transactions as defined and in reliance upon Regulation S of the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made. The Equity Shares are transferable only in accordance with the restrictions described under the sections titled "*Selling Restrictions*" and "*Purchaser Representations and Transfer Restrictions*" on pages [●] and [●], respectively.

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.

Issue Procedure

1. On the Bid / Issue Opening Date, our Company and the Book Running Lead Managers shall circulate serially numbered copies of this Preliminary Placement Document and the serially numbered Application Form, either in electronic or physical form to Eligible QIBs and the Application Form will be specifically addressed to each such Eligible QIBs. In terms of Section 42(3) of the Companies Act, our Company shall maintain complete records of Eligible QIBs in the form and manner prescribed under the PAS Rules, to whom this Preliminary Placement Document and the serially numbered Application Form have been dispatched or circulated, as the case may be. Our Company will make the requisite filings with the RoC within the stipulated time period as required under the Companies Act and the PAS Rules.

2. The list of Eligible QIBs to whom this Preliminary Placement Document is delivered shall be determined by our Company in consultation with the Book Running Lead Managers. **Unless a serially numbered Preliminary Placement Document along with the serially numbered Application Form, which includes the details of the bank account wherein the Bid Amount is to be deposited, is addressed to a particular Eligible QIB, no invitation to make an offer to subscribe shall be deemed to have been made to such Eligible QIB.** Even if such documentation were to come into the possession of any person other than the intended recipient, no offer or invitation to offer shall be deemed to have been made to such person and any application that does not comply with this requirement shall be treated as invalid.

3. The Application Form may be signed physically or digitally, if required under applicable law in the relevant jurisdiction applicable to each Eligible QIB and as permitted under such applicable law. An Eligible QIB may submit an unsigned copy of the Application Form, as long as the Bid Amount is paid along with submission of the Application Form within the Bid / Issue Period. Once a duly filled Application Form is submitted by an Eligible QIB, whether signed or not, and the Bid Amount has been transferred to the Escrow Account, such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Bid / Issue Closing Date. In case of an upward revision before the Bid / Issue Closing Date, an additional amount shall be required to be deposited towards the Bid Amount in the Escrow Account along with the submission of such revised Bid. In case Bids are being made on behalf of the Eligible QIB and this Application Form is unsigned, it shall be assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Bid Amount to the Escrow Account, on behalf of the Eligible QIB is authorised to do so.

4. Eligible QIBs may submit an Application Form, including any revisions thereof, along with the Bid Amount transferred to the Escrow Account specified in the application form and a copy of the PAN card or PAN allotment letter and/or any other documents mentioned in the Application Form, during the Bid / Issue Period to the Book Running Lead Managers.

5. Bidders will be required to indicate the following in the Application Form:

   - a representation that it is a qualified institutional buyer as defined in Rule 144A of the U.S. Securities Act or is outside the United States acquiring the Equity Shares in an "offshore transaction", as defined in, and in reliance on Regulation S, and it has agreed to certain other representations set forth in the "*Representations by Investors*" on page [●] and "*Purchaser Representations and Transfer Restrictions*" on page [●] and certain other representations set forth in the Application Form;

   - full official name of the Eligible QIB to whom Equity Shares are to be Allotted, complete address, e-mail id, PAN details (if applicable), phone number and bank account details;

   - number of Equity Shares Bid for;

   - price at which they are agreeable to subscribe for the Equity Shares and the aggregate Bid Amount for the number of Equity Shares Bid for;

   - Equity Shares held by the Bidder in our Company prior to the Issue;

   - details of the beneficiary account maintained by the Depository Participant to which the Equity Shares should be credited pursuant to the Issue; and

   - it has agreed to certain other representations set forth in the Application Form and this Preliminary Placement Document.

   NOTE**:** *Eligible FPIs are required to indicate their SEBI FPI registration number in the Application Form. The Bids made by the asset management companies or custodian of Mutual Funds shall specifically state the names of the concerned schemes for which the 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 for which the Bid has been made. Application by various schemes or funds of a Mutual Fund will be treated as one application from the Mutual Fund. Bidders are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable laws.*

6. Eligible QIBs shall be required to make the entire payment of the Bid Amount for the Equity Shares Bid for, along with the Application Form, only through electronic transfer to the Escrow Account opened in the name of "KEI INDUSTRIES LIMITED QIP ESCROW 2024" with the Escrow Agent, within the Issue Period as specified in the Application Form sent to the respective Bidders. Please note that any payment of Bid Amount for the Equity Shares shall be only made in electronic mode from the bank accounts of the relevant Bidders and our Company shall keep a record of the bank account from where such payment has been received. No payment shall be made in the Issue by the Bidders in cash. Bid

Amount payable on Equity Shares to be held by joint holders shall be paid from the bank account of the person whose name appears first in the Application Form. Until Allotment, and the filing of return of Allotment by our Company with the RoC, or receipt of final listing and trading approvals from the Stock Exchanges, whichever is later, Bid Amount received for subscription of the Equity Shares shall be kept by our Company in a separate bank account with a scheduled bank and shall be utilised only for the purposes permitted under the Companies Act. Notwithstanding the above, in the event (a) any Bidder is not Allocated Equity Shares in the Issue, (b) the number of Equity Shares Allotted to a Bidder is lower than the number of Equity Shares applied for through the Application Form and towards which Bid Amount has been paid by such Bidder, (c) the Bid Amount has been arrived at using an indicative price higher than the Issue Price, or (d) any Eligible QIB lowers or withdraws their Bid after submission of the Application Form but prior to the Bid / Issue Closing Date, the excess Bid Amount will be refunded to the same bank account from which it was remitted, in the form and manner set out in "– *Refunds*" on page [●].

7. Once a duly completed Application Form is submitted by a Bidder, whether signed or not, and the Bid Amount is transferred to the Escrow Account, such Application Form constitutes an irrevocable offer and the Bid cannot be withdrawn or revised downwards after the Bid / Issue Closing Date. In case of an upward revision before the Bid / Issue Closing Date, an additional amount shall be required to be deposited towards the Bid Amount in the Escrow Account along with the submission of such revised Bid. The Bid / Issue Closing Date shall be notified to the Stock Exchanges and the Eligible QIBs shall be deemed to have been given notice of such date after receipt of the Application Form.

8. Upon receipt of the duly completed Application Form and the Bid Amount in the Escrow Account, on or before the Bid / Issue Closing Date, our Company shall, in consultation with Book Running Lead Managers determine the final terms, including the Issue Price of the Equity Shares to be issued pursuant to the Issue and Allocation. Upon such determination, the Book Running Lead Managers on behalf of our Company will send the serially numbered CAN and the Placement Document to the Successful Bidders. The dispatch of a CAN, and the Placement Document (when dispatched) to a Successful Bidder shall be deemed a valid, binding and irrevocable contract for the Successful Bidders to subscribe to the Equity Shares Allocated to such Successful Bidders at an aggregate price equivalent to the product of the Issue Price and Equity Shares Allocated to such Successful Bidders. The CAN shall contain details such as the number of Equity Shares Allocated to the Successful Bidders, Issue Price and the aggregate amount received towards the Equity Shares Allocated. In case of Bids being made on behalf of the Eligible QIB where the Application Form is unsigned, it shall be assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Bid Amount to the Escrow Account, on behalf of the Eligible QIB is authorised to do so. The Bid / Issue Closing Date shall be notified to the Stock Exchanges and the Eligible QIBs shall be deemed to have been given notice of such date after receipt of the Application Form. **Please note that the Allocation will be at the absolute discretion of our Company and shall be in consultation with the Book Running Lead Managers.**

9. The Bidder acknowledges that in terms of the requirements of the Companies Act, upon Allocation, our Company will be required to disclose the names of proposed Allottees and the percentage of their post-Issue shareholding in the Placement Document and consents to such disclosure, if any Equity Shares are Allocated to it.

10. Upon determination of the Issue Price and issuance of CAN and before Allotment of Equity Shares to the Successful Bidders, the Book Running Lead Managers, shall, on our behalf, send a serially numbered Placement Document either in electronic form or through physical delivery to each of the Successful Bidders who have been Allocated Equity Shares pursuant to dispatch of a serially numbered CAN.

11. Upon dispatch of the serially numbered Placement Document, our Company shall Allot Equity Shares as per the details in the CANs sent to the Successful Bidders. Our Company will inform the Stock Exchanges of the details of the Allotment.

12. After passing the resolution for Allotment and prior to crediting the Equity Shares into the beneficiary account of the Successful Bidders maintained by the Depository Participant, as specified in the records of the depositories or as indicated in their respective Application Form, our Company shall apply to the Stock Exchanges for listing approvals in respect of the Equity Shares Allotted pursuant to the Issue.

13. After receipt of the listing approvals of the Stock Exchanges, our Company shall credit the Equity Shares Allotted pursuant to this Issue into the beneficiary accounts of the respective Allottees.

14. Our Company will then apply for the final trading approvals from the Stock Exchanges.

15. The Equity Shares that would have been credited to the beneficiary account with the Depository Participant of the Successful Bidders shall be eligible for trading only upon the receipt of final trading and listing approvals from the relevant Stock Exchanges.

16. As per applicable law, the Stock Exchanges will notify the final listing and trading approvals, which are ordinarily available on their websites, and our Company may communicate the receipt of the listing and trading approvals to those Eligible QIBs to whom the Equity Shares have been Allotted. Our Company and the Book Running Lead Managers shall not be responsible for any delay or non-receipt of the communication of the final trading and listing permissions from the Stock Exchanges or any loss arising from such delay or non-receipt. Investors are advised to apprise themselves of the status of the receipt of the permissions from the Stock Exchanges or our Company.

17. In the event that the number of Equity Shares Allocated to a Bidder is lower than the number of Equity Shares applied for, through the Application Form and towards which Bid Amount has been paid by such Bidder, or Equity Shares are not Allocated to a Bidder for any reasons, or a Bidder withdraws the Bid prior to the Issue Closing Date, any excess Bid Amount paid by such Bidder will be refunded to the same bank account from which Bid Amount was remitted, in the form and manner set out in "– *Refunds*" on page [●].

Eligible QIBs

Only Eligible QIBs who are (a) qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, and (b) not otherwise restricted from participating in the Issue under the applicable law, will be considered as Eligible QIBs. However, with respect to FPIs, only Eligible FPIs applying under Schedule II of the FEMA Rules will be considered as Eligible QIBs. FVCIs are not permitted to participate in the Issue. Currently, QIBs, who are eligible to participate in the Issue and also as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, are set forth below:

- Eligible FPIs;
- insurance companies registered with the Insurance Regulatory and Development Authority of India;
- 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;
- multilateral and bilateral development financial institutions;
- Mutual Funds, VCFs, AIFs, each registered with SEBI;
- pension funds with minimum corpus of ₹ 25.00 crores registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013;
- provident funds with minimum corpus of ₹ 25.00 crores;
- public financial institutions as defined under Section 2(72) of the Companies Act;
- scheduled commercial banks;
- state industrial development corporations;
- systemically important non-banking financial companies; and
- the National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005, of the Government published in the Gazette of India.

ELIGIBLE FPIs ARE PERMITTED TO PARTICIPATE UNDER SCHEDULE II OF FEMA RULES IN THIS ISSUE. ELIGIBLE FPIs ARE PERMITTED TO PARTICIPATE IN THE ISSUE SUBJECT TO COMPLIANCE WITH ALL APPLICABLE LAWS AND SUCH THAT THE SHAREHOLDING OF THE

FPIs DO NOT EXCEED SPECIFIED LIMITS AS PRESCRIBED UNDER APPLICABLE LAWS IN THIS REGARD. FVCIs ARE NOT PERMITTED TO PARTICIPATE IN THIS ISSUE.

In terms of the SEBI FPI Regulations, the Equity Shares issued to a single Eligible FPI or an investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than 50.00% or common control) should not exceed 10.00% of post-Issue Equity Share capital of our Company. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. Further, in terms of the FEMA Rules, the total holding of each FPI or an investor group shall be below 10.00% of the post-issue total paid-up Equity Share capital of our Company on a fully diluted basis.

Further, with effect from April 1, 2020, the limit of total holdings of all Eligible FPIs put together shall be the sectoral cap applicable to our Company, or such lower threshold as our Company may deem fit. Pursuant to the resolution passed by our Shareholders on June 15, 2006, our Company has permitted foreign investment up to an aggregate limit of 49.00% of our paid-up capital. As of September 30, 2024, the aggregate FPI shareholding in our Company is 31.10% of our Company's paid-up Equity Share capital on a fully diluted basis. For further details, see "*Shareholding Pattern of our Company*" on page [●].

In case the holding of an FPI including its investor group increases to 10.00% or more of the total paid-up equity capital, on a fully diluted basis, the FPI including its investor group is required to divest the excess holding within five trading days from the date of settlement of the trades resulting in the breach. In the event that such divestment of excess holding is not done within the above prescribed time, the total investment made by such FPI together with its investor group will be re-classified as FDI as per the procedure specified by SEBI and the FPI and its investor group will be prohibited from making any further portfolio investment in our Company under the SEBI FPI Regulations. However, in accordance with Regulation 22(4) of the SEBI FPI Regulations, the FPIs who are: (a) appropriately regulated public retail funds; (b) public retail funds where the majority is owned by appropriately regulated public retail fund on look through basis; or (c) public retail funds and investment managers of such foreign portfolio investors are appropriately regulated, the aggregation of the investment limits of such FPIs having common control, shall not be applicable. As per the circular issued by SEBI dated November 5, 2019 (circular no. IMD/FPI&C/CIR/P/2019/124), these investment restrictions shall also apply to subscribers of Offshore Derivative Instruments. Two or more subscribers of Offshore Derivative Instruments having a common beneficial owner shall be considered together as a single subscriber of the Offshore Derivative Instruments. In the event an investor has investments as an FPI and as a subscriber of Offshore Derivative Instruments, these investment restrictions shall apply on the aggregate of the FPI and Offshore Derivative Instruments investments held in the underlying company.

Pursuant to the SEBI circular dated April 5, 2018 (circular no: IMD/FPIC/CIR/P/2018/61), our Company has appointed National Securities Depository Limited as the designated depository to monitor the level of FPI / NRI shareholding in our Company on a daily basis and once the aggregate foreign investment of a company reaches a cut-off point, which is 3.00% or less than 3.00% of the overall limit, a red flag shall be activated. SEBI, pursuant to its circular dated May 17, 2018 (circular no: SEBI/HO/IMD/FPIC/CIR/P/2018/81), directed that this system of monitoring foreign investment limits in Indian listed companies be made operational with effect from June 1, 2018. The designated depository is then required to inform the Stock Exchanges about the activation of the red flag. The Stock Exchanges are then required to issue the necessary circulars / public notifications on their respective websites. Once a red flag is activated, the FPIs must trade cautiously, because in the event that there is a breach of the sectoral cap, the FPIs will be under an obligation to disinvest the excess holding within five trading days from the date of settlement of the trades.

Eligible FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. For a description of the restrictions applicable to the offer and sale of the Equity Shares in the Issue in certain jurisdictions, see "*Selling Restrictions*" and "*Purchaser Representations and Transfer Restrictions*" on page [●] and [●], respectively.

Please note that participation by non-residents in the Issue is restricted to participation by FPIs under Schedule II of the FEMA Rules, in the Issue subject to limit of the individual holding of an FPI below 10.00% of the post-Issue paid-up capital of our Company and the aggregate limit for FPI investment currently not exceeding 100.00% (sectoral limit of the sector in which our Company operates) of the paid-up capital of our Company. Other non-residents such as FVCIs are not permitted to participate in the Issue.

Restriction on Allotment

Pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations, no Allotment shall be made pursuant to the Issue, either directly or indirectly, to any Eligible QIB being our Promoters, or any person related to, the Promoters. QIBs, which have all or any of the following rights, shall be deemed to be persons related to the Promoters:

- rights under a shareholders' agreement or voting agreement entered into with the Promoters or members of the Promoter Group;
- veto rights; or
- a right to appoint any nominee director on the Board.

Provided, however, that an Eligible QIB which does not hold any Equity Shares and which has acquired the aforesaid rights in the capacity of a lender shall not be deemed to be related to the Promoters.

Our Company, the Book Running Lead Managers and any of their respective shareholders, employees, counsels, officers, directors, representatives, agents, advisors or affiliates shall not be liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Preliminary Placement Document. Eligible QIBs are advised to make their independent investigations and satisfy themselves that they are eligible to apply. Eligible QIBs are advised to ensure that any single application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Preliminary Placement Document. Further, Eligible QIBs are required to satisfy themselves that their Bids would not eventually result in triggering a tender offer under the SEBI Takeover Regulations, and ensure compliance with applicable laws.

A minimum of 10.00% of the Equity Shares offered in the Issue shall be Allotted to Mutual Funds. In case of undersubscription in such portion, such portion or part thereof may be Allotted to other Eligible QIBs.

Note: *Affiliates or associates of the Book Running Lead Managers who are Eligible QIBs may participate in the Issue in compliance with applicable laws.*

Bid Process

Application Form

Eligible QIBs shall only use the serially numbered Application Forms (which are addressed to them) supplied by our Company and/or the Book Running Lead Managers in either electronic form or by physical delivery for the purpose of making a Bid (including revision of a Bid) in terms of this Preliminary Placement Document and the Placement Document. The Application Form may be signed physically or digitally, if required under applicable law in the relevant jurisdiction applicable to each Eligible QIB and as permitted under such applicable law. An Eligible QIB may submit an unsigned copy of the Application Form, as long as the Bid Amount is paid along with submission of the Application Form within the Issue Period.

By making a Bid (including the revision thereof) for Equity Shares through Application Forms and pursuant to the terms of this Preliminary Placement Document, the Eligible QIB will be deemed to have made all the following representations and warranties, acknowledgements and undertakings, and the representations, warranties and agreements made under the sections "*Notice to Investors*", "*Representations by Investors*", "*Selling Restrictions*" and "*Purchaser Representations and Transfer Restrictions*" on pages [●], [●], [●] and [●], respectively:

1. Each Eligible QIB confirms that it is a QIB in terms of Regulation 2(1)(ss) of the SEBI ICDR Regulations and is not excluded under Regulation 179(2)(b) of the SEBI ICDR Regulations, has a valid and existing registration under the applicable laws in India (as applicable) and is eligible to participate in this Issue;

2. Each Eligible QIB confirms that it is not a Promoter and is not a person related to the Promoters, either directly or indirectly and its Application Form does not directly or indirectly represent the Promoters or members of the Promoter Group or persons related to the Promoters;

3. Each Eligible QIB confirms that it has no rights under a shareholders' agreement or voting agreement with the Promoters or members of the Promoter Group, no veto rights or right to appoint any nominee

director on the Board other than those acquired in the capacity of a lender not holding any Equity Shares which shall not be deemed to be a person related to the Promoters;

4. Each Bidder confirms that in the event it is resident outside India, it is an Eligible FPI, having a valid and existing registration with SEBI under the applicable laws in India or a multilateral or bilateral development financial institution, and is eligible to invest in India under applicable law, including the FEMA Rules, as amended, and any notifications, circulars or clarifications issued thereunder, and has not been prohibited by SEBI or any other regulatory authority, from buying, selling, dealing in securities or otherwise accessing the capital markets and is not an FVCI;

5. Each Eligible QIB acknowledges that it has no right to withdraw or revise its Bid downwards after the Bid / Issue Closing Date;

6. Each Eligible QIB confirms that if Equity Shares are Allotted through this Issue, it shall not, for a period of one year from Allotment, sell such Equity Shares otherwise than on the Stock Exchanges;

7. Each Eligible QIB confirms that the Eligible QIB is eligible to Bid and hold Equity Shares so Allotted together with any Equity Shares held by it prior to the Issue, if any. Each Eligible QIB further confirms that the holding of the Eligible QIB, does not and shall not, exceed the level permissible as per any applicable regulations applicable to the Eligible QIB;

8. The Bidder confirms that in the event it is resident outside India, it is not an FVCI;

9. Each Eligible QIB confirms that its Bids would not eventually result in triggering an open offer under the SEBI Takeover Regulations;

10. Each Eligible QIB agrees that it will make payment of its Bid Amount along with submission of the Application Form within the Issue Period. Each Eligible QIB agrees that once a duly filled Application Form is submitted by an Eligible QIB, whether signed or not, and the Bid Amount has been transferred to the Escrow Account, such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Bid / Issue Closing Date;

11. Each Eligible QIB agrees that although the Bid Amount is required to be paid by it along with the Application Form within the Issue Period in terms of provisions of the Companies Act, our Company reserves the right to Allocate and Allot Equity Shares pursuant to this Issue on a discretionary basis in consultation with the Book Running Lead Managers. The Eligible QIB further acknowledges and agrees that the payment of Bid Amount does not guarantee Allocation and/or Allotment of Equity Shares Bid for in full or in part;

12. Each Eligible QIB acknowledges that in terms of the requirements of the Companies Act, upon Allocation, our Company will be required to disclose names as "proposed Allottees" and percentage of post-Issue shareholding of the proposed Allottees in the Placement Document and such QIB consents of such disclosure, if any Equity Shares are Allocated to it. However, the Eligible QIB further acknowledges and agrees that, disclosure of such details as "proposed Allottees" in the Placement Document will not guarantee Allotment to them, as Allotment in the Issue shall continue to be at the sole discretion of our Company, in consultation with the Book Running Lead Managers.

13. Each Eligible QIB confirms that the number of Equity Shares Allotted to it pursuant to the Issue, together with other Allottees that belong to the same group or are under common control, shall not exceed 50.00% of the Issue. For the purposes of this representation:

    (a) Eligible QIBs "belonging to the same group" shall mean entities where (a) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15.00% of the voting rights in the other; (b) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (c) there is a common director, excluding nominee and Independent Directors, amongst an Eligible QIB, its subsidiary(ies) or holding company and any other QIB; and

    (b) 'Control' shall have the same meaning as is assigned to it by Regulation 2(1)(e) of the SEBI Takeover Regulations;

14. Each Eligible QIB acknowledges that no Allocation shall be made to them if the price at which they have Bid for in the Issue is lower than the Issue Price.

15. Each Eligible QIB confirms that it shall not undertake any trade in the Equity Shares credited to its beneficiary account maintained with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchanges.

16. Each Eligible QIB acknowledges, represents and agrees that its total voting rights in our Company does not exceed 10.00% of the total issued share capital of our Company.

17. Each Eligible FPI, confirms that it will participate in the Issue only under and in conformity with Schedule II of FEMA Rules. Further, each Eligible FPI acknowledges that Eligible FPIs may invest in such number of Equity Shares such that the individual investment of the Eligible FPI or its investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than 50.00% or common control) in our Company does not exceed 10.00% of the post-Issue paid-up capital of our Company on a fully diluted basis.

18. Each Eligible QIB confirms that it, individually or together with its investor group, is not restricted from making further investments in our Company through the portfolio investment route, in terms of Regulation 22(3) of the SEBI FPI Regulations.

19. The Eligible QIB confirms that:

    (a) It is a qualified institutional buyer as defined in Rule 144A of the U.S. Securities Act or is outside the United States and is subscribing to the Equity Shares in an "offshore transaction", as defined in, and in reliance on Regulation S, and is not our affiliate or a person acting on behalf of such an affiliate; and

    (b) It has agreed to the representations set forth in the sections titled "*Selling Restrictions*" and "*Purchaser Representations and Transfer Restrictions*" on pages [●] and [●], respectively, and other representations made in the Application Form.

ELIGIBLE QIBs MUST PROVIDE THEIR NAME, COMPLETE ADDRESS, PHONE NUMBER, EMAIL ID, BANK ACCOUNT DETAILS, BENEFICIARY ACCOUNT DETAILS, PAN (IF APPLICABLE), DEPOSITORY PARTICIPANT'S NAME, DEPOSITORY PARTICIPANT IDENTIFICATION NUMBER AND BENEFICIARY ACCOUNT NUMBER IN THE APPLICATION FORM. ELIGIBLE QIBs MUST ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THEIR BENEFICIARY ACCOUNT IS HELD.

IF SO REQUIRED BY THE BOOK RUNNING LEAD MANAGERS, THE ELIGIBLE QIBs SUBMITTING A BID, ALONG WITH THE APPLICATION FORM, WILL ALSO HAVE TO SUBMIT REQUISITE DOCUMENT(S) TO THE BOOK RUNNING LEAD MANAGERS TO EVIDENCE THEIR STATUS AS AN "ELIGIBLE QIB" AS DEFINED HEREINABOVE.

IF SO REQUIRED BY THE BOOK RUNNING LEAD MANAGERS, ESCROW AGENT OR ANY STATUTORY OR REGULATORY AUTHORITY IN THIS REGARD, INCLUDING AFTER BID / ISSUE CLOSING DATE, THE ELIGIBLE QIBs SUBMITTING A BID AND/OR BEING ALLOTTED EQUITY SHARES IN THE ISSUE, WILL ALSO HAVE TO SUBMIT REQUISITE DOCUMENT(S) TO FULFILL THE APPLICABLE KNOW YOUR CUSTOMER (KYC) NORMS.

Demographic details such as address and bank account will be obtained from the Depositories as per the Depository Participant account details provided in the Application Form. However, for the purposes of refund of all or part of the Bid Amount submitted by the Bidder, the bank details as mentioned in the Application Form from which the Bid Amount shall be remitted for the Equity Shares applied for in the Issue, will be considered.

The submission of an Application Form, whether signed or not, and payment of the Bid Amount pursuant to the Application Form by a Bidder shall be deemed a valid, binding and irrevocable offer for such Bidder to make the payment of the entire Issue Price for the Equity Shares and becomes a binding contract on a Successful Bidder upon issuance of the CAN and the Placement Document (when dispatched) by our Company (by itself or through the Book Running Lead Managers) in favour of the Successful Bidder.

Submission of Application Form

All Application Forms must be duly completed with information including the number of Equity Shares applied for along with proof of payment and a copy of the PAN card or PAN allotment letter. The Bid Amount shall be deposited in the Escrow Account as is specified in the Application Form and the Application Form shall be submitted to the Book Running Lead Managers either through electronic form or through physical delivery at the following address(s):

Name	Address	Contact Person	Website and Email	Phone
Nuvama Wealth Management Limited	801- 804, Wing A, Building No. 3, Inspire BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400 051, Maharashtra, India	Lokesh Shah / Soumavo Sarkar	**Website:** www.nuvama.com **E-mail**: kei@nuvama.com **Investor Grievance E-mail**: customerservice.mb@nuvama.com	+91 22 4009 4400
Jefferies India Private Limited	Level 16, Express Towers, Nariman Point, Mumbai – 400 021, Maharashtra, India	Suhani Bhareja	**Website**: www.jefferies.com **E-mail**: KEI.Industries.QIP@jefferies.com **Investor Grievance E-mail**: jipl.grievance@jefferies.com	+91 22 4356 6000

The Book Running Lead Managers shall not be required to provide any written acknowledgement of the receipt of the Application Form and the Bid Amount.

Bidders Bidding in the Issue shall pay the entire Bid Amount along with the submission of the duly completed Application Form, within the Issue Period.

Payment of Bid Amount

Our Company has opened the Escrow Account in the name of "KEI INDUSTRIES LIMITED QIP ESCROW 2024" with the Escrow Agent, in terms of the Escrow Agreements. Each Bidder will be required to deposit the Bid Amount payable for the Equity Shares Bid by it along with the submission of the Application Form and during the Bid / Issue Period. Bidders can make payment of the Bid Amount only through electronic transfer of funds from their own bank account.

Note: Payments are to be made only through electronic fund transfer. Payments made through cash, demand draft or cheques are liable to be rejected. Further, if the payment is not made favouring the Escrow Account, the Application Form is liable to be rejected.

Pending Allotment, our Company undertakes to utilise the amount deposited in "KEI INDUSTRIES LIMITED QIP ESCROW 2024" only for the purposes of (i) adjustment against Allotment of Equity Shares in the Issue; or (ii) repayment of Bid Amount if our Company is not able to Allot Equity Shares in the Issue. Notwithstanding the above, in the event, a Bidder is not Allocated Equity Shares in the Issue, or the number of Equity Shares Allocated to a Bidder, is lower than the number of Equity Shares applied for through the Application Form and towards which Bid Amount has been paid by such Bidder, the excess Bid Amount will be refunded to the same bank account from which Bid Amount was remitted, in the form and manner set out in "– *Refunds*" on page [●].

Pricing and Allocation

There is a minimum pricing requirement under the SEBI ICDR Regulations. The Floor Price shall not be less than the average of the weekly high and low of the closing prices of the Equity Shares quoted on the Stock Exchanges during the two weeks preceding the Relevant Date. However, our Company may offer a discount of not more than 5.00% of the Floor Price in accordance with the approval of our Shareholders, accorded by way of a special resolution through postal ballot passed on November 17, 2024, and in terms of Regulation 176(1) of the SEBI

ICDR Regulations. Our Company, in consultation with the Book Running Lead Managers, shall determine the Issue Price, which shall be at or above the Floor Price.

The "Relevant Date" referred to above will be the date of the meeting in which the Board or the Executive Management Committee decides to open the Issue and "stock exchange" means any of the recognized stock exchanges in India on which the Equity Shares of the issuer of the same class are listed and on which the highest trading volume in such Equity Shares has been recorded during the two weeks immediately preceding the Relevant Date. After finalisation of the Issue Price, our Company shall update this Preliminary Placement Document with the Issue details and file the same with the Stock Exchanges as the Placement Document.

Build up of the Book

The Eligible QIBs shall submit their Bids (including any revision thereof) through the Application Forms within the Issue Period to the Book Running Lead Managers. Such Bids cannot be withdrawn or revised downwards after the Bid / Issue Closing Date. The book shall be maintained by the Book Running Lead Managers.

Method of Allocation

Our Company shall determine the Allocation in consultation with the Book Running Lead Managers on a discretionary basis and in compliance with Chapter VI of the SEBI ICDR Regulations.

Application Forms received from the Eligible QIBs at or above the Issue Price shall be grouped together to determine the total demand. The Allocation to all such Eligible QIBs will be made at the Issue Price. Allocation to Mutual Funds for up to a minimum of 10.00% of the Issue Size shall be undertaken subject to valid Bids being received at or above the Issue Price.

In case of cancellations or default by the Bidders, Company in consultation with Book Running Lead Managers has the right to reallocate the Equity Shares at the Issue Price among existing or new Bidders at their sole and absolute discretion subject to the applicable laws.

THE DECISION OF OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS IN RESPECT OF ALLOCATION SHALL BE FINAL AND BINDING ON ALL ELIGIBLE QIBs. ELIGIBLE QIBs MAY NOTE THAT ALLOCATION OF EQUITY SHARES IS AT THE SOLE AND ABSOLUTE DISCRETION OF OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS AND ELIGIBLE QIBs MAY NOT RECEIVE ANY ALLOCATION EVEN IF THEY HAVE SUBMITTED VALID APPLICATION FORMS AND PAID THE ENTIRE BID AMOUNT AT OR ABOVE THE ISSUE PRICE WITHIN THE ISSUE PERIOD. NEITHER OUR COMPANY NOR THE BOOK RUNNING LEAD MANAGERS ARE OBLIGED TO ASSIGN ANY REASON FOR ANY NON-ALLOCATION.

CONFIRMATION OF ALLOCATION NOTE OR CAN

Based on receipt of the serially numbered Application Forms and Bid Amount, our Company, in consultation with the Book Running Lead Managers, in their sole and absolute discretion, shall decide the Successful Bidders to whom the serially numbered CAN shall be dispatched, pursuant to which the details of the Equity Shares Allocated to them, the Issue Price and the Bid Amount for the Equity Shares Allocated to them shall be notified to such Successful Bidders. Additionally, the CAN will include the details of amount to be refunded, if any, probable Designated Date, being the date of credit of the Equity Shares to the Bidders' account, as applicable to the respective Bidder.

The Successful Bidders would also be sent a serially numbered Placement Document (which will include the names of the proposed Allottees along with the percentage of their post-Issue Shareholding in our Company) either in electronic form or by physical delivery.

The dispatch of the serially numbered CAN and the Placement Document (when dispatched), to the Eligible QIBs shall be deemed a valid, binding and irrevocable contract for the Eligible QIBs to subscribe to the Equity Shares Allocated to such Successful Bidders. Subsequently, our Board will approve the Allotment of the Equity Shares to the Allottees in consultation with the Book Running Lead Managers.

Eligible QIBs are advised to instruct their Depository Participant to accept the Equity Shares that may be Allotted to them pursuant to the Issue.

By submitting the Application Form, an Eligible QIB would have deemed to have made the representations and warranties as specified in "*Notice to Investors*" on page [●] and further that such Eligible QIB shall not undertake any trade on the Equity Shares credited to its Depository Participant account pursuant to the Issue until such time as the final listing and trading approval is issued by the Stock Exchanges.

Designated Date and Allotment of Equity Shares

1. Subject to the satisfaction of the terms and conditions of the Placement Agreement, our Company will ensure that the Allotment of the Equity Shares is completed by the Designated Date provided in the CAN.

2. In accordance with the SEBI ICDR Regulations, Equity Shares will be issued and Allotment shall be made only in the dematerialized form to the Allottees. Allottees will have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act. However, no transfer in physical form is permitted as per Regulation 40 of the SEBI Listing Regulations.

3. Our Company, at its sole discretion, reserves the right to cancel the Issue at any time up to Allotment without assigning any reasons whatsoever.

4. Following the Allotment of the Equity Shares pursuant to the Issue, our Company shall apply to the Stock Exchanges for listing approvals and post receipt of the listing approvals from the Stock Exchanges, our Company shall credit the Equity Shares into the beneficiary accounts of the Eligible QIBs.

5. Following the credit of Equity Shares into the successful Bidders' beneficiary accounts with the Depository Participants, our Company will apply for the final listing and trading approvals from the Stock Exchanges.

6. The monies lying to the credit of the Escrow Account shall not be released until the final listing and trading approvals of the Stock Exchanges for the listing and trading of the Equity Shares issued pursuant to this Issue are received by our Company and our Company files the return of Allotment in connection with the Issue with the RoC within the prescribed timelines under the Companies Act.

7. After finalization of the Issue Price, our Company shall update this Preliminary Placement Document with the Issue details and file it with the Stock Exchanges as the Placement Document, which will include names of the proposed Allottees and the percentage of their post-Issue shareholding in our Company. Pursuant to a circular dated March 5, 2010 issued by the SEBI, Stock Exchanges are required to make available on their websites the details of those Allottees in Issue who have been allotted more than 5.00% of the Equity Shares offered in the Issue, namely, the names of the Allottees, and number of Equity Shares Allotted to each of them, pre and post Issue shareholding pattern of our Company along with the Placement Document.

Refunds

In the event that the number of Equity Shares Allocated to a Bidder is lower than the number of Equity Shares applied for through the Application Form and towards which Bid Amount has been paid by such Bidder, or the Bidder has deposited the Bid Amount arrived at using a price higher than the Issue Price or Equity Shares are not Allocated to a Bidder for any reasons or the Issue is cancelled prior to Allocation, or a Bidder lowers or withdraws the Bid prior to the Bid / Issue Closing Date, any excess Bid Amount paid by such Bidder will be refunded to the same bank account from which Bid Amount was remitted as set out in the Application Form. The Refund Amount will be transferred to the relevant Bidders within three Working Days from the issuance of the CAN.

In the event that we are unable to issue and Allot the Equity Shares offered in the Issue or if the Issue is cancelled within 60 days from the date of receipt of application monies, our Company shall repay the application monies within 15 days from the expiry of 60 days, failing which our Company shall repay that monies with interest at the rate of 12.00% p.a. from expiry of the sixtieth day. The application monies to be refunded by us shall be refunded to the same bank account from which application monies was remitted by the Bidders, as mentioned in the Application Form.

In accordance with the SEBI ICDR Regulations, Equity Shares will be issued and Allotment shall be made only in dematerialised form to the Allottees. Allottees will have the option to re-materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act, the Depositories Act and other applicable laws.

Our Company, at its sole discretion, reserve the right to cancel the Issue at any time up to Allotment without assigning any reason whatsoever.

Following the Allotment and credit of Equity Shares into the Eligible QIBs' Depository Participant accounts, our Company will apply for final trading and listing approvals from the Stock Exchanges. In the event of any delay in the Allotment or credit of Equity Shares, or receipt of trading or listing approvals or cancellation of the Issue, no interest or penalty would be payable by our Company.

Release of Funds to our Company

The monies lying to the credit of the Escrow Account shall not be released until the final listing and trading approvals of the Stock Exchanges for the listing and trading of the Equity Shares issued pursuant to this Issue are received by our Company and our Company files the return of Allotment in connection with the Issue with the RoC.

Other Instructions

Submission of Documents

A physical copy of the Application Form and relevant documents as required to be provided along with the Application Form shall be submitted as soon as practicable.

Permanent Account Number ("PAN")

Each Bidder should mention its PAN (except Bids from any category of Bidders, which may be exempted from specifying their PAN for transacting in the securities market) allotted under the Income Tax Act, 1961, as amended. A copy of PAN card is required to be submitted with the Application Form. Further, the Application Forms without this information will be considered incomplete and are liable to be rejected. It is to be specifically noted that applicants should not submit the General Index Registration number instead of the PAN as the Application Form is liable to be rejected on this ground.

Bank account details

Each Bidder shall mention the details of the bank account from which the payment of Bid Amount has been made along with confirmation that such payment has been made from such account.

Right to reject applications

Our Company, in consultation with the Book Running Lead Managers, may reject Bids, in part or in full, without assigning any reason whatsoever. The decision of our Company in consultation with the Book Running Lead Managers in relation to the rejection of Bids shall be final and binding. In the event the Bid is rejected by our Company, the Bid Amount paid by the Bidder shall be refunded to the same bank account from which the Bid Amount was remitted by such Bidder as set out in the Application Form. For details, see "– *Bid Process*" and "– *Refunds*" on pages [●] and [●], respectively.

Equity Shares in dematerialised form with NSDL or CDSL

The Allotment of the Equity Shares in this Issue shall be only in dematerialised form (i.e., not in physical certificates but be fungible and be represented by the statement issued through the electronic mode).

An Eligible QIB applying for Equity Shares to be issued pursuant to the Issue must have at least one beneficiary account with a Depository Participant of either NSDL or CDSL prior to making the Bid. Equity Shares Allotted to a Successful Bidder will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Successful Bidder, as indicated in the Application Form.

Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchanges have electronic connectivity with NSDL and CDSL.

The trading of the Equity Shares to be issued pursuant to the Issue would be in dematerialised form only for all QIBs in the demat segment of the respective Stock Exchanges.

Our Company and the Book Running Lead Managers shall not be responsible or liable for the delay in the credit of Equity Shares to be issued pursuant to the Issue due to errors in the Application Form or otherwise on the part of the Bidders.

PLACEMENT AND LOCK-UP

Placement Agreement

The Book Running Lead Managers have entered into the Placement Agreement with our Company, pursuant to which the Book Running Lead Managers have agreed to manage the Issue and to act as placement agent in connection with the proposed Issue and, subject to certain conditions, procure subscription for the Equity Shares to be issued pursuant to the Issue, on a reasonable efforts basis.

The Equity Shares will be placed with the QIBs pursuant to this Issue under Chapter VI of the SEBI ICDR Regulations and Section 42 of the Companies Act read with Rule 14 of the PAS Rules and other applicable provisions of the Companies Act and the rules made thereunder. The Placement Agreement contains customary representations, warranties and indemnities from our Company, and it is subject to termination in accordance with the terms contained therein.

Applications shall be made to list the Equity Shares issued pursuant to this Issue and admit them to trading on the Stock Exchanges. No assurance can be given as to the liquidity or sustainability of the trading market for such Equity Shares, the ability of holders of the Equity Shares to sell their Equity Shares or the price at which holders of the Equity Shares will be able to sell their Equity Shares.

The Book Running Lead Managers and their respective affiliates may engage in transactions with and perform services for our Company or its affiliates 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 its affiliates, for which they would have received compensation and may in the future receive compensation.

Affiliates of the Book Running Lead Managers which are Eligible FPIs may purchase, to the extent permissible under law, the Equity Shares in the Issue, and may issue Offshore Derivative Instruments in respect thereof. See "*Offshore Derivative Instruments*" and "*Representations by Investors*" on pages [●] and [●], respectively.

This Preliminary Placement Document has not been, and will not be, filed as a prospectus with the RoC, and no Equity Shares will be offered in India or overseas to the public or any members of the public in India or any other class of investors, other than Eligible QIBs.

The Equity Shares have not been and will not be registered under the U.S. Securities Act, or the securities laws of any state of the United States and unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (a) within the United States, only to persons reasonably believed to be qualified institutional buyers (as defined in Rule 144A of the U.S. Securities Act) ("U.S. QIBs") pursuant to Section 4(a)(2) of the U.S. Securities Act, and (b) outside the United States, in offshore transactions as defined and in reliance upon Regulation S of the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made. The Equity Shares are transferable only in accordance with the restrictions described in the sections titled "*Selling Restrictions*" and "*Purchaser Representations and Transfer Restrictions*" on pages [●] and [●], respectively.

Relationship with the Book Running Lead Managers

In connection with the Issue, the Book Running Lead Managers (or their respective affiliates) may, for their own account, subscribe to the Equity Shares or enter into asset swaps, credit derivatives or other derivative transactions relating to the Equity Shares to be issued pursuant to the Issue at the same time as the offer and sale of the Equity Shares, or in secondary market transactions. As a result of such transactions, the Book Running Lead Managers may hold long or short positions in such Equity Shares. These transactions may comprise a substantial portion of the Issue and no specific disclosure will be made of such positions. Affiliates of the Book Running Lead Managers may purchase the Equity Shares or be Allotted Equity Shares for proprietary purposes and not with a view to distribute or in connection with the issuance of Offshore Derivative Instruments. Please see "*Offshore Derivative Instruments*" on page [●]. From time to time, the Book Running Lead Managers, and their respective affiliates and associates have engaged in or may in the future engage in transactions with and perform services including but not limited to investment banking, advisory, banking, trading services for our Company, affiliates and the Shareholders, as well as for their respective associates and affiliates, pursuant to which fees and commissions have been paid or will be paid to the Book Running Lead Managers and their respective affiliates and associates. For further details, see "*Use of Proceeds*" on page [●].

Lock-up

Our Company undertakes that it will not, for a period of 120 days from the date of Allotment pursuant to the Issue, without the prior written consent of the BRLMs, directly or indirectly, (a) purchase, lend, sell, offer, issue, contract to issue, issue or offer any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of, any Equity Shares or any securities convertible into or exercisable for Equity Shares (including, without limitation, securities convertible into or exercisable or exchangeable for Equity Shares which may be deemed to be beneficially owned), or file any registration statement under the U.S. Securities Act, with respect to any of the foregoing; or (b) enter into any swap or other agreement or any transaction that transfers, in whole or in part, directly or indirectly, any of the economic consequences associated with the ownership of any of the Equity Shares or any securities convertible into or exercisable or exchangeable for Equity Shares (regardless of whether any of the transactions described in clause (a) or (b) is to be settled by the delivery of Equity Shares or such other securities convertible into or exercisable or exchangeable for Equity Shares, in cash or otherwise), or (c) deposit Equity Shares with any other depositary in connection with a depositary receipt facility, (d) enter into any transaction (including a transaction involving derivatives) having an economic effect similar to that of an issue, offer, sale or deposit of the Equity Shares in any depository receipt facility, or (e) publicly announce any intention to enter into any transaction falling within (a) to (d) above or enter into any transaction (including a transaction involving derivatives) having an economic effect similar to that of an issue or offer or deposit of Equity Shares in any depositary receipt facility or publicly announce any intention to enter into any transaction falling within (a) to (d) above.

Lock-up by Promoters

Our Promoters and the Promoter Group of our Company have undertaken that they will not, for a period of 120 days from the date of Allotment pursuant to the Issue, without the prior written consent of the BRLMs, directly or indirectly: (a) sell, lend, contract to sell any option or contract to sell, grant any option, right or warrant to purchase, lend or otherwise transfer or dispose of any Equity Shares held by them or which may be deemed to be beneficially owned by them (the "**Lock-up Shares**"), or any securities convertible into or exercisable or exchangeable for Lock-up Shares), or file any registration statement under the U.S. Securities Act, with respect to any of the foregoing; (b) enter into any swap or other agreement or transaction that transfers in whole or in part, any of the economic consequences of ownership of Lock-up Shares or any securities convertible into or exercisable or exchangeable for Lock-up Shares; (c) deposit Equity Shares with any other depositary in connection with a depositary receipt facility, (d) enter into any transaction (including a transaction involving derivatives) having an economic effect similar to that of any of the transaction described in (a), (b) or (c) above, (d) publicly announce any intention to enter into any transaction whether any such transaction described in (a) to (d) above. However, there is no restriction on the inter-se transfer of any Equity Shares between Promoters and members of the Promoter Group of our Company.

SELLING RESTRICTIONS

The distribution of this Preliminary Placement Document and the offer, sale or delivery of the Equity Shares in this Issue is restricted by law in certain jurisdictions. Therefore, persons who may come into possession of this Preliminary Placement Document are advised to consult with their own legal advisors as to what restrictions may be applicable to them and to observe such restrictions. This Preliminary Placement Document may not be used for the purpose of an offer or invitation in any circumstances in which such offer or invitation is not authorised.

This Issue is being made only to Eligible QIBs through a QIP, in reliance upon Chapter VI of the SEBI ICDR Regulations and the Companies Act. Each purchaser of the Equity Shares in this Issue will be deemed to have made acknowledgments and agreements as described under "Notice to Investors", "Representations by Investors" and "Purchaser Representations and Transfer Restrictions" on pages [●], [●] and [●], respectively.

General

No action has been taken or will be taken that would permit a public offering of the Equity Shares to occur in any jurisdiction other than India, or the possession, circulation or distribution of this Preliminary Placement Document or any other material relating to our Company or the Equity Shares in any jurisdiction where action for such purpose is required. Accordingly, the Equity Shares may not be offered or sold, directly or indirectly, and neither this Preliminary Placement Document nor any offering materials or advertisements in connection with the Equity Shares may be distributed or published in or from any country or jurisdiction except under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction. The Issue will be made in compliance with the applicable SEBI ICDR Regulations, Section 42 of the Companies Act read with Rule 14 of the PAS Rules and other applicable provisions of the Companies Act and the rules made thereunder. Each purchaser of the Equity Shares in the Issue will be deemed to have made acknowledgments and agreements as described under "*Purchaser Representations and Transfer Restrictions*" on page [●].

Republic of India

This Preliminary Placement Document may not be distributed directly or indirectly in India or to residents of India and any Equity Shares may not be offered or sold directly or indirectly in India to, or for the account or benefit of, any resident of India except as permitted by applicable Indian laws and regulations, under which an offer is strictly on a private and confidential basis and is limited to Eligible QIBs and is not an offer to the public or any other class of investors other than Eligible QIBs. This Preliminary Placement Document has not been and will not be filed as a prospectus with the RoC, and will not be circulated or distributed to the public in India or any other jurisdiction, and will not constitute a public offer in India or any other jurisdiction.

Australia

This Preliminary Placement Document:

- does not constitute a prospectus or other disclosure document under the Corporations Act 2001 (Cth) ("**Australian Corporations Act**") and does not purport to include the information required of a disclosure document under the Australian Corporations Act.

- has not been, and will not be, lodged with the Australian Securities and Investments Commission ("ASIC"), as a disclosure document for the purposes of the Corporations Act and does not purport to include the information required of a disclosure document under Chapter 6D.2 of the Corporations Act;

- does not constitute or involve a recommendation to acquire, an offer or invitation for issue or sale, an offer or invitation to arrange the issue or sale, or an issue or sale, of interests to a "retail client" (as defined in section 761G of the Corporations Act and applicable regulations) in Australia; and

- may only be provided in Australia to select investors who are able to demonstrate that they fall within one or more of the categories of investors ("**Exempt Investors**"), available under section 708 of the Corporations Act.

The Equity Shares may not be directly or indirectly offered for subscription or purchased or sold, and no invitations to subscribe for or buy the Equity Shares may be issued, and no draft or definitive Preliminary Placement Document, advertisement or other offering material relating to any Equity Shares may be distributed in Australia, except where disclosure to investors is not required under Chapter 6D of the Corporations Act or is otherwise in compliance with all applicable Australian laws and regulations. By submitting an application for the Equity Shares, you represent and warrant to us that you are an Exempt Investor.

As any offer of the Equity Shares under the Preliminary Placement Document will be made without disclosure in Australia under Chapter 6D.2 of the Corporations Act, the offer of those securities for resale in Australia within 12 months may, under section 707 of the Corporations Act, require disclosure to investors under Chapter 6D.2 if none of the exemptions in section 708 applies to that resale. By applying for the Equity Shares you undertake to us that you will not, for a period of 12 months from the date of issue of the Equity Shares, offer, transfer, assign or otherwise alienate those securities to investors in Australia except in circumstances where disclosure to investors is not required under Chapter 6D.2 of the Corporations Act or where a compliant disclosure document is prepared and lodged with ASIC.

Bahrain

All applications for investment should be received, and any allotments should be made, in each case from outside Bahrain. This Preliminary Placement Document has been prepared for private information purposes for intended investors only who will be high net worth individuals and institutions. Our Company has not made and will not make any invitation to the public in the Kingdom of Bahrain and this Preliminary Placement Document will not be issued, passed to, or made available to the public generally. The Bahrain Monetary Agency ("BMA") has not reviewed, nor has it approved, the Preliminary Placement Document or the marketing of Equity Shares in the Kingdom of Bahrain. Accordingly, the Equity Shares may not be offered or sold in Bahrain or to residents thereof except as permitted by Bahrain law.

European Economic Area

In relation to each Member State of the European Economic Area (each a "Relevant State"), no Equity Shares have been offered or will be offered pursuant to the Issue to the public in that Relevant State prior to the publication of a prospectus in relation to the Equity Shares which has been approved by the competent authority in that Relevant State or, where appropriate, approved in another Relevant State and notified to the competent authority in that Relevant State, all in accordance with the Prospectus Regulation (as defined below), except that it may make an offer to the public in that Relevant State of any Equity Shares at any time:

- to any legal entity which is a qualified investor as defined in the Prospectus Regulation;
- to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation), subject to obtaining the prior consent of the BRLM; or
- in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of the Equity Shares shall require the Issuer or any Book Running Lead Manager to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation. For the purposes of this provision, the expression an "offer to the public" in relation to the Equity Shares in any Relevant State means the communication in any form and by any means of sufficient information on the terms of the offer and any Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Equity Shares, and the expression "Prospectus Regulation" means Regulation (EU) 2017/1129.

Hong Kong

The Book Running Lead Manager has represented, warranted and agreed that:

(i) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Equity Shares other than (a) to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (the "SFO") and any rules made under the SFO; or (b) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong (the "CWUMPO") or which do not constitute an offer to the public within the meaning of the CWUMPO.

(ii) it has not issued or had in its possession for the purposes of the issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere any advertisement, invitation or document relating to the Equity Shares, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong), other than with respect to the Equity Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the SFO and any rules made under the SFO.

Japan

The Equity Shares have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Law. No. 25 of 1948 as amended) (the "**FIEA**") and disclosure under the FIEA has not been and will not be made with respect to the Equity Shares. No Equity Shares have, directly or indirectly, been offered or sold, and may not, directly or indirectly, be offered or sold in Japan or to, or for the benefit of, any resident of Japan as defined in the first sentence of Article 6, Paragraph 1, Item 5 of the Foreign Exchange and Foreign Trade Law of Japan ("**Japanese Resident**") or to others for re-offering or re-sale, directly or indirectly in Japan or to, or for the benefit of, any Japanese Resident except (i) pursuant to an exemption from the registration requirements of the FIEA and (ii) in compliance with any other relevant laws, regulations and governmental guidelines of Japan.

If an offeree does not fall under a "qualified institutional investor" (*tekikaku kikan toshika*), as defined in Article 10, Paragraph 1 of the Cabinet Office Ordinance Concerning Definition Provided in Article 2 of the Financial Instruments and Exchange Act (the "**Qualified Institutional Investor**"), the Equity Shares will be offered in Japan by a private placement to small number of investors (*shoninzu muke kanyu*), as provided under Article 23-13, Paragraph 4 of the FIEA, and accordingly, the filing of a securities registration statement for a public offering pursuant to Article 4, Paragraph 1 of the FIEA has not been made.

If an offeree falls under the Qualified Institutional Investor, the Equity Shares will be offered in Japan by a private placement to the Qualified Institutional Investors (*tekikaku kikan toshikamuke kanyu*), as provided under Article 23-13, Paragraph 1 of the FIEA, and accordingly, the filing of a securities registration statement for a public offering pursuant to Article 4, Paragraph 1 of the FIEA has not been made. To subscribe the Equity Shares (the "**QII Equity Shares**") such offeree will be required to agree that it will be prohibited from selling, assigning, pledging or otherwise transferring the QII Equity Shares other than to another Qualified Institutional Investor.

Republic of Korea

The Equity Shares have not been and will not be registered under the Financial Investments Services and Capital Markets Act of Korea and the decrees and regulations thereunder (the "**FSCMA**"), and the Equity Shares have been and will be offered in Korea as a private placement under the FSCMA. None of the Equity Shares may be offered, sold or delivered directly or indirectly, or offered or sold to any person for re-offering or resale, directly or indirectly, in Korea or to any resident of Korea except pursuant to the applicable laws and regulations of Korea, including the FSCMA and the Foreign Exchange Transaction Law of Korea and the decrees and regulations thereunder (the "**FETL**"). Furthermore, the purchaser of the Equity Shares shall comply with all applicable regulatory requirements (including but not limited to requirements under the FETL) in connection with the purchase of the Equity Shares. By the purchase of the Equity Shares, the relevant holder thereof will be deemed to represent and warrant that if it is in Korea or is a resident of Korea, it purchased the Equity Shares pursuant to the applicable laws and regulations of Korea.

Kuwait

This Preliminary Placement Document does not constitute an offer to sell, or the solicitation of an offer to subscribe for or buy, the Equity Shares in the State of Kuwait. The Equity Shares have not been licensed for offering, promotion, marketing, advertisement or sale in the State of Kuwait by the Capital Markets Authority or any other relevant Kuwaiti government agency. The offering, promotion, marketing, advertisement or sale of the Equity Shares in State of Kuwait on the basis of a private placement or public offering is, therefore, prohibited in accordance with Law No. 7 of 2010 and the Executive Bylaws for Law No. 7 of 2010, as amended, which govern the issue, offer, marketing and sale of financial services/products in the State of Kuwait ("**Kuwait Securities Laws**"). No private or public offering of the Equity Shares is or will be made in the State of Kuwait, and no agreement relating to the sale of the Equity Shares will be concluded in the State of Kuwait and no marketing or solicitation or inducement activities are being used to offer or market the Equity Shares in the State of Kuwait.

Mauritius

The Equity Shares may not be offered or sold, directly or indirectly, to the public in Mauritius. Neither this Preliminary Placement Document nor any offering material or information contained herein relating to the offer of Equity Shares may be released or issued to the public in Mauritius or used in connection with any such offer.

This Preliminary Placement Document does not constitute an offer to sell Equity Shares to the public in Mauritius and is not a prospectus as defined under the Companies Act 2001.

New Zealand

This Preliminary Placement Document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "**FMC Act**"). This Issue is not an offer of financial products that requires disclosure under Part 3 of the FMC Act and no product disclosure statement, register entry or other disclosure document under the FMC Act will be prepared in respect of this Issue. The Equity Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act; or
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act.

If, in the future, any person in New Zealand to whom the Equity Shares are issued or sold elects to sell any Equity Shares, they must not do so in any manner which will, or is likely to, result in this Issue, or such sale, being viewed as an offer to which Part 3 of the FMC Act is applicable.

Sultanate of Oman

This Preliminary Placement Document and the Equity Shares to which it relates may not be advertised, marketed, distributed or otherwise made available to any person in the Sultanate of Oman ("**Oman**") without the prior consent of the Capital Market Authority ("**Oman CMA**") and then only in accordance with any terms and conditions of such consent. In connection with the offering of the Equity Shares, no prospectus has been filed with the Oman CMA. The offering and sale of the Equity Shares described in this Preliminary Placement Document will not take place inside Oman. This Preliminary Placement Document is strictly private and confidential and is being issued to a limited number of sophisticated investors, and may neither be reproduced, used for any other purpose, nor provided to any other person than the intended recipient hereof does not constitute a public offer of the Equity Shares in Oman as contemplated by the Commercial Companies Law of Oman (Royal Decree 4/74) or the Capital Market Authority Law (Royal Decree 80/98) (the "**CMAL**"), nor does it constitute an offer to sell, or the solicitation of any offer to buy Non-Omani securities in the Sultanate of Oman as contemplated by Article 139 of the Executive Regulations of CMA. Additionally, this Preliminary Placement Document and the Equity Shares is not intended to lead to the conclusion of a contract for the sale or purchase of securities. The recipient of this Preliminary Placement Document and the Equity Shares represents that it is a sophisticated investor (as described in Article 139 of the Executive Regulations of the Capital Market Law) and that it has experience in business and financial matters that they are capable of evaluating the merits and risks of investments.

Qatar (excluding the Qatar Financial Centre)

This Preliminary Placement Document and the offering of the Equity Shares have not been, and will not be: (i) lodged or registered with, or reviewed or approved by, the Qatar Central Bank, the Qatar Financial Markets Authority the Ministry of Business and Trade or any other governmental authority in the State of Qatar or (ii) authorized, permitted or licensed for offering or distribution in Qatar, and the information contained in this document does not, and is not intended to, constitute a public or general offer or other invitation in respect to the Equity Shares in the State of Qatar. Accordingly, the Equity Shares are not being, and will not be, offered, issued or sold in the State of Qatar, and this document is not being, and will not be, distributed in the State of Qatar. The offering, marketing, issue and sale of the Equity Shares and distribution of this Preliminary Placement Document is being made in, and is subject to the laws, regulations and rules of jurisdictions outside of the State of Qatar. No application has been or will be made for the Equity Shares to be listed or traded on the Qatar Exchange or the QE Venture Market.

This Preliminary Placement Document is strictly private and confidential, and is being sent to a limited number of institutional and/or sophisticated investors (a) upon their request and confirmation that they understand the statements above; and (b) on the condition that it will not be provided to any person other than the original recipient, and is not for general circulation and may not be reproduced or used for any other purpose.

Qatar Financial Centre

This Preliminary Placement Document does not, and is not intended to, constitute an invitation or offer of securities from or within the Qatar Financial Centre (the "**QFC**"), and accordingly should not be construed as such. This document has not been reviewed or approved by or registered with the Qatar Financial Centre Authority, the Qatar Financial Centre Regulatory Authority or any other competent legal body in the QFC. This document is strictly private and confidential, and may not be reproduced or used for any other purpose, nor provided to any person other than the recipient thereof. Our Bank has not been approved or licensed by or registered with any licensing authorities within the QFC.

Saudi Arabia

Any investor in the Kingdom of Saudi Arabia or who is a Saudi person (a "**Saudi Investor**") who acquires Equity Shares pursuant to the Issue should note that the offer of Equity Shares is an offer to "Sophisticated Investors" (as defined in Article 11 of the "Offer of Securities Regulations" as issued by the Board of the Capital Market Authority resolution number 2-11-2004 dated October 4, 2004 and amended by the Board of the Capital Market Authority resolution number 1-28-2008 dated August 18, 2008 (the "**KSA Regulations**")) for the purposes of Article 9 of the KSA Regulations. Each Book Running Lead Manager has represented, warranted and agreed that the offer of the Equity Shares will only be directed at Sophisticated Investors. Prospective purchasers of the Equity Shares offered hereby should conduct their own due diligence on the accuracy of the information relating to the Equity Shares. If you do not understand the contents of this document, you should consult an authorised financial adviser.

The offer of Equity Shares shall not therefore constitute a "public offer" pursuant to the KSA Regulations, but is subject to the restrictions on secondary market activity under Article 17 of the KSA Regulations. Any Saudi Investor who has acquired Equity Shares as a Sophisticated Investor may not offer or sell those Equity Shares to any person unless the offer or sale is made through an authorised person appropriately licensed by the Saudi Arabian Capital Market Authority and (a) the Equity Shares are offered or sold to a Sophisticated Investor; (b) the price to be paid for the Equity Shares in any one transaction is equal to or exceeds Saudi Arabian Riyal 1 million or an equivalent amount; or (c) the offer or sale is otherwise in compliance with Article 17 of the KSA Regulations.

Singapore

Each BRLM has acknowledged that this Preliminary Placement Document has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, each BRLM has represented and agreed that it has not offered or sold any Equity Shares or caused the Equity Shares to be made the subject of an invitation for subscription or purchase and will not offer or sell any Equity Shares or cause the Equity Shares to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Preliminary Placement Document or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Equity Shares, whether directly or indirectly, to any person in Singapore other than: (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act (Chapter 289) of Singapore, as modified or amended from time to time (the "SFA")) pursuant to Section 274 of the SFA; (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA; or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA. Where the Equity Shares are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

(a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

(b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Equity Shares pursuant to an offer made under Section 275 of the SFA except:

(1) to an institutional investor or to a relevant person, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;

(2) where no consideration is or will be given for the transfer;

(3) where the transfer is by operation of law;

(4) as specified in Section 276(7) of the SFA; or

(5) as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018.

Singapore SFA Product Classification: In connection with Section 309B of the SFA and the CMP Regulations 2018, unless otherwise specified before an offer of Equity Shares, the Company has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Equity Shares are "prescribed capital markets products" (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

Switzerland

The Equity Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange ("**SIX**") or on any other stock exchange or regulated trading facility in Switzerland. This Preliminary Placement Document does not constitute a prospectus within the meaning of, and has been prepared without regard to the disclosure standards for issuance prospectuses under art. 652a or art. 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under art. 27 ff. of the SIX Listing Rules or the listing rules of any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the Equity Shares or the offering may be publicly distributed or otherwise made publicly available in Switzerland.

Neither this Preliminary Placement Document nor any other offering or marketing material relating to the offering, the Company, the Equity Shares have been or will be filed with or approved by any Swiss regulatory authority. In particular, this document will not be filed with, and the offer of Equity Shares will not be supervised by, the Swiss Financial Market Supervisory Authority and the offer of Equity Shares has not been and will not be authorized under the Swiss Federal Act on Collective Investment Schemes ("**CISA**"). The investor protection afforded to acquirers of interests in collective investment schemes under the CISA does not extend to acquirers of Equity Shares.

United Arab Emirates (excluding the Dubai International Financial Centre)

This Preliminary Placement Document has not been, and is not intended to be, approved by the UAE Central Bank, the UAE Ministry of Economy, the Emirates Securities and Commodities Authority or any other authority in the UAE or any other authority in any of the free zones established and operating in the UAE. The Equity Shares have not been and will not be offered, sold or publicly promoted or advertised in the UAE in a manner which constitutes a public offering in the UAE in compliance with any laws applicable in the UAE governing the issue, offering and sale of such securities. This Preliminary Placement Document is strictly private and confidential and is being distributed to a limited number of investors and must not be provided to any other person other than the original recipient and may not be used or reproduced for any other purpose.

Dubai International Financial Centre

The Equity Shares have not been offered and will not be offered to any persons in the Dubai International Financial Centre except on that basis that an offer is:

1. an "Exempt Offer" in accordance with the Markets Rules (MKT) module of the Dubai Financial Services Authority (the "**DFSA**"); and

2. made only to persons who meet the Professional Client criteria set out in Rule 2.3.2 of the DFSA Conduct of Business Module of the DFSA rulebook.

United Kingdom

The communication of this Preliminary Placement Document and any other document or materials relating to the issue of the Equity Shares offered hereby is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the United Kingdom's Financial Services and Markets Act 2000, as amended (the "**FSMA**"). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. In the United Kingdom, this Preliminary Placement Document is being distributed only to, and is directed only at those (i) who have professional experience in matters relating to investments and who fall within the definition of investment professionals in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order") and/or (ii) who are high net worth companies (or persons to whom it may otherwise be lawfully communicated) falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "relevant persons") or otherwise in circumstances which have not resulted and will not result in an offer to the public of the Equity Shares in the United Kingdom within the meaning of the FSMA. Any person in the United Kingdom that is not a relevant person should not act or rely on the information included in this Preliminary Placement Document or use it as basis for taking any action. In the United Kingdom, any investment or investment activity that this Preliminary Placement Document relates to may be made or taken exclusively by relevant persons.

In addition, in relation to the United Kingdom, no offer of Equity Shares which are the subject of the offering contemplated by this Preliminary Placement Document to the public may be made in the United Kingdom other than:

(i) to any legal entity which is a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended by the European Union (Withdrawal Agreement) Act 2020 ("**EUWA**");

(ii) to fewer than 150 natural or legal persons (other than qualified investors as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA) in the United Kingdom subject to obtaining the prior consent of the BRLM; or

(iii) in any other circumstances falling within section 86 of the FSMA,

provided that no such offer of Equity Shares shall require our Company or any BRLM to publish a prospectus pursuant to section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA.

For the purposes of this provision, the expression "an offer of Notes to the public" in relation to any Equity Shares means the communication in any form and by any means of sufficient information on the terms of the offer and the Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Equity Shares.

United States

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act, or the securities laws of any state of the United States and unless so registered, may not be offered or sold in 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 any applicable U.S. state securities laws. Accordingly, the Equity Shares offered in the Issue are being offered and sold (a) within the United States, only to persons who are U.S. QIBs pursuant to Section 4(a)(2) or another available exemption from registration under the U.S. Securities Act, and (b) outside the United States, in "offshore transactions", as defined in and in reliance on Regulation S and the applicable laws of the jurisdiction where those offers and sales are made. For further information, please refer to the section titled "*Purchaser Representations and Transfer Restrictions*" on page [●].

Other Jurisdictions

The distribution of this Preliminary Placement Document and the offer and sale of the Equity Shares may be restricted by law in certain jurisdictions. Persons into whose possession this Preliminary Placement Document comes are required to inform themselves about, and to observe, any such restrictions to the extent applicable.

PURCHASER REPRESENTATIONS AND TRANSFER RESTRICTIONS

Due to the following restrictions, investors are advised to consult their legal counsel prior to subscribing for Equity Shares or making any resale, pledge or transfer of the Equity Shares.

Pursuant to Chapter VI of the SEBI ICDR Regulations, the Equity Shares Allotted in the Issue are not permitted to be sold for a period of one year from the date of Allotment, except on floor of the Stock Exchanges. Due to the following restrictions, investors are advised to consult their respective legal counsels prior to Bidding for the Equity Shares or making any offer, resale, pledge or transfer of the Equity Shares, except if the resale of the Equity Shares is by way of a regular sale on the Stock Exchanges. In addition to the above, Allotments made to Eligible QIBs, including VCFs and AIFs, in the Issue may be subject to lock-in requirements, if any, under the rules and regulations that are applicable to them. For more information, see "*Selling Restrictions*" on page [●].

U.S. TRANSFER RESTRICTIONS

U.S. Offer Purchaser Representations and Transfer Restrictions

The Equity Shares have not been and will not be registered under the U.S. Securities Act 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.

If you purchase the Equity Shares offered in the United States, by accepting delivery of this Preliminary Placement Document, submitting a bid to purchase Equity Shares and/or accepting delivery of any Equity Shares, you will be deemed to have represented and agreed to us and the Book Running Lead Managers as follows:

- You (A) are a "qualified institutional buyer" (as defined in Rule 144A), (B) are aware that the sale of the Equity Shares to you is being made in reliance upon the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act and (C) are acquiring such Equity Shares for its own account or for the account of a "qualified institutional buyer" (as defined in Rule 144A);

- You understand and agree (or if you are a broker-dealer acting on behalf of a customer, your customer has confirmed to you that such customer understands and agrees) that the Equity Shares are being offered in a transaction not involving any public offering within the meaning of the U.S. Securities Act, 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 reoffered, resold, pledged or otherwise transferred except (A)(i) in the United States to a person who the seller reasonably believes is a "qualified institutional buyer" pursuant to the private placement exemption set out in Section 4(a)(2) of the U.S. Securities Act, (ii) in an "offshore transaction" as defined in and in reliance upon Regulation S, (iii) pursuant to another available exemption from the registration requirements of the U.S. Securities Act, or (iv) pursuant to an effective registration statement under the U.S. Securities Act, and (B) in each case, in accordance with all applicable securities laws of the states of the United States and any other jurisdiction in which such offers or sales are made;

- It agrees (or if it is a broker-dealer acting on behalf of a customer, its customer has confirmed to it that such customer agrees) that neither it, nor any of its affiliates, nor any person acting on its behalf, will make any "directed selling efforts" as defined in Regulation S, with respect to the Equity Shares. It acknowledges and agrees that it is not purchasing any Equity Shares as a result of any directed selling efforts;

- The Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 for re-sales of any Equity Shares;

- You will not deposit or cause to be deposited such Equity Shares into any depositary receipt facility established or maintained by a depositary bank other than a Rule 144A restricted depositary receipt facility, so long as such Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act;

- You will base your investment decision on a copy of this Preliminary Placement Document. You acknowledge that neither our Company nor any of its affiliates nor any other person (including the Book Running Lead Managers) or any of their respective affiliates has made or will make any representations, express or implied, to you with respect to our Company, the Issue, the Equity Shares or the accuracy, completeness or adequacy of any financial or other information concerning our Company, the Issue or the Equity Shares, other than (in the case of our Company only) the information contained in this Preliminary Placement Document, as it may be supplemented;

- You are a sophisticated investor and possess such knowledge and experience in financial, business and investments as to be capable of evaluating the merits and risks of the investment in the Equity Shares. You are experienced in investing in private placement transactions of securities of companies in similar jurisdictions. You and any accounts for you are subscribing to the Equity Shares for (i) are each able to bear the economic risk of the investment in the Equity Shares, (ii) will not look to our Company or any of the Book Running Lead Managers or any of their respective shareholders, directors, officers, employees, counsels, advisors, representatives, agents or affiliates for all or part of any such loss or losses that may be suffered, (iii) are able to sustain a complete loss on the investment in the Equity Shares, (iv) have no need for liquidity with respect to the investment in the Equity Shares, and (v) have no reason to anticipate any change in its or their circumstances, financial or otherwise, which may cause or require any sale or distribution by it or them of all or any part of the Equity Shares. You acknowledge that an investment in the Equity Shares involves a high degree of risk and that the Equity Shares are, therefore, a speculative investment. You are seeking to subscribe to the Equity Shares in this Issue for your own investment and not with a view to distribution;

- You will notify any transferee to whom you subsequently offer, sell, pledge or otherwise transfer and the executing broker and any other agent involved in any resale of the Equity Shares of the foregoing restrictions applicable to the Equity Shares and instruct such transferee, broker or agent to abide by such restrictions;

- You acknowledge that if at any time its representations cease to be true, you agree to resell the Equity Shares at our Company's request;

- You have been provided access to this Preliminary Placement Document which you have read in its entirety; and

- You acknowledge and agree (or if you are a broker-dealer acting on behalf of a customer, your customer has confirmed to you that such customer acknowledges and agrees) that we, the Book Running Lead Managers, their affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgments, representations and agreements and agree that, if any of such acknowledgements, representations or agreements are no longer accurate you will promptly notify us; and if you are acquiring any of the Equity Shares as a fiduciary or agent for one or more accounts, you represent that you have sole investment discretion with respect to each such account and that you have full power to make, and do make, the foregoing acknowledgements, representations and agreements on behalf of each such account.

Any offer, resale, pledge or other transfer of the Equity Shares made other than in compliance with the above stated restrictions will not be recognized by us.

Global Offer Purchaser Representations and Transfer Restrictions

By accepting delivery of this Preliminary Placement Document, submitting a bid to purchase Equity Shares and/or accepting delivery of my Equity Shares, you will be deemed to have represented and agreed as follows:

- You will comply with all laws, regulations and restrictions (including the selling restrictions contained in this Preliminary Placement Document) which may be applicable in your jurisdiction and you have obtained or will obtain any consent, approval or authorization required for you to purchase and accept delivery of Equity Shares, and you acknowledge and agree that none of us or the Book Running Lead Managers and their respective affiliates shall have any responsibility in this regard;

- You certify that you are, or at the time the Equity Shares are purchased will be, (a) the beneficial owner of the Equity Shares, you are located outside the United States of America (within the meaning of Regulation S), and you have not purchased the Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of the Equity Shares or an economic interest therein to any person in the United States; or (b) you are a broker-dealer acting on behalf of a customer and you customer has confirmed to you that (i) such customer is, or at the time the Equity Shares are purchased will be, the beneficial owner of the Equity Shares, (ii) such customer is located outside the United States of America (within the meaning of Regulation S), and (iii) such customer has not purchased the Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of the Equity Shares or an economic interest therein to any person in the United States;

- You understand and agree (or if you are a broker-dealer acting on behalf of a customer, your customer has confirmed to you that such customer understands and agrees) that the Equity Shares are being offered in a transaction not involving any public offering within the meaning of the U.S. Securities Act, 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 reoffered, resold, pledged or otherwise transferred except (A)(i) in the United States to a person who the seller reasonably believes is a "qualified institutional buyer" in a transaction meeting the requirements of Rule 144A, (ii) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S, as applicable, (iii) pursuant to an exemption from registration under the U.S. Securities Act provided by Rule 144 under the U.S. Securities Act (if available), (iv) pursuant to another available exemption from the registration requirements of the U.S. Securities Act, or (v) pursuant to an effective registration statement under the U.S. Securities Act, and (B) in each case, in accordance with all applicable securities laws of the states of the United States and any other jurisdiction;

- You agree (or if you are a broker-dealer acting on behalf of a customer, your customer has confirmed to you that such customer agrees) that neither you, nor any of your affiliates, nor any person acting on your behalf, will make any "directed selling efforts" as defined in Regulation S. You acknowledge and agree that you are not purchasing any Equity Shares as a result of any directed selling efforts.

- You will base your investment decision on a copy of this Preliminary Placement Document. You acknowledge that neither our Company nor any of its affiliates nor any other person (including the Book Running Lead Managers) or any of their respective affiliates has made or will make any representations, express or implied, to you with respect to our Company, the Issue, the Equity Shares or the accuracy, completeness or adequacy of any financial or other information concerning our Company, the Issue or the Equity Shares, other than (in the case of our Company) the information contained in this Preliminary Placement Document, as may be supplemented.

- You acknowledge and agree (or if you're a broker-dealer acting on behalf of a customer, your customer has confirmed to you that such customer acknowledges and agrees) that we, the Book Running Lead Managers, your affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgments, representations and agreements and agree that, if any of such acknowledgments, representations or agreements are no longer accurate, you will promptly notify us; and if you are acquiring any of the Equity Shares as a fiduciary or agent for one or more accounts, you represent that you have sole investment discretion with respect to each such account and that you have full power to make, and do make, the foregoing acknowledgments, representations and agreements on behalf of each such account.

- Any offer, resale, pledge or other transfer of the Equity Shares made other than in compliance with the above stated restrictions, will not be recognized by us.

THE SECURITIES MARKET OF INDIA

The information in this section has been extracted from documents available on the website of SEBI and the Stock Exchanges and has not been prepared or independently verified by our Company, the Book Running Lead Managers or any of their respective affiliates or advisors.

The Indian Securities Market

India has a long history of organised securities trading. In 1875, the first stock exchange was established in Mumbai. The BSE and the NSE together hold a dominant position among the stock exchanges in terms of the number of listed companies, market capitalisation and trading activity.

Stock Exchanges Regulation

Indian stock exchanges are regulated primarily by SEBI, as well as by the Government acting through the Ministry of Finance, Capital Markets Division, under the SCRA and the SCRR. SEBI, in exercise of its powers under the SCRA and the SEBI Act, notified the SCR (SECC) Rules, which regulate *inter alia* the recognition, ownership and internal governance of stock exchanges and clearing corporations in India together with providing for minimum capitalisation requirements for stock exchanges. The SCRA, the SCRR and the SCR (SECC) Rules along with various rules, bye-laws and regulations of the respective stock exchanges, regulate the recognition of stock exchanges, the qualifications for membership thereof and the manner, in which contracts are entered into, settled and enforced between members of the stock exchanges.

The SEBI Act empowers SEBI to regulate the Indian securities markets, including stock exchanges and intermediaries in the capital markets, promote and monitor self-regulatory organisations and prohibit fraudulent and unfair trade practices. Regulations and guidelines concerning minimum disclosure requirements by public companies, rules and regulations concerning investor protection, insider trading, substantial acquisitions of shares and takeover of companies, buy-backs of securities, employee stock option schemes, stockbrokers, merchant bankers, underwriters, mutual funds, foreign portfolio investors, credit rating agencies and other capital market participants have been notified by the relevant regulatory authority.

Listing and Delisting of Securities

The listing of securities on a recognised Indian stock exchange is regulated by the applicable Indian laws including the Companies Act, the SEBI ICDR Regulations, the SCRA, the SCRR, the SEBI Act, SEBI Listing Regulations and various guidelines and regulations issued by the SEBI and the stock exchanges. The SCRA empowers the governing body of each recognised stock exchange to suspend trading of or withdraw admission to dealings in a listed security for breach of or non-compliance with any conditions or breach of company's obligations under the SEBI Listing Regulations or for any reason, subject to the issuer receiving prior written notice of the intent of the exchange and upon granting of a hearing in the matter. SEBI also has the power to amend the SEBI Listing Regulations and bye-laws of the stock exchanges in India, to overrule a stock exchange's governing body and withdraw recognition of a recognized stock exchange.

SEBI has notified the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, in relation to the voluntary and compulsory delisting of equity shares from the stock exchanges. Following a compulsory delisting of equity shares, a company, its whole-time directors, its promoters, person(s) responsible for ensuring compliance with the securities laws and the companies promoted by any of them cannot directly or indirectly access the securities market or seek listing of any equity shares for a period of 10 years from the date of such delisting. In addition, certain amendments to the SCRR have also been notified in relation to delisting.

Minimum Level of Public Shareholding

Pursuant to the provisions of the SCRR, all listed companies (except public sector undertakings) are required to ensure a minimum public shareholding at 25.00%. In this regard, SEBI has provided several mechanisms to comply with this requirement. Further, where the public shareholding in a listed company falls below 25.00% at any time, such company is required to bring the public shareholding to 25.00% within a maximum period of 12 months from the date of such fall. However, every public sector listed company whose public shareholding falls below 25.00% at any time after the commencement of the Securities Contracts (Regulation) (Second Amendment) Rules, 2018, shall increase its public shareholding to at least 25.00%, within a period of two years from the date of such fall, in the manner specified by SEBI. Consequently, a listed company may be delisted from the stock exchanges for not complying with the above-mentioned requirement.

Index-Based Market-Wide Circuit Breaker System

In order to restrict abnormal price volatility in any particular stock, the SEBI has instructed stock exchanges to apply daily circuit breakers which do not allow transactions beyond a certain level of price volatility. The index-based market-wide circuit breaker system (equity and equity derivatives) applies at three stages of the index movement, at 10.00%, 15.00% and 20.00%. These circuit breakers, when triggered, bring about a co-ordinated trading halt in all equity and equity derivative markets nationwide. The market-wide circuit breakers are triggered by movement of either the SENSEX of the BSE or the S&P CNX NIFTY of the NSE, whichever is breached earlier.

In addition to the market-wide index-based circuit breakers, there are currently in place individual scrip-wise price bands of 20% movement either up or down. However, no price bands are applicable on scrips on which derivative products are available or scrips included in indices on which derivative products are available.

The stock exchanges in India can also exercise the power to suspend trading during periods of market volatility. Margin requirements are imposed by stock exchanges that are required to be paid by the stockbrokers.

BSE

Established in 1875, it is the oldest stock exchange in India. In 1956, it became the first stock exchange in India to obtain permanent recognition from the Government under the SCRA. Pursuant to the BSE (Corporatization and Demutualization) Scheme 2005 of SEBI, with effect from August 19, 2005, BSE was incorporated as a company under the Companies Act, 1956. BSE was listed on NSE with effect from February 3, 2017. It has evolved over the years into its present status as one of the premier stock exchanges of India.

NSE

The NSE was established by financial institutions and banks to provide nationwide online, satellite-linked, screen-based trading facilities with market-makers and electronic clearing and settlement for securities including government securities, debentures, public sector bonds and units. It has evolved over the years into its present status as one of the premier stock exchanges of India. The NSE was recognised as a stock exchange under the SCRA in April 1993 and commenced operations in the wholesale debt market segment in June 1994. The capital market (equities) segment commenced operations in November 1994 and operations in the derivatives segment commenced in June 2000. NSE launched the NSE 50 Index, now known as S&P CNX NIFTY, on April 22, 1996 and the Mid-cap Index on January 1, 1996.

Internet-based Securities Trading and Services

Internet trading takes place through order routing systems, which route client orders to exchange trading systems for execution. Stockbrokers interested in providing this service are required to apply for permission to the relevant stock exchange and also have to comply with certain minimum conditions stipulated by SEBI. The NSE became the first exchange to grant approval to its members for providing internet-based trading services. Internet trading is possible on both the "equities" as well as the "derivatives" segments of the NSE.

Trading Hours

Trading on both the NSE and the BSE occurs from Monday to Friday, between 9:15 a.m. and 3:30 p.m. IST (excluding the 15 minutes pre-open session from 9:00 a.m. to 9:15 a.m.). The BSE and the NSE are closed on public holidays. The recognised stock exchanges have been permitted to set their own trading hours (in the cash and derivatives segments) subject to the condition that (i) the trading hours are between 9.00 a.m. and 5.00 p.m.; and (ii) the stock exchange has in place a risk management system and infrastructure commensurate to the trading hours.

Trading Procedure

In order to facilitate smooth transactions, the BSE replaced its open outcry system with BSE On-line Trading ("**BOLT**") facility in 1995. This totally automated screen based trading in securities was put into practice nation-wide. This has enhanced transparency in dealings and has assisted considerably in smoothening settlement cycles and improving efficiency in back-office work. In the year 2014, BSE introduced its new generation trading platform, BOLT Plus.

NSE has introduced a fully automated trading system called National Exchange for Automated Trading ("**NEAT**"), which operates on strict time / price priority besides enabling efficient trade. NEAT has provided depth in the market by enabling large number of members all over India to trade simultaneously, narrowing the spreads.

SEBI Listing Regulations

Public listed companies are required under the SEBI Listing Regulations to prepare and circulate to their shareholders audited annual accounts which comply with the disclosure requirements and regulations governing their manner of presentation and which include sections relating to corporate governance, related party transactions and management's discussion and analysis as required under the SEBI Listing Regulations. In addition, a listed company is subject to continuing disclosure requirements pursuant to the terms of the SEBI Listing Regulations.

SEBI Takeover Regulations

Disclosure and mandatory bid obligations for listed Indian companies are governed by the SEBI Takeover Regulations which provide specific regulations in relation to substantial acquisition of shares and takeover. The SEBI Takeover Regulations prescribes certain thresholds or trigger points in the shareholding a person or entity has in the listed Indian company, which give rise to certain obligations on part of the acquirer. Acquisitions up to a certain threshold prescribed under the SEBI Takeover Regulations mandate specific disclosure requirements, while acquisitions crossing particular thresholds may result in the acquirer having to make an open offer of the shares of the target company. The SEBI Takeover Regulations also provide for the possibility of indirect acquisitions, imposing specific obligations on the acquirer in case of such indirect acquisition. The SEBI Takeover Regulations also provide certain general exemptions which exempt certain acquisitions from the obligation to make an open offer.

The SEBI Takeover Regulations were further amended on June 22, 2020, to exempt any acquisitions by way of preferential issue from the obligation to make an open offer. Subsequently, the SEBI Takeover Regulations were amended on August 13, 2021 exempting (a) persons, together with persons acting in concert with him, holding shares or voting rights entitling him to exercise twenty-five per cent or more of the voting rights in a target company; and (b) promoter of the target company, together with persons acting in concert with him, from making continual disclosures in relation to aggregate shareholding and voting rights in the target company. Further, the amendment has also removed certain disclosure obligations for acquirers/promoters, pertaining to acquisition or disposal of shares aggregating to 5% and any change of 2% thereafter, annual shareholding disclosure and creation/invocation/release of encumbrance registered in depository systems under the SEBI Takeover Regulations. These relaxations have been given on account of implementation of the system driven disclosures.

SEBI Insider Trading Regulations

The SEBI Insider Trading Regulations have been notified to prohibit and penalise insider trading in India. An insider is, among other things, prohibited from dealing in the securities of a listed company when in possession of unpublished price sensitive information ("**UPSI**"). The SEBI Insider Trading Regulations, *inter alia*, impose certain restrictions on the communication of information by listed companies. Under the SEBI Insider Trading Regulations, (i) no insider shall communicate, provide or allow access to any UPSI relating to such companies and securities to any person including other insiders; and (ii) no person shall procure or cause the communication by any insider of UPSI relating to such companies and securities, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. However, UPSI may be communicated, provided or allowed access to or procured, under certain circumstances specified in the SEBI Insider Trading Regulations. The SEBI Insider Trading Regulations make it compulsory for listed companies and certain other entities that are required to handle UPSI in the course of business operations to establish an internal code of practices and procedures for fair disclosure of UPSI and to regulate, monitor and report trading by insiders. To this end, the SEBI Insider Trading Regulations provide principles of fair disclosure for purposes of code of practices and procedures for fair disclosure of UPSI and minimum standards for code of conduct to regulate, monitor and report trading by insiders. There are also initial and continuing shareholding disclosure obligations under the SEBI Insider Trading Regulations. The SEBI Insider Trading Regulations also provides for disclosure obligations for promoters, employees and directors, with respect to their shareholding in the company, and the changes therein. The board of directors of all listed companies are required to formulate and publish on the company's website a code of procedure for fair disclosure of UPSI along with a code of conduct for its employees for compliances with the SEBI Insider Trading Regulations. Insider Trading Regulations prescribe that the board of directors or head(s) of listed companies shall ensure that a structured digital database be maintained, containing the nature of unpublished price sensitive information, the names and details of persons who have shared the information and the names and details person with whom information is shared.

Depositories

The Depositories Act provides a legal framework for the establishment of depositories to record ownership details and effect transfer in book-entry form. Further, SEBI framed regulations in relation to the registration of such depositories, the registration of participants as well as the rights and obligations of the depositories, participants, companies and beneficial owners. The depository system has significantly improved the operation of the Indian securities markets.

Derivatives (Futures and Options)

Trading in derivatives is governed by the SCRA, the SCRR and the SEBI Act. The SCRA was amended in February 2000 and derivatives contracts were included within the term "securities", as defined by the SCRA. Trading in derivatives in India takes place either on separate and independent derivatives exchanges or on a separate segment of an existing stock exchange. The derivatives exchange or derivatives segment of a stock exchange functions as a self-regulatory organisation under the supervision of the SEBI.

DESCRIPTION OF THE EQUITY SHARES

The following is information relating to the Equity Shares including a brief summary of the Memorandum and Articles and the Companies Act. Bidders are urged to read the Memorandum and Articles carefully, and consult with their advisers, as the Memorandum and Articles and applicable Indian law, and not this summary, govern the rights attached to the Equity Shares.

Share capital

The authorized share capital of our Company is ₹ 250,000,000 divided into 110,000,000 Equity Shares having a face value of ₹ 2 each and 300,000 preference shares having a face value of ₹ 100 each. For further details please see "*Capital Structure*" on page [●].

Dividends

Under Indian law, a company pays dividends upon a recommendation by its board of directors and approval by a majority of the shareholders at the AGM held each Fiscal. Subject to certain conditions laid down by Section 123 of the Companies Act, 2013, no dividend can be declared or paid by a company for any Fiscal except out of the profits of the company for that year, calculated in accordance with the provisions of the Companies Act, 2013 or out of the profits of the company for any previous Fiscal(s) arrived at as laid down by the Companies Act, 2013 and remaining undistributed or out of both or out of money provided by the central government or a state government for the payment of dividend by the company in pursuance of a guarantee given by that Government.

Further, as per the Companies Act, 2013, read with the Companies (Declaration and Payment of Dividend) Rules, 2014, in case of the inadequacy or absence of profits in any year, a company may declare dividend out of the accumulated profits earned in previous years and transferred to the free reserves, provided: (a) the rate of dividend declared shall not exceed the average of the rates at which dividend was declared by it in the three years immediately preceding that year; provided, this rule shall not apply to a company, which has not declared any dividend in each of the three preceding financial years; (b) the total amount to be drawn from such accumulated profits shall not exceed one-tenth of the sum of the paid up share capital of our Company and free reserves as per the most recent audited financial statement; (c) the amount so drawn shall be first utilised to set off the losses incurred by our Company in the financial year in which the dividend is declared before any dividend in respect of equity shares is declared; and (d) the balance of the reserves of our Company after such withdrawal shall not fall below 15% of our Company's paid up share capital as per the most recent audited financial statement of our Company.

Our Board may retain any dividends on which our Company may have a lien and may apply the same towards the satisfaction of the debts or liabilities in respect of which the lien exists. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Equity Shares during any portion or portions of the period in respect of which the dividend is paid but if any Equity Share is issued on terms providing that it shall rank for dividends as from a particular date, such Equity Share shall rank for dividend accordingly. Our Board may deduct from any dividend payable to any member all sums of money, if any, payable by him to our Company on account of calls or otherwise in relation to the Equity Shares of our Company. No member shall be entitled to receive payment dividend in respect of his Equity Shares while any money may be due or owing from him to our Company and our Board may deduct from the dividend to any member all such sums of money so due from him to our Company. A transfer of Equity Shares shall not pass the right to any dividend declared therein before the registration of the transfer unless the registered holder of the Equity Shares authorises our Company to pay the dividend to the transferee.

According to the Articles of Association, dividends may be paid to the members according to their respective rights but the amount of dividends shall not exceed the amount recommended by our Board of Directors. However, our Company may declare a smaller dividend in the general meeting. In addition, as is permitted by the Articles of Association, our Board of the Directors may pay interim dividends as in the judgment of our Board of Directors, the position of our Company justifies, subject to the requirements of the Companies Act, 2013.

Capitalisation of Profits and issue of bonus shares

In addition to permitting dividends to be paid out of current or retained earnings as described above, the Companies Act, 2013 permits the board of directors of a company subject to approval of shareholders in a general meeting to issue fully paid up bonus shares to its members out of (a) the free reserves of our Company (b) the securities premium account, or (c) the capital redemption reserve account. However, a company may capitalize its profits or reserves for issue of fully paid up bonus shares, provided: (a) it is authorised by articles, (b) it has been, on the recommendation of the board of directors, been authorised by the shareholders in a general meeting, (c) it has not defaulted in payment of interest or principal in respect of fixed deposits or debt securities issued by it, (d) it has not defaulted on payment of statutory dues such as contribution to provident fund, gratuity and bonus(e) there are no partly paid-up shares. The issue of bonus shares once declared cannot be withdrawn.

These bonus shares must be distributed to shareholders in proportion to the number of equity shares owned by them as recommended by the board of directors. No issue of bonus shares may be made by capitalising reserves created by revaluation of assets, and no bonus shares shall be issued in lieu of dividend. Further, any issue of bonus shares would be subject to the SEBI ICDR Regulations.

The Articles of Association provide that our Company may by a resolution passed in a general meeting of the shareholders, upon a recommendation by the Board, resolve to capitalise whole or any part of the amount for the time being standing to the credit of any of our Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and distribute amongst such of the shareholders as would be entitled to receive the same if distributed by way of dividend and in the same proportions and that all or any part of such capitalized fund shall be applied on behalf of such shareholders in paying up any amounts for the time being unpaid on any Equity Shares held by such Shareholders and / or in paying up in full, unissued shares of our Company to be allotted and distributed, credited as fully paid up in the proportion aforesaid, provided that a securities premium account and a capital redemption reserve fund may only be applied in the paying of any unissued shares to be issued to members of our Company as fully paid bonus shares.

Pre-Emptive Rights and Alteration of Share Capital

Subject to the provisions of the Companies Act, 2013, our Company may increase its share capital by issuing new shares on such terms and with such rights as it, by action of its shareholders in a general meeting may determine. According to Section 62(1)(a) of the Companies Act, 2013, such new shares shall be offered to existing shareholders in proportion to the amount paid up on those shares at that date. The offer shall be made by notice specifying the number of shares offered and the date (being not less than 15 days and not exceeding 30 days from the date of the offer) within which the offer, if not accepted, will be deemed to have been declined. After such date the board may dispose of the shares offered in respect of which no acceptance has been received which shall not be disadvantageous to the shareholders. The offer is deemed to include a right exercisable by the person concerned to renounce the shares offered to him in favour of any other person.

Under the provisions of Section 62(1)(c) of the Companies Act, 2013, new shares may be offered to any persons whether or not those persons include existing shareholders, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed, if a special resolution to that effect is passed by our shareholders in a general meeting.

The Articles of Association authorise us to increase our authorised capital by issuing new shares consisting of equity and/or preference shares, as our Company may determine in a general meeting.

The Articles of Association provide that our Company, subject to compliance with requirements under the Companies Act, 2013 and the rules thereto, or any other applicable law in force in the general meeting, from time to time, may consolidate, divide or sub-divide its share capital. The Articles of Association also provide that our Company may issue shares with preferential or qualified or special rights, privileges or conditions.

General meetings of Shareholders

There are two types of general meetings of the shareholders, namely, AGM and EGM. Our Company is required to hold its AGM within six months after the expiry of each Fiscal provided that not more than 15 months shall elapse between two AGMs, unless extended by the RoC at its request for any special reason for a period not exceeding three months. Our Board of Directors may convene an EGM when necessary or at the request of a Shareholder or Shareholders holding in the aggregate not less than one tenth of our Company's issued paid up capital.

Notices, along with statement containing material facts concerning each special item, either in writing or through electronic mode, convening a meeting setting out the date, day, hour, place and agenda of the meeting must be given to every member or the legal representative of a deceased member, auditors of our Company and every director of our Company, at least 21 clear days prior to the date of the proposed meeting. A general meeting may be called after giving shorter notice if consent is received, in writing or electronic mode, from not less than 95% of the shareholders entitled to vote. Unless the Articles of Association provide for a larger number, (i) five shareholders present in person, if the number of shareholders as on the date of meeting is not more than 1,000; (ii) 15 shareholders present in person, if the number of shareholders as on the date of the meeting is more than 1,000 but up to 5,000; and (iii) 30 shareholders present in person, if the number of shareholders as on the date of meeting exceeds 5,000, shall constitute a quorum for a general meeting of our Company, whether AGM or EGM. The quorum requirements applicable to shareholder meetings under the Companies Act, 2013 have to be physically complied with.

A company intending to pass a resolution relating to matters such as, but not limited to, amendments to the objects clause of the Memorandum of Association, a variation of the rights attached to a class of shares or debentures or other securities, buy-backs of shares, giving loans or extending guarantees in excess of limits prescribed, is required to obtain the resolution passed by means of a postal ballot instead of transacting the business in our Company's general meeting. A notice to all the shareholders shall be sent along with a draft resolution explaining the reasons thereof and requesting them to send their assent or dissent in writing on a postal ballot within a period of 30 days from the date of posting the notice. Postal ballot includes voting by electronic mode.

Voting Rights

At a general meeting, every member holding shares is entitled to vote through e-voting process. Upon a poll, the voting rights of each shareholder entitled to vote and present in person or by proxy is in the same proportion as the capital paid up on each share held by such holder bears to our Company's total paid up capital. The chairman of the meeting has a casting vote or second vote.

Ordinary resolutions may be passed by simple majority of those present and voting. Special resolutions require that the votes cast in favour of the resolution must be at least three times the votes cast against the resolution. A shareholder may exercise his voting rights by proxy to be given in the form required by the Articles of Association. The instrument appointing a proxy is required to be lodged with our Company at least 48 hours before the time of the meeting. A proxy may not vote except on a poll and does not have a right to speak at meetings. No proxy shall be entitled to vote on a show of hands unless such proxy is present.

Registration of Transfers and Register of Members

Our Company is required to maintain a register of members wherein the particulars of the members of our Company are entered. We recognize as shareholders only those persons whose names appear on the register of shareholders and cannot recognize any person holding any share or part of it upon any express, implied or constructive trust, except as permitted by law. In respect of electronic transfers, the depository transfers shares by entering the name of the purchaser in its books as the beneficial owner of the shares. In turn, the name of the depository is entered into our records as the registered owner of the shares. The beneficial owner is entitled to all the rights and benefits as well as the liabilities with respect to the shares held by a depository.

For the purpose of determining the shareholders, entitled to corporate benefits declared by our Company, the register may be closed for such period not exceeding 45 days in any one year or 30 days at any one time at such times, as the Board of Directors may deem expedient in accordance with the provisions of the Companies Act, 2013. Under the SEBI Listing Regulations, of the stock exchanges on which our Company's outstanding Equity Shares are listed, our Company may, upon at least seven working days' (excluding the date of intimation and the record date) advance notice to such stock exchanges, set a record date and/or close the register of shareholders in order to ascertain the identity of shareholders. The trading of Equity Shares and the delivery of certificates in respect thereof may continue while the register of shareholders is closed.

Transfer of Shares

Shares held through depositories are transferred in the form of book entries or in electronic form in accordance with the regulations laid down by the SEBI. These provisions provide the regime for the functioning of the depositories and the participants and set out in the manner in which the records are to be kept and maintained and the safeguards to be followed in this system. Transfers of beneficial ownership of shares held through a depository are exempt from stamp duty. We have entered into an agreement for such depository services with the NSDL and the CDSL. SEBI requires that our shares for trading and settlement purposes be in book-entry form for all investors, except for transactions that are not made on a stock exchange and transactions that are not required to be reported to the stock exchange. The registrar and transfer agent shall keep a book in which every transfer or transmission of shares will be entered.

In addition to complying with the Companies Act, 2013 and the other applicable laws, our Company is also required to comply with the provisions of the SEBI Listing Regulations for effecting the transfer of shares. In terms of the SEBI Listing Regulations, except in case of transmission or transposition of shares, requests for effecting transfer of shares shall not be processed unless the shares are held in the dematerialized form with a depository. The Equity Shares shall be freely transferable, subject to applicable laws.

Liquidation Rights

The Articles of Association of our Company provide that if our Company shall be wound up, whether voluntary or otherwise, the liquidator may with the sanction of a special resolution 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 our Company and may, with the like sanction, vest any part of the assets of our Company in trustees upon such trusts for the benefit of the contributories, as the liquidator shall think fit.

In the event of our winding up, if the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up, on the shares held by them respectively. And if in a winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital, at the commencement of the winding up, paid up or which ought to have been paid up on the shares issued upon special terms and conditions. On winding up, preference shares issued by our Company, if any, shall rank in priority to Equity Shares but shall not be entitled to any further participation in profits or assets.

Buy Back

Our Company may buy back its own Equity Shares or other specified securities subject to the provisions of the Companies Act, 2013 and any related SEBI regulations issued in connection therewith.

TAXATION

Date**:** [●]

To:

The Board of Directors
KEI Industries Limited
D-90, Okhla Industrial Area,
Phase I, New Delhi,
Delhi 110 020, India

Nuvama Wealth Management Limited
801 - 804, Wing A, Building No. 3
Inspire BKC, G Block
Bandra Kurla Complex, Bandra East
Mumbai 400 051
Maharashtra, India

Jefferies India Private Limited
Level 16, Express Towers,
Nariman Point, Mumbai
400 021, Maharashtra, India

(Nuvama Wealth Management Limited and Jefferies India Private Limited and any other lead managers appointed by the Company are hereinafter collectively referred to as the "**Lead Managers**" or "**LMs**".)

Qualified institutions placement of equity shares of face value of ₹2 each ("Equity Shares") by KEI Industries Limited (the "Company") under Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and Sections 42 and 62 of the Companies Act, 2013, read with the rules issued thereunder, each as amended ("Issue" or "QIP").

This report is issued in accordance with the Engagement Letter dated October 21, 2024.

Dear Sirs/Madams,

We, Pawan Shubham & Co., Chartered Accountants (Firm Registration Number: 011573C) hereby consent to the use of the Statement of Tax Benefits dated [●] in relation to the possible tax benefits available to the Company and shareholders of the Company (the "**Statement**") under direct taxes and indirect taxes (the "**Tax Laws**") presently in force in India, to be included in the Preliminary Placement Document and Placement Document (together, the "**Placement Documents**") with BSE Limited, National Stock Exchange of India Limited and the Calcutta Stock Exchange Limited (collectively, the "**Stock Exchanges**"). Several of these benefits are dependent on the Company and/or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws 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. The Statement covers the possible tax benefits available to the Company, and its shareholders and is only intended to provide general information to the investors for the Placement and is neither designed nor intended to be a substitute for professional tax advice.

We confirm that **Annexure I** provides in all material respects the possible tax benefits available to the Company or its shareholders in accordance with the applicable tax laws as on the date of this certificate.

We do not express any opinion or provide any assurance as to whether:

I The Company or its shareholders will continue to obtain these benefits in future; or
II The conditions prescribed for availing the benefits have been/ would be met with.
III The revenue authorities/courts will concur with the views expressed therein.

The contents of the enclosed Annexures 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 conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the "**Guidance Note**") in accordance with the generally accepted auditing standards in India and other applicable authoritative pronouncements issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial information, and Other Assurance and Related Services Engagements.

We 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.

Other matters

We undertake to promptly update you of any changes in the above-mentioned position until the Equity Shares issued by the Company pursuant to the Issue commence trading on **S**tock Exchanges. In the absence of any such communication from us, till the Equity Shares commence trading on the Stock Exchanges, you may assume that there is no change in respect of the matters covered in this certificate.

This certificate may be relied upon by the addressees to this certificate and the legal advisors appointed for the purpose of the Issue and to assist the LMs in conducting and documenting their investigation of the affairs of the Company in connection with the Issue.

This certificate is issued for the purpose of the Issue, and we hereby consent to extracts of, or reference to, this certificate being used in the Placement Documents and any other document to be issued or filed in relation to the Issue, as may be required to be included.

We also consent to the submission of this certificate to any regulatory / statutory authority including the Securities and Exchange Board of India and the Stock Exchanges as may be necessary (i) by reason of any law, regulation, order or request of a court or by any governmental or competent regulatory authority, and / or (ii) in seeking to establish a defence in connection with, or to avoid, any actual, potential or threatened legal, arbitral or regulatory proceeding or investigation and / or (iii) for the records to be maintained by the LMs in connection with the Issue and in accordance with applicable laws.

Capitalised terms used herein, unless otherwise specifically defined, shall have the same meaning as ascribed to them in the Placement Documents prepared in connection with the Issue.

Yours sincerely,

For **Pawan Shubham & Co.**
Chartered Accountants
Firm Registration Number: 011573C
Peer Review Number: 014027

CA Shubham Agarwal
Partner
Membership Number: 544869
UDIN: [●]
Place: Delhi
Date: [●]

CC:

Legal Counsel to the Lead Managers

Talwar Thakore & Associates
3rd Floor, Kalpataru Heritage

127, M. G. Road
Fort, Mumbai 400 001
Maharashtra, India

Legal Counsel to the Company

Khaitan & Co
Max Towers, 7th & 8th Floors,
Sector 16B, Noida, Uttar Pradesh
201 301, India

International Legal Counsel to the Lead Managers

Hogan Lovells Lee & Lee
50 Collyer Quay,
#10-01 OUE
Bayfront, Singapore,
049 321, Singapore

Annexure I

Statement of Tax Benefits available to KEI Industries Limited (the "Company") and its Shareholders.

I TAX BENEFITS AVAILABLE TO THE COMPANY UNDER THE INCOME TAX ACT, 1961 ("THE ACT")

1. **Section 115BAA of the Act** – In accordance with and subject to the conditions specified under section 115BAA of the Act, an enterprise is eligible for tax rate @ 22% (plus applicable surcharge & Cess), if opted under this new regime of taxation.

   The Company has already opted for new tax regime and hence, is eligible for tax under Section 115BAA of the Act.

2. **Section 80M of the Act -** In accordance with and subject to the conditions specified under Section 80M of the Act, an enterprise is entitled for a deduction from the total income of an amount equal to so much of the amount of income by way of dividend received from any other domestic company/ foreign company as it does not exceed the amount of dividend distributed by it on or before the due date. The deduction is available subject to fulfilment of conditions prescribed under the said Section.

II TAX BENEFITS AVAILABLE TO THE SHAREHOLDERS OF THE COMPANY UNDER THE INCOME TAX ACT, 1961

There are no special tax benefits available to the current shareholders of the Company.

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 of Possible Special Tax Benefits does not discuss any tax consequences in any country outside India of an investment in the equity shares of the Company.
4. In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement ("DTAA"), if any, between India and the country in which the non-resident has fiscal domicile.
5. The tax benefits discussed in this statement are not exhaustive and are only intended to provide general information to the investors and hence, is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws each investor is advised to consult his or her own tax consultant with respect to the specific tax consequences of his/her investment in the shares of the Company.
6. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time.

We do not assume responsibility to update the views consequent to such changes.

Yours sincerely,

For **Pawan Shubham & Co.**
Chartered Accountants
Firm Registration Number: 011573C
Peer Review Number: 014027

CA Shubham Agarwal

Partner
Membership Number: 544869
UDIN: [●]
Place: Delhi
Date: [●]

CC:

Legal Counsel to the Lead Managers

Talwar Thakore & Associates
3rd Floor, Kalpataru Heritage
127, M. G. Road
Fort, Mumbai 400 001
Maharashtra, India

Legal Counsel to the Company

Khaitan & Co
Max Towers, 7th & 8th Floors,
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201 301, India

International Legal Counsel to the Lead Managers

Hogan Lovells Lee & Lee
50 Collyer Quay,
#10-01 OUE
Bayfront, Singapore,
049 321, Singapore

CERTAIN TAX CONSIDERATIONS

Certain India Income Tax Considerations

There may be certain material Indian tax consequences to a U.S. holder (as defined below) of ownership of Equity Shares which are based upon laws, regulations, decrees, rulings, income tax conventions (treaties), administrative practice and judicial decisions in effect at the date of this Preliminary Placement Document. Legislative, judicial or administrative changes or interpretations may, however, be forthcoming that could alter or modify the statements and conclusions set forth herein. Any such changes or interpretations may be retroactive and could affect the tax consequences to holders of the Equity Shares. For information on Indian taxation, refer to the section "*Taxation*" on page [●] of this Preliminary Placement Document.

Certain U.S. Federal Income Tax Considerations

The following is a discussion of certain material U.S. federal income tax consequences to a U.S. holder (as defined below) for purchasing, owning and disposing of Equity Shares acquired pursuant to this Issue. This summary does not address any aspect of U.S. federal non-income tax laws, such as U.S. federal estate and gift tax laws, or state, local or non-U.S. tax laws, and does not purport to be a comprehensive description of all of the U.S. tax considerations that may be relevant to a particular person's decision to acquire Equity Shares.

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE U.S. FEDERAL, STATE, LOCAL AND NON-U.S. TAX CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION.

The discussion applies to you only if you acquire the Equity Shares in this Issue and you hold the Equity Shares as capital assets within the meaning of Section 1221 of the U.S. Internal Revenue Code of 1986, as amended (the "Code") . This section does not apply to you if you are a member of a special class of holders subject to special tax rules, including:

- a broker;
- a dealer in securities, commodities or non-U.S. currencies;
- a trader in securities that elects to use a mark-to-market method of accounting for your securities holdings;
- a bank or other financial institution;
- a tax-exempt organization;
- an insurance company;
- a regulated investment company;
- an accrual method taxpayer subject to special tax accounting rules as a result of its use of financial statements;
- an investor who is a U.S. expatriate, former U.S. citizen or former long term resident of the United States;
- a controlled foreign corporation;
- a passive foreign investment company;
- a mutual fund;
- an individual retirement or other tax-deferred account;
- a holder liable for alternative minimum tax;
- a holder that actually, indirectly or constructively owns 10% or more of (i) the total combined voting power of all classes of the Company voting stock or (ii) the total value of all classes of the Company stock;
- a partnership or other pass-through entity for U.S. federal income tax purposes;
- a holder that holds Equity Shares as part of a straddle, hedging, constructive sale, conversion or other integrated transaction for U.S. federal income tax purposes; or
- a U.S. holder (as defined below) whose functional currency is not the U.S. Dollar.

This section is based on the Code, existing and proposed U.S. Department of the Treasury regulations issued under the Code, legislative history, and judicial and administrative interpretations thereof, all as of the date hereof. All of the foregoing are subject to change at any time, and any change could be retroactive and could affect the accuracy of this discussion. In addition, the application and interpretation of certain aspects of the passive foreign investment company ("PFIC") rules, referred to below, require the issuance of regulations which in many instances have not been promulgated and which may have retroactive effect. There can be no assurance that any of these regulations will be enacted or promulgated, and if so, the form they will take or the effect that they may have on this discussion.

This discussion is not binding on the U.S. Internal Revenue Service ("IRS") or the courts. No ruling has been or will be sought from the IRS with respect to the positions and issues discussed herein, and there can be no assurance that the IRS or a court will not take a different position concerning the U.S. federal income tax consequences of an investment in the Equity Shares or that any such position would not be sustained.

For U.S. federal income tax purposes, you are a "U.S. holder" if you are a beneficial owner of Equity Shares that acquired the shares pursuant to this Issue and you are:

- an individual who is a citizen or resident of the United States;
- a corporation, or other entity treated as a corporation for U.S. federal income tax purposes created or organized in or under the laws of the United States, any State thereof or the District of Columbia;
- an estate whose income is subject to U.S. federal income tax regardless of its source; or
- a trust that (1) a U.S. court can exercise primary supervision over the trust's administration and one or more U.S. persons are authorised to control all substantial decisions of the trust or (2) has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

In addition, this discussion is limited to U.S. holders who are not resident in India for purposes of the Income Tax Treaty between the United States and India.

If a partnership (including for this purpose any entity treated as a partnership for U.S. federal income tax purposes) is a beneficial owner of the Equity Shares, the U.S. tax treatment of a partner in the partnership generally will depend on the status of the partner and the activities of the partnership. A holder of the Equity Shares that is a partnership and partners in such a partnership should consult their own tax advisors concerning the U.S. federal income tax consequences of purchasing, owning and disposing of Equity Shares.

Taxation of Dividends

Subject to the PFIC rules described below under "PFIC Considerations", if you are a U.S. holder you generally must include in your gross income as a dividend the gross amount of any distributions of cash or property (other than certain pro rata distributions of Equity Shares) with respect to Equity Shares, to the extent the distribution is paid by our Company out of its current or accumulated earnings and profits, as determined for U.S. federal income tax purposes. A U.S. holder will include the dividend as ordinary income at the time of actual or constructive receipt. Distributions in excess of current and accumulated earnings and profits, as determined for U.S. federal income tax purposes, will be treated as a non-taxable return of capital to the extent of your basis in the Equity Shares and thereafter as capital gain from the sale or exchange of such Equity Shares. Notwithstanding the foregoing, our Company does not intend to maintain calculations of its earnings and profits as determined for U.S. federal income tax purposes. Consequently, distributions generally will be reported as dividend income for U.S. information reporting purposes.

Subject to the PFIC rules described below, dividends paid by a non-U.S. corporation generally will be taxed at the preferential tax rates applicable to long-term capital gain of non-corporate taxpayers if (a) such non-U.S. corporation is eligible for the benefits of certain U.S. treaties or the dividend is paid by such non-U.S. corporation with respect to stock that is readily tradable on an established securities market in the United States, (b) the U.S. holder receiving such dividend is an individual, estate, or trust, and (c) such dividend is paid on shares that have been held by such U.S. holder for at least 61 days during the 121-day period beginning 60 days before the "ex-dividend date." If the requirements of the immediately preceding sentence are not satisfied, a dividend paid by a non-U.S. corporation to a U.S. holder, including a U.S. holder that is an individual, estate, or trust, generally will be taxed at ordinary income tax rates (and not at the preferential tax rates applicable to long-term capital gains). The dividend rules are complex, and each U.S. holder should consult its own tax advisor regarding the dividend rules.

Dividends received generally will be income from non-U.S. sources, which may be relevant in calculating your U.S. foreign tax credit limitation. Such non-U.S. source income generally will be "passive category income", which is treated separately from other types of income for purposes of computing the foreign tax credit allowable to you. The rules with respect to foreign tax credits are complex and involve the application of rules that depend on a U.S. holder's particular circumstances. You should consult your own tax advisor to determine the foreign tax credit implications of owning the Equity Shares.

The amount of the dividend distribution that you must include in your income as a U.S. holder will be the U.S.

Dollar value of the Indian Rupee payments made, determined at the spot Indian Rupee/U.S. Dollar exchange rate on the date the dividend distribution is includible in your income, regardless of whether the payment is in fact converted into U.S. Dollars. Generally, any gain or loss resulting from currency exchange fluctuations during the period from the date you include the dividend payment in income to the date you convert the payment into U.S. Dollars will be treated as ordinary income or loss. The gain or loss generally will be income or loss from sources within the United States for foreign tax credit limitation purposes.

Taxation of Sale, Exchange or Other Taxable Disposition of Equity Shares

Subject to the PFIC rules discussed below, if you are a U.S. holder and you sell, exchange or otherwise dispose of your Equity Shares in a taxable disposition, you generally will recognize capital gain or loss for U.S. federal income tax purposes equal to the difference between the U.S. Dollar value of the amount realized and your tax basis, determined in U.S. Dollars, in your Equity Shares. Gain or loss recognized on such a sale, exchange or other disposition of Equity Shares generally will be long-term capital gain if the U.S. holder has held the Equity Shares for more than one year. Long-term capital gains of U.S. holders who are individuals (as well as certain trusts and estates) are generally taxed at preferential rates (currently at a maximum rate of 20%). The gain or loss generally will be income or loss from sources within the United States for foreign tax credit limitation purposes, unless it is attributable to an office or other fixed place of business outside the United States and certain other conditions are met. Your ability to deduct capital losses is subject to limitations.

Medicare Tax

Certain U.S. holders who are individuals, estates or trusts are required to pay a 3.8% Medicare surtax on all or part of that holder's "net investment income", which includes, among other items, dividends on, and capital gains from the sale or other taxable disposition of, the Equity Shares, subject to certain limitations and exceptions. Prospective investors should consult their own tax advisors regarding the effect, if any, of this surtax on their ownership and disposition of the Equity Shares.

PFIC Considerations

The Code provides special rules regarding certain distributions received by U.S. persons with respect to, and sales, exchanges and other dispositions, including pledges, of, shares of stock in a PFIC. A non-U.S. corporation will be treated as a PFIC for any taxable year in which either: (i) at least 75 percent of its gross income is "passive income" or (ii) at least 50 percent of its gross assets during the taxable year (generally based on the average of the fair market values of the assets determined at the end of each quarterly period) are "passive assets," which generally means that they produce passive income or are held for the production of passive income. Passive income for this purpose generally includes, among other things, dividends, interest, rents, royalties, gains from commodities and securities transactions, and gains from assets that produce passive income. Cash is generally a passive asset. However, under recently proposed U.S. Treasury regulations, on which taxpayers may rely, an amount of cash held in a non-interest bearing financial account that is held for the present needs of an active trade or business and is no greater than the amount necessary to cover operating expenses incurred in the ordinary course of the trade or business and reasonably expected to be paid within 90 days is generally not treated as a passive asset. Further, goodwill is generally treated as an active asset to the extent attributable to activities that produce or are intended to produce active income. In determining whether a non-U.S. corporation is a PFIC, a pro rata portion of the income and assets of each corporation in which it owns, directly or indirectly, at least a 25% interest (by value) is taken into account.

Based on the current and projected composition of our income and assets, including the expected cash proceeds from this offering, and the valuation of our assets, including goodwill, we do not expect to become a PFIC in the current taxable year or the foreseeable future for U.S. federal income tax purposes. However, no assurance can be given that our Company will not be considered a PFIC in the current or any future taxable years. Our Company's possible status as a PFIC must be determined for each year and cannot be determined until the end of each taxable year. Because this determination is made annually at the end of each taxable year and is dependent upon a number of factors, some of which are beyond our Company's control, including the amount and nature of our Company's income and assets, as well as on the market valuation of our Company's assets, including goodwill, and Equity Shares, and because certain aspects of the PFIC rules are not entirely certain, there can be no assurance that our Company is not a PFIC and will not become a PFIC or that the IRS will agree with our conclusion regarding our PFIC status. If our Company was currently or were to become a PFIC, U.S. holders of Equity Shares would be subject to special rules and a variety of potentially adverse tax consequences under the Code.

If we are a PFIC for any fiscal year during which a U.S. holder holds our Equity Shares, we generally will continue to be treated as a PFIC with respect to that U.S. holder for all succeeding fiscal years during which the U.S. Holder holds our Equity Shares, unless we cease to meet the threshold requirements for PFIC status and that U.S. holder makes a qualifying "deemed sale" election with respect to the Equity Shares. If such an election is made, the U.S. holder will be deemed to have sold the Equity Shares it holds at their fair market value on the last day of the last fiscal year in which we qualified as a PFIC, and any gain from such deemed sale will be subject to the consequences described below. After the deemed sale election, the Equity Shares with respect to which the deemed sale election was made will not be treated as shares in a PFIC unless we subsequently become a PFIC.

If we are a PFIC for any taxable year during which a U.S. holder holds our Equity Shares, the U.S. holder may be subject to adverse tax consequences. Generally, gain recognized upon a disposition (including, under certain circumstances, a pledge) of our Equity Shares by the U.S. holder would be allocated ratably over the U.S. holder's holding period for such Equity Shares. The amounts allocated to the taxable year of disposition and to years before we became a PFIC would be taxed as ordinary income. The amount allocated to each other taxable year would be subject to tax at the highest rate in effect for that taxable year for individuals or corporations, as appropriate, and would be increased by an additional tax equal to interest on the resulting tax deemed deferred with respect to each such other taxable year. Further, to the extent that any distribution received by a U.S. holder on our Equity Shares exceeds 125% of the average of the annual distributions on such Equity Shares received during the preceding three years or the U.S. holder's holding period, whichever is shorter, that distribution would be subject to taxation in the same manner described immediately above with respect to gain on disposition.

If we are a PFIC for any fiscal year during which any of our non-U.S. subsidiaries is also a PFIC, a U.S. Holder of our Equity Shares during such year will be treated as owning a proportionate amount (by value) of the shares of the lower-tier PFIC for purposes of the application of these rules to such subsidiary. U.S. holders should consult their tax advisers regarding the tax consequences if the PFIC rules apply to any of our subsidiaries. Alternatively, if we are a PFIC and if our Equity Shares are "regularly traded" on a "qualified exchange", a U.S. holder may be eligible to make a mark-to-market election that would result in tax treatment different from the general tax treatment described above. Our Equity Shares would be treated as "regularly traded" in any calendar year in which more than a de minimis quantity of the Equity Shares are traded on a qualified exchange on at least 15 days during each calendar quarter. However, because a mark-to-market election cannot be made for equity interests in any lower-tier PFIC that we may own, a U.S. holder that makes a mark-to-market election with respect to us may continue to be subject to the PFIC rules with respect to any indirect investments held by us that are treated as an equity interest in a PFIC for U.S. federal income tax purposes. If a U.S. holder makes the mark-to-market election, the U.S. Holder generally will recognize as ordinary income any excess of the fair market value of the Equity Shares at the end of each taxable year over their adjusted tax basis, and will recognize an ordinary loss in respect of any excess of the adjusted tax basis of the Equity Shares over their fair market value at the end of the taxable year (but only to the extent of the net amount of income previously included as a result of the mark-to-market election). If a U.S. holder makes the election, the U.S. holder's tax basis in the Equity Shares will be adjusted to reflect these income or loss amounts. Any gain recognized on the sale or other disposition of our Equity Shares in a year when we are a PFIC will be treated as ordinary income and any loss will be treated as an ordinary loss (but only to the extent of the net amount of income previously included as a result of the mark-to-market election). If a U.S. holder makes a mark-to-market election it will be effective for the taxable year for which the election is made and all subsequent taxable years unless our Equity Shares are no longer regularly traded on a qualified exchange or the IRS consents to the revocation of the election. U.S. holders are urged to consult their tax advisers about the availability of the mark-to-market election, and whether making the election would be advisable in their particular circumstances.

Alternatively, a U.S. holder of stock in a PFIC may make a so-called "Qualified Electing Fund" election to avoid the PFIC rules regarding distributions and gain described above. The PFIC taxation regime would not apply to a U.S. holder who makes a QEF election for all taxable years that such U.S. Holder has held our Equity Shares while we are a PFIC, provided that we comply with specified reporting requirements. Instead, each U.S. holder who has made a valid and effective QEF election is required for each taxable year that we are a PFIC to include in income such U.S. Holder's pro rata share of our ordinary earnings as ordinary income and such U.S. Holder's pro rata share of our net capital gains as long-term capital gain, regardless of whether we make any distributions of such earnings or gain. The QEF election is made on a shareholder-by-shareholder basis and generally may be revoked only with the consent of the IRS. Our Company does not intend to provide to U.S. holders the information required to make a valid QEF election and our Company currently makes no undertaking to provide such information. Accordingly, it is currently anticipated that a U.S. holder will not be able to avoid the special tax rules described above by making the QEF election.

In addition, if we are a PFIC or, with respect to particular U.S. holders, are treated as a PFIC for the taxable year in which we paid a dividend or for the prior taxable year, the preferential rates discussed above with respect to dividends paid to certain non-corporate U.S. Holders would not apply.

If a U.S. Holder owns our Equity Shares during any year in which we are a PFIC, the U.S. Holder generally will be required to file an IRS Form 8621 (Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund) with respect to us, generally with the U.S. holder's federal income tax return for that year. If we are a PFIC for a given taxable year, you should consult your tax advisor concerning your annual filing requirements.

The U.S. federal income tax rules relating to PFICs are complex. U.S. holders are urged to consult their own tax advisers with respect to the ownership and disposition of our Equity Shares, the consequences if we are or become a PFIC, any elections available with respect to our Equity Shares, and the IRS information reporting obligations with respect to the ownership and disposition of our Equity Shares.

Information with Respect to Foreign Financial Assets

In addition, certain U.S. holders may be subject to certain reporting obligations with respect to Equity Shares if the aggregate value of these and certain other “specified foreign financial assets” exceeds $50,000. If required, this disclosure is made by filing Form 8938 with the IRS. Significant penalties can apply if U.S. holders are required to make this disclosure and fail to do so. In addition, a U.S. holder should consider the possible obligation for online filing of a FinCEN Report 114—Foreign Bank and Financial Accounts Report as a result of holding Equity Shares. U.S. holders are thus encouraged to consult their U.S. tax advisors with respect to these and other reporting requirements that may apply to their acquisition of Equity Shares.

Information Reporting and Backup Withholding

In general, information reporting requirements will apply to distributions made on our Equity Shares within the U.S. to a non-corporate U.S. holder and to the proceeds from the sale, exchange, redemption or other disposition of Equity Shares by a non-corporate U.S. holder to or through a U.S. office of a broker. Payments made (and sales or other dispositions effected at an office) outside the U.S. will be subject to information reporting in limited circumstances.

In addition, backup withholding of U.S. federal income tax may apply to such amounts if the U.S. holder fails to provide an accurate taxpayer identification number (or otherwise establishes, in the manner provided by law, an exemption from backup withholding) or to report dividends required to be shown on the U.S. holder’s U.S. federal income tax returns.

Backup withholding is not an additional income tax, and the amount of any backup withholding from a payment to a U.S. holder will be allowed as credit against the U.S. holder’s U.S. federal income tax liability provided that the appropriate returns are filed.

You should consult your own tax advisor as to the qualifications for exemption from backup withholding and the procedures for obtaining the exemption.

The foregoing does not purport to be a complete analysis of the potential tax considerations relating to this Issue, and is not tax advice. Prospective investors should consult their own tax advisors as to the particular tax considerations applicable to them relating to the purchase, ownership and disposition of the Equity Shares, including the applicability of the U.S. federal, state and local tax laws or non-tax laws, non-U.S. tax laws, and any changes in applicable tax laws and any pending or proposed legislation or regulations.

LEGAL PROCEEDINGS

We are involved in various legal proceedings from time to time, mostly arising in the ordinary course of business. These legal proceedings are primarily in the nature of, amongst others, tax disputes, criminal proceedings and civil proceedings, which are pending before various adjudicating forums.

*As on the date of this Preliminary Placement Document, except as disclosed below, there is no outstanding legal proceeding which has been considered material in accordance with our Company's policy in relation to disclosure of material events framed in accordance with Regulation 30 of the SEBI Listing Regulations. The SEBI ICDR Regulations mandate legal proceedings to be disclosed in accordance with the materiality policy framed under the SEBI Listing Regulations. In accordance with Regulation 30 of the SEBI Listing Regulations, all outstanding civil proceedings involving (which includes cases filed by and against) our Company where the amount involved exceeds 5% of average absolute value of profit or loss after tax in Fiscals 2024, 2022 and 2023, which is equivalent to ₹ 239.02 million, or above ("**Materiality Threshold**") shall be considered material and shall be disclosed in this Preliminary Placement Document.*

In addition to disclosing cases above the Materiality Threshold involving our Company, our Company has also disclosed in this section (solely for the purpose of the Issue) to the extent applicable (i) all outstanding criminal litigations involving (which includes cases filed by and against) our Company and our Directors; (ii) all outstanding actions (including show-cause notices received) initiated by any regulatory and/or statutory authorities such as SEBI (other than any consumer cases) or such similar authorities or Stock Exchanges, involving our Company and our Directors; (iii) a consolidated disclosure of all claims related to outstanding direct and indirect tax proceedings (including show cause notices) involving our Company and our Directors, giving the number of cases and total amount; (iv) all outstanding civil litigation/ arbitration proceedings involving (which includes cases filed by and against) our Company and our Directors, where the amount involved exceeds the Materiality Threshold; and (v) any other outstanding litigation whether or not involving our Company or our Directors which may be considered material by our Company for the purposes of disclosure in this section of this Preliminary Placement Document.

Further, as on the date of this Preliminary Placement Document: (i) there is no litigation or legal action, pending or taken, by any ministry or department of the government or a statutory authority against our Promoters during the last three years and no directions have been issued by such ministry or department or statutory authority upon conclusion of such litigation or legal action; (ii) there are no inquiries, inspections or investigations initiated or conducted (for which notices have been issued) under the Companies Act, 2013 or any previous company law in the last three years immediately preceding the year of this Preliminary Placement Document involving our Company or its subsidiaries, nor are there any prosecutions filed (whether pending or not), fines imposed, compounding of offences in the last three years immediately preceding the year of this Preliminary Placement Document involving our Company or its subsidiaries; (iii) there are no outstanding defaults by our Company including therein the amount involved, duration of default and present status, in repayment of (a) statutory dues; (b) debentures and interest thereon; (c) deposits and interests thereon; or loan from any bank or financial institution and interest thereon; (iv) there are no material frauds committed against our Company in the last three years; (v) there are no defaults in annual filing of our Company under the Companies Act, 2013 or the rules made thereunder; (vi) there are no significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of our Company and its future operations; and (vii) none of our Company, Promoters or Directors have been declared as a wilful defaulter or a fraudulent borrower.

It is clarified that for the purposes of the above, pre-litigation notices received by our Company and / or our Promoters or Directors from third parties (excluding statutory / regulatory / governmental authorities or notices threatening criminal action) shall, not unless otherwise decided by our Board of Directors, be considered as litigation proceedings till such time that our Company, our Directors and/or our Promoters, are impleaded as a defendant in any such litigation proceedings before any judicial forum.

I. Litigation involving our Company

(i) Criminal proceedings

As on the date of this Preliminary Placement Document, except as stated below, there are no other outstanding criminal proceedings involving our Company:

1. There are 108 matters filed by our Company under the provisions of the Negotiable Instruments Act, 1881

("**NI Act**") for the recovery of amounts due to our Company for which the cheques issued in favour of our Company were dishonoured. The aggregate amount involved in these matters amounts to ₹ 110.51 million. These matters are pending before various authorities.

2. An FIR was filed against our Company under Section 447 of the IPC and Section 30A of The Ancient Monuments and Archaeological Sites and Remains Act, alleging that our Company had undertaken certain construction activities near the Tuglaqabad Fort illegally. The matter is currently outstanding.

3. Our Company has filed an FIR dated January 14, 2021, under Sections 120B, 420, 465, 468, 471 and 408 of the IPC, against some of its former employees, alleging that such employees entered into a criminal conspiracy and generated fake purchase orders in the name of our Company, using forged documents, and have subsequently taken possession of the materials manufactured pursuant to these fake purchase orders. The matter is currently outstanding.

(ii) *Civil proceedings*

As on the date of this Preliminary Placement Document, except as stated below, there are no other outstanding civil proceedings involving our Company, which involve an amount equal to or above the Materiality Threshold, nor any outstanding litigation where the monetary liability is not quantifiable, but would result in an adverse outcome and would materially and adversely affect the operations or financial position of the Company:

Our Company filed a plaint ("**Plaint**") before the High Court of Delhi at New Delhi, ("**High Court**") against M/s. Kwality Electrico India and others ("**Respondents**"), in relation to the alleged infringement of our registered trademark 'KEI', including the word mark and the device mark KEI by the Respondents. The matter is currently pending.

(iii) *Actions initiated by regulatory and statutory authorities*

As on the date of this Preliminary Placement Document, there are no outstanding actions initiated by regulatory and statutory authorities against our Company.

(iv) *Tax Proceedings*

We have set out below claims relating to direct and indirect taxes involving our Company in a consolidated manner, as on the date of this Preliminary Placement Document, giving details of number of cases and total amount involved in such claims:

Particulars	Number of cases	Aggregate amount involved (in ₹ million)*
Direct tax		
- Income Tax	6	33.13
- TDS	1	0.94
Indirect tax		
- Excise duty	4	20.09
- Service tax	2	35.78
- GST/ Sales tax/ Entry tax	12	14.00
Total	**25**	**103.94**

* *To the extent quantifiable.*

II. Litigation involving our Directors

(i) *Criminal proceedings*

As on the date of this Preliminary Placement Document, there are no outstanding criminal proceedings involving our Directors, except as stated below:

1. Sushil Chaudhary, in his capacity as director of Picture Time Digiplex Private Limited ("**Complainant**") filed a complaint under Sections 383, 406, 415, 420, 506 and 120B of the IPC, alleging the offences of cheating, criminal breach of trust, criminal conspiracy, and extortion among others, in connection with

the alleged actions by our Director, Vinay Mittal and one other against the Complainant. The matter is currently pending.

(ii) *Civil proceedings*

As on the date of this Preliminary Placement Document, there are no outstanding civil proceedings involving our Directors, which involve an amount equal to or above the Materiality Threshold, nor any outstanding litigation where the monetary liability is not quantifiable but would result in an adverse outcome and would materially and adversely affect the operations or financial position of the Company.

(iii) *Actions initiated by regulatory and statutory authorities*

As on the date of this Preliminary Placement Document, there are no outstanding actions initiated by regulatory and statutory authorities against our Directors.

(iv) *Tax proceedings*

As on the date of this Preliminary Placement Document, there are no claims relating to direct and indirect taxes involving our Directors.

III. Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against our Promoters during the last three years immediately preceding the year of circulation of this Preliminary Placement Document and any direction issued by any such Ministry or Department or statutory authority upon conclusion of such litigation or legal action

There is no litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against our Promoters during the last three years immediately preceding the year of circulation of this Preliminary Placement Document and no direction has been issued by any such Ministry of Department or statutory authority upon conclusion of such litigation or legal action.

IV. Inquiries, inspections, or investigations under the Companies Act

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act, 1956 or Companies Act, 2013 or any previous company law in relation to our Company or its subsidiaries in the last three years immediately preceding the year of circulation of this Preliminary Placement Document. Also, there have been no prosecutions filed (whether pending or not), fines imposed, or compounding of offences in the last three years immediately preceding the year of this Preliminary Placement Document, involving our Company or its subsidiaries, except as stated below:

Our Company had applied for condonations of delay in filing the Form MGT-14 in connection with (i) board resolution passed on February 26, 2021 for approval of contribution of ₹ 0.50 million by the Company to the Secretary CPIM Kerala State Committee, and (ii) board resolution passed on February 18, 2019 for approval of a grant of a loan of up to AUD 250,000 to its subsidiary at the time, KEI Australia Cables PTY Ltd. Pursuant to orders dated February 3, 2022 and June 3, 2022 passed by the Ministry of Corporate Affairs, these delays were condoned subject to payment of the additional fees as prescribed under the Companies Act, 2013. The Forms MGT-14 have now been filed with the RoC, with the additional fees paid by our Company at the time of such filing.

V. Details of acts of material frauds committed against our Company in the last three years, if any, and if so, the action taken by the Company

There have been no material frauds committed against our Company for the Fiscals 2024, 2023 and 2022 and the six months ended September 30, 2024.

VI. Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of statutory dues; debentures and interests thereon; deposits and interest thereon; and loan from any bank or financial institution and interest thereon

There are no defaults in the payment of undisputed (considered as "not under litigation") statutory dues (provident fund, employees' state insurance, income-tax, custom duty and goods and service tax), repayment of debentures and interest thereon, repayment of deposit and interest thereon and repayment of loan from any bank or financial institution and interest thereon by our Company, outstanding as at September 30, 2024.

The Company has disputed statutory dues amounting to ₹ 103.94 million outstanding as on September 30, 2024 in India, relating to GST, Excise Duty, Sales Tax, Entry Tax, Income Tax, *etc.*, as follows:

Particulars	Amount (₹ in million)*
Sales tax / Entry tax demands under appeal	10.25
Income tax matters	
- Demand due to additions / disallowances during assessments, which are under appeal	34.07
Excise / Service tax / GST demands under appeal	59.62

**To the extent quantified.*

VII. Details of defaults in annual filing of our Company under the Companies Act, 2013 and the rules made thereunder

As on the date of this Preliminary Placement Document, our Company has not defaulted in any annual filing under the Companies Act, 2013, as amended, or the rules made thereunder.

VIII. Details of significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of the Company and its future operations

As on the date of this Preliminary Placement Document, there are no significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of our Company and its future operations.

IX. Summary of reservations, qualifications or adverse remarks of auditors in the last five Fiscals immediately preceding the year of circulation of this Preliminary Placement Document and of their impact on the financial statements and financial position of our Company and the corrective steps taken and proposed to be taken by our Company for each of the said reservations or qualifications or adverse remarks.

Except as disclosed below, there are no reservations, qualifications or adverse remarks of auditors in the respective audit reports of the audited consolidated financial statements of our Company for the last five Fiscals immediately preceding the year of circulation of this Preliminary Placement Document:

Financial year / period ended	Nature of Adverse Observation	Reservation, qualification, emphasis of matter or adverse remark	Impact on the financial statements and financial position of the Company	Corrective steps taken and / or proposed to be taken by the Company for each reservation, qualification, emphasis of matter and adverse remark
Financial year ended March 31, 2023	CARO – Clause I (c)	Title deed of one immovable property situated at Kheda, Gujarat was not in the name of company.	₹ 2.33 million	Sale deed executed by seller in favour of the Company along with stamp duty and registration charges and same was lodged with the concerned sub-registrar, however, original sale deed was yet to be received by the Company as at March 31, 2023. Original sale deed was later obtained on April 15, 2024.
Financial year ended March 31, 2022	CARO – Clause XX	There is a delay by the Company in transferring unspent Corporate Social Responsibility (CSR) amount, in respect of other than	₹ 36.25 million	Company transferred the amount unspent on CSR activities "other than Ongoing Projects" amounting to ₹ 36.25

Financial year / period ended	Nature of Adverse Observation	Reservation, qualification, emphasis of matter or adverse remark	Impact on the financial statements and financial position of the Company	Corrective steps taken and / or proposed to be taken by the Company for each reservation, qualification, emphasis of matter and adverse remark
		ongoing projects, to a fund specified in Schedule VII to the Act within a period of six months of the expiry of the previous financial year as per second proviso to sub-section (5) of Section 135 of the Companies Act, 2013. Total amount due to be transferred amounted to ₹ 36.25 million which was transferred with a delay of 171 to 173 days.		million between March 21, 2022 to March 23, 2022.
Financial year ended March 31, 2021	CARO - Clause X	During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, except for an instance where some of the Employees of the company, in connivance with certain dealers, misappropriated Cables/Wires, having an estimated value of ₹ 12.12 Million and for which the Management has taken appropriate steps for recovery of the amount misappropriated. (Refer Note 56.4 of standalone financial statements), we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of such case by the Management.	₹ 12.12 million	Company took immediate action by filing an FIR against the offenders and the matter is being investigated by the Police. The amount was recovered from insurance companies.

OUR STATUTORY AUDITORS

Our Company's Statutory Auditors, M/s. Pawan Shubham & Co., Chartered Accountants, are independent auditors with respect to our Company, as required by the Companies Act and in accordance with the guidelines issued by the ICAI. Our Statutory Auditors have been re-appointed as the statutory auditors of our Company for a term of five years by our Shareholders pursuant to their resolution dated September 7, 2022.

M/s. Pawan Shubham & Co., Chartered Accountants have audited the Audited Consolidated Financial Statements which are included in this Preliminary Placement Document in "*Financial Statements*" on page [●].

M/s. Pawan Shubham & Co., Chartered Accountants, have performed a review of the Unaudited Consolidated Financial Results for the six months ended September 30, 2024 and the six months ended September 30, 2023, and have issued limited review reports dated October 15, 2024, and October 31, 2023, respectively, on the Unaudited Consolidated Financial Results, which is included in this Preliminary Placement Document in "*Financial Statements*" on page [●].

GENERAL INFORMATION

- Our Company was formed pursuant to the conversion of a partnership firm, Krishna Electrical Industries, into a company. Our Company was incorporated as a public company with limited liability, on December 31, 1992, under the laws of the Republic of India, with a certificate of incorporation issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi.

- The Registered and Corporate Office of our Company is located at D-90, Okhla Industrial Area, Phase 1, New Delhi – 110 020, India. The CIN of our Company is L74899DL1992PLC051527. The website of our Company is www.kei-ind.com.

- The Issue was approved by the Board of Directors on October 15, 2024. Subsequently, our Shareholders approved the Issue through a special resolution passed on November 17, 2024.

- The Equity Shares have been listed on CSE since March 30, 1995, on BSE since March 31, 1995, and on NSE since March 23, 2006.

- Our Company has received in-principle approvals under Regulation 28(1) of the SEBI Listing Regulations to list the Equity Shares to be issued pursuant to the Issue on the Stock Exchanges on [●]. We shall apply to the Stock Exchanges for the final listing and trading approvals.

- Copies of our Memorandum of Association and Articles of Association will be available for inspection between 10:00 AM and 5:00 PM on any weekday (except public holidays) at our Registered and Corporate Office.

- Our Company has obtained all material consents, approvals and authorisations required in connection with the Issue.

- No change in control in our Company will occur consequent to the Issue.

- Except as disclosed in this Preliminary Placement Document, there has been no material change in the financial or trading position of our Company since March 31, 2024, the date of the latest audited financial statements prepared in accordance with Ind AS included in this Preliminary Placement Document.

- Except as disclosed in this Preliminary Placement Document, there are no material litigation or arbitration proceedings pending against or affecting us, or our assets or revenues, nor are we aware of any pending or threatened litigation or arbitration proceedings, which may have a material adverse effect on the Issue.

- Our Company confirms that it is compliant with the requirement of minimum public shareholding prescribed under the SEBI Listing Regulations and as per Rule 19A of the SCRR.

- The Floor Price is ₹ [●] per Equity Share, calculated in accordance with the provisions of Chapter VI of the SEBI ICDR Regulations. Our Company may offer a discount of not more than 5% on the Floor Price in accordance with the approval of the Shareholders accorded through a special resolution passed on November 17, 2024, and in terms of Regulation 176(1) of the SEBI ICDR Regulations.

- Kishore Kunal is the Company Secretary and Compliance Officer of our Company. His details are as follows:

  Kishore Kunal
  KEI Industries Limited
  D-90, Okhla Industrial Area,
  Phase 1, New Delhi - 110 020
  India
  Telephone: +91 11 2681 8840
  E-mail: cs@kei-ind.com

FINANCIAL STATEMENTS

PROPOSED ALLOTTEES IN THE ISSUE

In compliance with the requirements of Chapter VI of the SEBI ICDR Regulations, Allotment shall be made by our Company, in consultation with the Book Running Lead Managers, to Eligible QIBs only, on a discretionary basis. The names of the proposed Allottees and the percentage of post-Issue capital that may be held by them is set forth below. The details of the proposed Allottees, assuming that the Equity Shares are Allotted to them pursuant to the Issue, will be included in the Placement Document to be sent to such proposed Allottees.

S. No.	Name of the proposed Allottees*	Percentage of the post-Issue share capital held (%)^**
1.	[●]	[●]
2.	[●]	[●]

^Based on beneficiary position as on [●].

** The details of the proposed Allottees have been intentionally left blank and will be filled in before issuing of the Placement Document to such proposed Allottees.*

The post-Issue shareholding pattern (in percentage terms) of the proposed Allottees will be disclosed on the basis of their respective PAN, except in case of Mutual Funds, Insurance Companies, and FPIs (investing through different sub accounts having common PAN across such sub accounts) wherein their respective DP ID and Client ID has been considered.

*** Subject to Allotment in the Issue.*

DECLARATION

The Company certifies that all relevant provisions of Chapter VI read with Schedule VII of the SEBI ICDR Regulations have been complied with and no statement made in this Preliminary Placement Document is contrary to the provisions of Chapter VI and Schedule VII of the SEBI ICDR Regulations and that all approvals and permissions required to carry on the Company's business have been obtained, are currently valid and have been complied with. The Company further certifies that all the statements in this Preliminary Placement Document are true and correct.

Signed on behalf of the Board of Directors:

____

Name: Anil Gupta
Designation: Chairman-cum-Managing Director
DIN: 00006422

Date: [●]
Place: [●]

DECLARATION

We, the Board of Directors of the Company certify that:

(i) the Company has complied with the provisions of the Companies Act and the rules made thereunder;

(ii) the compliance with the Companies Act and the rules thereunder, does not imply that payment of dividend or interest or repayment of preference shares or debentures, if applicable, is guaranteed by the Central Government; and

(iii) the monies received under the Issue shall be used only for the purposes and objects indicated in this Preliminary Placement Document (which includes disclosures prescribed under Form PAS-4).

Signed on behalf of the Board of Directors:

____

Name: Anil Gupta
Designation: Chairman-cum-Managing Director
DIN: 00006422

Date: [●]
Place: [●]

I am authorized by the Board of our Company, through resolution dated October 15, 2024, to sign this form and declare that all the requirements of Companies Act and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and the Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

Signed by:

____

Name: Anil Gupta
Designation: Chairman-cum-Managing Director
DIN: 00006422

Date: [●]
Place: [●]

KEI INDUSTRIES LIMITED

Registered and Corporate Office: D-90, Okhla Industrial Area, Phase 1, New Delhi – 110 020, India
Website: www.kei-ind.com
Telephone: +91 11 2681 8840 / 8642 / 0242; **E-mail:** cs@kei-ind.com
Corporate Identity Number: L74899DL1992PLC051527

Company Secretary and Compliance Officer: Kishore Kunal
D-90, Okhla Industrial Area, Phase 1, New Delhi - 110 020, India
Telephone: +91 11 2681 8840; **E-mail**: cs@kei-ind.com

BOOK RUNNING LEAD MANAGERS

Nuvama Wealth Management Limited
801- 804, Wing A, Building No. 3,
Inspire BKC, G Block, Bandra Kurla Complex,
Bandra East, Mumbai – 400 051
Maharashtra, India

Jefferies India Private Limited
Level 16, Express Towers,
Nariman Point,
Mumbai – 400 021
Maharashtra, India

STATUTORY AUDITORS OF OUR COMPANY

M/s. Pawan Shubham & Co., Chartered Accountants
601, Roots Tower, Plot No. 7
District Center, Laxmi Nagar
Delhi – 110 092, India

LEGAL COUNSEL TO OUR COMPANY
As to Indian law

Khaitan & Co
Max Towers, 7th & 8th Floors, Sector 16B
Noida, Gautam Budh Nagar 201 301
Uttar Pradesh, India

LEGAL COUNSEL TO THE BOOK RUNNING LEAD MANAGERS
As to Indian law

Talwar Thakore & Associates
3rd Floor, Kalpataru Heritage
127, M. G. Road
Fort, Mumbai 400 001
Maharashtra, India

INTERNATIONAL LEGAL COUNSEL TO THE BOOK RUNNING LEAD MANAGERS

Hogan Lovells Lee & Lee
50 Collyer Quay
#10-01 OUE Bayfront
Singapore – 049321
Republic of Singapore

SAMPLE APPLICATION FORM

(Note: The format of the Application Form included herein below is for reference and for the purposes of compliance with applicable law only, and no Bids in this Issue should be made through the sample Application Form. The Company, in consultation with the BRLMs, will identify Eligible QIBs and circulate serially numbered copies of the Preliminary Placement Document and the Application Form, specifically addressed to such Eligible QIBs. Any application to be made in this Issue should be made only upon receipt of serially numbered copies of the Preliminary Placement Document and the Application Form, and not on the basis of the indicative format below.)

Wires & Cables **KEI INDUSTRIES LIMITED**	**APPLICATION FORM** **Name of the Bidder:** **Form. No.**
*KEI Industries Limited ("**Company**" or "**Issuer**") was formed pursuant to the conversion of a partnership firm, Krishna Electrical Industries, into a company on December 31, 1992, under the Companies Act, 1956. Our Company was incorporated as a public company with limited liability, on December 31, 1992 under the laws of the Republic of India, with a certificate of incorporation issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi (the "**RoC**").* **Registered and Corporate Office**: D-90, Okhla Industrial Area, Phase I, New Delhi – 110 020, India; **CIN**: L74899DL1992PLC051527; **Website**: www.kei-ind.com; **Telephone**: +91 11 2681 8840 / 8642 / 0242; **Email**: cs@kei-ind.com; **LEI**: **335800UDWBC2AWPU7M56; ISIN:** INE878B01027; **Contact Person:** Kishore Kunal, Company Secretary and Compliance Officer	**Date:**

QUALIFIED INSTITUTIONS PLACEMENT OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH (THE "EQUITY SHARES") FOR CASH, AT A PRICE OF ₹ [●] PER EQUITY SHARE (THE "ISSUE PRICE"), INCLUDING A PREMIUM OF ₹ [●] PER EQUITY SHARE, AGGREGATING UP TO ₹ [●] MILLION IN RELIANCE UPON CHAPTER VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS") AND SECTION 42 OF THE COMPANIES ACT, 2013, AS AMENDED (THE "COMPANIES ACT"), READ WITH RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014, AS AMENDED (THE "PAS RULES"), AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT AND THE RULES MADE THEREUNDER BY KEI INDUSTRIES LIMITED (THE "COMPANY" OR THE "ISSUER", AND SUCH ISSUE, THE "ISSUE"). THE APPLICABLE FLOOR PRICE OF THE EQUITY SHARES IS ₹ [●] PER EQUITY SHARE AND OUR COMPANY MAY OFFER A DISCOUNT OF UPTO 5% ON THE FLOOR PRICE, IN TERMS OF REGULATION 176(1) OF THE SEBI ICDR REGULATIONS AND AS APPROVED BY ITS SHAREHOLDERS.

Only Qualified Institutional Buyers ("QIBs") as defined in Regulation 2(1)(ss) of the SEBI ICDR Regulations and which: (a) are not excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations; (b) hold a valid and existing registration under the applicable laws in India (as applicable); (c) are not prohibited or debarred by any regulatory authority for buying or selling or dealing in securities or restricted from participating in the Issue under SEBI ICDR Regulations and other applicable laws; and (d) are eligible to invest in the Issue and submit this Application Form ("Eligible QIBs"). In addition to the above, with respect to the Issue, Eligible QIBs shall consist of (i) QIBs which are resident in India; (ii) a multilateral or bilateral development financial institution eligible to participate in the Issue under applicable laws, including Schedule II of the FEMA Rules (defined below); and (iii) Eligible foreign portfolio investors participating through Schedule II of the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended ("FEMA Rules"), the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019 (the "SEBI FPI Regulations") and any other applicable law (other than individuals, corporate bodies and family offices), that are eligible to participate in the Issue ("Eligible FPIs. Further, in terms of the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended, foreign venture capital investors ("FVCIs") are not permitted to participate in the Issue. Except as provided herein, other non-resident QIBs, in terms of the FEMA Rules, are not permitted to participate in the Issue. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws of the United States and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act ("Rule 144A")) ("U.S. QIBs") pursuant to Section 4(a)(2) of the U.S. Securities Act or exempt from or not subject to the registration requirements of the U.S. Securities Act and (b) in "offshore transactions" in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales made. There will be no public offering of the Equity Shares in the United States. You should note and observe the selling and transfer restrictions contained in the sections of the accompanying preliminary placement document dated [●] (the "PPD") titled "*Selling Restrictions*" and "*Purchaser Representations and Transfer Restrictions*" on pages [●] and [●], respectively.

ELIGIBLE NON-RESIDENT QIBS CAN PARTICIPATE IN THE ISSUE IN COMPLIANCE WITH FEMA RULES. ELIGIBLE FPIs ARE PERMITTED TO PARTICIPATE THROUGH SCHEDULE II OF THE FEMA RULES READ WITH THE RESTRICTIONS SPECIFIED IN THE "ISSUE PROCEDURE" SECTION OF THE PPD, SUBJECT TO COMPLIANCE WITH ALL APPLICABLE LAWS AND SUCH THAT THE SHAREHOLDING OF ELIGIBLE FPIs DO NOT EXCEED SPECIFIED LIMITS AS PRESCRIBED UNDER APPLICABLE LAWS IN THIS REGARD. PURSUANT TO PRESS NOTE NO. 3 (2020 SERIES), DATED APRIL 17, 2020, ISSUED BY THE DEPARTMENT FOR PROMOTION OF INDUSTRY AND INTERNAL TRADE, GOVERNMENT OF INDIA, AND RULE 6 OF THE FEMA RULES, INVESTMENTS BY AN ENTITY OF A COUNTRY WHICH SHARES LAND BORDER WITH INDIA OR WHERE THE BENEFICIAL OWNER OF SUCH INVESTMENT IS SITUATED IN OR IS A CITIZEN OF SUCH COUNTRY, MAY ONLY BE MADE THROUGH THE GOVERNMENT APPROVAL ROUTE, AS PRESCRIBED UNDER, AND IN CONFORMITY WITH THE FEMA RULES. ALLOTMENTS MADE TO AIFs AND VCFs IN THE ISSUE SHALL REMAIN SUBJECT TO THE RULES AND REGULATIONS APPLICABLE TO EACH OF THEM RESPECTIVELY, INCLUDING THE FEMA RULES. OTHER ELIGIBLE NON-RESIDENT QIBs SHALL PARTICIPATE IN THE ISSUE UNDER SCHEDULE I OF FEMA RULES. FVCIs ARE NOT PERMITTED

TO PARTICIPATE IN THE ISSUE.

To,

The Board of Directors
KEI Industries Limited
D-90, Okhla Industrial Area, Phase 1 New Delhi – 110 020, India

Dear Sirs,

On the basis of the serially numbered PPD of the Company, and subject to the terms and conditions mentioned in the other sections of the PPD and in this Application Form, we hereby submit our Bid for the Allotment of the Equity Shares at the terms and price indicated below. We confirm that we are an Eligible QIB as defined in Regulation 2(1)(ss) of the SEBI ICDR Regulations which (i) is not, (a) excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations or (b) are not prohibited or debarred by any regulatory authority for buying or selling or dealing in securities or restricted from participating in the Issue under the applicable laws, and (ii) is a resident in India or is a multilateral or bilateral development financial institution or is an eligible FPI participating through Schedule II of the FEMA Rules. We are not a promoter (as defined in SEBI ICDR Regulations) of the Company, or any person related to the Promoters, directly or indirectly and the Bid does not directly or indirectly represent the Promoters or members of the Promoter Group, or persons or entities related to the Promoters. Further, we confirm that we do not have any right under the shareholders' agreement or voting agreement entered into with Promoters or persons related to Promoters, veto rights or right to appoint any nominee director on the board of the Company. In addition, we confirm that we are eligible to invest in the Equity Shares under the SEBI ICDR Regulations and other applicable laws. We confirm that we are neither an AIF or VCF whose sponsor and manager is not Indian owned and controlled in terms of the FEMA Rules. We confirm that we are not an FVCI. We specifically confirm that our Bid for the Allotment of the Equity Shares is not in violation to the amendment made to Rule 6(a) of the FEMA Rules by the Central Government on April 22, 2020.

STATUS (Insert '✓' for applicable category)			
FI	Scheduled Commercial Banks and Financial Institutions	**IC**	Insurance Companies
MF	Mutual Funds	**VCF**	Venture Capital Funds
NIF	National Investment Fund	**FPI**	Eligible Foreign Portfolio Investor*
IF	Insurance Funds	**AIF**	Alternative Investment Fund**
SI-NBFC	Systemically Important Non-Banking Financial Companies	**OTH**	Others ____________ (Please specify)
**Foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended other than individuals, corporate bodies and family offices who are not allowed to participate in the Issue.* ** *Sponsor and Manager should be Indian owned and controlled.*			

We confirm that the Bid size / aggregate number of Equity Shares applied for by us, and which may be Allotted to us thereon will not exceed the relevant regulatory or approved limits under applicable laws. We confirm that our Bid will not result in triggering an open offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "**SEBI Takeover Regulations**"). We confirm that we have a valid and existing registration under applicable laws and regulations of India, and undertake to acquire, hold, manage or dispose of any Equity Shares that are Allotted to us, if applicable, in accordance with Chapter VI of the SEBI ICDR Regulations and undertake to comply with the SEBI ICDR Regulations, and all other applicable laws, including any reporting obligations. We confirm that, in relation to our application, each foreign portfolio investor ("**FPI**") as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended (other than individuals, corporate bodies and family offices), and including persons who have been registered under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended (such FPIs, "**Eligible FPIs**"), have submitted separate Application Forms, and asset management companies or custodians of mutual funds have specified the details of each scheme for which the application is being made along with the Bid Amount and number of Equity Shares bid for under each such scheme. We undertake that we will sign all such documents, provide such documents and do all such acts, if any, necessary on our part to enable us to be registered as the holder(s) of the Equity Shares that may be Allotted to us. We confirm that the signatory is authorized to apply on behalf of the Bidder and the Bidder has all the relevant approvals for applying in the Issue.

We note that the Company or any duly authorized committee thereof, is entitled, in consultation with Nuvama Wealth Management Limited and Jefferies India Private Limited, the book running lead managers in relation to the Issue (the "**BRLMs**") in their absolute discretion, to accept or reject this Application Form without assigning any reason thereof. We hereby accept the Equity Shares that may be Allocated to us, subject to the provisions of the memorandum of association and articles of association of the Company, applicable laws and regulations, the terms of the PPD, Placement Document and the confirmation of allocation note ("**CAN**"), when issued and the terms, conditions and agreements mentioned therein and request you to credit the same to our beneficiary account as per the details given below, subject to receipt of Application Form and the Bid Amount towards the Equity Shares that may be Allocated to us. The amount payable by us as Bid Amount for the Equity Shares applied for, has been/will be remitted to the designated bank account set out in this Application Form through electronic mode, along with this Application Form prior to or on the Bid / Issue Closing Date and such Bid Amount has been /will be transferred from a bank account maintained in our name, and in case we are joint holders, from the bank account of the person whose name appears first in the Application Form. We acknowledge and agree that we have not/shall not make any payment in cash or cheque. We are aware that (i) Allocation and Allotment in the Issue shall be at the sole discretion of the Company, in consultation with the BRLMs; and (ii) in the event that Equity Shares that we have applied for are not Allotted to us in full or at all, and/or the Bid Amount is in excess of the amount equivalent to the product of the Equity Shares that will be Allocated to us and the Issue Price, or the Company is unable to issue and Allot the Equity Shares offered in the Issue or if there is a cancellation of the Issue, the Bid Amount or a portion thereof, as applicable, will be refunded to the same bank account from which the Bid Amount has been paid by us.

We further understand, agree and consent that: (i) our names, address, PAN, phone number, bank account details, email-id, and the number of Equity Shares Allotted, along with other relevant information as may be required will be recorded by the Company in the format prescribed in terms of the PAS Rules; (ii) in the event that any Equity Shares are Allocated to us in the Issue, we are aware that our names will be included in the Placement Document as "proposed allottees", if applicable, along with the number of Equity Shares proposed to be Allotted to us, and the percentage of our post-Issue shareholding in the Company pursuant to the requirements under Form PAS-4 of the PAS Rules; and (iii) in the event that Equity Shares are Allotted to us in the Issue, the Company will place our name in the register of members of the Company as a holder of such Equity Shares that may be Allotted to us and in the Form PAS-3 filed by the Company with the Registrar of Companies, Delhi and Haryana at New Delhi as required in terms of the PAS Rules. We are also aware and agree that if we, together with any other QIBs belonging to the same group or under common control, are Allotted more than 5.00% of the Equity Shares in this Issue, the Company shall be required to disclose our name, along with the name of such other Allottees and the number of Equity Shares Allotted to us and to such other Allottees, on the website of National Stock Exchange of India Limited and the BSE Limited (together referred to as the **"Stock Exchanges"**), and we consent to such disclosure. Further, we agree to comply with the rules and regulations that are applicable to us, including in relation to the lock-in and restriction on transferability. In this regard, we authorize the Company to issue instructions to the depositories for such lock-in and restriction on transferability, as may be applicable to us.

By signing and/or submitting this Application Form, we hereby confirm and agree that the representations, warranties, acknowledgements and agreements as provided in the sections *"Notice to Investors", "Representations by Investors", "Issue Procedure", "Selling Restrictions"* and *"Purchaser Representations and Transfer Restrictions"* in the PPD are true and correct and acknowledge and agree that these representations and warranties are given by us for the benefit of the Company and the BRLMs, each of which is entitled to rely on and is relying on these representations and warranties in consummating the Issue.

By signing and/or submitting this Application Form, we hereby represent, warrant, acknowledge and agree as follows: (1) we have been provided a serially numbered copy of the PPD along with the Application Form, have read it in its entirety including in particular, the section "*Risk Factors"* therein and we have relied only on the information contained in the PPD and not on any other information obtained by us either from the Company, the BRLMs or from any other source, including publicly available information; (2) we will abide by the PPD and the Placement Document, this Application Form, the CAN, when issued, and the terms, conditions and agreements contained therein; (3) that if Equity Shares are Allotted to us pursuant to the Issue, we shall not sell such Equity Shares otherwise than on the floor of a recognised stock exchange in India for a period of one year from the date of Allotment and in compliance with the restrictions included in the section "*Purchaser Representations and Transfer Restrictions*" in the PPD; (4) we will not have the right to withdraw our Bid or revise our Bid downwards after the Bid / Issue Closing Date; (5) we will not trade in the Equity Shares credited to our beneficiary account maintained with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchanges; (6) Equity Shares shall be Allocated and Allotted at the sole and absolute discretion of the Company in consultation with the BRLMs and the submission of this Application Form and payment of the corresponding Bid Amount by us does not guarantee any Allocation or Allotment of Equity Shares to us in full or in part; (7) in terms of the requirements of the Companies Act, upon Allocation, the Company will be required to disclose names and percentage of post-Issue shareholding of the proposed Allottees in the Placement Document; however, disclosure of such details in relation to us in the Placement Document will not guarantee Allotment to us, as Allotment in the Issue shall continue to be at the sole discretion of the Company, in consultation with the BRLMs; (8) we, together with other persons that belong to our same group or are under common control, have not applied for more than 50.00% of the Issue and the number of Equity Shares Allotted to us pursuant to the Issue, together with other Allottees that belong to the same group or are under common control as us, shall not exceed 50.00% of the Issue. For the purposes of this representation: the expression 'belong to the same group' shall derive meaning from Regulation 180(2) of the SEBI ICDR Regulations i.e. entities where (i) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15.00% of the voting rights in the other; (ii) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (iii) there is a common director, excluding nominee and independent directors, amongst the Eligible QIBs, its subsidiary or holding company and any other Eligible QIB; and 'control' shall have the same meaning as is assigned to it under Regulation 2(1)(e) of the SEBI Takeover Regulations; (9) We agree to accept the Equity Shares applied for, or such lesser number of Equity Shares as may be Allocated to us, subject to the provisions of the memorandum of association and articles of association of the Company, applicable laws and regulations, the terms of the PPD and the Placement Document, this Application Form, the CAN, upon its issuance, and the terms, conditions and agreements mentioned therein and request you to credit the same to our beneficiary account with the Depository Participant as per the details given below.

By signing and/or submitting this Application Form, we further represent, warrant and agree that we have such knowledge and experience in financial and business matters that we are capable of evaluating the merits and risks of the prospective investment in the Equity Shares and we understand the risks involved in making an investment in the Equity Shares. No action has been taken by us or any of our affiliates or representatives to permit a public offering of the Equity Shares in any jurisdiction. We satisfy any and all relevant suitability standards for investors in Equity Shares, have the ability to bear the economic risk of our investment in the Equity Shares, have adequate means of providing for our current and contingent needs, have no need for liquidity with respect to our investment in Equity Shares and are able to sustain a complete loss of our investment in the Equity Shares. We acknowledge that once a duly filled Application Form is submitted by an Eligible QIB, whether signed or not, and the Bid Amount has been transferred to the Escrow Account (as detailed below), such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Bid / Issue Closing Date. In case Bids are being made on behalf of the Eligible QIB and this Application Form is unsigned, we confirm that we are authorized to submit this Application Form and provide necessary instructions for transfer of the Bid Amount to the Escrow Account, on behalf of the Eligible QIB.

We acknowledge that the Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or any state securities laws of the United States, and unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. By signing this Application Form and checking the applicable box above, we hereby represent that we are either (i) located within the United States and are "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) purchasing the Equity Shares pursuant to Section 4(a)(2) under the U.S. Securities Act or another applicable exemption from registration therein, or (ii) purchasing Equity Shares in an "offshore transaction" as defined in and in reliance upon Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales are made. We confirm that we have read and agree with the representations, warranties and agreements contained in the sections entitled "Selling Restrictions" and "Purchaser Representations and Transfer Restrictions" of the PPD.

<table>
<tr><th colspan="4">BIDDER DETAILS (In Block Letters)</th></tr>
<tr><td>NAME OF BIDDER*</td><td colspan="3"></td></tr>
<tr><td>NATIONALITY</td><td colspan="3"></td></tr>
<tr><td>REGISTERED ADDRESS</td><td colspan="3"></td></tr>
<tr><td>CITY AND CODE</td><td colspan="3"></td></tr>
<tr><td>COUNTRY</td><td colspan="3"></td></tr>
<tr><td>MOBILE NO.</td><td colspan="3"></td></tr>
<tr><td>PHONE NO.</td><td></td><td>FAX NO.</td><td></td></tr>
</table>

EMAIL ID	
FOR ELIGIBLE FPIs**	SEBI FPI REGISTRATION NO. ________________
FOR MF	SEBI MF REGISTRATION NO.
FOR AIFs***	SEBI AIF REGISTRATION NO.
FOR PENSION FUNDS	PENSION FUND REGULATORY AND DEVELOPMENT AUTHORITY REGISTRATION NO.
FOR VCFs***	SEBI VCF REGISTRATION NO.
FOR SI-NBFC	RBI REGISTRATION DETAILS
FOR INSURANCE COMPANIES	IRDAI REGISTRATION DETAILS ________________

**Name should exactly match with the name in which the beneficiary account is held. Bid Amount payable on Equity Shares applied for by joint holders shall be paid from the bank account of the person whose name appears first in the application. Mutual Fund bidders are requested to provide details of the bids made by each scheme of the Mutual Fund. Each Eligible FPI is required to fill a separate Application Form. Further, any discrepancy in the name as mentioned in this Application Form with the depository records would render the application invalid and liable to be rejected at the sole discretion of the Company and the BRLMs.*

*** In case you are an Eligible FPI holding a valid certificate of registration and eligible to invest in the Issue, please mention your SEBI FPI Registration Number.*

**** Allotments made to AIFs and VCFs in the Issue are subject to the rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirement. AIFs and VCFs should independently consult their own counsel and advisors as to investment in and related matters concerning the Issue.*

We are aware that the number of Equity Shares in the Company held by us, together with the number of Equity Shares, if any, Allocated to us in the Issue will be aggregated to disclose the percentage of our post-Issue shareholding in the Company in the Placement Document in line with the requirements under PAS-4 of the PAS Rules. For such information, the BRLMs have relied on the information provided by the Registrar for obtaining details of our shareholding and we consent and authorize such disclosure in the Placement Document.

DEPOSITORY ACCOUNT DETAILS		
Depository Name	National Securities Depository Limited	Central Depository Services (India) Limited
Depository Participant Name		
DP – ID	I N	
Beneficiary Account Number		(16-digit beneficiary A/c. No. to be mentioned above)

The demographic details like address, bank account details etc., will be obtained from the Depositories as per the beneficiary account given above. However, for the purposes of refund, if any, only the bank account details as mentioned below, from which the Bid Amount has been remitted for the Equity Shares applied for in the Issue will be considered.

PAYMENT DETAILS
REMITTANCE BY WAY OF ELECTRONIC FUND TRANSFER
By 3 p.m. (IST), [●], being the Issue Closing Date

BANK ACCOUNT DETAILS FOR PAYMENT OF BID AMOUNT THROUGH ELECTRONIC FUND TRANSFER			
Name of the Account	KEI INDUSTRIES LIMITED-QIP ESCROW ACCOUNT 2024	**Account Type**	Current Account
Name of Bank	Axis Bank Limited	**Address of the Branch of the Bank**	Mega Wholesale Banking Centre, Plot no. 25, 3rd Floor, Pusa Road, Karol Bagh, New Delhi-110005
Account Number	924020067963860	**IFSC Code**	UTIB0001609
Legal Entity Identifier Code	335800UDWBC2AWPU7M56	**Email and Telephone Number**	brhd1609@axisbank.com and 011-47396602, 8861799005 & 9910234646
SWIFT Code	AXISINBBA09	**Contact Person Name & No.**	Mr. Sudhanshu Shekhar Das - 8861799005 Mr. Raj Ratna Bhaskar - 9910234646

You are responsible for the accuracy of the bank account details mentioned below. You are aware that the successful processing of refunds if, any, shall be dependent on the accuracy of the bank account details provided by you. The Company and the BRLMs shall not be liable in any manner for refunds that are not processed due to incorrect bank account details.

The Bid Amount should be transferred pursuant to the Application Form only by way of electronic fund transfers, towards the Escrow Account**.** Payment of the entire Bid Amount should be made along with the Application Form on or before the closure of the Issue Period i.e. prior to or on the Bid / Issue Closing Date. All payments must be made in favor of "KEI INDUSTRIES LIMITED QIP-ESCROW ACCOUNT 2024" on or before the closure of the Bid / Issue Period i.e. within the Bid / Issue Closing Date. The payment for subscription to the Equity Shares to be allotted in the Issue shall be made only from the bank account of the person subscribing to the Equity Shares and in case of joint holders, from the bank account of the person whose name appears first in the Application Form.

RUPEE BANK ACCOUNT DETAILS (FOR REMITTANCE)

Bank Account Number		IFSC Code	
Bank Name		Bank Branch Address	

NO. OF EQUITY SHARES BID FOR		PRICE PER EQUITY SHARE (RUPEES)	
(In figures)	(In words)	(In figures)	(In words)
BID AMOUNT (RUPEES)			
(In figures)		(In words)	

DETAILS OF CONTACT PERSON			
Name:			
Address:			
Tel. No:		Fax No:	
Email:			

OTHER DETAILS	
PAN*	
Legal Entity Identifier Code	
Date of Application	
☐ **Signature of Authorized Signatory (may be signed either physically or digitally)**	

ENCLOSURES TO BE SUBMITTED*

1. Copy of the PAN Card or PAN allotment letter**
2. FIRC
3. Copy of the SEBI registration certificate as a Mutual Fund
4. Copy of the SEBI registration certificate as an Eligible FPI
5. Copy of the SEBI registration certificate as an AIF
6. Copy of the SEBI registration certificate as a VCF
7. Certified copy of the certificate of registration issued by the RBI as an SI-NBFC / a scheduled commercial bank
8. Copy of notification as a public financial institution
9. Copy of the IRDAI registration certificate
10. Copy of registration certificate received from the Pension Fund Regulatory and Development Authority
11. Certified true copy of power of attorney
12. Others, please specify________________

**A physical copy of the Application Form and relevant documents as required to be provided along with the Application Form shall be submitted as soon as practicable.*
***Please note that the Bidder should not mention the GIR number or any other identification number instead of the PAN, unless the Bidder is exempted from requirement of obtaining a PAN under the Income-tax Act, 1961, as the application is liable to be rejected on this ground.*
Note 1: Capitalized terms used but not defined herein shall have the same meaning as ascribed to them in the PPD and Placement Document.

Note 2: The Application Form may be rejected if any information provided is incomplete or inadequate, at the discretion of the Company in consultation with the BRLMs.

Note 3: The duly filed Application Form along with all enclosures shall be submitted to the BRLMs either through electronic form at the email mentioned in the PPD or through physical delivery at the address mentioned in PPD.

The Application Form and the PPD sent to you and the Placement Document which will be sent to you in electronic form, are specific to you and you may not distribute or forward the same and are subject to the disclaimers and restrictions contained or accompanying these documents.