Red Herring Prospectus
100% Book Building Issue
Dated: March 18, 2026
Please read Section 26, 28 and 32 of the Companies Act, 2013

(Please scan this QR code to view the RHP)

HIGHNESS MICROELECTRONICS LIMITED

(Formerly known as Highness Microelectronics Private Limited)

Corporate Identification Number: U72900MH2007PLC173854

Registered Office	Contact Person	Email and Telephone	Website
Office 1C3, 1st Floor, Gundecha Onclave, Kherani Road, Saki Vihar, Andheri (East), Mumbai- 400072, Maharashtra	**Ms. Preeti Paresh Rathi** (Company Secretary and Compliance Officer)	**Email Id:** cs@highnessmicro.com **Tel no:** 022-28507123, +91 84540 40540	www.highnessmicro.com

PROMOTERS OF THE COMPANY: MR. GAURAV MANJUL KEJRIWAL, MR. MANJUL KUMAR KEJRIWAL AND MRS. SHRUTI GAURAV KEJRIWAL

DETAILS OF THE OFFER

Type	Fresh Issue Size (In ₹ thousands)	OFS Size (In ₹ thousands)	Total Offer Size (In ₹ thousands)	Eligibility
Fresh Issue & Offer for Sale	Up to 16,53,600 Equity Shares amounting to ₹ [●]*	Up to 1,52,400 Equity Shares amounting to ₹ [●]*	Up to 18,06,000 Equity Shares amounting to ₹ [●]*	This offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR") read with Regulation 229(1) of the SEBI ICDR Regulations and in compliance with Regulation 253(1) and 253(2) of the SEBI ICDR Regulations read with SEBI ICDR (Amendment) Regulations, 2025 For details in relation to share reservation among Qualified Institutional Buyers, Non-Institutional Investors and Individual Investors see "Offer Structure" on page 307.

**Subject to finalization of Basis of Allotment*

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

NAME	TYPE	NO. OF SHARES OFFERED	WACA PER EQUITY SHARES (IN ₹) *
Mr. Gaurav Manjul Kejriwal	**Promoter**	**38,400 Equity Shares****	**Nil**
Mr. Manjul Kumar Kejriwal	**Promoter**	**1,14,000 Equity Shares****	**Nil**

* As certified by M/s Jain Vinay & Associates, Chartered Accountants, by way of their certificate dated September 22, 2025.
** *Subject to finalization of Basis of Allotment*

RISK IN RELATION TO THE FIRST OFFER

This being the first public offer of the Equity Shares, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10.00 each. The Floor Price, Cap Price and offer Price is **[●]** times of the face value of the Equity Shares. The Floor Price, Cap Price and offer Price (determined and justified by our Company and Selling shareholder in consultation with the Book Running Lead Manager) as stated in "***Basis for offer Price***" on page No. 108 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

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

COMPANY'S AND PROMOTER SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the offer, which is material in the context of the offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. The Selling Shareholders assume no responsibility, as a Selling Shareholders, for any other statement in this Red Herring Prospectus, including, inter alia, any of the statements made by or relating to our company or our company's business or any other person(s).

LISTING

The Equity Shares issued through the Red Herring Prospectus are proposed to be listed on the SME Platform of BSE Limited in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received 'In-Principle' approvals from BSE for the listing of the Equity Shares pursuant to letters dated December 30, 2025. For the purposes of the offer, the Designated Stock Exchange shall be BSE Limited.

BOOK RUNNING LEAD MANAGER TO THE OFFER	REGISTRAR TO OFFER
FINTELLECTUAL CORPORATE ADVISORS PRIVATE LIMITED **Address:** B-20, Second Floor, Sector- 1, Noida, Gautam Buddha Nagar, Uttar Pradesh- 201301 **Telephone:** +91-120-4266080 **Contact person:** Mr. Amit Puri/ Mr. Pramod Negi **Email:** ipo@fintellectualadvisors.com **Website:** www.fintellectualadvisors.com **SEBI Registration Number:** INM000012944 **CIN:** U74999DL2021PTC377748	**SKYLINE FINANCIAL SERVICES PRIVATE LIMITED** **Address:** D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020. **Contact No.:** 011-40450193-197 **Contact person:** Mr. Anuj Rana **Email:** ipo@skylinerta.com **Investor Grievance Email:** grievances@skylinerta.com **Website:** https://www.skylinerta.com/ **SEBI Registration No.:** INR000003241 **CIN:** U74899DL1995PTC071324

OFFER PROGRAMME

Anchor Bid/offer Opens on*:	Bid/offer Opens On :	Bid/ Offer Closes On**:
March 23, 2026	March 24, 2026	March 27, 2026***

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

Red Herring Prospectus
100% Book Built Issue
Dated: March 18 , 2026
Please read Section 26, 28 and 32 of the Companies Act, 2013

HIGHNESS MICROELECTRONICS LIMITED
(Formerly known as Highness Microelectronics Private Limited)
Corporate Identification Number: U72900MH2007PLC173854

Our company was originally incorporated on September 6, 2007, as a private limited company under the name and style of 'Highness Micro Electronics Private Limited', under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation issued by the Registrar of Companies, Mumbai. Further, pursuant to a resolution passed by our shareholders in its meeting held on February 8, 2008, the name of our company was changed to 'Highness Microelectronics Private Limited' and a fresh certificate of incorporation dated March 5, 2008, was issued by the Registrar of Companies, Mumbai. Subsequently, our company was converted into a public limited company pursuant to a resolution passed by the shareholders in an extraordinary general meeting held on August 31, 2024, and the name of our company was changed to 'Highness Microelectronics Limited' vide fresh certificate of incorporation dated November 11, 2024, was issued by the Registrar of Companies, Central Processing Centre. The corporate identification number of our company is U72900MH2007PLC173854. For further details, please refer to section titled ***"Our History and Certain Other Corporate Matters"*** beginning on page 174 of this Red Herring Prospectus.

Registered Office: Office 1C3, 1st Floor, Gundecha Onclave, Kherani Road, Saki Vihar, Andheri (East), Mumbai- 400072, Maharashtra
Contact Person: Ms. Preeti Paresh Rathi **Email Id:** investor@highnessmicro.com **Tel No**: 022-28507123**; Website:** www.highnessmicro.com
PROMOTERS OF OUR COMPANY: MR. GAURAV MANJUL KEJRIWAL, MR. MANJUL KUMAR KEJRIWAL AND MRS. SHRUTI GAURAV KEJRIWAL

DETAILS OF THE OFFER
INITIAL PUBLIC OFFER OF UPTO 18,06,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH OF HIGHNESS MICROELECTRONICS LIMITED (THE "COMPANY" OR THE "OFFEROR ") AT AN OFFER PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) FOR CASH, AGGREGATING UPTO ₹ [●] THOUSAND ("PUBLIC OFFER") COMPRISING OF A FRESH ISSUE UPTO 16,53,600 EQUITY SHARES AGGREGATING TO ₹ [●]/-THOUSAND (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UPTO 38,400 EQUITY SHARES BY MR. GAURAV MANJUL KEJRIWAL AND UPTO 1,14,000 EQUITY SHARES BY MR. MANJUL KUMAR KEJRIWAL ("THE PROMOTER SELLING SHAREHOLDERS"), AGGREGATING UPTO 1,52,400 EQUITY SHARES BY THE PROMOTER SELLING SHAREHOLDERS ("OFFER FOR SALE") AGGREGATING UPTO ₹ [●]/-THOUSAND, OUT OF WHICH 91,200 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT AN OFFER PRICE OF ₹ [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●]/- PER EQUITY SHARE AGGREGATING TO ₹ [●]THOUSAND WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE OFFER (THE "MARKET MAKER RESERVATION PORTION"). THE OFFER LESS THE MARKET MAKER RESERVATION PORTION i.e. NET OFFER OF 17,14,800 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT AN OFFER PRICE OF ₹ [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●]/- PER EQUITY SHARE AGGREGATING TO ₹ [●]THOUSAND IS HEREIN AFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER WILL CONSTITUTE 34.98 % AND 33.21%, RESPECTIVELY, OF THE POST OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDER IN CONSULTATION WITH THE BRLM ADVERTISED IN [●] EDITION OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND [●] EDITION OF [●] CIRCULATED HINDI NATIONAL DAILY NEWSPAPER. AND ALL EDITION OF [●] REGIONAL NEWSPAPER (MARATHI REGIONAL LANGUAGE OF MAHARASHTRA WHERE OUR REGISTERED OFFICE IS LOCATED). AT LEAST TWO WORKING DAYS PRIOR TO THE OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED ("BSE") FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE. FOR FURTHER DETAILS KINDLY REFER TO CHAPTER TITLED "TERMS OF THE OFFER" BEGINNING ON PAGE 260 OF THIS RED HERRING PROSPECTUS.
In case of any revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company for reasons to be recorded in writing extend the Bid/offer Period for a minimum of three Working Days, subject to the Bid/offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the website of the BRLM and at the terminals of the Members of the Syndicate and by intimation to Designated Intermediaries and Sponsor Bank.
This offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR") read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 (1) and 253 (2) of the SEBI ICDR Regulations read with SEBI ICDR (Amendment) Regulations, 2025, wherein not more than 50.00% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company and the selling shareholders in consultation with the BRLMs may allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"). Further, pursuant to the SEBI (ICDR) (Third Amendment) Regulations, 2025, forty per cent of the anchor investor portion, within the limits specified in sub-paragraph (b) of paragraph 10 (d) of Part A of Schedule XIII of the SEBI ICDR Regulations, 2018, shall be reserved as under: (i) 33.33% for domestic mutual funds and (ii) 6.67% for life insurance companies and pension funds. Any undersubscription in the reserved category specified in clause (ii) above may be allocated to domestic mutual funds. In the event of undersubscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) ("Net QIB Portion"). Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, the SEBI ICDR Regulations read with SEBI ICDR (Amendment) Regulations, 2025, states that not less than 35% of the Net Offer shall be available for allocation to Individual Investors who applies for minimum application size. Not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than two lots and up to such lots as equivalent to not more than ₹ 10.00 Lakhs and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 10.00 Lakhs and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Subject to the availability of shares in non-institutional investors' category, the allotment to each Non-Institutional Investors shall not be less than the minimum application size in Non-Institutional Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI (ICDR) (Amendment) Regulations, 2025. All Potential Bidders, other than Anchor Investors, are required to participate in the Offer by mandatorily utilising the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self-Certified Syndicate Banks ("SCSBs") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, please refer to the chapter titled "Offer Procedure" on page No. 271 of this Red Herring Prospectus. Provided further that for the purpose of public offer by an issuer to be listed /listed on SME exchange made in accordance with Chapter IX of these regulations, the words "retail individual investors" shall be read as words "individual investors who applies for minimum

application size".

ELIGIBLE INVESTORS

For details in relation to Eligible Investors, please refer to section titled ***"Offer Procedure"*** beginning on page 271 of this Red Herring Prospectus.

RISK IN RELATION TO THE FIRST OFFER

This being the first offer of the issuer, there has been no formal market for the securities of the issuer. The face value of the equity shares is ₹. 10/-. The Offer price/floor price/price band should not be taken to be indicative of the market price of the specified securities after the specified securities are listed. No assurance can be given regarding an active or sustained trading in the equity shares of the issuer nor regarding the price at which the equity shares will be traded after listing.

GENERAL RISKS

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

COMPANY'S AND PROMOTER SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to the Company and the offer, which is material in the context of the offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. The selling shareholders assume no responsibility, as a selling shareholder, for any other statement in this Red Herring Prospectus, including, inter alia, any of the statements made by or relating to our company or our company's business or any other person(s).

LISTING

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the SME Platform of BSE Limited in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time. Our Company has received 'in-principle' approvals from BSE for the listing of the Equity Shares pursuant to letters dated December 30, 2025. For the purposes of the offer, the Designated Stock Exchange shall be BSE Limited.

BOOK RUNNING LEAD MANAGER TO THE OFFER	REGISTRAR TO THE OFFER
FINTELLECTUAL CORPORATE ADVISORS PRIVATE LIMITED **Corporate Office:** B-20, Second Floor, Sector-1, Noida-201301, Uttar Pradesh, India **Tel:** +91 120 4266080 **E-mail:** ipo@fintellectualadvisors.com **Investor Grievance E-mail**: investors@fintellectualadvisors.com **Contact Person**: Mr. Amit Puri/ Mr. Pramod Negi **Website**: www.fintellectualadvisors.com **SEBI Registration No.:** INM000012944 **CIN:** U74999DL2021PTC377748	**SKYLINE FINANCIAL SERVICES PRIVATE LIMITED** **Address:** D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020. **Contact No.:** 011-40450193-197 **Email:** ipo@skylinerta.com **Investor Grievance Email:** grievances@skylinerta.com **Website:** https://www.skylinerta.com/ **Contact Person:** Mr. Anuj Rana **SEBI Registration No.:** INR000003241 **CIN:** U74899DL1995PTC071324

OFFER PROGRAMME

ANCHOR BID/ OFFER OPENS/CLOSES ON*: March 23, 2026	**OFFER OPENS ON:** March 24, 2026	**BID/ OFFER CLOSES ON**:** March 27, 2026***

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

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

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

This space has been left blank intentionally

[THIS PAGE HAS BEEN LEFT BLANK PURSUANT TO SCHEDULE VI OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.]

CONTENTS

SECTION I- GENERAL **2**
DEFINITIONS AND ABBREVIATIONS 2
CERTAIN CONVENTIONS, USE OF FINANCIAL INFORMATION AND MARKET DATA AND CURRENCY OF FINANCIAL PRESENTATION 17
FORWARD LOOKING STATEMENTS 19
SECTION II – SUMMARY OF RED HERRING PROSPECTUS **21**
SECTION III - RISK FACTORS **28**
SECTION IV – INTRODUCTION **56**
THE OFFER 56
SUMMARY OF RESTATED FINANCIAL STATEMENTS 59
GENERAL INFORMATION 64
CAPITAL STRUCTURE 75
OBJECTS OF THE OFFER 88
BASIS FOR OFFER PRICE 108
STATEMENT OF SPECIAL TAX BENEFITS 115
SECTION V - ABOUT THE COMPANY **118**
INDUSTRY OVERVIEW 118
OUR BUSINESS 127
KEY REGULATIONS AND POLICIES 161
OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS 174
OUR MANAGEMENT 180
OUR PROMOTERS & PROMOTER GROUP 204
RELATED PARTY TRANSACTION 212
DIVIDEND POLICY 213
SECTION VI - FINANCIAL INFORMATION **214**
RESTATED FINANCIAL STATEMENTS 214
OTHER FINANCIAL INFORMATION 215
CAPITALISATION STATEMENT 216
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS 217
FINANCIAL INDEBTEDNESS 231
SECTION VII – LEGAL AND OTHER INFORMATION **233**
OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS 233
GOVERNMENT AND OTHER APPROVALS 240
OUR GROUP COMPANY 245
OTHER REGULATORY AND STATUTORY DISCLOSURES 246
SECTION VIII: OFFER RELATED INFORMATION **260**
TERMS OF THE OFFER 260
OFFER PROCEDURE 271
OFFER STRUCTURE 307
RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES 312
SECTION IX - MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION OF OUR COMPANY **316**
SECTION X- OTHER INFORMATION **340**
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION 340
SECTION XI – DECLARATION **342**

SECTION I- GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates, requires or implies, the following terms shall have the following meanings in this Red Herring Prospectus. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments, modifications or re-enactments notified thereto.

Notwithstanding the foregoing, terms in "Main Provisions of the Articles of Association", "Statement of Possible Tax Benefits", "Industry Overview", "Key Industry Regulations and Policies", "Financial Statements", "Outstanding Litigation and Material Developments", will have the meaning as described to such terms in these respective sections.

In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

The words and expressions used but not defined in this Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act, the Securities and Exchange Board of India Act, 1992 ("SEBI Act"), the SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder, as applicable.

General Terms

Term	Description
"Highness Microelectronics" "Highness", "We" or "us" or "our Company" or "the Issuer' or "the Company"	Unless the context otherwise requires, it refers to Highness Microelectronics Limited (Formerly Known as Highness Microelectronics Private Limited) a company incorporated under the Companies Act, 1956, vide Corporate Identification Number U72900MH2007PLC173854 and having registered office at Office 1C3, 1st Floor, Gundecha Onclave, Kherani Road, Saki Vihar, Andheri (East), Mumbai- 400072.
"we", "us", or "our"	Unless the context otherwise indicates or implies, refers to our Company.
"you", "your", or "yours"	Prospective Investor in this Offer

Company Related Terms

Terms	Description
Articles / Articles of Association AOA	The Articles/ Articles of Association of our Company, as amended from time to time.
Additional Director	Additional Director of our company.
Associate Companies	A body corporate in which any other company has a significant influence, but which is not a subsidiary of the company having such influence and includes a joint venture company.
Audit Committee	The committee of the Board of Directors constituted as the Company's Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and rules made thereunder and disclosed as such in the chapter titled "Our Management" on page 180 of this Red Herring Prospectus.
Auditor/ Statutory Auditor/ Peer Review Auditor	Statutory and peer review auditor of our Company, namely M/s. Jain Vinay & Associates., Chartered Accountants (FRN: 006649W), Peer Review certificate number (019784), having their office at 301, Shree Mangalam, Opp. Gopal Garden High School, Kulupwadi, Nr. National Park, W.E. Highway, Borivali(E), Mumbai-400066, Maharashtra, India.
Board of Directors / Board/ Director(s)	Board of Directors of Highness Microelectronics Limited or a duly constituted committee thereof.
Banker to our Company	Saraswat Co-Operative Bank Ltd.

Central Registration Centre (CRC)	It's an initiative of Ministry of Corporate Affairs (MCA) in Government Process Reengineering (GPR) with the specific objective of providing speedy incorporation related services in line with global best practices. For more details, please refer http://www.mca.gov.in/MinistryV2/central+registration+centre+content+page.html
Chairman	The Chairman of our Board of Directors.
Companies Act	The Companies Act, 2013 including provisions of the Companies Act, 1956, to the extent not repealed.
Company Secretary and Compliance Officer	Ms. Preeti Paresh Rathi, the Company Secretary and the Compliance Officer of our Company.
Chief Financial Officer/ CFO	Mr. Mayurkumar Laxmidas Gori, the Chief Financial Officer of our Company.
Depositories Act	The Depositories Act, 1956, as amended from time to time.
Director(s)	The director(s) on the Board of our Company as described in "Our Management" beginning on 167 of this Red Herring Prospectus
Equity Shares	Equity shares of our Company of face value of ₹ 10 each.
Equity Shareholders	Persons holding equity shares of our Company.
Executive Directors	The whole-time directors/ Executive directors on our Board
Group Companies	In terms of SEBI ICDR Regulations, the term 'group companies' includes include companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards and also other companies as are considered material by the Board and such other companies as considered material by our Board in accordance with the Materiality Policy, and as identified in "Our Group Companies" beginning on of this Red Herring Prospectus.
Independent Director(s)	The independent director(s) of Highness Microelectronics Limited, in terms of Section 2(47) and Section 149(6) of the Companies Act, 2013.
Indian GAAP	Generally Accepted Accounting Principles in India
ISIN	International Securities Identification Number, i.e. INE1KI801019
Key Managerial Personnel / KMP	Key managerial personnel of Highness Microelectronics Limited in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013 and as disclosed in "Our Management" beginning on 167 of this Red Herring Prospectus.
Materiality Policy	The policy adopted by our Board on September 09, 2025, for identification of material Group Companies, material outstanding litigation and material dues outstanding to creditors in respect of our Company, pursuant to the disclosure requirements under the SEBI ICDR Regulations.
Managing Director/ MD	Managing Director of our Company, Mr. Gaurav Manjul Kejriwal
MOA/Memorandum of Association	Memorandum of Association of Highness Microelectronics Limited, as amended from time to time.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, as described in "Our Management" beginning on 167 of this Red Herring Prospectus.
Non-Executive Directors	Non-Executive Director(s) of our company is Mr. Manjul Kumar Kejriwal.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validity constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Promoters	The promoters of our Company, namely Mr. Gaurav Manjul Kejriwal, Mr. Manjul Kumar Kejriwal and Mrs. Shruti Gaurav Kejriwal as disclosed in "Our Promoters and Promoter Group" beginning on page 204 of this Red Herring Prospectus.
Promoters Group	The persons and entities constituting the promoter group of our Company in terms

	of Regulation 2(1) (pp) of the SEBI ICDR Regulations. For details, see "Our Promoters and Promoter Group" on page 204 of this Red Herring Prospectus
Registered Office	The registered office of our Company situated at 1C3, 1st Floor, Gundecha Onclave, Kherani Road, Saki Vihar, Andheri (East), Mumbai- 400072, Maharashtra.
Registrar of Companies/ ROC	The Registrar of Companies, Mumbai, situated at 100, Everest, Marine Drive, Mumbai-400002, Maharashtra.
Restated Financial Statement / Restated Financial Information	The Restated Financial statements of our Company, which comprises the restated statement of Assets and Liabilities as at December 31, 2025, March 31, 2025, March 31, 2024 and March 31, 2023 and the restated statements of profit and loss and the restated cash flows for the period ended December 31, 2025 and financial year ended March 31, 2025, March 31, 2024 and March 31, 2023 of our Company prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Revised Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto.
SME Exchange	A trading platform of a recognized stock exchange having nationwide trading terminals permitted by SEBI to list the specified securities issued in accordance with the SEBI ICDR Regulations and includes stock exchange granted recognition for this purpose but does not include the Main Board.
SEBI	Securities and Exchange Board of India, constituted under the SEBI Act, 1992.
SEBI Act	Securities and Exchange Board of India Act 1992, as amended from time to time.
SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
SEBI (LODR) Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
SEBI (Takeover) Regulations	SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997 and 2011, as amended from time to time.
Stakeholders' Relationship Committee	The committee of the Board of Directors constituted as our Company's Stakeholders' Relationship Committee in accordance with Regulation 20 of the SEBI Listing Regulations. For details, see "Our Management" on 167 of this Red Herring Prospectus.
Whole-time Director / WTD	Whole-Time Director of our Company is Mrs. Shruti Gaurav Kejriwal.

Offer Related Terms

Terms	Description
Abridged Prospectus	Abridged Prospectus to be issued under Regulation 255 of SEBI ICDR Regulations and appended to the Application Form.
Acknowledgement Slip	The slip or document issued by a Designated Intermediary(ies) to an applicant as proof of registration of the Bid cum Application Form.
Allotment/ Allot/ Allotted	Unless the context otherwise requires, allotment of the Equity Shares (in case of the Fresh Issue) or transfer (in case of the Offer for Sale), of the Equity Shares by the Company and the Selling Shareholders, respectively pursuant to the Offer to in each case successful Bidders.
Allotment Advice	A note or advice or intimation of Allotment sent to the Successful Applicants who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	The successful applicant to whom the Equity Shares are being / have been allotted.
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Draft Red Herring Prospectus/ Red Herring Prospectus and who has Bid for an amount of at least ₹ 200 lakhs.
Anchor Investor Allocation	The price at which Equity Shares will be allocated to the Anchor Investors in terms

Price	of the Draft Red Herring Prospectus/ Red Herring Prospectus and the Prospectus, which will be decided by our Company and Selling Shareholders, in consultation with the Book Running Lead Manager during the Anchor Investor Bid/ Period
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion, and which will be considered as an application for Allotment in terms of the Draft Red Herring Prospectus/ Red Herring Prospectus and the Prospectus
Anchor Investor Bidding Date	The day, being one Working Day prior to the Bid/ Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Manager will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Draft Red Herring Prospectus/ Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the offer price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company and Selling Shareholders, in consultation with the BRLM
Anchor Investor Portion	Up to 60% of the QIB Portion, which may be allocated by our Company and the Investor Promoter Selling Shareholders, in consultation with the BRLM, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. Further, pursuant to the SEBI (ICDR) (Third Amendment) Regulations, 2025, forty per cent of the anchor investor portion, within the limits specified in sub-paragraph (b) of paragraph 10 (d) of Part A of Schedule XIII of the SEBI ICDR Regulations, 2018, shall be reserved as under: (i) 33.33% for domestic mutual funds and (ii) 6.67% for life insurance companies and pension funds. Any undersubscription in the reserved category specified in clause (ii) above may be allocated to domestic mutual funds. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion.
Applicant / Investor	Any prospective investor who makes an application for Equity Shares of our Company in terms of this Red Herring Prospectus.
Application Form	The Form in terms of which the prospective investors shall apply for our Equity Shares in the Offer.
Application Amount	The number of Equity Shares applied for and as indicated in the Application Form multiplied by the price per Equity Share payable by the applicants on submission of the Application Form.
ASBA/ Application Supported by Blocked Amount.	An application (whether physical or electronic) by an ASBA Applicant to make an Application authorizing an SCSB to block the Application Amount in the specified Bank Account maintained with such SCSB and will include application made by IIs using the UPI mechanism, Where the application amount will be blocked upon acceptance of UPI mandate Request by IIs.
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder.
ASBA Applicant(s)	Any prospective investor who makes an application pursuant to the terms of the Red Herring Prospectus and the Application Form including through UPI mode (as applicable).
ASBA Form	An application form, whether physical or electronic, used by ASBA Applicants to submit Application through the ASBA process, which will be considered as the application for the Allotment in terms of this Red Herring Prospectus.
Banker(s) to the Offer/ Refund Bank	Collectively, the Escrow Collection Bank (s), Refund Bank(s), Public Issue Account Bank(s) and the Sponsor Bank.
Basis of Allotment	The basis on which Equity Shares will be Allotted to the successful Applicants under the Offer and which is described under chapter titled "Offer Procedure"

	beginning on 256 of this Red Herring Prospectus.
Bid	An indication to make an Offer during the Bid/ Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the relevant Bid cum Application Form. The term "Bidding" shall be construed accordingly.
Bidder	Any investor who makes a Bid pursuant to the terms of the Draft Red Herring Prospectus/ Red Herring Prospectus and the Bid cum Application Form, and unless otherwise stated or implied, includes an Anchor Investor.
Bid Amount	The amount at which the bidder makes a bid for the Equity Shares of our Company in terms of Red Herring Prospectus
Bid Cum Application Form	The form in terms of which the bidder shall make a bid, including ASBA Form, and which shall be considered as the bid for the Allotment pursuant to the terms of this Red Herring Prospectus.
Bid Lot	2 Lot of Equity Shares and in multiples of 1200 Equity Shares thereafter.
Bidding/Collection Centres	Centres at which the Designated intermediaries shall accept the ASBA Forms, i.e. Designated SCSB Branch for SCSBs, specified locations for syndicate, broker centre for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
Book Running Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
BRLM/ Book Running Lead Manager	Book Running Lead Manager to the Offer, in this case being M/s. Fintellectual Corporate Advisors Private Limited.
Broker Centers	Broker centers notified by the Stock Exchanges, where the Applicants can submit the Application Forms to a Registered Broker. The details of such broker centers, along with the name and contact details of the Registered Brokers, are available on the website of the BSE Limited on the following link www.bseindia.com
BSE	BSE Limited
Business Day	Monday to Friday (Except public holidays)
CAN or Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which will be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Cap Price	The higher end of the Price Band, above which the Offer Price and Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price.
Collecting Depository Participant(s)/ CDP(s)	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI, as per the list available on the website of BSE, as updated from time to time (www.bseindia.com).
Circular on streamlining of Public Issues/ UPI Circular	Circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 amended by circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019 and circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019 SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/47 dated March 31, 2021, SEBI circular no.

	SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 and any subsequent circulars or notifications issued by SEBI or any other governmental authority in this regard.
Client ID	Client Identification Number maintained with one of the Depositories in relation to Demat account
Controlling Branches of SCSBs	Such branches of SCSBs which coordinate Applications under the Offer with the Registrar and the Stock Exchange, a list of which is available on the website of SEBI at http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	The demographic details of the Applicants such as Applicant's address, PAN, Occupation, bank account details and UPI ID (if applicable)
Depository / Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996, as amended from time to time, being NSDL and CDSL
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the Application Forms and in case of IIs only ASBA Forms with UPI. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. (www.bseindia.com)
Designated Date	The date on which relevant amounts are transferred from the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, and the instructions are issued to the SCSBs (in case of IIs using UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account or the Refund Account, as the case may be, in terms of the Prospectus following which Equity Shares will be Allotted in the Offer.
Designated Intermediaries/ Collecting Agent	In relation to ASBA Forms submitted by IIs authorising an SCSB to block the Application Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by IIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such II using the UPI Mechanism, Designated Intermediaries shall mean syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs. In relation to ASBA Forms submitted by QIBs and NIBs, Designated Intermediaries shall mean SCSBs, syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs.
Designated RTA Locations	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange and updated from time to time (www.bseindia.com)
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes) and updated from time to time, and at such other website as may be prescribed by SEBI from time to time.
DP ID	Depository Participant's Identity Number.
Designated Stock Exchange	SME platform of Bombay Stock Exchange of India (BSE) Limited.
Designated Market Maker	Rainbow Securities Private Limited (Market Maker) Will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations.
Draft Red Herring Prospectus/DRHP	The Draft Red Herring Prospectus dated September 30, 2025 filed with Stock Exchanges and issued in accordance with Section 23, 26 and 32 of the Companies Act, 2013 and SEBI ICDR Regulations, which does not contain complete

	particulars of the Offer, including the price at which the Equity Shares are issued and the size of the Offer, and includes any addenda or corrigenda thereto
Eligible NRIs	NRI(s) eligible to invest under the relevant provisions of the FEMA Rules, from jurisdictions outside India where it is not unlawful to make an Offer or invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to purchase the Equity Shares.
Eligible FPIs	FPIs from such jurisdictions outside India where it is not unlawful to make an Offer/ invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares issued thereby.
Escrow Account	The 'no-lien' and 'non-interest bearing' account(s) opened with the Escrow Collection Bank(s) and in whose favour Anchor Investors will transfer money through direct credit/ NEFT/ RTGS/NACH in respect of Bid Amounts when submitting a Bid.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
SME Platform of BSE	The SME Platform of BSE Limited for listing equity shares under Chapter IX of the SEBI (ICDR) Regulation which was approved by SEBI as an SME Exchange.
Equity Listing Agreements	The listing agreements to be entered into by our Company and the Selling Shareholders with the Stock Exchange in relation to our Equity Shares.
Escrow Agent	Kotak Mahindra Bank Limited.
Escrow Collection Bank	The Banks which are clearing members and registered with SEBI as bankers to an Offer and with whom Escrow Account(s) will be opened, in this case being Kotak Mahindra Bank Limited.
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form and in case of a joint Application and whose name shall also appear as the first holder of the beneficiary account held in joint names or any revisions thereof.
Fresh Issue	Fresh Issue up to 16,53,600 Equity Shares of ₹ 10.00 each fully paid-up of our Company for cash at a price of ₹ [●] per Equity Share (including premium of [●] per Equity Share) aggregating to ₹ [●].
Floor Price	The lower end of the price band [●] subject to any revision(s) thereto, at or above which the Offer Price and the Anchor Investor Price will be finalized and below which no bids, will be accepted and which shall not be less than the face value of the Equity Shares
General Information Document/ GID	The General Information Document for investing in public issues, prepared and issued in accordance with the circular no. SEBI / HO / CFD / DIL1 / CIR / P / 2020 /37 dated March 17, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the website of the Stock Exchange and Book Running Lead Manager.
Gross proceeds	The total Offer proceeds to be raised pursuant to the Fresh Issue.
General Corporate Purposes	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the Offer document. Provided that any Offer related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the Offer document.
Offer Size/ Offer	The Initial Public Offer up to 18,06,000 Equity Shares at [●] per Equity Share (including a share premium of [●] per Equity Share) aggregating up to [●] thousand by the Selling Shareholders.
Offer for Sale	Offer for Sale of up to 1,52,400 Equity Shares aggregating up to [●] thousand by the Selling Shareholders.
Offer Agreement	The agreement dated September 23, 2025 between our Company, Selling Shareholders and the Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Offer.

Offer Opening Date	The date on which Offer opens for subscription., March 24, 2026
Offer Closing Date	The date on which Offer closes for subscription., March 27, 2026
Offer Period	The period between the Offer Opening Date and the Offer Closing Date inclusive of both the days during which prospective investors may submit their application.
Offer Price	The final price at which Equity Shares will be Allotted to successful ASBA Bidders in terms of the Draft Red Herring Prospectus/ Red Herring Prospectus which will be decided by our Company and the Selling Shareholders in consultation with the BRLM, on the Pricing Date, in accordance with the Book-Building Process and in terms of the Draft Red Herring Prospectus/ Red Herring Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price, which will be decided by our Company, and the Selling Shareholders in consultation with the BRLM, on the Pricing Date, in accordance with the Book-Building Process and in terms of the Draft Red Herring Prospectus/ Red Herring Prospectus.
Offer Proceeds	The proceeds of the Offer which shall be available to our Company and the proceeds of the Offer for Sale which shall be available to the Selling Shareholders. For further information about use of the Offer Proceeds, see "Objects of the Offer" on 83
"Individual Bidder(s)" or "Individual Investor(s)" or "II(s)" or "IB(s)"	Individual Applicants, who have applied for the Equity Shares for a minimum application size of two lots per application, such that the minimum application size shall be above ₹ 2 lakhs. (including HUFs applying through their Karta) and Eligible NRIs
LMs / Lead Manager	The lead manager to the Offer, being Fintellectual Corporate Advisors Private Limited
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement signed between our Company, Selling Shareholders and the Bombay Stock Exchange of India Limited.
Lot Size	The Market lot and Trading lot for the Equity Share is 2 Lot and in multiples of 1200 thereafter; subject to a minimum allotment of 2400 Equity Shares to the successful applicants.
Market Maker	Market Makers of the Company, in this case being Rainbow Securities Private Limited who has agreed to receive or deliver the specified securities in the market making process for a period of 3 (three) years from the date of listing of our Equity Shares or for any other period as may be notified by SEBI from time to time.
Market Making Agreement	The Agreement among the Market Maker, the Lead Manager, our Company and the Selling Shareholders dated February 19, 2026.
Market Maker Reservation Portion	The Reserved portion of 91,200 Equity shares of ₹ 10/- each at an Offer Price of [●] aggregating to for Designated Market Maker in the Public Offer of our Company.
Mobile App(s)	The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as may be updated from time to time, which may be used by IIs to submit Applications using the UPI Mechanism.
Mutual Fund(s)	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Offer/ Offer	The Offer (excluding the Market Maker Reservation Portion) of 17,14,800 Equity Shares of ₹ 10/- each of Issuer at ₹ [●] /- (including share premium of ₹ [●] /- per equity share aggregating to ₹ [●] /- thousand.
Net Proceeds	The Offer Proceeds, less the Offer related expenses, received by the Company. For information about use of the Offer Proceeds and the Offer expenses, please refer to the chapter titled — "Objects of the Offer" beginning on 83 of this Red Herring Prospectus
Non-Institutional Applicants/ Investors	All Applicants, including Eligible FPIs, that are not QIBs or Individual Applicants and who have applied for Equity Shares for an amount of more than ₹ 2,00,000.
Non-Resident/ NR	A person resident outside India, as defined under FEMA and includes a non-resident Indian, FPIs and FVCIs.

Prospectus	The Prospectus, to be filed with the ROC containing, inter alia, the Offer opening and closing dates and other information.
Public Offer Account	Account opened with Bankers to the Offer for the purpose of transfer of monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Public Offer Account Bank	A bank which is a clearing member and registered with SEBI as a banker to an offer and with which the Public Offer Account for collection of Application Amounts from Escrow Account(s) and ASBA Accounts will be opened, in this case being Kotak Mahindra Bank Limited.
Qualified Institutional Buyers / QIBs	Qualified Institutional Buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Red Herring Prospectus or RHP	The Red Herring Prospectus of our Company to be filed in accordance with Section 32 of the Companies Act and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be Offered and the size of the Offer including any addenda or corrigenda thereto. The Red Herring Prospectus shall be filed with the RoC at least three days before the Bid/ Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
Refund Account	Account(s) to which monies to be refunded to the Applicants shall be transferred from the Public Offer Account in case listing of the Equity Shares does not occur.
Refund Bank	The bank(s) which is/are clearing members and registered with SEBI as Banker(s) to the Offer, at which the Refund Account for the Offer will be opened in case listing of the Equity Shares does not occur, in this case being Kotak Mahindra Bank Limited.
Refunds through electronic transfer of funds	Refunds through electronic transfer of funds means refunds through ECS, Direct Credit or RTGS or NEFT or the ASBA process, as applicable.
Registered Brokers	Stockbrokers registered with the stock exchanges having nationwide terminals, other than the member of the Syndicate
Registrar to the Offer/ RTA/ Registrar Agreement	The registrar agreement September 24, 2025 between our Company, the Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the offer
Registrar to the Offer/ Registrar	Registrar to the Offer being Skyline Financials Services Private Limited
Revision Form	Form used by the Applicants to modify the quantity of the Equity Shares or the Applicant Amount in any of their ASBA Form(s) or any previous Revision Form(s). QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their applications (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Individual Applicants can revise their Application during the Offer Period and withdraw their Applications until Offer Closing Date.
SCSB/ Self-certified syndicate Banks	The banks registered with SEBI, offering services: (a) in relation to ASBA (other than using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised Fpi= yes&intmId=34 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable or such other website as may be prescribed by SEBI from time to time; and (b) in relation to ASBA (using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi= yes&intmId=40, or such other website as may be prescribed by SEBI from time to time Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is available on the website of SEBI at

	https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43, as updated from time to time
"Selling Shareholder(s)/ Promoter Selling Shareholders"	Mr. Gaurav Manjul Kejriwal and Mr. Manjul Kumar Kejriwal
Sponsor Bank	A Banker to the Offer which is registered with SEBI and is eligible to act as a Sponsor Bank in a public Offer in terms of applicable SEBI requirements and has been appointed by the Company and the Selling shareholders, in consultation with the LM to act as a conduit between the Stock Exchanges and NPCI to push the UPI Mandate Request in respect of IIs as per the UPI Mechanism, in this case being Kotak Mahindra Bank Limited.
Stock Exchange	BSE Limited and National Stock Exchange of India Limited.
Syndicate Member Intermediaries registered with the SEBI eligible to act as syndicate member and	Syndicate Member Intermediaries registered with the SEBI eligible to act as syndicate member
TRS / Transaction	The slip or document issued by the Designated Intermediary (only on demand), to the Applicant, as proof of registration of the Application Form.
Underwriters	Underwriters to this Offer is Fintellectual Corporate Advisors Private Limited.
Underwriting Agreement	The agreement dated February 18, 2026 entered into between Book Running Lead Manager, our company and the Underwriter.
Unified Payments Interface or UPI	Unified Payment Interface is an instant payment system developed by National Payments Corporation of India, which enables merging several banking features, seamless fund routing and merchant payments into one hood. It allows instant transfer of money between any two persons' bank accounts using a payment address which uniquely identifies a person's bank account.
UPI	Unified Payments Interface.
Wilful Defaulter	A Company or person categorized as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI, including any company whose director or promoter is categorized as such.
Working Days	All days other than second and fourth Saturday of the month, Sunday or a public holiday, on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of the Offer Price; and (b) Offer Period, Term Description the term Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Offer Closing Date and the listing of the Equity Shares on the Stock Exchange. "Working Day" shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per the circulars issued by SEBI, including the UPI Circulars.

Conventional Terms / General Terms / Abbreviations

Abbreviation	Full Form
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AIF(s)	Alternative Investment Funds
AS	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
Authorised Dealers	Authorized Dealers registered with RBI under the Foreign Exchange Management (Foreign Currency Accounts) Regulations, 2000

AY	Assessment Year
BRLM	Book Running Lead Manager
BIFR	Board for Industrial and Financial Reconstruction
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
Category I AIF	AIFs which are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
Category II AIF	AIFs which are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
Category III AIF	AIFs which are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations
Category I FPI(s)	FPIs who are registered as "Category I foreign portfolio investors" under the SEBI FPI Regulations.
Category II FPI(s)	FPIs who are registered as "Category II foreign portfolio investors" under the SEBI FPI Regulations.
Category III FPI(s)	FPIs who are registered as Category III FPIs under the SEBI FPI Regulations, and shall include all other FPIs not eligible under category I and II foreign portfolio investors, such as endowments, charitable societies, charitable trusts, foundations, corporate bodies, trusts, individuals and family offices
CLRA	Contract Labour (Regulation and Abolition) Act, 1970.
Companies Act	Companies Act, 1956 and / or the Companies Act, 2013 as applicable
Companies Act 1956	Companies Act, 1956, and the rules there under (without reference to the provisions thereof that have ceased to have effect upon the notification of the Notified Sections).
Companies Act 2013	Companies Act, 2013, read with the rules, regulations, clarifications and modifications there under.
COO	Chief Operating Officer
CSR	Corporate Social Responsibility
CTO	Chief Technical Officer
Depository(ies)	NSDL and CDSL, both being depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996.
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI
DP ID	Depository Participant's Identity Number
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortization
ECS	Electronic Clearing System
EPS	Earning Per Share
EGM/ EoGM	Extraordinary General Meeting
EPF Act	Employees' Provident Fund and Miscellaneous Provisions Act, 1952
ESI Act	Employees' State Insurance Act, 1948
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under
FEMA Regulations	The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 duly amended.
FY / Fiscal/Financial Year	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year

FPIs	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations, provided that any FII who holds a valid certificate of registration shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995.
GAAR	General Anti-Avoidance Rules
GDP	Gross Domestic Product
GoI/Government	Government of India
HUF	Hindu Undivided Family
ICAI	Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
IFSC	Indian Financial System Code
I.T. Act	Income Tax Act, 1961, as amended from time to time
Ind AS	The Indian Accounting Standards referred to in the Companies (Indian Accounting Standard) Rules, 2015, as amended
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015, as amended
India	Republic of India
Indian GAAP	Generally Accepted Accounting Principles in India
INR or Rs. or ₹ Indian Rupees	Indian Rupee, the official currency of the Republic of India.
ICSI	Institute of Company Secretaries of India
IPO	Initial Public Offer
IRDAI	Statutory body constituted under the Insurance Regulatory and Development Authority Act, 1999
IRR	Internal Rate of Return
IST	Indian Standard Time
Insolvency Code	Insolvency and Bankruptcy Code, 2016
ISIN	International Securities Identification Number
IT	Information Technology
KPI	Key performance indicator
Lacs	Lakhs
MCA	Ministry of Corporate Affairs
Mn/mn	Million
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MoF	Ministry of Finance, Government of India
MOU	Memorandum of Understanding
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
NA	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NECS	National Electronic Clearing Services
NEFT	National Electronic Fund Transfer
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB	Overseas Corporate Bodies
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax

Payment of Bonus Act	Payment of Bonus Act, 1965
Payment of Gratuity Act	Payment of Gratuity Act, 1972
RBI	The Reserve Bank of India
RTI	Right to Information, in terms of the Right to Information Act, 2005
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time.
Sec.	Section
STT	Securities Transaction Tax
US/United States/USA	United States of America
USD/ US$/ $	United States Dollar, the official currency of the Unites States of America
US GAAP	Generally Accepted Accounting Principles in the United States of America
VAT	Value Added Tax
VCF / Venture Capital Fund	Venture Capital Funds as defined in and registered with the SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as the case may be
w.e.f	With effect from
Year/Calendar Year	Unless context otherwise requires, shall refer to the twelve-month period ending December 31

Industry Related Terms

Term	Description
TFT-LCD	Thin Film Transistor Liquid Crystal Display
PIS	Passenger Information Systems
RTTS	Real-Time Train Tracking Systems
AFCs	Automatic Fare Collection Systems
DICOM	Digital Imaging and Communications in Medicine
MOT	Modular Operating Theatres
CDSCO	Central Drugs Standard Control Organisation
CCT	Colour Correction Techniques
DDU	Driver Display Units
BOM	Bill of Materials
EMI	Electromagnetic Interference
PAPIS	Passenger Announcement & Passenger Information Systems

Business Related Terms or Abbreviations

Term	Description
°C	Degree Celsius
3D/CAD	Three-Dimensional / Computer-Aided Design
ATEX	Atmosphere Explosible
BSCIC	Bureau of Indian Standards Certification (mandatory for importing certain electronics into India)
CAN-Bus	Controller Area Network Bus
DP	DisplayPort
Driver IC	Driver Integrated Circuit (chip that drives/display controls LCD pixels, LEDs, etc.)
DVI	Digital Visual Interface
eDP	Embedded DisplayPort
ETFE	Ethylene Tetrafluoroethylene
FEP	Fluorinated ethylene propylene
FG	Fiberglass

GPS	Global Positioning System
HDMI	High-Definition Multimedia Interface
HIS	Hospital Information System
HRFR	Heat Resistance Fire Retardant
Hz	Hertz
IEC 60601	International Electrotechnical Commission 60601 (International standard for medical electrical equipment safety & performance)
Ingress Protection	Rating system (IPXX) that defines the level of protection an enclosure provides against solids (dust) and liquids (water)
ISO	International Organization for Standardization
IKEA	Ingvar Kamprad, Elmtaryd
KIOSKs	Kiosk itself is not an acronym, it means a self-service interactive terminal (often wrongly written in all caps)
KV	kilovolt
LAN	Local Area Network
LCD Panel	Liquid Crystal Display Panel
LVDS	Low Voltage Differential Signaling
MDR	Medical Device Rules (India, 2017)
MFA	Maximum Fuse Ampere
MgO	Magnesium Oxide
MΩ	megohms
MM	Millimeters
OEM	Original equipment manufacturer
PACS	Picture Archiving and Communication System (used in medical imaging)
PAT	Profit after tax
PCB Controller Board	Printed Circuit Board Controller Board (board that controls LCD/other systems)
PESO	Petroleum & Explosives Safety organisation
PFA	Perfluoroalkoxy
PTF	Polytetra Fluoroethylene
PTFE	Polytetrafluoroethylene
PVC	Poly Vinyl Chloride
Reflow Soldering	A process of permanently attaching surface mount components to a PCB by melting solder paste in a controlled heating profile
RFI Shielding	Radio Frequency Interference Shielding
RGB	Red, Green, Blue (primary colors of light for displays)
RH	Relative humidity
ROE	Return on equity
SDI	Serial Digital Interface
SIM	Subscriber Identity Module
Solder Paste	A mixture of powdered solder and flux, used to temporarily attach electronic components to pads on a PCB before reflow soldering
SS	Stainless steel
TT	Terminal Technology
TTL	Transistor-Transistor Logic
USB	Universal Serial Bus
UV	Ultraviolet
UPS	Uninterruptible Power Supply
V-by-One	Video-by-One (high-speed interface standard for flat panel displays)
VDC	Volts direct current
VFD	Variable Frequency device
VGA	Video Graphics Array
XLPO	Cross-linked polyolefin

Notwithstanding the foregoing:

1. *In the section titled "Main Provisions of the Articles of Association" beginning on page number 316 of the Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*

2. *In the chapters titled "Summary of Offer Documents" and "Our Business" beginning on page numbers 21 and 127 respectively, of the Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*

3. *In the section titled "Risk Factors" beginning on page number 28 of the Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*

4. *In the chapter titled "Statement of Tax Benefits" beginning on page number 115 of the Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section;*

5. *In the chapter titled "Management's Discussion and Analysis of Financial Conditions and Results of Operations" beginning on page number 217 of the Red Herring Prospectus, defined terms shall have the meaning given to such terms in that section.*

This space has been intentionally left blank

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

Certain Conventions

All references in the Red Herring Prospectus to "India" are to the Republic of India. All references in the Red Herring Prospectus to the "U.S.", "USA" or "United States" are to the United States of America.

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

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

Financial Data

Unless stated otherwise, the financial data included in this Red Herring Prospectus are extracted from the restated financial statements for the period ended at December 31, 2025 and Financial Year ended at March 31, 2025, March 31,2024 and March 31, 2023 of our Company, prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled 'Financial Statements, as Restated' beginning on page 214 this Red Herring Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act and have been restated in accordance with the SEBI (ICDR) Regulations.

The Restated Statement of Assets and Liabilities of the company as at, December 31, 2025, March 31, 2025, 2024 and 2023 the Restated Statements of Profit and Loss, the Restated Cash Flow Statement for the period ended December 31, 2025 and financial year ended at March 31, 2025, 2024 and 2023, (hereinafter collectively referred to as "Restated Financial Information") have been extracted by the management from the audited financial statements for the period ended December 31, 2025 and Financial years ended at March 31, 2025, 2024 and 2023.

These Restated financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act. The accounting policies adopted in the preparation of financial statements have been consistently applied. All assets and liabilities have been classified as current or non- current as per the company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of operations and the time difference between the provision of services and realization of cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of the current and non-current classification of assets and liabilities.
The financial statements are presented, to the extent applicable, in accordance with the requirements of Schedule III of the Companies Act, 2013 as applicable to the Company's separate financial statements.

As far as possible, the financial statements are prepared using uniform accounting policies.
Our fiscal year commences on 1st April of each year and ends on 31st March of the next year. All references to a particular fiscal year are to the 12-month period ended 31st March of that year. In this Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points. There are significant differences between Indian GAAP, IFRS and US GAAP. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company's financial data. Accordingly, to what extent, the financial statements included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices / Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited. Any percentage amounts, as set forth in "Risk Factors", "Our

Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and elsewhere in this Red Herring Prospectus unless otherwise indicated, have been calculated on the basis of the Company's restated financial statements prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditors, set out in the section titled 'Financial Statements, as Restated' beginning on page 214 of this Red Herring Prospectus.

Currency and units of presentation

In this Red Herring Prospectus, All references to:

- 'Rupees' or '₹' or 'Rs.' are to Indian Rupees, the official currency of the Republic of India. o 'U.S.$', 'U.S.
- Dollar', 'USD' or 'U.S. Dollars' are to United States Dollars, the official currency of the United States of America.

In this Red Herring Prospectus, our Company has presented certain numerical information. All figures have been expressed in "thousands" of units or in whole numbers where the numbers have been too small to be represented in thousand. Thousand represent 1,000, One lakh represents 1,00,000 and ten lakhs represents 10,00,000 and one crore represents 1,00,00,000 and ten crores represents 10,00,00,000. However, where any figures that may have been sourced from third-party industry sources may be expressed in denominations other than lakhs, such figures have been expressed in this Red Herring Prospectus in such denominations as provided in their respective sources

Industry and Market Data

Unless stated otherwise, industry data used throughout the Red Herring Prospectus has been obtained or derived from industry and government publications, publicly available information and sources. Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed, and their reliability cannot be assured. Although our Company believes that industry data used in the Red Herring Prospectus is reliable, it has not been independently verified. Further, the extent to which the industry and market data presented in the Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.

Exchange Rates

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

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

Currency	Exchange Rate as on December 31, 2025	Exchange Rate as on March 31, 2025**	Exchange Rate as on March 31, 2024*	Exchange Rate as on March 31, 2023
1USD	89.92	85.58	83.37	82.22

*Since March 31, 2024, March 30, 2024, and March 29, 2024, were public holidays hence exchange rate as on March 28, 2024, is taken.
** Since March 31, 2025, March 30, 2025, and March 29, 2025, were public holidays hence exchange rate as on March 28, 2025, is taken.
Note: If the reference rate is not available on a particular date due to a public holiday, exchange rates of the previous Working Day has been disclosed. The reference rates are rounded off to two decimal places.

Source: https://website.rbi.org.in/en/web/rbi

FORWARD LOOKING STATEMENTS

All statements contained in the Red Herring Prospectus that are not statements of historical facts constitute 'forward-looking statements. All statements regarding our expected financial condition and results of operations, business, objectives, strategies, plans, goals and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, our revenue and profitability, planned projects and other matters discussed in the Red Herring Prospectus regarding matters that are not historical facts. These forward-looking statements and any other projections contained in this Red Herring Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.

These forward looking statements can generally be identified by words or phrases such as "will", "aim", "will likely result", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "contemplate", "seek to", "future", "objective", "goal", "project", "should", "will pursue" and similar expressions or variations of such expressions. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Our ability to successfully implement our strategy, our growth and expansion, technological changes;
- Failure to attract, retain and manage the transition of our management team and other skilled & unskilled employees;
- Our ability to protect our intellectual property rights and not infringing intellectual property rights of other parties;
- Ability to respond to technological changes;
- Inability to promptly identify and respond to changing customer preferences or evolving trends;
- Competition from existing and new entities may adversely affect our revenues and profitability.
- Our business and financial performance is particularly based on market demand and supply of our products.
- Changes in laws and regulations relating to the sectors/areas in which we operate.
- Disruption in our Manufacturing facilities.
- Exchange rate fluctuations.
- Disruption in supply or increase in prices of Raw Materials.
- Our ability to meet our capital expenditure requirements.
- Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices.
- Occurrence of natural disasters or calamities affecting the areas in which we have operations.
- Conflicts of interest with affiliated companies, the promoter group and other related parties.
- The performance of the financial markets in India and globally.
- Any adverse outcome in the legal proceedings in which we are involved; and
- Other factors beyond our control.

For a further discussion of factors that could cause our actual results to differ from our estimates and expectations, please refer to the chapters titled '*Risk Factors*', '*Our Business*' and '*Management's Discussion and Analysis of Financial Condition and Results of Operations*' beginning on page 217 respectively of this Red Herring Prospectus.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of our future performance.

Forward-looking statements reflect the current views of our Company as of the date of this Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs, assumptions, current plans, estimates and expectations, which in turn are based on currently available information. Although we

believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

Neither our Company, our Directors, our Promoter, the Selling Shareholders and the Book Running Lead Manager nor any of their respective affiliates or advisors have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations, our Company will ensure that investors in India are informed of material developments pertaining to our Company and the Equity Share forming part of the Offer from the date of this Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges. Only the statements and undertakings which are specifically confirmed or undertaken by each of the Selling Shareholder about or in relation to themselves as Selling Shareholder and their respective portion of the Offered Shares, in this Red Herring Prospectus shall be deemed to be statements and undertakings made by such Selling Shareholder.

This space has been intentionally left blank

SECTION II – SUMMARY OF RED HERRING PROSPECTUS

The following is a general summary of certain disclosures included in this Red Herring Prospectus and is neither exhaustive, nor purports to contain a summary of all the disclosures in this Draft Red Herring Prospectus or the Red Herring Prospectus, when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Red Herring Prospectus, including "Risk Factors", "The offer", "Capital Structure", "Objects of the offer", "Industry Overview", "Our Business", "Our Promoters and Promoter Group", "Restated Financial Statements", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Outstanding Litigation and Material Developments", "offer Procedure" and "Main Provisions of The Articles Of Association" beginning on pages 28,56 ,75, 88, 118, 127, 204 ,214,217,233,271 and 316, respectively.

SUMMARY OF OUR BUSINESS

Highness Microelectronics Limited is an ISO 9001:2015 and ISO 13485:2016 certified Company, engaged in the Design, Development, Integration, Assembly and Manufacture of Digital-Imaging Solutions. Our Company operates in two main categories namely 'Off the Shelf Products' and 'Market Specific Solutions / Project'.

Under 'Products' category, we offer Flat Panel Displays like Thin Film Transistor ('TFT') and Liquid Crystal Display ('LCD') module, Display Controllers, Electrolumiscent Displays, Vacuum Fluorescent Displays, Touch Screens, Cable Assembly & Harness, Backlight Drivers & Inverters and 'Display-Enhancement solutions.

Our 'Market-specific solution/ Project' category includes Display-monitors in form factors such as Open-Frame Displays, Panel-Mount Displays, Industrial Grade Displays and Medical Grade Display Monitors. Our industry verticals for these display monitors are Industrial Automation, Medical & Healthcare, Railways (Trains & Metros and Automobiles) and Defence & Aerospace.

For more details, please refer chapter titled "*Our Business*" beginning on page 127 of this Red Herring Prospectus.

SUMMARY OF OUR INDUSTRY

The Indian electronics system design and manufacturing (ESDM) sector is one of the fastest growing sectors in the economy and is witnessing a strong expansion in the country. The ESDM market in India is well known internationally for its potential for consumption and has experienced constant growth.

The Electronics System Design & Manufacturing (ESDM) industry includes electronic hardware products and components relating to information technology (IT), office automation, telecom, consumer electronics, aviation, aerospace, defence, solar photovoltaic, nano electronics and medical electronics. The industry also includes design-related activities such as product designing, chip designing, Very Large-Scale Integration (VLSI), board designing and embedded systems.

The Electronics System Design & Manufacturing (ESDM) sector plays a vital role in the government's goal of generating US$ 1 trillion of economic value from the digital economy by 2025. With various government initiatives aiming to boost domestic manufacturing, India has already started witnessing initial movement with increased production and assembly activities across products such as mobile phones and other consumer electronics.

For more details, please refer chapter titled "*Industry Overview*" beginning on page no. 118 of this Red Herring Prospectus.

OUR PROMOTERS

Promoters of Our Company are Mr. Gaurav Manjul Kejriwal, Mr. Manjul Kumar Kejriwal and Mrs. Shruti Gaurav Kejriwal. For detailed information on our Promoters, please refer to Chapter titled "*Our Promoters*" on page 204 of this Red Herring Prospectus.

SIZE OF OFFER

The following table summarizes the details of the Offer. For further details, see "*The Offer*" and "*Offer Structure*" beginning on page 56 and 307 respectively.

Offer of Equity Shares	Up to 18,06,000 Equity shares of ₹10/- each for cash at a price of ₹ [●] per Equity share (including a premium of [●] per Equity Share) aggregating to ₹ [●] thousands.
Out of Which:	
Fresh Issue [1] Offer for Sale	Up to 16,53,600 Equity Shares aggregating up to ₹ [●]thousands. Up to 1,52,400 Equity Shares aggregating up to ₹ [●]thousands
Out of Which:	
Market Maker Reservation Portion	Up to 91,200Equity shares of ₹10/- each for cash at a price of ₹ [●] per Equity shares aggregating to ₹ [●] thousands.
Net Offer	Up to 17,14,800Equity shares of ₹10/- each for cash at a price of ₹ [●] per Equity shares aggregating to ₹ [●] thousands.

[1] *The Offer including the Fresh Issue and Offer for Sale has been authorized by our Board pursuant to resolutions passed at its meetings held on September 09,2025 and by our Shareholders pursuant to a special resolution passed at their meetings held on September 09, 2025. The Offer and Net Offer shall constitute 34.98 % and 33.21 % of the post-offer paid-up Equity Share capital of our Company.*

OBJECTS OF THE OFFER

Our Company intends to utilize the Net Proceeds for the following objects:

S.No.	Particulars	(Amount in ₹ '000)	% of Gross proceeds	% of Net proceeds
1.	Funding the capital expenditure requirements of our Company	52,675.18	[●]	[●]
2.	Funding the Working Capital Requirement of our Company	67,090.55	[●]	[●]
3.	Repayment and/or pre-payment, in full or part, of borrowing availed by our Company	18909.45	[●]	[●]
4.	General Corporate Purposes *	[●]	[●]	[●]
	Total	[●]	[●]	[●]

* To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the ROC and the amount to be utilized for general corporate purposes shall not exceed 15% of the amount raised by our company or ₹ 10 crore whichever is lower.

For more details, please refer chapter titled "*Object of the offer*" beginning on page no. 88 of this Red Herring Prospectus.

AGGREGATE PRE-OFFER AND POST-OFFER SHAREHOLDING OF OUR PROMOTERS, PROMOTER GROUP, SELLING SHAREHOLDERS AND ADDITIONAL TOP 10 SHAREHOLDINGS PERCENTAGE OF PAID-UP SHARE CAPITAL OF THE COMPANY

Category	Pre-Offer		Post -Offer	
	No. of Equity Shares	% of Issued Capital	No. of Equity Shares	% of Issued Capital
Promoters				
Gaurav Manjul Kejriwal	20,67,390	58.90%	20,28,990	39.29%
Manjul Kumar Kejriwal	9,47,700	27.00%	8,33,700	16.15%
Shruti Gaurav Kejriwal	1,40,400	4.00%	1,40,400	2.72%
Total-A	**31,55,490**	**89.90%**	**30,03,090**	**58.16%**
Promoter Group				
Manju Devi Kejriwal	2,45,700	7.00%	2,45,700	4.76%
Chhavi Nirav Shah	1,05,300	3.00%	1,05,300	2.04%
Total -B	**3,51,000**	**10.00%**	**3,51,000**	**6.80%**
Public				
Inder Singh	1,755	0.05%	1,755	0.03%
Pooja Singh	1,755	0.05%	1,755	0.03%
IPO	-	-	18,06,000	34.98%
Total-C	**3,510**	**0.10%**	**18,09,510**	**35.04%**
Grand Total (A+B+C)	**35,10,000**	**100.00%**	**51,63,600**	**100.00%**

SUMMARY OF RESTATED FINANCIAL INFORMATION

The details of Restated Financials are as follows:

(Amount in ₹ '000, except per share)

Particulars	For the Period Ended	For the year ended on March 31		
	December 31, 2025	2025	2024	2023
Share Capital	35,100.00	35,100.00	100.00	100.00
Net Worth [(1)]	1,00,280.23	66,180.05	40,954.05	17,074.43
Total Revenue [(2)]	1,44,115.30	141,738.10	109,933.67	99,072.21
Profit after Tax (PAT)	34,100.18	25,226.00	23,879.62	4,434.85
Earnings per share (Basic) (In ₹) [(3)]	9.72	7.19	6.80	1.26
Earnings per share (Diluted) (In ₹) [(3)]	9.72	7.19	6.80	1.26
Net Asset Value per Equity Share (₹) [(4)]	28.57	18.85	11.67	4.86
Total borrowings [(5)]	81,987.22	49,274.93	13,794.91	13,634.92

(1) ***Net Worth*** *= Restated Equity Share Capital plus Restated Reserves & Surplus.*
(2) ***Total Revenue*** *= Restated Revenue from operations plus Restated Other Income.*
(3) ***Earnings per share (Basic & Diluted)*** *= Restated profit after tax for the period divided by Restated weighted average number of Equity Shares outstanding during the period.*
(4) ***Net Asset Value per Equity Share*** *= Restated Net worth divided by Restated weighted average number of Equity Shares outstanding during the period (bonus adjusted).*
(5) ***Total Borrowings*** *= Restated Long-Term Borrowings Plus Restated Short-Term Borrowings.*

For further details, please see "Restated Financial Statements" on page 214 of this Red Herring Prospectus.

QUALIFICATION OF AUDITORS

There are no qualifications included by the Statutory Auditors in their audit reports and hence no effect is required to be given in the Restated Financial Statements.

SUMMARY OF OUTSTANDING LITIGATIONS & MATERIAL DEVELOPMENTS

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (Rs in Thousand)
Company						
By the Company	Nil	Nil	Nil	Nil	Nil	Nil
Against the Company	Nil	2	Nil	Nil	Nil	3977.58*
Promoters#						
By Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against Promoters	Nil	2	Nil	Nil	Nil	141.03
Directors/KMPs/SMPs, who are not promoters of our Company						
By our Directors/ KMPs/ SMPs	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors / KMPs/ SMPs	Nil	1	Nil	Nil	Nil	100.52

#details in respect of promoters who are also directors or KMP in the Company have been covered under the heading "Promoters & Promoter Group" only to avoid repetition.
**Company has filed appeal against the demand of ₹ 2922.89 with GST authorities.*

Brief details of top 5 Criminal Case against our Promoters:

There is no criminal case against our Promoters.

For more details, please refer chapter titled "*Outstanding Litigations & Material Developments*" beginning on page no. 233 of this Red Herring Prospectus.

RISK FACTORS

For details relating to risk factors, please refer section titled "*Risk Factors*" beginning on page 28 of this Red Herring Prospectus to have an informed view before making an investment decision.

SUMMARY OF CONTINGENT LIABILITIES

As per Restated Financial Statements for the period ended December 31, 2025 and financial years ended on March 31, 2025, March 31, 2024, and March 31, 2023, there is no contingent liability exists. For details, please refer to Section titled "*Restated Financial Information*" beginning on page 214 of this Red Herring Prospectus.

SUMMARY OF RELATED PARTY TRANSACTIONS

The table below represents the Related Party Transactions during the period ended December 31, 2025 and financial year ended March 31, 2025, March 31, 2024, and March 31, 2023.

List of Related Parties where Control exists and Relationships:

Relationship	Name of Related Party	Relation
Directors	Mr. Gaurav Manjul Kejriwal	Managing Director
	Mr. Manjul Kumar Kejriwal	Director
	Mrs. Shruti Gaurav Kejriwal	Whole Time Director
Relative of Directors	Mrs. Manju Devi Kejriwal	Spouse of Director
Key Managerial Persons	Mrs. Preeti Paresh Rathi	Company Secretary and Compliance Officer (w.e.f. 04/01/2025)
	Mr. Mayurkumar Laxmidas Gori	Chief Financial Officer (w.e.f. 11/08/2025)
Enterprises over which Directors have significant Influence	Hi-Max Electronics Private Limited	Gaurav Manjul Kejriwal (Managing Director) Shruti Gaurav Kejriwal (Whole Time Director)
	Banwarilal Kejriwal HUF	Manjul Kumar Kejriwal (Director)
	Manjul Kumar Kejriwal HUF	Manjul Kumar Kejriwal (Director) Gaurav Manjul Kejriwal (Managing Director)
	M/s. Global Business	Gaurav Manjul Kejriwal (Managing Director)

Transactions carried out with Related Party in ordinary course of business:

(Amount in ₹ '000, except %)

Transactions during the year:	For the Period ended		For the financial year ended					
	December 31, 2025		March 31, 2025		March 31, 2024		March 31, 2023	
	Amount	%*	Amount	%*	Amount	%*	Amount	%*
Remuneration	**7,321.82**	**5.18%**	**4,568.31**	**3.25%**	**3,600.00**	**3.36%**	**2640.00**	**2.73%**
Gaurav Manjul Kejriwal	4500.00	3.18%	2,462.51	1.75%	1,200.00	1.12%	240.00	0.25%
Manju Devi Kejriwal	-	-	400.00	0.28%	1,200.00	1.12%	1,200.00	1.24%
Manjul Kumar Kejriwal	-	-	800.00	0.57%	1,200.00	1.12%	1,200.00	1.24%
Shruti Gaurav Kejriwal	1800.00	1.27%	720.00	0.51%	-	-	-	-
Preeti Paresh Rathi	558.00	0.39%	185.81	0.13%	-	-	-	-
Mayurkumar Laxmidas Gori	463.82	0.33%	-	-	-	-	-	
Receipts/Credits	**252.01**	**0.18%**	**6,388.70**	**4.54%**	**4695.50**	**4.39%**	**5830.00**	**6.03%**
Gaurav Manjul Kejriwal	252.01	0.18%	5,127.11	3.64%	4,625.50	4.32%	2,485.00	2.57%
Manju Devi Kejriwal	-	-	566.25	0.40%	70.00	0.07%	-	-
Manjul Kumar Kejriwal	-	-	270.05	0.19%	-	-	-	-

Shruti Gaurav Kejriwal	-	-	425.29	0.30%	-	-	-	-
Global Business	-	-	-	-	-	-	3,345.00	3.46%
Payments/Debits	**15,054.75**	**12.83%**	**13,362.45**	**9.49%**	**9,460.58**	**8.84%**	**6,378.97**	**6.59%**
Gaurav Manjul Kejriwal	10,974.27	7.77%	9,115.19	6.48%	5,009.89	4.68%	3,331.20	3.44%
Manju Devi Kejriwal	-	-	1,099.67	0.78%	2,209.16	2.06%	1,135.46	1.17%
Manjul Kumar Kejriwal	-	-	1,257.12	0.89%	2,241.53	2.09%	1,772.65	1.83%
Shruti Gaurav Kejriwal	3,155.37	2.23%	1,639.21	1.16%	-	-	-	-
Preeti Paresh Rathi	558.00	0.39%	123.81	0.09%	-	-	-	-
Global Business	-	-	127.45	0.09%	-	-	139.66	0.14%
Mayurkumar Laxmidas Gori	367.11	2.44%	-	-	-	-	-	
Advance	**1485.06**	**1.05%**	**4,393.22**	**3.12%**	**-**	**-**	**-**	**-**
Gaurav Manjul Kejriwal	1,421.56	1.01%	3,452.44	2.45%	-	-	-	-
Shruti Gaurav Kejriwal	63.50	0.04%	940.78	0.67%	-	-	-	-
Sales of Goods	**-**	**-**	**-**	**-**	**-**	**-**	**3239.10**	**3.35%**
Global Business	-	-	-	-	-	-	3239.10	3.35%

**%Revenue from operations.*

For details, please refer to chapter titled "*Restated Financial Information*" beginning on page 214 of this Red Herring Prospectus.

FINANCING ARRANGEMENTS

There have been no financing arrangements whereby our Promoters, members of our Promoter Group, our directors and their relatives (as defined in the Companies Act, 2013) have financed the purchase by any other person of securities of our Company other than in the normal course of business of the financing entity, during a period of six months immediately preceding the date of filing of this Red Herring Prospectus.

WEIGHTED AVERAGE PRICE OF THE EQUITY SHARES ACQUIRED BY OUR PROMOTERS AND THE PROMOTER SELLING SHAREHOLDERS IN THE LAST 1 YEAR

The weighted average cost of acquisition of Equity Shares by our Promoters and the Promoter Selling Shareholders in the last one year preceding the date of this Red Herring Prospectus set forth in the table below:

Sr. No.	Name of the Promoter/ Selling Shareholder	Promoter/ Selling Shareholder	Number of Equity Shares acquired in one year preceding the date of this Red Herring Prospectus	Weighted Average Cost of Acquisition (in ₹) *
1.	Gaurav Manjul Kejriwal	Promoter and Selling Shareholder	Nil	Nil
2.	Manjul Kumar Kejriwal	Promoter and Selling Shareholder	Nil	Nil

3.	Shruti Gaurav Kejriwal	Promoter	Nil	Nil

The weighted average cost of acquisition of Equity Shares by our Promoter have been calculated by taking into account the amount paid by him to acquire and Shares allotted to him divided by number of shares acquired in last One (1) year.
**As certified by M/s Jain Vinay & Associates Chartered Accountants vide the certificate dated September 22, 2025.*

AVERAGE COST OF ACQUISITON OF PROMOTERS AND THE PROMOTER SELLING SHAREHOLDERS

The average cost of acquisition of Equity Shares by our Promoters as on the date of this Red Herring Prospectus is:

Sr. No.	Name of the Promoter/ Selling Shareholder	Promoter/ Selling Shareholder	No. of Equity Shares held	Average Cost of Acquisition (in ₹) *
1.	Gaurav Manjul Kejriwal	Promoter and Selling Shareholder	20,67,390	Negligible
2.	Manjul Kumar Kejriwal	Promoter and Selling Shareholder	9,47,700	0.05
3.	Shruti Gaurav Kejriwal	Promoter	1,40,400	Nil

The average cost of acquisition of Equity Shares by our Promoter have been calculated by taking into account the amount paid by them to acquire and Shares allotted to them is divided by net quantity of shares acquired.
**As certified by M/s Jain Vinay & Associates Chartered Accountants vide the certificate dated September 22,2025.*

DETAILS OF PRE-IPO PLACEMENT

Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Red Herring Prospectus till the listing and commencement of trading of the Equity Shares.

ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR

Our Company has not issued any Equity Shares for consideration other than cash in the last one year preceding the date of this Red Herring Prospectus. For more details, refer "*Capital Structure*" on page number 75 of this Red Herring Prospectus.

SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR

The Company has not undertaken any split or consolidation of Equity Shares during the last one year preceding the date of this Red Herring Prospectus. For further details, see, "*Capital Structure*" on page 75 of this Red Herring Prospectus.

EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI

The Company has not applied for or received any exemption from complying with any provisions of Securities Law by SEBI.

This space has been left blank intentionally

SECTION III - RISK FACTORS

An investment in Equity Shares involves a high degree of financial risk. Prospective investors should carefully consider all the information in the Red Herring Prospectus, particularly the "Restated Financial Statement" and the related notes, "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 214, 127 and 217 respectively of this Red Herring Prospectus and the risks and uncertainties described below, before making a decision to invest in our Equity Shares.

The risk factors set forth below are not exhaustive and do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. Any of the following risks, individually or together, could adversely affect our business, financial condition, results of operations or prospects, which could result in a decline in the value of our Equity Shares and the loss of all or part of your investment in our Equity Shares. While we have described the risks and uncertainties that our management believes are material, these risks and uncertainties may not be the only risks and uncertainties we face. Additional risks and uncertainties, including those we currently are not aware of or deem immaterial, may also have an adverse effect on our business, results of operations, financial condition and prospects.

This Red Herring Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Red Herring Prospectus. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Offer, including the merits and the risks involved. You should not invest in this Offer unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.

Materiality

The Risk factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality.

1. *Some risks may not be material individually but may be material when considered collectively.*
2. *Some risks may have material impact qualitatively instead of quantitatively.*
3. *Some risks may not be material at present but may have a material impact in the future.*

Note:

The risk factors as envisaged by the management along with the proposals to address the risk if any. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial implication of any of the risks described in this section.

In this Red Herring Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in "Risk Factors" on page 28 and "Management Discussion and Analysis of Financial Condition and Results of Operations" on page 217 of this Red Herring Prospectus unless otherwise indicated, has been calculated on the basis of the amount disclosed in the "Restated Financial Statements".

INTERNAL RISK FACTORS

1. ***Our manufacturing activity is dependent on the availability and cost of raw materials. Any shortage in supply, fluctuations in raw material prices, restrictions on imports, or an increase in shipment costs may adversely affect our business operations, financial condition, results of operations, and cash flows.***

Our business operations are significantly dependent on the availability and timely procurement of raw materials, including significant imported inputs. During the periods under review, our import purchases amounted to ₹51,035.63 Thousands, ₹55,584.75 Thousands , ₹30,492.43 Thousands and ₹33,129.75 Thousands, representing 92.94 % , 89.68%, 84.41% and 88.38% of our total purchases, for the period ended December 31, 2025 and for fiscal year 2025, 2024 and 2023 respectively. We generally do not enter into long-term supply agreements with our raw material suppliers, which exposes us to risks such as supply disruptions and price volatility. The cost and availability of raw materials are influenced by factors beyond our control, including fluctuations in global demand-supply dynamics, changes in production and transportation costs, currency exchange movements, and regulatory or policy shifts, both domestically and internationally. While we have not faced significant supply disruptions in the past, there can be no assurance that similar stability will prevail in the future.

Imports of these materials and components are also subject to regulatory requirements, which empower authorities to impose measures that may restrict imports from certain jurisdictions. Historically, we have relied on sourcing from countries such as China etc. Although our current imports from these jurisdictions are not subject to restrictions, there can be no assurance that future regulations, including bans, tariffs, or stricter compliance requirements, will not adversely affect our ability to source critical inputs. Additionally, foreign exchange volatility, changes in international commodity prices, imposition of duties, delays in customs clearance or logistics, and adverse geopolitical developments may further disrupt supply chains. In the absence of long-term contracts with overseas suppliers, we remain vulnerable to such uncertainties. If we are unable to secure alternative suppliers or source raw materials domestically on favourable terms and in a timely manner, our production, business operations, financial condition and results of operations may be adversely affected.

2. ***We rely on limited suppliers for our products, loss of these suppliers may have an adverse effect on our business, results of operations and financial conditions.***

We are reliant on a limited number of suppliers for purchase of raw materials. In Fiscal Year 2025 our top 10 customers contributed over 97% of total purchases, with the top 1 Supplier constitutes over 89% of total Purchases. This would be specify that this top Suppliers contribute to substantial portion of purchases for raw materials.
The detailed contribution from our top 1, 3, 5, and 10 suppliers for the last three financial years is as follows:

(in ₹ 000)

Particulars	For the Period Ended		For the financial year ended					
	31-Dec-25		31-Mar-25		31-Mar-24		31-Mar-23	
	Amount	% *	Amount	% *	Amount	% *	Amount	%*
Top 1 Suppliers	39,925.20	72.71%	55,532.82	89.60	29,224.34	80.90	33,117.18	88.34
Top 3 Suppliers	49,207.53	89.61%	57,452.12	92.70	31748.78	87.89	34,708.18	92.59
Top 5 Suppliers	52,196.36	95.05%	58,480.50	94.36	33383.31	92.41	35,413.41	94.47
Top 10 Suppliers	54,076.63	98.48%	60,419.82	97.49	35,028.19	96.98	36,432.81	97.18

** % of Purchases*

Our Company is unable to disclose the names of these suppliers due to non-receipt of consent letters.

While there have been no such instances in the past, there can be no assurance that there will not be such instances in the future. We may be unable to source our raw materials from alternative suppliers on similar commercial terms or within a reasonable timeframe. This may adversely impact our production and eventually our business, results of operations, financial conditions and cash flows.

3. ***We source our majority of the raw materials from international market i.e. China. Any adverse developments affecting our procurement in this region could have an adverse impact on our revenue and results of operations***

Our Company sources a substantial portion of its raw materials from international markets, with significant imports from China, based on considerations such as quality, pricing, inventory requirements, and credit terms. This sourcing strategy enables us to leverage geographical advantages, ensuring consistent quality and timely delivery. For the period ended December 31, 2025 and financial years ended March 31, 2025, 2024, and 2023, imported raw materials constituted 92.94%, 89.68%, 84.41%, and 88.38% of our total purchases, respectively. For further details on our imports, please refer to the section titled "Restated Financial Information of the Company" beginning on page 214 of this Red Herring Prospectus.

For the period ended December 31, 2025 and financial years ended March 31, 2025, 2024 and 2023, our product procurement from our suppliers in international market to the % of our total Purchases are as follows:

(in ₹ 000)

Particulars	For the Period Ended		For the financial year ended					
	31-Dec-25		31-Mar-25		31-Mar-24		31-Mar-23	
	Amount	% *	Amount	% *	Amount	% *	Amount	%*
Domestic Purchases	3,877.49	7.06%	6,394.71	10.32%	5,632.82	15.59%	4,357.78	11.62%
Imports	51,035.63	92.94%	55,584.75	89.68%	30,492.43	84.41%	33,129.75	88.38%
Total	**54,913.13**	**100%**	**61,979.46**	**100%**	**36,125.25**	**100%**	**37,487.54**	**100%**

**% of total purchases*

Such geographical concentration of our business in the said region heightens our exposure to adverse developments related to competition, trade war, imposition of tariff on imports, as well as economic and demographic changes in these regions, which may adversely affect our business prospects, financial conditions and results of operations. Factors such as competition, regulatory regimes, business practices and customs, industry needs, transportation, high prices in other markets where we may procure our products may differ from those in such region, and our experience in this region may not be applicable to other markets. Our inability to procure into areas outside such markets may adversely affect our business prospects, financial conditions and results of operations.

4. ***The company is dependent on certain customers and the loss of any of these customers or cancellation by customers or a delay or reduction in their orders could have a material adverse effect on our business, results of operations and financial condition.***

We specialize in the design, development, integration, assembly, and manufacturing of digital imaging solutions. Our offerings are categorized into two primary segments namely products and market-specific solutions. While our customer base may vary yearly, a substantial portion of our revenue is derived from our top 10 customers. Consequently, our business performance and financial health in any given fiscal year are closely linked to the contributions of these key client.

The table set forth below provides top 10 Customers, for the period ended December 31, 2025 and year ended March 31, 2025, March 31, 2024, and March 31, 2023:

(in ₹ 000)

Particulars	For the period ended		For the financial year ended					
	31-Dec-25		31-Mar-25		31-Mar-24		31-Mar-23	
	Amount	% *	Amount	% *	Amount	% *	Amount	%*
Top 1 Customer	63,288.84	44.78%	41,597.25	29.56%	21,926.27	20.48%	16,922.86	17.49%
Top 3 Customer	78,816.65	55.77%	91,110.03	64.74%	45,492.17	42.49%	27,869.33	28.80%

Top 5 Customer	93,037.31	65.83%	1,06,266.28	75.51%	58,273.41	54.43%	36,313.23	37.53%
Top 10 Customer	1,16,481.12	82.43%	1,18,927.22	84.51%	77,098.82	72.01%	53,080.95	54.86%

**% of Revenue from Operations*

#Our Company is unable to disclose the names of these customers due to non receipt of consent letter.

We cannot assure the continued business of our key customers nor can we guarantee that the current level of sales with them will be sustained. The loss of one or more of these customers, or a reduction in the revenue generated from them, could have a material adverse effect on our business, financial condition, operating results, and cash flows. While there have been no such instances in the past, there can be no assurance that there will not be such instances in the future. Also adverse developments such as disputes, disqualification, or a shift in sourcing to competitors offering superior quality or more competitive pricing could significantly impact our revenue and liquidity.

5. ***Our business has experienced employee attrition over the past three financial years, which may impact operational continuity and increase recruitment and training costs. High turnover could also affect the retention of key talent and expertise critical to our growth and performance.***

Our success relies on skilled workforce and inconsistent rise in attrition rate could have potential impact our operational efficiency, productivity, and overall performance. Over the past two financial years we have observed a certain level of employee turnover, which could affect our ability to maintain continuity in operations and expertise within the organization.

Attrition Rate				
Particulars	**For the Period Ended December 31, 2025**	**F.Y 2024-25**	**F.Y 2023-24**	**F.Y2022-23**
No. of Employees at Beginnings	37	28	27	17
No. of Employees at End	45	37	28	27
Average No. of Employees	41	32.5	27.5	22
No. of Left Employees	7	11	3	0
Attrition Rate	17%	34%	11%	0%

In FY 2025, our attrition rate Significantly rise compare to the previous year. While this increase has not had any material impact on our operations so far, sustained high attrition in the future could affect productivity, increase recruitment and training costs, and result in loss of critical expertise, which may adversely impact our business performance.

6. ***Certain portion of our imports and exports are denominated in foreign currencies; we do not hedge our foreign exchange exposure; adverse currency fluctuations may materially impact our profitability and liquidity.***

Based on Restated Financials Statements for period ended December 31, 2025 and financial year ended March 31, 2025, March 31, 2024, and March 31, 2023 our revenue from operations from export is ₹67,905.58/- Thousands , ₹43,132.64/- Thousands , ₹1,183.11/- Thousands and ₹664.63/- Thousands respectively, which is amounting to 48.05% , 30.65%, 1.11% and 0.69% respectively of total revenue from operations and our import purchases is ₹51,035.63/- Thousands , ₹55,584.75/- Thousands , ₹30,492.43/- Thousands and ₹33,129.75/- Thousands respectively, which is amounting to 92.94% , 89.68%, 84.41% and 88.38% respectively of total Purchases .These amounts are translated into Indian Rupees, so any exchange rate fluctuations between the rupee and foreign currencies can significantly affect our financial results. As we do not hedge our foreign currency exposure, our revenue & Expenditure is subject to volatility and any adverse or unexpected shifts in exchange rates could materially impact our

profitability. Moreover, unhedged foreign exchange exposure not only introduces unpredictability in financial performance, but can also erode profit margins, create competitive disadvantages, and impair liquidity.

7. ***Our business is dependent on our manufacturing unit and we are subject to certain related risks; Unplanned slowdowns, unscheduled shutdowns or prolonged disruptions in our manufacturing operations could have an adverse effect on our business, results of operations, cash flows and financial condition.***

Our business is dependent on our ability to manage our manufacturing unit situated at Rabale, Mumbai productivity of our workforce, compliance with regulatory requirements or changes in the policies of the state or local governments of this region or the Government of India, lack of access to assured supply of electrical power and water at reasonable costs or any significant social political or economic disturbances, and those instances which are beyond our control, such as the breakdown and failure of equipment or industrial accidents and severe weather conditions and natural calamities or civil disasters and pandemics.

Beyond these operational risks, our manufacturing unit is also exposed to risks arising from regulatory compliance. We must adhere to directives issued by relevant government authorities, and any changes in governmental regulations could impact our business and facilities. Failure to comply with these regulations could result in the revocation of essential licenses, certifications, and permits, ultimately jeopardizing our ability to continue operating from our current locations. This highlights the importance of maintaining a proactive approach to regulatory changes and ensuring consistent adherence to all applicable laws and guidelines.

Furthermore, disruptions caused by machinery breakdowns at our manufacturing unit could lead to a reduction in production levels, directly impacting our earnings. In the event of prolonged interruptions, we might be compelled to import supplies and products to meet our production demands, which could negatively affect our profitability. Replacing facilities and equipment on a timely and cost effective basis would be a complex and expensive undertaking. Moreover, catastrophic events could destroy our inventory stored at our units and warehouse. Such disruptions could also cause delays in the shipment of raw materials from our suppliers and the delivery of products to our dealers.

While we have not experienced such events in the past, the potential for their occurrence remains a significant concern. Any future event of this nature could result in the temporary or long-term closure of our manufacturing units, severely disrupting our business operations and materially and adversely affecting our business, results of operations, cash flows, and overall financial condition. Therefore, we prioritize risk mitigation strategies and contingency planning to minimize the potential impact of such events and ensure the continuity of our operations.

8. ***Our Company has undergone frequent changes in statutory auditors in the past, and there can be no assurance that such changes will not occur in the future.***

There have been instances of frequent changes in the statutory auditors of our Company in the past 3 financial years, details of which have been provided below:

Name of Auditor	Date of Change	Reason
Satya Gandhi and Co., Chartered Accountants **FRN:** 132044W **Peer Review:** NA **E-mail:** satyagandhi80@gmail.com **Address:** 101, 1st Floor, Paleja House, 15/17 Bhandari Cross, Lane, Opp Akbar Travels, Masjid Bunder West, Mumbai, 400003	August 12, 2024	Re-appointment due to expiration of earlier terms

Satya Gandhi and Co., Chartered Accountants **FRN:** 132044W **Peer Review: NA** **E-mail:** satyagandhi80@gmail.com **Address:** 101, 1st Floor, Paleja House, 15/17 Bhandari Cross, Lane, Opp Akbar Travels, Masjid Bunder West, Mumbai, 400003	March 03, 2025	Resigned as auditor firm was not holding Peer Review Certificate.
V N Purohit & Co. **FRN:** 304040E **Peer Review:** NA **E-mail:** delhi@vnp.in **Address:** 214 New Delhi House, 27, Barakhamba Road, New Delhi - 110001	March 28, 2025	Appointment in casual vacancy
V N Purohit & Co. **FRN:** 304040E **Peer Review:** NA **E-mail:** delhi@vnp.in **Address:** 214 New Delhi House, 27, Barakhamba Road, New Delhi - 110001	July 14, 2025	The auditor resigned pursuant to a mutual understanding with the Company, as the Company intended to appoint auditors based in the Mumbai region to enable better coordination and ensure more efficient and timely completion of audit-related matters, considering operational convenience.
Jain Vinay & Associates **FRN:** 006649W **Peer Review:** 019784 **E-mail**: cajva1993@gmail.com **Address:** 3/301, Manglam, Opp. Gopal's Garden High School, Kulupwadi, Near National Park,W.E. Highway, Borivali (E), Mumbai 400066	August 07, 2025	Appointment in casual vacancy
Jain Vinay & Associates **FRN:** 006649W **Peer Review**: 019784 **E-mail**: cajva1993@gmail.com **Address:** 3/301, Manglam, Opp. Gopal's Garden High School, Kulupwadi, Near National Park, W.E. Highway, Borivali (E), Mumbai 400066	September 09, 2025	Re-appointment as the statutory auditor for a period of five years.

M/s Satya Gandhi & Co., Chartered Accountants, resigned as the statutory auditors of our Company on account of not having a valid peer review certificate. Subsequently, M/s V. N. Purohit & Co., Chartered Accountants, resigned pursuant to a mutual understanding with the Company, as the Company intended to appoint auditors based in the Mumbai region to facilitate better coordination and ensure timely and efficient completion of audit-related matters, considering operational convenience.

We cannot assure you that our current or future statutory auditors will not resign from their position. Any such resignation in the future may be perceived as a sign of weakening corporate governance by stakeholders and may adversely affect the market price of our Equity Shares, as well as the reputation and goodwill of our Company. Further, any such event and our inability to appropriately respond to it may have an adverse impact on our business, results of operations, and financial condition.

9. ***Our Company has reported certain negative cash flows from its operating activity, investing activity and financing activity during the preceding years. Negative cash flows in the future could adversely affect our results of our***

operations and financial condition.

Sustained negative cash flow could impact our growth and business. Our Company had reported certain negative cash flows from our operating activities, investing activities and financing activities in some years during previous period ended December 31 ,2025 and three (3) financial years as per the Restated Financial Statements and the same are summarized as under:

(Amount ₹ 000)

Particulars	Period ended 31-Dec-25	FY ended 31-Mar-25	FY ended 31-Mar-24	FY ended 31-Mar-23
Cash flow from operating activities	-5,644.27	-14,254.03	31,958.43	41,865.89
Cash flow from investing activities	-11,053.97	-18,456.53	-28,067.11	-36,567.05
Cash flow from financing activities	25,111.34	31,221.29	-1,656.59	-6,550.48
Net Increase / (Decrease) in cash and cash equivalents	**8,413.10**	**-1,489.27**	**2,234.73**	**-1,251.64**

A company's cash flow is a crucial indicator of its ability to generate funds from operations to cover capital expenditures, pay dividends, repay loans, and make new investments without relying on external financing. Insufficient cash flow could negatively impact our business and financial operations. In our case, the majority of negative cash flows have primarily arisen from investing activities, reflecting our focus on expansion and capacity building.

10. ***We do not own the registered office and factory from which we carry out and will be carrying out our business activities. In case of non-renewal of lease agreements or dispute in relation to use of the said premise/s, our business and results of operations can be adversely affected.***

Our registered office and factory from which we carry out our business activities is being taken by us on lease. In the event of termination/non-renewal of said lease agreements, we may be required to vacate the said premises which may cause disruption in our business and inventory management, corporate affairs and impede our effective operations which could impact on our business operations until we get suitable alternative premises. Our registered office has been taken on rent for a period of 5 years through Lease agreement and factory has been taken on rent for a period of 5 Years through lease and license agreement. For further details, please refer to the section titled "Our Business" beginning on page 127 of this Red Herring Prospectus.

While there is no such past instances but there can be no assurance that we will, in the future, be able to continue to renew the lease agreement on same or similar terms, or will be able to find alternate locations for the registered office and factory on similar terms favourable to us, or at all. We may also fail to negotiate the renewal of our lease agreement, either on commercially acceptable terms or at all, which could result in increased rental rates for subsequent renewals or searching of new premises, affecting our financial condition and operations. Further, our factory premises are occupied under a lease and licence agreement that is notarised but not registered, which may limit its legal enforceability and expose us to risks of early termination or eviction. In the event that the lease agreement is terminated or they are not renewed on commercially acceptable terms, we may suffer a disruption in our manufacturing operations which could affect our business, financial condition and results of operations.

11. ***There have been certain outstanding litigation involving our Company, Promoters, Directors, Key Managerial Personnel & Senior Managerial Personnel. Any adverse outcome of which may adversely affect our business, reputation and results of operations.***

There are outstanding legal proceedings against our Company, Promoters, Directors, Key Managerial Personnel & Senior Managerial Personnel which are pending at various levels of adjudication before various courts, tribunals and other authorities. The summary of outstanding matters set out below includes details of criminal proceedings, tax proceedings, statutory and regulatory action and other material pending litigation involving our Company, Promoters, Directors, Key Managerial Personnel & Senior Managerial Personnel. For further details please refer to the "Outstanding Litigations and Material Developments" section on page 233 of this Red Herring Prospectus.

The list of such outstanding legal proceedings as on the date of this Red Herring Prospectus is set out below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (₹in Thousand)
Company						
By the Company	Nil	Nil	Nil	Nil	Nil	Nil
Against the Company	Nil	2	Nil	Nil	Nil	3977.58 *
Promoters#						
By Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against Promoters	Nil	2	Nil	Nil	Nil	141.03
Directors/KMPs/SMPs, who are not promoters of our Company						
By our Directors/ KMPs/ SMPs	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors / KMPs/ SMPs	Nil	1	Nil	Nil	Nil	100.52

#details in respect of promoters who are also directors or KMP in the Company have been covered under the heading "Promoters & Promoter Group" only to avoid repetition.
**Company has filed appeal against the demand of ₹ 2922.89 with GST authorities.*

The amounts claimed in these proceedings have been disclosed to the extent possible. If any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities. We cannot guarantee favourable litigation outcomes. Further litigations currently faced by the Company are not material in nature, involve insignificant amounts, and are not expected to have any material adverse impact on the Company's business or operations.

For further details of the outstanding litigation proceedings, see "Outstanding Litigations and Material Developments" beginning on page 233 of this Red Herring Prospectus.

12. ***We are subject to strict quality requirements and the success and wide acceptability of our products is largely dependent upon our quality controls and standards. Any failure to comply with quality standards may adversely affect our business prospects and financial performance, including cancellation of existing and future orders.***

All our products and manufacturing processes are subject to stringent quality standards and specifications as specified by our customers. Given the nature of our products and the sector in which we operate, we believe that our customers

have high standards for product quality and delivery schedules. Adherence to quality standards is a critical factor as a defect in products manufactured by our Company or failure to comply with the specifications of our customers may, in turn, lead to the manufacture of faulty end-products. This may lead to cancellation of supply orders by our customers. Although there was no such past instances but any such failure on our part to maintain applicable standards and manufacture products according to prescribed quality specifications, may lead to loss of reputation of our Company, cancellation of the order, loss of customers, rejection of the product, which will require us to incur additional cost to replace the rejected product, all or any of which could have adverse effect on our business and financial condition.

For further details, please refer to the section titled ***"Our Business"*** beginning on page 127 of this Red Herring Prospectus.

13. Our Promoter group companies, M/s Global Business, Sole Proprietorship of Promoter also operate in the same business which are closely related to our own business activities. Any conflict of interest arising between our operations and promoter group entity, such as competition for resources, market share, or customer relationships, could have an adverse impact on our business, financial performance, and growth prospects.

Our Promoter Group entity, M/s Global Business, is engaged in business activities that are closely related to our own. While non-compete agreements have been executed between our Company and the said entity, the possibility of potential conflicts of interest, including competition for customers, market opportunities, or other resources, cannot be entirely ruled out. Although we intend to take appropriate measures to manage such situations in compliance with applicable laws, we cannot assure you that conflicts of interest will not arise in the future, or that our Promoters will not give preference to the interests of the said entity over those of our Company. Any such instance could adversely affect our business, financial condition, results of operations, and growth prospects. However, we have already executed a non-compete agreement with the said entity, surrendered its TAN, and are in the process of closing down its operations, thereby mitigating the potential risks of conflict in the future.

14. *A substantial portion of our revenue is concentrated from the Industrial Automation Industry. A loss of customer from this Industry may affect our revenues and profitability.*

We cater to Market Specific Solutions to various industries such as Health & Medicare, Railways, Industrial Automation and Defence & Aerospace and substantial portion of our revenue concentrated from Industrial Automation Industry in which we offer Industrial Displays to be deployed for applications such as Textile Spinning & Weaving Machines, Automotive manufacturing lines, Computer Numatics Controls (CNC) etc. For more comprehensive information, please refer to the section titled "Our Business" beginning on Page 127 of this Red Herring Prospectus.

The table set forth depicted revenue contribution from the industries for the period ended December 31st 2025 and Fiscal 2025, Fiscal 2024 and Fiscal 2023.

(Amount in ₹ 000)

Industry	For the Period Ended		Fiscal Year Ended On					
	December 2025	%*	March 2025	%*	March 2024	%*	March 2023	%*
Industrial Automation	6451.78	4.57%	69,593.30	49.45% %	52,403.60	48.95%	33,835.03	34.97%
Medical & Healthcare	30,711.89	21.73%	24,728.06	17.57%	24,684.88	23.06%	29,436.08	30.43%
Railways	40,368.81	28.56%	4,213.96	2.99%	26,961.14	25.19%	33,017.12	34.13%
Defence & Aerospace	63,795.09	45.14%	42,202.50	29.99%	2,996.60	2.80%	454.25	0.47%

Total	**1,41,327.57**	**100%**	**1,40,737.82**	**100%**	**1,07,046.22**	**100%**	**96,742.49**	**100%**

*% of Revenue from Operations

The loss of any major customer within that segment could adversely affect our revenue and profitability. While we maintain long-standing relationships that support stability, our lack of formal, long-term contracts means that actual sales may vary from forecasted figures. Consequently, a decline in business from Industrial Automation Segment could materially impact our operations, results, financial condition, and cash flow.

15. ***Our commercial success is largely dependent upon our ability to develop and design innovative products suitable for the requirements of our customers. Our inability to effectively utilize and manage our ability to develop and design innovative products would impact our business, revenue and profitability.***

We are engaged in the manufacturing of Design, Develop, Integrate, Assemble & Manufacture display solutions, including TFT-LCD modules, display controllers, touch screens, and a range of display enhancement technologies. Our products are supplied to a diverse set of customers across industries such as industrial applications, medical and healthcare, Railways, and surveillance. Given the varied needs of these industries, we are required to continuously design and develop customized display imaging solutions that meet the specific requirements and end-use applications of our customers.

As part of our growth strategy, we aim to expand our customer base and product portfolio by catering to both domestic and international markets. To achieve this, our Research & Development (R&D) Facility plays a critical role in enhancing our existing offerings and developing innovative display solutions for diverse applications.

If we are unable to effectively manage and integrate our R&D activities, we may not be able to fully meet customer requirements, which could adversely impact our ability to retain existing customers and attract new ones. Additionally, if our R&D Facility fails to keep pace with technological advancements or industry trends, our relevance in the market could decline, and competitors may offer superior solutions. In such circumstances, we may be required to outsource certain functions to third parties, which could increase our costs and negatively affect our pricing competitiveness.

Accordingly, the commercial success of our business depends significantly on our ability to develop innovative, high-quality products with applications across diverse industries, while delivering complete and integrated display solutions. Any inability to innovate, adapt, or expand into new applications and industries could adversely affect our business operations, growth prospects, financial condition, and overall performance.

16. ***Our success depends on the continued services of our Skilled Manpower, Senior Management Personnel & Key Managerial Personnel and any inability to attract or retain such Personnel could adversely affect our business and growth prospects.***

Our success is closely linked to the availability of a skilled workforce, including engineers and designers, and we place strong emphasis on attracting, training, and retaining talent through structured learning programs, leadership development initiatives, and upskilling opportunities. The expertise of our Promoter, Senior Management, and Key Management has been instrumental in driving the growth of our business, and our future success will continue to depend on their continued association. In addition, our ability to execute orders, expand our client base, and sustain growth depends on retaining and motivating highly skilled professionals. As we continue to grow and diversify, we may encounter challenges in recruiting and retaining suitably qualified personnel, particularly in competition with larger companies that are able to offer more attractive compensation and benefits. Although we have not faced any significant challenges in the past with respect to recruitment or retention of key personnel, the loss of any member of our senior management, promoters, or other key personnel, or our inability to manage attrition effectively, could materially and adversely affect our business operations, financial condition, results of operations, and growth prospects

17. ***We are exposed to the risk of delays or non-payment by our clients and other counter parties, which may also result in cash flow mismatches.***

One of the risks involved in relation to our business is the practice of extending credit. We are exposed to counter party credit risk in the usual course of our business dealings with our clients or other counterparties who may delay or fail to make payments or fulfil their other contractual obligations. We have considerable amount of Trade receivables with holding period More than 6 Months which are as follows: -

(Amount in ₹ Thousands)

Trade Receivable Ageing	As on December 31,2025	As on March 31 2025	As on March 31 2024	As on March 31 2023
Less than 6 Months	67,729.61	19,991.63	1,481.54	184.97
6 Months to 1 year	15,478.36	22,011.17	3.52	4.13
1 Year to 2 Year	22,640.60	3.52	4.13	-
Total	**1,05,848.56**	**42,006.31**	**1,489.19**	**189.10**

Of the above outstanding trade receivables include export sale made to a single debtor party in aircraft industry – "Aerohaste LLC FZ" which forms around 29.5% of total sales. The Sales constituting ₹26,161.17/- Thousands were made in September 2024 & ₹1,54,36.08 in the month of March 25 out of which only ₹4,822.16 Thousands is realised and balance of ₹36,775.09 Thousands remain outstanding as on December 31, 2025 and in month of January 2026 further balance of ₹6,666.53 is realised. This is beyond the timeline prescribed under the Foreign Exchange Management Act, 1999. The management is in discussion with debtor party to resolve technical hurdles in collection of receipts and expects to realize the same in current FY.
The creditworthiness of our clients and business partners is influenced by various external and internal factors, including economic volatility, sectoral slowdowns, and their internal financial performance. We cannot assure you of their continued financial viability or our ability to accurately assess or monitor their credit profiles.

Although we have implemented credit risk management measures such as customer evaluations and regular receivables monitoring, these measures may not be fully effective in mitigating default risk. Any significant or persistent delays in collections, defaults, or credit impairments could materially impact our liquidity, disrupt operational execution, and adversely affect our business, financial condition, and results of operations. Although there have been no such past instances Consequently, there can be no assurance that we will be able to recover all or any part of overdue amounts. Any significant non-payment or non-performance by clients, suppliers, or other counterparties could materially impact our cash flows, results of operations, and overall financial condition, potentially affecting our ability to sustain and grow our display manufacturing operations.

18. ***Our revenue is mainly concentrated in few key states, which collectively contribute a substantial portion of our total income. Consequently, any unfavorable economic, regulatory, or operational changes in these key regions could significantly affect our business performance, revenue streams, and overall financial outcomes.***

The revenue bifurcation across the top five (5) states for the period ended December 31, 2025 and financial years ended March 31, 2025, 2024, and 2023 is presented below:

States	For the period ended December 31, 2025	
	Amount (₹ in 000)	%*
Karnataka	20,267.92	14.34%
Maharashtra	14,301.61	10.12 %
New Delhi	16,110.90	11.40%
West Bengal	6,243.43	4.42%
Tamil Nadu	2,402.25	1.70%
Sum Total	**59,326.11**	**41.98**

States	For the financial year ended March 31, 2025	
	Amount (₹ in 000)	%*
Karnataka	42,212.35	29.99%
Maharashtra	35,416.03	25.16%
New Delhi	4,175.21	2.97%
Uttar Pradesh	3,625.60	2.58%
Gujarat	3,251.75	2.31%
Sum Total	**88,680.94**	**63.01%**

States	For the financial year ended March 31,2024	
	Amount (₹ in 000)	%*
Karnataka	35,575.12	33.23%
Maharashtra	25,212.02	23.55%
Uttar Pradesh	16,069.57	15.01%
West Bengal	7,009.26	6.55%
New Delhi	5,406.22	5.04%
Sum Total	**89272.19**	**83.38%**

States	For the financial year ended March 31,2023	
	Amount (₹ in 000)	%*
Andhra Pradesh	16,922.86	17.49%
Maharashtra	15,062.80	15.57%
Karnataka	13,602.63	14.06%
Telangana	10,180.72	10.52%
Uttar Pradesh	10,087.12	10.43%
Sum Total	**65,856.13**	**68.07%**

**%revenue from operations*

This concentration of our business in above mentioned states are subjects us to various risks, including but not limited to:

- regional slowdown in manufacturing activities;
- vulnerability to change of policies, laws and regulations or the political and economic environment of the State;
- constraint on our ability to diversify across the state;
- laws regulating the generation, storage, handling, use and transportation of material;

Any such adverse development affecting continuing operations at our manufacturing facilities could result in significant loss due to an inability to meet customer contracts and production schedules, which could materially affect our business reputation within the industry. The occurrence of or our inability to effectively respond to, any such events or effectively manage the competition in the region, could have an adverse effect on our business, results of operations, financial condition, cash flows and future business prospects. Further, continuous addition of industries in and around our manufacturing facility without commensurate growth of its infrastructural facilities may put pressure on the existing infrastructure therein, which may adversely affect our business.

19. ***We require sizeable amounts of working capital for our continued operation and growth. Our inability to meet our working capital requirements could have a material adverse effect on our business, results of operations and financial condition.***

Our business requires sizeable amount of working capital and major portion of our working capital is utilized towards Inventories, Advances to Suppliers and Trade Receivables. Any delay in processing our payments by our customers may increase our working capital requirement. Further, if a customer defaults in making payments, it could affect our cash

flow thereby decreasing our existing capital reserves and profitability. Our Company's Net working capital requirements on restated basis for the period ended December 31, 2025 is ₹ 1,43,563.19 Thousands and for fiscal year ended on March 31, 2025 ₹ 90,285.85/- Thousands as against that of ₹37,787.56/- Thousands for the fiscal year ended on March 31, 2024.

Our working capital requirements for the fiscal year ended on March 31, 2026, March 31, 2027 and March 31, 2028 are estimated at ₹1,21,746.68/- Thousands, ₹1,52,741.18/- Thousands and ₹1,89,995.63/- Thousands, whereas the balance, if any, would be arranged from our internal accruals /Equity Reserves and debts. Further, one of the objects of this offer include funding of working capital requirements of our Company, which is based on management estimates and certain assumptions. For more information in relation to such management estimates and assumptions, please see "Objects of the Offer " on page 88 of this RHP. Our working capital requirements may be subject to change due to factors beyond our control including force majeure conditions, an increase in defaults by our customers, non-availability of funding from banks or financial institutions. Accordingly, such working capital requirements may not be indicative of the actual requirements of our Company in the future and investors are advised to not place undue reliance on such estimates of future working capital requirements.

To effectively manage our Inventories, Advances, and Trade Receivables, we must be able to accurately evaluate the inventory cycle, and credit worthiness of our customers and ensure that suitable terms and conditions are given to them in order to ensure our continued relationship with them. However, if our management fails to accurately evaluate the terms and conditions with our customers, it may lead to delay in recoveries which could lead to a slow inflow of liquidity, thereby adversely affecting our business and results of operations. As a result, to satisfy our working capital needs, our company may require to borrow funds (secured and/or unsecured) or by utilizing internal accruals or issue additional equity. Further, the actual amount of our future capital expenditure may differ from estimates as a result of, among other factors, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, economic conditions, technological changes and additional market developments. Further, our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner. We have not faced any instances of material losses or adverse impact on our business or results of operations due to the failure of obtaining additional financing in the past three Fiscal years. However, we cannot assure you that we will be able to obtain additional financing on acceptable terms, in a timely manner or at all, to meet our working capital needs

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

Our capacity utilization levels are dependent on our ability to carry out uninterrupted operations at manufacturing unit as well as on the market demand of the products sold by us. Among others, the capacity utilization also depends upon the availability of raw materials, labor, industry/ market conditions and procurement practice followed by our customers. For the period ended December 31st 2025 and for Fiscals 2025, 2024 and 2023, our overall capacity utilization is detailed below:

A. INDUSTRIAL GRADE MONITORS

S.no.	Year	Installed Capacity per Annum (Nos)	Available Production Capacity per Annum (Nos)	Available Prorata Production Capacity per Annum (Nos)	Capacity Utilization per Annum (Nos)	Capacity Utilization (%)

1.	December 31, 2025 (9 Months)	45,000	33,750	25,313	25	0.09%
2.	March 31, 2025 (12 Months)	45,000	33,750	33,750	10,304	30.53%
3.	March 31, 2024 (12 Months)	45,000	33,750	33,750	12,567	37.23%
4.	March 31, 2023 (12 Months)	45,000	33,750	33,750	16,366	48.49%

B. MEDICAL GRADE MONITORS

S.no.	Year	Installed Capacity per Annum (Nos)	Available Production Capacity per Annum (Nos)	Available Prorata Production Capacity per Annum (Nos)	Capacity Utilization per Annum (Nos)	Capacity Utilization (%)
1.	December 31, 2025 (9 Months)	1,500	1,125	844	155	18.36%
2.	March 31, 2025 (12 Months)	1,500	1,125	1,125	214	19.02%
3.	March 31, 2024 (12 Months)	1,500	1,125	1,125	213	18.93%
4.	March 31, 2023 (12 Months)	1,500	1,125	1,125	269	23.91%

C. LCD PANEL OPEN CELL

S.no.	Year	Installed Capacity per Annum (Nos)	Available Production Capacity per Annum (Nos)	Available Prorata Production Capacity per Annum (Nos)	Capacity Utilization per Annum (Nos)	Capacity Utilization (%)
1.	December 31, 2025 (9 Months)	10,000	7,500	5,625	4,168	74.09 %
2.	March 31, 2025 (12 Months)	10,000	7,500	7,500	170	2.26%
3.	March 31, 2024 (12 Months)	10,000	7,500	7,500	1,900	25.33%
4.	March 31, 2023 (12 Months)	10,000	7,500	7,500	1,055	14.06%

The information related to our installed capacity is based on the certificate received from M/s Garg & Associates, Chartered Engineer, vide their certificate dated February 21, 2026. At present, our capacity utilization levels are relatively low, and while we are taking measures to improve the same, any continued underutilization may result in operational inefficiencies and higher per-unit costs. If we are unable to achieve optimal utilization of our installed capacity, it could have a material adverse effect on our business, financial condition, results of operations, and growth prospects.

21. We do not have long-term agreements with any of our customers which exposes us to the risk of fluctuating demand

and potentially less predictable revenue streams. This lack of stability in customer relationships may have an adverse effect on our business operations. Consequently, it could negatively impact our financial condition and overall results.

Our Company has had long standing business relationships with various customers, and we have been serving our clients since many years. However, we currently operate without long term contractual commitments from our customers, relying instead on purchase orders. This exposes us to potential fluctuations in demand and less predictable revenue streams. Such instability can disrupt our operations and weaken our financial performance. Although we do not face such instances in past, However the absence of binding agreements increases the risk that customers may reduce or shift business behavior that could materially impact our results of operations, financial condition, and cash flows. Although we emphasis on quality, timely delivery of orders, in the absence of long-term contracts, any change in the orders could adversely affect the business and the profitability of our Company.

22. ***We have previously entered into related party transactions which, although conducted at arm's length and in compliance with applicable laws, may not always be on terms as favourable as those with unrelated parties, and such transactions may continue in the future.***

We have in the past entered into below mentioned related party transactions with our Promoter, Directors and Key Managerial Personnels etc. For further details, please refer to the chapter titled - "Restated Financial Statements" at page 214. While we assert that all our related party transactions have been conducted at arm's length, and we confirm compliance with relevant provisions of the Companies Act and other applicable laws, we cannot guarantee that we might not have secured more favourable terms if these transactions had involved unrelated parties.

List of Related Parties where Control exists and Relationships:

Relationship	Name of Related Party	Relation
Directors	Mr. Gaurav Manjul Kejriwal	Managing Director
	Mr. Manjul Kumar Kejriwal	Director
	Mrs. Shruti Gaurav Kejriwal	Whole Time Director
Relative of Directors	Mrs. Manju Devi Kejriwal	Spouse of Director
Key Managerial Persons	Mrs. Preeti Paresh Rathi	Company Secretary and Compliance Officer (w.e.f. 04/01/2025)
	Mr. Mayurkumar Laxmidas Gori	Chief Financial Officer (w.e.f. 11/08/2025)
Enterprises over which Directors have significant Influence	Hi-Max Electronics Private Limited	Gaurav Manjul Kejriwal (Managing Director) Shruti Gaurav Kejriwal (Whole Time Director)
	Banwarilal Kejriwal HUF	Manjul Kumar Kejriwal (Director)
	Manjul Kumar Kejriwal HUF	Manjul Kumar Kejriwal (Director) Gaurav Manjul Kejriwal (Managing Director)
	M/s. Global Business	Gaurav Manjul Kejriwal (Managing Director)

Transactions carried out with Related Party in ordinary course of business:

(Amount in ₹ '000, except %)

Transactions during the year:	For the Period ended December 31, 2025		For the financial year ended March 31, 2025		March 31, 2024		March 31, 2023	
	Amount	%*	Amount	%*	Amount	%*	Amount	%*
Remuneration	**7,321.82**	**5.18%**	**4,568.31**	**3.25%**	**3,600.00**	**3.36%**	**2640.00**	**2.73%**
Gaurav Manjul Kejriwal	4500.00	3.18%	2,462.51	1.75%	1,200.00	1.12%	240.00	0.25%
Manju Devi Kejriwal	-	-	400.00	0.28%	1,200.00	1.12%	1,200.00	1.24%
Manjul Kumar Kejriwal	-	-	800.00	0.57%	1,200.00	1.12%	1,200.00	1.24%
Shruti Gaurav Kejriwal	1800.00	1.27%	720.00	0.51%	-	-	-	-
Preeti Paresh Rathi	558.00	0.39%	185.81	0.13%	-	-	-	-
Mayurkumar Laxmidas Gori	463.82	0.33%	-	-	-	-	-	-
Receipts/Credits	**252.01**	**0.18%**	**6,388.70**	**4.54%**	**4695.50**	**4.39%**	**5830.00**	**6.03%**
Gaurav Manjul Kejriwal	252.01	0.18%	5,127.11	3.64%	4,625.50	4.32%	2,485.00	2.57%
Manju Devi Kejriwal	-	-	566.25	0.40%	70.00	0.07%	-	-
Manjul Kumar Kejriwal	-	-	270.05	0.19%	-	-	-	-
Shruti Gaurav Kejriwal	-	-	425.29	0.30%	-	-	-	-
Global Business	-	-	-	-	-	-	3,345.00	3.46%
Payments/Debits	**15,054.75**	**12.83%**	**13,362.45**	**9.49%**	**9,460.58**	**8.84%**	**6,378.97**	**6.59%**
Gaurav Manjul Kejriwal	10,974.27	7.77%	9,115.19	6.48%	5,009.89	4.68%	3,331.20	3.44%
Manju Devi Kejriwal	-	-	1,099.67	0.78%	2,209.16	2.06%	1,135.46	1.17%
Manjul Kumar Kejriwal	-	-	1,257.12	0.89%	2,241.53	2.09%	1,772.65	1.83%
Shruti Gaurav Kejriwal	3,155.37	2.23%	1,639.21	1.16%	-	-	-	-
Preeti Paresh Rathi	558.00	0.39%	123.81	0.09%	-	-	-	-
Global Business	-	-	127.45	0.09%	-	-	139.66	0.14%
Mayurkumar Laxmidas Gori	367.11	2.44%	-	-	-	-	-	-
Advance	**1485.06**	**1.05%**	**4,393.22**	**3.12%**	**-**	**-**	**-**	**-**
Gaurav Manjul Kejriwal	1,421.56	1.01%	3,452.44	2.45%	-	-	-	-
Shruti Gaurav Kejriwal	63.50	0.04%	940.78	0.67%	-	-	-	-
Sales of Goods	**-**	**-**	**-**	**-**	**-**	**-**	**3239.10**	**3.35%**
Global Business	-	-	-	-	-	-	3239.10	3.35%

**%Revenue from operations.*

For further details, please refer to the Annexure 28 – Related Party Disclosures chapter titled "Financial Information of the Company" on page 214 of this Red Herring Prospectus

While our Company believes that all such transactions have been conducted on the arm's length basis and were in compliance of companies act 2013, there can be no assurance that it could not have been achieved on more favourable

terms had such transactions not been entered into with related parties. Furthermore, it is likely that our Company will enter into related party transactions in the future. There can be no assurance that such transactions, individually or in aggregate, will not have an adverse effect on our financial condition and results of operation.

23. ***There are certain instances of delays in Statutory filing by us. Any further delays in Statutory filing may attract financial penalties from the respective government authorities and in turn may have a material adverse impact on our financial condition and cash flows.***

Our company has experienced instances where we have delayed filing Income Tax returns, TDS returns GST returns, EPF returns, and ESIC returns, resulting in the imposition of late filing fees and interest on delayed payments. While the current fees and interest incurred have been manageable, continued practices of delay could cumulatively impact our cash flows adversely.

Brief details of delay in submission of statutory returns and amount are as below:

Employees Provident Fund

EPF					
Financial Year	**Return Month**	**Return Type**	**Due Date**	**Filing Date**	**Delayed No. of Days**
2024-25	July	Monthly	15-08-2025	20-08-2025	5

Employees State Insurance

ESIC					
Financial Year	**Return Month**	**Return Type**	**Due Date**	**Filing Date**	**Delayed No. of Days**
2024-25	Sep	Monthly	15-10-2024	23-10-2024	8
2024-25	Nov	Monthly	15-12-2024	16-12-2024	1
2024-25	Feb	Monthly	15-03-2025	26-03-2025	11

TDS

TDS					
Financial Year	**Return Month**	**Return Type**	**Due Date**	**Filing Date**	**Delayed No. of Days**
2023-24	Quarter-1	Quarter	31-07-2023	21-09-2023	52
2024-25	Quarter-3	Quarter	31-01-2025	07-02-2025	7
2024-25	Quarter-3	Quarter	31-01-2025	08-02-2025	8

GST

GST					
Financial Year	**Return Month**	**Return Type**	**Due Date**	**Filing Date**	**Delayed No. of Days**
2024-25	GSTR3B	December	20-01-2025	30-01-2025	10
2024-25	GSTR-1/IFF	October	11-11-2024	12-11-2024	1
2024-25	GSTR3B	September	20-10-2024	04-11-2024	15
2024-25	GSTR3B	June	20-07-2024	25-07-2024	5
2023-24	GSTR3B	November	20-12-2023	03-01-2024	14
2023-24	GSTR3B	October	20-11-2023	24-11-2023	4
2023-24	GSTR-1/IFF	October	11-11-2023	20-11-2023	9
2023-24	GSTR3B	September	20-10-2023	20-11-2023	31
2023-24	GSTR3B	August	20-09-2023	03-10-2023	13
2023-24	GSTR-1/IFF	August	11-09-2023	13-09-2023	2
2023-24	GSTR3B	July	20-08-2023	04-09-2023	15

2023-24	GSTR3B	June	20-07-2023	30-07-2023	10
2023-24	GSTR-1/IFF	June	11-07-2023	24-07-2023	13
2023-24	GSTR3B	May	20-06-2023	17-07-2023	27
2023-24	GSTR-1/IFF	April	11-05-2023	15-05-2023	4
2022-23	GSTR3B	March	20-04-2023	12-05-2023	22
2022-23	GSTR-1/IFF	March	11-04-2023	29-04-2023	18
2022-23	GSTR-3B	February	20-03-2023	27-04-2023	38
2022-23	GSTR-1/IFF	February	11-03-2023	27-04-2023	47
2022-23	GSTR-3B	January	20-02-2023	27-04-2023	66
2022-23	GSTR-1/IFF	January	11-02-2023	03-03-2023	20
2022-23	GSTR 3B	December	20-01-2023	25-02-2023	36
2022-23	GSTR3B	September	20-10-2022	07-11-2022	18
2022-23	GSTR-1/IFF	September	11-10-2022	07-11-2022	27
2022-23	GSTR3B	August	20-09-2022	07-11-2022	48
2022-23	GSTR3B	July	20-08-2022	07-09-2022	18
2022-23	GSTR-1/IFF	July	11-08-2022	30-08-2022	19
2022-23	GSTR3B	June	20-07-2022	29-08-2022	40
2022-23	GSTR-1/IFF	June	11-07-2022	02-08-2022	22
2022-23	GSTR3B	May	20-06-2022	02-08-2022	43
2022-23	GSTR-1/IFF	May	11-06-2022	29-06-2022	18
2022-23	GSTR3B	April	20-05-2022	28-06-2022	39
2022-23	GSTR-1/IFF	April	11-05-2022	28-06-2022	48
2022-23	GSTR3B	March	20-04-2022	28-06-2022	69
2022-23	GSTR-1/IFF	March	11-04-2022	11-05-2022	30
2022-23	GSTR3B	February	20-03-2022	10-05-2022	51
2022-23	GSTR-1/IFF	February	11-03-2022	10-05-2022	60
2022-23	GSTR3B	January	20-01-2022	10-05-2022	110
2022-23	GSTR-1/IFF	January	11-02-2022	23-02-2022	12
2022-23	GSTR3B	December	20-01-2022	23-02-2022	34
2022-23	GSTR3B	November	20-12-2021	11-01-2022	22
2022-23	GSTR3B	October	20-11-2021	5-01-2022	46
2022-23	GSTR-1/IFF	October	11-11-2021	22-11-2021	11
2022-23	GSTR3B	September	20-10-2021	22-11-2021	33
2022-23	GSTR-1/IFF	September	11-10-2021	22-11-2021	42
2022-23	GSTR3B	August	20-09-2021	20-11-2021	61
2022-23	GSTR-1/IFF	August	11-09-2021	11-11-2021	61
2022-23	GSTR3B	July	20-08-2021	11-11-2021	83
2022-23	GSTR3B	June	20-07-2021	11-11-2021	114
2022-23	GSTR3B	May	20-06-2021	2-11-2021	135
2022-23	GSTR3B	April	20-05-2021	01-11-2021	165

To date, no show cause notice has been issued and no adjudication application has been filed against our company concerning these matters. However, we cannot assure that such notices will not be issued in the future. If the authorities take notice of these delays, actions may be initiated against our company and its directors, potentially affecting our financial standing. We acknowledge the possibility of penalties being imposed in such scenarios.

As a corrective measure, our company has appointed Chief Financial Officer and Compliance Officer to oversee real-time management of all compliance-related matters. Additionally, we have reinforced our internal controls to promptly address any procedural shortcomings.

24. There are certain discrepancies/errors/delay filings noticed in some of our corporate records relating to forms filed with the Registrar of Companies and other provisions of Companies Act, 2013. Any penalty or action taken by any

regulatory authorities in future, for non-compliance with provisions of corporate or any other law could impact the financial position of the Company to that extent.

In the past, there have been some instances of delays/ non-filing/ non-compliance with certain statutory authorities with certain provision of statutory regulations applicable to us which is certified pursuant to a Report issued by M/s S J Kumar & Associates, Company Secretaries dated September 24, 2025:

1. There was a delay of 24 days in the submission of E-form DPT-3 for the financial year 2018–2019, as required under the Companies Act, 2013.

2. There was a delay of 01 day in the submission of E-form ADT-1 for the financial year 2014–2015 to 2018-19, as required under the Companies Act, 2013.

3. There was a delay of 06 days in the submission of E-form ADT-1 for the financial year 2023–2024 to 2028-29, as required under the Companies Act, 2013.

4. There was a delay of 27 days in the submission of E-form AOC-4 for the financial year 2019–2020, as required under the Companies Act, 2013.

5. There was a delay of 115 days in the submission of E-form MGT-7 for the financial year 2019–2020, as required under the Companies Act, 2013.

6. There was a delay of 267 days in the submission of E-form INC-22A for the financial year 2022–2023, as required under the Companies Act, 2013.

7. There was a delay of 23 days in the submission of E-form INC-27 for the financial year 2024–2025, as required under the Companies Act, 2013.

8. There was a delay of 190 days in the submission of E-form CHG-1 against creation of charge dated 06.01.2020 as required under the Companies Act, 2013.

Although the Company exercises reasonable care to ensure the accuracy and completeness of the information contained in the forms filed along with their supporting attachments, there were clerical errors or omissions in the ROC forms filed in the past. While No show cause notice in respect to the above has been received by our Company till date and no penalty or fine has been imposed by any regulatory authority in respect to the same. It cannot be assured, that there will not be such instances in the future or our Company will not commit any further delays in relation to its reporting requirements. Therefore, if the authorities impose monetary penalties on us or take certain punitive actions against our Company in relation to the same, our business, financial condition and results of operations could be adversely affected. As a corrective measure, our company has appointed a compliance officer to oversee real-time management of all compliance-related matters. Additionally, we have reinforced our internal controls to promptly address any procedural shortcomings.

25. The Objects of the Offer for which funds are being raised, are based on our management estimates and any bank or financial institution or any independent agency has not appraised the same. The deployment of funds in the project is entirely at our discretion, based on the parameters as mentioned in the chapter titles "Objects of the Offer".

The fund requirements and proposed deployment, as detailed in the chapter titled "Objects of the Offer" on page 88 of this Red Herring Prospectus, are based on internal estimates prepared by our management and have not been independently appraised by any bank, financial institution, or third-party agency. These estimates are aligned with our current business strategy; however, there is no assurance that such plans will be executed fully or as anticipated. Given the evolving and competitive nature of our industry, our business strategy and corresponding fund requirements may be subject to periodic revisions. The utilization of the Net Proceeds, as outlined in the "Objects of the Offer" section, lies solely at the discretion of our Board of Directors and will not be monitored by any external agency. Moreover, the actual implementation timeline and cost structure may differ from the estimates provided, due to various factors,

including those beyond our control. Any such deviations could result in delays in executing our business strategy, potentially impacting our projected revenues and profitability. Inaccurate forecasting or ineffective resource management may also lead to an unanticipated shortage or excess of manpower, materials, or equipment, which could adversely affect our operational performance and financial stability.

26. Our operations may be adversely impacted by customs duty dues, penalties, or changes in tariff structures.

Our Company has certain outstanding customs duty dues amounting to ₹4810.73/- Thousand as of February18, 2026 at Sahar Air Cargo, which may expose us to risks relating to customs duty and related regulatory implications. We import raw materials, components, and equipment required for our manufacturing operations, which are subject to customs duties, tariffs, and related regulations. Any delay in settlement of such dues, non-compliance, or disputes with customs authorities may result in the levy of penalties, interest, or litigation. Furthermore, in the event of adverse determinations by customs authorities, we may be required to make additional payments towards duties, penalties, or fines. Such outcomes could have a material adverse effect on our business operations, financial condition, cash flows, and results of operations.

27. Our Promoters and Senior Managerial Personnel play a vital role in our operations, and we rely significantly on their knowledge and experience hence, their continued association is critical to our business. Any loss of their continued association may disrupt our business, impact strategy execution, and adversely affect our financial performance.

We derive significant benefit from the knowledge, experience, and relationships of our Promoters and Senior Managerial Personnel who have been instrumental in the growth of our business and remain closely involved in formulating strategy, direction, and overall management. Our Promoters are also actively engaged in the day-to-day operations of the Company, and our performance is substantially dependent on their continued association. In the event that our Promoters are unable or unwilling to continue in their present roles, we may face challenges in finding suitable replacements, which could adversely impact our operations.

In addition, we depend on the continued services of our key executives and senior management for the smooth functioning and growth of our business. The loss of any such personnel could result in difficulties in locating qualified replacements and may lead to additional costs for recruitment and training. Such disruptions could adversely affect our business operations, execution of strategy, financial condition, and results of operations.

28. We have incurred indebtedness which exposes us to various risks which may have an effect on our business and results of operations.

Our ability to borrow and the terms of our borrowings will depend on our financial condition, the stability of our cash flows, general market conditions, economic and political conditions in the markets where we operate and our capacity to service debt. As on December 31, 2026, our total outstanding indebtedness was ₹81,987.22 Thousands.

Our significant indebtedness in future may result in substantial amount of debt service obligations which could lead to:

1. increasing our vulnerability to general adverse economic, industry and competitive conditions;

2. limiting our flexibility in planning for, or reacting to, changes in our business and the industry;

3. affecting our credit rating;

4. limiting our ability to borrow more money both now and in the future; and

5. increasing our interest expenditure and adversely affecting our profitability.

If the loans are recalled on a shorter notice, we may be required to arrange for funds to fulfil the necessary requirements. The occurrence of these events may have an effect on our cash flow and financial conditions of the company. For further details regarding our indebtedness, see “Statement of Financial Indebtedness” on page 231 of this Red Herring Prospectus.

29. ***If our Company is unable to protect its intellectual property, or if our Company infringes on the intellectual property rights of others, our business may be adversely affected.***

Our company currently uses a logo HIGHNESS that is registered under the Trademarks Act, 1999. Despite this protection, we remain exposed to the risk of counterfeiting or imitation, which could harm our brand reputation, customer trust, reduce sales, and increase administrative and legal costs. Although there has been no such past instances but there is no assurance that third parties will not infringe upon or misuse our intellectual property, potentially impacting our business prospects, reputation, and goodwill. While we take measures to safeguard our intellectual property, these efforts may not always be sufficient, which could result in a loss of business value and negatively affect our operations.

Further, the legal framework governing intellectual property rights in India is evolving and subject to uncertainty, which may pose significant risks to our business. Despite the safeguards we implement, there remains a possibility that our intellectual property could be copied, misused, or otherwise infringed upon, potentially impacting our business performance, cash flows, financial condition, and overall results of operations. Inadequate protection of our intellectual property could also lead to a loss of competitive advantage and erosion of business value. For further details, please refer to the chapters titled "*Our Business*" and "*Government and other Statutory Approvals*" on pages 127 and 240, respectively of this Red Herring Prospectus.

30. ***Failure to obtain, Renew or Maintain Statutory and Regulatory Approvals that may be required in the ordinary course of business could adversely Affect our Business and Operations.***

We are subject to various laws and regulations governing our business and operations and are required to obtain, maintain, and renew licenses, approvals, registrations, and permits at both state and central levels. These approvals may carry conditions, some of which could be onerous. Increasingly stringent regulatory requirements may impose substantial compliance obligations, higher costs, or potential liabilities. While we strive to comply with all applicable laws, such compliance may restrict our business flexibility, increase costs, or expose us to penalties in case of lapses.

Further, we cannot assure you that the approvals, licenses, registrations, and permits granted to us will not be suspended, revoked, or withdrawn due to non-compliance, alleged non-compliance, or regulatory action. Any such event may materially and adversely affect our business, financial condition, results of operations, and cash flows. For details, see
"Government and Other Approvals" on page 240 of this Red Herring Prospectus.

31. ***After the conversion of the Company into public limited, we are required to update the name of our company in some of the statutory approvals, certificates, licenses and registrations due to the change of Status of our Company.***

Our Company was originally incorporated as Highness Micro Electronics Private Limited under the provisions of the Companies Act, 1956 vide certificate of incorporation dated September 06, 2007. Further, pursuant to a resolution passed by our Board of Directors in its meeting held on February 8, 2008, the name of our company was changed to Highness Microelectronics Private Limited. Subsequently, the Company was converted into a Public Limited Company pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting of the Company held on August 31, 2024. The name of our Company was changed from "Highness Microelectronics Private Limited" to "Highness Microelectronics Limited" vide a fresh Certificate of Incorporation dated November 11, 2024, having CIN U72900MH2007PLC173854 issued by the Registrar of Companies, Central Processing Centre. Our Company is in the process of change in name of the approvals, certificates, licenses and registrations due to the change of Status of our Company. We cannot ensure that we will be able to update all said documents in a timely manner.

For further details, see "Government and Other Approvals" beginning on page 240 of this Red Herring Prospectus.

32. ***Our Company will not receive any proceeds from the Offer for Sale. Our Promoter Selling Shareholders will receive the proceeds from the Offer for Sale.***

The Offer comprises of a Fresh Issue and an Offer for Sale by the Promoter Selling Shareholders. Our Promoter Selling Shareholders shall be entitled to receive the entire proceeds from the Offer for Sale (net of their portion of the Offer-related expenses), and we will not receive any proceeds from the Offer for Sale. For further information, see "The Offer" and "Objects of the Offer" on pages 56 and 88, respectively.

33. *Reliance has been placed on declarations and affidavits furnished by certain of our promoters and Directors for details of their profiles included in this Red Herring Prospectus.*

Our Company does not have any documentary evidence for the work Experience of our Promoter and Non-executive Director. As our Promoter Mr. Manjul Kumar Kejriwal is unable to trace the documents evidencing his Experience with respect to the earlier periods, the textile business (M/s. Banwarilal Satyanarain) and the hospitality business (M/s. Hotel Satkar). Due to lack of documents and relevant Information we have relied on Affidavit Signed by Mr. Manjul Kumar Kejriwal. For details in relation to the experience of our key management personnel, see "Our Management" on page 180 of this Red Herring Prospectus.

34. *Our business is dependent on the efficient functioning of our manufacturing facilities, and any obsolescence, damage, theft, breakdown, or failure to properly repair and maintain our machinery may adversely affect our operations, cash flows, financial condition, and results of operations."*

We have a factory located in Rabale, Mumbai. Our business is dependent on the efficient management and operation of this facility, which is subject to various operational risks, including those beyond our control, such as equipment breakdowns, industrial accidents, and severe weather conditions or natural disasters. While we have not faced any such significant instance in the past, any malfunction, breakdown, or failure of our machinery and equipment used in the manufacturing of display solutions, including TFT-LCD modules, display controllers, and touchscreens, may lead to substantial repair or replacement costs and delays in production. If we are unable to repair or replace defective machinery in a timely manner, our operations may be suspended until new machinery or components are procured. Planned shutdowns for maintenance, statutory inspections, cleaning, testing, capacity expansion, or equipment upgrades may also temporarily impact production. Obsolescence, damage, theft, or breakdowns of machinery may increase our capital expenditure requirements, affect depreciation calculations, and necessitate revisions in the estimated useful life of our plant and equipment. Certain specialized machinery or components may be expensive or difficult to replace, and we may experience price increases due to supply shortages, inflation, transportation challenges, or unavailability. Additionally, the costs arising from such events may not be fully covered by our insurance policies. Any of these factors could materially and adversely affect our business operations, cash flows, financial condition, and results of operations.

35. *The average cost of acquisition of Equity Shares held by our Promoters and selling Shareholder's may be less than the Offer Price.*

Our Promoters and Selling Shareholders' average cost of acquisition of Equity Shares in our Company could be lower than the Price as may be decided by the Company in consultation with the BRLM. For further details regarding average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares by our Promoters and selling shareholder in our Company, please refer chapter title "Capital Structure" beginning on page 75 of this Red Herring Prospectus.

36. Uninterrupted availability of power and fuel is critical for the smooth functioning of our manufacturing operations and overall business activities.

Our manufacturing operations for display solutions, including TFT-LCD modules, display controllers, and touchscreens, require a significant and uninterrupted power supply. Energy costs constitute a considerable portion of our overall production expenses. At present, we source our electricity requirements primarily from state electricity boards and have also installed a genset facility as a backup to mitigate the impact of power disruptions. While we have not experienced

any significant disruptions in electricity supply in the past, any material increase in electricity tariffs or prolonged supply interruptions in the future could increase our production costs and adversely impact profitability.

Although the genset facility provides backup power, it may not be adequate to fully support uninterrupted production in the event of sustained outages. Such situations, if they arise, could lead to partial or complete shutdown of our facilities, delays in meeting customer orders, higher restart costs, and potential inefficiencies. Accordingly, prolonged disruptions or sustained increases in power costs could materially and adversely affect our operations, financial condition, and growth prospects

37. ***Our Promoters and members of the Promoter Group have significant control over the Company and have the ability to direct our business and affairs, their interests may conflict with interests as a shareholder.***

As of the date of this Red Herring Prospectus, our Promoters and members of the Promoter Group hold a major portion of 99.90 % of pre-offer share capital of our Company. Following the completion of this Offer, our Promoters and Promoter Group will continue to hold substantial shareholding in our Company. Consequently, they will be in a position to have considerable influence over the Company, including the composition of our Board of Directors and decisions requiring ordinary or special shareholder approval. This concentration of ownership may limit the ability of other shareholders to influence the outcome of such matters. Our Promoters and Promoter Group may also initiate or prevent actions relating to our business that could be inconsistent with the interests of Company or those of minority shareholders. We cannot assure you that the rights exercised by our Promoters and Promoter Group as shareholders will always align with the best interests of our Company.

38. ***Our quality assurance and quality control processes may not always detect all defects, non-conformities, or deficiencies in workmanship, which could adversely impact the performance of our display solutions and, in turn, affect our reputation, financial condition, growth prospects, and results of operations.***

We have established a dedicated quality control department comprising engineers and technical personnel with significant experience in display technologies, and we continue to strengthen this function. Our quality control and assurance protocols are designed to monitor every stage of the production process, from component sourcing to final assembly and testing of display modules. In addition, reliability testing and performance checks are conducted prior to dispatching products to customers. While we have not encountered any significant quality-related issues in the past, there can be no assurance that our quality control systems will identify all defects, workmanship errors, or non-conformities with customer specifications. Any lapses in detection could result in the delivery of defective or substandard products, which may lead to product returns, warranty claims, or reputational damage. Such outcomes could adversely impact our business, prospects, financial condition, and results of operations.

39. ***Our insurance coverage may not be adequate to protect us against all potential losses to which we may be subject, and this may have a material effect on our business and financial condition.***

We believe that we maintain requisite insurance coverage as per industry standards. For details, see “Our Business” on page 127. However, we may not have sufficient insurance coverage to cover all possible economic losses, including when the loss suffered is not easily quantifiable or in the event of severe damage to our business. Even if we have made a claim under an existing insurance policy, we may not be able to successfully assert our claim for any liability or loss under such insurance policy. Additionally, there may be various other risks and losses for which we are not insured either because such risks are uninsurable or are not insurable on commercially acceptable terms. The occurrence of an event for which we are not adequately or sufficiently insured could have an effect on our business, results of operations, financial condition and cash flows.

In addition, in the future, we may not be able to maintain insurance of the types 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 coinsurance requirements), could have an effect on our business, results of operations, financial condition and cash

flows.

40. Our Promoter and Directors may have interests in our company other than reimbursement of expenses incurred and normal remuneration or benefits.

Our Promoter and Directors can be deemed to be interested to the extent of the Equity Shares held by them, or their relatives, dividend entitlement in our Company, and benefits deriving from the directorship in our Company. Our Promoter are interested in the transactions entered into our Company and our Promoter Group. For further information, please refer to the chapters/section titled "Our Business", "Our Promoter & Promoter Group" and Related Party Transaction Notes under "Financial Statements" Chapter beginning on pages 127, 204 and 214 respectively.

41. *Any variation in the utilization of the Net Proceeds as disclosed in this Red Herring Prospectus shall be subject to certain compliance requirements, including prior Shareholders' approval. Any delay or denial of approval may restrict business plans; dissenting shareholders are entitled to an exit opportunity which could adversely affect our financial condition.*

As per Section 27 of the Companies Act, 2013, any change in the proposed utilization of the Net Proceeds, as outlined in this Red Herring Prospectus, requires prior approval from our shareholders by way of a special resolution. If a situation arises where a variation in the stated use of Net Proceeds becomes necessary, there is no certainty that we will be able to secure such shareholder approval promptly, or at all. Any delay or failure in obtaining this approval could negatively impact our business operations. Moreover, under the SEBI (ICDR) Regulations, our Promoters or controlling shareholders must provide an exit opportunity to shareholders who dissent to the proposed change in the object of the Offer. If a significant number of shareholders choose to exercise this exit option, it could adversely affect our financial condition and business performance. Consequently, even if a variation in the utilization of any unutilized Net Proceeds is deemed beneficial to our Company, we may be restricted from implementing it. For further details of the proposed Objects of the Offer, refer chapter titled "Objects of the Offer" on Page no. 88 of this Red Herring Prospectus.

42. We may not be able to detect or prevent all instances of fraud or misconduct by our employees, which could materially and adversely affect our business, reputation, results of operations, financial condition, and cash flows.

In employee-centric industry such as ours, our workforce plays a critical role in ensuring quality, innovation, and timely delivery of products. However, this reliance also brings the risk that undetected fraud, misconduct, or unethical behavior by employees could adversely affect our operations, reputation, and financial stability. Despite implementing preventive systems, instances such as theft of inventory , misrepresentation of information, or other unethical conduct could result in financial losses, production disruptions, and a decline in stakeholder confidence.
Although we don't have any such past instances but if such events are not detected or addressed promptly, the consequences may extend to operational inefficiencies, weaker cash flows, and deterioration of our financial condition. To mitigate these risks within our workforce-driven model, we focus on implementing robust internal controls such as segregation of duties, authorization protocols, access restrictions, and regular reconciliations, supported by periodic audits and fraud-prevention training.

43. No monitoring agency has been appointed as the Offer size is below ₹ 5,00,000.00 Thousands. Utilization of proceeds will be overseen by the Statutory Auditors and Audit Committee, which may be less effective than independent monitoring.

As per SEBI (ICDR) Regulations, 2018, as amended, appointment of monitoring agency is required only if the offer size, excluding the size of offer for sale by selling shareholders, exceeds ₹ *5,00,000.00 Thousands* . Hence, we have not appointed any monitoring agency to monitor the utilization of Offer proceeds. However, the company will submit a statutory auditor certificate while filing the quarterly financial results, till the offer proceeds are fully utilized and also audit committee of our Board will monitor the utilization of Offer proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Offer proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public. While we believe this mechanism is adequate, it may not be as effective as monitoring by an independent agency, and any delay, deviation or mismanagement in the utilization of Offer proceeds

could adversely affect our business, financial condition and results of operations.

44. Our future fund requirements, in the form of further issue of capital or securities and/or loans taken by us, may be prejudicial to the interest of the Shareholders depending upon the terms on which they are eventually raised.

We may need to raise additional capital periodically based on the requirements of our business. Any future issuance of Equity Shares or convertible securities could result in the dilution of existing shareholders' holdings, and the terms of such issuance may not be advantageous to the current shareholders. If we raise funds through loans, debt, or preference shares, it could significantly increase our fixed interest or dividend obligations, thereby reducing our cash flows and potentially having a negative impact on our business, operational performance, and financial health.

45. Both the Company and the Selling Shareholders are required to bear Offer-related expenses in proportion to their respective components of the Offer, which may increase the financial burden on each party. Any escalation in Offer expenses may adversely impact the Company's liquidity as well as the Selling Shareholders' net proceeds.

Both the Company and the Selling Shareholders will be required to bear the expenses related to the Offer in proportion to the equity shares being issued and sold. As a result, each party may incur a significant financial burden irrespective of the final size or success of the Offer. Any increase in Offer-related costs such as regulatory fees, professional charges, marketing expenses, or compliance costs will result in a proportionate increase in the expenses borne by the Company and the Selling Shareholders. This may negatively affect the Company's liquidity, reduce funds otherwise available for business operations or expansion, and lower the Selling Shareholders' net realisation from their sale of shares.

Furthermore, the total Offer expenses may fluctuate due to factors beyond the control of the Company, such as regulatory requirements, market conditions, or additional clarifications sought by authorities. In such circumstances, both the Company and the Selling Shareholders may be required to bear higher expenses than initially estimated. This arrangement may adversely impact the Company's short-term financial position and the Selling Shareholders' expected proceeds. Investors should consider that the requirement to proportionately share Offer-related expenses may have a negative effect on both parties and could result in reduced financial flexibility for the Company.

46. We have not commissioned an industry report for the disclosures made in the chapter titled 'Industry Overview' and made disclosures on the basis of publicly available data and such data has not been independently verified by us. There can be no assurance that such publicly available data is either complete or accurate.

We have not commissioned an industry report for the information provided in the "Industry Overview" section, starting on page 118, and the disclosures are based on publicly available data that has not been independently verified by us. The information in this section is derived from relevant industry data available online, for which we have not obtained the necessary consents. We have not independently verified this data, and we cannot guarantee that the assumptions made are accurate or that they will not change. As a result, our market position may differ from what is presented in this Red Herring Prospectus. Additionally, the industry data cited in this document or the sources from which it has been gathered should not be interpreted as recommendations to invest in our Company. Investors should, therefore, consider the industry-related information in this Red Herring Prospectus with this context in mind.

47. The Equity Shares may not be listed on BSE Limited, as listing approval is subject to BSE's discretion and various regulatory conditions. Any refusal or delay in listing may result in illiquidity of the investment and potential financial loss to investors.

There is a significant risk that the Equity Shares proposed to be issued may not be listed or admitted for trading on BSE Limited ("BSE"). The grant of listing and trading approval is entirely subject to the discretion of BSE and dependent on the Company, its Promoters, and the Book Running Lead Manager meeting various eligibility, regulatory, procedural, and documentation requirements. Any deficiency, delay, objection, or adverse observation by BSE may result in postponement or refusal of listing approval. There can be no assurance that BSE will approve the listing within the expected timelines, or at all. In the event BSE does not grant such approval, investors may not be able to trade their shares on the proposed stock exchange, leading to illiquidity of their investment and potential financial losses.

Failure to obtain listing approval may also materially impair the success of the Issue and adversely affect the Company's reputation, credibility, and future fund-raising ability. Non-listing may further result in reputational damage, operational setbacks, delays in executing business strategies, and loss of investor confidence. The Company, its Promoters, and the Book Running Lead Manager do not undertake or guarantee that the Equity Shares will be listed on BSE. Investors should carefully consider this risk, as refusal or delay in listing may lead to adverse consequences without any recourse or remedy available to them.

48. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.

In the past, we have not made dividend payments to the shareholders of our Company. The amount of our future dividend payments, if any, will depend upon various factors including our future earnings, financial condition, cash flows and requirement to fund operations and expansion of the business. There can be no assurance that we will be able to declare dividends. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors. For further details, please refer "Dividend Policy" on page 213 of this Red Herring Prospectus..

49. The Equity Shares have never been publicly traded, and, after the Offer, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of the Equity Shares may be volatile, and you may be unable to resell the Equity Shares at or above the Offer Price, or at all.

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Offer. Listing and quotation do not guarantee that a market for Equity Shares will develop, or if developed, the liquidity of such market for Equity Shares. The Offer Price of the Equity Shares is proposed to be determined through a fixed price process in accordance with the SEBI ICDR Regulations and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

The Offer Price of our Equity Shares has been determined by book-built method. This price is based on numerous factors (For further information, please refer chapter titled "Basis for Offer Price" beginning on page 108 of this Red Herring Prospectus) and may not be indicative of the market price of our Equity Shares after the Offer. The market price of our Equity Shares could be subject to significant fluctuations after the Offer and may decline below the Offer Price.

We cannot assure you that you will be able to sell your Equity Shares at or above the Offer Price. Among the factors that could affect our share price include without limitation. The following:

- Half yearly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- Changes in revenue or earnings estimates or publication of research reports by analysts;
- Speculation in the press or investment community;
- General market conditions; and Domestic and international economic, legal and regulatory factors unrelated to our performance.

EXTERNAL RISK FACTORS

50. Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business and financial performance.

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond

to and comply with any such changes in applicable law and policy. For example, the Government of India implemented a comprehensive national goods and services tax ("**GST**") regime with effect from July 1, 2017, that combined multiple taxes and levies by the Central and State Governments into a unified tax structure. Our business and financial performance could be adversely affected by any unexpected or onerous requirements or regulations resulting from the amendment of GST or any changes in laws or interpretation of existing laws, or the promulgation of new laws, rules and regulations relating to GST. The Government has enacted the GAAR which have come into effect from April 1, 2017.

The Government of India has announced the union budget for Fiscal 2024 and the Ministry of Finance has notified the Finance Act, 2023 ("**Finance Act**"). 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. We cannot predict whether any amendments made pursuant to the Finance Act would have a material adverse effect on our business, financial condition and results of operations. Unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. 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. Our Company has not made relevant provisions for the same, as on date. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations. Further, the Personal Data Protection Bill, 2019 ("**PDP Bill**") was introduced to propose a legal framework governing the processing of personal data. However, the PDP Bill has been withdrawn on August 3, 2022 and the Ministry of Electronics and Information Technology, Government of India ("**MoEIT**") has submitted a new Digital Personal Data Protection Bill, 2022 before the Parliament.

We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

51. ***The impact of natural or man-made disasters has the potential to negatively influence our financial performance, cash flows, and overall financial health. Instances of hostilities, terrorist attacks, civil unrest, and other acts of violence have the potential to adversely affect financial markets and pose risks to our business.***

The potential occurrence of natural disasters such as cyclones, storms, floods, earthquakes, tsunamis, tornadoes, fires, explosions, pandemic diseases, and man-made disasters, including acts of terrorism and military actions, poses a risk to our results of operations, cash flows, and financial condition. Acts of terrorism and violence may have adverse effects on the Indian securities markets. Additionally, any deterioration in international relations, particularly between India and its neighbouring countries, may lead to investor concerns about regional stability, potentially impacting the price of Equity Shares. India has experienced local civil disturbances in recent years, and the possibility of future civil unrest or other adverse social, economic, or political events in India could negatively affect our business. Such incidents may also contribute to a perception that investing in Indian companies entails a higher level of risk, potentially impacting our business and the market price of Equity Shares.

52. ***Investing in our Equity Shares involves inherent risks associated with investments in Indian companies***

As an Indian-incorporated entity with assets and employees based in India, our business, financial condition, and the market value of our Equity Shares are subject to various general risks linked to the Indian economic landscape.

Changes in interest rates within India, policies enacted by the Government of India – encompassing taxation policies and industry related measures – as well as broader political, social, and economic developments impacting the country can significantly influence our operations.

53. Terrorist attacks, civil unrests and other acts of violence or war involving India or other countries may have negative impact on the financial markets, financial condition, our business and the price of our Equity Shares.

Any major conflicts involving India or instances of violence, including civil unrest or similar events beyond our control, could significantly affect India's economy and our business operations. Events such as terrorist attacks in India, as well as incidents in countries like the US, Indonesia, Madrid, and London, along with other acts of violence, may have adverse impacts on the Indian stock markets where our Equity Shares are traded. Such events have the potential to diminish business confidence and disrupt international trade, potentially harming our company's business performance and profitability. Additionally, these occurrences could have a substantial adverse effect on the market for securities of Indian companies, including our Equity Shares.

54. Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular

55. Our business and results of operations could be adversely affected by disruptions in global economic and geopolitical conditions.

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

This space has been left blank intentionally

SECTION IV – INTRODUCTION

THE OFFER

Present Offer in terms of this Red Herring Prospectus:

Particulars	Details
Offer of Equity Shares [(1)(2)]	Offer of up to 18,06,000* Equity Shares of ₹ 10/- each at a price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] thousands.
The Offer consists of:	
Fresh issue [(1)]	Up to 16,53,600 Equity Shares ₹ 10/- each at a price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] thousands.
Offer for Sale [(3)]	Up to 1,52,400 Equity Shares ₹ 10/- each at a price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] thousands.
Reserved for Market Makers	91,200 Equity Shares of ₹ 10/- each at a Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●]thousands
Net Offer to the Public	**17,14,800 Equity Shares of ₹ 10/- each at a Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] thousands**
Of which:	
I. Allocation to Qualified Institutional Buyers [(4)(6)]	Not more than 8,53,200 Equity Shares of ₹ 10/- each at a Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] thousands.
*Of which: **	
a. Anchor Investors Portion [(5)]	Not more than 5,11,200 Equity Shares of ₹ 10/- each at a Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] thousands
b. Net QIB Portion (assuming anchor allocation portion is fully subscribed)	Not more than 3,42,000 Equity Shares of ₹ 10/- each at a Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] thousands
*Of which: **	
(i) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	18,000 Equity Shares aggregating up to ₹ [●] thousands
(ii) Balance of QIB Portion for all QIBs including Mutual Funds	3,24,000 Equity Shares aggregating up to ₹ [●] thousands
II. Allocation to Non-Institutional Investors [(4)]	At least 2,59,200 Equity Shares of ₹ 10/- each at a Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] thousands
*Of which: **	
(a) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs	At least 86,400 Equity Shares of ₹ 10/- each at a Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] thousands
(b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹10 lakhs.	At least 1,72,800 Equity Shares of ₹ 10/- each at a Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] thousands
III. Allocation to Individual Investor [(4)]	At least 6,02,400 Equity Shares of ₹ 10/- each at a Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] thousands
Pre and Post -Offer Equity Shares	
Equity Shares outstanding prior to the Offer	35,10,000 Equity Shares of ₹ 10/- each
Equity Shares outstanding after the Offer	51,63,600 Equity Shares of ₹ 10/- each
Object of the Offer/ Use of Proceeds	For details, please refer chapter titled "Objects of The Offer" beginning on Page no. 88 of this Red Herring Prospectus. Our Company will not receive any proceeds from the Offer for Sale.

** Subject to finalization of the Basis of Allotment. Number of shares may need to be adjusted for lot size upon determination of offer*

price.

(1) The Offer is being made in terms of Chapter IX of the SEBI ICDR Regulations, as amended from time to time. This Offer is being made by our company in terms of Regulation of 229 (1) of SEBI ICDR Regulations and amendments thereto read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – offer paid up equity share capital of our company are being offered to the public for subscription.

(2) The Offer including the Fresh Issue has been approved by our Board pursuant to the resolutions passed at its meetings held on September 09,2025 and by our Shareholders pursuant to a special resolution passed at their meetings held on September 09,2025.

(3) Selling Shareholders have confirmed that the Offered Shares have been held by such Selling Shareholders for a period of at least one year immediately preceding the date of this Red Herring Prospectus and are accordingly eligible for being offered for sale in the Offer in compliance with the SEBI ICDR Regulations and amendments thereto. Further, Selling Shareholders have confirmed that their respective Offered Shares are compliant with Regulation 230(1) (f) and 230(1) (g) of the SEBI ICDR Regulations 2018 read with SEBI ICDR (Amendment) Regulations, 2025.

Selling Shareholders have consented to the inclusion of their respective portion of the Offered Shares in the Offer for Sale as follows:

Name of the Selling Shareholders	Number of Equity Shares offered in the Offer for Sale	Date of consent letters
Mr. Gaurav Manjul Kejriwal	38,400	September 17, 2025
Mr. Manjul Kumar Kejriwal	1,14,000	September 17, 2025

(4) The SEBI ICDR Regulation, 2018 read with SEBI ICDR (Amendment) Regulations, 2025, permits the offer of securities to the public through the Book Building Process, which states that not less than 35% of the Net Offer shall be available for allocation to Individual Investors who applies for minimum application size. Not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than two lots and up to such lots as equivalent to not more than ₹ 10.00 Lakhs and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 10.00 Lakhs and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Subject to the availability of shares in non-institutional investors' category the, allotment to each Non-Institutional Investors shall not be less than the minimum application size in Non-Institutional Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations 2018 read with SEBI ICDR (Amendment) Regulations, 2025. Not more than 50% of the Net Offer shall be allotted to QIBs, subject to valid Bids being received at or above the Offer Price.

(5) Our Company, in consultation with the Selling Shareholders and BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will be accordingly reduced for the Equity Shares allocated to Anchor Investors. Further, pursuant to the SEBI (ICDR) (Third Amendment) Regulations, 2025, forty per cent of the anchor investor portion, within the limits specified in sub-paragraph (b) of paragraph 10 (d) of Part A of Schedule XIII of the SEBI ICDR Regulations, 2018, shall be reserved as under: (i) 33.33% for domestic mutual funds and (ii) 6.67% for life insurance companies and pension funds. In case of under-subscription or non- Allotment in the Anchor Investor Portion, the remaining Equity Shares will be added back to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event of undersubscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. For further information, see "Offer Procedure" on page 271.

(6) Subject to valid bids being received at or above the Offer Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders, as applicable, at the discretion of our Company and Selling Shareholders, in consultation with the BRLM and the Designated Stock Exchange, subject to applicable laws. Undersubscription, if any, in the QIB Portion (excluding the Anchor Investor Portion) will not be allowed to be met with spill-over from other categories or a combination of categories.

SEBI through the notification no. SEBI/LAD-NRO/GN/2025/233 - SEBI ICDR (Amendment) Regulations, 2025 dated March 03, 2025 effective from the date of their publication in official gazette, has prescribed the allocation to each Individual Investors which shall not be less than minimum application size applied by such individual investors and Subject to the availability of shares in non-institutional investors' category, the allotment to Non- Institutional Investors shall be more than two lots which shall not be less than the minimum application size in the Non-Institutional Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Further, SEBI through its circular SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022,

has prescribed that all individual Investors applying in initial public offerings opening on or after May 1, 2022, where the Bid amount is up to ₹ 5,00,000 shall use UPI. UPI Bidders using the UPI Mechanism, shall provide their UPI ID in the Bid cum Application Form for Bidding through Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

This space has been left blank intentionally

SUMMARY OF RESTATED FINANCIAL STATEMENTS

RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Amount in ₹ Thousands)

Particulars	31st December 2025 (in ₹)	31st March 2025 (in ₹)	31st March 2024 (in ₹)	31st March 2023 (in ₹)
EQUITY AND LIABILITIES				
Shareholder's funds				
Share Capital	35,100.00	35,100.00	100.00	100.00
Reserves and Surplus	65,180.23	31,080.05	40,854.05	16,974.43
	1,00,280.23	**66,180.05**	**40,954.05**	**17,074.43**
Non-current liabilities				
Long Term Borrowings	35,674.86	21,532.86	3619.10	720.25
Long Term Provisions	2,331.71	1,836.30	1,444.50	912.86
	38,006.58	**23369.17**	**5063.60**	**1633.11**
Current liabilities				
Short-Term Borrowings	46,312.35	27,742.07	10,175.81	12,914.67
Trade Payables				
(a) Total outstanding due of MSME	1,393.59	939.89	698.28	379.06
(a) Total outstanding due of others	16,936.18	10,096.85	4,846.29	4,665.77
Other Current Liabilities	19,408.83	5,872.98	7,992.60	6,537.81
Short Term Provisions	17,930.67	8,853.18	12,308.24	4,622.64
	1,01,981.62	**53,504.98**	**36,021.22**	**29,119.95**
TOTAL EQUITY AND LIABILITIES	**2,40,268.43**	**1,43,054.20**	**82,038.87**	**47,827.49**
ASSETS				
Non-current assets				
Property, Plants & Equipment				
Tangible Assets	10,626.35	6,665.82	7,768.61	4,042.97
Intangible Assets	15,481.71	16,181.13	5,846.96	9,800.27
Capital WIP	-	-	-	-
Long term Loans and Advances	3,717.38	2,332.69	1,978.36	3,872.48
Deferred Tax Asset	1,671.29	699.65	196.55	141.98
Other Non-Current Assets	-	-	-	-
	31,496.73	**25,879.29**	**15,790.48**	**17,857.70**
Current assets				
Inventories	71,353.86	56,527.56	38,056.52	13,753.28
Trade Receivables	1,05,848.56	42,006.31	1,489.19	189.10
Cash and Cash Equivalents	9,539.25	1,126.15	2,615.42	380.69
Short term Loans and Advances	5,879.13	4,437.67	70.00	-
Other Current Assets	16,150.90	13,077.22	24,017.25	15,646.71
	2,08,771.70	**1,17,174.91**	**66,248.39**	**29,969.78**
TOTAL ASSETS	**2,40,268.43**	**1,43,054.20**	**82,038.87**	**47,827.49**

See Accompanying Notes to Financial Statements
Material accounting policies

The accompanying notes form an integral part of financial statements.

As per our report of even date attached.

For Jain Vinay &Associates
Chartered Accountants
Firm Regn No - 006649W

For and on behalf of the Board
Highness Microelectronics Limited

Sd-
Vishnu Sodhani
Partner
M No. 403919
Date: February 17 , 2026
Place: Mumbai
UDIN: 26403919MVXDMP3882

Sd-
Gaurav Kejriwal
Managing Director
DIN:01506981

Sd-
Shruti Gaurav Kejriwal
Whole time Director
DIN:10593550

Sd-

Mayurkumar L Gori
Chief Financial Officer
PAN:- AIDPG9394A

Sd-

Preeti Paresh Rathi
Company Secretary
PAN: EJZPM2046C

This space has been left blank intentionally.

RESTATED STATEMENT OF PROFIT AND LOSS

(Amount in ₹ thousands)

Particulars	31st December 2025 (in ₹)	31st March 2025 (in ₹)	31st March 2024 (in ₹)	31st March 2023 (in ₹)
Income				
Revenue from Operations (Net)	1,41,327.57	1,40,737.82	1,07,046.22	96,742.49
Other income	2,787.73	1,000.29	2,887.46	2,329.72
Total Income	**1,44,115.30**	**1,41,738.10**	**1,09,933.67**	**99,072.21**
Expenses				
Cost of Materials Consumed/ Cost of Goods Purchased	54,913.13	61,979.46	36,125.25	37,487.54
Changes in Inventories	(14,826.29)	(18,471.04)	(24,303.24)	(2,662.80)
Employee Benefits	21,198.29	17,492.53	12,734.57	9,477.03
Other Expenses	24,559.55	34,548.94	22,831.85	21,144.08
Finance Costs	7,600.95	4,258.73	1,816.59	2,500.18
Depreciation and Amortization Expense	8,136.95	9,269.38	29,107.14	24,772.35
Total Expenses (II)	**1,01,582.57**	**1,09,077.99**	**78,312.17**	**92,718.37**
Profit before tax (I-II)	**42,532.73**	**32,660.11**	**31,621.51**	**6,353.84**
Tax expenses				
Current Tax	9,404.19	7,937.21	7,796.46	1,588.26
Deferred Tax	(971.64)	(503.10)	(54.57)	330.72
Current Tax expense relating to prior years	-	-	-	-
Total tax expense	**8,432.55**	**7,434.11**	**7,741.89**	**1,918.99**
Profit for the year	**34,100.18**	**25,226.00**	**23,879.62**	**4,434.85**
Earnings per share (35,10,000 Equity Shares of Rs. 10 each)				
Basic & Diluted:	9.72	7.19	6.80	1.26

See Accompanying Notes to Financial Statements
Material accounting policies

The accompanying notes form an integral part of financial statements.
As per our report of even date attached.

For Jain Vinay &Associates
Chartered Accountants
Firm Regn No - 006649W

For and on behalf of the Board
Highness Microelectronics Limited

Sd-
Vishnu Sodhani
Partner
M No. 403919
Date: February 17 , 2026
Place: Mumbai
UDIN: 26403919MVXDMP3882

Sd-
Gaurav Kejriwal
Managing Director
DIN:01506981

Sd-
Shruti Gaurav Kejriwal
Whole time Director
DIN:10593550

Sd-

Mayurkumar L Gori
Chief Financial Officer
PAN:- AIDPG9394A

Sd-

Preeti Paresh Rathi
Company Secretary
PAN: EJZPM2046C

RESTATED CASH FLOW STATEMENT

(Amount in ₹ Thousands)

Particulars	31st December 2025 (in ₹)	31st March 2025 (in ₹)	31st March 2024 (in ₹)	31st March 2023 (in ₹)
Cash Flow from Operating Activities				
Net Profit Before tax	42,532.73	32,660.11	31,621.51	6,353.84
Adjustments for:				
Depreciation	8,136.95	9,269.38	29,107.14	24,772.35
(Profit)/Loss on sale of fixed assets	-	-	(789.73)	-
Finance Costs	7,600.95	4,258.73	1,816.59	2,500.18
Interest Income	(344.08)	(44.22)	(22.63)	182.06
Sundry Balance /off	42.23	498.50	349.74	956.00
Gratuity Expenses	495.41	391.80	531.64	(212.89)
Unrealised Foreign Exchange gain	(2,398.03)	(336.24)	292.07	526.93
Operating Profit before Working Capital Changes	**56,066.15**	**46,698.06**	**62,906.32**	**35,078.47**
Adjustments for Changes in Working Capital				
(Increase)/ Decrease in Trade Receivables	(61,486.45)	(40,679.38)	(1,941.90)	(1,635.09)
(Increase)/ Decrease in Short Term Loans & Advances	(1,441.47)	(4,367.67)	(70.00)	0.64
(Increase)/ Decrease in Long Term Loans & Advances	(1,384.69)	(354.33)	1,894.12	(1,560.06)
(Increase)/ Decrease in Other Current Assets	(3,073.68)	10,940.03	(8,370.54)	5,445.08
(Increase)/ Decrease in Other Non-Current Assets	-	-	-	13,780.10
Increase/ (Decrease) in Trade Payables	7,293.03	5,492.18	499.73	(477.63)
Increase/ (Decrease) in Short Term Provisions	250.45	207.89	(484.60)	21.30
Increase/ (Decrease) in Other Current Liabilities	13,535.85	(2,119.62)	1,454.79	(5,811.23)
Increase/ (Decrease) in long term provision	495.41	391.80	531.64	(212.89)
(Increase)/ Decrease in Inventories	(14,826.29)	(18,471.04)	(24,303.24)	(2,662.81)
Cash Generated from/ (used in) Operations before Extraordinary Items	**(4,571.70)**	**(2,262.07)**	**32,116.33**	**41,965.89**
Cash Flow from Extraordinary items	-	-	-	-
Cash Generated from Operations	**(4,571.70)**	**(2,262.07)**	**32,116.33**	**41,965.89**
Taxes Paid (net of refunds)	(1,072.57)	(11,991.96)	(157.91)	(100.00)
Net Cash from/ (used in) Operating Activities (A)	**(5,644.27)**	**(14,254.03)**	**31,958.43**	**41,865.89**
Cash Flow from Investing Activities				
Purchase of fixed assets including capital advances	(11,398.05)	(18,500.75)	(29,289.74)	(36,384.99)
Others	-	-	-	-
Proceeds from Sale of Fixed Assets	-	-	1,200.00	-
Investment in Fixed Deposits	-	-	-	-
Investment in shares	-	-	-	-
Interest Received	344.08	44.22	22.63	(182.06)
Net cash from/ (used in) investing activities (B)	**(11,053.97)**	**(18,456.53)**	**(28,067.11)**	**(36,567.05)**
Cash flow from Financing Activities				
Proceeds from Long Term Borrowings	-	-	-	-
Repayment of Long-Term Borrowings	14,142.00	17,913.76	2,898.85	(13,442.71)
Proceeds from other Short-term Borrowings	18,570.28	17,566.26	-2,738.86	9,392.41
Finance Cost	(7,600.95)	(4,258.73)	(1,816.59)	(2,500.18)

Net cash from/ (used in) Financing Activities (C)	**25,111.34**	**31,221.29**	**(1,656.59)**	**(6,550.48)**
Net increase/ (decrease) in Cash and Cash Equivalents (A+B+C)	**8413.10**	**(1,489.27)**	**2,234.73**	**(1,251.64)**
Cash and cash equivalents- opening balance	1,126.15	2,615.42	380.69	1,632.34
Cash and cash equivalents- closing balance	**9,539.25**	**1,126.15**	**2,615.42**	**380.69**

See Accompanying Notes to Financial Statements
Material accounting policies

The accompanying notes form an integral part of financial statements.
As per our report of even date attached.

For Jain Vinay &Associates
Chartered Accountants
Firm Regn No - 006649W

For and on behalf of the Board
Highness Microelectronics Limited

Sd-
Vishnu Sodhani
Partner
M No. 403919
Date: February 17 , 2026
Place: Mumbai
UDIN: 26403919MVXDMP3882

Sd-
Gaurav Kejriwal
Managing Director
DIN:01506981

Sd-
Shruti Gaurav Kejriwal
Whole time Director
DIN:10593550

Sd-
Mayurkumar L Gori
Chief Financial Officer
PAN:- AIDPG9394A

Sd-
Preeti Paresh Rathi
Company Secretary
PAN: EJZPM2046C

This space has been left blank intentionally.

GENERAL INFORMATION

Our company was originally incorporated on September 06, 2007 as a private limited company under the name and style of 'Highness Micro Electronics Private Limited', under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation issued by the Registrar of Companies, Mumbai. Further, pursuant to a resolution passed by our Board of Directors in its meeting held on February 8, 2008, the name of our company was changed to 'Highness Microelectronics Private Limited' and a fresh certificate of incorporation dated March 5,2008 was issued by the Registrar of Companies, Mumbai. Subsequently, our company was converted into a public limited company pursuant to a resolution passed by the shareholders in an extraordinary general meeting held on August 31, 2024 and consequently the name of our company was changed to 'Highness Microelectronics Limited' vide fresh certificate of incorporation dated November 11, 2024 was issued by the Registrar of Companies, Central Processing Centre. The corporate identification number of our company is U72900MH2007PLC173854. At present, the registered office of the company situated at office 1C3, 1st Floor, Gundecha Onclave, Kherani Road, Saki Vihar, Andheri (East), Mumbai-400072, Maharashtra, India.

For details of changes in registered offices of our Company, please refer to the section titled "Our History and Certain Other Corporate Matters" beginning on page 174 of this Red Herring Prospectus.

Registered Office	1C3, 1st Floor, Gundecha Onclave, Kherani Road, Saki Vihar, Andheri (East), Mumbai-400072, Maharashtra, India. Telephone: 022-28507123, +91 84540 40540 E-mail: cs@highnessmicro.com Website: www.highnessmicro.com	
CIN	U72900MH2007PLC173854	
Company Category	Company limited by Shares	
Company Subcategory	Non- Government Company	
Registrar of Companies	Registrar of Companies, Mumbai 100, Everest, Marine Drive, Mumbai-400002, Maharashtra. Tel. No.: 022-22812627 Email: roc.mumbai@mca.gov.in Website: www.mca.gov.in	
Company Secretary and Compliance Officer	Name: Mrs. Preeti Paresh Rathi Address: 1C3, 1st Floor, Gundecha Onclave, Kherani Road, Saki Vihar, Andheri (East), Mumbai-400072, Maharashtra, India. Contact No.: +91 99672 44630 Email: cs@highnessmicro.com	
Chief Financial Officer	Name: Mr. Mayurkumar Laxmidas Gori Address: 1C3, 1st Floor, Gundecha Onclave, Kherani Road, Saki Vihar, Andheri (East), Mumbai-400072, Maharashtra, India. Contact No.: +91 99672 66817 Email: cfo@highnessmicro.com	
Designated Stock Exchange	BSE Limited (SME Platform of BSE Limited) P J Towers, Dalal Street, Fort, Mumbai – 400001, Maharashtra, India.	
Bid/ Offer Programme	**Bid/ Offer Opens On**: March 24, 2026	**Bid/ Offer Closes On**: March 27,2026
	Anchor Investors Bidding Date*: March 23, 2026	

* *The Anchor Investor Bid/Offer Period was one Working Day prior to the Bid/Offer Opening Date.*

Note: Applications and any revisions to the same will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Offer Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Offer Closing Date applications will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time). Applications will be accepted only on Working Days.

INVESTOR GRIEVIENCES

Investors can contact the Compliance Officer or the Book Running Lead Manager or the Registrar to the Offer in case of any pre-offer or post-offer related problems, such as non-receipt of letters of Allotment, credit of Allotted Equity Shares in the respective beneficiary account and refund orders, etc. All complaints, queries or comments received by Stock Exchange/SEBI shall be forwarded to the Book Running Lead Manager, who shall respond to the same.

All offer related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Application Form was submitted. The Applicant should give full details such as name of the sole or first Applicant, Application Form number, Applicants' DP ID, Client ID, UPI ID, PAN, date of submission of the Application Form, address of the Applicant, number of Equity Shares applied for, the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant and ASBA Account number (for Applicants other than IIs using the UPI Mechanism) in which the amount equivalent to the Application Amount was blocked or the UPI ID in case of IIs using the UPI Mechanism.

In terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any ASBA Applicant whose Application has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. In terms of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SCSBs are required to compensate the investor immediately on the receipt of complaint. Further, the post offer book running lead manager are required to compensate the investor for delays in grievance redressal from the date on which the grievance was received until the actual date of unblock.

Further, the Applicant shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the information mentioned hereinabove. All grievances relating to Applications submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the offer. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Applicants.

All offer-related grievances of the Anchor Investors may be addressed to the Book Running Lead Manager, giving full details such as the name of the sole or First Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, date of the Application Form, address of the Applicant, number of the Equity Shares applied for, name and address of the Book Running Lead Manager, unique transaction reference number, the name of the relevant bank, Application Amount paid on submission of the Application Form and the name and address of the Book Running Lead Manager where the Application Form was submitted by the Anchor Investor.

BOARD OF DIRECTORS OF OUR COMPANY

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

Sr. No.	Name	Age	Designation	DIN	Address
1.	Mr. Gaurav Manjul Kejriwal	46	Managing Director	01506981	Flat A 1703, Lake Primrose, Lake Homes, Powai, Mumbai Suburban, Mumbai-400076, Maharashtra, India
2.	Mr. Manjul Kumar Kejriwal	72	Non-Executive Non- Independent Director	00132716	Flat No. D 403, Lake Florence, Lake Homes, Powai IIT, Mumbai Suburban, Mumbai-400076, Maharashtra, India
3.	Mrs. Shruti Gaurav Kejriwal	46	Whole Time Director	10593550	Flat A/1703, Lake Primrose, Lake Homes, Powai, Mumbai Suburban, Mumbai-400076, Maharashtra, India

4.	Ms. Jaya Ankur Singhania	42	Independent Director	01990322	4/79, Malad CHS, Poddar Park, Poddar Road, Opp. Hanuman Mandir, Malad East, Mumbai-400097, Maharashtra, India
5.	Mr. Keval Mahendra Shah	36	Independent Director	07649694	E/403, Neelambuj Bldg., Shankar Lane, Kamal Apartment, Kandivali-West, Mumbai-400067, Maharashtra, India
6.	Mr. Sanjiv Swarup	67	Independent Director	00132716	103, Srushti Apartment, Old Prabhadevi Road, Opp Century Bazar, Mumbai-400025, Maharashtra, India
7.	Ms. Kavita Kailash Bohra	32	Independent Director	11003259	A-303, Subodh Sagar Residency, Road No. 04, Shreeprastha, Near Mother Mary High School, Nallsopara WO, Thane, Mumbai-401203, Maharashtra, India

For detailed profile of our Board of Directors, please see the chapter titled "Our Management" on page 180 of the Red Herring Prospectus.

DETAILS OF INTERMEDIARIES PERTAINING TO THIS OFFER AND OUR COMPANY

BOOK RUNNING LEAD MANAGER TO THE OFFER	REGISTRAR TO AN OFFER
Fintellectual Corporate Advisors Private Limited **Corporate Office:** B-20, Second Floor, Sector-1, Noida-201301, Uttar Pradesh, India **Contact No.:** +91 120-4266080 **E-mail:** ipo@fintellectualadvisors.com **Investor Grievance E-mail:** investors@fintellectualadvisors.com **Contact Person:** Mr. Amit Puri/ Mr. Pramod Negi **Website :** www.fintellectualadvisors.com **SEBI Registration No.:** INM000012944 **CIN:** U74999DL2021PTC377748	**Skyline Financial Services Private Limited** **Address**: D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020. **Contact No.:** 011-40450193-197 **Email:** ipo@skylinerta.com **Investor Grievance Email**: grievances@skylinerta.com **Contact Person:** Mr. Anuj Rana **Website:** https://www.skylinerta.com/ **SEBI Registration No**.: INR000003241 **CIN:** U74899DL1995PTC071324
STATUTORY AND PEER REVIEW AUDITOR TO THE COMPANY	**MARKET MAKERS**
Jain Vinay & Associates., Chartered Accountants **Address:** 301, Shree Mangalam, Opp. Gopal Garden High School, Kulupwadi, Nr. National Park, W.E. Highway, Borivali(E), Mumbai-400066, Maharashtra, India **Contact Person**: Sodhani Vishnu Kumar **Mobile No**.: 9892329991 **Email:** cajva1993@gmail.com **Peer Review Certificate Number**: 019784 **Firm Registration Number**: 006649W	**Rainbow Securities Private Limited** **Address**: Center Point, 21,Hemant Basu Sarani, 3rd Floor, Room No 305, Kolkata-700001 **Tel No**.: 033-22135183/84 **Email**: info@rainbowindia.co.in **Website**: www.rainbowindia.co.in **Contact Person**: Mr. Ganesh Kumar Jhawar **SEBI Reg. No**.: INZ000190631
PRINICIPAL BANKERS TO THE COMPANY	**LEGAL ADVISOR TO THE OFFER**

Saraswat Co-Operative Bank Ltd. **Address:** Sakinaka (Andheri east), K.8 Ansa Indl. Estate, Ground Floor, Sakinaka Andheri east Mumbai - 400072 **Tel. No.:** +91 9321882591 **Email id**: alok.soni1@saraswatbank.com **Contact Person:** Mr. Alok Soni	**ABIZCHANCELLOR LAW LLP** **Address:** Basement, C-97, Lajpat Nagar-2 Delhi-110024 **Mobile No.:** +91-8882017384 **Email:** Director@abizchancellor.com **Website:** www.abizchancellor.com **Contact Person**: Adv. Parvindra Nautiyal **Enrolment No.:** D/958/2020

BANKERS TO THE OFFER/ REFUND BANK/ SPONSOR BANK

Kotak Mahindra Bank Limited
Address: Intellion Square, 501, 5th Floor, A Wing, Infinity IT Park, Gen. A.K. Vaidya Marg, Malad – East, Mumbai 400097
Tel. No.: 022-66056603
Email Id: cmsipo@kotak.com
Website: www.kotak.com
Contact Person: Sumit Panchal

CHANGES IN AUDITORS DURING THE LAST THREE YEARS

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

Name of Auditor	Appointed for the period	Appointment/ Re-appointment/ Resignation	Date of Appointment/ Re-appointment/ Resignation	Reason
Jain Vinay & Associates **FRN:** 006649W **Peer Review**: 019784 **E-mail**: cajva1993@gmail.com **Address:** 3/301, Manglam, Opp. Gopal's Garden High School, Kulupwadi, Near National Park,W.E. Highway, Borivali (E), Mumbai 400066	From 01/04/2025 to 31/03/2030	Re-Appointment	September 09, 2025	Re-appointment as the statutory auditor for a period of five years.
Jain Vinay & Associates **FRN:** 006649W **Peer Review:** 019784 **E-mail**: cajva1993@gmail.com **Address:** 3/301, Manglam, Opp. Gopal's Garden High School, Kulupwadi, Near National Park,W.E. Highway, Borivali (E), Mumbai 400066	From 01/04/2024 to 31/03/2025	Appointment	August 07, 2025	Due to casual vacancy
V N Purohit & Co. **FRN:** 304040E **Peer Review:** NA **E-mail:** delhi@vnp.in	From 01/04/2024 to 31/03/2025	Resignation	July 14, 2025	This decision has been mutually discussed and agreed upon, as the Company intended to

Address: 214 New Delhi House, 27, Barakhamba Road, New Delhi - 110001				appoint auditors based in the Mumbai region to enable better coordination and facilitate more efficient and timely completion of audit-related matters, considering operational convenience.
V N Purohit & Co. **FRN:** 304040E **Peer Review:** NA **E-mail:** delhi@vnp.in **Address:** 214 New Delhi House, 27, Barakhamba Road, New Delhi - 110001	From 01/04/2024 to 31/03/2025	Appointment	March 28, 2025	Due to casual vacancy
Satya Gandhi and Co., Chartered Accountants **FRN:** 132044W **Peer Review: NA** **E-mail:** satyagandhi80@gmail.com **Address:** 101, 1st Floor, Paleja House, 15/17 Bhandari Cross, Lane, Opp Akbar Travels, Masjid Bunder West, Mumbai, 400003	From 01/04/2024 to 31/03/2029	Resignation	March 03, 2025	Auditor firm was not holding Peer Review Certificate.
Satya Gandhi and Co., Chartered Accountants **FRN:** 132044W **Peer Review:** NA **E-mail:** satyagandhi80@gmail.com **Address:** 101, 1st Floor, Paleja House, 15/17 Bhandari Cross, Lane, Opp Akbar Travels, Masjid Bunder West, Mumbai, 400003	From 01/04/2024 to 31/03/2029	Re-appointment	August 12, 2024	Re-appointment due to expiration of earlier terms

FILING OF DRAFT RED HERRING PROSPECTUS / RED HERRING PROSPECTUS WITH BOARD AND REGISTRAR OF COMPANIES

The Offer Document will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246 (2) of SEBI ICDR Regulations. However, pursuant to sub regulation (5) of Regulation 246 of the SEBI ICDR Regulations, the copy of the Offer Document shall be furnished to the Board (SEBI) in a soft copy.

Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus will be filed online through SEBI Intermediary Portal at https://siportal.sebi.gov.in. A copy of the

Prospectus along with the documents required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the ROC situated at Mumbai at 100, Everest, Marine Drive, Mumbai-400002, Maharashtra.

SELF-CERTIFIED SYNDICATE BANKS

The lists of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (ASBA) Process are provided on the website of SEBI. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the below mentioned SEBI link. https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes

SELF-CERTIFIED SYNDICATE BANKS ELIGIBLE AS ISSUER BANKS FOR UPI MECHANISM AND MOBILE APPLICATIONS ENABLED FOR UPI MECHANISM

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Individual Bidders using the UPI Mechanism may only apply through the SCSBs and mobile applications using the UPI handles specified on the website of the SEBI. The list of SCSBs through which Applications can be submitted by IIs using the UPI Mechanism, including details such as the eligible mobile applications and UPI handle which can be used for such Applications, is available on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

REGISTERED BROKERS

The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website Stock Exchange, a BSE Limited at www.bseindia.com as updated from time to time.

REGISTRAR TO OFFER AND SHARE TRANSFER AGENTS

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of BSE of India Limited at www.bseindia.com as updated from time to time.

COLLECTING DEPOSITORY PARTICIPANTS

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

CREDIT RATING

This being an offer of Equity Shares, credit rating is not required.

GREEN SHOE OPTION

No Green Shoe option is applicable for this offer.

IPO GRADING

Since the offer is being made in terms of Chapter IX of SEBI ICDR Regulations, there is no requirement of appointing

an IPO grading agency.

BROKERS TO THE OFFER

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

DEBENTURE TRUSTEE

Since this is not a debenture offer, appointment of debenture trustee is not required.

EXPERT OPINION

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

Our Company has received written consent, from Statutory and Peer Review Auditor namely, M/s Jain Vinay & Associates (FRN: 006649W) dated September 20, 2025, M/s. Abizchancellor Law LLP represented by Advocate Parvindra Nautiyal having (Enrollment no.: D/958/2020) dated September 18, 2025, Chartered Engineer M/s Garg & Associates, represented by Mr. Rajul Garg having membership (M-1707846) dated September 22, 2025 and M/s. S J Kumar & Associates (Membership No. A63389) Companies Secretaries dated September 18, 2025, to include their name as an expert as defined under Section 2(38) of the Companies Act, read with Section 26(5) of the Companies Act 2013.

Further, M/s Jain Vinay & Associates (FRN: 006649W) Statutory and Peer Review Auditor, has given (i) examination report dated February 17, 2026 on our restated financial information; and (ii) its report dated September 22, 2025 on the statement of special tax benefits in this Red Herring Prospectus

Further, Advocate Parvindra Nautiyal has given his legal due diligence report, for legal search obtained from different courts and authorities/departments in relation to the Outstanding Litigations and Material Developments dated February 19, 2026

Further, M/s. Garg & Associates, represented by Mr. Rajul Garg having membership (M-1707846) has given chartered Engineer certificate with respect to capacity utilisation of each of the unit of Highness Microelectronics Limited dated February 21 , 2026.

Further S J Kumar & Associates (Membership No. A63389), Company Secretaries has given certificate dated September 24, 2025 for the ROC Search obtained from MCA and providing the list of delays/non-filing/ noncompliance of the forms filed with ROC as applicable to us.

Afore-mentioned consents have not been withdrawn as on the date of this Red Herring Prospectus. However, the term – expert shall not be construed to mean an – expert as defined under the U.S. Securities Act. All the intermediaries, including BRLM, has relied upon the appropriacy and authenticity of the same

APPRAISAL AND MONITORING AGENCY

As per Regulation 262(1) of the SEBI (ICDR) Regulations, 2018 as amended, the requirement of Monitoring Agency is not mandatory if the Offer size is below ₹ 50 Crores.

Pursuant to Regulation 32(3) of the SEBI (LODR) Regulations, 2015, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Net Proceeds. Until such time as any part of the Net Proceeds remains unutilized, our Company will disclose the utilization of the Net Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Net Proceeds have been utilized so far, and details of amounts out of the Net Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Net Proceeds. If our Company is unable to utilize the entire amount that we have currently estimated for use out of the Net Proceeds in a fiscal, we will utilize such unutilized amount in the next fiscal.

Further, in accordance with Regulation 32(1)(a) of the SEBI (LODR) Regulations, 2015, our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Net Proceeds for the objects stated in this Red Herring Prospectus.

No appraising entity has been appointed in respect of any objects of this offer.

BOOK BUILDING PROCESS

The book building, in the context of the offer, refers to the process of collection of Bids on the basis of the Draft Red Herring Prospectus/ Red Herring Prospectus within the Price Band, which will be decided by our Company, in consultation with the BRLM, and will be advertised in [●] editions of the English national newspaper, [●] editions of the Hindi national newspaper and [●] editions in regional language where our Registered Office is located, each with wide circulation, at least two working days prior to the Bid/ Offer Opening Date. The Offer Price shall be finalized after the Bid/ Offer Closing Date. The principal parties involved in the Book Building Process are:

- Our Company;

- The Book Running Lead Manager in this case being Fintellectual Corporate Advisors Private Limited,

- The Syndicate Member(s) who are intermediaries registered with SEBI/ registered as brokers with BSE Limited and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;

- The Registrar to the offer and;

- The Designated Intermediaries and Sponsor bank

All Bidders (except Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Pursuant to the UPI Circulars, Individual Bidders may also participate in this Offer through UPI in the ASBA process. In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Individual Bidders can revise their Bids during the Bid/ Offer Period and withdraw their Bids until the Bid/ Offer Closing Date.

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

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this offer. In this regard, our Company has appointed the BRLM to manage this Offer and procure Bids for this offer. The Book Building Process is in accordance with guidelines, rules and regulations prescribed by SEBI and are subject to change from time to time. Bidders are advised to make their own judgement about an investment through this process prior to submitting a Bid.

The process of Book Building is in accordance with the guidelines, rules and regulations prescribed by SEBI under the SEBI ICDR Regulations and the Bidding Processes are subject to change from time to time. Investors are advised to make their own judgment about investment through this process prior to submitting a Bid in this offer.

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

For further details, please refer to the chapters titled “Offer Structure” and “Offer Procedure” beginning on pages 307 and 271, respectively of this Red Herring Prospectus.

ILLUSTRATION OF BOOK BUILDING PROCESS AND THE PRICE DISCOVERY PROCESS

For an illustration of the Book Building Process and the price discovery process, please refer to the chapter titled "Offer Procedure" on page 271 of this Red Herring Prospectus.

UNDERWRITING AGREEMENT

Our Company and BRLM to the offer hereby confirm that the offer is 100% Underwritten. The Underwriting agreement is dated February 18, 2026 . Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this offer:

Name, Address, Telephone, Fax, and Email of the Underwriter	Indicative No. of Equity Shares to Be Underwritten	Amount Underwritten (₹ In Thousand)	% of the Total Offer Size Underwritten
Fintellectual Corporate Advisors Private Limited Corporate Office: :B-20, Second Floor, Sector-1, Noida-201301, Uttar Pradesh, India Tel: +91 1204266080 E-mail: ipo@fintellectualadvisors.com Investor Grievance E-mail: investors@fintellectualadvisors.com Contact Person: Mr. Amit Puri/ Mr. Pramod Negi Website: www.fintellectualadvisors.com SEBI Registration No.: INM000012944 CIN: U74999DL2021PTC377748	Up to 18,06,000	[●]	100%

In the opinion of our Board of Directors of the Company, the resource of the above-mentioned Underwriter is sufficient to enable them to discharge the underwriting obligations in full. The above-mentioned Underwriter is registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges.

WITHDRAWAL OF THE OFFER

Our Company in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Offer at any time after the Offer Opening Date but before the Board meeting for Allotment. In such an event, our Company would offer a public notice in the newspapers, in which the pre-offer and price band advertisements were published, within two (2) days of the Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the offer. The Book Running Lead Manager, through the Registrar to the offer, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one (1) day of receipt of such notification. Our Company shall also promptly inform BSE SME on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the Offer is also subject to obtaining the final listing and trading approvals from BSE SME, which our Company shall apply for after Allotment. If our Company withdraws the Offer after the Offer Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Red Herring Prospectus.

DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS OFFER

Our Company and the BRLM have entered into a tripartite agreement dated February 19, 2026 with Rainbow Securities Private Limited, the Market Maker for this offer, duly registered with BSE SME to full fill the obligations of Market Making:

Name:	Rainbow Securities Private Limited
Correspondence Address:	Center Point, 21, Hemant Basu Sarani, 3rd Floor, Room No. 305, Kolkata-700001

Tel No.:	033-22135183/84
E-mail:	info@rainbowindia.co.in
Website:	www.rainbowindia.co.in
Contact Person:	Mr. Ganesh Kumar Jhawar
SEBI Registration No.:	INZ000190631

The Market Maker shall full fill the applicable obligations and conditions specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the BSE and SEBI regarding this matter from time to time. Following is a summary of the key details pertaining to the Market Making arrangement:

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

The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of BSE Limited and SEBI from time to time.

In terms of SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012 the Market Maker shall be exempt from providing buy quote on attaining the prescribed threshold limits (including the mandatory allotment of 5% of Equity Shares of the Issue). Further, the Market Maker can offer buy quotes only after the Market Maker complies with prescribed re-entry threshold limits. Only those Equity Shares which have been acquired by the Market Maker on the platform of the SME Exchange during market making process shall be counted towards the Market Maker's threshold. The Market Maker shall be required to provide two-way quotes during the first three months of the market making irrespective of the level of holding.

The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹1,00,000 shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.

There shall be no exemption/ threshold on downside. However, in the event the Market Maker exhausts its inventory through market making process, the concerned Stock Exchange may intimate the same to SEBI after due verification. The Market Maker shall not selling lots less than the minimum contract size allowed for trading on the SME Platform of BSE and the same may be changed by the SME Platform of BSE from time to time. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by them.

The shares of the Company will be traded in continuous trading session from the time and day the Company gets listed on SME Platform of BSE and market maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.

The Market Maker shall start providing quotes from the day of the listing/ the day when designated as the Market Maker for their respective scrip and shall be subject to the guidelines laid down for market making by the SME Exchange. There be special circumstances under which the Market Maker may be allowed to withdraw temporarily /fully from the market-for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non- controllable reasons would be final.

Market Maker shall not buy the Equity Shares from the Promoters or Persons belonging to promoter group of Highness Microelectronics Limited or any person who has acquired shares from such promoter or person belonging to promoter group, during the compulsory market making period.

The Promoters' holding in Highness Microelectronics Limited Equity Shares shall not be eligible for offering to the Market Maker during the Compulsory Market Making Period. However, the promoters' holding in Highness Microelectronics Limited which is not locked-in as per the SEBI (ICDR) Regulations, as amended, can be traded with prior permission of the SME Platform of BSE, and in the manner specified by SEBI from time to time.

The Book Runing Lead Manager, if required. has the right to appoint a Nominee Director on the Board of the Company any time during the compulsory market making period provided it meets the requirements as per clause 261(8) of SEBI (ICDR) Regulations, 2018.The Market Maker shall not be responsible to maintain the price of the Equity Shares of the Company at any particular level and is purely supposed to facilitate liquidity on the counter of Highness Microelectronics Limited via its 2-way quotes. The price of the Equity Shares shall be determined and be subject to market forces.

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

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

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

Price Band and Spreads: Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27,2012, limits on the upper side for Markets Makers during market making process has been made applicable, based on the offer size and as follows:

Offer Size	**Buy quote exemption threshold (including mandatory initial inventory of 5% of the Offer Size)**	**Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Offer Size)**
Up to Rs. 20 Crore	25%	24%
Rs. 20 Crore to Rs. 50 Crore	20%	19%
Rs. 50 Crore to Rs. 80 Crore	15%	14%
Above Rs. 80 Crore	12%	11%

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

The trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.

This space has been intentionally left blank

CAPITAL STRUCTURE

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

	Particulars	Amount in ₹ thousands	
		Aggregate Value at Face Value	Aggregate Value at Offer Price
A.	**Authorised Share Capital**		
	70,00,000 Equity Shares having face value of ₹ 10/- each	70,000.00	-
B.	**Issued, Subscribed and Paid-Up Share Capital before the Offer**		
	35,10,000 Equity Shares having face value of ₹ 10/- each	35,100.00	-
C.	**Present Offer in terms of the Red Herring Prospectus**		
	Offer of up to 18,06,000 Equity Shares* of ₹ 10/- each at a Price of ₹ [●] per Equity Share (1) **Of which:** (a) Fresh Issue of up to 16,53,600 Equity Shares of face value of ₹10/- each at a premium of ₹ [●]/- per share (b) Offer for Sale(2) of up to 1,52,400 Equity Shares of face value of ₹10/- each at a premium of ₹ [●]/- per share	[●]	[●]
	Which comprise:		
	Reservation for Market Maker – up to 91,200 Equity Shares of ₹ 10/- each at a price of ₹ [●] per Equity Share reserved as Market Maker Portion	[●]	[●]
	Net Offer to the Public (3) – up to 17,14,800 Equity Shares of ₹ 10/- each at a price of ₹ [●] per Equity Share	[●]	[●]
	Of which:		
I.	**Allocation to Qualified Institutional Buyer – 8,53,200 Equity Shares of face value of ₹ 10/- each at Offer Price of ₹ [●] per Equity Share**	[●]	[●]
	(a) **Anchor Investor Portion**- up to 5,11,200 Equity Shares of face value of ₹ 10/- each fully paid-up for cash at price of ₹ [●]/- per Equity Share aggregating to ₹ [●] thousands.	[●]	[●]
	(b) **Net QIB Portion** (assuming the anchor Investor Portion is fully subscribed)- up to 3,42,000 Equity Shares of face value of ₹ 10/- each fully paid-up for cash at price of ₹ [●] thousands.	[●]	[●]
	Of which:		
	(i) **Available for allocation to Mutual Funds** only (5% of the Net QIB Portion)- up to 18,000 Equity Shares of face value of ₹ 10/- each fully paid-up for cash at price of ₹ [●] /- per Equity Share aggregating to ₹ [●] thousands.	[●]	[●]
	(ii) **Balance of QIB Portion** for all QIBs including Mutual Funds- up to 3,24,000 Equity Shares of face value of ₹ 10/- each fully paid-up for cash at price of ₹ [●] /- per Equity Share aggregating to ₹ [●] thousands.	[●]	[●]
II.	**Allocation to Non-Institutional Investors** – Up to **2,59,200** Equity Shares of ₹ 10/- each at offer price of ₹ [●] /- per Equity Share shall be available for allocation for Investors.	[●]	[●]
	Of which:		
	(i) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lots and up		

	to such lots equivalent to not more than ₹10 lakhs.		
	(ii) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹10 lakhs.		
III.	**Allocation to Individual Investors** – who applies for minimum application size 6,02,400 Equity Shares of ₹ 10/- each at an offer price of ₹ [●] /- per Equity Share shall be available for allocation for Investors applying for a value of up to ₹ 2.00 Lakhs.	[●]	[●]
D.	**Issued, Subscribed and Paid-up Share Capital after the Offer**		
	Up to 51,63,600 Equity Shares having face value of ₹ 10/- each	[●]	
E.	**Securities Premium Account**		
	Before the Offer	Nil	
	After the Offer	[●]	

**Number of Shares to be offered may need to be modified before filing with ROC for adjustment of Lot Size upon finalization of Offer Price.*

1. *The offer has been authorized by a resolution of our Board of Directors through their meeting dated September 09, 2025, and by a special resolution of our Shareholders at the Extra-ordinary General Meeting dated September 09, 2025.*
2. *The Selling Shareholders confirmed that the Offered Shares had been held by them for a period of at least one year prior to the filing of this Red Herring Prospectus with BSE in accordance with of the SEBI ICDR Regulations or are otherwise eligible for being offered for sale in the Offer in accordance with the provisions of the SEBI ICDR Regulations. The Selling Shareholders have confirmed and authorized their participation in the Offer for Sale pursuant to a consent letter dated September 17, 2025.*
3. *Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Offer Price. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.*

CLASS OF SHARES

Our Company has only one class of share capital i.e. Equity Shares of the face value of ₹ 10/- each only and all Equity Shares are ranked pari-passu in all respect. All Equity Shares are fully paid-up and does not have any outstanding convertible instruments as on the date of this Red Herring Prospectus.

NOTES TO THE CAPITAL STRUCTURE

1. History of Changes in Authorized Equity Share Capital of our Company:

Since the incorporation of our Company, the authorized share capital of our Company has been altered in the manner set forth below:

(Amount in ₹ thousands, except no. of shares)

Sr. No.	Particulars	No. of Shares	Cumulative No. of Shares	Cumulative Authorized Share Capital (₹)	Date	Whether AGM/ EGM
1.	On Incorporation*	10,000	10,000	100.00	On Incorporation	N.A.
2.	Increase in authorized share capital from ₹ 100.00/- thousands to ₹ 70,000/- thousands of ₹ 10/- per share [(1)]	69,90,000	70,00,000	70,000.00	August 12, 2024	EGM

* *The date of incorporation of our Company is September 6, 2007.*

[(1)] The authorized share capital of our Company has been increased from ₹ 1,00,000/- (Rupees One Lakhs only) divided into 10,000 (Ten Thousand) equity shares of ₹ 10/- each to ₹ 7,00,00,000/- (Rupees Seven Crores only) by creating 70,00,000 (Seventy Lakh) equity shares of ₹ 10/- each.

2. History of Issued and Paid-Up Share Capital of Our Company.

Date of Allotment	No. of Equity Shares allotted	Face value (in ₹)	Issue Price (in ₹)	Nature of consideration	Nature of Allotment	Date of Allotment	No. of Equity Shares allotted (Amount in ₹ thousands)
On Incorporation*	10,000	10	10	Cash	Subscription to MOA [(1)]	10,000	100.00
31-08-2024	35,00,000	10	10	Consideration other than cash	Bonus Issue (350:1) [(2)]	35,10,000	35,100.00

* The date of incorporation of our Company is September 06, 2007.

1. *Initial Subscribers to Memorandum of Association hold 10,000 Equity Shares each of face value of ₹ 10/- fully paid up as per the details given below:*

Sr. No	Name	No. of Shares
1	Mr. Gaurav Manjul Kejriwal	5,000
2	Mr. Manjul Kumar Kejriwal	5,000
	Total	10,000

2. *Allotment of 35,00,000 Equity Shares each of face value of ₹ 10/- each on August 31, 2024 by Bonus Issue in the proportion of 350 (Three Hundred Fifty) equity shares for every 1 (One) equity shares, the details of which is given below:*

Sr. No	Name	No. of Shares
1	Mr. Gaurav Manjul Kejriwal	20,61,500
2	Mr. Manjul Kumar Kejriwal	9,45,000
3	Mrs. Manju Devi Kejriwal	2,45,000
4	Mrs. Shruti Gaurav Kejriwal	1,40,000
5	Mrs. Chhavi Nirav Shah	1,05,000
6	Mr. Inder Singh	1,750
7	Mrs. Pooja Singh	1,750
	Total	**35,00,000**

Except as follows, we have not issued any Equity Shares for consideration other than cash

Date of Allotment	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons of Allotment	Benefits accrued to company	Allottees	No. of Shares Allotted
August 31, 2024	35,00,000	10.00	Nil	Bonus issue in the ratio	Capitalization of Reserves	Mr. Gaurav Manjul Kejriwal	20,61,500
						Mr. Manjul Kumar	9,45,000

				of 350:1		Kejriwal	
						Mrs. Manju Devi Kejriwal	2,45,000
						Mrs. Shruti Gaurav Kejriwal	1,40,000
						Mrs. Chhavi Nirav Shah	1,05,000
						Mr. Inder Singh	1,750
						Mrs. Pooja Singh	1,750

3. Shareholding of the Promoters of our Company

As on the date of the Red Herring Prospectus, our Promoters – Mr. Gaurav Manjul Kejriwal, Mr. Manjul Kumar Kejriwal and Mrs. Shruti Gaurav Kejriwal hold total 31,55,490 Equity Shares representing 89.90% of the pre-offer paid up share capital of our Company.

Date of Allotment/ Transfer	Nature of Transaction / Issue	No of equity shares	Face Value per equity share (In ₹)	Issue/ Transfer price per share (In ₹)	Consideration (In ₹ thousands)	Name of Transferor / Transferee	% of pre-offer capital	% of post offer capital
Mr. Gaurav Manjul Kejriwal								
06-09-2007	Incorporation	5,000	10	10	50.00	NA	0.14%	0.10%
27-03-2015	Transfer	(4,500)	10	10	45.00	Transferee: Mrs. Manju Devi Kejriwal	0.01%	0.01%
02-08-2024	Acquisition of shares by way of gift	2,300	10	NA	Nil	Transferor: Mr. Manjul Kumar Kejriwal	0.08%	0.05%
02-08-2024	Acquisition of shares by way of gift	3,090	10	NA	Nil	Transferor: Mrs. Manju Devi Kejriwal	0.17%	0.11%
31-08-2024	Bonus Issue	20,61,500	10	Other than cash	Nil	NA	58.90%	40.04%
Total		**20,67,390**					**58.90%**	**40.04%**
Mr. Manjul Kumar Kejriwal								
06-09-2007	Incorporation	5,000	10	10	50.00	NA	0.14%	0.10%
02-08-2024	Transfer in the form of gift	(2,300)	10	NA	Nil	Transferee: Mr. Gaurav Manjul	0.08%	0.05%

						Kejriwal		
31-08-2024	Bonus Issue	9,45,000	10	Other than cash	Nil	NA	27.00%	18.35%
Total		**9,47,700**					**27.00%**	**18.35%**
Mrs. Shruti Gaurav Kejriwal								
02-08-2024	Acquisition of shares by way of gift	400	10	NA	Nil	Transferor: Mrs. Manju Devi Kejriwal	0.01%	0.01%
31-08-2024	Bonus Issue	1,40,000	10	Other than cash	Nil	NA	4.00%	2.72%
Total		**1,40,400**					**4.00%**	**2.72%**

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares. None of the Equity Shares held by our Promoters are under pledge.

Note: The transfer of shares to public shareholders namely Mr. Inder Singh and Mrs. Pooja Singh have been made from Mrs. Manju Devi Kejriwal who is a part of Promoter Group.

4. Our shareholding pattern

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

Category Code	Category of shareholder	No. of share holder	No. of fully paid-up equity shares held	No. of Partly paid-up equity shares held	No. of shares underlying Depository Receipts	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B	Number of Voting Rights held in each class of securities*				No. of Shares Under lying Outstanding convertible securities (including Warrants)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share Capital) As a % of (A+B+C2)	Number of locked in Shares		Number of Shares pledged or other-wise encumbered		Number of shares held in dematerialized form
								No. of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total share s held (B)	No. (a)	As a % of total share s held (B)	
								Class X	Class Y	Total								

I	II	III	IV	V	VI	VII= IV+ V+V I	VIII	IX				X	XI=VII +X	XII		XIII		XIV
(A)	Promoters and Promoter Group	5	35,06,490	-	-	35,06,490	99.90%	35,06,490	-	35,06,490	99.90%	-	-	-	-	-	-	35,06,490
(B)	Public	2	3,510	-	-	3,510	0.1%	3,510	-	3,510	0.1%	-	-	-	-	-	-	3,510
(C)	Non Promoter - Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	**7**	**35,10,000**	-	-	**35,10,000**	**100%**	**35,10,000**	-	**35,10,000**	**100%**	-	-	-	-	-	-	**35,10,000**

Notes:

1. As on the date of this Red Herring Prospectus 1 Equity Shares holds 1 vote.
2. We have only one class of Equity Shares of face value of ₹10.00 each.
3. Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the Website of the Stock Exchange before commencement of trading of such Equity Shares.
4. In terms of SEBI circular bearing No. CIR/ISD/3/2011 dated June 17, 2011 and SEBI circular bearing No. SEBI/CIR/ISD/ 05 /2011, dated September 30, 2011, the Equity Shares held by the Promoters/Promoters Group Entities and 50% of the Equity Shares held by the public shareholders, shall be dematerialized. Accordingly, our Company have all the shares in dematerialized form.

- *PAN of the Shareholders will be provided by our Company prior to Listing of Equity Share on the Stock Exchange.*
- *Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the SEBI (LODR) Regulations, 2015, one day prior to the listing of the equity shares. The shareholding pattern will be uploaded on the website of BSE SME before commencement of trading of such Equity Shares.*

5. As on the date of the Red Herring Prospectus, there are no partly paid-up shares / outstanding convertible securities / warrants in our Company.

6. **Following are the details of the holding of securities of persons belonging to the category Promoter and Promoter Group" and public before and after the Offer:**

Sr. No.	Name of shareholder	Pre-Offer		Post-Offer	
		No. of equity shares	As a % of Issued Capital	No. of equity shares	As a % of Issued Capital
Promoters					

1.	Mr. Gaurav Manjul Kejriwal	20,67,390	58.90%	20,28,990	39.29%
2.	Mr. Manjul Kumar Kejriwal	9,47,700	27.00%	8,33,700	16.15%
3.	Mrs. Shruti Gaurav Kejriwal	1,40,400	4.00%	1,40,400	2.72%
Total – A		**31,55,490**	**89.90%**	**30,03,090**	**58.16%**
Promoter Group					
4.	Mrs. Manju Devi Kejriwal	2,45,700	7.00%	2,45,700	4.76%
5.	Mrs. Chhavi Nirav Shah	1,05,300	3.00%	1,05,300	2.04%
Total – B		**3,51,000**	**10.00%**	**3,51,000**	**6.80%**
Public					
6.	Mr. Inder Singh	1,755	0.05%	1,755	0.03%
7.	Mrs. Pooja Singh	1,755	0.05%	1,755	0.03%
8.	IPO	-	-	18,06,000	34.98%
Total – C		**3,510**	**0.10%**	**18,09,510**	**35.04%**
Grand Total (A+B+C)		**35,10,000**	**100.00%**	**51,63,600**	**100.00%**

7. The average cost of acquisition of or subscription of Equity Shares by our Promoters and Selling Shareholders is set forth in the table below:

Name	Promoter/ Selling Shareholder	No. of Shares held	Average cost of Acquisition per Equity Shares (in ₹)*
Mr. Gaurav Manjul Kejriwal	Promoter and Selling Shareholder	20,67,390	Negligible
Mr. Manjul Kumar Kejriwal	Promoter and Selling Shareholder	9,47,700	0.05
Mrs. Shruti Gaurav Kejriwal	Promoter	1,40,400	Nil

Note: For buildup of capital, please refer note no. 2 above.
**As certified by M/s Jain Vinay &Associates, Chartered Accountants, Statutory Auditors, by way of their certificate dated September 22, 2025 bearing UDIN No. 25403919BMMNUF9742.*

8. Details of Major Shareholders:

A. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date of the Red Herring Prospectus:

Sr. No.	Name of shareholders	Category	No. of Equity Shares held	% of Paid-up Capital*
1.	Mr. Gaurav Manjul Kejriwal	Promoter	20,67,390	58.90 %
2.	Mr. Manjul Kumar Kejriwal	Promoter	9,47,700	27.00 %
3.	Mrs. Shruti Gaurav Kejriwal	Promoter	1,40,400	4.00 %
4.	Mrs. Manju Devi Kejriwal	Promoter Group	2,45,700	7.00 %
5.	Mrs. Chhavi Nirav Shah	Public	1,05,300	3.00 %
	Total		**35,06,490**	**99.90 %**

B. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date ten days prior to the date of the Red Herring Prospectus:

Sr. No.	Name of shareholders	Category	No. of Equity Shares held	% of Paid-up Capital*
1.	Mr. Gaurav Manjul Kejriwal	Promoter	20,67,390	58.90 %
2.	Mr. Manjul Kumar Kejriwal	Promoter	9,47,700	27.00 %
3.	Mrs. Shruti Gaurav Kejriwal	Promoter	1,40,400	4.00 %
4.	Mrs. Manju Devi Kejriwal	Promoter Group	2,45,700	7.00 %
5.	Mrs. Chhavi Nirav Shah	Public	1,05,300	3.00 %

	Total		**35,06,490**	**99.90 %**

C. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date one year prior to the date of the Red Herring Prospectus:

Sr. No.	Name of shareholders	Category	No. of Equity Shares held	% of Paid-up Capital*
1.	Mr. Gaurav Manjul Kejriwal	Promoter	20,67,390	58.90 %
2.	Mr. Manjul Kumar Kejriwal	Promoter	9,47,700	27.00 %
3.	Mrs. Shruti Gaurav Kejriwal	Promoter	1,40,400	4.00 %
4.	Mrs. Manju Devi Kejriwal	Promoter Group	2,45,700	7.00 %
5.	Mrs. Chhavi Nirav Shah	Public	1,05,300	3.00 %
	Total		**35,06,490**	**99.90 %**

D. List of Shareholders holding 1.00% or more of the Paid-up Capital of the Company as on date two years prior to the date of the Red Herring Prospectus:

Sr. No.	Name of shareholders	Category	No. of Equity Shares held	% of Paid-up Capital*
1.	Mr. Manjul Kumar Kejriwal	Promoter	5,000	50.00%
2.	Mrs. Manju Devi Kejriwal	Promoter	4,500	45.00%
3.	Mr. Gaurav Manjul Kejriwal	Promoter	500	5.00%
	Total		10,000	100.00%

** the % has been calculated based on existing (pre-offer) Paid up Capital of the Company.*

9. Our Company has not issued any Equity Shares during a period of one year preceding the date of this Red Herring Prospectus at a price lower than the Offer Price.

10. Except as disclosed in this Red Herring Prospectus, our Company presently does not have any intention or proposal to alter its capital structure for a period of six (6) months from the date of opening of the Offer, by way of spilt/consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise. However, during such period or a later date, it may issue Equity Shares or securities linked to Equity Shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

11. We have 7 shareholders as on the date of filing of the Red Herring Prospectus.

12. As on the date of the Red Herring Prospectus, our Promoters and Promoters' Group hold total 35,06,490 Equity Shares representing 99.90% of the pre-offer paid up share capital of our Company.

13. None of our Promoters, their relatives and associates, persons in Promoter Group or the directors of the company which is a promoter of the Company and/or the Directors of the Company have purchased or (sold) any securities of our Company during the past six months immediately preceding the date of filing this Red Herring Prospectus.

14. The members of the Promoters' Group, our directors and the relatives of our directors have not financed the purchase by any other person of securities of our Company, other than in the normal course of the business of the financing entity, during the six months immediately preceding the date of filing the Red Herring Prospectus.

15. Details of Promoter's Contribution locked in for three years:

As per Sub-Regulation (1) of Regulation 236 of the SEBI (ICDR) Regulations, 2018 and in terms of the aforesaid table, an aggregate of 20% of the post-offer Capital shall be considered as Promoter's Contribution.

Our Promoters have granted consent to include such number of Equity Shares held by them as may constitute 20.00 % of the post-offer Equity Share Capital of our Company as Promoters' Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters' Contribution from the date of filing of this Red Herring Prospectus until the completion of the lock-in period.

In terms of clause (a) of Regulation 238 of the SEBI (ICDR) Regulations, 2018, Minimum Promoters Contribution as mentioned above shall be locked-in for a period of three years from the date of commencement of commercial production or date of allotment in the Initial Public Offer, whichever is later.

Explanation: The expression "date of commencement of commercial production" means the last date of the month in which commercial production of the project in respect of which the funds raised are proposed to be utilised as stated in the Offer document, is expected to commence.

We further confirm that Minimum Promoters' Contribution of 20% of the post-offer Paid-up Equity Shares Capital does not include any contribution from Alternative Investment Fund.

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

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

The details of the Equity Shares held by our Promoters, which are locked in for a period of three years from the date of Allotment in the Issue are given below:

Date of Transaction and when made fully paid-up	Nature of Transaction	No. of Equity Shares locked-in*	Face Value (in ₹)	Issue/Acquisition Price per Equity Share (in ₹)	Pre-Offer paid-up capital (%)	Post-Offer paid-up capital (%)	Lock-in Period
Mr. Gaurav Manjul Kejriwal							
March 31, 2024	Acquisition by way of Bonus Issue (350:1)	10,33,200	10	Nil	29.44%	20.01%	3 years

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

Eligibility of Share for "Minimum Promoters Contribution in terms of clauses of Regulation 237(1) of SEBI (ICDR) Regulations, 2018

Reg. No.	Promoter' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
237(1)(a) (i)	Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction	The minimum Promoter's contribution does not consist of such Equity Shares. Hence Eligible

237(1)(a)(ii)	Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum Promoter' contribution	The minimum Promoter's contribution does not consist of such Equity Shares. Hence Eligible
237(1)(b)	Specified securities acquired by promoters during the preceding one year at a price lower than the price at which specified securities are being offered to public in the initial public offer	The minimum Promoter's contribution does not consist of such Equity Shares. Hence Eligible
237(1)(c)	Specified securities allotted to promoters during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the promoters of the issuer and there is no change in the management: Provided that specified securities, allotted to promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible	The minimum Promoter's contribution does not consist of such Equity Shares. Hence Eligible
237(1)(d)	Specified securities pledged with any creditor.	Our Promoters have not Pledged any shares with any creditors. Accordingly, the minimum Promoter's contribution does not consist of such Equity Shares. Hence Eligible

Lock in of Equity Shares held by Promoter in excess of Minimum Promoters' contribution:

Lock in of Equity Shares held by Promoters in excess of minimum promoters' contribution as per Regulation 238 of the SEBI ICDR Regulations, 2018 read with SEBI (ICDR) (Amendment) Regulations, 2025. Pursuant to Regulation 238(b) of the SEBI ICDR Regulations, 2018 read with SEBI (ICDR) (Amendment) Regulations, 2025, the Equity Shares held by our Promoters and promoters' holding in excess of minimum promoters' contribution shall be locked as follows:

a) Fifty percent of promoters' holding in excess of minimum promoters' contribution shall be locked in for a period of two years from the date of allotment in the initial public offer, and

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

Sr. No.	Name of Promoter	No of Equity Shares allotted	No of Equity Shares Locked in	Lock in Period
1	Mr. Gaurav Manjul Kejriwal	20,28,990	4,98,000	2 Years
			4,97,790	1 Year
2	Mr. Manjul Kumar Kejriwal	8,33,700	4,17,600	2 Years
			4,16,100	1 Year
3	Mrs. Shruti Gaurav Kejriwal	1,40,400	70,800	2 Years
			69,600	1 Year

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, the Equity Shares which are subject to lock-in shall carry the inscription 'non-transferable' along with the duration of the specified non-transferable period mentioned in the face of the security certificate. The shares which are in dematerialized form, if any, shall be locked in by the respective depositories. The details of the lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

Pledge of Locked in Equity Shares:

In terms of Regulation 242 of the SEBI (ICDR) Regulations, 2018, the locked-in Equity Shares held by our Promoters can be pledged only with any scheduled commercial banks or a public financial institution or a systematically important non-banking finance company or a housing finance company as collateral security for loans granted by such banks or financial institutions, subject to the following:

- In case of Minimum Promoters' Contribution, the loan has been granted to the issuer company or its subsidiary (ies) for the purpose of financing one or more of the Objects of the Offer and pledge of equity shares is one of the terms of sanction of the loan.

- In case of Equity Shares held by Promoters in excess of Minimum Promoters' contribution, the pledge of equity shares is one of the terms of sanction of the loan.

However, lock in shall continue pursuant to the invocation of the pledge and such transferee shall not be eligible to transfer the equity shares till the lock in period stipulated has expired

Transferability of Locked in Equity Shares:

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

- The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoters' Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

- The equity shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoters' Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock- in period stipulated has expired.

16. Our Company, our Promoters, our Directors and the Book Running Lead Manager to this Offer have not entered into any buy-back, standby or similar arrangements with any person for purchase of our Equity Shares from any person.

17. The Post-offer Paid up Equity shares Capital of our Company shall not exceed the Authorised Equity shares Capital of Our Company.

18. Our Company shall ensure that any transactions in Equity Shares by our Promoters and the Promoter Group during the period between the date of filing the Red Herring Prospectus and the date of closure of the offer, shall be reported to the Stock Exchanges within 24 hours of the transaction.

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

20. As on the date of this Red Herring Prospectus, the Book Running Lead Manager and their respective associates (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The BRLM and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company for which they may in the future receive customary compensation.

21. Our Company has not issued shares for consideration other than cash or out of revaluation of reserves, including

Bonus Shares, at any point of time since Incorporation except the following.

Sr. No.	Name of the Person	Nos. of shares allotted	Face Value (In ₹)	Issue Price (In ₹)	Date of Allotment	Reason for Allotment	Benefit occurred to Issue
1	Mr. Gaurav Manjul Kejriwal	20,61,500	10/-	Nil	31-08-2024	Bonus Issue	Capitalisation of Reserve
2	Mr. Manjul Kumar Kejriwal	9,45,000					
3	Mrs. Manju Devi Kejriwal	2,45,000					
4	Mrs. Shruti Gaurav Kejriwal	1,40,000					
5	Mrs. Chhavi Nirav Shah	1,05,000					
6	Mr. Inder Singh	1,750					
7	Mrs. Pooja Singh	1,750					

22. Our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 230 to 234 of the Companies Act, 2013.

23. Our Company has not re-valued its assets since inception and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

24. Our Company does not have any Employee Stock Option Scheme / Employee Stock Purchase Scheme for our employees, and we do not intend to allot any shares to our employees under Employee Stock Option Scheme / Employee Stock Purchase Scheme from the proposed Offer. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

25. As on the date of filing of the Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other financial instruments into our Equity Shares.

26. All the Equity Shares of our Company are fully paid up as on the date of the Red Herring Prospectus. Further, since the entire money in respect of the offer is being called on application, all the successful applicants will be allotted fully paid-up equity shares.

27. As per RBI regulations, OCBs are not allowed to participate in this Offer.

28. There are no safety net arrangements for this public offer.

29. As on the date of this Red Herring Prospectus, none of the shares held by our Promoters/ Promoter Group are pledged with any financial institutions or banks or any third party as security for repayment of loans.

30. Under subscription, if any, in any category, shall be met with spill-over from any other category or combination of categories at the discretion of our Company, in consultation with the Book Running Lead Manager and BSE.

31. The Offer is being made through Book Build Method.

32. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under "Basis of Allotment" in the chapter titled "Offer Procedure" beginning on Page 271 of this Red Herring Prospectus. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 (1) of SEBI (ICDR) Regulations, as amended from time to time.

33. Book Running Lead Manager to the offer viz. Fintellectual Corporate Advisors Private Limited and their associates do not hold any Equity Shares of our Company.

34. Our Company has not raised any bridge loan against the proceeds of this Offer.

35. Our Company undertakes that at any given time, there shall be only one denomination for our Equity Shares, unless otherwise permitted by law.

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

37. An Applicant cannot make an application for more than the number of Equity Shares being offered/ offered through this Red Herring Prospectus, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investors.

38. No payment, direct or indirect, in the nature of discount, commission, allowance or otherwise shall be made either by us or our Promoters to the persons who receive allotments, if any, in this Offer.

39. Our Promoters and the members of our Promoter Group will not participate in this Offer. except to the extent of the Offer for Sale by the Selling Shareholders.

40. An over-subscription to the extent of 10% of the offer can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the offer, as a result of which, the post-offer paid up capital after the offer would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock- in shall be suitably increased; so as to ensure that 20% of the post offer paid-up capital is locked in.

41. Our Company has not made any public Issue/offer since its incorporation.

42. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter Group between the date of filing the Red Herring Prospectus and the Offer Closing Date shall be reported to the Stock Exchange within twenty-four hours of such transaction.

43. For the details of transactions by our Company with our Promoter Group, Group Companies during the period ended December 31 , 2025 and last three Fiscals i.e. March 31, 2025, March 31, 2024 and March 31, 2023, please refer to paragraph titled “Related Party Transaction” in the chapter titled ‘Financial Information’ beginning on page number 214 of the Red Herring Prospectus.

44. None of our Directors or Key Managerial Personnel holds Equity Shares in our Company, except as stated in the chapter titled “Our Management” beginning on page number 180 of the Red Herring Prospectus.

45. None of the investors of the company is directly/indirectly related with Book Running Lead Managers and their associates.

46. All Equity Shares held by our Promoters are in dematerialised form as on the date of this Red Herring Prospectus.

47. Our Company is in compliance with the Companies Act, 2013 with respect to issuance of securities since inception till date of filing of Red Herring Prospectus.

48. There will be no further issue/offer of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of this Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded on account of non-listing, under-subscription etc, as the case may be.

49. No person connected with the Offer shall issue any incentive, whether direct or indirect, in any manner whatsoever, whether in cash or kind or service or otherwise, to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.

OBJECTS OF THE OFFER

The Offer comprises the Fresh Offer and the Offer for Sale. The Fresh Offer comprises of up to 16,53,600 equity shares of face value ₹ 10/-each aggregating up to ₹ [●] thousands to be issued by our Company and the Offer for Sale comprises of up to 1,52,400 equity shares of face value ₹ 10/-each, aggregating up to ₹ [●] thousands by the Promoters Selling Shareholders.

OFFER FOR SALE:

Our Company will not receive any proceeds from the offer for sale by the Promoter Selling Shareholder. However, except for the listing fees which shall be solely borne by our Company, all offer expenses will be shared, upon successful completion of the offer, between our company and the Promoter Selling Shareholder on a pro-rata basis, in proportion to the Equity Shares issued and allotted by our Company in the Fresh Offer and the offered shares sold by the Promoter Selling Shareholder in the Offer for Sale.

Name of Promoter Selling Shareholders*	No. of shares offered in Offer for Sale	Aggregate amount of Offer for Sale	Date of Consent Letter
Gaurav Manjul Kejriwal	Up to 38,400 Equity Shares	Up to ₹ [●] Thousands	September 17, 2025
Manjul Kumar Kejriwal	Up to 1,14,000 Equity Shares	Up to ₹ [●]Thousands	September 17, 2025

*The Promoter Selling Shareholders have confirmed and authorized its participation in the Offer for Sale in relation to the Offered Shares. The Promoter Selling Shareholders have confirmed that the Offered Shares have been held by him for a period of at least one year prior to the filing of this Red Herring Prospectus with SEBI in accordance with Regulation 8 of the SEBI ICDR Regulations.

FRESH OFFER

Our Company proposes to utilize the Net Proceeds from the Fresh Offer towards funding the following objects:

1. Funding the capital expenditure towards setting up an assembly line at factory situated at R-364, TTC Industrial Area, Rabale, Mumbai-400701.
2. Funding the working capital requirement of our Company.
3. Repayment and/or pre-payment, in full or part, of borrowing availed by our Company.
4. General Corporate Purposes

*(Collectively referred as the **"Objects of the Offer"**)*

We believe that listing will enhance our corporate image and visibility of the brand name of our Company. We also believe that our Company will receive the benefits from listing of Equity Shares on the SME Platform of BSE Limited (BSE SME). It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company**.**

The main objects clause of our Memorandum of Association (MOA) enables our Company to undertakes its existing activities and these activities which have been carried out now by our Company are valid in terms of the objects clause of our Memorandum of Association (MOA).

The above fund requirements are based on our current business plan as approved by our IPO committee in its meeting dated September 30, 2025 and subsequently ratified by our Board of Directors pursuant to their resolution dated September 30, 2025, management estimates based on the prevailing market conditions, other commercial and technical factors including interest rates and other charges, quotations received from Vendor, all of which are subject to change in the future. The proposed deployment of the Net Proceeds has not been appraised by any bank, financial institution or agency. These are based on current conditions and are subject to revisions in light of changes in costs, our financial condition, our business operations or growth strategy or external circumstances which may not be in our control.

We may have to revise our funding requirements and deployment of the Net Proceeds from time to time on account of various factors, such as financial and market conditions, business and strategy, competitive environment and interest or exchange rate fluctuations, increase in labour costs, logistics and transport costs, incremental preoperative expenses, taxes and duties, interest and finance charges, regulatory costs, environmental factors and other external factors, which may not be within the control of our management .For further information on factors that may affect our internal management estimates, see "Risk Factor No 25, ***"The Objects of the Offer for which funds are being raised, are based on our management estimates and any bank or financial institution or any independent agency has not appraised the same. The deployment of funds in the project is entirely at our discretion, based on the parameters as mentioned in the chapter titles "Objects of the on page 88"*** of this Red Herring Prospectus. In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including internal accruals or borrowings.

NET PROCEEDS

The net proceeds of the Offer, after deducting the offer related expenses, are estimated to be Rs. [●] Thousands (the **"Net Offer Proceeds"**). The following table summarizes the requirement of funds**:**

S.No	Particulars	(Amount in ₹ '000)
1.	Gross Offer Proceeds	[●]*
2.	Less: Offer Related Expenses	[●]*
	Net Proceeds	[●]*

**To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.*

Requirement and Utilisation of Net Proceeds:

Our funding requirements are dependent on a number of factors which may not be in the control of our management, changes in our financial condition and current commercial conditions. Such factors may entail rescheduling and / or revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure.

We intend to utilize the net proceeds of the fresh issue, in the manner set forth below:

S.No.	Particulars	(Amount in ₹ '000)	% of Gross	% of Net
1	Funding the capital expenditure towards setting up an assembly line at factory situated at R-364, TTC Industrial Area, Rabale, Mumbai-400701	52,675.18	[●]	[●]
2	Funding the working capital requirement of our Company.	67,090.55	[●]	[●]
3	Repayment and/or pre-payment, in full or part, of borrowing availed by our Company.	18,909.45	[●]	[●]
4	General Corporate Purposes *	[●]	[●]	[●]
	Total	[●]	[●]	[●]

**To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC and the amount to be utilized for general corporate purposes shall not exceed 15% of the amount raised by our company or ₹ 10 crore whichever is lower.*

PROPOSED SCHEDULE OF IMPLEMENTATION AND DEPLOYMENT OF THE NET PROCEEDS

Our Company proposes to deploy the entire Net Proceeds towards the aforementioned objects during Fiscal 2026, 2027 and 2028. The proposed year wise break-up of deployment of funds and schedule of implementation of net offer proceeds is as under:

Amount in ₹ Thousands

S. No.	Particulars	Amount proposed to be financed from Net Proceeds*	Estimated Utilization of Net Proceeds in F.Y. 25- 26	Estimated Utilization of Net Proceeds in F. Y. 26-27	Estimated Utilization of Net Proceeds in F. Y. 27-28**
1	Funding the capital expenditure requirements of our Company	52,675.18	52,675.18	0.00	0
2	Funding the Working Capital Requirement of our Company	67,090.55	11,590.55	28,000.00	27,500.00
3	Repayment and/or pre-payment, in full or part, of borrowing availed by our Company	18,909.45	18,909.45	0.00	0
4	General Corporate Purposes *	[●]	[●]	[●]	[●]
	Net Offer Proceeds	[●]	[●]	[●]	[●]

**To be finalised upon determination of the offer Price and updated in the Prospectus prior to filing with the ROC and the amount to be utilized for general corporate purposes shall not exceed 15% of the amount raised by our company or ₹ 10 crore whichever is lower.*

** Further for FY 2027–28, the estimated working capital requirement is ₹1,89,995.63 thousand, of which ₹27,500.00 thousand will be funded from the Net IPO Proceeds and the balance from borrowings and internal accruals. We hereby confirm that the said amount of ₹27,500.00 thousand will be fully utilised for business purposes by the quarter ending June 2027.

In the event that the estimated utilization of the Net Proceeds in scheduled fiscal years is not completely met, due to the reasons stated above, the same shall be utilized in the next fiscal year, as may be determined by the Board, in accordance with applicable laws. If the actual utilization towards any of the objects is lower than the proposed deployment, such balance will be used towards general corporate purposes, to the extent that the total amount to be utilized towards general corporate purposes is within the permissible limits in accordance with the SEBI ICDR Regulations. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Offer, subject to compliance with applicable laws.

MEANS OF FINANCE

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

Amount in ₹ Thousands

Sr. No.	Particulars	Amount Required	From Net offer Proceeds	Internal Accruals/ Equity Reserves	Balance from Long/ Short Term Borrowing
1	Funding the capital expenditure requirements of our Company	54,003.26	52,675.18	1,328.08	-

2	Funding the Working Capital Requirement of our Company	4,64,483.49	67,090.55	2,39,041.43	1,58,351.50
3	Repayment and/or pre-payment, in full or part, of borrowing availed by our Company	18,909.45	18,909.45	0.00	0
4	General Corporate Purposes	[●]	[●]	-	-
	Total	[●]	[●]	[●]	[●]

The fund requirements set out for the aforesaid Objects are proposed to be met entirely from the Net Proceeds, internal accruals, and debt financing. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Net Proceeds and existing identifiable internal accruals.

DETAILS OF USE OF NET OFFER PROCEEDS

1. Funding the capital expenditure requirements of our Company

Our Company is engaged in the Design, Development, Integration, Assembly and Manufacture of Digital-Imaging Solutions. Our Company operates in two main categories namely 'Off the Shelf Products' and 'Market Specific Solutions / Project'. For more information with respect to business and products of the Company, kindly refer to "Our Business" Chapter on page 127 of the RHP.

Further, with the existing setup at our factory located at R-364, TTC Industrial Area, Rabale, Mumbai-400701, we possess in-house capabilities to carry out processes such as Open-Cell Bonding. Open-Cell Bonding is a assembly process in display manufacturing, involving the precise integration of the ITO (Indium Tin Oxide) glass panel with the T-Con (Timing Controller) board and the Backlight Unit (BLU). In this process, the display panel (without a protective outer glass or casing, hence 'open cell') is carefully aligned and bonded to the BLU to ensure proper light diffusion, electrical connectivity, and overall display performance.

With the proposed IPO proceeds, we plan to establish a new COG (Chip on Glass) and FOG (Film on Glass) assembly line at our factory located at R-364, TTC Industrial Area, Rabale, Mumbai-400701. With this proposed machinery setup, we aims to manufacture Open-Cells In-House.

This process involves two critical operations:

- **Chip on Glass (COG):** In this process, semiconductor driver Integrated Circuit (ICs) are directly mounted and electrically connected onto the ITO (Indium Tin Oxide) glass panel. This enables the control of individual pixels in the display.

- **Film on Glass (FOG):** Here, a flexible printed circuit (FPC) or film is attached to the glass panel, providing electrical connectivity and supporting signals to the display.

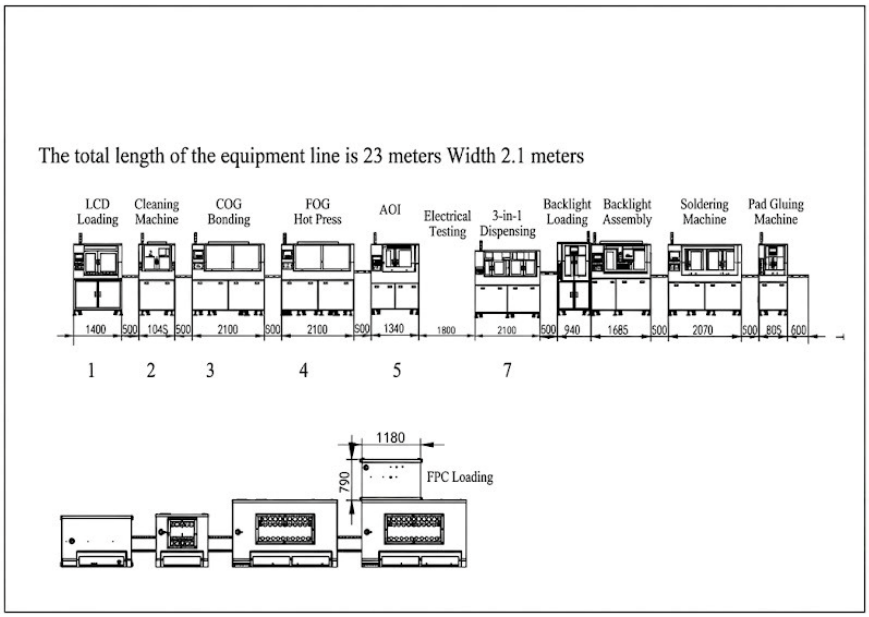
Together, these processes convert plain ITO (Indium Tin Oxide) glass into fully functional open- cell display modules. With this initiative, we will be able to manufacture Open-Cell modules in-house that are currently imported. This step forms a key part of our backward integration strategy and marks a significant move toward the localization of display module manufacturing.

We propose to utilize ₹ 50,000 Thousands out of Net Proceeds towards setting up a COG (Chip on Glass) and FOG (Film on Glass) assembly line at existing facility located at located at R-364, TTC Industrial Area, Rabale, Mumbai-400701. For further details of properties kindly refer the heading Immovable Property table on "Our Business" chapter beginning from page 127 of this RHP.

The table of activity wise completion schedule (period) until commencement of commercial production for the expansion

Particular	Estimated month of	
	Commencement	Completion
Foundation work for machine installation	March 2026	April 2026
Order of machineries	March 2026	March 2026
Delivery of machineries	April 2026	May 2026
Installation and erection of machineries	May 2026	June 2026
Trial run		June 2026
Commercial Production		June 2026

Below is the setup outlining how the machines will be arranged and installed.



** As certified by M/s Garg & Associates, Chartered Engineer vide its certificate dated February 21, 2026. The proposed assembly line can be well accommodated within the available space of the existing facility.*

As per the certificate issued by M/s Garg & Associates, Chartered Engineer, dated February 21, 2026, the proposed capacity to be achieved through the establishment of a COG (Chip on Glass) and FOG (Film on Glass) assembly line for the manufacturing of customized open-cell modules is estimated at 75% of the Annual Rated Capacity. This translates to 1,170,000 units per annum out of the total rated capacity of 1,560,000 units per annum, covering display units in sizes 7", 10.1", and 10.4".

Our Company proposes to acquire machineries at an estimated cost of ₹ 49,154.30 /- Thousands. The detailed breakup of estimated cost towards purchase of machineries which are proposed to be funded from the net offer proceeds is set forth below:

S. No	Description	Model No.	Price (in RMB '000) per unit	Qty.	Total Price (in RMB '000)	Total Amount (in INR '000)
1	**AOI automatic detection machine** Used for quality inspection. It automatically scans Liquid Crystal Display (LCD)/ Printed Circuit Board (PCB) assemblies to detect defects such as misaligned chips, soldering errors, scratches, missing or damaged components before moving to the next stage.	AOIJC200	500.00	02	1,000.00	13,144.90
2	**Fully automatic FPC feeding machine** Feeds flexible printed circuits (FPCs) into the production line with precise alignment. This ensures reliable bonding of FPCs to LCD panels or PCBs without manual errors.	FS1000	65.00	02	130.00	1,708.84
3	**Fully automatic backlight assembly machine** Used to assemble the backlight unit of LCDs, placing diffuser sheets, light guide plates, and Light Emitting Diode (LEDs). Ensures correct optical performance (uniform brightness, no light leakage).	MOB800	205.00	02	410.00	5,389.41
4	**Fully automatic laminating backlight feeding machine** Automates the lamination of backlight components (films, diffusers, polarizers) onto LCD modules, improving bonding strength, reducing bubbles or misalignment.	BL1000	39.00	03	117.00	1,537.95
5	**Fully automatic welding machine** Performs automated welding (ultrasonic,	HJ800	253.00	01	253.00	3,325.66

	resistance, or laser) of small parts in LCD modules or connectors, ensuring strong joints with speed and repeatability.					
6	**Fully automatic bonding pad adhesive machine** Dispenses adhesive onto bonding pads before attaching Integrated Circuit (ICs), flexible printed circuits (FPCs), or other parts. Ensures proper adhesion, insulation, and long-term stability of the connections.	HPJ900A	50.00	03	150.00	1,971.74
7	**Semi- automatic ACF adhesive machine** Applies anisotropic conductive film (ACF) between IC and glass/substrate. Operator loads components, machine controls bonding conditions.	NA (Customized)	63.00	03	189.00	2,484.39
8	**Semi- automatic Integrated Circuit (IC) preloading high-speed machine** Pre-loads driver ICs onto fixtures or substrates before bonding. Speeds up assembly and ensures correct chip placement.	NA (Customized)	166.00	02	332.00	4,364.11
9	**Semi- automatic COG press machine** Used to bond ICs directly onto glass (Chip-On-Glass) under heat & pressure with Anisotropic Conductive Film (ACF). It's a key step in LCD driver IC integration.	NA (Customized)	87.00	02	174.00	2,287.21
10	**Semi- automatic FOG hot press machine** Bonds FPC (flexible circuit) onto glass substrate (Flex-On-Glass, FOG). Provides	NA (Customized)	138.00	03	414.00	5,441.99

	heat and pressure to secure connections.					
					Total (A)	**41,656.19**
					IGST @18% (B)	7,498.11
					Total (A+B)	**49,154.30**

Notes:

1. *The company has taken quotation from M/s Shenzhen Jingyunda Automation Equipment Co. Ltd dated January 06, 2026, which is valid for a period of 120 days from the date of quotation.*
   ***Name of Supplier**: Shenzhen Jingyunda Automation Equipment Co. Ltd*
   ***Address:** Building 15, New Development Zone, Baishixia East District, Fuyong Street, Bao'an District, Shenzhen, China.*
   ***Quotation Date**: January, 06 2026*
   ***Validity:** 120 Days from the date of Quotation*
2. *The conversion rate for RMB is ₹13.1449 as of February 20, 2026(source: https://www.xe.com).*
3. *The abovementioned machineries will be in addition to the existing machineries and not replacement of existing machinery.*
4. *We have considered the above quotations for the budgetary estimate purpose and have not placed orders for them. The actual cost of procurement and actual supplier/dealer may vary.*
5. *All quotations received from the vendor mentioned above are valid as on the date of this Red Herring Prospectus. However, we have not entered into any definitive agreements with the vendor and there can be no assurance that the same vendor would be engaged to eventually supply the machineries/ equipment's or at the same costs*
6. *The machinery/equipment models and quantity to be purchased are based on the present estimates of our management. The Management shall have the flexibility to revise such estimates (including but not limited to change of machinery or vendor or addition/deletion of any machinery) at the time of actual placement of the order. In such case, the Management can utilize the surplus of proceeds, if any, arising at the time of actual placement of the order, to meet the cost of such other machinery, equipment's or utilities, as required for manufacturing. Furthermore, if any surplus from the proceeds remains after meeting the total cost of machineries, equipment's and utilities for the aforesaid purpose, the same will be used for our general corporate purposes, subject to limit of 15% of the amount raised by our Company through this Offer.*
7. *Insurance Charges, Sea Freight, Custom Duty, Extra Charges and Other Taxes shall be borne by the Company from its internal accruals.*
8. *The quotation is taken from an independent agency which is not related to the Issuer, its promoters, promoter group, directors KMPs and SMPs.*
9. *Delivery Time: Within 30 days after receiving the PO.*
10. *We are not acquiring any second hand machinery*
11. *Any excess costs will be covered through internal accruals.*

Further, for setting up a COG (Chip on Glass) and FOG (Film on Glass) assembly line requires an extremely controlled and contaminant-free environment to ensure product quality and reliability. At present, the company operates a clean room that supports various bonding processes such as Open-Glass Backlight Bonding, Tape Bonding, Optical Bonding, and others. This facility is equipped with laminar flow tables that help minimize dust particles during operations. However, the proposed new machinery will require production in Class 10,000 and Class 1,000 clean rooms, which maintain stringent control over airborne particles, temperature, and humidity. A Class 10,000 clean room permits no more than 10,000 particles per cubic foot of air, while a Class 1,000 clean room restricts this further to just 1,000 particles per cubic foot. These specialized environments are critical to preventing dust, static, and other contaminants from compromising the delicate bonding of ITO glass, driver ICs, and backlight units during Open-Cell assembly.

Our Company proposes to acquire machineries at an estimated cost of ₹4,848.96/- Thousands. The detailed breakup of estimated cost towards purchase of proposed clean room work which are proposed to be funded from the net offer proceeds is set forth below:

S. No	Description	Qty.	UOM	Supply in ₹ '000		Installation in ₹ '000		Grand Total in ₹ '000
				Rate	Amount	Rate	Amount	
1	**PCGI Progressive Wall Partition Panels**							
	80 mm double skin thick for wall partition panels	365	Sqmt.	2.85	1,040.25	0.285	104.03	1,144.28
2	**Clean Room Accessories**							
	Aluminium Covering with Aluminium Backing – Wall to Ceiling & Wall to Wall Considered	225	Rmt. (Running Meter)	0.3	67.50	0.03	6.75	74.25
	Aluminium Powder Coated 3D Corner	13	Nos.	0.28	3.64	0.03	0.36	4.00
3	**Clean Room Flush Doors**							
	Single Leaf Door 1200 x 2100	3	Nos.	23.94	71.82	2.39	7.18	79.00
	Single Leaf Door 900 x 2100	1	Nos.	17.955	17.96	1.80	1.80	19.75
4	**Clean Room False Ceiling**							
	50 mm thick walkable ceiling panels	897	Sqmt.	2.65	2,377.05	0.265	237.71	2,614.76
5	**View Panel**							
	Flush type Double Skin window for partition (1200 x 1050)	25	Nos.	6.3	157.50	0.63	15.75	173.25
				Total (A)	**3,735.72**		**373.57**	**4,109.29**
				IGST @18% (B)				739.67
				Total (A+B)				**4,848.96**

Note:

1. *The company has taken quotation from M/s MKCRP Turnkery Project Solutions (MK Cleanroom Project Private Limited), dated September 23, 2025, which is valid for a period of 6 months from the date of quotation.*
   ***Name of Supplier**: M/s MKCRP Turnkery Project Solutions (MK Cleanroom Project Private Limited)*
   ***Address:** Brushellz Industrial Park, Plot no 226, Dashrath, Vadodara- 391740, India.*
   ***Date of Quotation**: September 23, 2025*
   ***Validity:** 6 Months from the date of quotation*
2. *The quotation is taken from an independent agency which is not related to the Issuer, its promoters, promoter group, directors KMPs and SMPs.*
3. *Time of Delivery: 2 to 3 Weeks from receipt of P.O.*
4. *Installation Time: 2 to 3 Weeks after full material payment and site clearance.*
5. *The abovementioned machineries will be in addition to the existing machineries and not replacement of existing machinery.*
6. *We have considered the above quotations for the budgetary estimate purpose and have not placed orders for them. The actual cost of procurement and actual supplier/dealer may vary.*
7. *All quotations received from the vendor mentioned above are valid as on the date of this Red Herring Prospectus. However, we have not entered into any definitive agreements with the vendor and there can be no assurance that the same vendor would be engaged to eventually supply the machineries/ equipment's or at the same costs*
8. *The machinery/equipment models and quantity to be purchased are based on the present estimates of our management. The Management shall have the flexibility to revise such estimates (including but not limited to change of machinery or vendor or addition/deletion of any machinery) at the time of actual placement of the order. In such case, the Management can utilize the surplus of proceeds, if any, arising at the time of actual placement of the order, to meet*

the cost of such other machinery, equipment's or utilities, as required for manufacturing. Furthermore, if any surplus from the proceeds remains after meeting the total cost of machineries, equipment's and utilities for the aforesaid purpose, the same will be used for our general corporate purposes, subject to limit of 15% of the amount raised by our Company through this Offer.

9. *The quotation is taken from an independent agency which is not related to the Issuer, its promoters, promoter group, directors KMPs and SMPs.*
10. *We are not acquiring any second hand machinery.*
11. *Any excess costs will be covered through internal accruals.*

2. Funding the Working Capital Requirement of our Company

Highness Microelectronics Limited is engaged in the Design, Development, Integration, Assembly and Manufacture of Digital-Imaging Solutions. Our Company operates in two main categories namely 'Off the Shelf Products' and 'Market Specific Solutions / Project'.

Under 'Products' category, our Company offers Flat Panel Displays like Thin Film Transistor ('TFT') and Liquid Crystal Display ('LCD') module, Display Controllers, Electrolumiscent Displays, Vacuum Fluorescent Displays, Touch Screens, Cable Assembly & Harness, Backlight Drivers & Inverters and 'Display-Enhancement solutions.

Under 'Display-Enhancement Solutions', our Company undertakes value addition process to ruggedize Commercial off the Shelf ('COTS') displays; these value addition processes include- Backlight enhancement for High-Brightness for Outdoor & Direct-Sunlight readability, Wide-Operating Temperature for extreme-climatic conditions, Electro-Magnetic Interference ('EMI') shielding for mission critical operations, Night Vision Compatibility ('NVIS'), Optical-Bonding , Vandal-Proofing as well as outdoor visibility, Adding cover glass to achieve Anti-Reflective, Anti-Glare, Anti-Fingerprint/Smudge etc.

Our 'Market-specific solution/ Project' category includes Display-monitors in form factors such as Open-Frame Displays, Panel-Mount Displays, Industrial Grade Displays and Medical Grade Display Monitors. Our industry verticals for these display monitors are Industrial Automation, Medical & Healthcare, Railways (Trains & Metros and Automobiles) and Defence & Aerospace. For more information kindly refer to "Our Business" Chapter on page 127 of the RHP.

The Net Working Capital requirement of our company for the period ended December 31, 2025 was ₹1,43,563.19 Thousands and for fiscal year 2025 on restated basis was ₹90,285.85 Thousands as against that of ₹37,787.56 Thousands and ₹13,383.81 Thousands as on March 31, 2024 and March 31, 2023 respectively. The Net Working capital requirements on restated basis for fiscal year 2026 is estimated to be ₹1,21,746.68 Thousands, and ₹1,52,741.18 Thousands, ₹1,89,995.63 Thousands for fiscal year 2027 and 2028. The Company will meet the requirement to the extent of ₹ 67,090.55 Thousands from the Net Proceeds of the offer for the fiscal year 2026, 2027 and 2028 and balance from borrowings and internal accruals at an appropriate time as per the requirement.

Our Company's existing working capital requirement and funding on the basis of Restated Financial Statements for the period ended December 31, 2025 and financial year 2022-23, 2023-24 and 2024-25 are as stated below:

Basis of Estimation and Key Assumptions for working capital projections made by Company:

(Amount in ₹ Thousands)

Particulars	March 31, 2023 (Restated)	March 31, 2024 (Restated)	March 31, 2025 (Restated)	December 31, 2025 (Restated)
Current Assets				
Trade Receivables	189.10	1,489.19	42,006.31	1,05,848.56
Inventories	13,753.28	38,056.52	56,527.56	71,353.86
Short Term Loan and Advances	0.00	70.00	4,437.67	5,879.13

Other Current Assets	15,646.71	24,017.25	13,077.22	16,150.90
Total Current Assets	**29,589.09**	**63,632.97**	**1,16,048.76**	**1,99,232.46**
Current Liabilities				
Trade Payables	5,044.83	5,544.56	11,036.75	18,329.78
Other Current Liabilities	6,537.81	7,992.60	5,872.98	19,408.83
Short Term Provisions	4,622.64	12,308.24	8,853.18	17,930.67
Total Current Liabilities	**16,205.28**	**25,845.41**	**25,762.91**	**55,669.27**
Working Capital Requirement	**13,383.81**	**37,787.56**	**90,285.85**	**1,43,563.19**
Funding Pattern				
Short Term Borrowings	12,892.32	9,809.57	45,655.83	78,666.33
Internal Accruals	491.49	27,977.99	44,630.02	64,896.86

Basis of estimation of working capital requirement:

(Amount in ₹ Thousands)

Particulars	March 31, 2026 (P)	March 31, 2027 (P)	March 31, 2028 (P)
Current Assets			
Trade Receivables	53,386.51	66,637.81	86,085.75
Inventories	73,132.21	90,109.33	1,15,183.23
Short Term Loan and Advances	1,500.00	4,500.00	5,500.00
Other Current Assets	25,739.93	38,609.89	54,053.84
Total Current Assets	**1,53,758.65**	**1,99,857.03**	**2,60,822.83**
Current Liabilities			
Trade Payables	10,212.04	16,180.50	21,212.91
Other Current Liabilities	7,626.64	11,439.97	16,015.95
Short Term Provisions	14,173.29	19,495.38	33,598.33
Total Current Liabilities	**32,011.97**	**47,115.85**	**70,827.20**
Working Capital Requirement	**1,21,746.68**	**1,52,741.18**	**1,89,995.63**
Funding Requirement			
Borrowings*	52,690.21	52,793.64	52,867.65
Internal Accruals**	57,465.91	71,947.54	1,09,627.98
IPO Proceeds	**11,590.55**	**28,000.00**	**27,500.00**

** Borrowings includes debts financed for working capital purposes.*
***Internal Accruals include accumulated profits and infusion of funds, if any*

Key Assumptions for working capital projections made by Company:

(in days)

Particulars	March 31, 2023(R)	March 31, 2024 (R)	March 31, 2025(R)	December 31, 2025(R)	March 31, 2026 (P)	March 31, 2027 (P)	March 31, 2028 (P)
Inventory	52	130	147	139	140	115	105
Trade Receivables	1	5	109	206	102	85	78
Trade Payables	31	34	42	63	35	35	35

Note:

1. Holding period level (in days) of Trade Receivables is calculated by dividing Trade Receivable by Revenue from Operations multiplied by number of days in the year/period.
2. Holding period level (in days) of Inventory is calculated by dividing Inventory by Revenue from Operations multiplied by number of days in the year/period.
3. Holding period level (in days) of Trade Payables is calculated by dividing Trade Payable by sum of Cost of Material Consumed and Other Expenses multiplied by number of days in the year/period.

The amount of Working Capital requirement for fiscal year ended 2026, 2027 and 2028 is projected to be ₹1,21,746.68 , Thousands, ₹ 1,52,741.18 Thousands, and ₹1,89,995.63 Thousands respectively shall be sourced through IPO proceeds & the balance amount will be sourced from internal accruals and borrowings.

The table of order book as on December 31st , 2025 as follows:

Client Name	Product	Order value (Exclusive of GST) (Rs. in Thousands)	Expected Month of Realisation
Purchase Order 1	HM366FH311QY_V0	171.50	December 2026
Purchase Order 2	TB101WX001	1400.84	16 Pcs. in Jan 2026 Balance in Feb 2026
Purchase Order 3	Dynamic Route Map (DRM) Application for the 20 DMRC Metro Trainsets with 56 DRM Display per Trainset (Total 20x56)	52,957.30	Material will be delivered monthly for one train, starting from February 2026
Purchase Order 4	HM366FH311QY_V0 and LVDS Cable	26,931.51	Material will be delivered monthly for one train, starting from February 2026
Purchase Order 5	LVDS Cable and LED Driver	3.90	January 2026
Purchase Order 6	CABLE	13.90	January 2026
Purchase Order 7	HM185HD101A Ver2 Rel 2	111.25	January 2026
Purchase Order 8	VFD Display-(New)-Part no.CU20027-YX100	1611.25	March 2026
Purchase Order 9	Backlight Cable	5.25	January 2026
Purchase Order 10	MHSD4340	1995.00	05 pcs. in Jan 2026 05 pcs. in Feb 2026
Purchase Order 11	Repairs & Maintenance-Replacement of Glass	4.00	January 2026
Purchase Order 12	CABLE and LVDS Cable	33.20	February 2026
Purchase Order 13	Cables	41.70	February 2026
Purchase Order 14	VFD Display-(New)-Part No.GU280X16G-7000D	952.50	May 2026
Purchase Order 15	HM121WX211B-PT and Cables	32.85	January 2026
Purchase Order 16	LVDS Cable	188.88	February 2026
Purchase Order 17	Backlight Unit-Rugged Backlight for 21.5" Displays with Kunling Connector	13,182.48	March 2026
Purchase Order 18	VFD Display-(New)-Part no.GU256X64D-7900BX	283.75	July 2026
Purchase Order 19	VFD Display-(New)-Part no.GU256X64D-7900BX	396.95	July 2026
Purchase Order 20	MHSD3240	178.00	February 2026
Total		1,00,496.00	

Rationale for raising additional working capital:

In our business consistent investments in raw materials, inventory, and day-to-day operations are essential for maintaining seamless production and supply chain efficiency. While we have historically met these requirements through internal accruals and external borrowings, our planned expansion shall led to increased working capital needs.
We propose to utilize ₹52,675.18/- Thousands out of Net Proceeds towards setting up a COG (Chip on Glass) and FOG (Film on Glass) assembly line at existing facility located at located at R-364, TTC Industrial Area, Rabale, Mumbai-400701.

With the part portion of IPO Proceeds, we plan to establish a new COG (Chip on Glass) and FOG (Film on Glass) assembly line at our factory located at R-364, TTC Industrial Area, Rabale, Mumbai-400701. This investment will enable us to manufacture Open-Cell modules in-house, which are currently imported, and represents a major step forward in our backward integration strategy. By localizing the production of key display module components, we will reduce dependence on imports, mitigate supply chain risks, and achieve greater cost efficiencies.

The additional working capital will be utilized for sourcing raw materials, maintaining adequate inventory levels, preparing the new assembly line for operations, making supplier advances, and managing receivables—especially as we are offering extended credit terms to strengthen existing customer relationships and onboarding new customers and to get more business from them.

Furthermore, as we scale operations and transition into backward integration, our cash conversion cycles are expected to lengthen. This necessitates a stronger liquidity position to ensure uninterrupted business continuity. Deploying IPO proceeds towards working capital will support a smooth transition to the new facility, accelerate the commercialization of newly developed products, and reinforce our supply chain resilience. Ultimately, this approach will not only sustain our current growth trajectory but also strengthen the foundation for long-term value creation.

Justification:

Our Company's estimated working capital requirements on a restated basis are based on the following key assumptions:

Inventory	Inventories of our company include raw materials, WIP and finished goods for Digital-Imaging Solutions which includes AD Board (Analog-to-Digital Board), Open Cell, PCAP (Projected Capacitive) Touch Screen, Resistive Touch Screen, TFT LCD, Adapter, TFT LCD Backlight, TFT LCD With PCAP (Projected Capacitive) Touch Embedded Board, and LVDS (Low-Voltage Differential Signaling) Cable etc. Our inventory holding period was 52 days, 130 days, 147 days and 139 days for FY 2022-23, FY 2023-24, FY 2024-25 and as at December 31, 2025 respectively. Looking ahead, with the perspective to increase business operations, our company projects inventory holding days to be around 140 days, 115 days and 105 days in fiscal year ended 2026, 2027 and 2028 respectively. To avoid any supply chain disruptions, we plan to maintain these inventory levels. This strategic approach ensures we can meet project demands efficiently while optimizing our working capital.
Trade Receivables	Trade Receivables are amount owed to Company by customers following Sales of Products and Supply of Services. Our historical trend of trade receivables holding period was 1 days, 5 days, 109 days and 206 days for FY 2022-23, FY 2023-24, FY 2024-25 and as at December 31, 2025.

	Looking ahead, we expect the trade receivables holding period to be around 102 days for the fiscal years 2026 and 85 days for fiscal year 2027 and 78 days for fiscal year 2028. As part of our expansion strategy, we are investing in additional machinery to establish a new assembly line and commence backward integration. This initiative is expected to generate higher revenues from operations by enabling in-house manufacturing of critical components. To support this growth and attract a wider customer base, we intend to offer extended credit periods to customers, thereby providing them with greater flexibility in payments. This strategic approach is aimed at boosting sales volumes, deepening customer relationships, and facilitating market expansion, while ensuring that the Company maintains financial discipline and long-term stability.
Trade Payables	Our trade payables holding period in FY 2022-23, FY 2023-24, FY 2024-25 and December 31, 2025 were 31 days, 34 days, 42 days and 63 days respectively, the average trade payable days in past three fiscal years was 36 days. We are considering to maintain holding period of trade payables to 35 days for F.Y. 2025-26, F.Y. 2026-27 and F.Y. 2027-28 respectively. **Reasons for Reducing the creditor Days:** **Competitive Edge:** By reducing the trade payables period, we position ourselves more favorably in the market, enhancing our reputation as a reliable business partner. **Priority and Reliability:** Shortening our payment cycles strengthens relationships with key suppliers, ensuring we receive priority treatment and reliable supplies, especially as we expand our product lines and markets. **Better Negotiation:** The Company anticipates better purchase pricing & terms due to higher discounts on account of improved vendor payment terms, continuous supply from vendors, reduced holding period by ensuring timely and committed payments. This will eventually add to the bottom line. **Vendor Requirements:** Some of our key suppliers require shorter payment terms for continued partnership. Meeting these terms is essential for an uninterrupted supply of critical materials and fostering long-term relationships with these vital partners.
Short Term Loan and Advances, Other Current Assets	Short term loans and advances mainly consist of Advances to employees. While Other Current Assets majorly belongs to Advances to Suppliers, Balance with government authorities, Advance for Expenses and Prepaid Expenses. These loans and advances and other current assets are towards accelerating the business and integral part of our business. We expect the growth in these assets to be in line with the expected growth in business.
Other Current Liabilities, Short Term Provisions	Other Current Liabilities mainly include Advance from Customer, Statutory Dues Payables and other payables. Short Terms Provisions are mainly includes Provision for Income Tax and Provision for Employees Benefits. Other current liabilities and Short Term Provisions are estimated based on previous year outstanding amount and for expected Business requirement of company.

3. Repayment and/or pre-payment, in full or part, of borrowing availed by our Company

Our Company has entered into various financial arrangements from time to time, with banks and financial institutions. The loan facilities availed by our Company include borrowing in the form of, inter alia, business loans and working capital facility from various lenders. For further details, see "Statement of Financial Indebtedness" on page 231 of this Red Herring Prospectus. Our Company proposes to utilise an estimated amount of ₹18,909.45/- Thousands from the Net Proceeds towards full or partial repayment or pre-payment of borrowing, listed below, availed from the various lenders. Pursuant to the terms of the financing arrangements, prepayment of borrowing may attract prepayment charges as prescribed by the respective lender. Such prepayment charges, as applicable, will be funded from the internal accruals of our Company.

We believe that such repayment or prepayment or redemption will help reduce our outstanding indebtedness on a consolidated basis and debt servicing costs and enable utilization of the internal accruals for further investment towards business growth and expansion. In addition, we believe that this would improve our ability to raise further resources in the future to fund potential business development opportunities.

The details of the borrowings availed by our Company, which are proposed to be fully or partially repaid or pre-paid from the Net Proceeds is mentioned below:

The space has been left intentionally blank

(Amount in Rs'000)

Sr. No.	Name of Lender	Purpose of Loan	Date of Sanction Letter/ Date of First Disbursement	Sanctioned Loan Amount	Tenure	Pre-Payment Penalty	Outstanding as on 20th February, 2026	% Rate of Interest p.a.	Repayment Terms	Security
1	Aditya Birla Finance Ltd ABMUMBIL000000891801	Term Loan	30th January 2025	4,000.00	36 months	Upto 4% of Outstanding Principal	2,865.97	15.50%	Monthly	NA
2	Bajaj Finance Limited-P405PPS19172941	Term Loan	02nd May 2025	3,052.85	60 months	4.72% Inc of applicable Taxes on the outstanding loan amount as on the date of full pre-payment	2,709.97	17.60%	Monthly	NA
3	Kisetsu Saison Finance (India) Private Limited-12288442	Term Loan	31st January 2025	5,000.00	36 months	1. Tenor between 12 and 17 months-5% of the outstanding Principal amount + GST 2. Tenor between 18 and 24 months-4% of the outstanding Principal amount + GST 3. Tenor between 25 and 36 months-3% of the outstanding Principal amount + GST	3,590.15	16.00%	Monthly	NA
4	Kotak Mahindra Bank Limited -CSG 155368630	Term Loan	30th September 2024	3,000.00	36 months	NA	1,839.31	16.00%	Monthly	NA
5	L&T Finance Limited-BL250122637923623	Term Loan	29th January 2025	5,020.57	36 months	**For Term Loan:** Foreclosure not allowed till payment of the 6th EMI/ instalment. Post 6th EMI: 5% + GST if applicable on outstanding amount for Term Loan on the date of such foreclosure Prior to 6 months of	3,597.18	15.50%	Monthly	NA

						disbursement: 10% + GST if applicable on outstanding amount **For Dropline Overdraft / Hybrid Overdraft:** Foreclosure not allowed till payment of the 6th EMI/ instalment. Post 6th EMI: 5% + GST if applicable on Dropline/Hybrid limit amount on the date of such foreclosure Prior to 6 months of disbursement: 10% + GST if applicable on Dropline/Hybrid limit amount on the date of such foreclosure				
6	SMFG India Credit Company Limited-'219902411990724	Term Loan	31st January 2025	6,024.05	37 months	a) No Part payment of the loan shall be allowed b) in case of prepayment of entire loan with interest 1) Upto 17 EMI(S) fully paid: 7% of the principal loan amount outstanding on the date of prepayment + goods and Service Tax 2) 18 -23 EMI(S) fully paid: 5% of the principal loan amount outstanding on the date of prepayment + goods and Service Tax 3) 24 -35 EMI(S) fully paid: 3% of the principal loan amount outstanding on the date of prepayment + goods and Service Tax	4,306.87	15.00%	Monthly	NA

						c) No Prepayment charges shall be applicable in case of prepayment is after 36 months or more EMI(S) fully paid				
	Total			**26,097.47**			**18,909.45**			

Note: In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations which requires a certificate from the statutory auditor certifying the utilisation of loans for the purposes availed, our Company has obtained the requisite certificate dated February 21, 2026, from Jain Vinay & Associates, Chartered Accountants, our Statutory Auditors, as applicable.

4. General Corporate Purpose:

Our Company intends to deploy the balance Net Proceeds aggregating Rs. [●] Thousands for General Corporate Purposes subject to such utilization not exceeding 15% of the Offer Proceeds or Rs. 1,00,000.00 /- Thousands whichever is lower, in compliance with the SEBI Regulations, including but not limited or restricted to, strategic initiatives, strengthening our marketing network & capability, meeting exigencies, brand building exercises in order to strengthen our operations. Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for General Corporate Purposes

Public Offer Expenses

S.No.	Particulars	Amount (Rs. in Thousands) *	% of Total Expenses
1.	Book Running Lead manager(s) fees including underwriting commission.	[●]	[●]
2.	Brokerage, selling commission and upload fees.	[●]	[●]
3.	Registrars to the offer	[●]	[●]
4.	Legal Advisors	[●]	[●]
5.	Printing, advertising and marketing expenses	[●]	[●]
6.	Regulators including stock exchanges	[●]	[●]
7.	Peer Review Auditors	[●]	[●]
8.	Printing & Stationery	[●]	[●]
9.	Other misc. expenses	[●]	[●]

** Offer expenses will be finalized on determination of Offer Price and incorporated at the time of filing of the Prospectus. Offer expenses are estimates and are subject to change.*

1. *Amounts will be finalised and incorporated in the Prospectus on determination of Offer Price.*
2. *As per the certificate dated February 21, 2026, given by M/s Jain Vinay & Associates, Chartered Accountants, peer review auditor of the company, the company has incurred Rs. 2,877.34 Thousands as offer expenses till date.*
3. *Selling commission payable to the members of the CDPs, RTA and SCSBs, on the portion for Individual Investor who applies for minimum application size and NIIs, would be as follows: Portion for Individual Investor who applies for minimum application size 0.01% or ₹ 100/- whichever is less ^ (exclusive of GST) Portion for NIIs 0.01% or ₹ 100/- whichever is less ^ (exclusive of GST) ^Percentage of the amounts received against the Equity Shares Allotted (i.e. the product of the number of Equity Shares Allotted and the Offer Price).*

4. The Members of RTAs and CDPs will be entitled to application charges of ₹ 10/- (plus applicable GST) per valid ASBA Form. The terminal from which the application has been uploaded will be taken into account in order to determine the total application charges payable to the relevant RTA/CDP.

5. Registered Brokers will be entitled to a commission of ₹ 10/- (plus GST) per Application Form, on valid Applications, which are eligible for allotment, procured from Individual Investor who applies for minimum application size and NIIs and submitted to the SCSB for processing. The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant Registered Broker.

6.SCSBs would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to SCSBs.

7. Issuer banks for UPI Mechanism as registered with SEBI would be entitled to a processing fee of ₹ 10/- (plus GST) for processing the Application Forms procured by the members of the Registered Brokers, RTAs or the CDPs and submitted to them.

8. Notwithstanding anything contained above the total processing / uploading / bidding charges under above clauses payable to Syndicate/ Sub Syndicate members, SCSBs, RTAs, CDPs, Registered Brokers, Sponsor Bank will not exceed ₹ 10/- (plus applicable taxes) and in case if the total uploading / bidding charges exceeds ₹ 10/- (plus applicable taxes) then uploading charges will be paid on pro-rata basis except the fee payable to respective Sponsor Bank.

APPRAISAL BY APPRAISING AGENCY

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

SHORTFALL OF FUNDS

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

INTERIM USE OF FUNDS

Pending utilization of the offer proceeds of the offer for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act.

Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any listed company or for any investment in the equity markets or investing in any real estate product or real estate linked products.

BRIDGE FINANCING FACILITIES

As on the date of this Red Herring Prospectus, we have not entered into any bridge finance arrangements that will be repaid from the Net Proceeds. However, in case of delay in the IPO and consequent delay in accessing the net proceeds of the Offer, we may draw down such amounts, as may be required, from an overdraft arrangement/ cash credit/ term loan facility with our lenders or through unsecured loans to finance setting up of facilities as described in the section 'Objects of the offer' until completion of the Offer. Any amount that is drawn down from such facility availed from any Bank/NBFC or Financial Institution or through unsecured loans during this period to finance 'Objects of the offer' will be repaid from the Net Proceeds of the offer.

MONITORING UTILIZATION OF FUNDS

Since the proceeds from the offer do not exceed ₹5,000 lakhs, in terms of Regulation 262 of the SEBI ICDR regulations, our Company is not required to appoint a monitoring agency for the purposes of this Offer. Our Board and

Audit Committee will monitor the utilisation of the proceeds of the offer. Our Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilised Net Proceeds in the balance sheet of our Company for the relevant F. Y's subsequent to receipt of listing and trading approvals from the Stock Exchange. Pursuant to the SEBI Listing Regulations, our Company shall disclose to the Audit Committee of the Board of Directors the uses and applications of the Net Proceeds. Our Company shall prepare a statement of funds utilised for purposes other than those stated in this Red Herring Prospectus and place it before the Audit Committee of the Board of Directors, as required under applicable law. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with the Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchange on a half yearly basis, a statement indicating (i) deviations, if any, in the utilisation of the proceeds of the offer from the objects of the offer as stated above; and (ii) details of category wise variations in the utilisation of the proceeds from the offer from the objects of the offer as stated above.

VARIATION IN OBJECTS

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the Objects of the Offer without our Company being authorised to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the Postal Ballot Notice or E-Voting) shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office is situated. Our Promoters will be required to provide an exit opportunity to such Shareholders who do not agree to the above stated proposal, subject to the provisions of the Companies Act, 2013 and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with our Articles of Association, the Companies Act, 2013 and the SEBI ICDR Regulations.

OTHER CONFIRMATIONS

No part of the offer proceeds will be paid as consideration to promoters, directors, key managerial personnel, senior managerial personnel, associates or group companies except in the normal course of business and as disclosed in the sections titled Our Promoters and Promoters Group and Our Management as mentioned on page 204 and 180 of this Red Herring Prospectus.

The space has been left intentionally blank

BASIS FOR OFFER PRICE

*Investors should read the following summary with the section titled **"Risk Factors"**, the details about our Company under the section titled **"Our Business"** and its financial statements under the section titled **"Restated Financial Statements"** beginning on page 28, 127 and 214 respectively of the Red Herring Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.*

The Offer Price will be determined by our Company in consultation with the BRLM on the basis of the quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10.00 each and the Offer Price is ₹ [●] times of the face value.

QUALITATIVE FACTORS

Some of the Qualitative Factors, which form the basis for computing the price was:

1. Quality Assurance and Quality Control of our products
2. Experienced and Qualified Management and Employee base
3. Strong, cordial & long-term relationship with our clients
4. Tailored/ Customised solutions to Customers as per their requirements
5. Wide range of product portfolio

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to chapter titled *"Our Business"* beginning on page 127 of this Red Herring Prospectus.

QUANTITATIVE FACTORS

Information presented below relating to the Company is based on the Restated Financial Statements. For details, please refer to the section titled ***"Financial Information of the Company"*** on page 214 of this Red Herring Prospectus.

Some of the quantitative factors which form the basis or computing the price are as follows:

1. **Basic & Diluted Earnings Per Share (EPS) (Face value ₹ 10) based on Restated standalone Financial Statement:**

Financial Year	Basic & Diluted EPS (₹)	Weight
For the period ended December 31, 2025*	9.72	
Financial Year ending March 31, 2025	7.19	3
Financial Year ending March 31, 2024	6.80	2
Financial Year ending March 31, 2023	1.26	1
Weighted Average	6.07	

***Not Annualised**

Notes:

i. *The figures disclosed above are based on the Restated Financial Statements of the Company.*
ii. *The face value of each Equity Share is ₹10.00.*
iii. *Earnings per Share has been calculated in accordance with **Accounting Standard 20 – "Earnings per Share"** issued by the Institute of Chartered Accountants of India.*
iv. *The above statement should be read with Material Accounting Policies and the Notes to the Restated Financial Statements as appearing in Note 26.*

v. *Basic Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders / Weighted average number of equities shares outstanding during the year/ period*

vi. *Diluted Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders / Weighted average number of diluted potential equity shares outstanding during the year/ period.*

2. Price to Earnings (P/E) ratio in relation to Price Band of ₹ [●] to ₹ [●] per Equity Share of face value ₹ 10/- each fully paid up.

$$\textbf{Price to Earning Ratio } (P/E) = \frac{\textbf{Offer Price}}{\textbf{Restated Earnings Per Share}}$$

Particulars	P/E Ratio at the Floor Price	P/E Ratio at the Cap Price
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2024-25	[●]	[●]
P/E ratio based on the Weighted Average EPS	[●]	[●]

3. Return on Net Worth (RONW)

$$\textbf{Return on Net Worth } (\%) = \frac{\textbf{Restated Standalone Profit After Tax}}{\textbf{Average Equity}} * \mathbf{100}$$

Financial Year	Return on Net Worth (%)	Weight
Period Ended December 31, 2025*	**40.97%**	
Financial Year ending March 31, 2025	47.09%	3
Financial Year ending March 31, 2024	82.30%	2
Financial Year ending March 31, 2023	29.85%	1
Weighted Average	55.96%	

***Not Annualised**

Notes:

1) *Return on Net Worth (%) = Restated Net Profit after Taxes for the year divided by Average Net Worth at the end of the year.*
2) *Net worth has been computed as a sum of Share capital and Reserve and Surplus*
3) *Weighted average = Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e. (Return on Net Worth x Weight) for each year/Total of weights*

4. Net Asset Value per Equity Share

As at	NAV per share (₹)
Period Ended December 31, 2025	**28.57**
Financial Year ending March 31, 2025	18.85
Financial Year ending March 31, 2024	11.67
Financial Year ending March 31, 2023	4.86
NAV per Equity Share after the Offer	[●]
i) NAV after Offer – at Cap Price	[●]
ii) NAV after Offer – at Floor Price	[●]
Offer Price	[●]

Note:- Net Asset Value per Equity Share = Net worth at the end of the respective year by the number of equity

shares outstanding as at the end of respective year as adjusted with bonus shares.

(1) Net worth has been computed as a sum of paid-up share capital and other equity.

(2) Offer Price per Equity Share will be determined on conclusion of the Book Building Process.

5. Comparison of Accounting Ratios with Industry Peers

Our Company, engaged in the Design, Development, Integration, Assembly and Manufacture of Digital-Imaging Solutions. Our Company operates in two main categories namely 'Off the Shelf Products' and 'Market Specific Solutions / Project'. Therefore, there are limited numbers of operators in this industry and therefore there are no listed peers of the company.

As of the date of this Red Herring Prospectus there are no listed companies that are engaged in the business exactly similar to ours. Hence, we do not believe that there are any listed industry peers.

6. The face value of Equity Shares of our Company is ₹ 10/- per Equity Share and the Offer Price / Cap Price being [●] times and [●] times the face value of equity share.

The Offer Price of ₹ [●]/- is determined by our Company in consultation with the Book Running Lead Manager is justified based on the above accounting ratios. For further details, please refer to the section titled "Risk Factors" and chapters titled "Our Business" and "Restated Financial Statements" beginning on page 28, 127 and 214 respectively of this Red Herring Prospectus.

KEY FINANCIAL AND OPERATIONAL PERFORMANCE INDICATORS ("KPIS")

Key Performance Indicators (KPIs) are imperative to the Financial and Operational performance evaluation of the company. However, KPIs disclosed below shall not be considered in isolation or as substitute to the Restated Financial Statements. In the opinion of our Management the KPIs disclosed below shall be supplementary tool to the investor for evaluation of the company.

The KPIs disclosed below have been approved by a resolution of our Audit Committee February 17, 2026 and the members of the Audit Committee have verified the details of all KPIs pertaining to the Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three-year period prior to the date of filing of the Red Herring Prospectus. Further, the KPIs herein have been certified by M/s. Jain Vinay & Associates, Chartered Accountants by their certificate dated February 17, 2026, having UDIN: 26403919QQMRAI3886 .

The KPIs of our Company have been disclosed in the sections "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" starting on pages 127 and 217, respectively. We have described and defined the KPIs, as applicable, in "Definitions and Abbreviations" beginning on page 02.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilization of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Offer Section, whichever is later or for such other duration as may be required under the SEBI (ICDR) Regulations, 2018.

Set forth below are KPIs which have been used historically by our Company to understand and analyse the business performance, which in result, help us in analyzing the growth of various verticals of the Company that have a bearing for arriving at the Basis for the Offer Price.

1. **Key metrics like growth, EBIDTA Margin, PAT Margin and few balance sheet ratio are monitored on a periodic basis for evaluating the overall performance of our Company.**

KPI indicators

(Amount in ₹ '000, except EPS, % and ratios)

Particulars	Period ended December 31, 2025	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Revenue from operations [1]	1,41,327.57	1,40,737.82	1,07,046.22	96,742.49
EBITDA [2]	55,482.89	45,187.93	59,657.78	31,296.65
EBITDA (%) Margin [3]	39.26%	32.11%	55.73%	32.35%
ROCE (%) [4]	36.88%	42.09%	75.02%	49.76%
Current Ratio [5]	2.05	2.19	1.84	1.03
Operating Cash flow [6]	-5,644.27	-14,254.03	31,958.43	41,865.89
PAT [7]	34,100.18	25,226.00	23,879.62	4,434.85
ROE [8]	40.97%	47.09%	82.30%	29.85%
EPS [9] **(After adjustment of bonus shares)**	9.72	7.19	6.80	1.26

Notes:

(1) Revenue from operations is the total revenue generated by our Company.

(2) EBITDA is calculated as Profit before (Extraordinary and Exceptional Items and tax + Depreciation + Interest Expenses - Other Income

(3) EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

(4) ROCE: Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus long term debt.

(5) Current Ratio: Current Asset over Current Liabilities

(6) Operating Cash Flow: Net cash inflow from operating activities.

(7) PAT is mentioned as PAT for the period

(8) ROE is calculated PAT divided by average shareholders' equity

(9) EPS is mentioned as EPS for the period

KPI	Explanation
Revenue from operation	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business.
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
ROCE %	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.
Current Ratio	Current ratio indicate the company's ability to bear its short term obligations
Operating Cash Flow	Operating cash flow shows whether the company is able to generate cash from day to day business

PAT	Profit after Tax is an indicator which determine the actual earning available to equity shareholders
ROE/RONW	It is an indicator that shows how much the company is generating from its available shareholders' funds
EPS	Earning per share is the company's earnings available of one share of the Company for the period

2. GAAP Financial Measures

GAAP Financial measures are numerical measures that are disclosed by the issuer company in accordance with the Generally Accepted Accounting Principles (GAAP) applicable for the issuer company i.e., measures disclosed in accordance with Indian Accounting Standards ("Ind AS") or Accounting Standards ("AS") notified in accordance with Section 133 of the Companies Act, 2013, as amended (the "Act"). These measures are generally disclosed in the financial statements of the issuer company.

On the basis of Restated financial statements

(Amount in ₹ '000)

Particulars	Period ended December 31, 2025	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Revenue from operations	1,41,327.57	1,40,737.82	1,07,046.22	96,742.49
Profit after tax	34,100.18	25,226.00	23,879.62	4,434.85
Cash flow from operating activities	-5,644.27	-14,254.03	31,958.43	41,865.89
Cash Flow from investing activities	-11,053.97	-18,456.53	-28,067.11	-36,567.05
Cash Flow from financing activities	25,111.34	31,221.29	-1,656.59	-6,550.48
Net Change in Cash and cash equivalents	8,413.10	-1,489.27	2,234.73	-1,251.64

3. Non- GAAP Financial measures

Non-GAAP Financial measures are numerical measures of the Technical Guide on Disclosure and Reporting of KPIs issuer company's historical financial performance, financial position, or cash flows that:

i. Exclude amounts, or are subject to adjustments that have the effect of excluding amounts, that are included in the most directly comparable measures calculated and presented in accordance with GAAP in the financial statements of the issuer company; or

ii. Include amounts or are subject to adjustments that have the effect of including amounts, that are excluded from the most directly comparable measures so calculated and presented. Such adjustment items should be based on the audited line items only, which are included in the financial statements. These Non-GAAP Financial measures are items which are not defined under Ind AS or AS, as applicable. Generally, if the issuer company takes a commonly understood or defined GAAP amount and removes or adds a component of that amount that is also presented in the financial statements, the resulting amount is considered a Non-GAAP Financial measure. As a simplified example, if the issuer company discloses net income less restructuring charges and loss on debt extinguishment (having determined all amounts in accordance with GAAP), the resulting performance amount, which may be labelled "Adjusted Net Income," is a Non-GAAP Financial measure.

On the basis of Restated financial statements.

Particulars	Period ended December 31, 2026	Financial Year ended March 31, 2025	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023
Current Ratio	2.05	2.19	1.84	1.03
Debt-Equity Ratio	0.82	0.74	0.34	0.80
Inventory Turnover Ratio	0.63	0.92	0.46	2.80
Trade Receivable Turnover Ratio	1.91	6.47	127.57	855.99
Trade Payable Turnover Ratio	3.74	7.48	6.82	7.10
Net Capital Turnover Ratio	1.66	3.00	6.89	19.38
Net Profit Ratio	24.13%	17.92%	22.31%	4.58%
Return on equity ratio	40.97%	47.09%	82.30%	29.85%
Return on capital employed	36.88%	42.09%	75.02%	49.76%

Ratio	Explanation
Current Ratio	Current Assets divided by Current Liabilities
Debt-Equity Ratio	Total Debt/Shareholding Equity
Inventory Turnover Ratio	Company only has consumables and spares in inventory
Trade Receivable Turnover Ratio	Sales/Average Accounts Receivables {(Opening +Closing)/2}
Trade Payable Turnover Ratio	Purchases/Average Trade Payables {(Opening +Closing)/2}
Net Capital Turnover Ratio	Net Sales/Average Working Capital
Net Profit Ratio	Net profit After Tax/Net Sales
Return on equity ratio	Net Profit after Taxes (-) Preference Dividend /Average Shareholders' Equity
Return on capital employed	Earnings Before Interest and Taxes/Capital Employed

1. Weighted average cost of acquisition

a. The price per share of our Company based on the primary/ new offer of shares

The details of the Equity Shares excluding shares issued under ESOP/ESOS and issuance of bonus shares during the 18 months preceding the date of this red-herring prospectus where such issuance is equal to or more than 5 per cent of the fully diluted paid-up share capital of the Issuer Company (*calculated based on the pre-offer capital before such transaction*), in a single transaction or multiple transactions combined together over a span of rolling 30 days; and

Date of allotment	No. of equity shares allotted	Face value	Issue price	Issue price (Adjusted for Bonus Shares)	Nature of allotment	Nature of consideration	Total consideration (₹ '000)
NA							

b. The price per share of our Company based on the secondary sale/ acquisition of shares

Except as stated below, there have been no secondary sale / acquisitions of Equity Shares, where the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of

the Company (calculated based on the pre-offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

Date of transaction	Nature of Transaction	Name of transferor	Name of Transferee	No. of Shares	Face Value	Transaction Price per Equity Share	Nature of Consideration	Total Consideration (₹ in '000)
NA								

c. *Weighted average cost of acquisition, floor price and cap price:*

Type of transaction	Weighted average cost of acquisition (₹ per equity shares)	Weighted average cost of acquisition after Bonus shares adjustment (₹ per equity shares)	Floor Price	Cap Price
Weighted average cost of primary / new issue acquisition	NIL	NIL	[●]	[●]
Weighted average cost of secondary acquisition	NIL	NIL	[●]	[●]

Explanation for Offer Price / Cap Price being [●] times and [●] times price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in (d) above) in view of the external factors which may have influenced the pricing of the Offer.

This space has been left blank intentionally

STATEMENT OF SPECIAL TAX BENEFITS

Independent Auditor's Report on Statement of Special Tax Benefits

To,

The Board of Directors,
Highness Microelectronics Limited
(Highness Microelectronics Private Limited)
R.O.: Office 1C3, 1st Floor, Gundecha Onclave, Kherani Road,
Saki Vihar, Andheri (East), Mumbai, Maharashtra, India, 400072

Dear Sir/ Madam,

Sub: Statement of possible Special tax benefit ('the Statement') available to Highness Microelectronics Limited and its shareholders prepared in accordance with the requirements under Schedule VI-Clause 9L of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the 'Regulations')

1. We hereby confirm that the enclosed Annexure I, prepared by Highness Microelectronics Limited ('the Company'), which provides the possible special tax benefits under direct tax and indirect tax laws presently in force in India, including the Income Tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, (collectively the "Taxation Laws"), the rules, regulations, circulars and notifications issued thereon, as amended by The Finance Act, 2025, and as applicable to the Assessment Year 2026-27 relevant to the Financial Year 2025-26, available to the Company, its shareholders. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Taxation Laws. Hence, the ability of the Company and its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.

2. This statement of possible special tax benefits is required as per Schedule VI (Part A) (9)(L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ('SEBI ICDR Regulations'). While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, its shareholders and the same would include those benefits as enumerated in the statement. The benefits discussed in the enclosed statement cover the possible special tax benefits available to the Company, its Shareholders and do not cover any general tax benefits available to them. Any benefits under the Taxation Laws other than those specified in the statement are considered to be general tax benefits and therefore not covered within the ambit of this statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the statement, have not been examined and covered by this statement.

3. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that these Annexures are only intended to provide information to the investors and are neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering.

4. In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile.

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

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

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

8. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

9. This certificate is provided solely for the purpose of assisting the addressee Company in discharging its responsibility under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 20I8 for inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/Prospectus in connection with the proposed offer of equity shares and is not be used, referred to or distributed for any other purpose without our written consent.

For M/s. Jain Vinay & Associates
Chartered Accountants
Firm Reg No: 006649W
Peer Review Certificate No.: 019784

Vishnu Sodhani
Partner
Membership Number: 403919
UDIN: 25403919BMMNTW4147
Place: Mumbai
Date: September 22, 2025

ANNEXURE I TO THE STATEMENT OF TAX BENEFITS

The information provided below sets out the possible special tax benefits available to the Company, the Shareholders under the Taxation Laws presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION

A. SPECIAL TAX BENEFITS TO THE COMPANY

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

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

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

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.

We hereby give our consent to include our above-referred opinion regarding the special tax benefits available to the Company, to its shareholders in the Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus.

This space has been left blank intentionally.

SECTION V - ABOUT THE COMPANY

INDUSTRY OVERVIEW

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we, the Book Runing Lead Manager nor any of our or their respective affiliates or advisors nor any other person connected with offer have verified this information. The data may have been re-classified by us for the purposes of presentation. The information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state that the information contained therein has been obtained from sources it believes to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry and government publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry and government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect.

Before deciding to invest in the Equity Shares, prospective investors should read this entire Red Herring Prospectus, including the information in the sections "Risk Factors" and "Restated Financial Statements" beginning on page 28 and 214 respectively of the Red Herring Prospectus. An investment in Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with an investment in the Equity Shares, please see the section 'Risk Factors' on page 28 of the Red Herring Prospectus. Accordingly, investment decisions should not be based on such information.

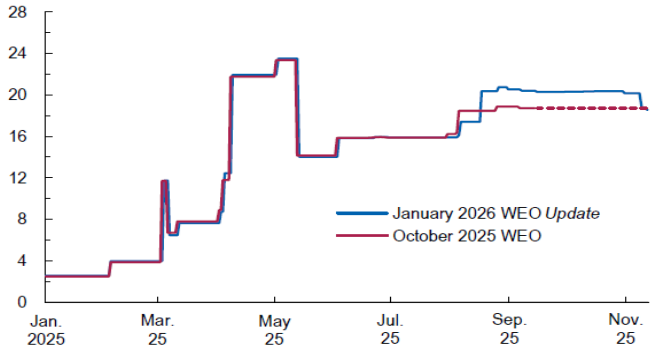
GLOBAL OUTLOOK

Global growth is projected to remain resilient at 3.3 percent in 2026 and at 3.2 percent in 2027: rates similar to the estimated 3.3 percent outturn in 2025. The forecast marks a small upward revision for 2026 and no change for 2027 compared with that in the October 2025 World Economic Outlook (WEO). This steady performance on the surface results from the balancing of divergent forces. Headwinds from shifting trade policies are offset by tailwinds from surging investment related to technology, including artificial intelligence (AI), more so in North America and Asia than in other regions, as well as fiscal and monetary support, broadly accommodative financial conditions, and adaptability of the private sector. Global headline inflation is expected to decline from an estimated 4.1 percent in 2025 to 3.8 percent in 2026 and further to 3.4 percent in 2027. The inflation projections are also broadly unchanged from those in October and envisage inflation returning to target more gradually in the United States than in other large economies.

Since the October 2025 WEO, trade tensions have continued to abate but remain subject to occasional flare-ups. A dispute between China and the United States involving controls on exports of semiconductors and rare earth minerals was quickly followed by a truce that reduced bilateral tariffs until November 2026 and introduced a pause on export controls. US authorities also removed, for all countries, tariffs on some agricultural products, offsetting the higher tariffs
on certain sectors that were previously announced and are now in effect. This leaves the overall US effective tariff rate at about the same level as assumed in the October 2025 WEO (Figure 1), but the changes for specific countries can be meaningful. The US Supreme Court is widely expected to deliver a decision in early 2026 on the president's use of the International Emergency Economic Powers Act. Newly signed bilateral trade and other agreements, often including significant investment and purchase commitments with limited public disclosure, also add a layer of complexity. Policy uncertainty, although lower than it was in October, is still much higher than it was in January 2025.

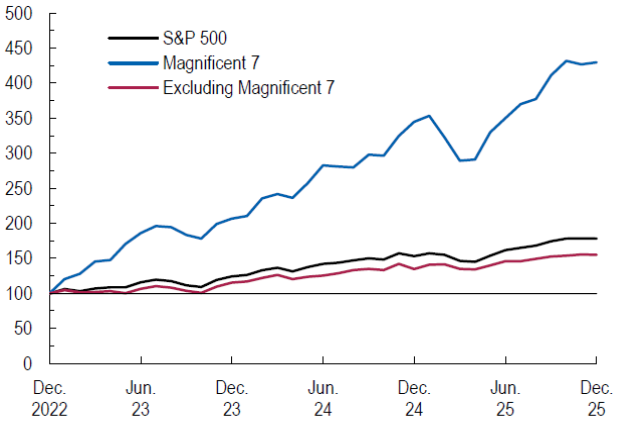
Global financial conditions are still accommodative, despite some volatility and rising sovereign yields (Box 1). Stock prices of major technology companies pulled further apart from prices of other stocks (Figure 2). Financial conditions, overall, changed little or tightened only moderately. The US dollar recovered slightly as the momentum of investors' hedging of exposures slowed but came briefly under renewed pressure following the initiation of an investigation into the Federal Reserve chair.

Figure 1. Removal of Some US Tariffs Offsets Recently Implemented Ones
(US effective tariff rate, percent)



Sources: WTO-IMF Tariff Tracker; and IMF staff calculations.
Note: "Effective tariff rate" is a weighted average of announced statutory rates using pre-tariff (hence, pre-substitution) import weights. Calculations include only tariffs that are in effect at the time noted on the *x*-axis; measures that are not specified and implemented are not included. WEO = *World Economic Outlook*.

Figure 2. Tech Companies Diverge Further from the Rest
(Index, Dec. 2022 = 100)



Sources: Bloomberg Finance L.P.; and IMF staff calculations.
Note: The Magnificent 7 is an equal-dollar-weighted equity benchmark composed of Apple, Microsoft, Amazon, Alphabet, Tesla, Nvidia, and Meta. Although it includes several of the most influential leaders in artificial intelligence (AI), it does not cover all major AI-focused companies. For example, Oracle and Palantir are not part of the group.

Against this backdrop of stabilizing trade tensions and supportive financial conditions, the global economy has continued to be remarkably resilient, adapting to the shifting landscape and with momentum varying across countries and sectors. In aggregate, global growth in the third quarter of 2025 decelerated to 2.4 percent on an annualized basis, above expectations but with upside surprises in some countries offset by downside surprises in others. A boost from aerospace exports lifted growth to 2.2 percent in France, whereas falling exports continued to weigh on activity in Germany, leaving real GDP unchanged from the second to the third quarters. Japan's economy contracted by 2.3 percent, with private and government consumption offsetting some of the contraction driven by private residential investment and exports. China's growth decelerated to 2.4 percent (as per staff estimates), with weak domestic demand, especially in the housing sector, partly offset by resilient exports. Growth in the United States accelerated to 4.3 percent, with a pickup in technology investment and expenditure estimated to add about 0.3 percentage point to average annualized GDP growth in the first three quarters of 2025, offsetting the drag from the federal government shutdown in the last quarter of the year. There are also signs that technology-related investment contributed to activity in Spain and the United Kingdom, though not at the same scale as in the United States.

Policies Can Foster Stability and Sustainable Growth

Rebuilding fiscal capacity and maintaining public debt sustainability are crucial, especially as pressing spending needs persist. At a minimum, commitment to credible medium-term fiscal consolidation is required. Efforts to replenish fiscal buffers should be anchored in realistic assumptions, including those regarding long-term spending pressures, and sound debt management practices while seeking to strike the right balance in regard to growth-friendly adjustment. Countries should aim to bolster fiscal revenues, rationalize expenditures, and strengthen expenditure efficiency by, among other things, crowding in private investment.

Responses to negative demand shocks should be drawn up without deviating from medium-term fiscal sustainability objectives. They should leverage automatic stabilizers, applied symmetrically over the full business cycle to support macroeconomic smoothing in both downturns and upturns. Any discretionary fiscal interventions must be strictly targeted toward those firms and households most affected by adverse shocks and include explicit sunset provisions that make the actions temporary. Offsetting such measures through nonpriority spending reductions elsewhere or new revenue sources is paramount, particularly where there is limited fiscal space. Broad based subsidies and other industrial policy measures can be both costly and disruptive. Even when appropriate to use, they should be handled with care. To avoid inefficient resource allocation, particularly given increasingly tighter fiscal constraints, industrial policies must be precisely targeted to address specific market failures and clearly defined externalities and be subject to periodic cost-benefit analyses.

To stabilize expectations and encourage investment in a broader set of sectors, countries should make reducing policy-driven uncertainty a priority. They should establish and adhere to transparent and coherent trade policy frameworks, aided by pragmatic cooperation. This involves advancing multilateral efforts concerning key global commons, updating international regulations where feasible, and exploring regional or plurilateral solutions where appropriate.

Bilateral dialogues should not adversely impact third-party nations. Efforts to ease trade frictions and lower barriers to trade and investment should be aligned with those aiming to address excessive external imbalances resulting from domestic policy decisions (see the 2025 *External Sector Report*). Achieving lasting resolutions requires reaching a common understanding of underlying distortions and taking action to address them.

Table 1. Overview of the *World Economic Outlook* Projections
(Percent change, unless noted otherwise)

	Year over Year						Q4 over Q4 2/		
		Estimate	Projections		Difference from October 2025 WEO Projections 1/		Estimate	Projections	
	2024	2025	2026	2027	2026	2027	2025	2026	2027
World Output	**3.3**	**3.3**	**3.3**	**3.2**	**0.2**	**0.0**	**2.9**	**3.2**	**3.2**
Advanced Economies	**1.8**	**1.7**	**1.8**	**1.7**	**0.2**	**0.0**	**1.4**	**1.9**	**1.7**
United States	2.8	2.1	2.4	2.0	0.3	–0.1	2.2	2.1	2.1
Euro Area 3/	0.9	1.4	1.3	1.4	0.1	0.0	0.9	1.7	1.3
Germany	–0.5	0.2	1.1	1.5	0.2	0.0	0.4	1.0	1.5
France	1.1	0.8	1.0	1.2	0.1	0.0	1.0	0.9	1.3
Italy	0.7	0.5	0.7	0.7	–0.1	0.1	0.7	0.7	0.7
Spain	3.5	2.9	2.3	1.9	0.3	0.2	2.7	2.0	1.9
Japan	–0.2	1.1	0.7	0.6	0.1	0.0	0.2	1.5	0.4
United Kingdom	1.1	1.4	1.3	1.5	0.0	0.0	1.1	1.4	1.9
Canada	2.0	1.6	1.6	1.9	0.1	0.0	0.7	2.3	1.5
Other Advanced Economies 4/	2.3	1.8	2.0	2.1	0.0	0.0	1.3	2.8	2.7
Emerging Market and Developing Economies	**4.3**	**4.4**	**4.2**	**4.1**	**0.2**	**–0.1**	**4.0**	**4.3**	**4.2**
Emerging and Developing Asia	5.3	5.4	5.0	4.8	0.3	0.0	4.9	5.0	4.8
China	5.0	5.0	4.5	4.0	0.3	–0.2	4.4	4.5	4.1
India 5/	6.5	7.3	6.4	6.4	0.2	0.0	6.2	6.5	6.5
Emerging and Developing Europe	3.5	2.0	2.3	2.4	0.1	0.0	1.6	2.1	2.4
Russia	4.3	0.6	0.8	1.0	–0.2	–0.1	–0.5	0.6	1.1
Latin America and the Caribbean	2.4	2.4	2.2	2.7	–0.1	0.1	1.9	2.8	2.4
Brazil	3.4	2.5	1.6	2.3	–0.3	0.1	2.2	2.3	2.2
Mexico	1.4	0.6	1.5	2.1	0.0	0.1	0.7	2.2	2.1
Middle East and Central Asia	2.7	3.7	3.9	4.0	0.1	0.2	...	...	...
Saudi Arabia	2.6	4.3	4.5	3.6	0.5	0.4	4.3	4.5	3.6
Sub-Saharan Africa	4.1	4.4	4.6	4.6	0.2	0.1	...	...	...
Nigeria	4.1	4.2	4.4	4.1	0.2	0.1	3.9	4.3	6.5
South Africa	0.5	1.3	1.4	1.5	0.2	0.0	1.8	1.2	1.7
Memorandum									
World Growth Based on Market Exchange Rates	2.8	2.8	2.8	2.6	0.2	–0.1	2.4	2.7	2.6
European Union	1.2	1.5	1.5	1.6	0.1	0.0	1.3	1.5	1.6
ASEAN-5 6/	4.6	4.2	4.2	4.4	0.1	0.1	4.1	4.2	4.6
Middle East and North Africa	2.2	3.4	3.9	4.0	0.2	0.3	...	...	...
Emerging Market and Middle-Income Economies	4.4	4.3	4.1	4.1	0.2	0.0	4.0	4.2	4.1
Low-Income Developing Countries	4.2	4.6	5.1	5.1	0.1	–0.2	...	...	...
World Trade Volume (goods and services) 7/	**3.6**	**4.1**	**2.6**	**3.1**	**0.3**	**0.0**	**...**	**...**	**...**
Advanced Economies	2.0	3.0	1.9	2.4	0.4	0.2	...	...	...
Emerging Market and Developing Economies	6.3	5.7	3.6	4.4	0.0	0.0	...	...	...
Commodity Prices									
Oil 8/	–1.8	–14.2	–8.5	0.1	–4.0	0.3	–14.2	–1.4	0.9
Nonfuel (average based on world commodity import weights)	3.7	9.4	7.5	0.9	3.4	0.3	13.3	0.8	0.6
World Consumer Prices 9/	**5.8**	**4.1**	**3.8**	**3.4**	**0.1**	**0.0**	**3.4**	**3.1**	**3.0**
Advanced Economies 10/	2.6	2.5	2.2	2.1	0.0	0.0	2.5	2.1	2.1
Emerging Market and Developing Economies 9/	7.9	5.2	4.8	4.3	0.1	0.1	4.2	3.9	3.6

Beyond the navigation of near-term trade-offs and challenges, elevating medium-term growth prospects remains the most effective strategy for resolving macroeconomic dilemmas. Structural reforms targeting labour markets, education, regulatory frameworks, and competition will drive productivity, potential output, and job creation. Moreover, harnessing technological progress— through digital transformation, AI adoption, and investment in renewables and energy-efficient systems, among other possibilities—can accelerate productivity gains and expand growth potential. These efforts should not jeopardize but rather be aligned with a rebalancing of the global economy, which is a crucial element of sustainability. Weaving in growth-enhancing measures together with efforts to fortify the EU single market, to chart a credible fiscal consolidation plan to put US public debt on a decisively downward path, and to advance

China's reforms to strengthen the social protection system and scale back unwarranted industrial policy support would help diversify the sources of global growth.

Source: https://www.imf.org/en/publications/weo/issues/2026/01/19/world-economic-outlook-update-january-2026

INDIAN OUTLOOK

A rise in domestic investments has been one of the most significant contributors to the growth story of India. Domestic investments in India are divided into two parts - public investments and private investments. Private investments are further divided into two parts, which are household investments and corporate investments. Private domestic investments depend on a slew of factors - macroeconomic stability, high household savings, productivity, access to credit, resolution of non-performing assets, clearing up of balance sheets, etc.

Domestic investments and foreign investments in India work hand-in-hand to help the growth of the country. Growth in emerging economies like India results mainly from innovations that allow domestic sectors to catch up with innovative technology. The process of catching up with the leader in any sector requires the cooperation of a foreign investor who is familiar with the leading technology and a domestic entrepreneur/investor who is familiar with the local conditions.

The Indian private investing space has also been showcasing signs of maturity over the past few years. The market has revealed that new investments accounted for about 50% of VC transactions. The VC-to-PE pipeline has also become robust and consistent.

Market Activity

India remains the fastest-growing major economy in the world, with real Gross Domestic Product (GDP) growing by 7.8% in Q1 FY26, the highest in the last five quarters. In comparison, growth was 7.4% in Q4 FY25 and 6.5% in Q1 FY25. According to the Ministry of Statistics and Programme Implementation, nominal GDP rose by 8.8% during the same period. Nominal GDP increased significantly from Rs. 1,06,57,000 crore (US$ 1.24 trillion) in FY15 to Rs. 3,31,03,000 crore (US$ 3.88 trillion) in FY25.

Global and domestic forecasts are similarly upbeat, the Reserve Bank of India (RBI) has raised India's GDP growth forecast for FY26 to 6.8%, up from its earlier estimate of 6.5%. Similarly, the Organisation for Economic Cooperation and Development (OECD) increased its 2025 growth projection for India by 40 basis points to 6.7%, compared to 6.3% projected in June 2025.

In August 2025, Domestic Institutional Investors (DIIs) recorded their 25th straight month of net inflows, investing Rs. 94,829 crore (US$ 10.8 billion), the highest in 10 months. In the first five months of FY26, DIIs invested Rs. 3.24 lakh crore (US$ 37.6 billion), which makes up ~53% of the total investment made in FY25. According to BSE data, as of October 13, 2025, the number of registered investors on Bombay Stock Exchange (BSE) reached 22,98,09,534, marking a 18.39% YoY and 1.27% MoM increase.

In September 2025, India set a three-decade record for IPO activity, with 25 companies raising Rs. 13,302 crore (nearly 20% of total proceeds), marking the highest monthly tally since January 1997. In H1 FY26, 65 firms are set to raise up to Rs. 69,532.91 crore (US$ 8.2 billion), 35% higher than the Rs. 51,390 crore raised by 40 companies in the same period of FY25, reflecting a strong rebound in primary market activity after the brief slowdown earlier in the year.

In August 2025, India recorded 84 Private Equity (PE) - Venture Capital (VC) investments worth Rs. 10,827 crore

(US$ 1.24 billion). In the six months ending June 2025 (H1 2025), the country witnessed 519 PE/VC deals amounting to Rs. 1,28,523 crore (US$ 14.93 billion), reflecting continued investor confidence in India's growth potential.

Road Ahead

India's domestic investment outlook for FY26 and beyond remains strong, supported by sustained economic expansion, steady policy momentum, and improving investor confidence. The government's continued push through initiatives such as 'Make in India', 'Aatmanirbhar Bharat', and the Production-Linked Incentive (PLI) schemes is expected to drive capacity creation and strengthen industrial output.

Emerging sectors such as semiconductors, renewable energy, electric mobility, and advanced manufacturing are likely to see significant investments over the next few years, reflecting India's growing importance in global supply chains. The country's stable macroeconomic fundamentals and rising private sector participation are also expected to keep investment activity buoyant in FY26.

At the same time, structural reforms in taxation, logistics, and labour codes, along with improvements in ease of doing business and financial inclusion, will continue to create a supportive environment for domestic investors. The increasing presence of Domestic Institutional Investors (DIIs) and a rising base of retail investors are helping deepen India's capital markets and strengthen its investment ecosystem. With GDP growth projected at around 6.8% for FY26 and strong momentum across core sectors, domestic investments will remain a critical driver in achieving India's long-term goal of becoming a US$ 5 trillion economy by 2027.
Source: www.ibef.org

OVERVIEW OF ELECTRONICS SYSTEM DESIGN & MANUFACTURING INDUSTRY

The Indian electronics system design and manufacturing (ESDM) sector is one of the fastest growing sectors in the economy and is witnessing a strong expansion in the country. The ESDM market in India is well known internationally for its potential for consumption and has experienced constant growth.

The Electronics System Design & Manufacturing (ESDM) industry includes electronic hardware products and components relating to information technology (IT), office automation, telecom, consumer electronics, aviation, aerospace, defence, solar photovoltaic, nano electronics and medical electronics. The industry also includes design-related activities such as product designing, chip designing, Very Large-Scale Integration (VLSI), board designing and embedded systems.

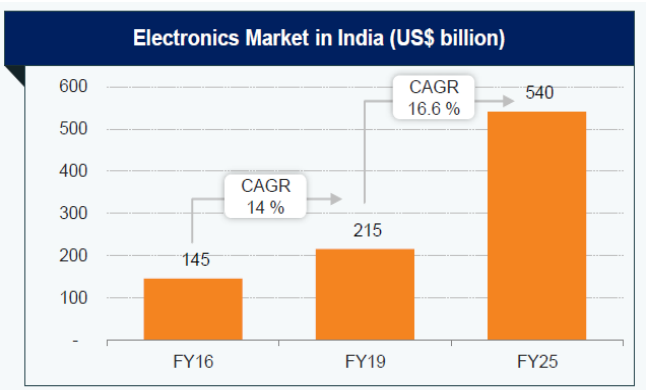
The Electronics System Design & Manufacturing (ESDM) sector plays a vital role in the government's goal of generating US$ 1 trillion of economic value from the digital economy by 2025. With various government initiatives aiming to boost domestic manufacturing, India has already started witnessing initial movement with increased production and assembly activities across products such as mobile phones and other consumer electronics.

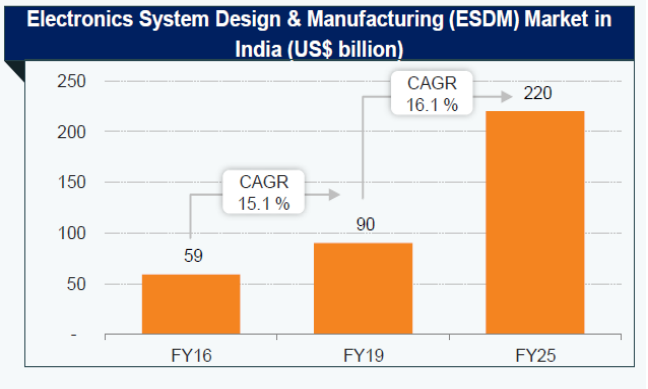
The space has been left intentionally blank

- The Electronics System Design Manufacturing (industry includes electronic hardware products and components relating to information technology (office automation, telecom, consumer electronics, aviation, aerospace, defence, solar photovoltaic, nano electronics and medical electronics

- The industry also includes design related activities such as product designing, chip designing, Very Large-Scale Integration (board designing and embedded systems.
  The Electronics System Design Manufacturing (market in India is anticipated to increase at a CAGR of 16 1 between FY 19 and FY 25 owing to strong demand, supportive government policies and increased digitalisation.

- India's electronics industry is targeting a manufacturing output of Rs 43,10,000 crore (US 500 billion) by FY 30 which requires a fivefold increase in production This growth is also expected to create 12 million jobs by FY 27





- The total budgetary allocation for the MeitY in the Union Budget FY 26 stood at Rs 26,026 crore (US 3.08 billion), reflecting an 18.64% increase over the budget estimates of FY 25

- India's digital media and entertainment industry, worth US 12 billion, is set to triple by FY 30 as forecasted by Redseer.

- India's remarkable advancement in electronics exports, which have now secured a position among the top three globally.

- During FY 25 the exports of electronic goods were recorded at Rs 3,25,479 crore (US 38 5 billion) as compared to Rs 2,46, 011 crore (US 29 11 billion) in FY 24

- Dixon Technologies is in active discussions with a global technology company to establish a display fabrication facility (fab) worth $3 billion in India, marking a significant step toward becoming a key player in the electronics component industry.
- The company is also in the final stages of negotiations for a joint venture with a leading Original Design Manufacturer (ODM), which is a major supplier of notebooks and servers to global brands.

Source: https://www.ibef.org/industry/electronics-system-design-manufacturing-esdm
https://www.moneycontrol.com/technology/dixon-in-talks-to-set-up-3-billion-display-fab-in-india-awaiting-ism-2-0-guidelines-article-12915048.html#google_vignette

OVERVIEW OF DISPLAY INDUSTRY IN INDIA

In the contemporary digital era, electronic displays serve as the visual interfaces that link us to information and entertainment. These displays are integrated into a variety of devices such as smartphones, computers, televisions, automobiles and many more. Electronic displays empower us to effortlessly access a broad spectrum of information and experiences through simple taps or swipes.

Electronic displays are available in various types, The range includes LCD (Liquid Crystal Display), LED (Light-Emitting Diode), OLED (Organic Light-Emitting Diode), QLED (Quantum Dot LED), Micro LED, and AMOLED. These displays are widely utilized in diverse sectors such as consumer electronics, information technology, industrial automation, medical devices, automotive industry, retail and advertising, education, and entertainment. Display technology is undergoing rapid evolution due to the increasing demand for displays that are thinner, lighter, brighter, and more energy-efficient.

India Display Market

Investments in Research and Development: Companies are improving touch sensitivity and multi-touch capabilities to make user interfaces more intuitive.

Growing Emphasis on High-Resolution and Energy-Efficient Screens: Consumer preference for better quality visuals and eco-friendly solutions is driving the demand for high-resolution and energy efficient screens thus reshaping India's display market. High definition 4K and 8K resolution has become the new standard for premium monitors with unparalleled clarity and detail.

Source: https://www.ncnonline.net/indias-digital-displays-market-shows-promising-growth-up-to-2033-and-possibly-beyond-driven-by-increasing-digitization-and-expanding-adoption/

ELECTRONICS LANDSCAPE IN INDIA

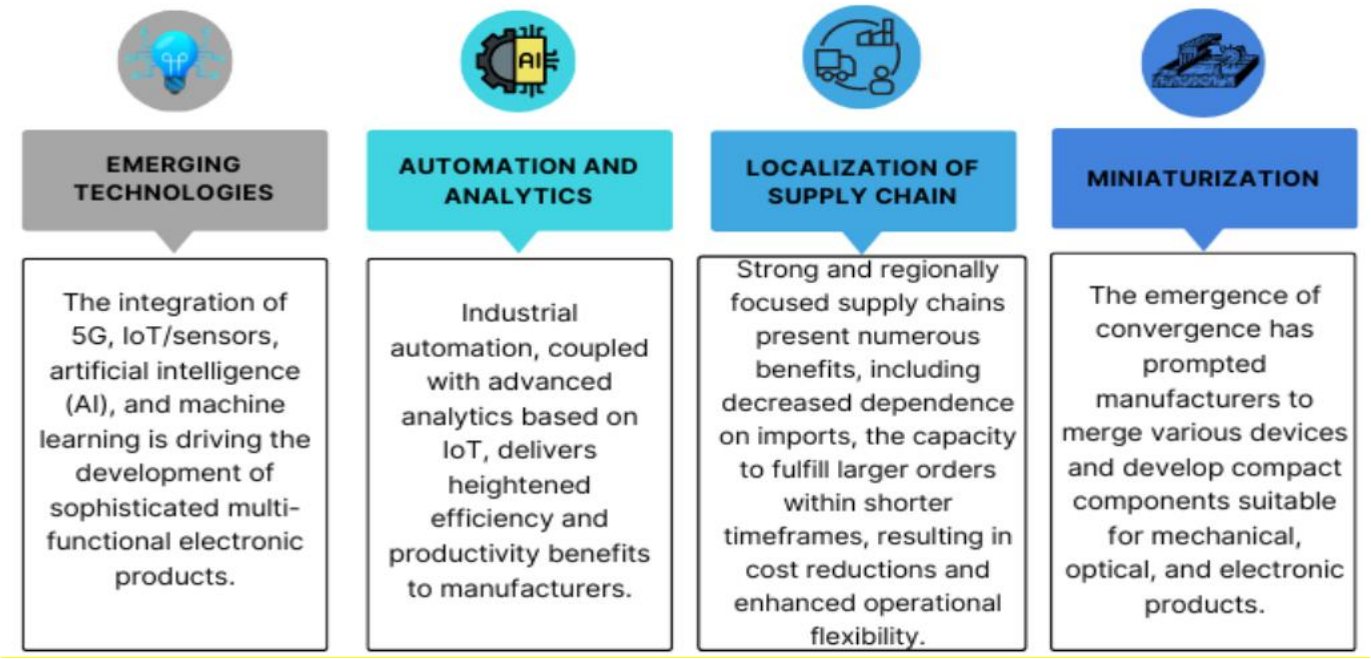
Market Trends and Forecast

The outlook for India's electronics manufacturing industry is promising, with projections aiming to reach US$ 540 billion by 2025, showing a significant increase from the US$ 215 billion demand in FY19. The market has demonstrated steady growth during years indicating a robust 14% Compound Annual Growth Rate (CAGR) between 2016 and 2019 and 16.6% CAGR Growth between FY19-FY25. Further, the electronics system Design and Manufacturing market is forecasted to achieve US$ 220 billion by FY25. Notably, key products within the Electronics & Telecommunications Development (ESDM) sector, including IT/OA, industrial electronics, and automotive electronics, have shown the highest CAGR. The import and export data portray a dynamic trade scenario, showcasing imports of electronic goods amounting to US$ 73.46 billion and exports totaling US$ 22.68 billion during the previous fiscal year (FY23). The growth trajectory extends to specific sectors, with smartphone shipments reaching 168 million units in CY 2021. Likewise, 5G device shipments are anticipated to surge by 129% year-on-year. The electronics design segment is poised to constitute 27% of the total ESDM market size by FY25. With a firm commitment, India aims to achieve US$ 300 billion worth of electronics manufacturing and exports totaling USD 120 billion by 2025-26.

Advantage India

India's electronics industry exhibits robust growth, fueled by strong design and R&D capabilities in sectors such as Auto Electronics and Industrial Electronics. Notably, the country stands as the second-largest global mobile phone manufacturer and is anticipated to become the fifth-largest consumer of electronic products by 2025. In response to the challenges posed by the COVID-19 pandemic, the government aims to elevate India's contribution to the electronics sector by approximately US$ 400 billion, positioning it to account for 9-10% of global value chains. Key initiatives like the Production-linked Incentive (PLI) scheme for large-scale electronics manufacturing have already attracted significant investments, totaling Rs. 6,887 Crore as of June 2023. Additionally, government programs such as 'Digital India' and 'Make in India' streamline the process of establishing manufacturing units, while the National Policy on Electronics (NPE 2019) further supports the goal of fostering domestic manufacturing, targeting US$ 400 billion by 2025.

Emerging Segments and Dynamic Trends



India‘s Digital Revolution

India's digital transformation is fueling a surge in electronic device consumption, buoyed by a growing middle-class population, increasing disposable incomes, and declining electronics costs. The electronics system design & manufacturing (ESDM) sector is poised for significant expansion, with projections indicating a reach of approximately US$ 220 billion by 2025, demonstrating a robust compound annual growth rate (CAGR) of 16.1% between 2019 and 2025. India sets ambitious targets, aiming to produce 1 billion mobile handsets valued at US$ 190 billion by 2025, including 600 million handsets worth US$ 110 billion earmarked for exports. Segmenting the ESDM sector into electronics systems and electronics design, its value stood at US$ 90 billion in FY19. Notably, over 90% of global semiconductor companies have established R&D centers in India, contributing approximately US$ 2.5 billion in revenue and generating 600,000 jobs. Positioned as one of the largest consumer electronics markets in the Asia Pacific Region, India is committed to achieving US$ 300 billion in electronics manufacturing and US$ 120 billion in exports by 2025-26.

Driving Forces of Indian Electronics Industry

Robust Demand

The electronics industry exhibits robust demand, bolstered by strong design and research and development (R&D) capabilities, particularly in auto electronics and industrial economics. With India emerging as the second-largest mobile phone manufacturer globally, the country is poised to become the fifth-largest consumer of electronic products by 2025. Notably, exports of electronic goods surged in FY23, reaching US$ 23.57 billion, marking a remarkable 50.52% growth from FY22.

Competitive Advantage

India remains steadfast in its commitment to achieving US$ 300 billion worth of electronics manufacturing and exports totaling US$ 120 billion by 2025-26. The nation possesses significant talent in electronic chip design and embedded software, providing a competitive edge in the global market.

Policy Support

Government-led initiatives such as production-linked incentive schemes, along with policies like 'Make in India' and 'Digital India', streamline the setup process for manufacturing units in the country. Moreover, a favourable Foreign

Direct Investment (FDI) policy further facilitates the establishment of manufacturing facilities in India.

Increasing Investments

In the wake of the COVID-19 pandemic, India aims to bolster its contribution to the electronics industry by approximately US$ 400 billion, including exports valued at US$ 120 billion. This ambitious goal aims to solidify India's position within global value chains, accounting for 9-10% of the total global value chains in the electronics sector.

Sources:
https://sicci.in/pdf/reports/663b5403c4659Indian%20Electronics%20Industry%20-%20Final%20Report%20(2).pdf
https://www.ibef.org
https://www.investindia.gov.in
https://www.meity.gov.in
https://www.dpiit.gov.in

This space has been left blank intentionally.

OUR BUSINESS

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Red Herring Prospectus, including the information contained in the section titled 'Risk Factors', beginning on page no. 28 of this Red Herring Prospectus.

This section should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the section titled 'Risk Factors' and the chapters titled "Restated Financial Statement" and "Management Discussion and Analysis of Financial Conditions and Results of Operations" beginning on page nos. 214 and 217 respectively, of this Red Herring Prospectus.

Unless the context otherwise requires, in relation to business operations, in this section of this Red Herring Prospectus, all references to "we", "us", "our" and "our Company" are to Highness Microelectronics Limited and Group Entities as the case may be.

BUSINESS OVERVIEW

Introduction

Our company was originally incorporated on September 6, 2007, as a private limited company under the name and style of 'Highness Micro Electronics Private Limited', under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation issued by the Registrar of Companies, Mumbai. Further, pursuant to a resolution passed by our shareholders in its meeting held on February 8, 2008, the name of our company was changed to 'Highness Microelectronics Private Limited' and a fresh certificate of incorporation dated March 5, 2008, was issued by the Registrar of Companies, Mumbai. Subsequently, our company was converted into a public limited company pursuant to a resolution passed by the shareholders in an extraordinary general meeting held on August 31, 2024, and the name of our company was changed to 'Highness Microelectronics Limited' vide fresh certificate of incorporation dated November 11, 2024, was issued by the Registrar of Companies, Central Processing Centre. The corporate identification number of our company is U72900MH2007PLC173854.

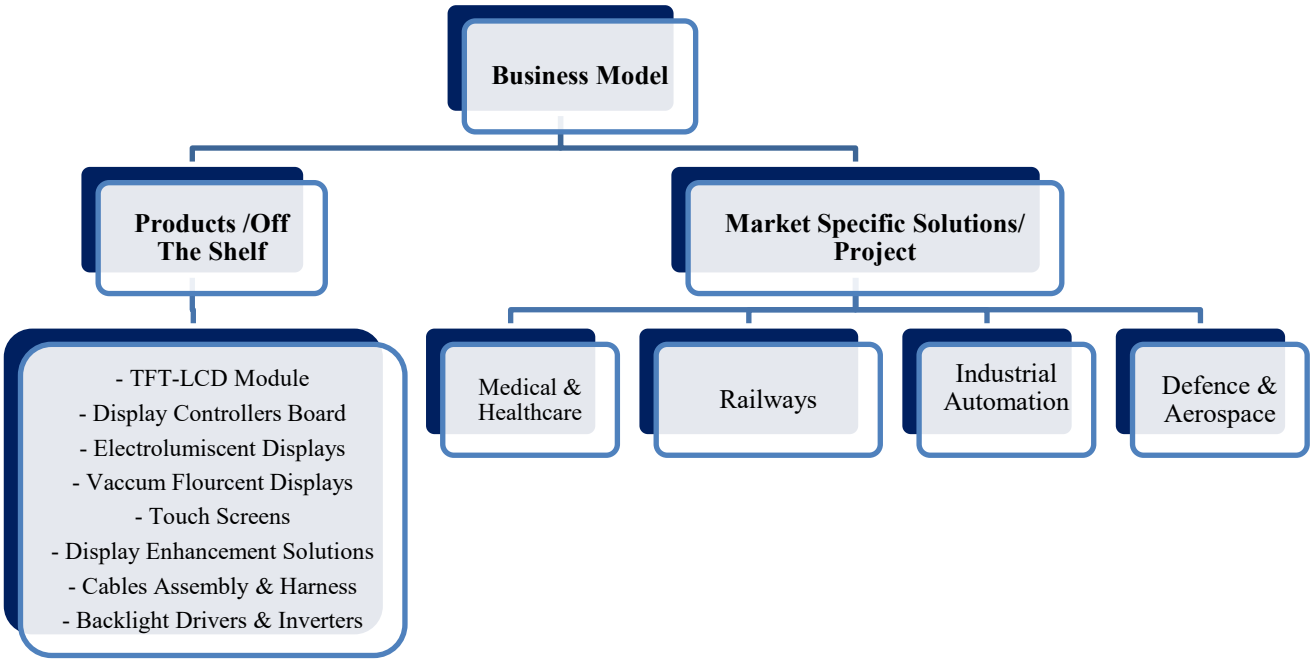
Highness Microelectronics Limited is an ISO 9001:2015 and ISO 13485:2016 certified Company, engaged in the Design, Development, Integration, Assembly and Manufacture of Digital-Imaging Solutions. Our Company operates in two main categories namely 'Off the Shelf Products' and 'Market Specific Solutions / Project'.

Under 'Products' category, we offer Flat Panel Displays like Thin Film Transistor ('TFT') and Liquid Crystal Display ('LCD') module, Display Controllers, Electrolumiscent Displays, Vacuum Fluorescent Displays, Touch Screens, Cable Assembly & Harness, Backlight Drivers & Inverters and 'Display-Enhancement solutions.

Further under 'Display-Enhancement Solutions', we undertake value addition process to ruggedize Commercial off the Shelf ('COTS') displays; these value addition processes include- Backlight enhancement for High-Brightness for Outdoor & Direct-Sunlight readability, Wide-Operating Temperature for extreme-climatic conditions, Electro-Magnetic Interference ('EMI') shielding for mission critical operations, Night Vision Compatibility ('NVIS'), Optical-Bonding , Vandal-Proofing as well as outdoor visibility, Adding cover glass to achieve Anti-Reflective, Anti-Glare, Anti-Fingerprint/Smudge etc.

Our 'Market-specific solution/ Project' category includes Display-monitors in form factors such as Open-Frame Displays, Panel-Mount Displays, Industrial Grade Displays and Medical Grade Display Monitors. Our industry verticals

for these display monitors are Industrial Automation, Medical & Healthcare, Railways (Trains & Metros and Automobiles) and Defence & Aerospace.



Mr. Gaurav Manjul Kejriwal, Promoter has 17 years of experience in the display industry and founded the Company in year 2007. Since then, he played a pivotal role in shaping product portfolio and steering the Company toward sustained progress. His responsibilities span across expanding business horizons, formulating corporate strategy, providing leadership and management oversight, ensuring financial performance across verticals, driving innovation and growth, identifying new business opportunities, and overseeing risk management.

OUR LOCATION

Our registered office is at Office 1C3, 1st Floor, Gundecha Onclave, Kherani Road, Saki Vihar, Andheri (East), Mumbai, Maharashtra, India, 400072.

Our factory is situated at R-364, TTC Industrial Area, Rabale, Mumbai-400701.

OUR VISION AND MISSION

VISION

Enhancing the world around us with Simple, Smart, and Efficient Design and Engineering in Digital Imaging Solutions.

MISSION

Minimizing dependencies to strengthen 'Make in India' for both India and the Global Market.
Focus on investing in people and research & development for sustainable growth.

KEY PERFORMANCE INDICATORS (KPI's) OF OUR COMPANY

(Amount in ₹ '000, except EPS, % and ratios)

Particulars	For the Period ended	For the Year ended		
	December 31, 2025	March 31, 2025	March 31, 2024	March 31, 2023

Revenue from operations	1,41,327.57	1,40,737.82	1,07,046.22	96,742.49
Adjusted EBITDA	55,482.89	45,187.93	59,657.78	31,296.65
EBITDA (%) Margin	39.26%	32.11%	55.73%	32.35%
ROCE (%)	36.88%	42.09%	75.02%	49.76%
Current Ratio	2.05	2.19	1.84	1.03
Operating Cash flow	-5,644.27	-14,254.03	31,958.43	41,865.89
PAT	34,100.18	25,226.00	23,879.62	4,434.85
ROE	40.97%	47.09%	82.30%	29.85%
EPS (After adjustment of bonus shares)	9.72	7.19	6.80	1.26

OUR COMPETITIVE STRENGTHS

Quality Standards and ISO certified organization

Our strength is in providing quality services to our clients. We are an ISO 13485:2016 and ISO 9001:2015 certified by British Standards Certification and Inspection Council (BSCIC) for the manufacturing products. All our products undergo quality and test checks in accordance with established Standard Operating Procedures (SOPs), ensuring they meet the standards and guarantee customer satisfaction. This process helps us deliver products without defects. Our quality departments at manufacturing sites are fully equipped to perform comprehensive testing in compliance with ISO standards.

Customization Expertise

We provide custom products based on the specific needs and technical requirements of our Original Equipment Manufacturer (OEM) customers. We work closely with them to deliver solutions that match each project's requirements. Our focus on customization helps us meet the needs of every client.

Key customers base

Our company has built a strong reputation, which has played a key role in retaining our valued clients. Our ongoing relationships with existing customers foster repeat business and serve as a competitive advantage in attracting new clients and expanding our reach. The long-term connections we have cultivated with major customers have been vital to our growth. Over the years, we have developed a solid and loyal customer base, and while we don't have formal long-term agreements in place, many customers continue to return. This consistent support has been instrumental in strengthening our business over time.

Weather-Resistant Display Solutions

Our company has developed durable products designed to perform in the demanding environments. We developed products designed to withstand harsh conditions, including displays and controllers built to endure heavy vibrations, extreme temperatures, and rainy environments. Our commitment to quality ensures that these solutions continue to operate smoothly, providing consistent results under challenging circumstances.

OUR BUSINESS STRATEGY

Expand and Improve Our Product Range

We intend to leverage our manufacturing expertise and strong quality control processes to expand our product range across Industry Automation, Healthcare, Railways, and Defense. As part of this strategy, we are enhancing our capabilities to produce a diverse mix of both new and existing products, enabling us to secure more orders from current and potential customers. To achieve this, we are considering investment in setting up a machinery line , which will

strengthen our in-house capabilities, reduce reliance on external sources, improve quality and lead-time control, and support new product development. This integrated approach will help us remain competitive, drive growth, and enhance profitability.

In the current process, the display panel (without a protective outer glass or casing, hence 'open cell') is carefully aligned and bonded to the BLU to ensure proper light diffusion, electrical connectivity, and overall display performance.

With the proposed IPO proceeds, we plan to establish a new COG (Chip on Glass) and FOG (Film on Glass) assembly line at our factory located at R-364, TTC Industrial Area, Rabale, Mumbai-400701. With this proposed machinery setup, we aims to manufacture Open-Cells in-House.

Maintain High Quality Standards

We have robust internal quality control measures in place across key areas to ensure the efficient and accurate completion of work orders. This includes protecting assets, minimizing errors, and maintaining precise records. We are committed to continuously enhancing our quality control processes to deliver top-tier products. Upholding high-quality standards is essential to meet both customer expectations and regulatory requirements. By regularly assessing product quality and implementing timely improvements, we ensure these standards are maintained. Delivering high-quality products fosters customer trust and supports the development of long-lasting relationships.

Maintain Strong Relationships with Suppliers, Customers, and Employees

We believe that strong relationships with our suppliers, customers, and employees are fundamental to our company's growth. Our commitment to delivering products reliably and on time has helped us build lasting relationships with our existing customers. We also recognize that forming long-term, mutually beneficial partnerships with strategic suppliers is crucial for enhancing supply chain performance, lowering costs, and supporting our business's growth. As the backbone of the organization, we prioritize continuous training and the development of technical expertise for our employees. The company's mission is to ensure that the knowledge gained contributes to long-term goodwill. To achieve this, we maintain a continuous process of educating our employees, including time management and motion studies, which not only boosts morale but also increases overall productivity.

Attract and Keep Employees

Our employees are key to our success, as we rely on them to complete work orders on time and deliver high-quality products. We are dedicated to enhancing their health, safety, and overall work environment. To further strengthen our workforce, we prioritize continuous skill development and training. By offering competitive pay and ensuring a safer, healthier workplace, we aim to retain our skilled employees, reduce turnover, and support future growth.

Expansion of Manufacturing Capabilities and Leveraging Government Incentives

The Department of Information Technology, Electronics & Communications (DITE&C), Government of Goa vide its Allotment Order bearing reference no. 10(191)/DITE&C/2025/EMC-Highness Microelectronics/2454 dated February 06, 2026 allotted an Industrial Plot No. 18A admeasuring 5,000.00 sq. meters, on lease at Electronics Manufacturing Cluster, Tuem, Pernem, Goa in terms of the Electronics Manufacturing Cluster Land Allotment Policy, 2021. In accordance with the terms of said allotment, the Company has paid the first instalment of land premium and the applicable lease rent . Although the formal lease deed is yet to be executed, subject to completion of the remaining procedural requirements.

The abovesaid land is for setting up a TFT-LCD modules, Touch Screens, & Display Controllers, equipped with COG and FOG assembly lines, glass cutting and resizing capabilities, an in-house R&D centre, and an endurance and environmental testing laboratory, along with in-house metal fabrication to strengthen backward integration. The facility is expected to enhance manufacturing capabilities, support product innovation, and cater to industrial automation, white goods, automotive, and select medical device segments. Located in Electronics Manufacturing Cluster (EMC), the facility is expected to offer strategic location and cost advantages, supported by multi-modal connectivity (road, rail, sea, and air), proximity to Mumbai (approximately 590 km), established industrial infrastructure, and access to skilled

and semi-skilled manpower, enabling efficient and scalable supply-chain operations.

Further, Our Company is in the process of applying under the Electronics Component Manufacturing Scheme (ECMS) notified by the Ministry of Electronics and Information Technology (MeitY) vide Gazette Notification No. CG-DL-E-08042025-262341 dated 08 April 2025, which aims to promote domestic manufacturing of electronic components and sub-assemblies and reduce import dependence. Our Company is applying under Target Segment D that is Supply Chain Ecosystem & Capital Equipment, which offers a capex-linked incentive of up to 25% of eligible capital expenditure, subject to capitalization of assets, commencement of commercial production, and employment generation, with incentives available for a period of five years from the date of approval. Participation in the scheme is expected to support our company's strategy of strengthening upstream manufacturing capabilities and enabling scalable growth across downstream electronics segments.

REVENUE BIFURCATION

GEOGRAPHICAL WISE BIFURCATION

The revenue bifurcation of our Company for the period ended December 31, 2025 and last three fiscal years as per restated financial Statement are as follows:

Amount (₹ in '000)

	For the Period Ended		For the Year Ended					
	December 31, 2025		March 31, 2025		March 31, 2024		March 31, 2023	
	Revenue	%*	Revenue	%*	Revenue	%*	Revenue	%*
Domestic	66,174.87	46.82%	97,605.18	69.35%	1,05,863.11	98.89%	96,077.86	99.31%
Export	67,905.58	48.05%	43,132.64	30.65%	1,183.11	1.11%	664.63	0.69%
MTT Sales	7,247.11	5.13%						
Total	**1,41,327.57**	**100%**	**1,40,737.82**	**100.00%**	**1,07,046.22**	**100.00%**	**96,742.49**	**100.00%**

*% of Revenue from Operations

STATE WISE BIFURCATION FROM TOP 5 STATES

The revenue bifurcation from Top 5 States of our Company for the period ended December 31, 2025 and last three fiscal years as per restated financial Statement are as follows:

Amount (₹ in '000)

States	For the period ended December 31, 2025	
	Amount (₹ in 000)	%*
Karnataka	20,267.92	14.34%
Maharashtra	14,301.61	10.12 %
New Delhi	16,110.90	11.40%
West Bengal	6,243.43	4.42%
Tamil Nadu	2,402.25	1.70%
Sum Total	**59,326.11**	**41.98**

States	For the financial year ended March 31, 2025	
	Amount (₹ in 000)	%*
Karnataka	42,212.35	29.99%
Maharashtra	35,416.03	25.16%

New Delhi	4,175.21	2.97%
Uttar Pradesh	3,625.60	2.58%
Gujarat	3,251.75	2.31%
Sum Total	**88,680.94**	**63.01%**

States	For the financial year ended March 31,2024	
	Amount (₹ in 000)	%*
Karnataka	35,575.12	33.23%
Maharashtra	25,212.02	23.55%
Uttar Pradesh	16,069.57	15.01%
West Bengal	7,009.26	6.55%
New Delhi	5,406.22	5.04%
Sum Total	**89272.19**	**83.38%**

States	For the financial year ended March 31,2023	
	Amount (₹ in 000)	%*
Andhra Pradesh	16,922.861	17.49%
Maharashtra	15,062.80	15.57%
Karnataka	13,602.63	14.06%
Telangana	10,180.72	10.52%
Uttar Pradesh	10,087.12	10.43%
Sum Total	**65,856.13**	**68.07%**

**% of Revenue from Operations*

INDUSTRY WISE

The revenue bifurcation of our Company for the period ended December 31, 2025 and last three years as per restated financial Statement are as follows:

Amount (₹ in '000)

	For the Period Ended		For the Year Ended					
	December 31, 2025		March 31, 2025		March 31, 2024		March 31, 2023	
	Revenue	%*	Revenue	%*	Revenue	%*	Revenue	%*
Industry Automation	6,451.78	4.57%	69,593.30	49.45 %	52,403.60	48.95%	33,835.03	34.97%
Medical & Healthcare	30,711.89	21.73%	24,728.06	17.57 %	24,684.88	23.06%	29,436.08	30.43%
Railways	40,368.81	28.56%	4,213.96	2.99 %	26,961.14	25.19%	33,017.12	34.13%
Defence & Aerospace	63,795.09	45.14%	42,202.50	29.99 %	2,996.60	2.80%	454.25	0.47%
Total	**1,41,327.57**	**100%**	**1,40,737.82**	**100.00%**	**1,07,046.22**	**100.00%**	**96,742.49**	**100.00 %**

*% of Revenue

As certified Jain Vinay & Associates vide certificate dated February 18, 2026 vide UDIN:26403919JBJDHI9111

TOP CONTRIBUTORS

To Revenue of the Company:

Amount in ₹ '000

Revenue	For the Period ended		For the Year Ended					
	December 31, 2025		March 31, 2025		March 31, 2024		March 31, 2023	
	Revenue	%*	Revenue	%*	Revenue	%*	Revenue	%*
Top 1 Customer	63,288.84	44.78%	41,597.25	29.56%	21,926.27	20.48%	16,922.86	17.49%
Top 3 Customer	78,816.65	55.77%	91,110.03	64.74%	45,492.17	42.50%	27,869.34	28.81%
Top 5 Customer	93,037.31	65.83%	1,06,266.28	75.51%	58,273.41	54.44%	36,313.24	37.54%
Top 10 Customer	1,16,481.11	82.42%	1,18,927.22	84.50%	77,098.81	72.02%	53,080.96	54.87%

**% of Revenue from Operations*

**As certified Jain Vinay & Associates vide certificate dated February 18, 2026 vide UDIN:26403919DWVSZY1873*

To Purchases by our Company:

Amount in ₹ '000

Revenue	For the Period ended		For the Year Ended					
	December 31, 2025		March 31, 2025		March 31, 2024		March 31, 2023	
	Revenue	%*	Revenue	%*	Revenue	%*	Revenue	%*
Top 1 Supplier	39,925.20	72.71%	55,532.82	89.60%	29,224.34	80.90%	33,117.18	88.34%
Top 3 Supplier	49,207.53	89.61%	57,452.12	92.70%	31,748.79	87.89%	34708.18	92.59%
Top 5 Supplier	52,196.36	95.05%	58,480.49	94.35%	33,383.32	92.41%	35413.41	94.47%
Top 10 Supplier	54,076.64	98.48%	60,419.81	97.48%	35,028.19	96.96%	36432.81	97.19%

**% of Purchases*

Due to non-availability of the written consents of customers & suppliers names could not be disclosed.

**As certified Jain Vinay & Associates vide certificate dated February 18, 2026 vide UDIN:26403919DWVSZY1873*

ORDER BOOK

The table of order book as on December 31st, 2025 as follows:

Client Name	Product	Order value (Exclusive of GST) (Rs. in Thousands)	Expected Month of Realisation
Purchase Order 1	HM366FH311QY_V0	171.50	December 2026
Purchase Order 2	TB101WX001	1400.84	16 Pcs. in Jan 2026 Balance in Feb 2026
Purchase Order 3	Dynamic Route Map (DRM) Application for the 20 DMRC Metro Trainsets with 56 DRM Display per Trainset (Total 20x56)	52,957.30	Material will be delivered monthly for one train, starting from February 2026
Purchase Order 4	HM366FH311QY_V0 and LVDS Cable	26,931.51	Material will be delivered monthly for one train, starting from February 2026
Purchase Order 5	LVDS Cable and LED Driver	3.90	January 2026
Purchase Order 6	CABLE	13.90	January 2026
Purchase Order 7	HM185HD101A Ver2 Rel 2	111.25	January 2026

Purchase Order 8	VFD Display-(New)-Part no.CU20027-YX100	1611.25	March 2026
Purchase Order 9	Backlight Cable	5.25	January 2026
Purchase Order 10	MHSD4340	1995.00	05 pcs. in Jan 2026 05 pcs. in Feb 2026
Purchase Order 11	Repairs & Maintenance-Replacement of Glass	4.00	January 2026
Purchase Order 12	CABLE and LVDS Cable	33.20	February 2026
Purchase Order 13	Cables	41.70	February 2026
Purchase Order 14	VFD Display-(New)-Part No.GU280X16G-7000D	952.50	May 2026
Purchase Order 15	HM121WX211B-PT and Cables	32.85	January 2026
Purchase Order 16	LVDS Cable	188.88	February 2026
Purchase Order 17	Backlight Unit-Rugged Backlight for 21.5" Displays with Kunling Connector	13,182.48	March 2026
Purchase Order 18	VFD Display-(New)-Part no.GU256X64D-7900BX	283.75	July 2026
Purchase Order 19	VFD Display-(New)-Part no.GU256X64D-7900BX	396.95	July 2026
Purchase Order 20	MHSD3240	178.00	February 2026

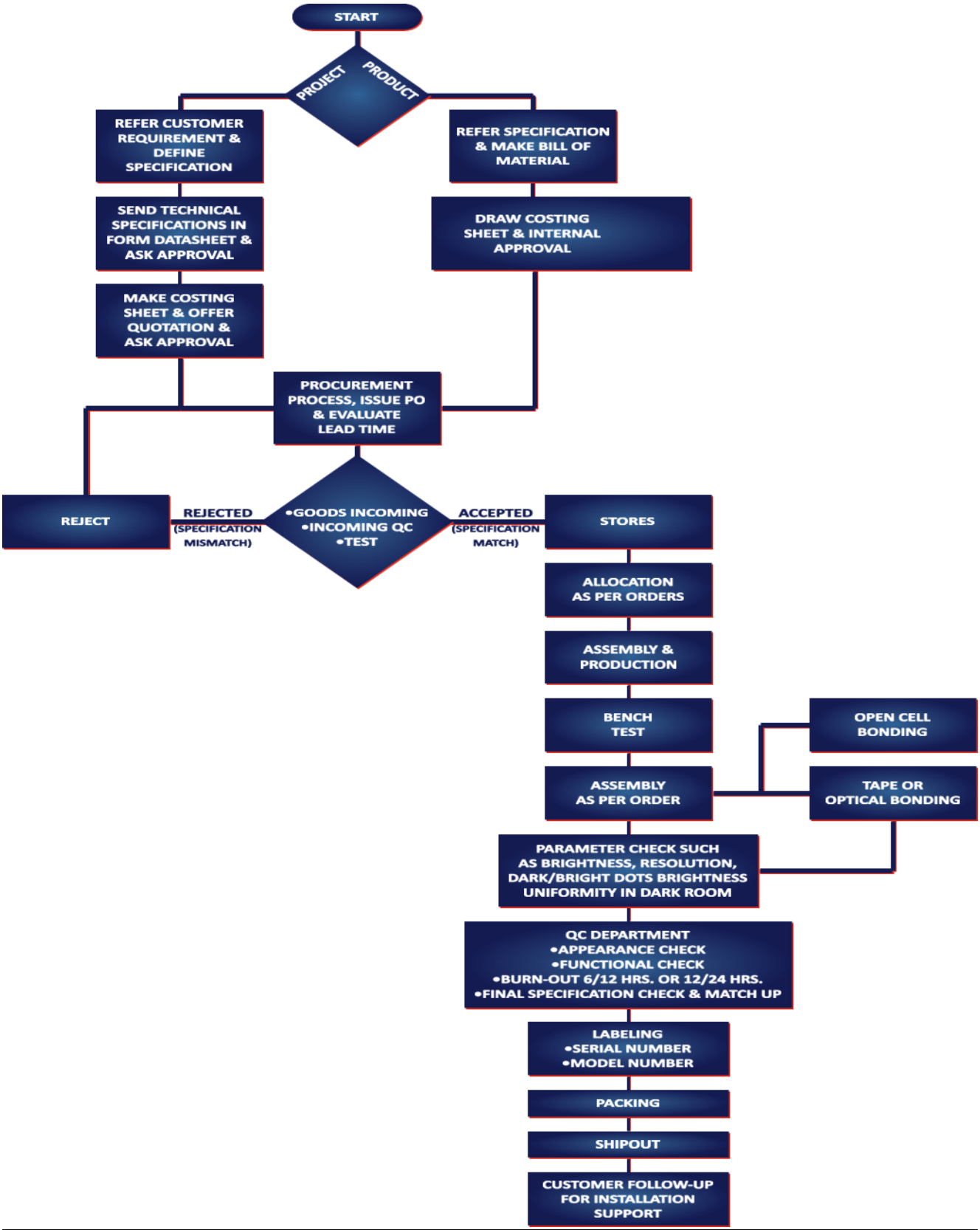
OUR MANUFACTURING WORKFLOW CHART

The process starts by identifying whether we are going to undertake an order for an Off-The-Shelf product or a Project (that carries customized specifications).

In case of Off-The-Shelf product, the specifications are pre-defined and the Bill-Of-Material (BOM) is decided in advance. After receiving an order for such product, the procurement team will initiate the process for buying the raw-materials.

For a Project, the Product Design team prepares specifications, which are shared with the customer for approval. After the customer confirms, the final specifications and BOM are prepared. Based on this, the Procurement & Sourcing team prepares a costing sheet, and a price offer is sent to the customer.

The detailed manufacturing workflow chart depicted below:-



After receiving an order, the procurement team initiate the process for buuying the raw-material.

Step-1: <u>Sourcing & Procurement of Components</u>

- **Supplier Identification:** Identify suppliers for critical components such as LCD panel, PCBs (Printed Circuit Boards) , enclosures, connectors, etc.
- **Component Testing:** Ensure all incoming components meet quality and medical/industrial standards e.g., Electro-magnetic Interference (EMI) /Radio Frequency Interference (RFI) shielding, ISO certifications etc.
- **Inventory Management:** Place components in the store room and manage inventory based on production demand.

Step-2: <u>PCB Controller Board Assembly & LCD Panel Preparation</u>

- Apply solder paste, place components, and reflow soldering.
- **Inspect and test the PCBs:** Perform electrical tests on the assembled PCB
- **Inventory Management:** Place components in the store room and manage inventory based on production demand.
- **Component Inspection:** Inspect LCD glass, backlight units.
- **Assembly of LCD Components:** Attach LCD Glass and backlight modules to the LCD panel, and Integrate the driver Circuit and circuit connections.
- **LCD Testing:** Test for dead pixels, colour accuracy, and uniformity.
- **Touchscreen Integration (if applicable):** Bond the touch panel to the LCD screen.

Step-3: <u>Chassis and Enclosure Preparation</u>

- **Metal Fabrication:** Manufacture the outer casing (typically from aluminium, stainless steel, Mild Steel).
- **Surface Treatment:** Apply anti-corrosive coatings, EMI/RFI shielding, and antimicrobial finishes (for medical monitors).
- **Mounting Point Preparation**: Create and test mounting points for PCBs, LCD panels, and connectors.

Step-4: <u>Display Assembly</u>

- **PCB Mounting:** Place the assembled PCB into the monitor enclosure.
- **LCD Panel Mounting:** Attach the LCD panel to the front side of the enclosure.
- **Cable and Connector Assembly:** Connect internal cables (Low Voltage Differential Signaling (LVDS), power cables) from PCB to the LCD panel.
- **Back Cover Installation:** Close and fasten the back cover of the monitor.
- **Sealant Application (Medical Monitors):** Apply any necessary seals or gaskets for water or dust resistance (e.g., IP65-rated monitors).

Step-5: <u>Functional Testing and Calibration</u>

- **Power-on Testing:** Ensure the monitor powers on correctly.
- **Image Calibration:** Adjust brightness, contrast, colour accuracy, and other display parameters.
- **Touchscreen Calibration (if applicable):** Test and calibrate the touch interface.
- **EMI/EMC Testing:** Perform electromagnetic interference testing (especially for medical and industrial monitors, as per International Electrotechnical Commission (IEC) 60601 and other relevant standards).
- **Safety Testing:** Conduct electrical safety tests (leakage current, grounding) for medical-grade monitors.

Step-6: <u>Software and Firmware Installation</u>

- **Firmware Flashing:** Install the firmware for the display controller.
- **Software Integration:** Load any custom software needed for client applications (e.g., medical diagnostics or industrial automation)

Step-7: <u>Final Assembly & QA (Quality Assurance)</u>

- **Visual Inspection:** Inspect for cosmetic defects.
- **Final Electrical Tests:** Perform another round of electrical and functional testing.
- **Environmental Testing (Optional):** Subject the product to stress tests for temperature, humidity, and vibration.
- **Burn-in Testing:** Run the monitor for an extended period under normal operating conditions to ensure long-term reliability.

Step-8: Packaging

- **Cleaning:** Clean the monitors and remove any dust or fingerprints.
- **Protective Packaging:** Package the product in anti-static and shock-absorbent materials.
- **Labelling:** Apply serial numbers, barcodes, and certification labels.
- **Boxing:** Place monitors into cartons or crates for shipment.

Step-9: Dispatch

- **Final Inspection Before Shipping:** Ensure the product is in proper condition.
- **Shipping Preparation:** Arrange the monitors for dispatch to the client, adhering to shipping regulations and client requirements.
- **Document Preparation:** Create shipping documentation, invoices, and warranty cards

SWOT ANALYSIS

Strength

- The company has certification under ISO 9001 & 13485
- Localized Manufacturing
- Weather resistance display solution

Weakness

- Dependencies on third party for some processes Localized Manufacturing
- Project gestation period

Opportunities

- International companies looking for local partners to Make in India gains
- Increased spending in healthcare
- Localization approach by various industries
- Government incentives for local manufacturing

Threats

- Change in Government policies
- Delay in realization of incentives
- Chinese products making their way to India markets at cheaper cost and poor quality

OUR BUSINESS SEGMENTS / MARKET VERTICALS

1. INDUSTRIAL AUTOMATION

Wherever there is Industrial Automation, there is a need for Human Machine Interface (HMI). Our company manufacturers Displays that suits such application. These specifications include displays that are suit industrial environmental conditions and displays that interface with industrial controllers. Our industrial displays are designed to match and perform in industrial environment such as places with high-humidity, high temperatures. We have

successfully deployed our displays for applications such as Textile Spinning & Weaving Machines, Automotive manufacturing lines, Computer Numatics Controls (CNC) etc through OEM Customers.

In this segment we also made Industrial grade Monitors & Displays suitable for ATMs, KIOSKs, Point of Sale terminals, Ticket Vending machines. These displays are meant for use in outdoor climatic conditions that subject our displays to direct sunlight, heat & dust and a need for vandal-proofing. While we offer some customization options, which we drive from standard Commercial of the shelf (COTS) displays by way of value addition that increases the displays' native characteristics. Our design capabilities are focused on achieving average brightness levels, rather than optimizing visibility in sunlight or integrating specialized enclosures for outdoor use.

Our Display installed at the customers' location





**In the above given images the our company was display provider to the OEM clients and the key/final products was of the OEM clients.*

2. MEDICAL & HEALTHCARE

Our company is focused on offering indigenized Medical-Grade monitors through OEM Customers at competitive prices. With in-house design capabilities and hands-on experience, we have developed a range of monitors specifically

designed for surgical applications such as Gastroscopy, Endoscopy, and Laparoscopy.

We manufacture medical grade Surgical Monitors, Surgical Monitors with Built-in Recorder locally means bringing cost effective and affordable imaging solutions in hands of small and medium sized hospitals that are far too many compared to big and enterprise ones. Furthermore, locally manufactured monitors also offer an advanced after sales service support so that the end-use can depend on these monitors when making critical surgeries.

Additionally, with the rise in new hospital projects focusing on Modular Operating Theatres (MOT), there is a need for medically certified displays that can be integrated seamlessly into MOT panels. Our all-in-one displays offer this integration and provide cross-platform connectivity with Picture Archiving and Communication System (PACS), Hospital Information System (HIS), and surgical cameras, allowing procedures to be viewed, recorded and broadcast for study and consultation at the same time.

In addition to ISO-13485 certification our Company also secured an Medical Device Rules license from the Central Drugs Standard Control Organization (CDSCO) under the Ministry of Family Welfare and Health of the Government of India, allowing us to manufacture these medical monitors with official government certification.

Our Display installed at the customers' location







**In the above given images the our company was display provider to the OEM clients and the key/final products was of the OEM clients.*

3. RAILWAYS

Transportation being one of the several other domains we offer displays for through OEM Customers, is the important segment because we believe Railways sector in India is at the cusp of modernization and will soon be ready to match global standards. The on-going revolution in Railways is on the backdrop of local manufacturing and our quest to indigenize Displays is to support this momentum.

We have executed Display projects involving Real-Time Train Tracking Systems (RTTS) in Locomotive Navigation System, Dynamic Route Maps (DRM) in Metro trains, Passenger Information System (PIS/PAPIS) for passenger coaches, Automatic Fare Collection (AFC) for Metro Fare Gates, Ticket Vending kiosks at train stations. Whether it is Stretched / Bar type Displays or High-Brightness Sunlight-Readable Displays for outdoor usage, we have in-house expertise to design, develop, integrate, assemble & manufacture these displays locally.

Our Display installed at the customers' location







**In the above given images the our company was display provider to the OEM clients and the key/final products was of the OEM clients. It is to be noted that our company has not received the work order from the end customers, rather we were being appointed by the OEM players.*

4. DEFENCE & AEROSPACE

India's defence expenditure has remained consistently robust and aligned with the country's economic growth. The Government's strong policy focus on indigenisation, localisation of manufacturing, and self-reliance has significantly increased participation from both public and private sector players. This has resulted in a sharp rise in defence project launches and executions, driving sustained investments, technological advancement, and long-term growth across the domestic defence ecosystem.

Our Company, with the past few years of experience and with its engineering team, specializes in developing display products built to endure challenging climatic conditions. These rugged displays and ruggedized Tablets have been successfully deployed in military, naval, and airborne applications for our armed forces.

Our Company designs and supplies a range of display systems for defence applications, all of which are provided through OEM customers. These include:

Displays for Artillery Gun upgrades: Indigenously developed displays for the Artillery Gun upgrade program, currently deployed in the field, providing precise imaging to support operational requirements.

Displays for Naval applications: Display systems integrated into foreign-origin naval warships, providing navigational and control functionalities and designed in accordance with applicable naval standards for tactical deployment.

Displays for communication equipment for paramilitary forces: Engineered display systems for integration into encrypted communication devices used by paramilitary forces, offering clear and high-resolution imaging, with supply under ongoing orders.

Displays for navigational controls onboard tanks: Highness is supplying ruggedized displays for military tanks. Designed for extreme conditions, these displays provide high-brightness sunlight visibility and NVIS for night operations.

Our expertise encompasses executing display projects that demand high durability and advanced performance. Our displays integrate critical features such as wide operating temperature ranges, high-brightness visibility for outdoor and direct sunlight conditions, night-vision (NVIS) compatibility, EMI/EMC shielding, optical bonding, and ingress protection, ensuring reliable operation in the challenging environments.

OUR PORTFOLIO

Some of our major offerings are:

Name	Image	Specifications / Description
Industrial Monitors with Touch Screen (Industrial Automation)		• Sizes: 6.4", 7", 8.4", 10.1", 10.4", 12.1", 15", 17", 19", 21.5", 23.8", 27", 32", 43", 55". • Standard & High Brightness • Open-Frame, Panel-Mount or Enclosed Frame Housing • Display Controller board, Embedded board or Motherboard • In-Built with or without Touch Screens • With or without optical bonding
TFT-LCD Modules (Raw Material and Semi Finished)		• Sizes from 3.5" to 5.5" • Resolutions: 320x240, 640x480, 800x600, 1024x768 ,1366x768, 1920x1080, 3840x2160 • Standard or High Brightness • Interface: Low Voltage Differential Signaling (LVDS), Transistor-Transistor Logic (TTL) /Red-Green-Blue (RGB), Embedded Display Port (eDP) , Video by One • With or without touch screen • With or without optical bonding

Industrial Panel PC (Industrial Automation)		• Sizes: 18.5", 21.5", 27", 32” • Processor Celeron, i3, i5, i7 • RAM: 32/64GB, Storage: 1 or 2TB SSD • Resolution: 1920x1080 or 3840x2160 • With touch screen • Interface: HDMI, LAN, Bluetooth, Wi-fi • Desktop or Wall-mount • Ingress protected
Displays with Remote Content Management System (Industrial Automation)		• Size: 10.4", 15", 15.6", 18.5", 21.5” • Resolution: 1024x768, 1024x768, 1366x768, 1920x1080, 3840x2160 • Ethernet / Wi-Fi connectivity • 2 /4 / 8 GBRAM • 8 / 16 / 32 / 64 / 128 GB SSD storage
Medical Grade Surgical Monitors -2K (Medical & Healthcare)		• Sizes: 15", 17", 18.5”, 19", 21.5", 24", 27", 32", 43", 55" • Resolution: 1920x1080 • With or without touch screen • Interface: Video Graphics Array (VGA), Digital Visual Interface (DVI), High-Definition Multimedia Interface(HDMI), Compositive Videos, Component Videos, 3G-SDI • Wall-mount or Desktop • With or without Front Glass • Antimicrobial coating • Ingress protected
Medical Grade Surgical Monitors -4K (Medical & Healthcare)		• Sizes: 27", 32", 43", 55" • Resolution: 3840x2160 • With or without touch screen • Interface: HDMI, DP, 12G- Serial Digital Interface (SDI) • Wall-mount or Desktop • With or without Front Glass • Antimicrobial coating • Ingress protected
Medical Grade Monitor with Built-in Recorder (Medical & Healthcare)		• Sizes: 21.5", 24", 27", 32", 43", 55" • Resolution: 1920x1080 • Inbuilt-Recorder • With or without touch screen • Interface: High-Definition Multimedia Interface (HDMI), Local Area Network (LAN), Wi-fi, Bluetooth • Wall-mount or Desktop • With or without Front Glass • Antimicrobial coating • Ingress protected

Medical Grade Workstation (Medical & Healthcare)		• Sizes: 18.5", 21.5", 27" • Processor i5, i7 • RAM: 32/64GB, Storage: 1 or 2TB SSD • Resolution: 1920x1080 • With touch screen • Interface: High-Definition Multimedia Interface (HDMI), Local Area Network (LAN), Bluetooth, Wi-fi • Desktop or Trolley mount • Antimicrobial coating • Ingress protected
Displays for Passenger Information System (Railways)		• Size: 10.1", 18.5", 21.5", 32", 43", 55" • Resolution: 1366x768, 1920x1080 • With or without touch screen • Tape or optically bonded • With or without cover glass • Low Voltage Differential Signaling (LVDS) Interface • With or without In-built controller
Embedded Controller board (Raw Material)		• Rock chip processor • 2 /4 / 8 GBRAM • 8 / 16 / 32 / 64 / 128 GB SSD storage • I/O: LAN, Bluetooth, Wi-Fi • Communication: RS232, RS485 • Controller Area Network Bus (CAN-Bus), Universal Serial Bus (USB), Global Positioning System (GPS), Subscriber Identity Module (SIM) • Low Voltage Differential Signaling (LVDS) , Embedded Display Port (eDP), Video by One
Displays for Automatic Fare Collection (AFC) at Ticketing Gates (Railways)		• Size: 6.4", 7", 10.1" • Interface: Low Voltage Differential Signaling (LVDS), High-Definition Multimedia Interface (HDMI) • With or without touch screen • High or standard brightness
Displays for Driver Display Unit inside Driver Cabin of Train (Railways)		• Size: 10.4" • Resolution: 1024x768 • Low Voltage Differential Signaling (LVDS) or Red- Green -Blue (RGB) interface • Touch screen capacitive or resistive type • Optically Bonded • High Brightness

Bar Type Stretched Displays for Passenger Information System (Railways)		• Size: 16.3", 24", 28", 29", 36.6", 47.8", 48.3" • Resolution: 1920p • High Brightness • Ingress protected • With or without Embedded controller • LVDS interface
LED Matrix Displays Lateral or Frontal (Railways)		• Size: Various • LAN / Ethernet • Amber Color • High Brightness for outdoor visibility • Ingress protected • 110v DC input
Station Displays (Railways)		• Size: 32", 43" 55" • Resolution: 1920x1080 • Interface: LAN / Ethernet • High Brightness with Ambient Light Sensor built-in • Ingress protected • 24x7 application
Ruggedized Displays (Defence)		• Size: 3.5" to 5.5" • Resolution: 320x240 to 3840x2160 • Brightness Standard or High • Interface: LVDS, eDP, RGB, V by One • With or without built-in system or embedded board • With or without touch screen • With or without cover glass • Tape or Optical Bonding • EMI/EMC shielding • Night-Vision • Wide-Operating Temp -30 to +80 degrees

Display Enhancement Techniques (Services)	 	• Adding Cover Glass with Anti-Glare, Anti-Reflective, Anti-Fingerprint surface coating • Adding Cover Glass with Chemical Toughening or Surface Hardness • Adding Mesh to achieve assembly to Electro-Magnetic Interference shielding • Optical Bonding using Optically Clear Adhesive (OCA) • Adding Thermal Heaters to achieve Wide - Operating Temperature • Adding High-Brightness backlights to achieve Outdoor & Sunlight readability • Adding customized backlights to achieve Night-Vision Imaging System (NVIS)

SALES ACQUISITION & MARKETING PROCESS

Our business primarily serves the business-to-business (B2B) segment, maintaining direct relationships with most of our customers. This enables us to gain a deep understanding of their technical needs and specifications.

1. **Building Awareness:**

   - **Digital Marketing:** Utilize targeted online advertising and social media strategies to drive engagement and reach.
   - **Email Campaigns:** Send tailored newsletters and personalized emails to engage potential leads and drive conversions.
   - **B2B Listings:** Maintain and optimize our profiles on key business directories to ensure they are current and highly visible.

2. **Exhibitions, Trade Shows & Expositions:**

   - **Preparation:** Design engaging booths and developing impactful marketing materials.
   - **Post-Event Follow-Up:** Gather leads and sort them based on their interest and potential.
   - **Networking:** Establish connections with industry leaders and potential clients.
   - **Market Insights:** Collect information on market trends and competitor activities.

3. **Lead Generation:**

   - **Website Optimization:** Ensure our website is optimized for lead capture and user experience.
   - **Inquiry Forms:** Create effective forms to gather all necessary lead information.

4. **Lead Follow-Up:**

   - **Personalized Communication:** Customize product brochures and company introductions based on lead interests.
   - **Requirements Gathering:** Engage with leads to understand their specific needs and preferences.

5. **Internal Review:**

- **Cross-Functional Coordination:** Involve relevant teams (engineering, design, etc.) to evaluate customer requirements.
- **Customization Assessment:** Determine the feasibility of any required product modifications.

6. **Customer Approval:**

- **Technical Specifications:** Provide detailed technical specifications for customer review and approval.
- **Adjustments:** Revise specifications as needed based on customer feedback.

7. **Bill of Materials (BOM):**

- **Comprehensive BOM:** Prepare a detailed list of all components and materials needed.

8. **Cost Analysis:**

- **Detailed Costing:** Break down the cost of each component and assess the total BOM cost.
- **Supplier Negotiation:** Negotiate with suppliers to achieve the best pricing and terms.

9. **Quotation Preparation:**

- **Quotation Document:** Create a detailed quotation including cost, lead times, and terms.
- **Lead Time Communication:** Clearly outline expected lead times and any influencing factors.

10. **Lead Conversion:**

- **Negotiation:** Work through negotiations to finalize terms and secure the deal.
- **Ongoing Follow-Up:** Maintain communication to address concerns and ensure a smooth transition from lead to customer.

EXPORT OBLIGATION

As on the date of this Red Herring Prospectus, our Company does not engage in the export of its products and does not have any existing or pending export obligations.

COMPETITION

Our industry is largely dependent on technological advancements as well as cost-effectivity. While technological advancements can be achieved with continuous R&D in order to stay in the race, the cost-effectivity comes with increased investment in smart manufacturing processes which can reduce dependencies and increase yield.

China has been leading the Display Industry in recent times. A lot of Indian industry has been buying and importing in finished and semi-finished form from China however challenges such as inferior quality product are prevalent when buying from China on account of low-cost pricing. However, an in-house design & manufacturing process backed with strong in-house R&D can help localise this entire product line as well as supply chain from allied industries that can serve as support for Ecosystem for Display Manufacturing.

Considering the above, our company has established a differentiated and sustainable operating model. The Company manufactures TFT-LCD modules by integrating Open-Cell Glass with Backlight Units through a precisely controlled, in-house calibration and bonding process. This end-to-end integration is a key determinant of display performance, reliability, and operational longevity attributes that are critical for mission critical applications, including Railways, Surveillance systems, Defence applications, and medical equipment.

Unlike several industry participants that predominantly import fully finished and semi-finished display panels and limit their operations to mechanical assembly, our company emphasizes meaningful value addition through its in-house design, manufacturing, and research and development capabilities.

In India, there are only a few players currently engaged in this business, whereas in overseas markets such as China, Taiwan, and the USA, the players are much larger in scale. Some of the key names in the sector include Samtel Avionics Limited (India), M/s R.R. Enterprises (India), WINSTAR Display Co. Ltd. (Taiwan),Orient Display (USA) Corp. (USA). In this context, our Company integrated operating model enables stringent control over product design specifications, quality parameters, and performance standards, while also facilitating product localization and the development of a robust domestic supply-chain ecosystem.

COLLABORATIONS, ANY PERFORMANCE GUARANTEE OR ASSISTANCE IN MARKETING BY THE COLLABORATORS

Our Company has not entered into any collaboration, or performance guarantee or assistance for marketing with any Company

END USERS

We mainly offer our products and services to Industries in Automation, Healthcare, Defence & Railways , tailoring them to their specific requirements. As a result, our end users consist of B2B customers.

HUMAN RESOURCES

Human resources are an asset to any industry. We believe that our employees are the key to the success of our business. Our manpower is a prudent mix of experienced and young personnel which gives us the dual advantage of stability and growth. The table below presents the department wise bifurcation of the employees as on December 31, 2025:

Department	No. of Employees
Management	2
Design & Engineering	6
Quality & Production	10
R& D	2
Accounts	5
Sales & Operation	5
Digital Media Strategist	1
Human Resources	2
Administrative	2
Legal	1
Support Staff	11
Total	**47**

Please find below the details of employees registered with Employee Provident Fund and Employee State Insurance for December 31, 2025**:**

(Amount in ₹ thousands)

Sr. No.	Department	No. of Employees	Amount Paid
1.	Employee Provident Fund	42	133.66
2.	Employee State Insurance	17	10.98
3.	Tax Deducted at Source	3	327.42

UTILITIES & INFRASTRUCTURE FACILITIES

a. Our Infrastructure Facilities

Our Registered Office and manufacturing unit are located in Mumbai, Maharashtra. Our manufacturing unit are equipped with requisite infrastructure including machinery, testing equipment and other handling equipment to ensure that the products meet pre-determined standards.

b. Our In-House Assembly Line

We are equipped with in-house assembly line designed to deliver high-quality and fully customized electronic solutions. Our facility provides the end-to-end integration facility as its support's complete integration of PCB, backlight, touch panel, and mechanical housing, allowing us to manage the entire product build process under one roof. This not only reduces dependency on external vendors but also ensures tighter control over quality and timelines.

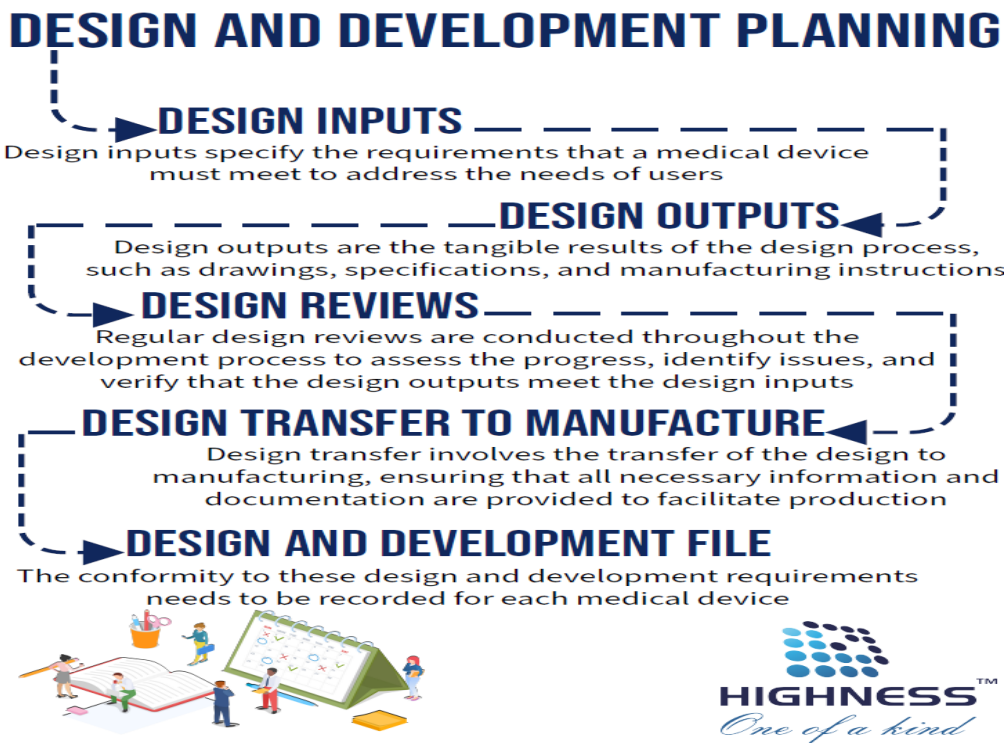
This infrastructure enables us to maintain stringent quality control checks at every stage of production. Combined with our in-house expertise, we provide faster turnaround times and offer end-to-end customization to meet unique customer requirements.





c. Our In-House Design Capabilities

Our company has in-house design facilities equipped with experienced designers, enabling us to prepare both 2D (Two-Dimensional) and 3D (Three-Dimensional) /CAD(Computer- aided design). For each product, we create a standard 2D drawing that includes the product's dimensions and mechanical parameters, as well as a 3D/CAD model showcasing its multi-dimensional features. These detailed drawings are essential for our customers when integrating our displays into their products or their respective projects.
All mechanical enclosures are also designed in-house using our advanced 3D/CAD design capabilities before moving to the fabrication process. This ensures high precision and quality control at every step of production.



d. <u>Clean Room</u>

We have a dedicated clean room designed for various bonding procedures, including Open-Glass Backlight bonding, Tape Bonding, Optical Bonding, and more. The clean room is equipped with a Laminar flow table, which effectively minimizes dust particles during the bonding processes.

To maintain a controlled environment, all personnel must wear cleanroom aprons and pass through air showers before entering, ensuring that dust particles are fully restricted. Additionally, the clean room is outfitted with compressed air and vacuum suction lines to support the bonding machines' requirements. This setup guarantees the highest standards of cleanliness and precision during critical bonding operations.







e. Black Room

Our company is equipped with a Black-room where engineers perform critical testing LCD Displays in zero-ambient light conditions. This ensures accurate evaluation of brightness uniformity and detection of any potential light leakage. Each display undergoes a thorough 9-point brightness test (It is a standard method used to measure and evaluate the luminance (brightness) uniformity of a TFT-LCD display) to ensure it meets the high standards required before being certified for use in Monitors.





f. Test & Quality Check

Each and every product has its own respective tests, and every single unit goes through its respective test criteria. We have Test & Quality Check facility with trained personnel who ensures every single unit shipped is tested before it stamped QC passed. As a part additional test process, burn-out test is completed on every unit which means the product is kept in working condition for 4 to 12 hours as required by the specification of each product.

INCOMING STAGE STANDARD OPERATING PROCEDURE (SOP)

Objective: The objective of this SOP is to outline the process for managing incoming stages efficiently and effectively.

Responsibilities:

Quality Control Team:

- Responsible for receiving, inspecting, and processing incoming stages.
- Responsible for ensuring the quality and safety standards of incoming stages.

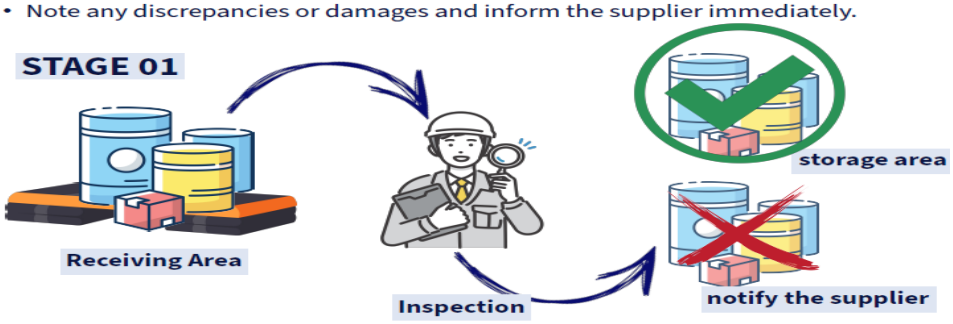
Warehouse/StoresTeam:

- Responsible for storage and inventory management of incoming stages.

Procedure:

Receiving/Inspection:

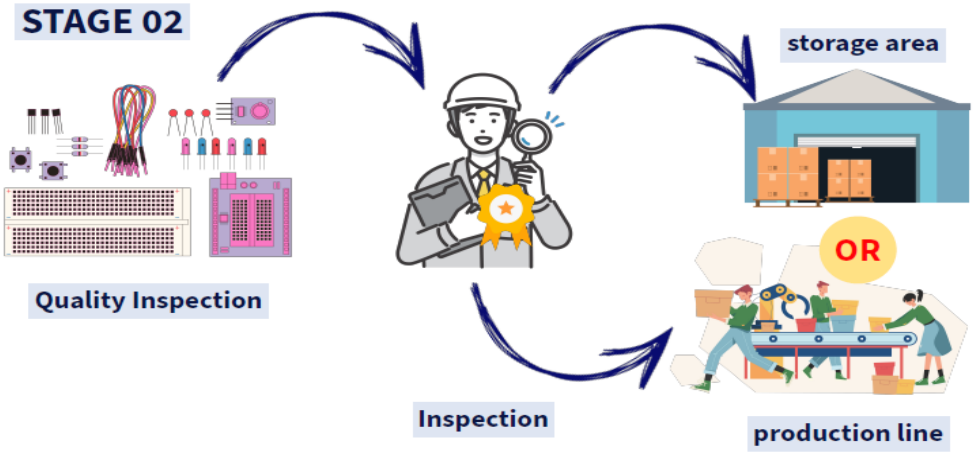
- Upon arrival, the Quality Control Team receives incoming stages at the designatec receiving area/Inspection area.
- Check the accompanying documentation (packing slips, invoices, etc.) against the delivered items to ensure accuracy.
- Inspect the exterior & interior of the stages for any visible damage during transit.
- Refer to the quality control checklist to ensure all aspects meet the required standards.
- Note any discrepancies or damages and inform the supplier immediately.



Procedure:

Quality Control/Processing:

- Quality control team members review the inspection results.
- If the stages meet the quality standards, they are approved for further processing
- Once approved, the stages are moved to the designated storage area or directly t the production line
- If any issues are identified, the quality control team coordinates with the supplier for corrective action or replacement.



g. **Power**

We have ensured regular power supply arrangements at our office premises and factory site, with the requirement being met through Adani Electricity and Maharashtra State Electricity Distribution Co. Ltd. Additionally, a generator backup facility is in place to ensure uninterrupted operations.

h. Water

Our registered office and factory Site has adequate water supply arrangements for consumption purpose. The requirements are fully met at the existing premise.

i. Safety & Security

Our factory is equipped with a comprehensive security and surveillance system to ensure the safety of the premises. Over 30 cameras are strategically placed both inside and around the factory, providing continuous surveillance of every corner. A dedicated team of security personnel works in shifts, available 24/7, to safeguard the facility and maintain security during both working and non-working hours.

We also prioritize the safety and well-being of our team by implementing advanced Fire Safety Control Systems throughout our facilities. To further enhance preparedness, we conduct regular Fire Safety Drills, ensuring that all employees are equipped with the knowledge and skills to effectively respond in emergency situations. This proactive approach demonstrates our commitment to maintaining a safe and secure work environment for everyone.

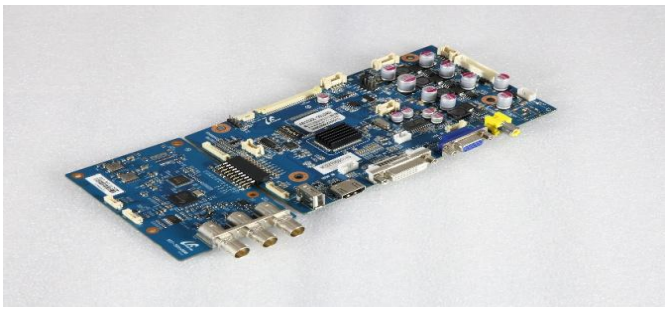
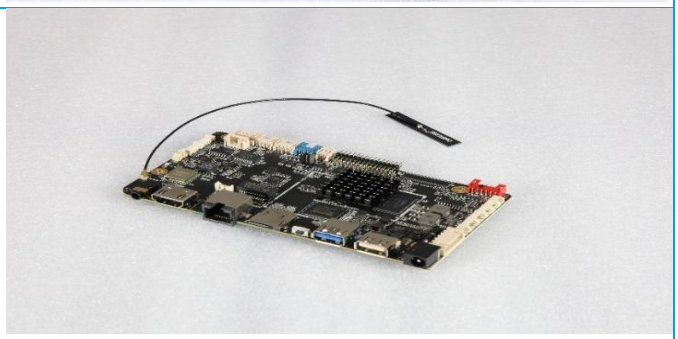


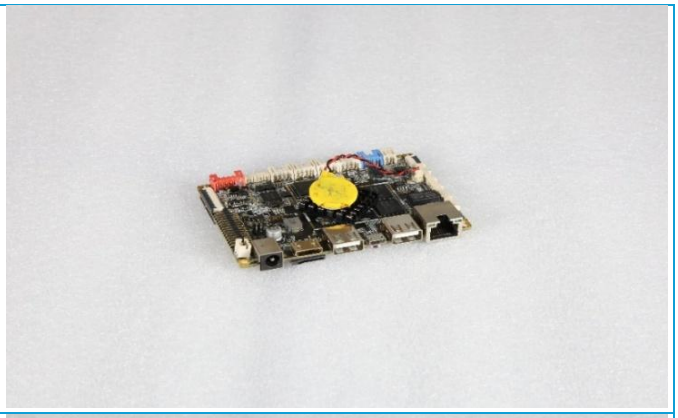
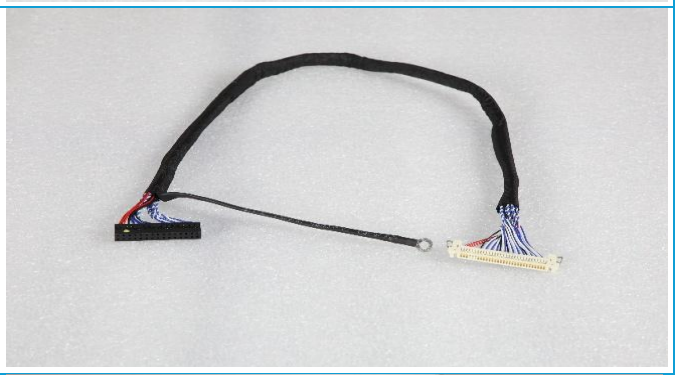
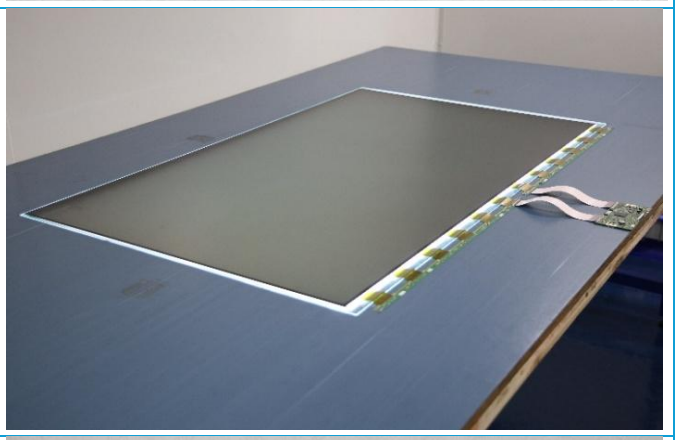
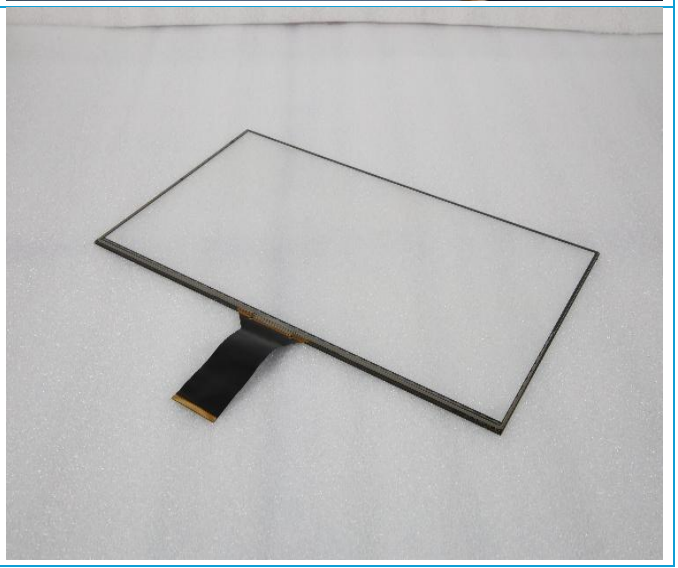


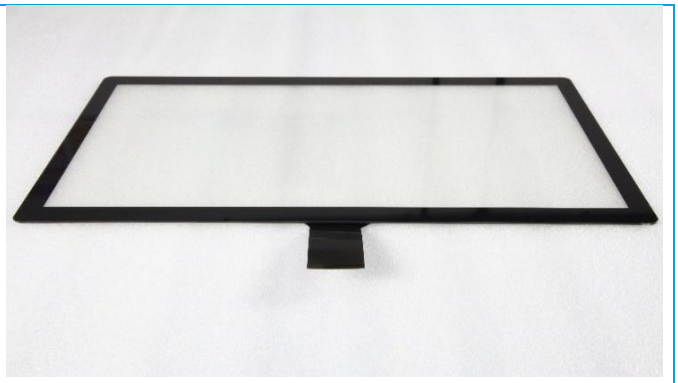


AVAILABILITY OF RAW MATERIAL AND COMPONENTS

The major raw materials required for manufacturing our products are categorized in electromechanical categories under bought out parts and manufactured sub-assemblies. Our raw materials include-

Raw Material	Image
AD Board (Analog-to-Digital Board) The AD Board (Analog-to-Digital Board) is a critical controller board used in display solutions. Its main function is to process and convert incoming video signals (such as High-Definition Multimedia Interface (HDMI), Video Graphics Array (VGA), or Display Port) into formats compatible with TFT LCD panels. Different versions of AD Boards are used depending on the display size, resolution, and input interface requirements. In an industrial HMI or monitor, the AD Board essentially acts as the "bridge" between external devices (PCs, cameras, industrial controllers) and the LCD screen, enabling smooth and accurate image rendering.	 
Adapter The Adapter is primarily used as a power supply unit for industrial displays, Human Machines Interfaces (HMIs), and embedded systems. It converts the incoming AC mains power (110–240V) into regulated DC output (such as 5V, 12V, or 24V) required by the electronic boards, LCD panels, backlights, and touch controllers.	
Embedded Board The Embedded Board is a compact computing module integrated into advanced display systems. Unlike a standard AD Board, the Embedded Board can host an operating system (such as Android or Linux) and run applications directly on the hardware. This eliminates the need for an external PC, making it suitable for smart HMIs, kiosks, and industrial automation systems where space and reliability are critical. Embedded Boards manage not only video processing but also touch interface integration, network communication, and application-level logic, offering an all-in-one solution for intelligent display applications.	

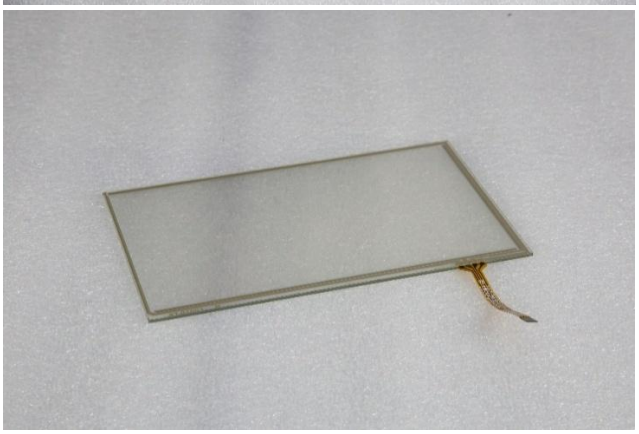
	
LVDS (Low-Voltage Differential Signaling) Cable The **LVDS Cable** is a specialized interface cable used to connect the AD Board or Embedded Board with the TFT LCD panel.	
Open Cell An Open Cell refers to the raw, unfinished LCD panel that does not yet have a backlight, driver electronics, or enclosure. It typically consists of two sheets of ITO (Indium Tin Oxide) coated glass with liquid crystal material sandwiched between them.	
PCAP (Projected Capacitive) **Touch Screen** A PCAP (Projected Capacitive) Touch Screen is an advanced touch interface technology widely used in modern industrial and Defence displays. It works by embedding a transparent grid of conductive material (usually ITO) beneath the cover glass. When a user touches the screen, the system detects the change in capacitance at the contact point, allowing for precise and highly responsive input. PCAP touch screens are integrated with TFT LCDs to deliver robust industrial HMIs for automation systems, factory equipment interfaces, medical devices, and kiosks, ensuring intuitive user interaction while maintaining durability under 24/7 operating conditions.	



Resistive Touch Screen

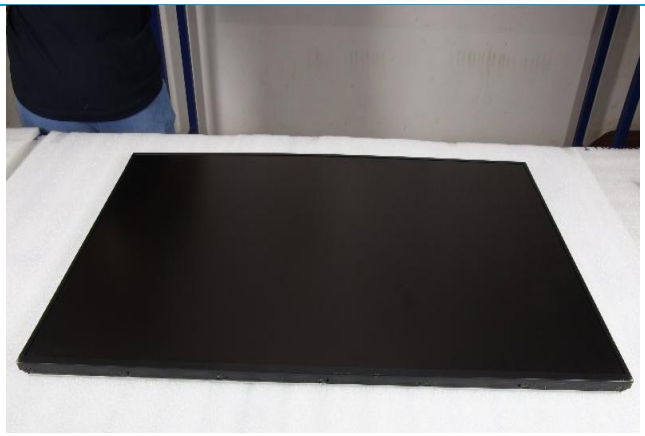
A Resistive Touch Screen is one of the most traditional and reliable touch technologies, widely used in industrial and rugged environments. It is constructed with two flexible layers separated by a thin gap. When pressure is applied to the surface (using a finger, stylus, or even a gloved hand), the two layers make contact, and the system registers the exact touch point.
Resistive touch screens are integrated into industrial monitors and HMIs where precision, ruggedness, and input flexibility are required. They are commonly used in industrial automation panels, medical equipment, kiosks in high-dust environments, and outdoor terminals where operators often wear gloves or use stylus pens.

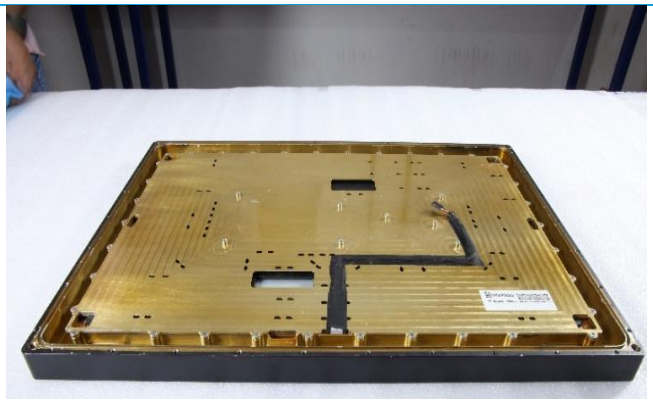
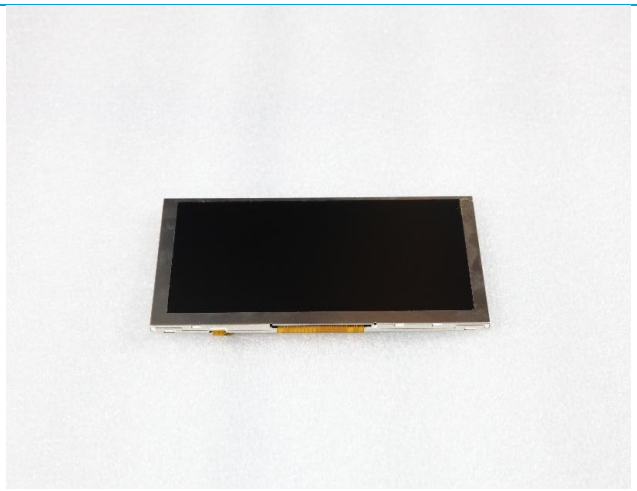




TFT LCD

A TFT LCD is a flat-panel display technology that uses thin-film transistors to control each pixel on the screen, providing high resolution, sharp image quality, and fast response times. Each pixel is activated individually through its transistor, which ensures precise control of brightness and colour, resulting in clear visuals and stable performance.



TFT LCD Backlight A TFT LCD Backlight is the light source placed behind or at the edge of a TFT LCD panel, allowing the display to be visible since liquid crystals themselves do not emit light. The most common technology used today is LED based backlighting, which provides uniform brightness, energy efficiency, and long lifespan compared to older CCFL-based backlights.	
TFT LCD Enclosure A TFT LCD Enclosure refers to the protective housing or mechanical frame designed to encase a TFT LCD module, along with its supporting electronics such as the AD board, backlight, and touch screen. The enclosure not only holds all components securely in place but also provides mechanical strength, environmental protection, and mounting options for integration into industrial systems.	
TFT LCD With PCAP (Projected Capacitive) **Touch** A TFT LCD with PCAP (Projected Capacitive) Touch combines a TFT LCD display panel with an integrated PCAP touch screen to create a complete interactive display solution. The TFT LCD provides high-resolution visuals, sharp color reproduction, and stable performance, while the PCAP touch layer enables multi-touch functionality with smooth, accurate, and fast response.	

PLANT AND MACHINERIES

Brief details of Plant and Machinery installed in our manufacturing unit are as follows: -

Sr. No.	Name of Machineries	Quantity	Purpose
1.	Air compressor Power - 2.2kw	2	Supplies compressed air for pneumatic display bonding machines, cleaning LCD/ Indium Tin Oxide (ITO) glass, and maintaining dust-free assembly lines.
2.	Automatic cutting and stripping machine 2H-CS-M01-16	1	Prepares fine wires for display module interconnections by cutting and stripping with accuracy.
3.	Automatic cutting and stripping machine 2H-CS-M01-46	1	Handles larger-gauge or multiple wire types used in LCD backlight and FPC connections.

4.	Automatic double heads Terminal Crimping Machine	1	Simultaneously crimps connectors on display harness cables for high-speed production.
5.	Automatic tube cutting machine 2H-CT-100	1	Cuts insulation tubes/sleeves used for protecting LCD flex cables and wiring assemblies.
6.	Crimping machine, 2 ton (2H-H2.0C)	3	Provides strong and reliable crimping of display connectors for durability in high-performance screens.
7.	Terminal crimp strength testing machine 2H-TT-01	1	Ensures secure cable-to-display connections by testing crimp pull strength.
8.	Wire striping machine 2H-3F-P	1	Strips wires are used in backlight driver boards and LCD control circuitry.
9.	Wire twisting machine with 3 heads. 2H-HT-730	1	Twists multiple signal/power wires to reduce EMI in display assemblies.
10.	Automatic Display Bonding Machine	3	Bonds LCD cells with touch panels or cover glass using Optically Clear Adhesive (OCA)/ Liquid Optically Clear Adhesive (LOCA) under precise alignment.
11.	Bubble Remover Machine 9TU-D023	1	Removes air bubbles from bonded display modules, ensuring optical clarity.
12.	Color Analyzer Minolta Probe CA-410	1	Calibrates display brightness, contrast, and color uniformity to meet industry standards.
13.	Deboning Machines	3	Separates defective or broken LCD-glass assemblies for repair and recovery.
14.	Lamination Machine	1	Laminates protective films or glass layers onto LCD panels in dust-free conditions.
15.	Vacuum Machine	2	Provides vacuum environment for display bonding and bubble-free lamination.

INSTALLED PRODUCTION CAPACITY AND CAPACITY UTILIZATION:

The following table sets forth details of the Company's aggregate installed production capacity and Capacity Utilization as on December 31, 2025 and March 31, 2025, March 31, 2024 and March 31, 2023 respectively:

A. INDUSTRIAL GRADE MONITORS

S.no.	Year	Installed Capacity per Annum (Nos)	Available Production Capacity per Annum (Nos)	Available Prorata Production Capacity per Annum (Nos)	Capacity Utilization per Annum (Nos)	Capacity Utilization (%)
1.	December 31, 2025 (9 Months)	45,000	33,750	25,313	25	0.09%
2.	March 31, 2025 (12 Months)	45,000	33,750	33,750	10,304	30.53%
3.	March 31, 2024	45,000	33,750	33,750	12,567	37.23%

	(12 Months)					
4.	March 31, 2023 (12 Months)	45,000	33,750	33,750	16,366	48.49%

B. MEDICAL GRADE MONITORS

S.no.	Year	Installed Capacity per Annum (Nos)	Available Production Capacity per Annum (Nos)	Available Prorata Production Capacity per Annum (Nos)	Capacity Utilization per Annum (Nos)	Capacity Utilization (%)
1.	December 31, 2025 (9 Months)	1,500	1,125	844	155	18.36%
2.	March 31, 2025 (12 Months)	1,500	1,125	1,125	214	19.02%
3.	March 31, 2024 (12 Months)	1,500	1,125	1,125	213	18.93%
4.	March 31, 2023 (12 Months)	1,500	1,125	1,125	269	23.91%

C. LCD PANEL OPEN CELL

S.no.	Year	Installed Capacity per Annum (Nos)	Available Production Capacity per Annum (Nos)	Available Prorata Production Capacity per Annum (Nos)	Capacity Utilization per Annum (Nos)	Capacity Utilization (%)
1.	December 31, 2025 (9 Months)	10,000	7,500	5,625	4,168	74.09%
2.	March 31, 2025 (12 Months)	10,000	7,500	7,500	170	2.26%
3.	March 31, 2024 (12 Months)	10,000	7,500	7,500	1,900	25.33%
4.	March 31, 2023 (12 Months)	10,000	7,500	7,500	1,055	14.06%

**As certified by M/s Garg & Associates, Chartered Engineer vide certificate dated February 21 , 2026.*

FINANCIAL INDEBTEDNESS OF THE COMPANY

As on the date of this Red Herring Prospectus, our Company has availed both secured and unsecured loans. For further details, please refer to the section "Financial Indebtedness" beginning on page 231 of this Red Herring Prospectus.

INTELLECTUAL PROPERTY

Sr. No.	Word/ Label/ Mark/Design	Application No.	Class & Details	Registration/Application date	Status/ Validity
1.	HIGHNESS	4123451	10 Medical & healthcare monitors.	27th September, 2019	Registered
2.	HIGHNESS	4123450	9 Displays; inverters; touch screens and controllers; cable and converters	02nd August, 2020	Registered

DOMAIN NAME

Sr. No.	Domain Name and ID	Sponsoring Registrar & ID	IANA ID	Creation Date	Expiry Date
1.	**Domain name –** www.highnessmicro.com **Domain ID –** 1507935919_DOMAIN_COM-VRSN	Name: Tucows Domain Inc. Registrar WHOIS Server: whois.tucows.com	69	12th July 2008	12th July 2029
2.	**Domain name –** www.highnessmicro.co.in **Domain ID –** DDC6AA6C461454C8B827660D1644A8249-IN	Name: Tucows Domain Inc. Registrar WHOIS Server: whois.tucows.com	69	13th March 2020	13th March 2026

INSURANCE:

S. No	Type of Policy	Policy Number	Date of Insurance/ Renewal	Date of Expiry	Name of the Insurance Policy Company	Sum Insured (in ₹ thousands)	Location of the Risk
1.	Industry Protector insurance Policy	47F25609	26/09/2025	24/09/2026	IFFCO - Tokio General	1,04,315.26	R-364, TTC Industrial Area Rabale, Mumbai -400701, INDIA

	(Laghu Udyam)				Insurance Co. Ltd		
2.	Flexi Property Protector	12988121	25/09/2025	24/09/2026	IFFCO - Tokio General Insurance Co. Ltd	1,050.00	Unit No.-1C3, Gundecha Onclave Pre. Co op Soc. Ltd, Kherani Road, Saki Village, Mumbai- 400072

IMMOVABLE PROPERTY:

The details of Our Immovable properties are as follows:

S. No	Details of property	Name of Licensor	Tenure	Area	License Fee (₹ thousands)	Purpose
1.	Unit No.-1C3, Gundecha Onclave Pre. Co op Soc. Ltd, Kherani Road, Saki Village, Mumbai- 400072	Mr. Dilip Arvind Naik	60 Months commencing from 01/07/2022 and ending on 30/06/2027	1600 Square Feet	₹ 127.34 per Month	Registered office
2.	Plot No. R-364, MIDC TTC Industrial Area, Rabale, Navi Mumbai- 400701	Mrs. Manjula Amritlal Sah	60 Months commencing from 10/12/2024 and ending on 09/12/2029	600 Square Meter	₹ 118.00 per Month	Factory

Further the Department of Information Technology, Electronics & Communications (DITE&C), Government of Goa vide its Allotment Order bearing reference no. 10(191)/DITE&C/2025/EMC-Highness Microelectronics/2454 dated February 06, 2026 allotted an Industrial Plot at Electronics Manufacturing Cluster, Tuem, Pernem, Goa. For more information refer to our business strategies on page 129 of RHP.

This Space has been left blank intentionally.

KEY REGULATIONS AND POLICIES

In the course of our business operations, our Company is required to obtain approvals and comply with various regulations as prescribed by relevant central, state, and local authorities under applicable laws. This section provides a general overview of certain key legislations and regulatory frameworks in India that are applicable to our business. The information presented herein is compiled from publicly available sources and is not intended to be exhaustive. It is meant solely to provide general guidance to Applicants and should not be construed as legal advice. This overview is based on the prevailing provisions of Indian law, along with judicial and administrative interpretations as of the date of this Red Herring Prospectus. Such provisions and interpretations are subject to amendment or revision through future legislative, regulatory, administrative, or judicial actions.

For details of the approvals and licenses obtained by our Company, please refer to the chapter titled **"Government and Other Statutory Approvals"** beginning on page 240 of this Red Herring Prospectus.

APPROVALS

For the purpose of the business undertaken by our Company, it is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled "**Government and Other Statutory Approvals"** beginning on page 240 of this Red Herring Prospectus.

The Companies Act, 2013

The consolidation and amendment in the law relating to the Companies Act, 1956 made way to the enactment of the Companies Act, 2013 and rules made thereunder.

This legislation primarily governs the incorporation, funding, operation, and restructuring of companies as distinct legal entities. The Act outlines the eligibility criteria, procedural requirements, and execution processes for various corporate actions. It defines the roles and responsibilities of company management in relation to shareholders and emphasizes key principles such as transparency, corporate governance, and the protection of shareholders and creditors. Ultimately, the Companies Act seeks to strike a balance between two often competing objectives: ensuring managerial autonomy and safeguarding investor interests.

SEBI Regulations

Securities And Exchange Board of India is the regulatory body for securities market transactions including regulation of listing and delisting of securities. It forms various rules and regulations for the regulation of listed entities, transactions of securities, exchange platforms, securities market and intermediaries thereto. Apart from other rules and regulations, listed entities are mainly regulated by the SEBI Act, 1992, Securities Contract Regulation Act, 1956, Securities Contracts (Regulation) Rules,1957, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 2015.

INDUSTRY RELATED LAWS

Information Technology Act, 2000 and Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011

Highness operates in technology-intensive sectors including medical imaging, surveillance, broadcasting, and transportation, where computer-controlled systems and embedded electronics are integral. Many of its products—such as medical monitors, rail navigation displays, and ruggedized defense systems—rely on real-time data transfer and embedded software that may process or display sensitive personal information, especially in healthcare and surveillance contexts. Under the Information Technology Act, 2000, such activities are legally recognized and regulated. The Act provides legal recognition to digital records, signatures, and electronic communication, and mandates the implementation of "reasonable security practices" when dealing with sensitive personal data or information (SPDI). The IT Rules, 2011 further specify obligations such as data protection policies, appointment of grievance officers, and encryption protocols. This Act also extends jurisdiction to offenses committed outside India if the affected computer system is located in India, making it critical for Highness to secure its devices and systems across geographies.

Digital Personal Data Protection Act, 2023

The Digital Personal Data Protection Act, 2023 applies to entities that process personal data—defined broadly to include any data from which an individual can be identified. Highness's products, particularly those used in healthcare (surgical monitors), surveillance (defense and public safety systems), and transportation (passenger information displays), may collect or transmit personal data in real time. This legislation requires that any such processing be carried out with the explicit consent of the data principal, and for a specific and lawful purpose. It mandates the implementation of robust technical and organizational safeguards to prevent unauthorized data access and ensures that personal data is processed in a transparent, minimal, and secure manner. Highness, as a manufacturer and possible system integrator dealing with data on behalf of clients (especially hospitals, defense units, and public transport authorities), must adhere to these norms. Additionally, if the scale of data processing is significant, the company may be obligated to appoint a Data Protection Officer and maintain audit logs under this law.

Medical Devices Rules, 2017 under the Drugs and Cosmetics Act, 1940

Highness is India's first and only manufacturer of medical-grade surgical monitors and holds OEM partnerships with global giants like Olympus, Karl Storz, Pentax, Getinge, and Dräger. These products qualify as "medical devices" under the Medical Devices Rules, 2017. This legislation governs the classification, registration, quality control, and post-market surveillance of medical devices in India. Devices are categorized based on risk, and manufacturers must comply with stringent standards, including clinical evaluation, product testing, labeling, and periodic audits. Registration with the Central Drugs Standard Control Organisation (CDSCO) is mandatory for manufacturers, importers, and marketers of medical equipment. Highness must also ensure that its manufacturing facilities meet Good Manufacturing Practices (GMP) and international certifications such as ISO 13485. These compliance requirements are vital not only for the domestic market but also for exporting such devices to international jurisdictions.

E-Waste (Management) Rules, 2022

As a manufacturer and assembler of electronic display devices—such as TFT-LCD modules, OLEDs, electroluminescent screens, and controllers—Highness falls under the category of "Producers" under the E-Waste (Management) Rules, 2022. These rules impose Extended Producer Responsibility (EPR), requiring Highness to register with the Central Pollution Control Board (CPCB), label its products appropriately, and provide a system for collecting and recycling end-of-life products. The company must ensure proper e-waste channelization through authorized recyclers and submit annual returns documenting its compliance. Failure to comply may result in environmental compensation levies. As Highness supplies products to sectors such as defense, transport, and healthcare, its adherence to these rules is also crucial from a contractual and reputational standpoint.

Data Centre Policy, 2020

While Highness may not directly own or operate data centers, its display systems are increasingly integrated with backend digital infrastructure for real-time monitoring, diagnostics, or passenger tracking. Clients such as Indian Railways, Metro systems, and defense agencies often require such integrated solutions. The Data Centre Policy, 2020 seeks to promote investment and development of a robust data center ecosystem in India by easing land acquisition, power supply, and regulatory clearances. Highness stands to benefit indirectly from this policy, as the growth of data centers and edge computing will create greater demand for real-time visualization and monitoring hardware, opening avenues for product integration and strategic partnerships in the data infrastructure space.

National Digital Communications Policy, 2018

Highness's business lines—spanning broadcasting, surveillance, transport, and connected medical devices—require robust digital connectivity, especially for real-time applications. The National Digital Communications Policy, 2018 aims to build a strong digital communication infrastructure across India, with focus areas including universal broadband access, IoT, 5G deployment, and machine-to-machine communication. This policy indirectly benefits Highness by creating an ecosystem where demand for smart, connected display systems grows exponentially. Moreover, as Highness increasingly caters to underserved regions and participates in digital transformation efforts (e.g., with Indian Railways and metro systems), this policy environment supports greater adoption of its solutions across public and private sectors.

TAX RELATED REGULATIONS

Income Tax Act, 1961

Income Tax Act, 1961 is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its "Residential Status" and "Type of Income" involved. The Income Tax Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every company assessable to income tax under the Income Tax Act is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax, etc

GST Laws

The Goods and Services Tax ("GST") is levied on the supply of goods or services or both, jointly by the Central Government and State Governments. It is governed by the GST Council. GST provides for the imposition of tax on the supply of goods or services and is levied by the Central Government on intra-state supply of goods or services and by the State Governments, including Union Territories. The GST law is enforced by various Acts, viz. the Central Goods and Services Tax Act, 2017, the relevant State Goods and Services Tax Acts, 2017, the Union Territory Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Goods and Services Tax (Compensation to States) Act, 2017, and various rules made thereunder.

Customs Act, 1962

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import (bringing goods into India from abroad) and export (sending goods out of India). Any Company requiring to import or export any goods is first required to get it registered and obtain an IEC (Importer Exporter Code) in terms of provisions of the Foreign Trade Development and Regulation Act, 1992. Imported goods in India attract basic customs duty, additional customs duty and cesses in terms of the provisions of the Customs Act, 1962, Customs Tariff Act, 1975 and the relevant

provisions made thereunder. The rates of basic customs duty are specified under the Customs Tariff Act 1975. Customs duty is calculated on the assessable value of the goods. Customs duties are administrated by Central Board of Indirect Taxes and Customs under the Ministry of Finance.

The Professional Tax

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. Professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. Professional tax is charged as per the List II of the Constitution. The professional taxes are classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

LAWS RELATED TO ENVIRONMENTAL LAWS

National Environmental Policy, 2006

The dominant theme of this policy is that while conservation of environmental resources is necessary to secure livelihoods and well-being of all, the most secure basis for conservation is to ensure that people dependent on particular resources obtain better livelihoods from the fact of conservation, than from degradation of the resource.

The Environment Protection Act, 1986

The act serves as comprehensive umbrella legislation designed to protect and enhance the environment by establishing a framework for the central government to coordinate the activities of various authorities created under earlier laws. Key provisions of the act empower the government to set environmental quality standards, control and reduce pollution from all sources, and prohibit or restrict the establishment of industrial facilities based on environmental considerations. Furthermore, it mandates that individuals or entities engaged in business activities must take measures to prevent or mitigate environmental pollution, ensuring a proactive approach to environmental protection.

Air (Prevention and Control of Pollution) Act, 1981

The act aims to protect and enhance air quality while preventing and controlling air pollution. Key provisions include the establishment of Central and State Pollution Control Boards, which are responsible for monitoring and regulating air quality. Under this legislation, industries are required to obtain consent from these boards prior to establishing or operating within designated pollution control areas, ensuring that air quality standards are upheld and pollution is effectively managed.

Water (Prevention and Control of Pollution) Act, 1974

The act is designed to prevent and control water pollution while maintaining or restoring the wholesomeness of water in India. Key provisions include the establishment of Central and State Pollution Control Boards, which are tasked with monitoring water quality standards. Industries are required to obtain consent from these boards before establishing or operating under this act, ensuring that their activities do not lead to the pollution of water sources and that water quality is safeguarded.

Water (Prevention and Control of Pollution) Cess Act, 1977

The act aims to generate revenue for the Pollution Control Boards by imposing a cess on water consumption by industries and local authorities. Key provisions stipulate that the funds collected are utilized to promote water conservation and pollution control measures, thereby encouraging industries to adopt more efficient and sustainable water usage practices. This financial framework not only supports environmental initiatives but also incentivizes responsible water management among businesses.

National Green Tribunal Act, 2010

This act establishes a specialized tribunal dedicated to the expeditious disposal of cases concerning environmental protection and the conservation of forests and other natural resources. Key provisions ensure effective legal enforcement of environmental laws, providing a platform for addressing grievances related to pollution and environmental damage caused by industries. By streamlining the judicial process, the tribunal aims to enhance accountability and promote timely resolutions in environmental disputes

Public Liability Insurance Act, 1991

This act mandates that industries handling hazardous substances obtain insurance to cover potential liabilities arising from accidents that may cause environmental damage or health hazards. Key provisions ensure that adequate compensation is available for affected individuals and communities in the event of an industrial accident. By requiring insurance coverage, the act aims to safeguard public health and the environment, ensuring that resources are available for remediation and support for those impacted by such incidents.

LAWS RELATED TO INTELLECTUAL PROPERTY

The Trade Marks Act, 1999

The Trade Marks Act of 1999 is India's primary legislation for the protection of trademarks. It offers statutory protection to trademarks used in commerce, ensuring exclusive rights to the trademark owner and preventing unauthorized use of similar marks that could cause confusion. The Act covers the registration, renewal, and assignment of trademarks and provides legal remedies for trademark infringement. This Act plays a crucial role in promoting fair trade practices and fostering a competitive business environment in India.

The Copyright Act, 1957

The Copyright Act, 1957 provides legal protection to creators of literary, dramatic, musical, and artistic works, as well as cinematograph films and sound recordings. The legislation also provides for performers' rights, moral rights of authors as well as moral rights of performers. It also sets the framework for dealing with issues like copyright infringement, fair use, and the duration of copyright protection.

The Patents Act, 1970

The Patents Act, 1970 is the legislation which consolidates law relating to patents in India. This statute prescribes the essentials, term as well as application procedure for obtaining patent rights over an invention. The Act also provides for compulsory licensing, remedies for infringement and other provisions for furtherance of objectives of the patent regime, i.e., to strike a balance between protecting the interests of inventors by incentivizing them for inventions, and

dissemination of information, innovation and knowledge among public at large by prescribing for publication of information in the form of provisional and complete specifications for patent claims.

Designs Act, 2000 and the Designs Rules, 2001

The Designs Act regulates and protects the originality of an article's design and prohibits the piracy of registered designs. The primary objective of the Act is to protect new or original designs from getting copied, and ensure that the creator, originator or artisan of the design is not deprived of their rightful gains for the creation of their design. The central government also drafted the Designs Rules under the authority of the Designs Act for the purposes of specifying certain prescriptions regarding the practical aspects related to designs such as payment of fees (available in the First Schedule of the Rules, amended through the Design Rules, 2014), register for designs, classification of goods, address for service, restoration of designs, etc.

EMPLOYMENT AND LABOUR LAWS

The Factories Act, 1948

The Factories Act, 1948, as amended (the "**Factories Act**"), defines a "factory" to cover any premises which employs 10 or more workers on any day of the preceding 12 months and in which a manufacturing process is carried on with the aid of power or any premises where at least 20 workers are employed, and where a manufacturing process is carried on without the aid of power. Each state government has enacted rules in respect of the prior submission of plans and their approval for the establishment of factories and registration/licensing thereof. The Factories Act provides for imposition of fines and imprisonment of the manager and occupier of the factory in case of any contravention of the provisions of the Factories Act. In addition to the Factories Act, the employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws.

Industrial (Development and Regulation) Act, 1951

This Act has been liberalized under the New Industrial Policy dated July 24th, 1991, and all industrial undertakings have been made exempt from licensing except for certain industries such as distillation and brewing of alcoholic drinks, cigars and cigarettes of tobacco and manufactured tobacco substitutes, all types of electronic aerospace and defense equipment, industrial explosives including detonating fuses, safety fuses, gun powder, nitrocellulose and matches and hazardous chemicals and those reserved for the small scale sector. An industrial undertaking, which is exempt from licensing, is required to file an Industrial Entrepreneurs Memorandum ("IEM") with the Secretariat for Industrial Assistance, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and no further approvals are required.

Minimum Wages Act, 1948

The Minimum Wages Act, 1948 ("MWA") came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Under the MWA, every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, manual or clerical (including out-workers) in any employment listed in the schedule to the MWA, in respect of which minimum rates of wages have been fixed or revised under the MWA. Construction of Buildings, Roads, and Runways are scheduled employments. It prescribes penalties for non-compliance by employers for payment of the wages thus fixed.

The Industrial Disputes Act, 1947 and Industrial Dispute (Central) Rules, 1957

The Industrial Disputes Act, 1947 ("ID Act") was enacted to make provision for the investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the ID Act have been provided with several benefits and are protected under various labour legislations. The ID Act also sets out certain requirements in relation to the termination of a workman's services. This includes a detailed procedure prescribed for the resolution of disputes with labour, removal, and certain financial obligations upon retrenchment. The Industrial Disputes (Central) Rules, 1957 also specify procedural guidelines for lockouts, closures, lay-offs, and retrenchment.

The Employees State Insurance Act, 1948

Employees State Insurance Act, 1948 ("**ESI Act**") provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register under the ESIC Act and maintain prescribed records and registers.

Payment of Gratuity Act, 1972

The Payment of Gratuity Act, 1972 ("**PG Act**") applies to every factory and shop or establishment in which ten or more employees are employed. Gratuity is payable to an employee on the termination of his employment after he has rendered continuous service for not less than 5 (five) years.

- On his/her superannuation.
- On his/her retirement or resignation.
- On his/her death or disablement due to accident or disease (in this case the minimum requirement of 5 Years is not applicable.)

Payment of Bonus Act, 1965

The PoB Act provides for payment of minimum bonus to factory employees and every other establishment in which 20 or more persons are employed and requires maintenance of certain books and registers and filing of monthly returns showing computation of allocable surplus, set on and set off of allocable surplus and bonus due.

The Employees Provident Fund and Miscellaneous Provisions Act, 1952 ("Act") and the schemes formulated there under ("Schemes")

The Employees Provident Funds and Miscellaneous Provisions Act, 1952 ("EPF Act") was introduced with the object to institute compulsory provident fund for the benefit of employees in factories and other establishments. EPF Act provides for the institution of provident funds and pension funds for employees in establishments where more than 20 (twenty) persons are employed and factories specified in Schedule I of the EPF Act. Under the EPF Act, the Central Government has framed the "Employees Provident Fund Scheme".

Code on Wages, 2019

The Code on Wages, 2019 regulates and amalgamates wage and bonus payments and subsumes four existing laws namely – the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965and the Equal Remuneration Act, 1976 received the assent of the President of India on August 8, 2019. It regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees. Only few section of the Code has yet been notified vide notification no. S.O. 4604(E) dated December 18, 2020.

Maternity Benefit Act, 1961

This is a legislation aimed at regulating the employment of women in certain establishments for certain periods before and after child-birth and to provide for maternity benefit and certain other benefits.

Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

This Act aims to prevent and address incidents of sexual harassment of women at their place of work and provide a mechanism for redressal of complaints related to such harassment.

Employees' Compensation Act, 1923

The Employees' Compensation Act, 1923 is a significant piece of legislation in India designed to provide financial protection to employees and their dependents in the event of workplace injuries or occupational diseases. This Act ensures that employees receive timely compensation for injuries sustained during the course of their employment.

Equal Remuneration Act, 1976

The Act aims to provide for the payment of equal remuneration to men and women workers and for the prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto.

Child Labour (Prohibition and Regulation) Act, 1986

The Child Labour (Prohibition and Regulation) Act, 1986 is an Act to prohibit the engagement of children in certain employments and to regulate the conditions of work of children in certain other employments.

Apprentice Act, 1961 read with The National Policy of Skill Development and Entrepreneurship 2015

The Apprentices Act, 1961 was enacted with the objective of regulating the program of training of apprentices in the industry by utilizing the facilities available therein for imparting on-the-job training. The National Policy of Skill Development and Entrepreneurship 2015, launched by the Hon'ble Prime Minister on 15th July, 2015, focuses on apprenticeship as one of the key programs for creating skilled manpower in India. The Apprentices Act, 1961 makes it obligatory for employers to engage apprentices under a duly executed contract, in designated trades and in optional trades. Directorate General of Training (DGT) under Ministry of Skill Development & Entrepreneurship monitors the implementation of the scheme of apprenticeship training. All establishments having work force (regular and contract employees) of 30 or more are mandated to undertake Apprenticeship Programs in a range from 2.5% -15% of its workforce every year.

Occupational Safety, Health and Working Conditions Code, 2020

The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Occupational Safety, Health and Working Conditions Code, 2020. The draft rules provide for operationalization of provisions in the Occupational Safety,

Health and Working Conditions Code, 2020 relating to safety, health and working conditions of the dock workers, building or other construction workers, mines workers, inter-state migrant workers, contract labour, journalists, audio-visual workers and sales promotion employees.

Industrial Relations Code, 2020

The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The provisions of this code will be brought into force on a date to be notified by the Central Government.

Code on Social Security, 2020

The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020 and it proposes to subsume certain existing legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganized Workers' Social Security Act, 2008. The provisions of this code will be brought into force on a date to be notified by the Central Government. The Central Government has issued the draft rules under the Code on Social Security, 2020. The draft rules provide for operationalization of provisions in the Code on Social Security, 2020 relating to employees' provident fund, employees' state insurance corporation, gratuity, maternity benefit, social security and cess in respect of building and other construction workers, social security for unorganized workers, gig workers and platform workers.

Public Liability Insurance Act, 1991

This legislation provides for public liability insurance for the purpose of providing immediate relief to the persons affected by accident occurring while handling any hazardous substance and for matters connected therewith or incidental thereto.

OTHER APPLICABLE LAWS

The Indian Contract Act, 1872

The Indian Contract Act, 1872 **("Contract Act")** codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. It provides a framework of rules and regulations that governs the formation and performance of contracts. The contracting parties themselves decide the rights and duties of the parties and the terms of the agreement.

The Arbitration and Conciliation Act, 2015

The Arbitration and Conciliation Act **("Arbitration Act")** was enacted to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation and for matters connected therewith or incidental thereto. The Act provides for the arbitral tribunal to give reasons for its arbitral award, to ensure that the arbitral tribunal remains within the limits of its jurisdiction thus minimizing the supervisory role of courts in the arbitral process. There are many provisions that also permit an arbitral tribunal to use mediation, conciliation or other procedures during the arbitral proceedings to encourage

settlement of disputes, to provide that every final arbitral award is enforced in the same manner as if it were a decree of the court, to provide that a settlement agreement reached by the parties as a result of conciliation proceedings will have the same status and effect as an arbitral award on agreed terms on the substance of the dispute rendered by an arbitral tribunal and to provide that, for purposes of enforcement of foreign awards, every arbitral award made in a country to which one of the two International Conventions relating to foreign arbitral awards to which India is a party applies, will be treated as a foreign award.

The Transfer of Property Act, 1882

The Transfer of Property, 1882 ("T.P. Act") including immovable property, between living persons, as opposed to the transfer property by operation of law, is governed by the T.P. Act. The T.P. Act establishes the general principles relating to the transfer of property, including among other things, identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. Transfer of property is subject to stamping and registration under the specific statutes.

The Registration Act, 1908

It was enacted to provide public notice of documents that affect the transfer of interest in immovable property, ensuring transparency and preventing fraud. Its primary purpose is to conserve evidence, assure title, and publish documents related to property transactions. Section 17 of the Act mandates the compulsory registration of non-testamentary instruments that create, declare, assign, limit, or extinguish any right, title, or interest in immovable property valued at one hundred rupees or more, as well as leases exceeding one year or reserving yearly rent. Unregistered documents affecting property are not legally valid or admissible as evidence, except in cases involving specific performance or part performance under the Transfer of Property Act, 1882. Registration of such documents, while necessary for legal recognition, does not guarantee the title to the land, which must be verified through other means. Registered property records can be inspected for evidence of transactions.

Negotiable Instruments Act, 1881

In India, cheques are governed by the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. The Act provides effective legal provisions to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheques not being honoured by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonour of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two years, or with fine which may extend to twice the amount of the cheque, or with both.

The Indian Stamp Act, 1899

It governs the payment of stamp duty on instruments or documents that evidence the transfer, creation, or extinguishment of any right, title, or interest in immovable property. The Act prescribes specific stamp duty rates, detailed in Schedule I, for various instruments. However, under the Constitution of India, individual states have the authority to set or modify stamp duty rates for documents executed within their jurisdiction. If an instrument liable to stamp duty under the Act is not duly stamped, it cannot be admitted as evidence of the transaction. The Act also empowers certain authorities to impound unstamped or insufficiently stamped documents and impose penalties. Instruments not properly stamped may be validated by paying a penalty, which can be up to 10 times the duty payable on such documents.

Consumer Protection Act, 2019

The Consumer Protection Act, 2019 ("**CPA 2019**") has superseded the Consumer Protection Act, 1986 and came into force on July 20, 2020. The CPA 2019 has introduced certain definitions including, *inter alia*, 'product liability', product manufacturer' and 'defect'. The CPA Act 2019 further established the Central Consumer Protection Authority to protect, promote and enforce the rights of the consumers.

Competition Act, 2002

The Competition Act is an act to prevent practices having adverse effects on competition, to promote and sustain competition in markets, to protect the interests of consumers and to ensure freedom of trade in India. The act deals with the prohibition of (i) certain agreements such as anti-competitive agreements and (ii) abuse of dominant position and regulation of combinations. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Competition Act. The prima facie duty of the Competition Commission of India **("Commission")** is to eliminate practices having adverse effects on competition, promote and sustain competition, protect the interests of consumers and ensure freedom of trade. The Commission shall issue notice to show cause to the parties to combination calling upon them to respond within 30 days in case it is of the opinion that there has been an appreciable adverse effect on competition in India. In case a person fails to comply with the directions of the Commission and Director General (as appointed under Section 16(1) of the Competition Act), he shall be punishable with a fine which may extend to Rs.100,000 for each day during such failure subject to a maximum of Rs.10,000,000, as the Commission may determine.

Information Technology, 2000

The Information Technology, 2000 is an act to provide legal recognition for transactions carried out by means of electronic data interchange and other means of electronic communication, commonly referred to as **"electronic commerce",** which involves the use of alternatives to paper-based methods of communication and storage of information, to facilitate electronic filing of documents with the Government agencies and further to amend the Indian Penal Code, the Indian Evidence Act, 1872, the Bankers' Books Evidence Act, 1891 and the Reserve Bank of India Act, 1934 and for matters connected therewith or incidental thereto. Where any law provides that information or any other matter shall be authenticated by affixing the signature or any document shall be signed or bear the signature of any person (hence, notwithstanding anything contained in such law, such requirement shall be deemed to have been satisfied, if such information or matter is authenticated by means of digital signature affixed in such manner as may be prescribed by the Central Government. Penalty for damage to the computer, computer system and failure to furnish information return, etc., shall be to pay damages by way of compensation not exceeding one crore rupees to the person so affected and not exceeding one lakh and fifty thousand rupees for each such failure respectively.

Legal Metrology Act, 2009 and Legal Metrology (Packaged Commodities) Amendment Rules, 2017

The Legal Metrology Act, 2009, as amended (the "Metrology Act"), was enacted to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. In case of violation of its provisions, the Metrology Act also provides for compounding of offences. The Packaged Commodity Rules have amended the Legal metrology (Packaged Commodities) Rules, 2011, and lays down specific provisions applicable to packages intended for retail sale, whole-sale and for export and import. Pursuant to the packaged Commodity Rules, any pre-packaged commodity sold for use and consumption by the citizens must properly mention several details such as, the description and quantity of ingredients, date of manufacturing, date of expiry (for items prone to expiration), weight, statutory warnings, manufacturer address, contact and some other info like consumer care details, country of origin, etc.

The Bureau of Indian Standards Act, 2016

This Act provides for the establishment of a national standards body for the harmonious development of the activities of standardization, conformity assessment and quality assurance of goods, articles, processes, systems and services and for matters connected therewith or incidental thereto. A certificate of compliance with ISO-13485 (Medical Devices – Quality Management Systems – Requirements for Regulatory Purposes) is required for registration of newly notified medical devices and the Company also has a certificate of compliance with ISO-9001 (Digital Imaging Products- Quality Management Systems- Regulatory Purposes) is required for registration of newly notified digital imaging products. A registered importer or maker of a medical device should adhere to ISO 13485 and digital imaging products should adhere to ISO 9001 criteria at all times. ISO 13485 and ISO 9001 is responsible for the establishment, documentation, and execution of a quality management system, which must be amended from time to time by an independent audit.

Sale of Goods Act 1930

The Indian Sale of Goods Act, 1930, aims to regulate the sale of goods in India, establishing a clear framework for commercial transactions. Its primary objective is to provide a comprehensive set of rules governing the rights and obligations of buyers and sellers, thereby promoting fair trade practices. The Act outlines the conditions for valid contracts, delivery of goods, and transfer of ownership, ensuring transparency and accountability in transactions. It also addresses issues related to warranties, representations, and remedies for breach of contract.

The Micro, Small and Medium Enterprises Development Act, 2006read with Industries (Development and Regulation) Act, 1951

MSME Act was enacted to provide for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. Any person who intends to establish (a) a micro or small enterprise, at its discretion; (b) a medium enterprise engaged in providing or rendering of services may, at its discretion; or (c) a medium enterprise engaged in manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 is required to file a memorandum before such authority as specified by the State Government or the Central Government. Accordingly, in exercise of this power under the MSME Act, the Ministry of Micro, Small and Medium Enterprises notification dated September 18, 2015 specified that every micro, small and medium enterprises is required to file a Udyog Adhaar Memorandum in the form and manner specified in the notification.

REGULATIONS RELATED TO FOREIGN TRADE AND INVESTMENT

The Foreign Direct Investment

The Government of India, from time to time, has made policy pronouncements on Foreign Direct Investment ("FDI") through press notes and press releases. The Department for Promotion of Industry and Internal Trade (DPIIT), Ministry of Commerce & Industry, Government of India makes policy pronouncements on FDI through Consolidated FDI Policy Circular/Press Notes/Press Releases which are notified by the Department of Economic Affairs (DEA), Ministry of Finance, Government of India as amendments to the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 under the Foreign Exchange Management Act, 1999 (42 of 1999) (FEMA). DPIIT has issued consolidated FDI Policy Circular of 2020 ("FDI Policy 2020"), which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy that were in force. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2020 will be valid until an updated circular is issued.

The reporting requirements for any investment in India by a person resident outside India under Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 are specified by the RBI. Regulation 4 of the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019 vide notification No. FEMA. 395/2019-RB dated 17.10.2019 issued by the RBI stipulates the reporting requirement for any investment in India by a person resident outside India. All the reporting is required to be done through the Single Master Form (SMF) available on the Foreign Investment Reporting and Management System (FIRMS) platform at https://firms.rbi.org.in. Under the current FDI Policy of 2020, foreign direct investment in micro and small enterprises is subject to sectoral caps, entry routes and other sectoral regulations.

Foreign Exchange Management Act, 1999 ("FEMA") and Regulations framed thereunder:

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the 'automatic route' within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIF and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 ("FEMA Regulations") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2015 for regulation on exports of goods and services.

Foreign Trade Policy, 2023:

The Central Government of India in exercise of powers conferred under Section 5 of the Foreign Trade (Development & Regulation) Act, 1992 (No. 22 of 1992) [FT (D&R) Act], as amended, has notified Foreign Trade Policy (FTP) 2023 which is effective from April 01, 2023 and shall continue to be in operation unless otherwise specified or amended. It provides for a framework relating to export and import of goods and services.

The Foreign Trade Act (Development and Regulation) Act, 1992 (the "Foreign Trade Act")

The Foreign Trade Act has empowered the Government to make provisions for the development as well as regulation of foreign trade by the way of facilitating imports into as well as augmenting exports from the country and in all the other matters related to foreign trade. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given wide power to prohibit, restrict and regulate exports and imports in general as well as specified cases of foreign trade. The Foreign Trade Act provides for certain appointments, especially that of the Director-General to advise the Central Government in formulating import and export policy and to implement the same. Further, the act commands every importer as well as exporter to obtain a code number called the Importer Exporter Code Number (IEC) from the Director-General or the authorized officer. The act provides for the balancing of all the budgetary targets in terms of imports and exports. The principal objectives here include the facilitation of sustain growth as to the exports of the country, the distribution of quality goods and services to the domestic consumerat internationally competitive prices, stimulation of sustained economic growth by providing access to essential raw materials as well as enhancement of technological strength, industry as well as services and improvement of their competitiveness to meet all kinds of requirement of the global markets.

OUR HISTORY AND CERTAIN OTHER CORPORATE MATTERS

Our company was originally incorporated on September 06, 2007 as a private limited company under the name and style of 'Highness Micro Electronics Private Limited', under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation issued by the Registrar of Companies, Mumbai. Further, pursuant to a resolution passed by our Board of Directors in its meeting held on February 8, 2008, the name of our company was changed to 'Highness Microelectronics Private Limited' and a fresh certificate of incorporation dated March 5, 2008 was issued by the Registrar of Companies, Mumbai. Subsequently, our company was converted into a public limited company pursuant to a resolution passed by the shareholders in an extraordinary general meeting held on August 31, 2024 and consequently the name of our company was changed to 'Highness Microelectronics Limited' vide fresh certificate of incorporation dated November 11, 2024 was issued by the Registrar of Companies, Central Processing Centre. The corporate identification number of our company is U72900MH2007PLC173854. At present, the registered office of the company situated at office 1C3, 1st Floor, Gundecha Onclave, Kherani Road, Saki Vihar, Andheri (East), Mumbai-400072, Maharashtra, India.

Initial subscribers to the Memorandum of Association of our Company

1. Mr. Gaurav Manjul Kejriwal
2. Mr. Manjul Kumar Kejriwal

Current promoter of our Company

1. Mr. Gaurav Manjul Kejriwal
2. Mr. Manjul Kumar Kejriwal
3. Mrs. Shruti Gaurav Kejriwal

For a description of our activities, services, products, market segments, the growth of our Company, regional geographical segment and financial related information etc., see "Our Business", "Industry Overview" "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Government and Other Statutory Approvals" on page 127, 118, 217 and 240 respectively. For details of the management of our Company and its managerial competence, see "Our Management" on page 180.

Except as mentioned below, there has not been any change in our Registered office since inception till the date of the Prospectus.

From	To	Effective Date	Reason for Change
15B, Arun Chamber, Tardeo Road, Near A/C Market, Mumbai-400034 Maharashtra, India	258, 2nd Floor, Sanjay Bldg. No. 5b, Mittal Ind Est Kurla, Andheri Road, Marol Andheri East, Mumbai-400059, Maharashtra, India	December 15, 2007	Administrative purposes
258, 2nd Floor, Sanjay Bldg. No. 5b, Mittal Ind Est Kurla, Andheri Road, Marol Andheri East, Mumbai-400059, Maharashtra, India	102/103, 1st Floor, Elecon Chamber, Near SKN Tele Exch, Off Andheri Kurla Rd, Sakinaka, Mumbai-400072, Maharashtra, India,	July 21, 2016	Administrative purposes
102/103, 1st Floor, Elecon Chamber, Near SKN Tele Exch,	Office 1C3, 1st Floor, Gundecha Onclave, Kherani Road, Saki Vihar,	July 1, 2022	Administrative purposes

Off Andheri Kurla Rd, Sakinaka, Mumbai-400072, Maharashtra, India,	Andheri (East), Mumbai, Mumbai, Mumbai, Maharashtra, India, 400072		

OUR MAIN OBJECTS

The main object(s) of our Company, as contained in our Memorandum of Association, are as set forth below:

1. To design, develop, integrate, assemble, manufacture, market, deal, import, export, franchise, lease, interface, install, maintain & operate-digital imaging solutions such as Flat-panel Display, Display Controllers, Touch Screens, Embedded-boards, Motherboards, AD-Controller boards, Single-board computers. To conduct, participate, involve, set-up & collaborate in research activities in materials & material science.

KEY EVENTS AND MILESTONES IN THE HISTORY OF OUR COMPANY

The following table sets forth the key events and milestones in the history of our Company, since incorporation:

Year	Event
2007-08	Incorporation of the Company as Highness Micro electronics Private Limited.
2023-24	Membership with Electronic Industries Association of India (ELCINA)
2023-24	Membership certificate with Confederation of Indian Industry (CII)
2024-25	Membership Certificate with IESA (India Electronic & Semi-conductor Association).
2024-25	Membership Certificate with ASSOCHAM (The Associated Chambers of Commerce and Industry of India)
2024-25	Membership Certificate with FICCI-CMSME
2024-25	Certificate from RDSO (Research Designs & Standards Organization)
2024-25	Conversion of Highness Microelectronics Private Limited to Public Limited.
2024-25	MOU and technology transfer agreement executed with Birla Institute of Technology and Science (BITS), Pilani. Our MOU with BITS - Pilani is a synergy between our organisation that enables us to utilise each others resources collectively. Highness can use resources such as - Infrastructure & Research Labs etc whereas BITS - Pilani can use Highness' manufacturing set-up to train their students and undertake industrial research projects
2024-25	MOU and master research agreement executed with Manipal University, Jaipur Our MOU with Manipal University Jaipur (MUJ) is meant for setting-up a joint Research Lab at MUJ for undertaking further research of Ultra-Conductive Materials such as Copper & Aluminium. The result of research will jointly co-owned by both the organisation which may be mutually agreed for commercialization.

KEY AWARDS, ACCREDITATIONS OR RECOGNITION

Year	Event
2024-25	ISO 13485:2016 for BSCIC Certificate w.r.t Medical Quality Management System
2024-25	ISO 9001:2015 for BSCIC Certificate w.r.t High-Quality Digital Imaging Products

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

Since incorporation, the following changes have been made to our Memorandum of Association:

Date of Shareholder's Approval	Amendment
February 08, 2008	**Alteration in Name Clause:** Change in the Name Clause from "Highness Micro Electronics Private Limited" to "Highness Microelectronics Private Limited"
August 12, 2024	**Alteration in Capital Clause:** The authorized share capital of our Company has been increased from ₹ 1,00,000/- divided into 10,000 Equity Shares of ₹ 10/- each to ₹ 7,00,00,000/- divided into 70,00,000 Equity Shares of ₹ 10/- each.
August 31, 2024	**Adoption of new MOA:** The new set of the documents were adopted by the company in line with the Companies Act 2013.
August 31, 2024	**Conversion of the company to Public Limited:** The conversion of the company to public limited company and fresh certificate of incorporation was issued in the name and style of "Highness Microelectronics Limited" on November 11, 2024.
February 7, 2025	**Alter in Object Clause:** In the Object Clause 3(A)(1) of the MOA of the Company by way of replacing of existing clause (1) with new clause as: 1. To design, develop, integrate, assemble, manufacture, market, deal, import, export, franchise, lease, interface, install, maintain & operate-digital imaging solutions such as Flat-panel Display, Display Controllers, Touch Screens, Embedded-boards, Motherboards, AD-Controller boards, Single-board computers. To conduct, participate, involve, set-up & collaborate in research activities in materials & material science.

ADOPTING NEW ARTICLES OF ASSOCIATION OF THE COMPANY

In pursuance of conversion into public limited company, our Company has adopted a new set of Articles of Association of the Company in line with the Companies Act 2013, in the Extra-Ordinary General Meeting of the Company dated August 31, 2024.

Further, our company adopted new set of Article of Association in substitution with existing Article of Association of the Company dated March 28, 2025.

HOLDING COMPANY OF OUR COMPANY

Our Company has no holding company as on the date of filing of this Red Herring Prospectus.

SUBSIDIARY COMPANY OF OUR COMPANY

Our Company has no subsidiary company as on the date of filing of this Red Herring Prospectus

ASSOCIATE COMPANIES

Our Company does not have any associate Companies as on the date of filing of this Red Herring Prospectus.

JOINT VENTURES OF OUR COMPANY

Our Company does not have joint ventures as on the date of this Red Herring Prospectus.

DETAILS OF MERGERS AND ACQUISITIONS

There has been no merger or acquisitions of businesses or undertakings in the history of the Company.

INJUNCTIONS OR RESTRAINING ORDERS

Except as stated in the section titled "Outstanding Litigation and Material Developments" on page 233 there are no injunctions or restraining orders against our Company or Associate Companies.

TIME/ COST OVERRUN

We have not encountered any time and cost overruns in respect of our business.

REVALUATION OF ASSETS

Our Company has not revalued its assets since incorporation.

CHANGES IN ACTIVITIES OF OUR COMPANY DURING THE LAST FIVE (5) YEARS

There has not been any change in the activities of our Company during the last five years. For details in relation to our activities, refer to section titled "Our Business" beginning on page 127.

TECHNOLOGY, MARKET COMPETENCE AND CAPACITY BUILD-UP

For details on the technology, market competence and capacity build-up of our Company, please refer to the chapter titled "Our Business" beginning on page 127.

DETAILS OF PAST PERFORMANCE

For details in relation to our financial performance in the previous financial years, including details of non-recurring items of income, refer to section titled "Financial Statements" beginning on page 214.

EXCLUSIVE AGREEMENT

As on date of this Red Herring Prospectus, Our Company has not entered into an exclusive agreement.

NON-COMPETE AGREEMENT

Our Company has entered into a Non- compete Agreement executed with M/s Global Business on September 11, 2025.

SHAREHOLDERS AGREEMENTS

Our Company has not entered into any shareholder's agreement as on date of filing of this Red Herring Prospectus.

GUARANTEES GIVEN BY OUR COMPANY

Our Company has not provided any guarantee as on the of this Red Herring Prospectus.

RESTRICTIVE COVENANTS IN LOAN AGREEMENTS

For details in relation to Restrictive Covenants in Loan Agreements, please see the chapters "Financial Indebtedness" beginning on page 231.

UNSECURED LOANS

For details in relation to unsecured loans, please see the chapters "Financial Indebtedness" beginning on page 231.

STRATEGIC/ FINANCIAL PARTNERS

Our Company has no strategic and financial partners as on the date of filing of this Red Herring Prospectus.

CONVERSION OF LOANS INTO EQUITY SHARES

There has been no incident of conversion of loans availed from Banks into equity shares as on the date of filing of this Red Herring Prospectus.

CAPITAL RAISING ACTIVITIES THROUGH EQUITY

For details in relation to our capital raising activities through Equity, please see the chapters "Capital Structure" beginning on page 75.

STRIKE AND LOCK-OUTS

We have not faced any strikes or lock-outs in our operations since our incorporation.

CHANGES IN THE MANAGEMENT

For details of change in Management, please see chapter titled "Our Management" on page 180.

DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS OR BANKS

There have been no defaults or rescheduling of borrowings with financial institutions or banks as on the date of this Red Herring Prospectus.

NUMBER OF SHAREHOLDERS

Our Company has Seven (7) shareholders on date of this Red Herring Prospectus. For further details on the shareholding pattern of our Company, please refer to the chapter titled "Capital Structure" beginning on page 75.

This space has been left blank intentionally

OUR MANAGEMENT

BOARD OF DIRECTORS

As per the Articles of Association of our Company, we are required to have not less than 3 (Three) Directors and not more than 15 (Fifteen) Directors on its Board, subject to provisions of Section 149 of Companies Act, 2013. As on date of this Red Herring Prospectus, our Board consist of 7 (Seven) Directors, Mr. Gaurav Manjul Kejriwal is the Managing Director of Our Company. The Board consists of 1(One) Managing Director, 1(One) Whole time Director, 1(One) Non-Executive Non-Independent Directors and 4 (Four) Non-Executive Independent Directors. The Company has 3(Three) Women Directors. The present composition of our Board and its committees is in accordance with the corporate governance requirements provided under the Companies Act and the SEBI Listing Regulations.

S.No.	Name	Designation
1.	Mr. Gaurav Manjul Kejriwal	Managing Director
2.	Mr. Manjul Kumar Kejriwal	Non-Executive Non-Independent Director
3.	Mrs. Shruti Gaurav Kejriwal	Whole Time Director
4.	Mrs. Jaya Ankur Singhania	Non-Executive Independent Director
5.	Mr. Keval Mahendra Shah	Non-Executive Independent Director
6.	Mr. Sanjiv Swarup	Non-Executive Independent Director
7.	Ms. Kavita Kailash Bohra	Non-Executive Independent Director

The following table sets forth certain details regarding the members of our Company's Board as on the date of this Red Herring Prospectus:

Particulars	Details
Name	**Mr. Gaurav Manjul Kejriwal**
Father's Name	Mr. Manjul Kumar Kejriwal
Address	Flat A 1703, Lake Primrose Lake Homes, Powai IIT, Mumbai Suburban, Mumbai-400076, Maharashtra, India
Date of Birth	August 09, 1979
Age	46 years
Designation	Managing Director
Status	Executive
DIN	01506981
Occupation	Business
Nationality	Indian
Qualification	Bachelor of Commerce (B. Com)
No. of Years of Experience	23 years
Current Terms	Currently, appointed as Managing Director for 5 (Five) years commenced from November 25, 2024, to November 24, 2029, liable to retire by rotation.
Period of Directorship	He was appointed as a Director of the company since incorporation of the company i.e., September 06, 2007. Subsequently, he was appointed as Managing Director for a period of five years in Extra-ordinary General Meeting held on November 25, 2024.

Directorship in other Companies and LLP	**India Private Companies:** Hi-Max Electronics Private Limited **India Unlisted Public Companies:** NA **India Listed Public Companies:** NA **Section 8 Companies:** NA **Indian LLPs and other ventures:** M/s. Global Business Manjul Kumar Kejriwal HUF
Name	**Mr. Manjul Kumar Kejriwal**
Father's Name	Late. Banwari Lal Kejriwal
Address	Flat No. D 403, Lake Florence, Lake Homes, Powai IIT, Mumbai Suburban, Mumbai-400076, Maharashtra, India
Date of Birth	March 02, 1953
Age	72 years
Designation	Director
Status	Non-Executive
DIN	01507039
Occupation	Business
Nationality	Indian
Qualification	He does not have a formal education.
No. of Years of Experience	45 years
Current Terms	Currently he holds office as Non-Executive Director of the Company w.e.f. March 28, 2025, liable to retire by rotation.
Period of Directorship	He was appointed as a Director of the Company since incorporation of the company i.e., September 06, 2007. Subsequently, he resigned from directorship as on dated November 11, 2024, as Executive Director and appointed as an Additional Director (Non-Executive) w.e.f. March 28, 2025. Later, he was regularised as Director by a resolution of shareholders at the company's Extraordinary General Meeting of the company held on March 28, 2025.
Directorship in other Companies and LLP	**India Private Companies:** NA **India Unlisted Public Companies:** NA **India Listed Public Companies:** NA **Section 8 Companies:** NA

	Indian LLPs and other ventures: 1. Banwarilal Kejriwal HUF 2. Manjul Kumar Kejriwal HUF
Name	**Mrs. Shruti Gaurav Kejriwal**
Father's Name	Late Amrit Pal Verma
Address	Flat A/1703, Lake Primrose, Lake Homes, Powai, Powai IIT, Kurla, Mumbai Suburban, Mumbai, Maharashtra-400076, India
Date of Birth	January 02, 1980
Age	46 years
Designation	Whole Time Director
Status	Executive
DIN	10593550
Occupation	Business
Nationality	Indian
Qualification	Bachelor of Commerce (B. Com)
No. of Years of Experience	11 years
Current Terms	Currently, appointed as Whole Time Director for 5 (Five) years commenced from November 25, 2024, to November 24, 2029, liable to retire by rotation.
Period of Directorship	She was appointed as an Additional Director of the Company on August 5, 2024. Later her designation changed to Director w.e.f. August 12, 2024. Thereafter, she was appointed as Whole-Time Director for a period of five years in Extra-ordinary General Meeting held on November 25, 2024.
Directorship in other Companies and LLP	**India Private Companies:** Hi-Max Electronics Private Limited **India Unlisted Public Companies:** NA **India Listed Public Companies:** NA **Section 8 Companies:** NA **Indian LLPs and other ventures:** NA
Name	**Mrs. Jaya Ankur Singhania**
Father's Name	Mr. Sudhir Balram Sharma
Address	4/79, Malad CHS, Poddar Park, Poddar Road opp. Hanuman Mandir, Malad East, Mumbai, Maharashtra-400097
Date of Birth	June 27, 1983
Age	42 years
Designation	Independent Director
Status	Non- Executive
DIN	01990322

Occupation	Professional
Nationality	Indian
Qualification	Associate member of The Institute of Company Secretaries of India (ICSI) Bachelor of Commerce (B. Com) Post Graduate Diploma in Securities Law
No. of Years of Experience	16 years
Current Terms	Currently she holds office as an Independent Director for a period of 5 (Five) years up to November 24, 2029, not liable to retire by rotation.
Period of Directorship	She was appointed as an Additional Director (Independent) of the Company by the Board of Directors in their board meeting held on November 25, 2024. Later, she was regularised as an Independent Director for a period of 5 (Five) years up to November 24, 2029, by a special resolution of shareholders at the company's Extraordinary General Meeting of the company held on November 25, 2024.
Directorship in other Companies and LLP	**India Private Companies:** Eguardian Global Services India Private Limited VI Furnishings Private Limited **India Unlisted Public Companies:** Nandana Metals and Mining Limited Krishna Solvechem Limited **India Listed Public Companies:** Jet Freight Logistics Limited Sudarshan Pharma Industries Limited Fischer Medical Ventures Limited **Section 8 Companies:** NA **Indian LLPs and other ventures:** Avabodha Bharat Legal Advisory & Training LLP J S Singhania and Co. LLP
Name	**Mr. Keval Mahendra Shah**
Father's Name	Mr. Mahendra Vallabhdas Shah
Address	E/403, Neelambuj Bldg., Shankar Lane, Kamal Apartment, Kandivali -West, Mumbai, Maharashtra-400067
Date of Birth	October 20, 1989
Age	36 Years
Designation	Independent Director
Status	Non-Executive
DIN	07649694
Occupation	Professional
Nationality	Indian
Qualification	Associate member of The Institute of Chartered Accountant of India (ICAI).
No. of Years of Experience	10 Years

Current Terms	Currently he holds office as an Independent Director for a period of 5 (Five) years up to November 24, 2029, not liable to retire by rotation.
Period of Directorship	He was appointed as an Additional Director (Independent) of the Company by the Board of Directors in their board meeting held on November 25, 2024. Later, he was regularised as an Independent Director for a period of 5 (Five) years up to November 24, 2029, by a special resolution of shareholders at the company's Extraordinary General Meeting of the company held on November 25, 2024.
Directorship in other Companies	**India Private Companies:** NA **India Unlisted Public Companies:** Hexagon Nutrition Limited Jerai Fitness Limited **India Listed Public Companies:** NA **Section 8 Companies:** Rai Social Welfare Foundation **Indian LLPs and other ventures:** K M Shah Consultancy LLP Shaip.AI Data (India) LLP
Name	**Mr. Sanjiv Swarup**
Father's Name	Mr. Virendra Swarup
Address	103, Srushti Apartment, Old Prabhadevi Road, Opp Century Bazar, Mumbai-400025, Maharashtra, India
Date of Birth	November 19, 1958
Age	67 years
Designation	Independent Director
Status	Non-Executive
DIN	00132716
Occupation	Professional
Nationality	Indian
Qualification	Bachelor of Laws
No. of Years of Experience	45 Years
Current Terms	Currently he holds office as an Independent Director for a period of 5 (Five) years up to March 27, 2030, not liable to retire by rotation.
Period of Directorship	He was appointed as an Additional Director (Independent) of the Company by the Board of Directors in their board meeting held on March 28, 2025. Later, he was regularised as an Independent Director for a period of 5 (Five) years up to March 27, 2030, by a special resolution of shareholders at the company's Extraordinary General Meeting of the company held on March 28, 2025.
Directorship in other Companies	**India Private Companies:** NA

	India Unlisted Public Companies: 1. Abans Jewels Limited 2. JECL Engineering limited **India Listed Public Companies:** 1. TAC Infosec Limited 2. Abans Enterprises Limited 3. Josts Engineering Company Limited 4. Responsive Industries Limited 5. Bharat Wire Ropes Limited 6. Comfort Fincap Limited **Section 8 Companies:** NA **Indian LLPs and other ventures:** NA
Name	**Ms. Kavita Kailash Bohra**
Father's Name	Mr. Kailash Bohra
Address	A-303, Subodh Sagar Residency, Road No. 04, Shreeprastha, Near Mother Mary High School, Nallsopara WO, Thane, Mumbai-401203, Maharashtra, India
Date of Birth	February 2, 1994
Age	32 years
Designation	Independent Director
Status	Non-Executive
DIN	11003259
Occupation	Professional
Nationality	Indian
Qualification	Fellow member of The Institute of Chartered Accountant of India (ICAI) Post Qualification certificate course in Information System Audit (ISA) Primary member of ICAI Registered Valuers Organisation (ICAI RVO)
No. of Years of Experience	8 years
Current Terms	Currently she holds office as an Independent Director for a period of 5 (Five) years up to March 27, 2030, not liable to retire by rotation.
Period of Directorship	She was appointed as an Additional Director (Independent) of the Company by the Board of Directors in their board meeting held on March 28, 2025. Later, she was regularised as an Independent Director for a period of 5 (Five) years up to March 27, 2030, by a special resolution of shareholders at the company's Extraordinary General Meeting of the company held on March 28, 2025.
Directorship in other Companies	**India Private Companies:** NA **India Unlisted Public Companies:** NA **India Listed Public Companies:**

	NA **Section 8 Companies:** NA **Indian LLPs and other ventures:** NA

BRIEF PROFILE OF THE DIRECTORS OF OUR COMPANY

1. Mr. Gaurav Manjul Kejriwal:

Mr. Gaurav Manjul Kejriwal, aged 45 years, is the Managing Director and Promoter of our company. He holds bachelor's degree in commerce (B. Com) specialization in Business Management from Sydenham College of Commerce & Economics, University of Bombay, completed in the year 2001. Additionally, he holds Business English Certificate completed in the year 1998 from University of Cambridge, Local Examination Syndicate, London. He is a founding member of the Company and associate as Director since the incorporation with the Company. Thereafter his designation was changed to Managing Director, liable to retire by rotation. He possesses extensive knowledge of the Display Industry in India and abroad. He is an active member of Society for Information Display (SID) USA that is governing body of all display and related products manufacturers worldwide. He is also member SPIE, the international society for optics & photonics. Gaurav Kejriwal possesses an extensive knowledge base and understanding of displays used across various industry verticals such as Industrial Automation, Medical & Healthcare, Defence & Surveillance and Broadcasting & Media. He has more than 23 years of experience in Display Industry, and he handles company's strategic tie-ups with various technology partners within India and Overseas.

2. Mr. Manjul Kumar Kejriwal:

Mr. Manjul Kumar Kejriwal, aged 72 years, is Promoter and Non- Executive Director of the Company. He has overall 45 years of experience, out of which he has 23 years of experience in Display Industry. In the year 2007, he founded M/s. Highness Microelectronics Limited (Formerly known as Highness Microelectronics Private Limited) a company engaged in the manufacturing of Flat Panel Displays like Thin Film Transistor ('TFT') and Liquid Crystal Display ('LCD') module, Display Controllers, Electroluminescent Displays, Vacuum Fluorescent Displays, Touch Screens, Cable Assembly & Harness, Backlight Drivers & Inverters and 'Display-Enhancement solutions. He has been serving as a Director of the Company since its incorporation and is responsible in managing the administrative functions of our company. Subsequently, he resigned from directorship on November 11, 2024 and was re-appointed as Non-Executive Director w.e.f. March 28, 2025.

3. Mrs. Shruti Gaurav Kejriwal:

Mrs. Shruti Gaurav Kejriwal, aged 46 years, is the Promoter and Whole Time Director of our company. She holds a bachelor's degree in Commerce from D.A.V. (P.G.) College, Dehradun, Affiliated to Hemwati Nandan Bahuguna Garhwal University in the year 2001, With 11 years of overall industry experience she served in Administration, Accounts and operations departments in various organizations. She has been associated with the company as a director since August 05, 2024, and entrusted with the supervision of the Human resource and marketing department of our company.

4. Mrs. Jaya Ankur Singhania:

Mrs. Jaya Ankur Singhania, aged 42 years, is the Non-Executive Independent Director of our company with effect from

November 25, 2024, for a period of 5 years. She became a qualified Company Secretary in 2009 from ICSI (Institute of Company Secretaries of India) and she has completed many certificate courses from the ICSI (Institute of Company Secretaries of India) such as certified CSR Professional, POSH training, Certificate Course for Women Directors and Post membership Qualification Course on Arbitration.

She is the founder of M/s J Singhania & Company, a Corporate Legal Advisory Firm, and associated with Avabodha Bharat legal Advisory & Training LLP form July 05, 2024, as Designated Partner. She has completed Bachelor of Commerce (B.com) from Narsee Monjee College of Commerce and Economics, Vile Parle, Mumbai, and holds a Post Graduate diploma in Securities Law from Government Law College, Churchgate, Mumbai

She has overall 16 years of experience in areas such as Corporate Law, Startup Advisory, Legal & Secretarial Due Diligence, CSR Advisory, Corporate Governance & Compliance Audits, Intellectual Property Rights (IPR) and Directors' Advisory. Additionally, she is a dedicated and experienced PoSH (Prevention of Sexual Harassment) trainer, with expertise in promoting safe and inclusive workplace environments.

5. Mr. Keval Mahendra Shah:

Mr. Keval Mahendra Shah, aged 36 years, is the Non-Executive Independent Director of our company. He became a Chartered Accountant in 2016, from the ICAI (Institute of Chartered Accountant of India) and he has also passed B.com examination in the year 2010. He has more than 10 years of experience in the field of advising and executing assignments on mergers, demergers, internal restructuring, minority buy-out, due diligences, inbound & outbound investments, corporate laws & exchange control regulations advisory and in varied laws like income tax, corporate law, securities law, foreign exchange management law and stamp duty.

6. Mr. Sanjiv Swarup:

Mr. Sanjiv Swarup, aged 67 years, is an Independent Director of our Company. He holds degree of Bachelor of Commerce with Honours from University of Calcutta in the year 1979 and he also has degree in Bachelor of Laws (Special) from Saurashtra University in the year 1985. With over 45 years of experience, he has worked extensively across multiple corporate domains like listed, public, private and LLP entities. He also holds various valuable position as Independent Director, Chairman of Committees in various Listed Companies. Initially, he was appointed as an Additional Independent Director of the company with effect from March 28, 2025. Thereafter, pursuant to the approval of members in the Extra Ordinary General Meeting held on March 28, 2025, he was regularized and appointed as an Independent Director of the Company for a period of 5 (five) years.

7. Ms. Kavita Kailash Bohra:

Ms. Kavita Kailash Bohra, aged 32 years, is an Independent Director of our Company. She qualified as a Chartered Accountant in 2018 from the Institute of Chartered Accountants of India (ICAI) and has completed several certification courses offered by ICAI, including the Post Qualification Course in Information System Audit (ISA), the Certificate of Primary Membership from the ICAI Registered Valuers Organization (ICAI RVO), and the Certificate Course on Corporate Social Responsibility and Impact Assessment. She possesses over 8 years of experience in audit, assurance, corporate governance, and regulatory compliance.

She was initially appointed as an Additional Independent Director of the Company with effect from March 28, 2025. Subsequently, upon receiving approval from the members at the Extra Ordinary General Meeting held on the same date, she was regularized and appointed as an Independent Director of the Company for a term of five (5) years.

Note:

None of the above-mentioned Directors are on the RBI List of wilful defaulters as on the date of this Red Herring Prospectus.

1) *None of the Promoters, persons forming part of our Promoter Group, our directors or persons in control of our Company or our Company are debarred by SEBI from accessing the capital market.*
2) *None of the Promoters, Directors, or persons in control of our Company, have been or are involved as a promoter, Director, or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.*
3) *None of our Directors are/were director of any company whose shares were delisted from any stock exchange(s) up to the date of filling of this Red Herring Prospectus.*
4) *None of Promoters or Directors of our Company are a fugitive economic offender.*
5) *None of our Directors are/were director of any company whose shares were suspended from trading by stock exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five years.*
6) *In respect of the track record of the directors, there have been no criminal cases filed, or investigations being undertaken with regard to alleged commission of any offence by any of our directors and none of our directors have been charge-sheeted with serious crimes like murder, rape, forgery, economic offence*

FAMILY RELATIONSHIP BETWEEN DIRECTORS

Except as stated below, none of the Directors of the Company are related to each other as per Section 2(77) of the Companies Act, 2013:

S. No.	Name of the Director	Relationship with other Directors
1.	Mr. Gaurav Manjul Kejriwal	Spouse of Mrs. Shruti Gaurav Kejriwal and Son of Mr. Manjul Kumar Kejriwal
2.	Mr. Manjul Kumar Kejriwal	Father of Mr. Gaurav Manjul Kejriwal and Father-in-law of Mrs. Shruti Gaurav Kejriwal
3.	Mrs. Shruti Gaurav Kejriwal	Spouse of Mr. Gaurav Manjul Kejriwal and Daughter-in-law of Mr. Manjul Kumar Kejriwal

Details of current and past Directorship(s) in listed companies whose shares have been / were suspended from being traded on the stock exchanges and reasons for suspension.

None of our Directors is / was a director in any listed company during the last five years before the date of filing of this Red Herring Prospectus, whose shares have been / were suspended from being traded on the any stock exchange.

Details of current and past Directorship(s) in listed companies which have been/ were delisted from the stock exchange(s) and reasons for delisting

None of our Directors are currently or have been on the Board of Directors of a public listed company whose shares have been or were delisted from any stock exchange.

Details of arrangement or understanding with major shareholders, customers, suppliers, or others, pursuant to which of the Directors were selected as a director or member of senior management.

There are no arrangements or understandings with major shareholders, customers, suppliers, or any other entity, pursuant to which any of the Directors or Key Managerial Personnel were selected as a director or member of the senior management.

TERMS AND CONDITIONS OF EMPLOYMENT OF THE DIRECTORS

i. *Executive Directors*

Name	Mr. Gaurav Manjul Kejriwal
Designation	Managing Director
Date of Appointment/ Change in Designation	He was appointed as Director since incorporation of the Company, i.e. September 06, 2007. Thereafter, his designation was changed as the Managing Director with effect from November 25, 2024.
Period	5 years w.e.f. November 25, 2024, to November 24, 2029.
Date of approval of shareholder	November 25, 2024
Remuneration	₹ 5,00,000/- per month
Perquisite (Amount in ₹ thousand)	Nil

Name	Mrs. Shruti Gaurav Kejriwal
Designation	Whole time Director
Date of Appointment/ Change in Designation	She was appointed as Director on August 05, 2024. Thereafter, her designation was changed as the Whole Time Director with effect from November 25, 2024.
Period	5 years w.e.f. November 25, 2024, to November 24, 2029
Date of approval of shareholder	November 25, 2024
Remuneration	₹ 2,00,000/- per month
Perquisite (Amount in ₹ thousands)	Nil

ii. *Sitting Fees payable to Independent Director*

Our Company will not pay any remuneration to the Non-Executive and Independent Directors of our company except the applicable sitting fee and reimbursement of expenses as per the Companies Act, 2013.

Pursuant to the resolution passed by the Board of Directors of our Company on September 09, 2024, the Non-Executive and Independent Directors of our Company would be entitled to a sitting fee of ₹18,000/- for every meeting of the Board of Directors and Committees of the Board attended by them.

Note: No portion of the compensation as mentioned above was paid pursuant to a bonus or profit-sharing plan.

SHAREHOLDING OF DIRECTORS IN OUR COMPANY

As per the Articles of Association of our Company, a director is not required to hold any shares in our Company to qualify him for the office of the Director of our Company. The following table details the shareholding in our Company of our Directors in their personal capacity, as on the date of this Red Herring Prospectus:

Sr. No.	Name of the Directors	No. of Equity Shares held	Holding in %	Category/Status
1.	Mr. Gaurav Manjul Kejriwal	20,67,390	58.90%	Managing Director
2.	Mr. Manjul Kumar Kejriwal	9,47,700	27.00%	Non-Executive Non-Independent Director

3.	Mrs. Shruti Gaurav Kejriwal	1,40,400	4.00%	Whole Time Director

INTEREST OF DIRECTORS

All of our Directors may be deemed to be interested to the extent of fees payable to them (if any) for attending meetings of the Board or a committee thereof as well as to the extent of remuneration payable to them for their services as Directors of our Company and reimbursement of expenses as well as to the extent of commission and other remuneration, if any, payable to them under our Articles of Association. Some of the Directors may be deemed to be interested to the extent of consideration received/paid or any loans or advances provided to anybody corporate including companies and firms, and trusts, in which they are interested as Directors, members, partners or trustees.

All our directors may also be deemed to be interested to the extent of Equity Shares, if any, already held by them or their relatives in our Company, or that may be subscribed for and allotted to our non-promoter Directors, out of the present offer and also to the extent of any dividend payable to them and other distribution in respect of the said Equity Shares.

The Directors may also be regarded as interested in the Equity Shares, if any, held or that may be subscribed by and allocated to the companies, firms, and trusts, if any, in which they are interested as Directors, members, partners, and/or trustees.

Our Directors may also be regarded interested to the extent of dividend payable to them and other distribution in respect of the Equity Shares, if any, held by them or by the companies/firms/ventures promoted by them or that may be subscribed by or allotted to them and the companies, firms, in which they are interested as Directors, members, partners and promoters, pursuant to this Offer. All our directors may be deemed to be interested in the contracts, agreements/ arrangements entered into or to be entered into by the Company with either the Directors himself, other company in which they hold Directorship or any partnership firm in which they are partners, as declared in their respective declarations.

Interest in promotion of Our Company

Except Promoters, none of our directors have any interest in the promotion of our Company.

Interest in the property of Our Company

Save and except as stated otherwise in "Related Party Transaction" in the chapter titled "*Financial Information*" beginning on page number 214 of this Red Herring Prospectus, Our Directors have an interest in the property acquired by our Company in the preceding two years from the date of filing of this Red Herring Prospectus.

Interest in the business of Our Company

Save and except as stated otherwise in "Related Party Transaction" in the chapter titled "*Financial Information*" beginning on page number 214 of this Red Herring Prospectus, our directors do not have any other interests in our Company as on the date of this Red Herring Prospectus. Our directors are not interested in the appointment of Underwriters, Registrar and Bankers to the offer, or any such intermediaries registered with SEBI.

DETAILS OF SERVICE CONTRACTS

None of our Directors and key Managerial personnel have entered any service contracts with our company and no

benefits are granted upon their termination from employment other than the statutory benefits provided by our company.

BONUS OR PROFIT-SHARING PLAN FOR THE DIRECTORS

There is no bonus or profit-sharing plan for the Directors of our Company.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO DIRECTORS

None of the Directors have received or is entitled to any contingent or deferred compensation.

OTHER INDIRECT INTEREST

Except as stated in chapter titled "*Financial Information*" beginning on page 214 of this Red Herring Prospectus, none of our sundry debtors or beneficiaries of loans and advances are related to our director.

BORROWING POWER OF THE BOARD

In terms of the special resolution passed in the Extra Ordinary General Meeting of our Company held on November 25, 2024, consent of the members of our Company was accorded to the Board of Directors of our Company pursuant to Section 180(1)(c) of the Companies Act, 2013 to borrow any sum or sums of monies from time to time notwithstanding that the money or monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of the business) may exceed the aggregate of the paid up share capital of the Company, its free reserves and securities premium, that is to say, reserves not set apart for any specific purposes, provided that the total amount which may be so borrowed by the Board of Directors and outstanding at any time (apart from temporary loans obtained from the Company's bankers in the ordinary course of the business) may exceed the aggregate of the paid up capital of the Company and free reserve, provided that the total outstanding amount so borrowed, shall not at any time exceed the limit ₹ 600000.00 Thousands. (Rupees Six Lakh Thousands only/-).

CHANGES IN THE BOARD FOR THE LAST THREE YEARS

Save and except as mentioned below, there had been no change in the Directorship during the last three (3) years:

Name of Directors	Date of Event	Nature of Event	Reason for the changes
Mr. Mopuri Krishniah Sateesh	August 07, 2025	Removal	Cessation due to geographical distance as Director
Mr. Sanjiv Swarup	March 28, 2025	Appointment	Appointed as Independent Director.
Ms. Kavita Kailash Bohra	March 28, 2025	Appointment	Appointed as Independent Director.
Mr. Manjul Kumar Kejriwal	March 28, 2025	Appointment	Appointment as Non-Executive Non-Independent Director
Mr. Manjul Kumar Kejriwal	November 25, 2024	Cessation	Cessation as an Executive Director
Mr. Gaurav Manjul Kejriwal	November 25, 2024	Change in Designation	Change in designation from Director to Managing Director
Mrs. Shruti Gaurav Kejriwal	November 25, 2024	Change in	Change in designation from

Name of Directors	Date of Event	Nature of Event	Reason for the changes
		Designation	Director to Whole Time Director
Mrs. Jaya Ankur Singhania	November 25, 2024	Appointment	Appointed as Independent Director.
Mr. Keval Mahendra Shah	November 25, 2024	Appointment	Appointed as Independent Director.
Mr. Mopuri Krishniah Sateesh	November 25, 2024	Appointment	Appointed as Independent Director.
Mrs. Shruti Gaurav Kejriwal	August 05, 2024	Appointment	Appointment as Executive Director
Mrs. Manju Devi Kejriwal	August 05, 2024	Cessation	Cessation as Executive Director due to pre-occupation

CORPORATE GOVERNANCE

In additions to the applicable provisions of the Companies Act, 2013 with respect to the Corporate Governance, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be applicable to our company immediately up on the listing of Equity Shares on the Stock Exchanges. As on date of this Red Herring Prospectus, as our Company is coming with an offer in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, the requirement specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V is not applicable to our Company, although we require to comply with requirement of the Companies Act, 2013 wherever applicable. Our Company has complied with the corporate governance requirement, particularly in relation to appointment of Independent Directors including Woman Director on our Board, constitution of an Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. Our Board functions either on its own or through committees constituted thereof, to oversee specific operational areas.

The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our Company has constituted the following Committees of the Board:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee
4. IPO Committee

AUDIT COMMITTEE

The Audit Committee was constituted *vide* Board resolution dated February 07, 2025, pursuant to Section 177 of the Companies Act, 2013. Further the Audit Committee was re-constituted vide Board Resolution dated March 28, 2025. Further the Audit Committee was re-constituted vide Board Resolution dated September 09, 2025. As on the date of this Red Herring Prospectus, the Audit Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Keval Mahendra Shah	Chairperson	Independent Director
Ms. Kavita Kailash Bohra	Member	Independent Director
Mr. Gaurav Manjul Kejriwal	Member	Managing Director

The Audit Committee shall vest with the following roles and responsibilities and powers:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.

2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.

3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

    a. Matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
    b. Changes, if any, in accounting policies and practices and reasons for the same;
    c. Major accounting entries involving estimates based on the exercise of judgment by management;
    d. Significant adjustments made in the financial statements arising out of audit findings;
    e. Compliance with listing and other legal requirements relating to financial statements;
    f. Disclosure of any related party transactions;
    g. Modified opinion(s)in the draft audit report.

5. Reviewing, with the management, the half yearly and annual financial statements before submission to the board for approval

6. Reviewing, with the management, the statement of uses / application of funds raised through an offer (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

7. Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process.

8. Approval of any transactions of the Company with Related Parties, including any subsequent modification thereof.

9. Scrutiny of inter-corporate loans and investments.

10. Valuation of undertakings or assets of the Company, wherever it is necessary.

11. Evaluation of internal financial controls and risk management systems.

12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.

13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

14. Discussion with internal auditors on any significant findings and follow up thereon.

15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.

16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as

post-audit discussion to ascertain any area of concern.

17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.

18. To review the functioning of the Whistle Blower mechanism, in case the same is existing.

19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

20. To overview the Vigil Mechanism of the Company and took appropriate actions in case of repeated frivolous complaints against any Director or Employee.

21. Implementation of Indian Accounting Standards as and when they become(s) applicable to the Company.

22. To review the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.

23. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the company and its shareholders.

24. Monitoring the end use of funds raised through public offers and related matters.

The Audit Committee shall mandatorily review the following information:

1. Management Discussion and Analysis of financial condition and results of operations.

2. Management letters/letters of internal control weaknesses issued by the statutory auditors.

3. Internal audit reports relating to internal control weaknesses.

4. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

5. Statement of deviations:

    a) Half yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).

    b) Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32 (7).

The Audit Committee shall have powers, including the following:

- Investigating any activity within its terms of reference;
- Seeking information from any employee;
- Obtaining outside legal or other professional advice; and
- Securing attendance of outsiders with relevant expertise, if it considers necessary.

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Audit Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The chairman of the committee has to attend the Annual General Meetings of our Company to provide clarifications on matters relating to the audit. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The Audit Committee shall meet at least four times in a year and more than one hundred and twenty days shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be minimum of two independent members present.

Any members of this committee may be removed or replaced any time by the board, any member of this committee ceasing to be a Director shall be ceased to be a member of this committee.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee was constituted at a meeting of the Board of Directors held on February 07, 2025. Further the Nomination and Remuneration Committee was re-constituted vide Board Resolution dated March 28, 2025. Further the Audit Committee was re-constituted vide Board Resolution dated September 09, 2025. As on the date of this Red Herring Prospectus the Nomination and Remuneration Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Mrs. Jaya Ankur Singhania	Chairperson	Independent Director
Mr. Keval Mahendra Shah	Member	Independent Director
Mr. Manjul Kumar Kejriwal	Member	Non-Executive Director

The Nomination and Remuneration Committee shall vest with the following roles and responsibilities and powers:

1. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees.

2. For every appointment of an independent director, evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

   a. use the services of an external agencies, if required;
   b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
   c. consider the time commitments of the candidates.

3. To formulate criteria for evaluation of performance of independent directors and the board of directors.

4. Ensure that our Company has in place a programme for the effective induction of new directors;

5. Recommend to the Board, the remuneration packages of the Company's Managing/Joint Managing/Deputy Managing/Whole time / Executive Directors, including all elements of remuneration package (i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component

and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.);

6. Authorized at its duly convened meeting to determine on behalf the Board of Directors and on behalf of the shareholders with agreed terms of reference, the Company's policy on specific remuneration packages for Company's Managing/Joint Managing/ Deputy Managing/ Whole time/Executive Directors, including pension rights and any compensation payment;

7. Review, on an ongoing basis, the structure of the board, its committees and their inter relationship;

8. Implement, supervise and administer any share or stock option scheme of our Company;

9. Recommend to the board, all remuneration, in whatever form, payable to senior management; and

10. Attend to any other responsibility as may be entrusted by the Board within the terms of reference.

The Nomination and Remuneration Committee is required to meet at least two times in a year. The quorum will be either two members or one third of the members of the Nomination and Remuneration Committee whichever is greater, but there should be a minimum of one independent members present.

Any member of the committee may be removed or replaced at any time by the Board. Any member of the committee ceasing to be a director shall also cease to be a member of the Nomination and Remuneration Committee.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholders' Relationship Committee has been formed by the Board of Directors at the meeting held on February 7, 2025. Further the Stakeholders' Relationship Committee was re-constituted vide Board Resolution dated March 28, 2025. As on the date of this Red Herring Prospectus the Stakeholders' Relationship Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Keval Mahendra Shah	Chairperson	Independent Director
Mr. Gaurav Manjul Kejriwal	Member	Managing Director
Mrs. Shruti Gaurav Kejriwal	Member	Whole time Director

The Stakeholders' Relationship Committee shall vest with the following roles and responsibilities and powers:

1. To resolve the grievances of the security holders of the company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. To review of measures taken for effective exercise of voting rights by shareholders.
3. To review of adherence to the service standards adopted by the company in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. To review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

The Stakeholder Relationship Committee is required to meet at least two times in a year. The quorum will be either two members or one third of the members of the Stakeholder Relationship Committee whichever is greater, but there should be a minimum of one independent members present.

Any member of the committee may be removed or replaced at any time by the Board. Any member of the committee ceasing to be a director shall also cease to be a member of the Stakeholder Relationship Committee."

IPO COMMITTEE

The IPO Committee has been formed by the Board of Directors at the meeting held on February 07, 2025. As on the date of this Red Herring Prospectus the IPO Committee comprises of:

Name of the Director	Designation in the Committee	Nature of Directorship
Mr. Gaurav Manjul Kejriwal	Chairperson	Managing Director
Mrs. Shruti Gaurav Kejriwal	Member	Whole Time Director
Mr. Keval Mahendra Shah	Member	Independent Director

The Company Secretary shall act as the secretary of the IPO Committee.

The terms of reference of the IPO Committee include the following:

a. Approving amendments to the memorandum of association and the articles of association of the Company;

b. Finalizing and arranging for the submission of the DRHP, the RHP, the Prospectus and any amendments, supplements, notices or corrigenda thereto, to appropriate government and regulatory authorities, institutions or bodies;

c. Approving a code of conduct as may be considered necessary by the Board or the IPO Committee or as required under Applicable Laws for the Board, officers of the Company and other employees of the Company;

d. Approving a code of conduct as may be considered necessary by the Board or the IPO Committee or as required under Applicable Laws for the Board, officers of the Company and other employees of the Company;

e. Issuing advertisements as it may deem fit and proper in accordance with Applicable Laws;

f. Deciding on the size and all other terms and conditions of the offer and/or the number of Equity Shares to be issued in the offer, including any rounding off in the event of any oversubscription as permitted under Applicable Laws;

g. Taking all actions as may be necessary or authorized in connection with the offer;

h. Appointing and instructing book running lead manager, syndicate members, bankers to the offer, the registrar to the offer, bankers of the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsel, depositories, trustees, custodians, credit rating agencies, monitoring agencies, advertising agencies and all such persons or agencies as may be involved in or concerned with the offer and whose appointment is required in relation to the offer, including any successors or replacements thereof;

i. Opening bank accounts, share/securities accounts, escrow or custodian accounts, in India or abroad, in Rupees or in any other currency, in accordance with Applicable Laws;

j. Entering into agreements with, and remunerating all the book running lead manager, syndicate members, placement agents, bankers to the offer, the registrar to the offer, bankers of the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsel, depositories, trustees, custodians, credit rating agencies, monitoring agencies, advertising agencies, and all other agencies or persons as may be involved in or concerned with the offer, including any successors or replacements thereof, by way of commission, brokerage, fees or the like;

k. Seeking the listing of the Equity Shares on the Stock Exchanges, submitting listing application to the Stock Exchanges and taking all such actions as may be necessary in connection with obtaining such listing, including, without limitation, entering into the listing agreement with the Stock Exchanges;

l. Seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the offer;

m. Submitting undertaking/certificates or providing clarifications to the SEBI and the Stock Exchanges;

n. Determining the price at which the Equity Shares are issued to investors in the offer in accordance with Applicable Laws, in consultation with the book running lead manager and/or any other advisors, and determining the discount, if any, proposed to be issued to eligible categories of investors;

o. Determining the price band and minimum lot size for the purpose of bidding in accordance with applicable laws, any revision to the price band and the final offer price after bid closure;

p. Determining the bid/offer opening and closing dates;

q. Finalizing the basis of allocation of Equity Shares to retail investors/non-institutional investors/qualified institutional buyers and any other investor in accordance with the applicable laws and in consultation with the book running lead manager, the Stock Exchanges.

r. Opening with the bankers to the offer, escrow collection banks and other entities such accounts as are required under Applicable Laws;

s. To offer receipts/allotment letters/confirmations of allotment notes either in physical or electronic mode representing the underlying equity shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchange(s), with power to authorise one or more officers of the Company to sign all or any of the aforesaid documents;

t. Severally authorizing Mr. Gaurav Manjul Kejriwal ("Authorized Officer"), for and on behalf of the Company, to execute and deliver, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that the Authorized Officer considers necessary, desirable or expedient, in connection with the offer, including, without limitation, engagement letters, memorandum of understanding, the listing agreement with the stock exchange, the registrar's agreement, the depositories' agreements, the offer agreement with the book running lead manager (and other entities as appropriate), the underwriting agreement, the syndicate agreement, the cash escrow agreement, the share escrow agreement, confirmation of allocation notes, the advertisement agency agreement and any undertakings and declarations, and to make payments to or remunerate by way of fees, commission, brokerage or the like or reimburse expenses incurred in connection with the offer, the book running lead manager, syndicate members, placement agents, bankers to the offer, registrar to the offer, bankers of the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsel, depositories, trustees, custodians, credit rating agencies, monitoring agencies, advertising agencies, and all such persons or agencies as may be involved in or concerned with the offer including any successors or replacements thereof; and any such agreements or documents so executed and delivered and acts, deeds, matters and things done by any such Authorized Officer shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing;

u. Severally authorizing the Authorized Officers to take any and all action in connection with making applications, seeking clarifications and obtaining approvals (or entering into any arrangement or agreement in respect thereof)

in connection with the offer, including, without limitation, applications to, and clarifications or approvals from the GOI, the SEBI, the ROC, and the Stock Exchanges and that any such action already taken or to be taken is hereby ratified, confirmed and/or approved as the act and deed of the Authorized Officer and the Company, as the case may be;

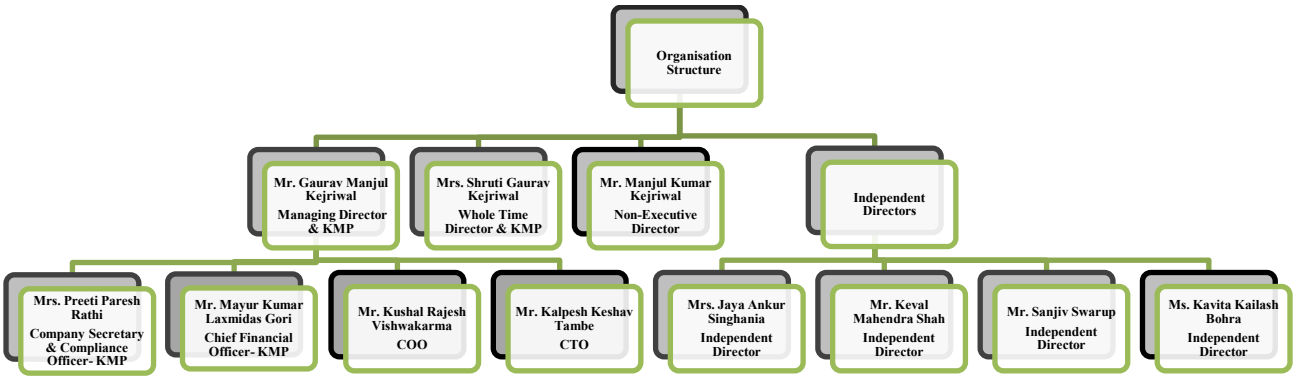
v. Severally authorizing the Authorized Officers, for and on behalf of the Company, to execute and deliver any and all documents, papers or instruments and to do or cause to be done any and all acts, deeds, matters or things as any such Authorized Officer may deem necessary, desirable or expedient in order to carry out the purposes and intent of the foregoing resolutions or the offer; and any documents so executed and delivered or acts, deeds, matters and things done or caused to be done by any such Authorized Officer shall be conclusive evidence of the authority of such Authorized Officer and the Company in so doing and any such document so executed and delivered or acts, deeds, matters and things done or caused to be done by any such Authorized Officer prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Authorized Officer and the Company, as the case may be; and

w. Executing and delivering any and all documents, papers or instruments and doing or causing to be done any and all acts, deeds, matters or things as the IPO Committee may deem necessary, desirable or expedient in order to carry out the purposes and intent of the foregoing resolutions or the offer; and any documents so executed and delivered or acts, deeds, matters and things done or caused to be done by the IPO Committee shall be conclusive evidence of the authority of the IPO Committee in so doing.

Compliance with SME Listing Regulations

The provisions of the SEBI (Listing Obligation and Disclosures) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on SME Platform of BSE.

MANAGEMENT ORGANISATION STRUCTURE



OUR KEY MANAGERIAL PERSONNEL OTHER THAN EXECUTIVE DIRECTOR

The Key Managerial Personnel of our Company other than our Executive Directors are as follows:

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2024-25 (Amount in ₹ thousands)
Name	Mr. Mayurkumar	Bachelor of Commerce (B.	M/s Grainzo	Nil

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2024-25 (Amount in ₹ thousands)
	Laxmidas Gori	Com) from Kelkar Education Trust's Vinayak Ganesh Vaze college, University of Mumbai, in the year 2002	Retail LLP	*(Appointed CFO w.e.f. August 11, 2025)*
Designation	Chief Financial Officer			
Age	43 years			
Date of Appointment	August 11, 2025			
Overall Experience	He has more than 14 years of diverse experience in accounting, taxation, Business Planning, Financial and Credit analysis.			

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2024-25 (Amount in ₹ thousands)
Name	Mrs. Preeti Paresh Rathi	Associate member of The Institute of Company Secretaries of India (ICSI) Bachelor of Commerce (B. Com) from North Maharashtra University, Jalgaon in the year 2013	Aarey Drugs and Pharmaceuticals Limited	₹ *181.61 (Appointed CS w.e.f. January 04, 2025)*
Designation	Company Secretary and Compliance Officer			
Age	34 years			
Date of Appointment	January 04, 2025			
Overall Experience	She has more than 5 years of post-qualification experience in corporate laws.			

Notes:

- *All our Key Managerial Personnel mentioned above are on the payrolls of our Company as permanent employees.*
- *There is no agreement or understanding with major shareholders, customers, suppliers, or others pursuant to which any of the above-mentioned personnel was selected as a director or member of senior management.*
- *None of our Key Managerial Personnel has entered into any service contracts with our company and no benefits are granted upon their termination of employment other than statutory benefits provided by our Company. However, our Company has appointed certain Key Managerial Personnel for which our company has not executed any formal service contracts, although they are abide by their terms of appointments.*

OUR SENIOR MANAGEMENT PERSONNEL

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2024-25 (Amount in ₹ thousands)
Name	Mr. Kushal Rajesh Vishwakarma	B.Sc. (Computer Science) from University of Mumbai in the year 2020	N.A.	₹503.78 *(Including* ₹108.60 thousand as *COO Appointed w.e.f. February 01, 2025)*
Designation	Chief Operating Officer (COO) & Manager – Design, Engineering, and Sales			
Age	27 years			
Date of Appointment	March 11, 2021			
Overall Experience	He has more than 4 years of experience in company operations, including design, engineering, and sales functions.			

* Mr. Kushal Rajesh Vishwakarma has been serving since 2021 as Technical Executive. He was subsequently promoted and appointed as Senior Managerial Personnel with effect from February 01, 2025.

Name, Designation and Date of Joining		Qualification	Previous Employment	Remuneration paid in F.Y. 2024-25 (Amount in ₹ thousands)
Name	Mr. Kalpesh Keshav Tambe	Bachelor of Engineering (Electronics and Telecommunication Engineering Branch) from University of Mumbai in the year 2017	N.A.	₹920.57 *(Including* ₹145.97 thousand as *CTO Appointed w.e.f. February 01, 2025)*
Designation	Chief Technical Officer and Sr. R&D Manager			
Age	32 years			
Date of Appointment	March 29, 2018			
Overall Experience	He has more than 7 years of diverse experience in TFT display technologies, display colour calibration and display architecture.			

* Mr. Kalpesh Keshav Tambe has been serving since 2018 as Technical Executive. He was subsequently promoted and appointed as Senior Managerial Personnel with effect from February 01, 2025.

FAMILY RELATIONSHIP BETWEEN KMP AND SMP

Except the following, none of the KMP and SMP of the Company are related to each other as per section 2(77) of the Companies Act, 2013

S. No.	Name of the Director	Relationship
1.	Mr. Gaurav Manjul Kejriwal	Spouse of Mrs. Shruti Gaurav Kejriwal

2.	Mrs. Shruti Gaurav Kejriwal	Spouse of Mr. Gaurav Manjul Kejriwal

BONUS AND/ OR PROFIT-SHARING PLAN FOR THE KEY MANAGERIAL PERSONNEL

Our Company does not have any bonus and /or profit-sharing plan for the key managerial personnel.

CONTINGENT AND DEFERRED COMPENSATION PAYABLE TO KEY MANAGERIAL PERSONNEL

None of our Key Managerial Personnel has received or is entitled to any contingent or deferred compensation.

SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL

Except the following KMPs none of our Key Managerial Personnel is holding any Equity Shares in our Company as on the date of this Red Herring Prospectus: -

S. No.	Name of the KMP	No. of Equity Shares held	Holding in %
1.	Mr. Gaurav Manjul Kejriwal- Managing Director	20,67,390	58.90%
2.	Mrs. Shruti Gaurav Kejriwal- Whole Time Director	1,40,400	4.00%

INTEREST OF KEY MANAGERIAL PERSONNEL

None of our key managerial personnel have any interest in our Company other than to the extent of the remuneration or benefits to which they are entitled to our Company as per the terms of their appointment and reimbursement of expenses incurred by them during the ordinary course of business

CHANGES IN OUR COMPANY'S KEY MANAGERIAL PERSONNEL DURING THE LAST THREE YEARS

Following have been the changes in the Key Managerial Personnel during the last three years:

S.no.	Name of Director	Date of Appointment / Change in designation / Resignation	Reason for Change
1	Mr. Mayurkumar Laxmidas Gori	August 11, 2025	Appointment as Chief Financial Officer (CFO)
2	Mr. Anil Kumar Venkata Gopala Santosh Mallavarapu	August 06, 2025	Resignation as Chief Financial Officer (CFO) due to Pre-Occupation.
3	Mrs. Preeti Paresh Rathi	January 4, 2025	Appointment of Company Secretary & Compliance Officer
4	Mr. Anil Kumar Venkata Gopala Santosh Mallavarapu	December 01, 2024	Appointment as Chief Financial Officer (CFO)
5	Mr. Gaurav Manjul Kejriwal	November 25, 2024	Change in Designation from Director to Managing Director
6	Mrs. Shruti Gaurav Kejriwal	November 25, 2024	Change in Designation from Director to Whole Time Director

Note: Other than the above changes, there have been no changes to the key managerial personnel of our Company that are not in the normal course of employment.

ATTRITION OF KEY MANAGERIAL PERSONNEL

As on the date of filing of this Red Herring Prospectus, the history of attrition rate of our Key Managerial Personnel of our Company is not higher than the industry attrition rate.

SCHEME OF EMPLOYEE STOCK OPTIONS OR EMPLOYEE STOCK PURCHASE

Our Company does not have any Employee Stock Option Scheme or other similar scheme giving options in our Equity Shares to our employees.

LOANS TO KEY MANAGERIAL PERSONNEL

There are no loans outstanding against the key managerial personnel as on the date of this Red Herring Prospectus.

PAYMENT OF BENEFITS TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)

Except for the payment of salaries and perquisites and reimbursement of expenses incurred in the ordinary course of business, and the transactions as enumerated in the chapter titled *"Financial Information"* and the chapter titled *"Our Business"* beginning on pages 214 and 127 of this Red Herring Prospectus, we have not paid/ given any benefit to the officers of our Company, within the two preceding years nor do we intend to make such payment/ give such benefit to any officer as on the date of this Red Herring Prospectus.

RETIREMENT BENEFITS

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company.

This space has been left blank intentionally

OUR PROMOTERS & PROMOTER GROUP

The Promoters of our Company are:

Sr. No.	Name	Category	No. of Shares
1.	Mr. Gaurav Manjul Kejriwal	Individual Promoter	20,67,390
2.	Mr. Manjul Kumar Kejriwal	Individual Promoter	9,47,700
3.	Mrs. Shruti Gaurav Kejriwal	Individual Promoter	1,40,400

For details of the build-up of our promoters" shareholding in our Company, see section titled "Capital Structure" beginning on page 75 of this Red Herring Prospectus.

Brief profile of our Promoters is as under:

	**Mr. Gaurav Manjul Kejriwal,** aged 45 years, is the Managing Director and Promoter of our company. He holds bachelor's degree in commerce (B. Com) specialization in Business Management from Sydenham College of Commerce & Economics, University of Bombay, completed in the year 2001. Additionally, he holds Business English Certificate completed in the year 1998 from University of Cambridge, Local Examination Syndicate, London. He is a founding member of the Company and associate as Director since the incorporation with the Company. Thereafter his designation was changed to Managing Director, liable to retire by rotation. He possesses extensive knowledge of the Display Industry in India and abroad. He is an active member of Society for Information Display (SID) USA that is governing body of all display and related products manufacturers worldwide. He is also member SPIE, the international society for optics & photonics. Gaurav Kejriwal possesses an extensive knowledge base and understanding of displays used across various industry verticals such as Industrial Automation, Medical & Healthcare, Defence and Broadcasting & Media. He has more than 23 years of experience in Display Industry, and he handles company's strategic tie-ups with various technology partners within India and Overseas.
Date of Birth	August 09, 1979
Age	46 years
Permanent Account Number	AJPPK9456J
Qualification	Bachelor of Commerce (B. Com)
Address	Flat A 1703, Lake Primrose Lake Homes, Powai IIT, Mumbai Suburban, Mumbai-400076, Maharashtra, India
Experience	23 years
Occupation	Business
No. of Equity Shares & % of Shareholding (Pre-Offer)	20,67,390 & 58.90%
Directorship & Other Ventures	**Indian Private Companies:** Hi-Max Electronics Private Limited

	Indian Public Companies Nil **Section 8 Companies** Nil **Indian LLPs and other ventures:** M/s. Global Business Manjul Kumar Kejriwal HUF
	**Mr. Manjul Kumar Kejriwal,** aged 72 years, is Promoter and Non-Executive Director of the Company. He has overall 45 years of experience, out of which he has 23 years of experience in Display Industry. In the year 2007, he founded M/s. Highness Microelectronics Limited (Formerly known as Highness Microelectronics Private Limited) a company engaged in the manufacturing of Flat Panel Displays like Thin Film Transistor ('TFT') and Liquid Crystal Display ('LCD') module, Display Controllers, Electroluminescent Displays, Vacuum Fluorescent Displays, Touch Screens, Cable Assembly & Harness, Backlight Drivers & Inverters and 'Display-Enhancement solutions. He has been serving as a Director of the Company since its incorporation and is responsible in managing the administrative functions of our company. Subsequently, he resigned from directorship on November 11, 2024 and was re-appointed as Non-Executive Director w.e.f. March 28, 2025.
Date of Birth	March 2, 1953
Age	72 years
Permanent Account Number	AAZPK0970E
Qualification	He does not have a formal education.
Address	Flat No. - D403 Lake Florence, Lake Homes, Powai IIT, Mumbai 400076
Experience	45 years
Occupation	Business
No. of Equity Shares & % Of Shareholding (Pre-Offer)	9,47,700 & 27%
Directorship & Other Ventures	**Indian Private Companies:** Nil **Indian Public Companies** Nil **Section 8 Companies** Nil **Indian LLPs and other ventures:** 1. Banwarilal Kejriwal HUF 2. Manjul Kumar Kejriwal HUF

	**Mrs. Shruti Gaurav Kejriwal,** aged 45 years, is the Promoter and Whole Time Director of our company. She holds a bachelor's degree in Commerce from D.A.V. (P.G.) College, Dehradun, Affiliated to Hemwati Nandan Bahuguna Garhwal University in the year 2001, with 11 years of overall industry experience she served in Administration, Accounts and operations departments in various organizations. She has been associated with the company as a director since August 05, 2024, and entrusted with the supervision of the Human resource and marketing department of our company.
Date of Birth	January 2, 1980
Age	46 years
Permanent Account Number	ADMPV3441K
Qualification	B.Com
Address	Flat A/1703, Lake Primrose Lake Homes, Powai, Mumbai Suburban, Mumbai-400076, Maharashtra, India
Experience	11 years
Occupation	Business
No. of Equity Shares & % Of Shareholding (Pre-Offer)	1,40,400 & 4.00%
Directorship & Other Ventures	**Indian Private Companies:** Hi-Max Electronics Private Limited **Indian Public Companies** Nil **Section 8 Companies** Nil **Indian LLPs** Nil **Indian LLPs and other ventures:** NA

Note-1 A declaration confirming that the Permanent Account Number, Bank Account Number(s) and Passport Number, Aadhaar card number and driving license number of the promoters have been submitted to the stock exchanges on which the specified securities are proposed to be listed, at the time of filing the offer document is to be provided.

Note-2 For details pertaining to other ventures of our Promoters, refer chapter titled "Our Group Company" beginning on page 245 of this Red Herring Prospectus.

Relationship of Promoters with our Directors

Except as stated below none of our promoters related to our company's directors as per section 2(77) of Companies Act, 2013.

Sr. No.	Name of Promoter	Relationship with our Directors
1.	Mr. Gaurav Manjul Kejriwal	Spouse of Mrs. Shruti Gaurav Kejriwal and Son of Mr. Manjul

		Kumar Kejriwal
2.	Mr. Manjul Kumar Kejriwal	Father of Mr. Gaurav Manjul Kejriwal and Father-in-law of Mrs. Shruti Gaurav Kejriwal
3.	Mrs. Shruti Gaurav Kejriwal	Spouse of Mr. Gaurav Manjul Kejriwal and Daughter-in-law of Mr. Manjul Kumar Kejriwal

OTHER UNDERTAKINGS AND CONFIRMATIONS

- Our Company undertakes that the details of Permanent Account Number, Bank Account Number, Aadhar and Passport Number of the Promoters will be submitted to the SME Platform of BSE, where the securities of our Company are proposed to be listed at the time of submission of Red Herring Prospectus.
- Our Promoters have confirmed that they have not been identified as willful defaulters.
- No violations of securities laws have been committed by our Promoters in the past or are currently pending against them. None of our Promoters are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed forany reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

INTEREST OF PROMOTERS

Interest in promotion of Our Company

Our Promoters are interested in the promotion of our Company in their capacity as a shareholder of our Company and having significant control over the management and influencing policy decisions of our Company.

Interest in the property of Our Company

Except as disclosed above and in the chapters titled "Our Business" and "Restated Financial Statement – Related Party Transactions" on page 127 and 214 respectively of this Red Herring Prospectus Our Promoters do not have any interest in any property acquired by or proposed to be acquired by our Company two years prior to filing of this Red Herring Prospectus.

Interest as member of Our Company

Our Promoters hold 31,55,490 Equity Shares aggregating 89.90% of pre-offer Equity Share Capital in our Company and are therefore interested to the extent of their respective shareholding and the dividend declared, if any, by our Company. Except to the extent of their respective shareholding in our Company and benefits provided to Mr. Gaurav Manjul Kejriwal, Mr. Manjul Kumar Kejriwal and Mrs. Shruti Gaurav Kejriwal given in the chapter titled – *Our Management* beginning on page number 180 of this Red Herring Prospectus, our Promoters hold no other interest in our Company.

Interest as Director of our Company

Except as stated in the "*Related Party Transactions"* beginning on page number 212 of the Red Herring Prospectus, our Promoters / Directors, may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of our Board or Committees thereof as well as to the extent of remuneration and/or reimbursement of expenses payable to them for services rendered to us in accordance with the provisions of the Companies Act and in terms of our AOA.

Disassociation by the Promoters in the last three years

Our Promoter have not disassociated themselves from any of the companies/partnership firms during preceding three

years.

Other Ventures of our Promoters

Save and except as disclosed in the chapters titled "*Our Group Company*" beginning on page 245 of the Red Herring Prospectus, there are no other ventures of our Promoters in which they have business interests/other interests.

Change in the control of Our Company

There is no change in the control of our Company in the last five years.

Outstanding Litigation involving our Promoters

For details of legal and regulatory proceedings involving our Promoters, please refer chapter titled "*Outstanding Litigation and Material Developments*" beginning on page 233 of this Red Herring Prospectus.

Payment of benefits to our Promoters and Promoter Group during the last two years

Save and except as disclosed under "*Statement of Related Party Transactions"*, as Restated appearing as Note 31 of the section titled "*Financial Information*" beginning on page number 214 of the Red Herring Prospectus, there has been no payment or benefit to promoters during the two (2) years preceding the date of filing of this Red Herring Prospectus, nor is there any intention to pay or give any benefit to our Promoters as on the date of this Red Herring Prospectus.

Other Confirmations

As on the date of this Red Herring Prospectus, our Promoters and members of our Promoter Group have not been prohibited by SEBI or any other regulatory or governmental authority from accessing capital markets for any reasons. Further, our Promoters were not and are not promoters or persons in control of any other company that is or has been debarred from accessing the capital markets under any order or direction made by SEBI or any other authority. There is no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority against our Promoters during the last five (5) years preceding the date of this Red Herring Prospectus, except as disclosed under chapter titled "*Outstanding Litigation and Material Developments*" beginning on page 233 of this Red Herring Prospectus.

Our Promoters and members of our Promoter Group have neither been declared as a willful defaulter nor as a fugitive economic offender as defined under the SEBI (ICDR) Regulations, and there are no violations of securities laws committed by our Promoters in the past and no proceedings for violation of securities laws are pending against our Promoters.

Material Guarantees

Except as stated in the section titled "*Financial Information*" beginning on page 214 of this Red Herring Prospectus, there are no material guarantees given by the Promoters to third parties with respect to specified securities of the Company as on the date of this Red Herring Prospectus.

Related Party Transactions

For details of related party transactions entered into by our Company, please refer to "*Statement of Related Party Transactions"*, as Restated appearing as Note 31 on page number *RFS* 40 of the section titled "*Financial Information*" beginning on page number 214 of the Red Herring Prospectus.

Information of our group company

For details related to our group companies please refer "Our Group Company" on page no. 245 of this Red Herring Prospectus.

This space has been left blank intentionally

OUR PROMOTER GROUP

Our Promoters and Promoter Group in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations is as under

A. Natural Persons who form part of our Promoter Group:

The following natural persons being the immediate relatives of our Promoters in terms of the SEBI(ICDR) Regulations 2018 form part of our Promoter Group:

Relationship	Name of the Relatives		
	Mr. Gaurav Manjul Kejriwal	**Mr. Manjul Kumar Kejriwal**	**Mrs. Shruti Gaurav Kejriwal**
Father	Mr. Manjul Kumar Kejriwal	Late Banwarilal Kejriwal	Late Amrit Pal Verma
Mother	Mrs. Manju Devi Kejriwal	Late Shakuntala Devi Kejriwal	Late Madhubala Verma
Spouse	Mrs. Shruti Gaurav Kejriwal	Mrs. Manju Devi Kejriwal	Mr. Gaurav Manjul Kejriwal
Brother	NA	NA	Mr. Sameer Verma
Sister	Mrs. Chhavi Nirav Shah	Late Premlata Garodia, Usha Devi Lohia	NA
Son	Atharv Gaurav Kejriwal (Minor) Amey Gaurav Kejriwal (Minor)	Mr. Gaurav Manjul Kejriwal	Atharv Gaurav Kejriwal (Minor) Amey Gaurav Kejriwal (Minor)
Daughter	NA	Mrs. Chhavi Nirav Shah	NA
Spouse's Father	Late Amrit Pal Verma	Late Kailash Pd. Khemka	Mr. Manjul Kumar Kejriwal
Spouse's Mother	Late Madhubala Verma	Mrs. Santosh	Mrs. Manju Devi Kejriwal
Spouse's Brother	Mr. Sameer Verma	NA	NA
Spouse's Sister	NA	Anjali Agarwal	Mrs. Chhavi Nirav Shah

B. Companies related to our Promoter Company: Not Applicable as our Promoter is not Company.

Particulars	Entity
Subsidiaries or Holding Company of Promoter Company	NA
Any Body corporate in which Promoter (Body Corporate) holds 20% or more of the equity share capital or which holds 20% or more of the equity share capital of the Promoter (Body Corporate)	NA

C. Companies, partnership and proprietorship firms forming part of our Promoter Group are asfollows:

Nature of Relationship	Name of Entities

Any Body corporate in which 20% or more of the share capital is held by the promoters or an immediate relative of the promoters or a firm or HUF in which the promoters or any one or more of his immediate relatives is a member.	Hi-Max Electronics Private Limited
Any Body corporate in which a body corporate as mentioned above holds 20% or more of the total share capital.	NA
Any HUF or firm in which the aggregate share of the promoters and his relatives is equal to or more than 20% of the total capital.	Banwarilal Kejriwal HUF Manjul Kumar Kejriwal HUF M/s. Global Business

COMMON PURSUITS OF OUR PROMOTERS

None of the Promoter Group Entity is having business objects similar to our business.

This space has been left blank intentionally.

RELATED PARTY TRANSACTION

For details on related party transaction of our Company, please refer to "Note 31" of Restated Financial Statements beginning on page 214 of this Red Herring Prospectus.

This space has been left blank intentionally

DIVIDEND POLICY

Under the Companies Act, 2013, an Indian Company pays dividends upon a recommendation by its Board of Directors and approval by majority of the Shareholders at the general meeting. Under the Companies Act, 2013, dividends may be paid out of profits of a company in the year in which the dividend is declared or out of the undistributed profits or reserves of the previous years or out of both.

The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. No dividend shall be payable for any financial year except out of profits of our Company for that year or that of any previous financial year or years, which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013.

Our Company does not have a formal dividend policy for declaration of dividend in respect of Equity shares. Any dividends to be declared shall be recommended by the Board of Directors depending upon the financial condition, results of operations, capital requirements and surplus, contractual obligations and restrictions, the terms of the credit facilities and other financing arrangements of our Company at the time a dividend is considered, and other relevant factors and approved by the Equity Shareholders at their discretion.

Our Company has not paid / declared any dividend in last three years from date of this Red Herring Prospectus. Our Company's corporate actions pertaining to payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future.

This space has been left blank intentionally

SECTION VI - FINANCIAL INFORMATION

RESTATED FINANCIAL STATEMENTS

Particulars	Page No.
Restated Financial Statement with Examination report	RFS 1- RFS 46

This space has been left blank intentionally

Jain Vinay & Associates
Chartered Accountants
301, Shree Mangalam, Opp. Gopal's Garden High School, Kulupwadi, Nr. National Park, W. E. Highway, Borivali (E) Mumbai - 66, Maharashtra
Email : cajva1993@gmail.com • Mob.: +91-9820139232, +91-9892329991, 022-28857674

'Independent Auditor's Report on the Restated Statement of Assets and Liabilities as on 31st December 2025, 31st March 2025, 31st March 2024 and 31st March 2023, Restated Statement of Profit and Loss and Restated Statement of Cash Flows for each of the period/years ended on 31st December 2025 , 31st March 2025, 31st March 2024 and 31st March 2023 of Highness Microelectronics Limited (collectively, the "Restated Summary Statements').

To,

The Board of Directors,

Highness Microelectronics Limited

1C3, Gundecha Onclave, Sakinaka,

Mumbai- 400 072, India

Dear Sir/Ma'am

1. We have examined the attached Restated Financial Information of Highness Microelectronics Limited (the "Company" or the "Issuer"), comprising the Restated Statement of Assets and Liabilities as at December 31st 2025, March 31, 2025, March 31, 2024 and March 31, 2023 the Restated Statements of Profit and Loss, the Restated Cash Flow Statement for the year ended December 31 2025, March 31, 2025, March 31, 2024 and March 31, 2023 the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the "Restated Financial Information") for the purpose of inclusion in the Red Herring Prospectus /Prospectus prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO").

These restated Summary Statement have been prepared in terms of the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act")

b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (""ICDR Regulations"); and

c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the

JAIN VINAY & ASSOCIATES ★ M.No.403919 FRN No.: 006649W Mumbai ★ CHARTERED ACCOUNTANTS

"Guidance Note').

2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Red Herring Prospectus/ Red Herring Prospectus /Prospectus to be filed with Securities and Exchange Board of India, Registrar of Companies, Mumbai and the SME Platform of BSE Limited (BSE SME) in connection with the proposed IPO.

The Restated Financial Information have been prepared by the management of the Company on the basis of preparation stated in Annexure 4 to the Restated Financial Information. The Board of Directors' responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

3. We have examined such Restated Financial Information taking into consideration:

a. The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated August 8th , 2025 in connection with the proposed statutory auditor & IPO of equity shares of the Issuer;

b. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

c. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and

d. The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

4. These Restated Financial Information have been compiled by the management from: -

Audited financial statements of the company as at and for December 31 2025, March 31, 2025, March 31, 2024 and March 31, 2023 prepared in accordance with the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts Rules), 2014, which has been approved by the Board of Directors at their meeting held on 12th February 2026, 9th September 2025 , 05th August, 2024 and 9th September 2023 respectively.

5. For the purpose of our examination, we have relied on:

a. Auditors' Report issued by us dated 12th February 2026 on the financial statements of the Company as at and for the year ended on December 31, 2025 respectively as referred in paragraph 4 and 5 above.

b. Auditors' Report issued by previous auditors dated 9th September 2025, 05th August 2024 and 9th September 2023 on the financial statements of the company as at and for the year ended on March 31 2025 ,March 31,2024 and March 31, 2023 respectively as referred in Paragraph 4 above.

JAIN VINAY & ASSOCIATES ★ CHARTERED ACCOUNTANTS ★
M.No.403919
FRN No.: 009649W
Mumbai

6. Based on our examination and according to the information and explanations given to us, we report that:

a. The "Restated Summary Statement of Assets and Liabilities" as set out in Annexure 1 to this report, of the Company as at and for the year ended on December 31, 2025 , March 31, 2025, March 31, 2024 and March 31, 2023 are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure 4 to this Report.

b. The "Restated Summary Statement of Profit and Loss" as set out in Annexure 2 to this report, of the Company as at and for the year ended on December 31, 2025, March 31, 2025, March 31, 2024 and March 31, 2023 are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure 4 to this Report.

c. The "Restated Summary Statement of Cash Flow' as set out in Annexure 3 to this report, of the Company as at & for the year ended on December 31, 2025, March 31, 2025, March 31, 2024 and March 31, 2023 are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Cash Flow have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in Annexure 4 to this Report.

d. The Restated Summary Statement have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

e. The Restated Summary Statements have been made after incorporating adjustments for prior period and other material amounts in the respective financial years/period to which they relate, if any and there are no qualifications which require adjustments;

f. Extra-ordinary items that need to be disclosed separately in the accounts has been disclosed wherever required;

g. There were no qualifications in the Audit Reports issued by the Statutory Auditors as at and for the year ended on December 31, 2025 ,March 31,2025, March 31, 2024 and March 31, 2023, which would require adjustments in this Restated Financial Statements of the Company;

h. Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be

JAIN VINAY & ASSOCIATES ★ CHARTERED ACCOUNTANTS ★ M.No.403919 FRN No.: 006649W Mumbai

read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in Annexure 4 to this report;

i. There was no change in accounting policies, which needs to be adjusted in the Restated Summary Statements.

j. There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statements;

k. The Company has not declared dividend during the period.

7. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company as at and for the period ended December 31 2025 & year ended March 31, 2025, March 31, 2024 and March 31, 2023 proposed to be included in the Red Herring Prospectus/Prospectus.

a. Restated Summary Statement of Assets and Liabilities in Annexure 1;

b. Restated Summary Statement of Profit and Loss in Annexure 2;

c. Restated Summary Statement of Cash Flows in Annexure 3

d. Significant Accounting Policies and Notes to Accounts as restated in Annexure 4;

e. Reconciliation of Restated Profit and Loss as appearing in Annexure 4 to this report.

f. Reconciliation of Restated Equity/Net worth as appearing in Annexure 4 to this report.

g. Details of Share Capital as Restated appearing in Annexure 5 to this report;

h. Details of Reserves and Surplus as Restated appearing in Annexure 6 to this report;

i. Details of Long Term/Short Term Borrowings as Restated appearing in Annexure 7 to this report;

j. Nature of Security and Terms of Repayment for Long term/Short term Borrowings appearing in Annexure7.1 to this report;

k. Details of Deferred Tax Assets /Liabilities (Net) as Restated appearing in Annexure 8 to this report;

l. Details of Long Term/Short Term Provisions as Restated appearing in Annexure 9 to this report;

m. Details of Trade Payables as Restated appearing in Annexure 10 to this report;

n. Details of Other Current Liabilities as Restated appearing in Annexure 11 to this report;

o. Details of Property Plant Equipment & Intangible assets as Restated appearing in Annexure 12 to this report;



p. Details of Long/Short Term Loans and Advances as Restated appearing in Annexure 14 to this report;

q. Details of Other Non-Current/Current Assets as Restated appearing in Annexure 15 to this report;

r. Details of Trade Receivables as Restated appearing in Annexure 16 to this report;

s. Details of Inventories as Restated appearing in Annexure 17 to this report;

t. Details of Cash and Bank Balances as Restated appearing in Annexure 18 to this report;

u. Details of Revenue from operations as Restated appearing in Annexure 19 to this report;

v. Details of Other Income as Restated appearing in Annexure 20 to this report;

w. Details of Cost of Material Consumed as restated appearing in Annexure 21 to this report;

x. Details of Employee Benefit Expense as restated appearing in Annexure 22 to this report;

y. Details of Finance Cost as restated appearing in Annexure 23 to this report;

z. Details of Other Expense as restated appearing in Annexure 24 to this report;

aa. Details of Accounting and other ratios as restated appearing in Annexure 25 to this report;

bb. Statement of Tax Shelter as Restated appearing in Annexure 26 to this report:

cc. Details of statement of Capitalization as restated appearing in Annexure 27 to this report;

dd. Details of Related Parties Transactions as Restated appearing in Annexure 28 to this report;

ee. Details of Additional notes as restated appearing in Annexure 29 to this report;

ff. Details of Ratios as restated appearing in Annexure 30 to this report;



8. We, M/s. Jain Vinay & Associates, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India ("ICAI") and hold a valid peer review certificate issued by the "Peer Review Board" of the ICAI which is valid till February 29th, 2028.

9. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the special purpose interim financial statements and audited financial statements mentioned in paragraph 4 above.

10. This report should noting any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

12. Our report is intended solely for use of the Board of Directors for inclusion in the Red Herring Prospectus /Prospectus to be filed with Securities and Exchange Board of India, SME Platform of BSE Limited (BSE SME) and Registrar of Companies, Mumbai in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Jain Vinay & associates,

Chartered Accountants

Firm's Registration Number – 006649W



Vishnu Sodhani

Partner

Membership Number - 403919

UDIN – 26403919MVXDMP3882

Place: Mumbai

Date: February 17th, 2026

Highness Microelectronics Limited

Regd. Add.: Office No. 1C3, Gundecha Onclave, Wing C and D, Kherani Road, First Floor, Opp. Post Office, Mumbai - 400072

CIN: U72900MH2007PLC173854

Restated Statement of Assets & Liabilities as at December 31, 2025

Particulars	Notes	31st Dec 2025 (In '000 Rupees)	31st March 2025 (In '000 Rupees)	31st March 2024 (In '000 Rupees)	31st March 2023 (In '000 Rupees)
EQUITY AND LIABILITIES					
Shareholder's funds					
Share Capital	5	35,100.00	35,100.00	100.00	100.00
Reserves and Surplus	6	65,180.23	31,080.05	40,854.05	16,974.43
		1,00,280.23	66,180.05	40,954.05	17,074.43
Non-current liabilities					
Long Term Borrowings	7	35,674.86	21,532.86	3,619.10	720.25
Long Term Provisions	9	2,331.71	1,836.30	1,444.50	912.86
		38,006.58	23,369.17	5,063.60	1,633.11
Current liabilities					
Short-Term Borrowings	7	46,312.35	27,742.07	10,175.81	12,914.67
Trade Payables	10				
(a) Total outstanding due of MSME		1,393.59	939.89	698.28	379.06
(a) Total outstanding due of others		16,936.18	10,096.85	4,846.29	4,665.77
Other Current Liabilities	11	19,408.83	5,872.98	7,992.60	6,537.81
Short Term Provisions	9	17,930.67	8,853.18	12,308.24	4,622.64
		1,01,981.62	53,504.98	36,021.22	29,119.95
TOTAL		**2,40,268.43**	**1,43,054.20**	**82,038.87**	**47,827.49**
ASSETS					
Non-current assets					
Property, Plants & Equipments & Intangible assets					
Property Plant & equipment	11	10,626.35	6,665.82	7,768.61	4,042.97
Intangible Assets	11	15,481.71	16,181.13	5,846.96	9,800.27
Long term Loans and Advances	14	3,717.38	2,332.69	1,978.36	3,872.48
Deferred Tax Asset (Net)	8	1,671.29	699.65	196.55	141.98
		31,496.73	25,879.29	15,790.48	17,857.70
Current assets					
Inventories	17	71,353.86	56,527.56	38,056.52	13,753.28
Trade Receivables	16	1,05,848.56	42,006.31	1,489.19	189.10
Cash and Cash Equivalents	18	9,539.25	1,126.15	2,615.42	380.69
Short term Loans and Advances	14	5,879.13	4,437.67	70.00	-
Other Current Assets	15	16,150.90	13,077.22	24,017.25	15,646.71
		2,08,771.70	1,17,174.91	66,248.39	29,969.78
TOTAL		**2,40,268.43**	**1,43,054.20**	**82,038.87**	**47,827.49**

Notes forming part of financial statements — Annexure 1 to Annexure 30

See accompanying notes forming part of the financial statements.
As per our report of even date

For Jain Vinay & Associates
Chartered Accountant
Firm Registration No.: 006649W

JAIN VINAY & ASSOCIATES ★ M.No.403919 FRN No.: 006649W Mumbai ★ CHARTERED ACCOUNTANTS

Vishnu Sodhani
Partner
Membership No.: 403919
Place: Mumbai
Date: 17th February, 2026
UDIN:
26403919MVXDMP3882

For and on behalf of the Board of Directors
Highness Microelectronics Limited
(CIN: U72900MH2007PLC173854)

Gaurav Manjul Kejriwal
Managing Director
DIN: 01506981
Place: Mumbai
Date: 17th February, 2026

Shruti Gaurav Kejriwal
Whole Time Director
DIN: 10593550
Place: Mumbai
Date: 17th February, 2026

HIGHNESS MICROELECTRONICS LIMITED ★ MUMBAI

Preeti Paresh Rathi
PAN :EJZPM2046C
Company secretary
Place: Mumbai
Date: 17th February, 2026

Mayurkumar Laxmidas Gori
PAN :AIDPG9394A
Chief Financial Officer
Place: Mumbai
Date: 17th February, 2026

Highness Microelectronics Limited

Regd. Add.: Office No. 1C3, Gundecha Onclave, Wing C and D, Kherani Road, First Floor, Opp. Post Office, Mumbai - 400072

CIN: U72900MH2007PLC173854

Restated Statement of Profit and Loss for the period ended December 31, 2025

Particulars	Notes	31st Dec 2025 (In '000 Rupees)	31st March 2025 (In '000 Rupees)	31st March 2024 (In '000 Rupees)	31st March 2023 (In '000 Rupees)
Income					
Revenue from Operations (Net)	19	1,41,327.57	1,40,737.82	1,07,046.22	96,742.49
Other income	20	2,787.73	1,000.29	2,887.46	2,329.72
Total Income (I)		1,44,115.30	1,41,738.10	1,09,933.67	99,072.21
Expenses					
Cost of Materials Consumed/ Cost of Goods Purchased	21	54,913.13	61,979.46	36,125.25	37,487.54
Changes in Inventories - FG, WIP & Stock in trade	21	-14,826.29	-18,471.04	-24,303.24	-2,662.80
Employee Benefits	22	21,198.29	17,492.53	12,734.57	9,477.03
Finance Costs	23	7,600.95	4,258.73	1,816.59	2,500.18
Depreciation and Amortization Expense	11	8,136.95	9,269.38	29,107.14	24,772.35
Other Expenses	24	24,559.55	34,548.94	22,831.85	21,144.08
Total Expenses (II)		1,01,582.57	1,09,077.99	78,312.17	92,718.37
Profit before tax (I-II)		42,532.73	32,660.11	31,621.51	6,353.84
Tax expenses					
Current Tax		9,404.19	7,937.21	7,796.46	1,588.26
Deferred Tax		-971.64	-503.10	-54.57	330.72
Total tax expense		8,432.55	7,434.11	7,741.89	1,918.99
Profit for the year		34,100.18	25,226.00	23,879.62	4,434.85
Earnings per share					
Basic	30	9.72	7.19	6.80	1.26
Diluted	30	9.72	7.19	6.80	1.26
(Restated post bonus issue for past years)					

See accompanying notes forming part of the financial statements.

For Jain Vinay & Associates
Chartered Accountant
Firm Registration No.: 006649W

JAIN VINAY & ASSOCIATES ★ M.No.403919 FRN No.: 006649W Mumbai ★ CHARTERED ACCOUNTANTS

Vishnu Sodhani
Partner
Membership No.: 403919
Place: Mumbai
Date: 17th February, 2026
UDIN:
26403919MVXDMP3882

For and on behalf of the Board of Directors
Highness Microelectronics Limited
(CIN: U72900MH2007PLC173854)

Gaurav Manjul Kejriwal
Managing Director
DIN: 01506981
Place: Mumbai
Date: 17th February, 2026

Shruti Gaurav Kejriwal
Whole Time Director
DIN: 10593550
Place: Mumbai
Date: 17th February, 2026

HIGHNESS MICROELECTRONICS LIMITED ★ MUMBAI

Preeti Paresh Rathi
PAN :EJZPM2046C
Company secretary
Place: Mumbai
Date: 17th February, 2026

Mayurkumar Laxmidas Gori
PAN :AIDPG9394A
Chief Financial Officer
Place: Mumbai
Date: 17th February, 2026

Highness Microelectronics Limited

Regd. Add.: Office No. 1C3, Gundecha Onclave, Wing C and D, Kherani Road, First Floor, Opp. Post Office, Mumbai - 400072

CIN: U72900MH2007PLC173854

Cash Flow Statement for the period ended 31 December,2025

Particulars	31st Dec 2025 (In '000 Rupees)	31st March 2025 (In '000 Rupees)	31st March 2024 (In '000 Rupees)	31st March 2023 (In '000 Rupees)
	In Rupees	In Rupees	In Rupees	In Rupees
Cash Flow From Operating Activities				
Net Profit Before tax	42,532.73	32,660.11	31,621.51	6,353.84
Adjustments for:	-	-		
Depreciation	8,136.95	9,269.38	29,107.14	24,772.35
(Profit)/Loss on sale of fixed assets	-	-	-789.73	
Finance Costs	7,600.95	4,258.73	1,816.59	2,500.18
Interest Income	-344.08	-44.22	-22.63	182.06
Sundry balances W/off	42.23	498.50	349.74	956.00
Gratuity expenses	495.41	391.80	531.64	-212.89
Unrealised Foreign Exchange gain	-2,398.03	-336.24	292.07	526.93
Operating Profit before Working Capital Changes	**56,066.15**	**46,698.06**	**62,906.32**	**35,078.47**
Adjustments for Changes in Working Capital				
(Increase)/ Decrease in Trade Receivables	-61,486.45	-40,679.38	-1,941.90	-1,635.09
(Increase)/ Decrease in Short Term Loans & Advances	-1,441.47	-4,367.67	-70.00	0.64
(Increase)/ Decrease in Long Term Loans & Advances	-1,384.69	-354.33	1,894.12	-1,560.06
(Increase)/ Decrease in Other Current Assets	-3,073.68	10,940.03	-8,370.54	5,445.08
(Increase)/ Decrease in Other Non-Current Assets	-	-	-	13,780.10
Increase/ (Decrease) in Trade Payables	7,293.03	5,492.18	499.73	-477.63
Increase/ (Decrease) in Short Term Provisions	250.45	207.89	-484.60	21.30
Increase/ (Decrease) in Other Current Liabilities	13,535.85	-2,119.62	1,454.79	-5,811.23
Increase/ (Decrease) in Long term provision	495.41	391.80	531.64	-212.89
(Increase)/ Decrease in Inventories	-14,826.29	-18,471.04	-24,303.24	-2,662.81
Cash Generated from/ (used in) Operations before Extraordinary Items	**-4,571.70**	**-2,262.07**	**32,116.33**	**41,965.89**
Cash Flow from Extraordinary Items	-	-	-	-
Cash Generated from Operations	**-4,571.70**	**-2,262.07**	**32,116.33**	**41,965.89**
Taxes Paid (net of refunds)	-1,072.57	-11,991.96	-157.91	-100.00
Net Cash from/ (used in) Operating Activities (A)	**5,644.27**	**-14,254.03**	**31,958.43**	**41,865.89**
Cash Flow from Investing Activities				
Purchase of fixed assets including capital advances	-11,398.05	-18,500.75	-29,289.74	-36,384.99
Proceeds from Sale of Fixed Assets			1,200.00	-
Interest Received	344.08	44.22	22.63	-182.06
Net cash from/ (used in) investing activities (B)	**-11,053.97**	**-18,456.53**	**-28,067.11**	**-36,567.05**
Cash flow from Financing Activities				
			-	-
Repayment of Long Term Borrowings	14,142.00	17,913.76	2,898.85	-13,442.71
Proceeds from other Short-term Borrowings	18,570.28	17,566.26	-2,738.86	9,392.41
Finance Cost	-7,600.95	-4,258.73	-1,816.59	-2,500.18
Net cash from/ (used in) Financing Activities (C)	**25,111.34**	**31,221.29**	**-1,656.59**	**-6,550.48**
Net increase/ (decrease) in Cash and Cash Equivalents (A+B+C)	**8,413.10**	**-1,489.27**	**2,234.73**	**-1,251.64**
Cash and cash equivalents- opening balance	1,126.15	2,615.42	380.69	1,632.34
Cash and cash equivalents- closing balance	**9,539.25**	**1,126.15**	**2,615.42**	**380.69**

Notes:	Dec-25	Mar-25	Mar-24	Mar-23
(1) Cash and Cash Equivalents				
- Balances with banks:				
In Current account	9,009.48	900.30	2,218.72	9.13
Cash on hand	529.76	225.86	396.70	371.57
	9,539.25	1,126.15	2,615.42	380.69

As per our report of even date
For Jain Vinay & Associates
Chartered Accountant
Firm Registration No.: 006649W

JAIN VINAY & ASSOCIATES ★ M.No.403919 FRN No.: 006649W Mumbai ★ CHARTERED ACCOUNTANTS

Vishnu Sodhani
Partner
Membership No.: 403919
Place: Mumbai
Date: 17th February, 2026
UDIN:
26403919MVXDMP3882

Gaurav Manjul Kejriwal
Managing Director
DIN: 01506981
Place: Mumbai
Date: 17th February, 2026

Preeti Paresh Rathi
PAN :EJZPM2046C
Company secretary
Place: Mumbai
Date: 17th February, 2026

HIGHNESS MICROELECTRONICS LIMITED ★ MUMBAI

Shruti Gaurav Kejriwal
Whole Time Director
DIN: 10593550
Place: Mumbai
Date: 17th February, 2026

Mayurkumar Laxmidas Gori
PAN :AIDPG9394A
Chief Financial Officer
Place: Mumbai
Date: 17th February, 2026

Annexure 4: Statement of Notes to the Restated Financial Information

C. Contingent liabilites and commitments

(i) Contingent liabilities

(All Figures in Rs '000)

Particulars	Period Ended 31st December, 2025	Year Ended 31st March, 2025	Year Ended 31st March, 2024	Year Ended 31st March, 2023
Claims against the Company not acknowledged as debt Custom Duty saved on import of Capital Goods under EPCG Scheme	-	-	-	-
Bank Guarantees Indirect Tax Liability	-	-	-	-
Amount of Capital Commitments	-	-	-	-
Corporate Guarantee Given by Company	-	-	-	-
	-	-	-	-

D.Earning & Expenditure in foreign currency on accrual basis

(All Figures in Rs '000)

Particulars	Period Ended 31st December, 2025	Year Ended 31st March, 2025	Year Ended 31st March, 2024	Year Ended 31st March, 2023
Foreign Currency Expenditure (Net off Remittance charges)				
Export sales (FOB value)	67,905.58	43,132.64	1,183.11	664.63
Purchases (CIF basis)	46,480.32	48,946.49	27,077.78	30,951.83
Research & Development costs	17,101.00	17,101.00	23,524.70	22,470.37
Advance to suppliers	3,310.59	3,310.59	5,763.34	-

E. The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise :-

No foreign exchange currency were hedged in FY 2025-26, FY 2024-25 , FY 2023-24 & FY 2022-23

F. Changes in Accounting Policies in the Periods/Years Covered In The Restated Financials

There is no change in significant accounting policies adopted by the Company.

JAIN VINAY & ASSOCIATES ★ CHARTERED ACCOUNTANTS ★ M.No.403919 FRN No.: 006649W Mumbai

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

G. Notes on restatement made in restated financials

1) The financial statements including financial information have been prepared after making such regroupings and adjustments,considered appropriate to comply with the same.

As result of these regroupings and adjustments, the amount reported in the financial statements/information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.

2) Contingent liabilities and commitments (to the extent not provided for) - A disclosure for a contingent liability is also made when there is a possible obligation that may, require an outflow of the Company's resources.

3) The management has confirmed that adequate provisions have been made for all the known and determined liabilities and the same is not in excess of the amounts reasonably required to be provided for.

4) The balances of trade payables, trade receivables, loans and advances are unsecured and considered as good are subject to confirmations of respective parties concerned.

5) Realizations: In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets and loans and advances are approximately of the same value as stated.

6) Contractual liabilities: All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

7) Amounts in the financial statements: Figures in brackets indicate negative values & are in '000 & rounded to nearest 2 decimals.

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

JAIN VINAY & ASSOCIATES
M.No.403919
FRN No.: 006649W
Mumbai
CHARTERED ACCOUNTANTS

Annexure 4: Statement of Notes to the Restated Financial Information

H. Restatement adjustments, Material regroupings and Non-adjusting items

(a) Impact of restatement adjustments

Below mentioned is the summary of results of restatement adjustments made to the audited financial statements of the respective period/years and its impact on profits.

Particulars	Year Ended 31st December, 2025	Year Ended 31st March, 2025	Year Ended 31st March, 2024	Year Ended 31st March, 2023
Profit after tax as per audited financial statements	**32,794.37**	**24,582.08**	**17,718.80**	**3,872.46**
Adjustments to net profit as per audited financial statements				
Amortisation write back (refer note (b)(i) below)	-	-	5,763.34	-
MSME interest accrual (refer note (b)(ii) below)	-	-	-5.32	-22.65
Provision for income tax (refer note (b)(iii) below)	1,305.81	499.15	-296.46	303.27
Deferred tax (refer note (b)(iv) below)	-	144.77	-213.60	68.89
Gratuity provisions (refer note (b)(v) below)	-	-	912.86	212.89
Total adjustments	1,305.81	643.92	6,160.82	562.40
Restated profit afier tax for the period/ years	**34,100.18**	**25,226.00**	**23,879.62**	**4,434.85**

A positive figures represents addition and figures in brackets represents deletion in the corresponding head in the audited financial statements for respective reposing periods to arrive at the restated numbers.

(b) Explanatory notes for the restatement adjustments

(i) The company had written back 5763.34 thousand based on actual amortisation applicable in line with AS 26

(ii) Company have outstanding payable to MSME creditors, hence as per the provisions of MSME, the interest is accrued on MSME payable amount and same is pushed back in restated financial statements.

(iii) The Company has provided Excess or Short Provision in the year in which the Income Tax Return has been filled for the respective financial year. But in the Restated Financial Information the company has provided Excess or Short Provision in the year to which it relates to.

(iv)There is change in deferred tax assets / liabilities as per audited books of accounts and as per restated books for respective financial covered under the restated financial information and the same has been given effect in the year to which the same relates to.

(v) The Amount relating to the Gratuity Income / Expenses have been adjusted in the year to which the same related to & under which head the same relates to.

To give Explanatory Notes Regarding Adjustment (C)

Reconciliation of restated Equity / Networth:

(All Figures in Rs '000)

Particulars	Period Ended 31st December 2025	Year Ended 31st March 2025	Year Ended 31st March 2024	Year Ended 31st March 2023
Equity / Networth as per Audited Financials	92,733.03	59,938.66	35,356.58	17,637.78
Adjustment for:				
Previous year balances of gratuity				-1,125.75
Adjustment of items pertaining to Statement of Profit and loss (Refer profit and loss reco adjustments)	6,241.39	5,597.47	-563.35	
MSME interest accrual (refer note (b)(ii) (above)			5,763.34	
Provision for income tax (refer note (b)(iii) (above)	1,305.81	499.15	-5.32	-22.65
Deferred tax (refer note (b)(iv) (above)		144.77	-296.46	303.27
Gratuity provisions (refer note (b)(v) (above)			-213.60	68.89
Total adjustments	7,547.19	6,241.39	912.86	212.89
Equity / Networth as Restated	1,00,280.23	66,180.05	5,597.47	-563.35
			40,954.05	17,074.43

To give Explanatory Notes Regarding Adjustment

Appropriate adjustment have been made in the restated financial statement, wherever required, by reclassification of the corresponding item of income, expenses, assets and liabilities, in order to bring them in line with the groupings asper audited financial of the company for all the years and the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018.

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

JAIN VINAY & ASSOCIATES
M.No.403919
FRN No.: 006649W
Mumbai
CHARTERED ACCOUNTANTS

Annexure 5. Restatement of share capital

(All Figures in Rs '000)

Particulars	As at 31st December 2025		As at 31st March 2025		As at 31st March 2024		As at 31st March 2023	
	Number of shares	Amount Rupees	Number of shares	Amount Rupees	Number of shares	Amount Rupees	Number of shares	Amount Rupees
Authorised Capital:								
Equity Shares of Rs. 10/- each*	7,000.00	70,000.00	7,000.00	70,000.00	10.00	100.00	10.00	100.00
Issued, Subscribed and Paid up:								
Equity Shares fully Paid up of Rs.10/- each *	3,510.00	35,100.00	3,510.00	35,100.00	10.00	100.00	10.00	100.00

* The company has increased Authorised share capital from 10 thousand to 7000 thousand shares vide resolution dated 12/08/2024

*Company has allotted bonus shares in the ratio of 350:1, i.e., 350 bonus shares for every 1 equity share held, by capitalizing reserves vide resolution taken on 31/08/2024

The total number of bonus shares issued during the year amounts to 35,00,000 equity shares of ₹10 each, aggregating to Rs. 35000 Thousands.

Reconciliation of equity share capital

(All Figures in Rs '000)

Particulars	As at 31st December 2025		As at 31st March 2025		As at 31st March 2024		As at 31st March 2023	
	Number of shares	Amount Rupees	Number of shares	Amount Rupees	Number of shares	Amount Rupees	Number of shares	Amount Rupees
At the beginning of the year	10.00	100.00	10.00	100.00	10.00	100.00	10.00	100.00
Add: No. of Shares issued During the year	3,500.00	35,000.00	3,500.00	35,000.00	-	-	-	-
Less: No. of Shares bought back During the year	-	-	-	-	-	-	-	-
Outstanding at the end of the year	**3,510.00**	**35,100.00**	**3,510.00**	**35,100.00**	**10.00**	**100.00**	**10.00**	**100.00**

*Company has allotted bonus shares in the ratio of 350:1, i.e., 350 bonus shares for every 1 equity share held, by capitalizing reserves vide resolution taken on 31/08/2024

The total number of bonus shares issued during the year amounts to 35,00,000 equity shares of ₹10 each, aggregating to Rs. 35000 Thousands.

Note: Terms / Rights attach to the Equity Shares

The Company has only equity shares having par value of Rs. 10 per share which is issued, subscribed and paid up. Each holder of equity share is entitled to 1 vote per share.

Repayment of Capital : In event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company in proportion to the number of number of equity shares held by the shareholders.

Details of shares held by each shareholder holding more than 5% shares:

(All Figures in Rs '000)

Particulars	As at 31st December 2025		As at 31st March 2025		As at 31st March 2024		As at 31st March 2023	
	No.	% Holding	No.	% Holding	No.	% Holding	No.	% Holding
Gaurav Kejriwal	2,067.39	59%	2,067.39	59%	0.50	5%	0.50	5%
Manjul Kejriwal	947.70	27%	947.70	27%	5.00	50%	5.00	50%
Manjudevi Kejriwal	245.70	7%	245.70	7%	4.50	45%	4.50	45%
	3,260.79	93%	**3,260.79**	93%	**10.00**	100%	**10.00**	100%

Details of Promoter's shareholding & changes therein:

(All Figures in Rs '000)

Particulars	As at 31st March 2025			As at 31st March 2025			As at 31st March 2024			As at 31st March 2024		
	No.	% Holding	% Change	No.	% Holding	% Change	No.	% Holding	% Change	No.	% Holding	% Change
Gaurav Kejriwal	2,067.39	59%	-	2,067.39	59%	4,133.78	0.50	5%	-	0.50	5%	-
Manjul Kejriwal	947.70	27%	-	947.70	27%	188.54	5.00	50%	-	5.00	50%	-
Manjudevi Kejriwal	245.70	7%	-	245.70	7%	53.60	4.50	45%	-	4.50	45%	-
	3,260.79	**93%**	-	**3,260.79**	**93%**	**325.08**	**10.00**	**100%**	-	**10.00**	**100%**	-

(i) The Figures disclosed above are based on the summary statement of assets and liabilities of the company.

ii) Dividend paid in last 5 years - Nil

ii) Share forefeited in last 5 period - Nil

iii) Detail of shareholding by parent / associate / Subsidiaries - Nil

iv) Detail of shares issued under any contract - Nil

The above statement should be read with the restated statement of assets & liabilities, Restated statement of Profit & Loss, Restated statement of (ii) Cashflow, significant accounting policies & notes to restated summary statements as appearing in annexures 1, 2, 3 & 4 respectively.

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

JAIN VINAY & ASSOCIATES
M.No.403919
FRN No.: 006649W
Mumbai
CHARTERED ACCOUNTANTS

Annexure 6: Restated Statement of Reserves and surplus

Reserves and surplus **(All Figures in Rs '000)**

Particulars	As at 31st December 2025 (Rupees)	As at 31st March 2025 (Rupees)	As at 31st March 2024 (Rupees)	As at 31st March 2023 (Rupees)
Surplus in Statement of Profit & Loss				
Balance as per last financial statements	31,080.05	40,854.05	16,974.43	12,539.58
Add: Profit During The Year	34,100.18	25,226.00	23,879.62	4,434.85
Less: Bonus Shares issued during the year	-	35,000.00	-	-
Balance as per current financial statements	**65,180.23**	**31,080.05**	**40,854.05**	**16,974.43**

1. The Figures disclosed above are based on the summary statement of assets and liabilities of the company.

2. The above statement should be read with the restated statement of assets & liabilities, Restated statement of Profit & Loss, Restated statement of Cashflow, significant accounting policies & notes to restated summary statements as appearing in annexures 1

3. The Company has not recognised any revaluation reserve at any time during the reporting period or in any prior period.

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

JAIN VINAY & ASSOCIATES
M.No.403919
FRN No.: 005649W
Mumbai
CHARTERED ACCOUNTANTS

Annexure 7: Restated Statement of Long- term / Short-term borrowings

(Amount in Rs '000)

Particulars	Period Ended 31st December 2025		Year Ended 31st March, 2025		Year Ended 31st March, 2024		Year Ended 31st March, 2023	
	Long-term	Short-	Long-term	Short-term	Long-term	Short-	Long-	Short-term
Secured								
Term Loans								
(a) From Banks - Term Loans	3,646.27	28,640.38	-	20,058.37	-	8,111.97	101.72	8,921.19
Vehicle Loans								-
(a) From Banks - Vehicle loans	2,889.07	431.82	3,216.71	402.39	3,619.10	366.24	292.33	450.26
	6,535.34	**29,072.20**	**3,216.71**	**20,460.76**	**3,619.10**	**8,478.21**	**394.05**	**9,371.45**
Unsecured								
Term Loans								
(a) From financial institution - Term loans (Unsecured)	29,139.52	15,911.12	18,316.15	7,021.45		497.77	326.19	1,365.37
(b) Current Maturity of Term Loans from banks	-	1,260.36	-	-	-	-	-	-
(c) Loans from Shareholders, Directors, Members, Related Parties, & Inter Corporate Deposit	-	68.68	-	259.86	-	1,199.84	-	2,177.84
	29,139.52	**17,240.15**	**18,316.15**	**7,281.31**	-	**1,697.60**	**326.19**	**3,543.22**
	35,674.86	**46,312.35**	**21,532.86**	**27,742.07**	**3,619.10**	**10,175.81**	**720.25**	**12,914.67**

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

JAIN VINAY & ASSOCIATES
M.No.403919
FRN No.: 006649W
Mumbai
CHARTERED ACCOUNTANTS

Annexure 7.1: Restated Statement of Details regarding Loan From Bank (Secured and Unsecured)

(All Figures in Rs '000)

Sr No	Lender	Nature of facility	Loan	Short Term Borrowing	Long Term Borrowing	Outstandings on 31st December, 2025	Rate of Interest/ Margin	Repayment Term	Security Clause
1	Saraswat Co A/c OD A/c	Cash Credit	29,700.00	28,640.38	-	28,640.38	11.70%	Repayable on demand	Stock & Book Debt
2	Bajaj Finance Limited	Automobile Loan	4,071.64	431.82	2,889.07	3,320.89	9.45%	96 months	CAR
3	Ugro Capital Limited-	Term Loan	5,585.00	1,260.36	3,646.27	4,906.63	10.50%	48 months	Plant & machinery
	Unsecured								
4	Aditya Birla Finance Ltd -91801	Term Loan	4,000.00	1,289.33	1,777.98	3,067.31	15.50%	36 months	NA
5	Bajaj Finance Limited-2941	Term Loan	3,052.85	469.24	2,313.36	2,782.60	17.60%	60 months	NA
6	Clix Capital Services Private Limited-6242	Term Loan	5,015.00	1,280.17	3,734.83	5,015.00	16.50%	36 months	NA
7	Deutsche Bank AG-90019	Term Loan	5,000.00	1,479.64	3,151.26	4,630.90	15.25%	32 months	NA
8	Godrej Finance Limited-7215	Term Loan	2,500.00	487.30	1,943.17	2,430.47	17.50%	48 months	NA
9	Hero FinCorp Limited-5901	Term Loan	3,010.00	860.04	2,084.27	2,944.31	16.00%	26 months	NA
10	Kisetsu Saison Finance (India) Private Limited-8442	Term Loan	5,000.00	1,609.52	2,231.44	3,840.96	16.00%	36 months	NA
11	Kotak Mahindra Bank Limited-CSG 8630	Term Loan	3,000.00	1,017.00	980.72	1,997.72	16.09%	36 months	NA
12	L&T Finance Limited-3623	Term Loan	5,020.57	1,638.87	2,231.59	3,870.46	15.50%	36 months	NA
13	MAS Financial Service Ltd-Laon A/c no7761	Term Loan	3,000.00	1,132.62	1,867.38	3,000.00	16.50%	24 months	NA
14	Protium Finance Limited-5410	Term Loan	3,500.00	1,462.74	2,037.26	3,500.00	16.50%	24 months	NA
15	SMFG India Credit Company Limited-'0724	Term Loan	6,024.05	1,944.00	2,667.13	4,611.13	15.00%	37 months	NA
16	Tata Capital Limited-8507	Term Loan	4,000.00	1,240.64	2,119.14	3,359.78	15.50%	36 months	NA
9	Gaurav Kejriwal	Term Loan	-	36.41	-	36.41	Nil	Payable on Demand	NA
10	Shruti Kejriwal	Term Loan	-	32.27	-	32.27	Nil	Payable on Demand	NA
	Total		**91,479.11**	**46,312.35**	**35,674.86**	**81,987.22**			

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

JAIN VINAY & ASSOCIATES
M.No.403919
FRN No.: 0066-49W
Mumbai
CHARTERED ACCOUNTANTS

Annexure 8: Deferred Tax Assets/Liabilities

(All Figures in Rs '000)

Particulars	Period Ended 31st December, 2025	Year Ended 31st March, 2025	Year Ended 31st March, 2024	Year Ended 31st March, 2023
Deffered Tax Assets & Liabilities Provision				
WDV of FA (Excluding R&D costs) As Per Companies Act 2013	10,626.35	6,728.53	7,852.23	4,154.46
WDV of FA (Excluding R&D costs) As Per Income tax Act	16,771.49	9,116.44	9,163.17	4,433.20
Difference in WDV	**-6,145.14**	**-2,387.91**	**-1,310.94**	**-278.74**
Add/Less :- Gratuity expense as per company books	-495.41	-391.80	531.64	-212.89
Less: 43B disallowance & other timing difference	-	-	-1.60	-72.47
Total Timing Differece	**-6,640.55**	**-2,779.71**	**-780.90**	**-564.10**
Tax Rate as per Income Tax	25.17%	25.17%	25.17%	25.17%
DTA / (DTL) should be at	**1,671.29**	**699.65**	**196.55**	**141.98**
Deffered Tax Assets & Liabilities Summary				
Opening Balance of DTA / (DTL)	699.65	196.55	141.98	472.71
Add: Provision for the Year	971.64	503.10	54.57	-330.72
Closing Balance of DTA / (DTL)	**1,671.29**	**699.65**	**196.55**	**141.98**

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

JAIN VINAY & ASSOCIATES
M.No.403919
FRN No.: 006649W
Mumbai
CHARTERED ACCOUNTANTS

Annexure 9: Restated Statement of Provisions

Particulars	Period Ended 31st December, 2025		Year Ended 31st March, 2025		Year Ended 31st March, 2024		Year Ended 31st March, 2023	
	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term
Provision for employee benefits:								
Provision for Gratuity	2,331.71	1,974.02	1,836.30	1,228.15	1,444.50	764.46	912.86	625.29
Provision for Others :								
Provision For Income Tax (Net of Advance tax)	-	15,956.65	-	7,625.03	-	11,543.78	-	3,997.36
	2,331.71	**17,930.67**	**1,836.30**	**8,853.18**	**1,444.50**	**12,308.24**	**912.86**	**4,622.64**

Note:

Accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

Annexure 9.1: Restated Statement of Provision

The following table sets out the status of the Gratuity Scheme in respect of employees of the Company:

(All Figures in Rs '000)

Particulars	As at 31 December, 2025	As at 31 March, 2025	As at 31 March, 2024	As at 31 March, 2023
Present value of Obligation	2331.71	1836.60	1444.50	912.86
Funding Status	Unfunded	Unfunded	Unfunded	Unfunded
Fund Balance	N.A	N.A	N.A	N.A
Current Liability	495.41	119.72	74.84	52.60
Non Current Liability	1836.60	1716.59	1369.67	860.26

The actuarial assumptions used in accounting for the gratuity plan were as follows:

Particulars	As at 31 December, 2025	As at 31 March, 2025	AS at 31 March, 2024	As at 31 March, 2023
Demographic Assumption:				
Morality Rate	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)
Retirement Age	58	58	58	58
Attrition Rate	10.00%	10.00%	10.00%	10.00%
Upto 30 years	3	3	3	3
From 31 to 44 years	2	2	2	2
More than 44 years	1	1	1	1
Financial Assumption:				
Salary Escalation Rate	5.00%	5.00%	5.00%	5.00%
Discount Rate	7.30%	6.80%	7.00%	7.25%

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

JAIN VINAY & ASSOCIATES ★ CHARTERED ACCOUNTANTS
M.No.403919
FRN No.: 105549W

Annexure 10.1:Trade payables ageing schedule

Note 10.1 : Ageing of Trade Payables

(All Figures in Rs '000)

31st December 2025	Outstanding for following periods from due date of				
	Less than 6 months	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	1,393.59	-	-	-	1,393.59
(ii) Others	16,023.99	347.75	564.45	-	16,936.18
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

31st March 2025	Outstanding for following periods from due date of				
	Less than 6 months	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	939.89	-	-	-	939.89
(ii) Others	9,396.29	25.15	675.41	-	10,096.85
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

31st March 2024	Outstanding for following periods from due date of				
	Less than 6	1-2 years	2-3 years	More than	Total
(i) MSME	698.28	-	-	-	698.28
(ii) Others	3,538.04	951.62	356.63	-	4,846.29
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

31st March 2023	Outstanding for following periods from due date of				
	Less than 6 months	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	362.68	16.39	-	-	379.06
(ii) Others	3,349.03	479.52	206.10	631.11	4,665.77
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Annexure 11: Restated Statement of Other Current Liabilities	As at 31st Dec	FY 2024-25	FY2023-24	FY 2022-23
Statutory Dues Payable	7,229.85	232.18	898.67	1,513.49
Advance from Customers	11,634.40	5,387.63	6,152.42	5,024.32
Other Payables	544.58	253.17	941.51	-
Total	**19,408.83**	**5,872.98**	**7,992.60**	**6,537.81**

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

JAIN VINAY & ASSOCIATES
M.No.403919
FRN No.: 006649W
Mumbai
CHARTERED ACCOUNTANTS

RFS-20

Annexure 12: Restated Statement of Property, Plant and Equipment (Tangible assets & Intangible assets)

(All Figures in Rs '000)

Particulars	Computers & Accessories	Furniture & Fixtures	Office Equipments	Plant & Machinery	Website	Research & Development	Total
Gross block							
Balance as at 31 March 2022	704.51	1,188.87	540.26	5,314.58	-	13,750.20	21,498.42
Additions	46.99	2,071.82	35.99	603.58	148.65	22,470.37	25,377.40
Disposals	-	-	-	-	-	-	-
Balance as at 31 March 2023	751.50	3,260.69	576.25	5,918.17	148.65	36,220.57	46,875.83
Additions	-	-	160.19	5,604.86	-	23,524.70	29,289.74
Disposals	-	-	-	2,600.43	-	-	2,600.43
Balance as at 31 March 2024	751.50	3,260.69	736.43	8,922.60	148.65	59,745.27	73,565.14
Additions	175.85	25.50	213.06	985.34	-	17,101.00	18,500.75
Disposals	-	-	-	-	-	-	-
Balance as at 31 March 2025	927.35	3,286.19	949.49	9,907.94	148.65	76,846.27	92,065.89
Additions	664.21	332.22	82.67	5,183.75	-	5,135.21	11,398.06
Disposals	-	-	-	-	-	-	-
Balance as at 31 December 2025	1,591.57	3,618.41	1,032.16	15,091.69	148.65	81,981.48	1,03,463.95
Accumulated depreciation and amortisation							
Balance as at 31 March 2022	691.79	803.64	352.48	3,788.47	-	2,623.86	8.26
Depreciation charge	9.91	189.00	52.04	576.32	37.16	23,907.93	24,772.35
Deduction/ Adjustment	-	-	-	-	-	-	-
Balance as at 31 March 2023	701.69	992.64	404.52	4,364.78	37.16	26,531.79	33,032.59
Depreciation charge	31.46	587.20	74.56	935.91	27.87	27,450.13	29,107.14
Deduction/ Adjustment	-	-	-	2,190.16	-	-	2,190.16
Balance as at 31 March 2024	733.15	1,579.83	479.08	3,110.53	65.03	53,981.93	59,949.57
Depreciation charge	60.29	442.77	75.56	1,923.93	20.90	6,745.93	9,269.38
Deduction/ Adjustment	-	-	-	-	-	-	-
Balance as at 31 March 2025	793.45	2,022.60	554.64	5,034.46	85.94	60,727.85	69,218.94
Depreciation charge	276.21	262.30	86.07	1,677.74	11.81	5,822.82	8,136.95
Deduction/ Adjustment	-	-	-	-	-	-	-
Balance as at 31 December 2025	1,069.65	2,284.90	640.71	6,712.20	97.75	66,550.67	77,355.89
Net block							
Balance as at 31 March 2022	12.72	385.23	187.77	1,526.12	-	11,126.34	**13,238.19**
Balance as at 31 March 2023	49.81	2,268.05	171.73	1,553.38	111.49	9,688.78	**13,843.24**
Balance as at 31 March 2024	18.35	1,680.85	257.35	5,812.06	83.62	5,763.34	**13,615.57**
Balance as at 31 March 2025	133.91	1,263.58	394.85	4,873.47	62.71	16,118.42	**22,846.95**
Balance as at 31 December 2025	521.91	1,333.50	391.45	8,379.49	50.90	15,430.81	**26,108.06**

JAIN VINAY & ASSOCIATES ★ CHARTERED ACCOUNTANTS ★ M.No.403919 FRN No.: 006649W Mumbai

1. The figures disclosed above are based on the restated summary statement of assets & liabilities of company.

2. The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

Annexure 14: Restated Statement of Loans and advances

Particulars	Period Ended 31st December, 2025		Year Ended 31st March, 2025		Year Ended 31st March, 2024		Year Ended 31st March, 2023	
	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term	Long-term	Short-term
Loan to related parties	-	5,878.34	-	4,393.22	-	-	-	-
Deposits with maturity period is more than 12 months	3,717.38	-	2,332.69	-	1,958.36	-	1,807.42	-
Staff advances	-	0.79	-	44.44	-	70.00	-	-
Other advances	-	-	-	-	20.00	-	2,065.06	-
	3,717.38	**5,879.13**	**2,332.69**	**4,437.67**	**1,978.36**	**70.00**	**3,872.48**	**-**

Note :-
Accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

Annexure 15 : Other Assets

Particulars	Period Ended 31st December, 2025		Year Ended 31st March, 2025		Year Ended 31st March, 2024		Year Ended 31st March, 2023	
	Non Current	Current	Non Current	Current	Non Current	Current	Non Current	Current
Prepaid expense	-	109.45	-	87.93	-	109.41	-	54.51
Advances to suppliers	-	7,910.16	-	9,299.78	-	23,482.04	-	15,364.17
Advances for expenses	-	3,031.53	-	1,402.34	-	1.00	-	130.00
Balance with Government Authorities		5,099.77	-	2,287.18	-	424.80	-	98.04
	-	**16,150.90**	-	**13,077.22**	-	**24,017.25**	-	**15,646.71**

Note :-
1 The figures disclosed above are based on the restated summary statement of assets & liabilities of company.
The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

For HIGHNESS MICROELECTRONICS LIMITED
DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED
DIRECTOR

JAIN VINAY & ASSOCIATES
M.No.403919
FRN No.: 006649W
Mumbai
CHARTERED ACCOUNTANTS

Annexure 16: Restated Statement of Trade Receivables

(All Figures in Rs '000)

31st December 2025	Outstanding for following periods from due date of				
	Less than 6 months	6 to 12 months	1 to 2 year	More than 2 years	Total
(i) Undisputed Trade receivables - considered good	67,729.61	15,478.36	22,640.60	-	1,05,848.56
(ii) Undisputed Trade Receivables - considered doubtful	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-

31st March 2025	Outstanding for following periods from due date of				
	Less than 6 months	6 to 12 months	1 to 2 year	More than 2 years	Total
(i) Undisputed Trade receivables - considered good	19,991.63	22,011.17	3.52	-	42,006.31
(ii) Undisputed Trade Receivables - considered doubtful	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-

31st March 2024	Outstanding for following periods from due date of				
	Less than 6 months	6 to 12 months	1 to 2 year	More than 2 years	Total
(i) Undisputed Trade receivables - considered good	1,481.54	3.52	4.13	-	1,489.19
(ii) Undisputed Trade Receivables - considered doubtful	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-

31st March 2023	Outstanding for following periods from due date of				
	Less than 6 months	6 to 12 months	1 to 2 year	More than 2 years	Total
(i) Undisputed Trade receivables - considered good	184.97	4.13	-	-	189.10
(ii) Undisputed Trade Receivables - considered doubtful	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-

Note :-

The balance of trade receivables includes export receivables overdue for more than 9 months as on balancesheet report date. Management has taken reasonable efforts and is in the process of realising the amounts from its customers in order to comply with the regulations of Foreign Exchange Management Act, 1999. Based on the past experience management is confident that there will be no financial implication in receiving of such amounts.

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

JAIN VINAY & ASSOCIATES
M.No.403919
FRN No.: 006649W
Mumbai
CHARTERED ACCOUNTANTS

Annexure 17: Restated Statement of Inventories

(All Figures in Rs '000)

Particulars	Period Ended 31st December, 2025	Year Ended 31st March, 2025	Year Ended 31st March, 2024	Year Ended 31st March, 2023
Closing Stock				
Raw Material	21,720.22	12,435.37	2,129.77	2,884.80
Work in progress	841.57	1,042.07	1,386.87	
Finsihed goods	48,792.07	43,050.13	34,539.89	10,868.48
	71,353.86	**56,527.56**	**38,056.52**	**13,753.28**

Annexure 18: Restated Statement of Cash and Bank Balances

(All Figures in Rs '000)

Particulars	Period Ended 31st December, 2025	Year Ended 31st March, 2025	Year Ended 31st March, 2024	Year Ended 31st March, 2023
Cash and cash equivalents				
Balances with Banks In Current Accounts	9,009.48	900.30	2,218.72	9.13
Cash in hand	529.76	225.86	396.70	371.57
	9,539.25	**1,126.15**	**2,615.42**	**380.69**

Note :-

The figures disclosed above are based on the restated summary statement of assets & liabilities of company.

The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

JAIN VINAY & ASSOCIATES
M.No.403919
FRN No.: 006649W
Mumbai
CHARTERED ACCOUNTANTS

Annexure 19: Restated Statement of Revenue from operations

(All Figures in Rs '000)

Particulars	Period Ended 31st December, 2025	Year Ended 31st March, 2025	Year Ended 31st March, 2024	Year Ended 31st March, 2023
Revenue from operations				
Sale of products (Domestic)	66,174.87	97,605.18	1,05,863.11	96,077.86
Sale of products (Export)	67,905.58	43,132.64	1,183.11	664.63
Sale of Products (MTT)	7,247.11	-	-	-
	1,41,327.57	**1,40,737.82**	**1,07,046.22**	**96,742.49**

The figures disclosed above are based on the restated summary statement of Profit & Loss of the company .
The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as aDDearine in annexures 1.2.3 & 4 respectively.

Annexure 20: Restated Statement of Other Income

(All Figures in Rs '000)

Particulars	Period Ended 31st December, 2025	Year Ended 31st March, 2025	Year Ended 31st March, 2024	Year Ended 31st March, 2023
Recurring Income				
Discount Received	-	0.03	93.81	0.04
Foreign Exchange Gain & Losses	2,401.42	437.72	-	1,129.19
Sundry Balances W/back	42.23	498.50	349.74	956.00
Interest Received	344.08	44.22	22.63	182.06
Non - Recurring income				
Insurance Claim Received	-	19.80	123.70	62.43
Cancellation / Liquidated damages	-	-	1,507.84	-
Profit on Sale of Motor Car	-	-	789.73	-
	2,787.73	**1,000.29**	**2,887.46**	**2,329.72**
Profit before tax	**42,532.73**	**32,660.11**	**31,621.51**	**6,353.84**
Percentage of other income to profit before tax	**7%**	**3%**	**9%**	**37%**

Note:
1. The classification of 'Other income' as recurring or non-recurring and related or non-related to business activity is based on the current operations and business activities of the Company, as determined by the management.
2. The figures disclosed above are based on the restated summary statement of Profit & Loss of the company .
The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

For HIGHNESS MICROELECTRONICS LIMITED
DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED
DIRECTOR

JAIN VINAY & ASSOCIATES
M.No.403919
FRN No.: 006649W
Mumbai
CHARTERED ACCOUNTANTS

Annexure 21. Cost of Material Consumed & Changes in inventories - FG,WIP & Stock in trade

(All Figures in Rs '000)

Particulars	Year Ended 31st December, 2025	Year Ended 31st March, 2025	Year Ended 31st March, 2024	Year Ended 31st March, 2023
Import Purchases	46,480.32	48,946.46	27,077.78	30,951.83
Domestic Purchases	3,877.49	6,394.71	5,632.82	4,357.78
Custom Duty on Import	4,555.31	6,638.29	3,414.66	2,177.93
Cost of material consumed/Purchases (A)	**54,913.13**	**61,979.46**	**36,125.25**	**37,487.54**
Add - Opening Stock (B)	56,527.56	38,056.52	13,753.28	11,090.48
Less - Closing Stock (C)	71,353.86	56,527.56	38,056.52	13,753.28
Changes in inventories- FG, WIP & stock in trade (B-C)	**-14,826.29**	**-18,471.04**	**-24,303.24**	**-2,662.80**

The figures disclosed above are based on the restated summary statement of Profit & Loss of the company.
The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

Annexure 22: Restated Statement of Employee Benefits Expense

(All Figures in Rs '000)

Particulars	Year Ended 31st December, 2025	Year Ended 31st March, 2025	Year Ended 31st March, 2024	Year Ended 31st March, 2023
Director remuneration	6,300.01	4,382.51	3,600.00	2,640.00
Salaries, wages, bonus etc.	13,742.71	11,405.82	8,072.15	6,524.23
Gratuity *Refer note 9.1	495.41	391.80	531.64	-212.89
ESIC & PF Charges	45.38	304.55	-	-
Staff Welfare	614.80	1,007.86	530.77	525.68
	21,198.29	**17,492.53**	**12,734.57**	**9,477.03**

The figures disclosed above are based on the restated summary statement of Profit & Loss of the company.
The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary

Annexure 23: Restated Statement of Finance Costs

(All Figures in Rs '000)

Particulars	Period Ended 31st December, 2025	Year Ended 31st March, 2025	Year Ended 31st March, 2024	Year Ended 31st March, 2023
Interest expense:				
Interest expense	5,922.36	3,375.05	1,536.10	2,166.44
Other Borrowing Cost	1,678.59	883.68	280.48	333.74
	7,600.95	**4,258.73**	**1,816.59**	**2,500.18**

The figures disclosed above are based on the restated summary statement of Profit & Loss of the company.
The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

JAIN VINAY & ASSOCIATES
M.No.403919
FRN No.: 006649W
Mumbai
CHARTERED ACCOUNTANTS

Annexure 24 (a): Restated Statement of Other Expenses

(All Figures in Rs '000)

Particulars	Period Ended 31st December, 2025	Year Ended 31st March, 2025	Year Ended 31st March, 2024	Year Ended 31st March, 2023
Audit Fees	175.00	250.00	26.50	26.50
Advertisement Expenses	4,280.32	2,923.59	1,260.72	1,042.37
Brokerage & Commission	1,013.75	-	80.24	335.00
Conveyance Expenses	89.86	48.55	347.59	177.90
Courier Charges	46.07	23.35	43.52	96.54
Electricity Charges	113.14	405.08	303.05	207.87
Legal & Professional Charges	1,379.50	3,243.50	410.53	400.68
Professional Tax	2.50	2.50	2.50	2.50
Rent, Rate & Taxes	2,831.10	3,803.20	3,603.67	3,044.01
Telephone Expenses	141.16	327.73	112.25	120.16
Insurance Charges	165.56	328.47	162.23	22.59
Service charges	1,075.75	1,560.08	602.16	302.25
Freight, Forwarding & Transportation Charges	4,527.61	7,047.79	6,327.37	7,664.46
Travelling & Accomodation Expenses	3,374.97	8,212.97	5,540.33	3,569.95
General Expenses	1,316.23	2,185.56	752.79	838.39
Printing, Packing & Stationery Expenses	341.14	386.76	733.66	832.54
Repairs & Maintenance	1,760.72	1,420.26	1,475.05	2,136.69
Vehicle Expenses	197.11	812.13	451.13	301.01
Independent directors sitting fee	582.00	50.00	-	-
Security Charges	431.03	452.05	198.38	-
Foreign Exchange gain & loss	-	-	254.55	-
Statutory Interest, Demand, late fee & penalties				
Interest on Custom Duty	232.58	332.44	8.20	-
Interest on PTRC	2.64	-	0.17	-
Interest on TDS	102.19	15.59	16.81	-
Interest, Penalty & Late Fees on GST	367.62	705.09	113.15	-
Interest on delayed payment to MSME	10.03	12.24	5.32	22.65
	24,559.55	**34,548.94**	**22,831.85**	**21,144.08**

Annexure 24 (b): Details of Auditors remuneration

(All Figures in Rs '000)

Particulars	Period Ended 31st December, 2025	Year Ended 31st March, 2025	Year Ended 31st March, 2024	Year Ended 31st March, 2023
As an Statutory Auditor	175.00	250.00	26.50	26.50
For Others	-	-	-	-
	175.00	**250.00**	**26.50**	**26.50**

The figures disclosed above are based on the restated summary statement of Profit & Loss of the company.
The above statement should be read with the restated summary statement of assets & liabilities, restated statements of Profit & Loss, restated statements of Cashflow statement, significant accounting policies & notes to restated summary statements as appearing in annexures 1,2,3 & 4 respectively.

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

JAIN VINAY & ASSOCIATES ★ CHARTERED ACCOUNTANTS ★ M.No.403919 FRN No.: 006649W Mumbai

Annexure 25: Restated Statement of Accounting and Other Ratios

(All Figures in Rs '000)

Sr.	Particulars	Period Ended 31st December, 2025	Year Ended 31st March, 2025	Year Ended 31st March, 2024	Year Ended 31st March, 2023
A	Net worth, as restated (1)	1,00,280.23	66,180.05	40,954.05	17,074.43
B	Profit after tax, as restated (1)	34,100.18	25,226.00	23,879.62	4,434.85
	Weighted average number of equity shares outstanding during the period/ year	-	-	-	-
C	For Basic/Diluted earnings per share - Weighted average number of equity shares outstanding during the period/ year (before Considering Bonus issue)	10.00	10.00	10.00	10.00
D	For Basic/Diluted earnings per share - Weighted average number of equity shares outstanding during the period/ year (Considering Bonus issue)	3,510.00	3,510.00	3,510.00	3,510.00
	Number of equity shares outstanding at the End of the Period/year Average number of equity shares outstanding during the period/ year	-	-	-	-
E	Average number of equity shares outstanding during the period/ year (before Considering Bonus issue)	10.00	10.00	10.00	10.00
F	Average number of equity shares outstanding during the period/ year (Considering Bonus issue)	3,510.00	3,510.00	3,510.00	3,510.00
	Earnings per share				
G	Basic/Diluted earnings per share before considering Bonus Issue ('Rs) (B/C)	3,410.02	2,522.60	2,387.96	443.49
H	Basic/Diluted earnings per share after considering Bonus Issue (Rs) (B/D)	9.72	7.19	6.80	1.26
I	**Return on Net Worth (%) (B/A*100)**	**34.00%**	**38.12%**	**58.31%**	**25.97%**
J	Net asset value per equity share before considering Bonus Issue ('Rs) (A/E)	10,028.02	6,618.01	4,095.41	1,707.44
K	Net asset value per equity share after considering Bonus Issue ('Rs) (A/F)	28.57	18.85	11.67	4.86
L	Face value of equity shares (R)	10.00	10.00	10.00	10.00
M	Earning Before Interest , Taxes, Depreciation & Amortization (EBITDA)	55,482.89	45,187.93	59,657.78	31,296.65

Notes :-

1) The ratios have been computed in the following manner :

a) Basic and Diluted earnings per share ('Rs) = Restated Profit/ Available to equity shareholders / Weighted avg no ofequity shares outstanding during the period/ year

b) Return on net worth (%) = Restated Profit after Tax / Restated Net worth as at the period/ year

c) Net asset value per share ('Rs) = Restated Net worth as at the period/ year / Total No of Equity shares for the period/Year end

2) The figures disclosed above are based on the Restated Financial Information of the Company.

3) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted for the number of equity shares issued during the period/year multiplied by the time weightage factor. The time weightage factor is the number of days for which the specific shares are outstanding as

4) Net worth for the ratios represents sum of share capital and reserves and surplus (share premium and surplus in the Restated Summary Statement of Profit and Loss).

5) The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company in Annexure 4.

6) Company have issued bonus shares in the ratio of 1:350 before 31st March, 2025

7) Earning Before Interest , Taxes, Depreciation & Amortization (EBITDA) =Profir before Tax + Finance Cost +Depreciation - Other Income

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

JAIN VINAY & ASSOCIATES
M.No.403919
FRN No.: 006649W
Mumbai
CHARTERED ACCOUNTANTS

Annexure 26: Statement of Tax Shelter

(All Figures in Rs '000)

Particulars	December, 2025	March, 2025	March, 2024	March, 2023
Profit before tax, as restated (A)	**42,532.73**	**32,660.11**	**31,621.51**	**6,353.84**
Tax rate (%) (B)	25.17%	25.17%	25.17%	25.17%
Tax expense at nominal rate [C= (A*B)]	**10,704.64**	**8,219.90**	**7,958.50**	**1,599.13**
Timing differences				
Difference in WDV of FA as per books and as per tax	-6,144.94	-2,387.91	-1,310.94	-278.74
Fees paid for increase in authorised share capital		140.00		
Interest on PTRC	2.64	-	0.17	-
Interest on TDS	102.19	15.59	16.81	-
Interest, Penalty & Late Fees on GST	367.62	705.09	113.15	-
Interest on delayed payment to MSME	10.03	12.24	5.32	22.65
Provision for gratuity	495.41	391.80	531.64	212.89
Total timing differences (E)	-5,167.06	-1,123.20	-643.85	-43.20
Deduction under Chapter VI-A (F)				
Net adjustments(G)=(D+E+F)	-5,167.06	-1,123.20	-643.85	-43.20
Brought Forward Loss (ab)	-	-	-	-
Brought Forward Loss (Utilisation)(ac)	-	-	-	-
Carried Forward LossNet Adjustment After Loss Utilisation (H)= (G)+(ac)	-5,167.06	-1,123.20	-643.85	-43.20
Tax impact of adjustments (I)=(H)*(B)	-1,300.45	-282.69	-162.04	-10.87
Tax expenses (Normal Tax Liability) (J= C+I) (derived)	9,404.19	7,937.21	7,796.46	1,588.26
Tax Expenses= Normal Provision of Income Tax	**9,404.19**	**7,937.21**	**7,796.46**	**1,588.26**
Tax paid as per "Normal"provision	Normal	Normal	Normal	Normal

Notes:

1. The above statement is in accordance with Accounting Standard - 22, "Accounting for Taxes on Income" prescribed under Section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2014 (as amended).
2. The permanent/timing differences for the years 31 March 2025 to 2023 have been computed based on the Income-tax returns filed for the respective years after giving adjustments to restatements, if any.
3. Figures for the year ended 31st December, 2025 have been derived from the provisional computation of total income prepared by the Company in line with the final return of income filed for the assessment year 2025-2026 and are subject to any change that may be considered at the time of filing return of income for the assessment year 2026-2027
4. Statutory tax rate includes applicable surcharge, education cess and higher education cess of the year concerned.
5. The above statement should be read with the Statement of Notes to the Financial Information of the Company.

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

JAIN VINAY & ASSOCIATES
M.No.403919
FRN No.: 006649W
Mumbai
CHARTERED ACCOUNTANTS

Annexure 27: Restated Statement of Capitalisation

Particulars	Pre Issue	Post Issue
Borrowings		
Short term	30,401.24	
Long- term (including current maturities) (A)	51,585.98	[-]
Total Borrowings (B)	**81,987.22**	[-]
Shareholders' funds Share capital	35,100.00	[-]
Reserves and surplus	65,180.23	[-]
Total Shareholders' funds (C)	**1,00,280.23**	
Long- term borrowings/ equity* ((A)/(C))	**0.51**	-
Total borrowings / equity* {(B)/(C))	**0.82**	-
* equity= total shareholders' funds		

Notes:

1. Short-term borrowings (excluding current maturities of long term debts) implies borrowings repayable within 12 months from the Balance Sheet date.
2. Long-term borrowings are debts other than short-term borrowings and also includes the current maturities of long-term borrowings (included in Short term borrowing).
3. The above ratios have been computed on the basis of the Restated Summary Statement of Assets and Liabilities of the Company.
4. The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company.

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

JAIN VINAY & ASSOCIATES
M.No.403919
FRN No.: 006649W
Mumbai
CHARTERED ACCOUNTANTS

For the year ended 31/03/2023

(All Figures in Rs '000)

Particulars	Global Business	Gaurav Manjul Kejriwal	Manju Devi Kejriwal	Manjul Kumar Kejriwal
Balance As on 01/04/2022	127.45	63.74	1,072.57	1,041.53
Expenses Paid	-	-	-	-
Sales ot Goods	3,239.10	-	-	-
Purchase of Goods	-	-	-	-
Remuneration	-	-	-	-
Receipts/Credits	3,345.00	240.00	1,200.00	1,200.00
Payments/Debits	139.66	2,485.00	-	-
Closing Balance as 31/03/2023	127.45	3,331.20	1,135.46	1,772.65
		63.74	1,072.57	1,041.53

Annexure 29: Additional Notes

A) The title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.

B) The Company does not have any investment property.

C) The Company has not revalued its Property, Plant and Equipment and Intangible assets.

D)There are loans or advances in the nature of loans are granted to Promoters, Directors, KMPs and their related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are outstanding as on 31 December 2025:

(i) repayable on demand and ,

(ii) with specifying terms or period of repayment.

F) The company is not declared willful defaulter by any bank or financial institution or other lender.

G) The company has not undertaken any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

H) No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.

I) The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the undrstanding (whether recorded in writing or otherwise) that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (Ultimate Beneficiaries) by or on behalf of the company or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

J) The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever (Ultimate Beneficiaries) by or on behalf of the Funding Party or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

K) No transactions has been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961. There are no such previously unrecorded income or related assets.

L) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

JAIN VINAY & ASSOCIATES
M.No.403919
FRN No.: 006649W
Mumbai
CHARTERED ACCOUNTANTS

Annexure 28: Restated Statement of Related party transaction

Disclosures of Related Party Transactions (as per AS-18):

Sr. No.	Description of Relationsh	Name of related person
1	Enterprises over which Key Management Personnel exercise significant influence	Global Business
2	Managing Director	Gaurav Manjul Kejriwal
3	Whole time Director	Shruti Gaurav Kejriwal
4	Company Secretary	Preeti Paresh Rathi
5	CFO	Mayurkumar Laxmidas Gori
6	Non Executive director	Manjulkumar Kejriwal
7	Relative of Director	Manjudevi Kejriwal

For the year ended 31/12/2025

(All Figures in Rs '000)

	Gaurav Manjul Kejriwal	Shruti Gaurav Kejriwal	Preeti Paresh Rathi	Mayurkumar Laxmidas Gori
Balance As on 01/04/2025	**2,806.22**	**446.86**	**62.00**	-
Expenses Paid	-	-	-	-
Sales of Goods	-	-	-	-
Purchase of Goods	-	-	-	-
Remuneration	4,500.00	1,800.00	558.00	463.82
Receipts/Credits	252.01	-	-	-
Payments/Debits	10,974.27	3,155.37	558.00	367.11
Advance	1,421.56	63.50	-	-
Closing Balance as 31/12/2025	**-4,837.59**	**-972.01**	**62.00**	**96.71**

For the year ended 31/03/2025

(All Figures in Rs '000)

Particulars	Global Business	Gaurav Manjul Kejriwal	Manju Devi Kejriwal	Manjul Kumar Kejriwal	Shruti Gaurav Kejriwal	Preeti Paresh Rathi
Balance As on 01/04/2024	127.45	879.35	133.42	187.07	-	-
Expenses Paid	-	-	-	-	-	-
Sales of Goods	-	-	-	-	-	-
Purchase of Goods	-	-	-	-	-	-
Remuneration	-	2,462.51	400.00	800.00	720.00	185.81
Receipts/Credits		5,127.11	566.25	270.05	425.29	-
Payments/Debits	127.45	9,115.19	1,099.67	1,257.12	1,639.21	123.81
Advance	-	3,452.44	-	-	940.78	-
Closing Balance as 31/03/2025	-	**2,806.22**	-	-	**446.86**	**62.00**

For the year ended 31/03/2024

(All Figures in Rs '000)

Particulars	Global Business	Gaurav Manjul Kejriwal	Manju Devi Kejriwal	Manjul Kumar Kejriwal
Balance As on 01/04/2023	127.45	**63.74**	**1,072.57**	**1,041.53**
Expenses Paid	-	-	-	-
Sales of Goods	-	-	-	-
Purchase of Goods	-	-	-	-
Remuneration	-	1,200.00	1,200.00	1,200.00
Receipts/Credits	-	4,625.50	70.00	-
Payments/Debits	-	5,009.89	2,209.16	2,241.53
Closing Balance as 31/03/2024	**127.45**	**879.35**	**133.42**	**187.07**

JAIN VINAY & ASSOCIATES ★ CHARTERED ACCOUNTANTS ★ M.No.403919 FRN No.: 006649W Mumbai

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

Annexure 30: Restated Statement of Ratios

(All Figures in Rs '000)

Sr. No.	Ratio	Numerator					Denominator					Ratio as on				Reason (If variation is more than 25%)
		Particulars	31-Dec-25	31-Mar-25	31-Mar-24	31-Mar-23	Particulars	31-Dec-25	31-Mar-25	31-Mar-24	31-Mar-23	31-Dec-25	31-Mar-25	31-Mar-24	31-Mar-23	Between 31/12/25 & 31/03/25
1	Current Ratio	Current Assets	2,08,771.70	1,17,174.91	66,248.39	29,969.78	Current Liabilities	1,01,981.62	53,504.98	36,021.22	29,119.95	2.05	2.19	1.84	1.03	-6.52%
2	Debt Equity Ratio	Total Liabilities	81,987.22	49,274.93	13,794.91	13,634.92	Shareholder's Equity	1,00,280.23	66,180.05	40,954.05	17,074.43	0.82	0.74	0.34	0.80	9.81%
3	Debt Service Coverage Ratio	Net Operating Income	42,237.12	34,495.38	52,986.76	29,207.20	Debt Service	7,600.95	4,258.73	1,816.59	2,500.18	5.56	8.10	29.17	11.68	-31.40%
4	Return on Equity Ratio	Profit for the period	34,100.18	25,226.00	23,879.62	4,434.85	Avg. Shareholders Equity	83,230.14	53,567.05	29,014.24	14,857.01	0.41	0.47	0.82	0.30	-13.00%
5	Inventory Turnover Ratio	Cost of Goods sold	40,086.83	43,508.42	11,822.02	34,824.73	Average Inventory	63,940.71	47,292.04	25,904.90	12,421.88	0.63	0.92	0.46	2.80	-31.85%
6	Trade Receivables Turnover Ratio	Net Credit Sales	1,41,327.57	1,40,737.82	1,07,046.22	96,742.49	Average Trade Receivables	73,927.44	21,747.75	839.15	113.02	1.91	6.47	127.57	855.99	-70.46%
7	Trade Payables Turnover Ratio	Total Purchases	54,913.13	61,979.46	36,125.25	37,487.54	Average Trade Payables	14,683.26	8,290.66	5,294.70	5,283.65	3.74	7.48	6.82	7.10	-49.97%
8	Net Capital Turnover Ratio	Net Sales	1,41,327.57	1,40,737.82	1,07,046.22	96,742.49	Average Working Capital	85,230.01	46,948.55	15,538.50	4,991.15	1.66	3.00	6.89	19.38	-44.68%
9	Net Profit Ratio	Net Profit	34,100.18	25,226.00	23,879.62	4,434.85	Net Sales	1,41,327.57	1,40,737.82	1,07,046.22	96,742.49	24.13%	17.92%	22.31%	4.58%	34.61%
10	Return on Capital employed	EBIT	50,133.68	36,918.84	33,438.09	8,854.02	Capital Employed	1,35,955.09	87,712.91	44,573.15	17,794.68	0.37	0.42	0.75	0.50	-12.39%
11	Return on Investment	Return/Profit/Earnings	-	-	-	-	Investment	-	-	-	-	NA	NA	NA		NA
12	Basic EPS	Net profit for the year	34,100.18	25,226.00	23,879.62	4,434.85	Equity shares (reinstated post bonus)	3,510.00	3,510.00	3,510.00	3,510.00	9.72	7.19	6.80	1.26	
13	Diluted EPS	Net profit for the year	34,100.18	25,226.00	23,879.62	4,434.85	Equity shares (reinstated post bonus)	3,510.00	3,510.00	3,510	3,510	9.72	7.19	6.80	1.26	-

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

JAIN VINAY & ASSOCIATES
M.No.403919
FRN No.: 006649W
Mumbai
CHARTERED ACCOUNTANTS

Annexure 30: Restated Statement of Ratios

Sr. No.	Particulars	Ratio as on 31-Dec-25	31-Mar-25	31-Mar-24	31-Mar-23	Reason (If variation is more than 25%) Between 31/12/25 & 31/03/25	Reasons	Reason (If variation is more than 25%) Between 31/03/25 & 31/03/24	Reasons	Reason (If variation is more than 25%) Between 31/03/24 & 31/03/23	Reasons
1	Current Ratio	2.05	2.19	1.84	1.03	-6.52%		19.08%		78.70%	Increase in Debtors & Inventories for the year
2	Debt Equity Ratio	0.82	0.74	0.34	0.80	9.81%		121.04%	Increase in borrowing	-57.82%	Decrease in borrowing due to repayment of loans
3	Debt Service Coverage Ratio	5.56	8.10	29.17	11.68	-31.40%		-72.23%	Increase in interest costs due to increased borrowings	149.69%	Improvement in debt service due to increased operating income with lower debt
4	Return on Equity Ratio	0.41	0.47	0.82	0.30	-13.00%		-42.78%	Increase in shareholders equity due to bonus shares	175.72%	Increase in ROE due to increase in profits
5	Inventory Turnover Ratio	0.63	0.92	0.46	2.80	-31.85%	Ratios not comparable due to difference in reporting periods	101.59%	Increase in COGS due to higher inventory	-83.72%	Decrease in inventory.
6	Trade Receivables Turnover Ratio	1.91	6.47	127.57	855.99	-70.46%		-94.93%	Increase in credit sale compared to previous period	-85.10%	Increase in credit sale as compared to previous year.
7	Trade Payables Turnover Ratio	3.74	7.48	6.82	7.10	-49.97%		9.57%		-3.84%	
8	Net Capital Turnover Ratio	1.66	3.00	6.89	19.38	-44.68%		-56.49%	Increase in Working capital due to higher Debtors & Inventories	-64.46%	Increase in working capital as compared to previous year.
9	Net Profit Ratio	24.13%	17.92%	22.31%	4.58%	34.61%		-19.65%		386.62%	Increase in profit compared to previous period
10	Return on Capital employed	0.37	0.42	0.75	0.50	-12.39%		-43.89%	Increase in capital employed compared to EBIT	50.77%	Increase in EBIT year on year
11	Return on Investment	NA	NA	NA		NA		NA		NA	
12	Basic EPS	9.72	7.19	6.80	1.26				Increase in EPS compared to previous period		Increase in EPS compared to previous period
13	Diluted EPS	9.72	7.19	6.80	1.26						

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

RFS-33

JAIN VINAY & ASSOCIATES
M.No.403919
FRN No.: 006649W
Mumbai
CHARTERED ACCOUNTANTS

Notes to the financial statements for the year ended December 31, 2025

1. Corporate Information

Highness Microelectronics Private Limited was incorporated on September 06, 2007 vide Registration Number 173854. The Company is principally engaged in the Design, Development, Integration, Assembly and Manufacture of Digital-Imaging Solutions.

The Company is domiciled in India and its registered office is at Office No. 1C3, Gundecha Onclave, Wing C and D, Kherani Road, First Floor, Opp. Post Office, Mumbai- 400072 (Corporate Identification Number: U72900MH2007PLC173854).

2. Significant accounting policies

2.1 Basis for preparation of financial statements

a) The financial statements have been prepared to comply in all material aspects with the applicable accounting principles generally accepted in India, the accounting standards issued by the Institute of Chartered Accountants of India to the extent applicable and as per the Accounting Standards prescribed in the Companies (Accounting Standards) Rules, 2014 issued by the Central Government in consultation with the National Advisory Committee on Accounting Standards (NACAS) and the relevant provisions of the Companies Act, 2013.

b) Accounting Policies not specifically referred to otherwise are in consonance with prudent accounting principles.

c) The financial statements are prepared in accordance with the historical cost convention.

2.2. Revenue recognition

a) Sales are accounted when significant risk and rewards are passed on to the customer. Sales are accounted net of excise duty.

b) Interest income is accounted on a time proportion basis taking into account the amounts invested and the rate of interest.

c) Dividend incomes on investments are accounted for when the right to receive the payment is established.

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

JAIN VINAY & ASSOCIATES
M.No.403919
FRN No.: 006649W
Mumbai
CHARTERED ACCOUNTANTS

2.3 Use of Estimates

The preparation of financial statements in conformity with the generally accepted accounting principles ('GAAP') requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

2.4 Expenditure

Expenses are accounted for on accrual basis and provision is made for all known losses and liabilities.

2.5 Translation of Foreign Currency Items

Transactions in foreign currencies are translated into Indian Rupees (INR) at RBI reference rate of exchange ruling on the date of the transactions.

Gains or losses resulting from foreign currency transactions are taken to the income statement.

2.6 Property, Plants & Equipment's

All Property, Plants & Equipment's are stated at cost less accumulated depreciation and impairment losses, if any. Cost includes freight, duties, taxes and incidental expenses related to the acquisition of the fixed assets. When the asset is scraped or otherwise disposed-off, the cost and related accumulated depreciation are removed from the books of accounts and resultant profit or loss, if any, is reflected in the Statement of Profit & Loss.

Intangible Assets -

The Company operates in the microelectronics industry and procures new enclosure designs, software files, layouts and technical specifications which form the basis for production of LED panels, backlights, controller boards and other electronic products for specific customers. Costs incurred towards such activities are in the nature of development costs and meet the recognition criteria of an intangible asset as per applicable accounting standards. Accordingly, these costs are capitalised as **Intangible Assets – Research and Development Costs**.

As per companies act such costs are amortised to Statement of Profit and Loss over a useful life period of four years or in proportion to the revenue is generated against the related contracts, as and when such revenue is recognised, in accordance with AS 9 – Revenue Recognition and matching principle.

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

JAIN VINAY & ASSOCIATES
M.No.403919
FRN No.: 006649W
Mumbai
CHARTERED ACCOUNTANTS

2.7 Depreciation

Depreciation is provided on the written down value method over the useful life of assets in the manner specified under Part C of Schedule II of the Companies Act, 2013. Assets acquired prior to 1st April, 2015, the carrying amount as on 1st April, 2015 is depreciated over the remaining useful life based on evaluation. Depreciation on additions during the year is provided on pro-rate basis from the date of addition.

Nature Of Asset	Useful life as per Companies Act	Useful life as per company
Computer	3	3
Furniture & Fixture	10	10
Office Equipment	10	10
Plant & Machinery	8	8
Intangible Assets	4	4

2.8 Impairment of Assets

The management periodically accesses, using internal sources, whether there is an indication that an asset may be impaired. An impairment occurs where the carrying value exceeds the present value of future cash flows expected to arise from the continuing use of assets and its eventual disposal. The impairment loss to be expensed is determined as the excess of carrying amount over the higher of the assets net sales price or present value as determined above.

2.9 Investments

Non-current investments are stated at cost. Provision for diminution is made to recognize a decline, other than temporary, in the value of Non-current investments.

2.10 Inventories

Inventories, stores and spares are valued at cost or net realizable value, whichever is lower. Cost is arrived at on First-In-First-Out (FIFO) basis.

For HIGHNESS MICROELECTRONICS LIMITED
DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED
DIRECTOR

JAIN VINAY & ASSOCIATES
M.No.403919
FRN No.: 005649W
Mumbai
CHARTERED ACCOUNTANTS

2.11 Retirement benefits to employees

a. Defined benefit plan

The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation at each Balance Sheet date using the projected unit credit method. The Company recognizes the net obligation of the gratuity plan in the Balance Sheet as an asset or liability, respectively in accordance with Accounting Standard (AS) 15, 'Employee Benefits'.

b. Defined Contribution plan

Eligible employees of Highness Microelectronics Ltd receive benefits from provident funds which is a defined benefit plan. Both eligible employee & company make monthly contributions to provident fund.

2.12 Taxation

Income Tax expense comprises of current tax and deferred tax charge or credit. Deferred Tax resulting from timing differences between book profit and tax profit is accounted for under the liability method, at the current rate of tax, to the extent that the timing difference is expected to crystallize & accounted as per AS - 22

2.13 Contingent liabilities

The company creates a provision when there is a present obligation as a result of past event that probably requires an outflow of resources & reliable estimate.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognized in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognized in the period in which the change occurs.

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

VINAY & ASSOCIATES M.No.403919 FRN No.: 006649W Mumbai CHARTERED ACCOUNTANTS

Accordingly, the company discloses contingent liability for following -

The Company obtained registration under the Employees' State Insurance Act, the Employees' Provident Fund Act and the Professional Tax Act with effect from October 2024. Statutory contributions have been deposited from that date onwards. The Company has not recognised any liability in respect of periods prior to October 2024, as the same has not been quantified and reliable measurement is not presently possible however exposure for earlier periods cannot be ruled out. Accordingly, the same has been disclosed as a contingent liability, without quantification.

Particulars	Year Ended 31st December, 2025	Year Ended 31st March, 2025	Year Ended 31st March, 2024	Year Ended 31st March, 2023
Claims against the Company not acknowledged as debt Custom Duty saved on import of Capital Goods under EPCG Scheme	-	-	-	-
Bank Guarantees Indirect Tax Liability	-	-	-	-
Amount of Capital Commitments	-	-	-	-
Corporate Guarantee Given by Company	-	-	-	-
	-	-	-	-

2.14 Cash and Cash Equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash in hand, cash at bank, deposits with banks and other short-term investments with an original maturity of three months or less.

2.15 Miscellaneous Expenditure

Preliminary expenses are charged to profit and loss account over a period of five years.

2.16 Cash Flow Statement

Based on AS-3 Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated based on the available Information.

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

VIJAY VINAY & ASSOCIATES M.No.403919 FRN No.: 006649W Mumbai CHARTERED ACCOUNTANTS

2.17 Earnings Per Share

Basic EPS per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for effects of all dilutive potential equity shares.

27. Closing Balance Confirmation

All the debtors, creditors, loans and advances, deposits are subject to confirmation.

In the opinion of the management, the current assets, loans and advances are approximately of the value stated, if realized in the ordinary course of the business, except otherwise stated and there is no contingent liability other than stated above.

28. Micro, Small and Medium Enterprise Development Act, 2006 ('the Act')

The Company has initiated the process of identification of 'suppliers' registered under the Micro, Small and Medium Enterprises Development ('MSMED') Act, 2006, by obtaining confirmations from all suppliers. The Company has disclosed MSME sundry creditors based on such confirmations received from creditors about their status under MSMED Act, 2006.

Disclosure of dues to Micro and Small Enterprises as required under the MSMED Act, 2006

Amounts (In Rs. '000)

Particulars	Period Ended 31st December, 2025	Year Ended 31st March, 2025	Year Ended 31st March, 2024	Year Ended 31st March, 2023
(a) Principal amount remaining unpaid as at the end of the year	1,006.13	693.74	670.30	356.41
(b) Interest due on the above amount	10.03	12.24	5.32	22.65
(c) Interest paid during the year	0	0	0	0
(d) Interest payable for the year	10.03	12.24	5.32	22.65
(e) Interest accrued and remaining unpaid	40.21	27.97	22.65	0
(f) Further interest due and payable in succeeding years	50.24	40.21	27.97	22.65

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

JAIN VINAY & ASSOCIATES
M.No.403919
FRN No.: 006649W
Mumbai
CHARTERED ACCOUNTANTS

29. Managerial Remuneration

(Amounts in Rs. '000)

Particulars	31 December 2025 (Rupees)	31 March 2025 (Rupees)	31 March 2025 (Rupees)	31 March 2025 (Rupees)
Director's Salary	6,300.01	4,382.51	3,600.00	2,640.00

30. Disclosure of Deferred Tax

Deferred tax asset of Rs. 971.64/- for current period (FY 2024-25 Deferred tax Asset of Rs 503.10/- & FY 2023-24 Deferred Tax Liability of Rs. 54.57/- & FY 2022-23 Rs. Deferred tax liability of Rs.330.72) is provided as per working, being timing difference as per books and as per Income Tax Act.

31. Disclosures of Related Party Transactions (as per AS-18):

Sr. No.	Description of Relationship	Name of related person
1	Enterprises over which Key Management Personnel exercise significant influence	Global Business
2	Managing Director	Gaurav Manjul Kejriwal
3	Whole time Director	Shruti Gaurav Kejriwal
4	Company Secretary	Preeti Paresh Rathi
5	CFO	Mayurkumar Laxmidas Gori
6	Non Executive director	Manjulkumar Kejriwal
7	Relative of Director	Manjudevi Kejriwal

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

JAIN VINAY & ASSOCIATES
M.No.403919
FRN No.: 006649W
Mumbai
CHARTERED ACCOUNTANTS

Highness Microelectronics Limited

Regd. Add.: Office No. 1C3, Gundecha Onclave, Wing C and D, Kherani Road, First Floor, Opp. Post Office, Mumbai - 400072

Details of related party transactions during the year beginning 1st April 2025 and balances outstanding as on 31st December, 2025:

(Amounts in Rs. '000)

	Gaurav Manjul Kejriwal	Shruti Gaurav Kejriwal	Preeti Paresh Rathi	Mayurkumar Laxmidas Gori
Balance As on 01/04/2025	**2,806.22**	**446.86**	**62.00**	-
Expenses Paid	-	-	-	-
Sales of Goods	-	-	-	-
Purchase of Goods	-	-	-	-
Remuneration	4,500.00	1,800.00	558.00	463.82
Receipts/Credits	252.01	-	-	-
Payments/Debits	10,974.27	3,155.37	558.00	367.11
Advance	1,421.56	63.50	-	-
Closing Balance as 31/12/2025	**(4,837.59)**	**(972.01)**	62.00	96.71

All related party transactions were carried out in the ordinary course of business and on an arm's length basis. Receipts/Credits & Payments/Debit contain payments & receipts which are reimbursable in nature.

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

JAIN VINAY & ASSOCIATES ★ CHARTERED ACCOUNTANTS ★ M.No.403919 FRN No.: 006649W Mumbai

Highness Microelectronics Limited

Regd. Add.: Office No. 1C3, Gundecha Onclave, Wing C and D, Kherani Road, First Floor, Opp. Post Office, Mumbai - 400072

Details of related party transactions during the year ended 31 March, 2024 and balances outstanding as at 31 March, 2025:

(Amounts in Rs. '000)

	Global Business	Gaurav Kejriwal	Manju Devi Kejriwal	Manjul Kumar Kejriwal	Shruti Gaurav Kejriwal	Preeti Rathi
Balance As on 01/04/2024	**127.45**	**879.35**	**133.42**	**187.07**		
Expenses Paid						
Sales of Goods						
Purchase of Goods						
Remuneration	-	2,462.51	400.00	800.00	720.00	185.81
Receipts/Credits		5,127.11	566.25	270.05	425.29	-
Payments/Debits	127.45	9,115.19	1,099.67	1,257.12	1,639.21	123.81
Advance	-	3,452.44	-	-	940.78	-
Closing Balance as 31/03/2025	**-**	**2,806.22**	**-**	**-**	**446.86**	**62.00**

Mrs. Manjudevi Kejriwal resigned from the office of Director with effect from 1st August 2024 and Mr. Manjul Kumar Kejriwal resigned from the office of Director with effect from 27th November 2024. Payments made to them post cessation from office represent past dues outstanding and reimbursements of expenses incurred on behalf of the Company, repaid in cash/kind. Further, Mr. Manjul Kumar Kejriwal has been appointed as an Non executive Director of the Company with effect from 27th March 2025.

Details of related party transactions during the year ended 31 March, 2023 and balances outstanding as at 31 March, 2024:

(Amounts in Rs. '000)

Particulars	**Global Business**	**Gaurav Kejriwal**	**Manju Devi Kejriwal**	**Manjul Kumar Kejriwal**
Balance As on 01/04/2023	**127.45**	**63.74**	**1,072.57**	**1,041.53**
Expenses Paid	-	-	-	-
Sales ot Goods	-	-	-	-
Purchase of Goods	-	-	-	-
Remuneration	-	1,200.00	1,200.00	1,200.00
Receipts/Credits	-	4,625.50	70.00	-
Payments/Debits	-	5,009.89	2,209.16	2,241.53
Closing Balance as 31/03/2024	**127.45**	**879.35**	**133.42**	**187.07**

JAIN VINAY & ASSOCIATES ★ CHARTERED ACCOUNTANTS M.No.403919 FRN No.: 006649W Mumbai

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

Details of related party transactions during the year ended 31 March, 2022 and balances outstanding as at 31 March, 2023:

(Amounts in Rs. '000)

Particulars	Global Business	Gaurav Kejriwal	Manju Devi Kejriwal	Manjul Kumar Kejriwal
Balance As on 01/04/2022	**127.45**	**63.74**	**1,072.57**	**1,041.53**
Expenses Paid	-	-	-	-
Sales of Goods	3,239.10	-	-	-
Purchase of Goods	-	-	-	-
Remuneration	-	240.00	1,200.00	1,200.00
Receipts/Credits	3,345.00	2,485.00	-	-
Payments/Debits	139.66	3,331.20	1,135.46	1,772.65
Closing Balance as 31/03/2023	**127.45**	**63.74**	**1,072.57**	**1,041.53**

32. Expenditure & Earnings in foreign Currency

(a) Foreign Exchange Earnings (All figures in Rs. '000)

Particulars	31-Dec-25	31-Mar-25	31-Mar-24	31-Mar-23
Export sales (FOB value)	67,905.58	43,132.64	1,183.11	664.63

(b) Foreign Exchange Expenditure (All figures in Rs. '000)

Particulars	31-Dec-25	31-Mar-25	31-Mar-24	31-Mar-23
Purchases (CIF basis)	46,480.32	48,946.46	27,077.78	30,951.83
Research & Development expenses	5,135.21	17,101.00	23,524.70	22,470.37
Advances to suppliers	2,146.82	3,310.59	5,763.34	-

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

JAIN VINAY & ASSOCIATES CHARTERED ACCOUNTANTS M.No.403919 FRN No.: 006649W Mumbai

33. Auditors Remuneration

(All figures in Rs. '000)

Particulars	31 December 2025 (Rupees)	31 March 2025 (Rupees)	31 March 2024 (Rupees)	31 March 2023 (Rupees)
As an Statutory Auditor	175.00	250.00	26.50	26.50
For Others	Nil	Nil	Nil	Nil

34. Ratio Analysis

As per annexure 30

35. Segment Reporting

The Company is primarily engaged in a single business segment, namely the design, development, integration, assembly and manufacture of digital imaging solutions.

Based on the nature of business activities and the manner in which the management reviews the operating performance, the Company has identified only one reportable segment in accordance with the applicable accounting standards. Accordingly, no separate segment information has been disclosed.

36.Gratuity Details based on Actuarial valuation

(All figures in Rs. '000)

Particulars	As at 31 December, 2025	As at 31 March, 2025	As at 31 March, 2024	As at 31 March, 2023
Present value of Obligation	2331.71	1836.60	1444.50	912.86
Funding Status	Unfunded	Unfunded	Unfunded	Unfunded
Fund Balance	N.A	N.A	N.A	N.A
Current Liability	495.41	119.72	74.84	52.60
Non Current Liability	1836.60	1716.59	1369.67	860.26

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

JAIN VINAY & ASSOCIATES ★ CHARTERED ACCOUNTANTS ★
M.No.403919
FRN No.: 006649W
Mumbai

The actuarial assumptions used in accounting for the gratuity plan were as follows:

Particulars	As at 31 December, 2025	As at 31 March, 2025	As at 31 March, 2025	As at 31 March, 2025
Demographic Assumption:				
Morality Rate	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)
Retirement Age	58	58	58	58
Attrition Rate	10.00%	10.00%	10.00%	10.00%
Upto 30 years	3	3	3	3
From 31 to 44 years	2	2	2	2
More than 44 years	1	1	1	1
Financial Assumption:				
Salary Escalation Rate	5.00%	5.00%	5.00%	5.00%
Discount Rate	7.30%	6.80%	7.00%	7.25%

37. Additional Disclosures

i. Details of Benami Property held

The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

ii. Relationship with Struck off Companies

The Company do not have any transactions with struck off companies under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

iii. Registration of charges or satisfaction with Registrar of Companies

The Company do not have any charges or satisfaction which is yet to be registered with Registrar of Companies (ROC) beyond the statutory period.

iv. Wilful defaulter

The Company has not been declared a wilful defaulter by any bank or financial institution or other lender (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

v. Undisclosed Income

The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

SHAH VINAY & ASSOCIATES ★ CHARTERED ACCOUNTANTS ★ M.No.403919 FRN No.: 006649W Mumbai

vi. Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

vii. Information relating to other matters:

a) **Export Sales Proceeds** - Trade receivables include export sales made to a single debtor party in aircraft industry - "Aerohaste LLC FZ" . Sales constituting ₹2,61,61,168/- were made in September 2024 & ₹1,54,36,080 in the month of March 25 out of which only ₹48,22,155 was realized & balance of ₹3,67,75,093/- remains outstanding as on December 31,2025. Overdue for sales executed in September 24 month are beyond the timeline prescribed under the Foreign Exchange Management Act, 1999. The management team was in discussion with debtor party to resolve technical hurdles in collection of receipt & expects to realize the same in current FY. Post balance sheet date but before audit report collection of Rs. 66,66,530/- has been received to the company. Based on positive outcome , management discussions & internal assessment, the receivable is carried at its full value.

b) Information with regard to other matters specified in Schedule III to the Act is either nil or not applicable to the Company for the year.

viii. Previous year figures have been regrouped / rearranged wherever necessary to make them comparable with the current year's figures.

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

For HIGHNESS MICROELECTRONICS LIMITED

DIRECTOR

JAIN VINAY & ASSOCIATES
M.No.403919
FRN No.: 006649W
Mumbai
CHARTERED ACCOUNTANTS

FINANCIAL INFORMATION

For Details on other financial information please refer to "Ratios" under the chapter titled Financial Statements as Restated beginning on page 214 of this Red Herring Prospectus.

This space has been left blank intentionally

CAPITALISATION STATEMENT

For Details on "Capitalisation statement" please refer to "Capitalisation statement" under the chapter titled Financial Statements as Restated beginning on page 214 of this Red Herring Prospectus.

This space has been left blank intentionally.

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

You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in the Red Herring Prospectus. You should also read the section entitled "Risk Factors" beginning on page 28*, which discusses several factors, risks and contingencies that could affect our financial condition and results of operations. The following discussion relates to our Company and is based on our restated financial statements, which have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI Regulations. Portions of the following discussion are also based on internally prepared statistical information and on other sources. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year ("Fiscal Year") are to the twelve-month period ended March 31 of that year.*

The financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditors dated February 17, 2026 which is included in this Red Herring Prospectus under the section titled *"Financial Statement as Restated"* beginning on page 214 of this Red Herring Prospectus. The restated financial statements have been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. We do not provide a reconciliation of our restated financial statements to US GAAP or IFRS and we have not otherwise quantified or identified the impact of the differences between Indian GAAP and U.S. GAAP or IFRS as applied to our restated financial statements.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under "*Risk Factors*" and "*Forward Looking Statements*" beginning on pages 28 and 19 respectively, and elsewhere in this Red Herring Prospectus Accordingly, the degree to which the financial statements in this Red Herring Prospectus will provide meaningful information depend entirely on such potential investor's level of familiarity with Indian accounting practices. Please also refer to section titled *"Certain Convention use of financial information and market data and currency of presentation"* beginning on page 17 of this Red Herring Prospectus.

BUSINESS OVERVIEW

Our company was originally incorporated on September 6, 2007, as a private limited company under the name and style of 'Highness Micro Electronics Private Limited', under the provisions of the Companies Act, 1956, pursuant to a certificate of incorporation issued by the Registrar of Companies, Mumbai. Further, pursuant to a resolution passed by our shareholders in its meeting held on February 8, 2008, the name of our company was changed to 'Highness Microelectronics Private Limited' and a fresh certificate of incorporation dated March 5, 2008, was issued by the Registrar of Companies, Mumbai. Subsequently, our company was converted into a public limited company pursuant to a resolution passed by the shareholders in an extraordinary general meeting held on August 31, 2024, and the name of our company was changed to 'Highness Microelectronics Limited' vide fresh certificate of incorporation dated November 11, 2024, was issued by the Registrar of Companies, Central Processing Centre. The corporate identification number of our company is U72900MH2007PLC173854.

Highness Microelectronics Limited is an ISO 9001:2015 and ISO 13485:2016 certified Company, specializing in the Design, Develop, Integrate, Assemble & Manufacture Digital-Imaging solutions. Our company offers in two main categories namely '***Products'*** & '***Market Specific solutions / project'***.

For more details, please refer chapter titled "*Our Business*" beginning on page 127 of this Red Herring Prospectus.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE PERIOD ENDED DECEMBER 31, 2025

As per mutual discussion between the Board of the Company and BRLM, in the opinion of the Board of the Company there have not arisen any circumstances since the date of the last financial statements as disclosed in the Red Herring Prospectus and which materially and adversely affect or is likely to affect within the next twelve months except as follows:

- Our Company has received In-principle approval from BSE Limited for listing of shares on December 30, 2025.
- Our Company has approved the Addendum to Draft Red Herring Prospectus vide resolution in the Board Meeting dated December 26, 2025.
- Our board in the board meeting dated February 12, 2026, has approved the audited financial statements for the Period ended December 31st, 2025.
- Our board in the board meeting dated February 17, 2026, has approved the Restated financial statements for the Period ended December 31st, 2025 and for the Financial Year ended on March 31, 2025, March 31, 2024, and March 31, 2023.
- The Board of Directors of our Company, in its meeting held on September 20, 2025, approved the Restated Financial Statements of our company for the Financial Year ended on March 31, 2025, March 31, 2024, and March 31, 2023.
- The Board of directors of our company, in its meeting held on September 09, 2025, has approved the audited financial statements for the financial years ending March 31, 2025.
- The Board of Directors of our Company, in its meeting held on September 09, 2025, approved and adopted various policies such as identification of material group companies, material outstanding litigations and material dues to creditors in accordance with the disclosure requirements under the SEBI ICDR Regulations.
- The Board of Directors of our Company has appointed M/s S J Kumar & Associates, Company Secretaries as Practicing Company Secretary for issuing Secretarial Due Diligence Report (Search Report) in respect of Initial Public offer of our company at their meeting held on September 09, 2025.
- The Board of Directors of our Company has approved and passed board resolution to raise the funds by way of Initial Public Offering and offer for Sale vide resolution passed at their Meeting held on September 09, 2025.
- The Shareholders of our Company has approved and passed special resolution to raise the funds by way of Initial Public Offering and offer for Sale vide special resolution passed at the Annual General Meeting held on September 09, 2025.
- The shareholders of our Company, at the Annual General Meeting held on September 09, 2025, appointed M/s Jain Vinay & Associates, Chartered Accountants, in the office of Statutory Auditor of the Company from the conclusion of this AGM until conclusion of 23rd Annual General Meeting.
- The Board of Directors of our company have approved the appointment of Mr. Mayurkumar Laxmidas Gori as Chief Financial Officer (CFO) of our company, vide board resolution dated August 11, 2025.

- The shareholders of our Company, at the Extra Ordinary General Meeting held on August 07, 2025, appointed M/s Jain Vinay & Associates, Chartered Accountants, to fill the casual vacancy in the office of Statutory Auditor of the Company.

- The Board of Directors of our company have approved the re-constitution of Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee, vide board resolution dated March 28, 2025.

- Our Company has approved the Draft Red Herring Prospectus vide resolution in the Board Meeting dated September 30, 2025.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subjected to various risks and uncertainties, including those discussed in the section titled **"*Risk Factor*"** beginning on page 28 of this Red Herring Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Our manufacturing operations are dependent on the availability and pricing of raw materials. Any disruption in supply or significant volatility in raw material costs could materially and adversely impact our business operations, financial performance, and cash flows.
- Approximately 89.68 % of our raw materials are sourced through imports. Any changes in India's bilateral trade agreements with the countries from which we procure these materials could have a long-term impact on our business operations and sustainability.
- Our exports account for around 30.65 % of our revenue from operations. Therefore, any shifts in bilateral trade agreements with our export destinations may pose long-term challenges to our business performance and sustainability.
- A substantial portion of our operational revenue is generated from a limited number of customers, making our business performance highly dependent on these key relationships.
- Our operations are carried out at two facilities, with registered office located at Office 1C3, 1st Floor, Gundecha Onclave, Kherani Road, Saki Vihar, Andheri (East), Mumbai, Maharashtra, India, 400072 and Factory at R-364, TTC Industrial Area, Rabale, Mumbai-400701. Any disruption, breakdown, or temporary shutdown at either of these facilities could materially and adversely affect our business operations, financial condition, operating results, and cash flows.
- Failure to obtain or renew approvals, licenses, registrations and permits to operate our business in a timely manner, or at all, may adversely affect our business, financial condition, results of operations and cash flows.
- Any adverse changes in central or state government policies.
- Company's results of operations and financial performance.
- Our Company's inability to meet its working capital requirements or maintain its existing credit facilities.
- Competition in the industry that we operate;
- Our success depends on the continued services and performance of the members of our management team and other key employees.
- Increase in the prices of our raw material.
- Market fluctuations and industry dynamics are beyond our control.
- Our ability to successfully execute our growth strategies.
- General Economic and Market Conditions.

SIGNIFICANT ACCOUNTING POLICIES

For Significant accounting policies please refer “Significant Accounting Policies", under Chapter titled Financial Statement as Restated beginning on page 214 respectively of the Red Herring Prospectus.

CHANGE IN ACCOUNTING POLICIES

Except as mentioned in chapter “Financial Statement as Restated” on page 214 of this Red Herring Prospectus, there has been no change in the accounting policies during the period ending December 31, 2025.

RESERVATIONS, QUALIFICATIONS AND ADVERSE REMARKS

There are no reservations or qualifications or adverse remarks in the auditors’ report on restated financial statements.

SUMMARY OF THE RESULT OF OPERATIONS

Our Results of Operations

The following discussion on the financial operations and performance should be read in conjunction with the **Restated financial statements** of the company.

(Amount in ₹ thousands, except %)

Particulars	For the Period ended		For the financial year ended on					
	ecember 31, 2025	%*	March 31, 2025	%*	March 31, 2024	%*	March 31, 2023	%*
Revenue From Operation	1,41,327.57	98.07%	1,40,737.82	99.29%	1,07,046.22	97.37%	96,742.49	97.65%
Other Income	2,787.73	1.93%	1,000.29	0.71%	2,887.46	2.63%	2,329.72	2.35%
Total Income	**1,44,115.30**	**100%**	**1,41,738.10**	**100.00%**	**1,09,933.67**	**100.00%**	**99,072.21**	**100.00%**
Expenditure								
Cost of Material Consumed/ Cost of Goods Purchased	54,913.13	38.10%	61,979.46	43.73%	36,125.25	32.86%	37,487.54	37.84%
Changes in inventories	-14,826.29	-10.29%	-18,471.04	-13.03%	-24,303.24	-22.11%	-2,662.81	-2.69%
Employees Benefit expenses	21,198.29	14.71%	17,492.53	12.34%	12,734.57	11.58%	9,477.03	9.57%
Other expenses	24,559.55	17.04%	34,548.94	24.38%	22,831.85	20.77%	21,144.08	21.34%
Finance costs	7,600.95	5.27%	4,258.73	3.00%	1,816.59	1.65%	2,500.18	2.52%
Depreciation and amortisation expenses	8,136.95	5.65%	9,269.38	6.54%	29,107.14	26.48%	24,772.35	25.00%
Total Expenses	**1,01,582.57**	**70.49%**	**1,09,077.99**	**76.96%**	**78,312.17**	**71.24%**	**92,718.37**	**93.59%**
Profit/(Loss) Before Tax	**42,532.73**	**29.51%**	**32,660.11**	**23.04%**	**31,621.51**	**28.76%**	**6,353.84**	**6.41%**
Tax Expense:								
Current Year	9,404.19	6.53%	7,937.21	5.60%	7,796.46	7.09%	1,588.26	1.60%
Deffered Tax	-971.64	-0.67%	-503.10	-0.35%	-54.57	-0.05%	330.72	0.33%

Current Tax expense relating to prior years	-		-	0.00%	-	0.00%	-	0.00%
Total Tax Expenses	**8,432.55**	**5.85%**	**7,434.11**	**5.24%**	**7,741.89**	**7.04%**	**1,918.99**	**1.94%**
Profit for the Year	**34,100.18**	**23.66%**	**25,226.00**	**17.80%**	**23,879.62**	**21.72%**	**4,434.85**	**4.48%**

% of Total Income.

Overview of Revenue and Expenses

The following discussion on results of operations should be read in conjunction with the Restated Financial statements for the financial year ending March 31, 2025, 2024, and 2023. Our revenue and expenses are reported in the following manner:

Total Revenues

- **Revenue of operations:**

The core revenue of our Company is derived from designing, developing, integrating, assembling and manufacturing of Digital-Imaging Solutions.

- **Other Income:**

The major components of Other Income include Sundry Balances, Foreign Exchanges gains, Interest income and Insurance claims.

Expenses

Our expenses primarily consist of Cost of material consumed/ cost of goods purchased, Changes in inventories, Employees Benefit expenses, Finance Cost, Depreciation and amortisation expenses and other expenses.

- **Cost of material consumed/ cost of goods purchased**

It includes import and domestic purchases made during the year along with Custom duty on export.

- **Changes in inventories**

It is the difference of opening stock of finished goods and balance at the end of year.

- **Employee benefit expenses**

It includes Director's remuneration, Salaries, wages, bonus, Gratuity, Contribution to Provident and ESIC and other staff welfare expenses.

- **Other expenses**

Other expenses mainly comprise of Travelling & Accommodation Expenses, Freight, Forwarding & Transportation Charges, rent, rate and taxes, Legal & professional charges, Advertisement Expenses, Interest, Penalty & Late Fees on GST, Security Charges, General Expenses, Service charges, Repairs and Maintenance, Electricity Charges, Audit

Fees, Account Writing Charges, Conveyance expenses, Courier charges, Professional tax, telephone expenses and Insurance charges etc.

- **Finance cost**

It includes Interest expenses and other borrowing costs.

- **Depreciation and amortisation expenses**

It includes depreciation on tangible assets such as Plant & Machinery, Furniture & Fixtures, Computers, and Office Equipment, as well as amortisation of intangible assets such as Website and Research & Development.

FINANCIAL YEAR 2024-2025 COMPARED WITH THE FINANCIAL YEAR 2023-24 (BASED ON RESTATED FINANCIAL STATEMENTS)

Total Revenues

- **Total Income**

Our total income increased by 28.93% to ₹ 1,41,738.10 thousand for the financial year 2024-25 from ₹ 1,09,933.67 thousand for the financial year 2023-24 due to the factors described below:

- **Revenue of operations**

Our revenue from operations increased by 31.47%, reaching ₹1,40,737.82 thousand in the financial year 2024-25, compared to ₹1,07,046.22 thousand in 2023-24. The geographical bifurcation of revenue from operation for the FY 2024-2025 & 2023-2024 is presented in the table below:

(Amount in ₹ thousands, except %)

Particulars	Year Ended 31st March, 2025	%	Year Ended 31st March, 2024	%
Domestic sales	97,605.18	69.35%	1,05,863.11	98.89%
Export sales	43,132.64	30.65%	1,183.11	1.11%
Total Revenue from operation	**1,40,737.82**	**100.00%**	**1,07,046.22**	**100.00%**

The financial data for the years ended 31st March 2024 and 2025 reflects a notable shift in the company's revenue composition. Export revenue grew from ₹1,183.11 crore in FY 2024 accounting for just 1.11% of total operating revenue for FY 2024 to ₹43,132.64 crore in FY 2025, contributing a substantial 30.65%. This increase highlights a strategic pivot toward expanding its presence in international markets, thereby reducing its dependence on domestic sales and diversifying its revenue streams.

Other Income

The other income decreased by 65.36% to ₹1,000.29 thousand for FY 2024-25 from ₹ 2,887.46 thousand for FY 2023-24. The table below presents the changes in the other income on year on year basis:

(*Amount in ₹ thousand, except %*)

Particulars	31-Mar-25	31-Mar-24
- Discount Received	0.03	93.81
% Change yoy basis	*(99.97%)*	
- Foreign Exchange gains and losses	437.72	0.00
% Change yoy basis	-	
- Insurance claims received	19.80	123.70
% Change yoy basis	*(83.99%)*	
- Sundry Balances W/back	498.50	349.74
% Change yoy basis	*42.54%*	
- Interest Received	44.22	22.63
% Change yoy basis	*95.38%*	
- Cancellation / Liquidated damages	0.00	1,507.84
% Change yoy basis	*(100.00%)*	
- Profit on Sale of Motor Car	0.00	789.73
% Change yoy basis	*(100.00%)*	
- Other income	**1,000.29**	**2,887.46**
% Change yoy basis	**(65.36%)**	

From the above table the decline in other income is primarily attributable to the non-occurrence/receipt of order cancellations by customers, being recognized during the F.Y 2024-25, as compared to ₹1,507.84 thousand in the previous F.Y 2023-24. Additionally, there was a reduction in discounts received and lower insurance claims compared to the previous F.Y.

EXPENDITURE

- **Total Expenses**

Total Expenses increased by ₹ 30,765.83 thousand and 39.29% to ₹ 1,09,077.99 thousand in the financial year ended March 31, 2025, from ₹ 78,312.17 thousand in the financial year ended March 31, 2024. Our total expenses increased due to the factors described below:

- **Cost of material consumed/ cost of goods purchased**

The total cost of materials consumed increased significantly by ₹25,854.21 thousand, representing a 71.57% year-over-year growth, from ₹36,125.25 thousand in FY 2023–24 to ₹61,979.46 thousand in FY 2024–25.

Amount in Rs. Thousand

Particulars	FY 2024-2025	FY 2023-2024
Import Purchases	48,946.46	27,077.78
% change YoY	*80.76%*	-
Domestic Purchases	6,394.71	5,632.82
% change YoY	13.53%	-
Custom Duty on Import	6,638.29	3,414.66
% change YoY	94.41%	-
Total	**61,979.46**	**36,125.25**

% change YoY	71.57%	-

This substantial rise was primarily driven by an 80.76% increase in import purchases, which grew from ₹27,077.78 thousand to ₹48,946.46 thousand. In addition, customs duty on imports nearly doubled, increasing by 94.41% to ₹6,638.29 thousand from ₹3,414.66 thousand in the previous fiscal year. While domestic purchases also registered a growth of 13.53%, rising from ₹5,632.82 thousand to ₹6,394.71 thousand, the overall increase in cost of materials was largely attributable to the surge in imports and duties, reflecting a strategic or operational shift toward imported raw materials during the year.

The overall increase in the cost of materials consumed during Fiscal 2025 is primarily attributable to higher sales volumes. With the growth in sales by 31.47% in F.Y 24-25 over the previous year, the requirement for raw materials also increased, resulting in higher consumption costs as compared to the previous fiscal year.

- **Changes in Inventories**

Changes in inventories was (₹ 24,303.24) thousand in the fiscal year ended March 31, 2024, and fiscal year ended March 31, 2025, it was about (₹ 18,471.04) thousand. This resulted in increase in change of inventories in terms of value by (₹ 5,832.20) thousand.

- **Employee benefit expense**

In FY 2023–24, Employee Benefit Expenses was ₹12,734.57 thousands which increased to ₹ 17492.53 thousands in FY 2024-2025 thereby adding ₹4,757.97 thousand, reflecting a growth of 37.36% over FY 2023–24. The table below presents the component wise changes in the employee benefit expenses of the company:

Amount in Rs. Thousand

Particulars	FY 2024-2025	FY 2023-2024
Director remuneration	4,382.51	3,600.00
Salaries, wages, bonus etc.	11,405.82	8,072.15
Gratuity	391.80	531.64
ESIC & PF Charges	304.55	-
Staff Welfare	1,007.86	530.77
Total	**17,492.53**	**12,734.57**

From the above table, the growth in this component reflects adjustments made towards employee compensation, including annual increments, increased provision for gratuity, and expanded workforce in line with operational requirement . This rise was mainly driven by higher Salaries, Wages, and Bonus, which grew from ₹8,072.15 thousand in FY 2023–24 to ₹11,405.82 thousand in FY 2024–25., The increase in Director's remuneration from ₹3,600.00 thousand in FY 2023–24 to ₹4,382.51 thousand in FY 2024–25 also contributed to the growth of the total employee benefit expenses. Additionally, the contribution of the ESIC &PF charges of ₹ 304.55 thousands also saw a marginal increase in absolute terms, in line with the higher salary base.

- **Other expenses**

In Fiscal Year 2024–25, Other Expenses increased by ₹11,717.08 thousand, representing a 51.32% rise compared to ₹ 22,831.85 thousand in the previous fiscal year. This increase of 51.32% was due to notable increase in the following expenditure in comparison of the previous F.Y:

Amount in Rs. Thousands, except %

Particulars	FY 2024-2025	FY 2023-2024
Advertisement Expenses	2,923.59	1,260.72
% of change YoY	*131.90%*	-
Legal & Professional Charges	3,103.50	340.53
% of change YoY	*811.39%*	-

Service Charges	1,560.08	602.16
% of change YoY	*159.08%*	-
Travelling & Accomodation Expenses	8,212.97	5,540.33
% of change YoY	*48.24%*	-
General Expenses	2,185.56	752.79
% of change YoY	*190.33%*	-

This increase is primarily attributable to the overall increase in business activity during the year, as reflected by the increase in sales and operational volumes The advertisement Expenses more than doubled, increasing by 131.90% to ₹2,923.59 thousand, indicating enhanced marketing and brand promotional activities. Legal & Professional Charges also saw a surge of 811.39% to ₹3,103.50 thousand due to increased legal, advisory, and compliance-related requirements amid business growth. The Service charges rose by 159.08% to ₹1,560.08 thousand, due to higher reliance on third-party services. The travelling & Accommodation Expenses grew by 48.24% to ₹8,212.97 thousand, suggesting more frequent business travel for better client engagement. The general Expenses almost tripled to ₹2,185.56 thousand, reflecting the overall scale-up in day-to-day operational activities. Additionally, there increase in Freight, Forwarding & Transportation Charges, Rent, Rate & Taxes, Repairs & Maintenance, Interest, Penalty & Late Fees on GST and Security Charges also contributed to increase in the other expenses in comparison to the previous F.Y.

- **Finance cost**

Finance costs primarily comprise of interest-on-Interest Expenses and other borrowing cost, amounted to ₹ 4,258.73 thousand in FY 2024-25, compared to ₹ 1,816.59 thousand in FY 2023–24, reflecting a increase of 134.44%. As of March 31, 2025, the company's total borrowings stood at ₹49,015.07 thousand, which was ₹12,595.08 thousand in the previous year, marking a significant rise of ₹36,419.99 thousand. This sharp increase is primarily driven by a substantial rise in unsecured borrowings at relatively high interest rates ranging between 15% and 18%. These loans were likely availed to meet growing working capital needs or to support business expansion. The increase in borrowing particularly unsecured high-cost debt reflects heightened capital requirements during the year, indicating expansionary activity, but it also highlights the need for prudent financial management to handle the growing debt burden and associated interest obligations. Therefore, the company plans to repay its high cost debt through funds raised through the IPO proceeds. For more details refer the chapter titled "object of offer" chapter on page no 88 of this Red Herring Prospectus.

- **Depreciation and amortization**

Depreciation expense declined by ₹19,837.76 thousand, representing a 68.15% decrease from ₹29,107.14 thousand in Fiscal 2024 to ₹9,269.38 thousand in Fiscal 2025. This reduction was primarily due to the decrease in the amoritisation amounting to ₹6766.83 during the FY 2024-25 as compared to ₹27,478.01 for F.Y 2023-24. This has lead to the lower depreciation & amortisation charges during the year.

NET PROFIT AFTER TAX

Net Profit After Tax increased by ₹1346.38 thousand, representing a growth of 5.34%, from ₹ 23,879.62 thousand in Fiscal 2024 to ₹ 25,226.00 thousand in Fiscal 2025. This improvement was primarily driven by higher revenue from operations during FY 2024–25 as compared to FY 2023–24.

While revenue grew by 31.47%, the growth in PAT was relatively moderate at 5.34%, as the increase in sales was offset by higher expenses. The rise in costs was mainly on account of higher consumption of materials/purchase of goods and higher input cost, employee benefit expenses, finance costs, and other operating expenses. However, this impact was partly mitigated by a reduction in depreciation and amortization expenses during the year.

FISCAL YEAR ENDED MARCH 31, 2024, COMPARED WITH THE FISCAL YEAR ENDED MARCH 31, 2023 (BASED ON RESTATED FINANCIAL STATEMENTS)

♦ **Total Income**

Total Income for the period ended March 31, 2024, stood at ₹ 1,09,933.67 thousand whereas in financial year 2022-23 it stood at ₹ 99,072.21 thousand representing an increase of 10.96% due to the factors described below:

♦ **Revenue from operations**

Our Revenue from Operations increased by 10.65%, rising to ₹ 1,07,046.22 thousand in the Financial Year 2023–24 from ₹ 96,742.49 thousand in 2022–23. The geographical bifurcation of revenue from operation for the FY 2023-2024 & 2022-2023 is presented in the table below:

Particulars	Period Ended March 31, 2024	%*	Period Ended March 31, 2023	%*
Domestic sales	1,05,863.11	98.89%	96,077.86	99.31%
Export sales	1,183.11	1.11%	664.63	0.69%
Total Revenue from operation	**1,07,046.22**	**100.00%**	**96,742.49**	**100.00%**

**% of revenue from operations.*

The sales are primarily driven by domestic operations, which contributed ₹1,05,863.11 thousand in FY 2023-24, accounting for 98.89% of total sales. Although domestic sales grew in absolute terms from ₹96,077.86 thousand in FY 2022-23, In contrast, export sales showed a notable increase, rising from ₹664.63 thousand in FY 2022-23 to ₹1,183.11thousand in FY 2023-24. This growth led to an increase in their contribution to total sales from 0.69% to 1.11%. The higher growth rate of export sales indicates improved performance in international markets and efforts by the company to expand its global footprint. Overall, reflecting strong business expansion, likely driven by increased sales volumes in domestic and export sales.

Other Income

The other income increased by 23.94% to ₹ 2,887.46 thousand for FY 2023-24 from ₹ 2,329.72 thousand for the FY 2022-23. The table below presents the component wise change in the other income of the company during the fiscal 2023 and 2024:

Amount in ₹ thousand, except %

Particulars	31-Mar-24	31-Mar-23
- Discount Received	93.81	0.04
% Change yoy basis	*2,18,326.66%*	
- Foreign Exchange gains and losses	-	1,129.19
% Change yoy basis	*(100.00%)*	
- Insurance claims received	123.70	62.43
% Change yoy basis	*98.15%*	
- Sundry Balances W/back	349.74	956.00
% Change yoy basis	*(63.42%)*	
- Interest Received	22.63	182.06
% Change yoy basis	*(87.57%)*	
- Cancellation / Liquidated damages	1507.84	-
% Change yoy basis	-	

- Profit on Sale of Motor Car	789.73	-
% Change yoy basis	-	
- Other income	**2,887.46**	**2,329.72**
% Change yoy basis	**23.94%**	

From the above table, the increase is attributed due to the receipt of the Cancellation/ Liquidation charges of ₹ 1507.84 thousand and profit on sales of the motor car amounting to ₹ 789.73 thousand in the F. Y 2023-2024 as compared to the F.Y 2022-23 Other components like Discount Received, Insurance claims received also attributed to the increase in the other income from previous F.Y.

EXPENDITURE

- **Total Expenses**

Total Expenses decreased by ₹ 14,406.20 thousand and 15.54%, from ₹ 92,718.37 thousand in FY ended March 31, 2023, to ₹ 78,312.17 thousand in FY ended March 31, 2024. Our total expenses increased due to the factors described below:

- **Cost of material consumed/Cost of goods purchased**

Cost of material consumed for the year ended March 31, 2024, stood at ₹ 36,125.25 thousand whereas in financial year ended March 31, 2023, it stood at ₹ 37,487.54 representing a decrease of -3.63%. During the financial year ended March 31, 2024, the company reported decrease in the cost of materials consumed as a significant portion of production in FY 2023–24 was intended for sale in FY 2024–25, leading to a substantial increase in closing stock which rose from ₹13,753 thousands in FY 2023 to ₹38,057 thousands in FY 2024. This reduced COGS for FY 2023–24, as fewer goods were considered "sold" in accounting terms and this artificially boosted profitability, as production costs were deferred to inventory rather than expensed.

- **Changes in inventories**

Changes in inventories was ₹ (2,662.81) thousand in the financial year ended March 31, 2023, and fiscal year ended March 31, 2024, it was about ₹ (24,303.24) thousand. This resulted in increase in change of inventories in terms of value by ₹ (21,640.43) thousand.

- **Employee benefit expense**

In FY 2023–24, Employee Benefit Expenses increased by ₹ 3,257.54 thousand, reflecting a growth of 34.37% over FY 2022–23. This rise was mainly driven by higher Salaries, Wages, Bonus and Gratuity during the period. The table below presents the component wise increase in the employee benefit expenses during the period:

Amount in ₹ Thousand

Particulars	FY 2023-2024	%*	FY 2022-2023	%*
Director remuneration	3,600.00	28.27%	2,640.00	27.86%
Salaries, wages, bonus etc.	8,072.15	63.39%	6,524.23	68.84%
Gratuity	531.64	4.17%	-212.89	-2.25%
ESIC & PF Charges	-	0.00%	-	0.00%
Staff Welfare	530.77	4.17%	525.68	5.55%
Total	**12,734.57**	**100.00%**	**9,477.03**	**100.00%**

From the above table, the growth in this employee benefit expenses reflects adjustments made towards employee compensation, including annual increments, increased provision for gratuity, and expanded workforce in line with operational requirement. This rise was mainly driven by higher Salaries, Wages, and Bonus, which grew from ₹ 6524.23 thousand in FY 2022-23 to ₹8,072.15 thousand in FY 2023–24 accounting for 23.73% increase over the previous year. The increase in Director's remuneration from ₹2640 thousand to ₹3,600.00 thousand in FY 2023–24 also contributed to the growth of the total employee benefit expenses. Additionally, the contribution to the gratuity and staff welfare expenses also saw an increase in absolute terms, in line with the higher salary base.

- **Other expenses**

In Fiscal Year 2023–24, Other Expenses rose by ₹ 1,687.78 thousand, marking a marginal increase of 7.98% from ₹ 21,144.08 thousand in the previous year. This rise is mainly due to the overall expansion in business operations, driven by higher sales and increased operational activity.

The increase in Other Expenses is mainly due to higher spending across various cost heads, including Travelling & Accommodation Expenses, Advertisement Expenses, Foreign Exchange Losses, Interest, Penalty & Late Fees on GST, Interest on custom Duty, GST & TDS and Security charges among others.

- **Finance cost**

The finance costs primarily comprise of interest Expenses and other borrowing cost., which amounted to ₹ 1,816.59 thousand in FY 2023–24, compared to ₹ 2,500.18 thousand in FY 2022–23, reflecting a decrease of 27.34%. The decline in the finance cost is attributable to strategical shift in the source of the loan as presented in the table below:

(Amount in ₹ thousands)

Particulars	FY 2023-2024	FY 2022-2023
Secured borrowings	12,097.31	9,765.51
Unsecured borrowings	497.77	1,691.57

From the above table, it is clear that the company undertook a strategic shift in its borrowing structure during FY 2023-24. The composition of the loan taken changed from unsecured borrowings to secured borrowings in order to reduce the overall cost of capital. Unsecured borrowings carrying high interest rates (15% to 18% p.a) were reduced from ₹1,691.57 crore in FY 2022–23 to ₹497.77 crore in FY 2023–24. In contrast, secured borrowings, which attract significantly lower interest rates (9.5% to 9.8%), increased from ₹9,765.51 crore to ₹12,097.31 crore during the same period. This strategic reallocation of debt sources demonstrated effective financial management and cost saving of ₹683.59 thousands during the year.

- **Depreciation and amortization expenses**

Depreciation and amortization expense increased by ₹ 4,334.79 thousand, representing a 17.50% increase from ₹ 24,772.35 thousand in Fiscal 2023 to ₹ 29,107.14 thousand in Fiscal 2024. The increase is primarily attributable to the amortisation of the intangible asset amounting to ₹23,945.10 for FY 2022-23 and ₹27,478.01 for F.Y 2023-24 and increase in the depreciation of the tangible assets of the company during the year.

NET PROFIT AFTER TAX

Net Profit has increased by ₹ 19,444.77 thousand from ₹ 4,434.85 thousand in FY 2022-23 to profit of ₹ 23,879.62

thousand in FY 2023-24. This improvement is driven by the following reasons:

- **Inventory Movement:** During the financial year ended March 31, 2024, the company reported decrease in the cost of materials consumed as a significant portion of production in FY 2023–24 was intended for sale in FY 2024–25, leading to a substantial increase in closing stock which rose from ₹13753.28 thousands in FY 2023 to ₹38,056.52 thousands in FY 2024, this reduced COGS for FY 2023–24,

- **Amortization of development expenditure**: In FY 2023–24, an amount of ₹29,107 thousands related to capitalised development expenditure (intangible assets such as product or technology development) was recorded under Depreciation and Amortisation, in accordance with Accounting Standard (AS) 26, which previously was recorded in the COGS. This shift led to reduction in COGS for FY 2023-24, thereby inflating the Margins**.**

- **Reduction in Finance cost:** The reduction in finance cost during FY 2023-24 is primarily on account of repayment of borrowings out of internal accruals and operating cash flows. The Company generated net cash from operating activities of ₹29,219.57 thousand in FY 2023-24, which enabled repayment of ₹2,898.85 thousand of long-term borrowings during the year. As a result, finance costs declined by 27.34%, from ₹2,500.18 thousand in FY 2022-23 to ₹1,816.59 thousand in FY 2023-24.

RELATED PARTY TRANSACTIONS

Related party transactions with certain of our promoters, directors and their entities and relatives primarily relate to Director's Remuneration, Salary & Wages, and Loan taken, repaid, Sale and Purchases. For further details of related parties kindly refer chapter titled "Financial Statement as Restated" beginning on page 214 of this Red Herring Prospectus.

INFORMATION REQUIRED AS PER ITEM (II) (C) (IV) OF PART A OF SCHEDULE VI TO THE SEBI REGULATIONS:

1. **Unusual or infrequent events or transactions**

   Except as described in this Red Herring Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

2. **Significant economic changes that materially affected or are likely to affect income from continuing operations**

   Other than as described in the section titled Risk Factors beginning on page 28 of this Red Herring Prospectus, to our knowledge there are no known significant economic changes that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

3. **Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations**

   Other than as described in this Red Herring Prospectus, particularly in the sections Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations on pages 28 and 217, 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.

4. **Income and Sales on account of major product/main activities**

   Income and sales of our Company on account of major activities derives from Sales of Products in Electronics system

design & manufacturing industry.

5. **Future relationship between costs and income**

Other than as described in the chapter titled "Risk Factors" beginning on page 28 of this Red Herring Prospectus, to the best to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances. **Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices.**

Increases in our revenues are by and large linked to increases in the volume of business.

6. **The extent to which the business is seasonal**

Our business is not seasonal in nature.

7. **Competitive Conditions**

We face competition from existing and potential competitors which is common for any business. Over a period of time, we have developed certain competitive strengths which have been discussed in section titled Our Business on page 127 of this Red Herring Prospectus.

.

This space has been left blank intentionally

FINANCIAL INDEBTEDNESS

In terms of the Articles of Association of the Company, the Board is authorized to accept deposits from members either in advance of calls or otherwise, and generally accept deposits, raise loans or borrow or secure the payment of any sum of moneys to be borrowed together with the moneys already borrowed including acceptance of deposits apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, exceeding the aggregate of the paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose) or upto such amount subject to members approval from time to time.

Our Company has obtained the necessary consents required under the relevant loan documentation with banks and financial institutions for undertaking activities, such as change in its capital structure, change in its shareholding pattern and change in promoter's shareholding which has a possible change in the management control of our Company.

As on December31, 2025 our Company has outstanding amount of secured and unsecured borrowings from banks and financial institutions, bodies corporates and others are ₹ 81,987.22 thousand, for further details refer chapter titled "Financial Statements" beginning on page no. 214 of this Red Herring Prospectus. Brief summary of financial indebtedness of our company as on December 31, 2025.

Summary of financial indebtedness of our company as on December 31, 2025:

(Amount In ₹ Thousands)

Nature of Borrowing Amount	Amount as on December 31, 2025
Secured Borrowing	**36,867.90**
Unsecured Borrowing	**45,119.32**

Secured Loan

(Amount In ₹ Thousands)

S. No	Name of Lender	Nature of Facility	Sanctioned Loan	Outstanding As on December 31,2025	Rate of Interest/ Margin	Repayment Terms	Security/ Principal Terms and Conditions
1	Saraswat Cooperative Bank Limited	Cash Credit	29,700.00	28,640.38	11.70%	Repayable on Demand	Stock & Book Debt
2	Bajaj Finance Limited-Auto Loan	Automobile Loan	4,071.64	3,320.89	9.45%	96 months	Vehicle
3	Ugro Capital Limited	Term Loan	5,585.00	4906.63	10.50%	48 Months	Machinery

Unsecured Loan

(Amount In ₹ Thousands)

S. No	Name of Lender	Nature of Facility	Sanctioned Loan	Outstanding As on December 31,2025	Rate of Interest/ Margin	Repayment Terms	Security/ Principal Terms and Conditions
1	Aditya Birla Finance Ltd	Term Loan	4,000.00	3,067.31	15.50%	36 months	NA

2	Bajaj Finance Limited	Term Loan	3,052.85	2,782.60	17.60%	60 months	NA
3	Clix Capital Services Private Limited	Term Loan	5,015.00	5,015.00	16.50%	36 months	NA
4	Deutsche Bank AG	Term Loan	5,000.00	4,630.90	15.25%	32 months	NA
5	Godrej Finance Limited	Term Loan	2,500.00	2,430.47	17.50%	48 months	NA
6	Hero FinCorp Limited	Term Loan	3,010.00	2,944.31	16.00%	26 months	NA
7	Kisetsu Saison Finance (India) Private Limited	Term Loan	5,000.00	3,840.96	16.00%	36 months	NA
8	Kotak Mahindra Bank Limited-CSG	Term Loan	3,000.00	1,997.72	16.09%	36 months	NA
9	L&T Finance Limited	Term Loan	5,020.57	3,870.46	15.50%	36 months	NA
10	MAS Financial Service Ltd	Term Loan	3,000.00	3,000.00	16.50%	24 months	NA
11	Protium Finance Limited	Term Loan	3,500.00	3,500.00	16.50%	24 months	NA
12	SMFG India Credit Company Limited	Term Loan	6,024.05	4,611.13	15.00%	37 months	NA
13	Tata Capital Limited	Term Loan	4,000.00	3,359.78	15.50%	36 months	NA
14	Gaurav Kejriwal	Term Loan	-	36.41	NIL	Payable on Demand	NA
15	Shruti Gaurav Kejriwal	Term Loan	-	32.27	NIL	Payable on Demand	NA
	Total		**52,122.47**	**45,119.32**			

This space has been left blank intentionally.

SECTION VII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated below there is no (i) pending criminal litigation involving our Company, Directors, Promoter, Group Companies, Key Managerial Persons(KMPs) or Senior Managerial Persons (SMPs); (ii) actions taken by statutory or regulatory authorities involving our Company, Directors, Promoter or Group Companies; (iii) outstanding claims involving our Company, Directors, Promoter or Group Companies for any direct and indirect tax liabilities; (iv) outstanding proceedings initiated against our Company for economic offences; (v) defaults or non-payment of statutory dues by our Company; (vi) material fraud against our Company in the last five years immediately preceding the year of this Red Herring Prospectus; (vii) inquiry, inspection or investigation initiated or conducted under the Companies Act 2013 or any previous companies law against our Company during the last five years immediately preceding the year of this Red Herring Prospectus and if there were prosecutions filed (whether pending or not); (viii) fines imposed or compounding of offences for our Company in the last five years immediately preceding the year of this Red Herring Prospectus; (ix) litigation or legal action against our Promoter by any ministry or Government department or statutory authority during the last five years immediately preceding the year of this Red Herring Prospectus; (x) pending litigations involving our Company, Directors, Promoter, Group Companies or any other person, as determined to be material by the Company's Board of Directors in accordance with the SEBI (ICDR) Regulations; or (xi) outstanding dues to creditors of our Company as determined to be material by our Company's Board of Directors in accordance with the SEBI (ICDR) Regulations and dues to small scale undertakings and other creditors.

For the purpose of material litigation in (x) above, our Board has considered and adopted the following policy on materiality with regard to outstanding litigations to be disclosed by our Company in this Red Herring Prospectus:

a) *All criminal proceedings, statutory or regulatory actions and taxation matters, involving our Company, Promoters, Directors, Group Companies, KMPs or SMPs as the case may be shall be deemed to be material;*

b) *Litigation where the value or expected impact in terms of value, exceeds the lower of the following:*

   (i) two percent of turnover, as per the latest annual restated Standalone financial statements of the issuer; or

   (ii) two percent of net worth, as per the latest annual restated Standalone financial statements of the issuer, except in case the arithmetic value of the net worth is negative; or

   (iii) five percent of the average of absolute value of profit or loss after tax, as per the last three annual restated Standalone financial statements of the issuer.

c) *Any pending litigation / arbitration proceedings involving the Relevant Parties wherein a monetary liability is not quantifiable, or which does not fulfil the threshold as specified in (b) above, but the outcome of which could, nonetheless, have a material adverse effect on the business, operations, performance, prospects, financial position or reputation of our Company or where the monetary liability is not quantifiable, each such case involving our Company, Promoter, Directors, Group Companies, KMPs or SMPs whose outcome would have a bearing on the business operations, prospects or reputation of our Company and as required under the SEBI Regulations have been disclosed on our website at https://highnessmicro.com/*

d) *Notices received by our Company, Promoter, Directors, Group Companies, KMPs or SMPs as the case may be, from third parties (excluding statutory/regulatory authorities or notices threatening criminal action) shall, in any event, not be evaluated for materiality until such time that the Company / Directors / Promoter / Group Companies/ KMPs/ SMPs, as the case may be, are impleaded as parties in proceedings before any judicial forum.*

Our Company, our Promoter and/or our Directors, have not been declared as willful defaulters by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital markets by the SEBI and no disciplinary action has been taken by the SEBI or any stock exchanges against our Company, our Promoter or

our Directors, that may have a material adverse effect on our business or financial position, nor, so far as we are aware, are there any such proceedings pending or threatened.

OUTSTANDING LITIGATIONS INVOLVING OUR COMPANY, DIRECTORS, PROMOTER, GROUP COMPANIES, KMPs AND SMPs

PART 1: LITIGATION RELATING TO OUR COMPANY

A. MATTERS PENDING AGAINST OUR COMPANY

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Disciplinary Actions by Authorities

NIL

4) Litigation involving Tax Liability

Indirect Tax:

1. Proceedings initiated by Adjudicating Authority for already issued SCN DRC-01 with reference id ZD2711240598249 with date of issuance 18/11/2024 The Maharashtra Goods and Services Tax (MGST) Department has issued a Show Cause Notice (SCN) in Form GST DRC-01 to Highness Microelectronics Private Limited (GSTIN: 27AABCH9142E1ZP) under Section 73 of the MGST/CGST Act, 2017 and Section 20 of the IGST Act, 2017 for the financial year 2020-21. The notice, issued by Deputy Commissioner of State Tax, Marol-502, Mumbai, highlights discrepancies in the company's GST returns (GSTR-1, GSTR-3B, and GSTR-9) that resulted in incorrect tax liability declarations. Prior to this, the department had issued ASMT-10 (Ref: ZD2708230441679 dated 18/08/2023) and DRC-01A (Ref: ZD271024126322X dated 31/10/2024), but the company did not submit any reply in DRC-01B, necessitating the issuance of this SCN. The department has identified a total demand of ₹28,25,489, which includes tax of ₹14,75,718, interest of ₹11,86,474, and penalties of ₹1,63,297.

   The key discrepancies noted include ineligible Input Tax Credit (ITC) claims from GSTR-3B due to non-filing by suppliers, excess ITC availed beyond reconciliation with GSTR-2B, ITC claimed beyond the prescribed limitation period under Section 16(4), interest on delayed payments, and non-reversal of ITC in GSTR-3B compared to GSTR-9. The ineligible ITC claim from non-filing taxpayers amounts to ₹3,693.60, which has already been paid via DRC-03 on 25/09/2023. The excess ITC availed in GSTR-3B/GSTR-9, which was not confirmed in GSTR-2B, totals ₹8,70,884, covering multiple categories such as import of goods (4A(1)), RCM-based ITC (4A(2) & 4A(3)), ISD credit (4A(4)), and other B2B supplies (4A(5)). The resulting tax liabilities are IGST: ₹2,96,352, CGST: ₹2,87,266, and SGST: ₹2,87,266, with corresponding interest of ₹2,44,490, ₹2,36,994, and ₹2,36,994 respectively, along with penalties of ₹29,635, ₹28,727, and ₹28,727, leading to a total amount of ₹16,76,452.

   Additionally, ITC claimed beyond the limitation period under Section 16(4) amounts to ₹5,62,084, as the company filed GSTR-3B after the prescribed cut-off date, violating Section 16(4). The tax liabilities for this issue include IGST: ₹3,27,102, CGST: ₹1,17,491, and SGST: ₹1,17,491, with corresponding interest of ₹2,69,859, ₹96,930, and ₹96,930, along with penalties of ₹32,710, ₹11,749, and ₹11,749, bringing the total to ₹10,82,012. Moreover, interest on delayed payments in GSTR-3B amounts to ₹45,887, which has already been paid by the taxpayer via DRC-03 on 25/09/2023. Another discrepancy pertains to non-reversal of ITC in GSTR-3B compared with GSTR-9, amounting to ₹42,750, where the company failed to reverse or reversed less ITC in GSTR-3B for the first six months of the next

financial year compared to ITC reversal specified in GSTR-9 Table 12. The corresponding tax liabilities are CGST: ₹21,375 and SGST: ₹21,375, with interest of ₹2,138 each, and penalties of ₹10,000 each, totaling ₹67,025.

An order under Section 73 of the GST Act has been issued by the Office of the Deputy Commissioner of State Tax, MAROL_502:ANDHERI:MUMBAI_SOUTH_WEST, Maharashtra, vide Reference No. ZD270225130438H dated 25/02/2025, against Highness Microelectronics Limited (GSTIN: 27AABCH9142E1ZP, Address: 1C3, 1st Floor, Gundecha Onclave, Kherani Road, Mumbai Suburban, Maharashtra – 400072) pursuant to SCN/Statement Reference No. ZD2711240598249 dated 18/11/2024 for the tax period April 2020 – March 2021 (F.Y. 2020-21). Since no payment was made within 30 days of the SCN, demand has been created on the basis of documents and submissions. The demand details are: IGST – Tax ₹6,23,454, Interest ₹5,42,405, Penalty ₹62,345, Total ₹12,28,204; CGST – Tax ₹4,26,132, Interest ₹3,70,735, Penalty ₹50,476, Total ₹8,47,343; SGST – Tax ₹4,26,132, Interest ₹3,70,735, Penalty ₹50,476, Total ₹8,47,343, aggregating to a total demand of ₹29,22,890 (Tax ₹14,75,718 + Interest ₹12,83,875 + Penalty ₹1,63,297). The order directs the taxpayer to make payment by 26/05/2025, failing which recovery proceedings shall be initiated.

M/s Highness Microelectronics Limited has filed an appeal in FORM GST APL-01 dated 22/05/2025 against the demand order Ref. No. ZD270225130438H dated 25/02/2025 passed by the Deputy Commissioner of State Tax, MAROL_502:ANDHERI:MUMBAI_SOUTH_WEST, Maharashtra, relating to the period April 2020 – March 2021, wherein a total demand of ₹29,22,890 (Tax ₹14,75,718 + Interest ₹12,83,875 + Penalty ₹1,63,297) was confirmed on account of alleged excess ITC claims. The appellant, represented by Manju Kejriwal (Authorised Representative), disputes the entire demand on grounds including: (i) excess tax paid in May 2020 GSTR-3B and subsequently reclaimed in August 2020 being revenue neutral, (ii) disallowance of previous year ITC of ₹34,282, (iii) incorrect computation of ITC on imports of ₹2,49,000 despite submission of BOE, (iv) denial of ITC for late filing during the pandemic despite supplier invoices being valid, and (v) erroneous treatment of ITC reversal in GSTR-9 leading to artificial liability. The appellant has deposited 10% pre-deposit of ₹1,47,574 as required and prays for setting aside the order, opportunity of personal hearing and cross-examination, and return/provision of relied-upon documents.

Current Status: Appeal Admitted

Direct Tax:

1. The Income Tax Department, Mumbai, issued a reminder letter with Notice/ Communication Reference ID : 100084301741 and DIN & Letter No: ITBA/COM/F/17/2024-25/1068213077(1)) dated 31- Aug- 2024 also with Notice/ Communication Reference ID : 100083214542 and Document reference ID ITBA/COM/F/17/2024-25/1067378675(1) Issued On : 06-Aug-2024 with Notice/ Communication Reference ID : 100081908152 and Document reference ID ITBA/COM/F/17/2024-25/1066465680(1) to Highness Microelectronics Pvt. Ltd., regarding the recovery of outstanding TDS/TCS demand under TAN MUMH10802B, totaling ₹10,19,840 for financial years 2019-20 (₹84,850), 2020-21 (₹4,09,060), 2021-22 (₹5,22,640), and 2022-23 (₹3,290). The company must immediately pay the demand or provide documentary evidence if the demand is disputed due to reasons such as a stay order from a higher authority, a pending rectification/stay application, a pending appeal with at least 20% of the demand paid, an appeal effect yet to be given by the AO, unconsumed challans available for adjustment, or any other valid reason. If the dues have already been paid, proof must be submitted for record Updation. Failure to pay or respond by 05/09/2024 may result in the company being treated as in default, leading to penalties and enforcement proceedings under the Income Tax Act, 1961.

   Further as per the TRACES statement for PAN AABCH9142E, the company has total outstanding TDS defaults of ₹10,54,689.60 spread across multiple financial years, comprising short payments, short deductions, interest, and late filing fees. The year-wise breakup of total defaults is: ₹28,030.00 for FY 2025-26, ₹6,821.84 for FY 2024-25, ₹3,299.00 for FY 2022-23, ₹5,22,633.22 for FY 2021-22, and ₹4,93,905.54 for prior years.

Other Pending Litigation based on Materiality Policy of our Company

NIL

B. MATTERS FILED BY OUR COMPANY

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Disciplinary Actions by Authorities

NIL

4) Litigation involving Tax Liability

Indirect Tax: NIL
Direct Tax: NIL

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

PART 2: LITIGATION RELATING TO OUR PROMOTERS, DIRECTORS, KMPs AND SMPs OF THE COMPANY

A. LITIGATION AGAINST OUR PROMOTERS, DIRECTORS, KMPs AND SMPs

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Disciplinary Actions by Authorities

NIL

4) Litigation involving Tax Liability

Indirect Tax: NIL

Direct Tax:

1. Income Tax Notice issued against GAURAV MANJUL KEJRIWAL having PAN AJPPK9456J

Demand outstanding for interest of Rs 24 U/s 154 with Demand Reference No:20192018370249276 33T for Assessment Year 2018 and Date of Demand Raised being 15-May-2019.

For Assessment Year 2025, an income tax demand bearing Demand Reference No. 20252025374320997 80T has been

raised under Section 143(1)(a) of the Income Tax Act, 1961. The outstanding demand amount is ₹85,210, and the matter is currently marked as pending payment/response. The demand was raised on 09 January 2026, and the notice was also served on 09 January 2026, with interest computation available for reference.

2. Income Tax Notice issued against MANJUL KUMAR KEJRIWAL having PAN AAZPK0970E

Demand outstanding for interest of ₹42,290/- along with accrued interest of ₹13,504/- U/s 143(1a) with Demand Reference No: 20222022371468172 83T for Assessment Year :2022 and Date of Demand Raised being 13.01.2023

3. Income Tax Notice issued against JAYA ANKUR SINGHANIA having PAN BJPPS1346Q

For Assessment Year 2011, a demand bearing Reference No. 2012201110017688052T was raised on 19-01-2013 under Section 143(1)(a). The outstanding tax demand is ₹39,130 with accrued interest of ₹61,387. The assessee has already submitted a response on 28-10-2024, expressing disagreement with the demand (either fully or partially).

5) Other Pending Litigation based on Materiality Policy of our Company

NIL

B. LITIGATION FILED BY OUR PROMOTER, DIRECTORS, KMPs AND SMPs

1) Litigation involving Criminal Laws

NIL

2) Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

3) Disciplinary Actions by Authorities

NIL

4) Litigation involving Tax Liability

Indirect Tax: NIL
Direct Tax: NIL

5) Other Pending Litigation based on Materiality Policy of our Company
NIL

PART 3: LITIGATION RELATING TO OUR SUBSIDIARIES AND/OR GROUP COMPANIES:

we do not have any Subsidiaries and/ or Group Companies as on date of this Red Herring prospectus

DISCIPLINARY ACTION INCLUDING PENALTY IMPOSED BY SEBI OR STOCK EXCHANGES AGAINST THE PROMOTERS, DIRECTORS, GROUP COMPANIES, PROMOTOR GROUP MEMBERS, KMPs AND SMPs DURING THE LAST 5 FINANCIAL YEARS:

There are no disciplinary actions including penalty imposed by SEBI or Stock Exchanges against the Promoters, Directors or Group Companies during the last 5 financial years including outstanding actions except as disclosed above.

PAST INQUIRIES, INSPECTIONS OR INVESTIGATIONS

There have been no inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous company law in the last five years immediately preceding the year of this Red Herring Prospectus in the case of our Company, Promoter, Directors. Other than as described above, there have been no prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last five years immediately preceding the year of the Red Herring Prospectus.

OUTSTANDING LITIGATION AGAINST OTHER PERSONS AND COMPANIES WHOSE OUTCOME COULD HAVE AN ADVERSE EFFECT ON OUR COMPANY

As on the date of the Red Herring Prospectus, there is no outstanding litigation against other persons and companies whose outcome could have a material adverse effect on our Company.

PROCEEDINGS INITIATED AGAINST OUR COMPANY FOR ECONOMIC OFFENCES

There are no proceedings initiated against our Company for any economic offences.

NON-PAYMENT OF STATUTORY DUES

As on the date of the Red Herring Prospectus there have been no (i) instances of non-payment or defaults in payment of statutory dues by our Company, (ii) over dues to companies or financial institutions by our Company, (iii) defaults against companies or financial institutions by our Company, or (iv)contingent liabilities not paid for.

MATERIAL FRAUDS AGAINST OUR COMPANY

There have been no material frauds committed against our Company in the five years preceding the year of this Red Herring Prospectus.

DISCLOSURES PERTAINING TO WILFUL DEFAULTERS

Neither our Company, nor our Promoters, nor Group Companies and nor Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

DISCLOSURES PERTAINING TO FRAUDULENT BORROWER

Our Company or any of our Promoters or Group Companies or Directors are not declared as 'Fraudulent Borrower' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.

MATERIAL DEVELOPMENTS OCCURING AFTER LAST BALANCE SHEET DATE

Except as disclosed in Chapter titled "*Management's Discussion & Analysis of Financial Conditions & Results of Operations"* beginning on page 217 there have been no material developments that have occurred after the Last Balance Sheet Date.

OUTSTANDING DUES TO CREDITORS

In accordance with the Materiality Policy (exceeding 5% of company's restated Standalone trade payables Rs. 18,329.77 thousand) of last details of outstanding dues (trade payables) other than that owed to MSME (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as at December 31, 2025, on a standalone basis, are set out below:

Particulars	No. of Creditors	Balance as on December 31, 2025 (in Thousands)
Dues to material creditors	4	13,963.69

Dues to micro small and medium enterprises	13	1,393.59
Dues to other creditors	49	2,972.49
Total outstanding dues	**66**	**18,329.77**

The details pertaining to outstanding dues to the material creditors along with names and amounts involved for each such material creditor are available on the website at https://highnessmicro.com/

This Space has been left blank intentionally.

GOVERNMENT AND OTHER APPROVALS

*We have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business (as applicable on date of this **Red Herring Prospectus** and except as mentioned below, no further approvals are required for carrying on our present business.*

*In view of the approvals listed below, we can undertake this Offer and our current/proposed business activities and no further major approvals from any governmental or regulatory authority, or any other entity are required to be undertaken in respect of the Offer or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this **Red Herring Prospectus**.*

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to carry out its activities, which are as follows:

"To design, develop, integrate, assemble, manufacture, market, deal, import, export, franchise, lease, interface, install, maintain & operate-digital imaging solutions such as Flat-panel Display, Display Controllers, Touch Screens, Embedded-boards, Motherboards, AD-Controller boards, Single-board computers. To conduct, participate, involve, set-up & collaborate in research activities in materials & material science."

The following are the details of licenses, permissions and approvals obtained by the Company under various Central and State Laws for carrying out its business:

Approvals in Relation to Our Company's incorporation

1. Certificate of Incorporation dated **September 06, 2007** issued by the Registrar of Companies, Mumbai, Maharashtra under the Companies Act, 1956 as "**Highness Micro Electronics Private Limited**" (Company Identification no. U72900MH2007PTC173854)

2. Fresh Certificate of Incorporation dated **March 08, 2008** from the Registrar of Companies, Central Processing Centre, consequent to change of name of the Company from "**Highness Micro Electronics Private Limited**" to "**Highness Microelectronics Private Limited**" (Corporate Identification No. - U72900MH2007PTC173854)

3. Fresh Certificate of Incorporation dated **November 11, 2024,** from the Registrar of Companies, Central Processing Centre, consequent to conversion of the Company "**Highness Microelectronics Private Limited**" to "**Highness Microelectronics Limited**" (Corporate Identification No. - U72900MH2007PLC173854)

Approvals in relation to the Offer

Corporate Approvals

1. Our Board of Directors has, pursuant to resolutions passed at its meeting held on September 09, 2025 authorized the Offer, subject to the approval by the shareholders of our Company under section 62(1) (c) of the Companies Act, 2013.

2. Our shareholders have, pursuant to a resolution dated September 09, 2025 under Section 62(1) (c) of the Companxies Act, 2013, authorized the Offer.

3. Our Board of Directors has, pursuant to a resolution dated September 30, 2025 authorized our Company to take necessary action for filing the Draft Red Herring Prospectus respectively with BSE SME.

4. Our Board of Directors has, pursuant to a resolution dated March 18, 2026 authorized our Company to take necessary action for filing the Red Herring Prospectus with BSE SME

5. Our Board of Directors has, pursuant to a resolution dated [●] authorized our Company to take necessary action for filing the Prospectus with BSE SME.

Approvals from Stock Exchange

1. Our Company has received in- principle listing approval from the BSE SME dated December 30, 2025for listing of Equity Shares issued pursuant to the offer.

Other Approvals

1. The Company has entered into a tripartite agreement dated February 07, 2025 with the Central Depository Services (India) Limited (CDSL) and the Registrar and Transfer Agent, who in this case is Skyline Financial Services Private Limited, for the dematerialization of its shares.

2. The Company has entered into an agreement dated February 06, 2025 with the National Securities Depository Limited (NSDL) and the Registrar and Transfer Agent, who in this case is Skyline Financial Services Private Limited, for the dematerialization of its shares.

3. ISIN: - INE1KI801019

APPROVALS / LICENSES / PERMISSIONS IN RELATION TO OUR BUSINESS:

Tax Related Approvals

S. No	Description	Registration / License Number	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
1.	Permanent Account Number (PAN)	AABCH9142E	Income Tax Act, 1961	Income Tax Department	September 06, 2007	Valid till Cancelled
2.	Tax Deduction and Collection Account Number (TAN)	MUMH10802B	Income Tax Act, 1961	Income Tax Department	December 23, 2024	Valid till Cancelled
3.	GST Registration Certificate (Maharashtra)	27AABCH9142E1ZP	Goods Service Tax Act, 2017	Central Board of Indirect Taxes and Custom (CBIC)	December 12, 2024	Valid till Cancelled
4.	Maharashtra State Tax on Professions, Trades, Callings and Employments	27130944899P	Maharashtra State Tax on Professions, Trades, Callings and Employments Act,1975	Maharashtra Sales Tax Department	July 03, 2014	Valid till Cancelled

Registrations related to Labour Laws:

S.No.	Description	Registration/ License Number	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
1.	Registration under Employee	34000846570001499	Employees' state insurance act, 1948	Employees' State	August 26, 2024	Valid till Cancelled

	State Insurance Act (ESIC)			Insurance Corporation, Mumbai		
2.	Registration under the Employees Provident fund (EPF)	THTHA3413387000	Employee Provident Fund & Miscellaneous Provisions Act, 1952	Employees' Provident Fund Organisation, Mumbai	October 23, 2024	Valid till Cancelled

General Approval & Certifications:

S.No.	Description	Registration/ License Number	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
1.	UDYAM Registration Certificate	UDYAM-MH-18-0429243	Micro, Small and Medium Enterprises Development Act, 2006	Ministry of Micro, Small and Medium Enterprises	March 24, 2025	Valid till Cancelled
2.	Assocham Membership Certificate	NA	NA	The Associated Chambers of Commerce and Industry of India	December 03, 2024	Valid till Cancelled
3.	Confederation of Indian Industry	W6093P	NA	Confederation of Indian Industry	NA	Valid till 31st Dec 2026
4.	ELCINA Membership Certificate	A261	NA	Electronic industries association of India	July 01, 2023	March 31, 2026
5.	Associate Member of FICCI Confederation of MSMEs (FICCI-CMSME)	CMSME AM- 461	NA	FICCI Confederation of MSMEs (FICCI-CMSME)	May 09, 2025	March 31, 2026
6.	Importer-Exporter Code	0313033641	The Foreign Trade (Development and Regulation) Act, 1992	Ministry of Commerce and Industry And Directorate General of Foreign Trade	August 14, 2013	Valid till cancelled
7.	IESA Membership Certificate	NA	NA	India electronics & semiconductor association	April 01, 2025	March 31, 2026
8.	ISO 13485:2016	BN22714/21748	International Organization for	BSCIC certifications	May 02, 2024	May 01, 2027

S.No.	Description	Registration/ License Number	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
			Standardization	pvt. ltd.		
9.	ISO 9001:2015	BN22813/21697	International Organization for Standardization	BSCIC certifications pvt. ltd.	April 06, 2024	April 05, 2027
10.	License to Manufacture for Sale or for Distribution of Class A or Class B medical device	MFG/MD/2026/000073	Drugs and Cosmetics Act, 1940 and Medical Devices Rules, 2017	Central Drugs Standard Control Organisation	04.02.2026	Valid till cancelled
11.	Factory License	121702790004-0145	The Factories Act, 1948, Maharashtra Factories Rules, 1963	Government of Maharashtra, Directorate of Industrial Safety and Health (Labour Department)	May 01, 2025	December 31, 2026
12.	EPR Registration Certificate of Producer	B-29016(7688) (EPR Registration)/ 24/WM-III	E-Waste (Management) Rules 2022	Central Pollution Control Board	August 12, 2024	August 11, 2029
13.	MPBC-White Category Consent	NA	The Water CESS Act (1977), Air (Prevention & Control of Pollution) ACT 1981, water (Prevention & Control of Pollution) ACT, 1974	Maharashtra Pollution Control Board	July 10, 2025	Valid till Cancelled
14.	Legal Entity Identifier code	U72900MH2007PLC173854	-	Legal Entity Identifier India Limited	June 03, 2025	June 03, 2026

Intellectual Property

Trademarks registered/Objected/Abandoned in the name of our company

S. No	Trademark No./ Application No.	Class	Date of Expiry	Status	Trademark/Logo
1.	4123450	9 [Displays; inverters; touch screens and controllers; cable and converters.]	March 20, 2029	Registered	Device "HIGHNESS"

2.	4123451	10 [Medical & healthcare monitors.]	March 20, 2029	Registered	Device **"HIGHNESS"** 

Domain Name

Sr. No.	Domain Name and ID	Sponsoring Registrar & ID	Creation Date	Expiry Date
1.	**Domain name –** www.highnessmicro.com **Domain ID –** 1507935919_DOMAIN_COM-VRSN	Name: Tucows Domain Inc. Registrar WHOIS Server: whois.tucows.com	12th July 2008	12th July 2029
2.	**Domain name –** www.highnessmicro.co.in **Domain ID –** DDC6AA6C461454C8B827660D1644A8249-IN	Name: Tucows Domain Inc. Registrar WHOIS Server: whois.tucows.com	13th March 2020	13th March 2026

In addition to above licenses and approvals and except as stated in this chapter, it is hereby mentioned that no application has been made for license / approvals required by the Company and no approval is pending in respect of any such application made with any of the authorities.

This space has been left blank intentionally.

OUR GROUP COMPANY

In terms of the SEBI (ICDR) Regulations, the term "group companies", includes:

i. Such companies (other than promoter(s) and subsidiary/subsidiaries) with which the relevant issuer company had related party transactions during the period for which financial information is disclosed, as covered under applicable accounting standards, and

ii. Any other companies considered material by the Board of Directors of the relevant issuer company.

Accordingly, for (i) above, all such companies (other than our Subsidiary) with which there were related party transactions during the periods covered in the Restated Financial Statement, as covered under the applicable accounting standards, shall be considered as Group Companies in terms of the SEBI (ICDR) Regulations. For the purpose of avoidance of doubt and pursuant to regulation 2(1)(t) of SEBI (ICDR) Regulations, 2018 it is clarified that our promoters and Subsidiary will not be considered as Group Companies.

In terms of the SEBI (ICDR) Regulations and in terms of the policy of materiality defined by the Board of Directors pursuant to its resolution dated September 09, 2025 our Group Companies includes:

(a) Those companies disclosed as having related party transactions in accordance with Accounting Standard ("AS 18") issued by the Institute of Chartered Accountants of India, in the Restated Financial Statements of the Company for the last three financial years.

Provided, companies which have been disclosed as related parties in the Restated Financial Statements of our Company for the last three financial years, and which are no longer associated with our company have not been disclosed as Group Companies.

(b) All such companies which the Board has deemed to be material to be considered as Group Companies / Associates Companies.

As on date of Red Herring Prospectus the Company does not have any Group Companies.

This space has been left blank intentionally

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE OFFER

The Board of Directors, pursuant to a resolution passed at their meeting held on September 09, 2025 authorized the offer, subject to the approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013, and such other authorities as may be necessary. The shareholders of our Company have, pursuant to a special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Annual General Meeting held on September 09, 2025 authorized the offer

The Selling Shareholders has authorised and confirmed inclusion of their portion of the Offered Shares as part of the Offer for Sale, as set out below:

Sr. No.	Name of the Selling Shareholders	Date of Consent Letter	Number of Shares to be offered
1.	Mr. Gaurav Manjul Kejriwal	September 17, 2025	38,400
2.	Mr. Manjul Kumar Kejriwal	September 17, 2025	1,14,000

The Selling Shareholders confirms that their respective portion of the Offered Shares are eligible to be offered for sale in the Offer in accordance with Regulation 230(1) (f) and 230(1) (g) of the SEBI ICDR (Amendment) Regulations, 2025 to the extent applicable to them, as on the date of this Red Herring Prospectus.

The Draft Red Herring Prospectus has been approved by our Board pursuant to a resolution dated September 30, 2025.

The Red Herring Prospectus has been approved by our Board pursuant to a resolution dated March 18, 2026.

The Prospectus has been approved by our Board pursuant to a resolution dated [●].

The Company has obtained approval from BSE vide letter dated December 30, 2025 to use the name of BSE in this Offer Document for listing of equity shares on the BSE SME.

PROHIBITION BY SEBI, RBI OR OTHER GOVERNMENTAL AUTHORITIES

As per Regulation 228 of the SEBI ICDR Regulation, 2018 and SEBI ICDR (Amendment) Regulations, 2025, our Company satisfies the following eligibility conditions on which the specified securities are proposed to be listed:

a) Our Company, Promoters, Selling Shareholders, Directors, members of our Promoter Group, the persons in control of our Promoters or our Company, as applicable, are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

b) Our Directors and Promoters are not directors or promoters of any other company which has been debarred from accessing the capital markets by SEBI.

c) Our Company, Promoters, Promoter Group and Directors have not been declared as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof in accordance with the guidelines on Wilful Defaulters or Fraudulent Borrowers issued by the RBI.

d) Our Promoters or Directors have not been declared as Fugitive Economic Offenders under section 12 of the Fugitive Economic Offenders Act, 2018.

e) There are no outstanding convertible securities or any other right which would entitle any person with any option to receive equity shares of the issuer.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

All the Equity Shares are fully paid up and there are no partly paid-up Equity Shares as on the date of filing of this Red Herring Prospectus.

COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company, the Promoters and the members of the Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 ("SBO Rules"), to the extent applicable, as on the date of this Red Herring Prospectus.

DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET

None of our Directors are associated with the Securities Market in any manner and no action has been initiated against these entities by SEBI at any time except as stated under the chapters titled "Outstanding Litigations and Material Developments" beginning on page 233 respectively, of this Red Herring Prospectus.

ELIGIBILITY FOR THE OFFER

Our Company is an "**Unlisted Company**" in terms of the SEBI (ICDR) Regulations, 2018 and this Offer is an "Initial Public Offer" in terms of the SEBI (ICDR) Regulations, 2018.

This Offer is being made in terms of Regulation 229 (1) of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our Company whose post offer Paid up Capital is less than or equal to ₹ 10 Crore shall offer shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange"), in this case being the SME Platform of Bombay Stock Exchange i.e. BSE SME.

Further, as per Regulation 229 of the SEBI ICDR Regulation, 2018 read along with SEBI ICDR (Amendment) Regulations, 2025 and eligibility conditions of BSE SME, our Company satisfies track record to get its specified securities listed.

- **The Offeror should be a company incorporated under the Companies Act 1956 / 2013 in India.**

  Our Company was originally incorporated on September 06, 2007 under the Companies Act, 1956.

- **The post offer paid up capital of the company shall not be more than ₹ 25.00 Crore.**

  As on the date of the Red Herring Prospectus, our Company has a total paid-up capital of ₹35,100/- Thousands comprising 35,10,000 Equity Shares of ₹ 10/- each and the Post Offer paid-up Capital will shall be up to ₹51,636/- Thousands comprising upto 51,63,600 Equity Shares which shall be below ₹ 25.00 crores.

- **Net Worth of the Company**

  Based on the Restated Financial Statements, Company's net worth for the 3 preceding financial years preceding the application date is given below and it has Net worth of at least Rs. 1 crore for 2 preceding full financial years:

Amount (in ₹ '000)

Particulars	December 31, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Paid up Share Capital	35,100	35,100	100	100
Reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account	65,180.23	31,080.05	40,854.05	16,974.43
Net Worth	**1,00,280.23**	**66,180.05**	**40,954.05**	**17,074.43**

- **Net Tangible Asset**

Based on the Restated Financial Statements, Company's Net Tangible Assets for the full financial year ended March 31, 2025 was more than Rs. 3 Crores and the working is given below:

Particulars	Amount (in ₹ '000)
Total Assets	1,43,054.20
Less: Intangible asset	16,181.13
Less: Total Liabilities	77,638.58
Net Tangible asset	**49,234.49**

- **The track record of applicant Company seeking listing should be at least 3 years.**

Our Company got incorporated on September 06, 2007 therefore our company satisfies the track record criteria of 3 years.

- **Earnings before Interest, Depreciation and tax**

Our Company satisfies the criteria of having minimum operating profit (earnings before interest, depreciation and tax) of Rs. 1 Crore from operations for 2 out of 3 latest financial years preceding the application date which given hereunder based on Restated Financial Statement.

Amount (in ₹ '000)

Particulars	December 31, 2025	March 31, 2025	March 31, 2024	March 31, 2023
Net Profit Before Tax	42,532.73	32,660.11	31,621.51	6,353.84
Add: Finance Cost	7,600.95	4,258.73	1,816.59	2,500.18
Add: Depreciation and Amortisation Expenses	8,136.95	9,269.38	29,107.14	24,772.35
Less: Other Income	2,787.73	1,000.29	2,887.46	2,329.72
Operating Profit (earnings before interest, depreciation and tax)	**61,058.36**	**45,187.93**	**59,657.78**	**31,296.65**

- **Leverage Ratio**

The Leverage ratio (Total Debts to Equity) of the Company as on December 31, 2025 and March 31, 2025 was 1.22 Times and 0.78 Times which is less than the limit of 3:1. The working is given below:

Amount (in ₹ '000)

Particulars	December 31, 2025	March 31, 2025
Total Debt	81,987.22	49,274.93
Total Equity	1,00,280.23	66,180.05

Ratio	**1.22**	**0.75**

**As certified by M/s. Jain Vinay & Associates, Chartered Accountant, vide certificate dated September 22, 2025 bearing UDIN: 25403919BMMNUR5996*

- **Disciplinary action**

1. No regulatory action of suspension of trading against the promoter(s) or companies promoted by the promoters by any stock Exchange having nationwide trading terminals.

2. Our Promoter(s) or directors are not be promoter(s) or directors (other than independent directors) of compulsory delisted companies by the Exchange and the applicability of consequences of compulsory delisting is attracted or companies that are suspended from trading on account of non-compliance.

3. Our directors are not be disqualified/ debarred by any of the Regulatory Authority.

- **Default**

Our company confirms that there are no pending defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by our company, our promoters/ promoting company(ies), subsidiary Companies.

- **Name Change**

In case of name change within the last one year, at least 50% of the revenue calculated on a restated basis for the preceding 1 full financial year has been earned by it from the activity indicated by its new name.

Our Company confirms that except for conversion into public limited Company, there has been no name change within the last one year which suggest different nature of activity.

- **Other Requirements**

We Confirm that;

i. The Company has a website: https://highnessmicro.com/
ii. 100% of the Promoter's shareholding in the Company is in Dematerialised form.
iii. Our Company shall mandatorily facilitate trading in demat securities and have entered into tripartite agreement with both the depositories i.e. NSDL & CDSL along with our Registrar for facilitating trading in dematerialized mode. The Company's shares bear an ISIN: INE1KI801019
iv. There has been no change in the promoters of the company in preceding one year from date of filing the application to BSE for listing under SME segment.
Additionally, in compliance of regulation 229(5) of SEBI (ICDR) Regulations, 2018 read with SEBI ICDR (Amendment) Regulations, 2025 , in cases where there is a complete change of promoter of the issuer or there are new promoter(s) of the issuer who have acquired more than fifty per cent of the shareholding of the issuer, the issuer shall file offer document only after a period of one year from the date of such final change(s).-**Not Applicable**
v. The composition of the board is in compliance with the requirements of Companies Act, 2013 at the time of in principle approval.
vi. The Net worth computation is computed as per the definition given in SEBI (ICDR) Regulations.
vii. The Company has not been referred to NCLT under IBC.
viii. There is no winding up petition against the company, which has been admitted by the court or a liquidator has not been appointed.
ix. In compliance of regulation 229(4) of SEBI (ICDR) Regulations, 2018 read with SEBI ICDR (Amendment) Regulations, 2025 in case of the Company, which had been a proprietorship or a partnership firm or a limited liability partnership before conversion to a company or body corporate, such issuer may make an initial public

offer only if the issuer company has been in existence for at least one full financial year before filing of offer document- **Not Applicable**

x. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our company.

xi. None of the Issues/offers managed by Book Running Lead Manager are returned by BSE in last six months from the date of this Red Herring Prospectus.

xii. There is no default in payment of interest and/or principal to the debenture / bond / fixed deposit holders, banks, Fis by the Company, promoters / promoting Company(ies), group companies, companies promoted by the promoters /promoting company(ies) during the past three years.

xiii. There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of Promoters/promoting Company(ies), group companies, companies promoted by the Promoters/promoting companies of the Company.

xiv. There is no default in payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the Company, Promoters/promoting Company(ies), group companies, companies promoted by the Promoters/promoting Company(ies) during the past three years.

In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, we confirm that:

a. In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, an application is being made to SME Platform of BSE and BSE SME is the designated stock exchange;

b. In accordance with Regulation 230(1)(b) of the SEBI (ICDR) Regulations, we have entered into an agreement with depositories for the dematerialisation of our specified securities already issued and proposed to be issued;

c. In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all our present equity shares are fully paid up;

d. In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, all the specified securities held by our promoters are already in dematerialised form.

e. The fund requirements set out for the Objects of the Offer are proposed to be met entirely from the Net Proceeds;

f. Accordingly, our Company confirms that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Offer as required under the SEBI ICDR Regulations;

g. In accordance with Regulation 230(1)(f) of the SEBI (ICDR) Regulations, size of offer for sale by selling shareholders are not exceeding twenty per cent of the total offer size;

h. In accordance with Regulation 230(1)(g) of the SEBI (ICDR) Regulations, shares being offered for sale by selling shareholders are not exceeding fifty per cent of such selling shareholders' pre-offer shareholding on a fully diluted basis;

i. In accordance with Regulation 230(1)(h) of the SEBI (ICDR) Regulations, objects of the offer should not consist of repayment of loan taken from promoter, promoter group or any related party, from the offer proceeds, directly or indirectly: -**Not Applicable**

j. In accordance with Regulation 246 the SEBI (ICDR) Regulations, 2018, we shall also ensure that we submit the soft copy of offer Document through BRLM immediately up on registration of the offer Document with the Registrar of Companies along with submission by the BRLM of a Due Diligence Certificate to which the site visit report of the offeror prepared by the Book Running Lead manager shall also annexed including additional confirmations to the Exchange. However, SEBI shall not issue any observation on our Red Herring Prospectus;

k. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this Issue will be 100% underwritten and that the Book Running Lead Manager to the Issue shall underwrite minimum 15% of the Total Offer Size. For further details pertaining to said underwriting please refer to section titled "General Information" beginning on page no. 64 of this Red Herring Prospectus. - **Noted for Compliance;**

l. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, 2018, the BRLM will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares Issue in the Initial Public offer.
For details of the market making arrangement, see Section titled "General Information" beginning on page no. 64 of this Red herring Prospectus. **- Noted for Compliance;**

m. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottees in the offer shall be greater than or equal to two hundred (200), otherwise, the entire application money will be refunded within 4 (Four) days of such intimation. If such money is not repaid within

4 (Four) days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of 4 (Four) days, be liable to repay such application money, with interest at the rate 15% per annum.

We further confirm that we shall be complying with all the other requirements as laid down for such an offer under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and Subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

COMPLIANCE WITH PART A OF SCHEDULE VI OF THE SEBI (ICDR) REGULATIONS, 2018

Our Company is in compliance with the provisions specified in Part A of Schedule VI of the SEBI (ICDR) Regulations, 2018. No exemption from eligibility norms has been sought under Regulation 300 of the SEBI (ICDR) Regulations, 2018, with respect to the Offer.

SEBI DISCLAIMER CLAUSE

"IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE RED HERRING PROSPECTUS TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGER, FINTELLECTUAL CORPORATE ADVISORS PRIVATE LIMITED, HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE RED HERRING PROSPECTUS GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE RED HERRING PROSPECTUS, FINTELLECTUAL CORPORATE ADVISORS PRIVATE LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, FINTELLECTUAL CORPORATE ADVISORS PRIVATE LIMITED HAS FURNISHED TO STOCK EXCHANGE/ SEBI, A DUE DILIGENCE CERTIFICATE DATED MARCH 18, 2026 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE OFFEROR FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH FINTELLECTUAL CORPORATE ADVISORS PRIVATE LIMITED ANY IRREGULARITIES OR LAPSES IN THE RED HERRING PROSPECTUS."

ALL LEGAL REQUIREMENTS PERTAINING TO THIS OFFER WILL BE COMPLIED WITH AT THE TIME OF FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES, MUMBAI, IN TERMS OF SECTION 26, 30 AND SECTION 32 OF THE COMPANIES ACT, 2013.

DISCLAIMER CLAUSE OF THE BSE

BSE Limited (BSE) has given vide its letter dated December 30, 2025 permission to this Company to use its name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed on the SME Platform. BSE has scrutinized offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. BSE Limited does not in any manner: -

i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or

ii. warrant that this Company's securities will be listed on completion of Initial Public Offer or will continue to be listed on BSE; or

iii. take any responsibility for the financial or other soundness of this Company, its promoter, its management or any scheme or project of this Company;

iv. warrant, certify or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the Company is determined by the Company in consultation with the Merchant Banker (s) to the offer and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE, whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

v. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.

vi. The Company has chosen the SME Platform of BSE Limited on its own initiative and at its own risk, and is responsible for complying with all local laws, rules, regulations, and other statutory or regulatory requirements stipulated by BSE / other regulatory authority. Any use of the SME Platform of BSE Limited and the related services are subject to Indian Laws and Courts exclusively situated in Mumbai.

DISCLAIMER FROM OUR COMPANY, THE DIRECTORS, THE SELLING SHAREHOLDERS, THE BOOK RUNNING LEAD MANAGER

Our Company, the Directors, the Selling Shareholders and the Book Running Lead Manager accept no responsibility for statements made in relation to the Company or the Offer other than those confirmed by itself or its Offered Shares in this Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website, https://highnessmicro.com/, or the respective websites of the members of our Promoter, Promoter Group or our Subsidiaries, or any of the Group Companies, or the Selling Shareholders would be doing so at his or her own risk.

The Selling Shareholders are providing information in this Red Herring Prospectus only in relation to themself as the selling shareholders and their respective portion of the Offered Shares, the Selling Shareholders, including its directors, partners, affiliates, associates and officers, accepts and/or undertakes no responsibility for any statements made or undertakings provided, including without limitation, any statement made by or in relation to our Company or its business, other than those specifically undertaken or confirmed by it as selling shareholders and its respective portion of the Offered Shares in this Red Herring Prospectus.

The Book Running Lead Manager accept no responsibility, save to the limited extent as provided in the Offer Agreement and the Underwriting Agreement to be entered into between the Underwriter and our Company and Market Maker Agreement entered into among Market Maker and our Company.

All information shall be made available by our Company, the Selling Shareholders (to the extent that the information pertains to himself and its respective portion of the Offered Shares) and the Book Running Lead Manager to the public and investors at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding

Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, Underwriters and their respective directors, partners, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not offer/issue, allot, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders, Underwriters and their respective directors, partners, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The Book Running Lead Manager and their respective associates and affiliates in their capacity as principals or agents, may engage in transactions with, and perform services for, our Company, the Selling Shareholders and their respective group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with or become customers to our Company, the Selling Shareholders and their respective group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

DISCLAIMER IN RESPECT OF JURISDICTION

This Offer is being made in India to persons resident in India including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under the applicable trust law and who are authorized under their constitution to hold and invest in shares, and any FII sub –account registered with SEBI which is a foreign corporate or Foreign individual, permitted insurance companies and pension funds and to FIIs and Eligible NRIs. This Red Herring Prospectus does not, however, constitute an invitation to subscribe to Equity Shares Offer hereby in any other jurisdiction to any person to whom it is unlawful to make an Offer or invitation in such jurisdiction. Any person into whose possession the Red Herring Prospectus comes is required to inform him or herself about and to observe, any such restrictions. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai, Maharashtra only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose.

Accordingly, our Company's Equity Shares, represented thereby may not be offered or sold, directly or indirectly, and Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of Red Herring Prospectus nor any sale here under shall, under any circumstances, create any implication that there has been any change in our Company's affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT, 1993

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to "qualified institutional buyers", as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

FILING

The Draft Red Herring Prospectus is being filed with BSE Limited, 25th Floor, P. J. Towers, Dalal Street, Fort, Mumbai- 400001. The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Master Circular Number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024, a copy of Red Herring Prospectus/Prospectus will be filed online through SEBI Intermediary Portal at https://siportal.sebi.gov.in.

A copy of the Red Herring Prospectus/Prospectus along with the material contracts and documents referred elsewhere in the Red Herring Prospectus/Prospectus, will be delivered to Registrar of Companies, Chandigarh at 1st Floor, Corporate Bhawan, Plot No.4-B, Sector 27-B, Pin-160019, Chandigarh.

LISTING

The Equity Shares Offered are proposed to be listed on the SME Platform of BSE. Application have been made to the SME Platform of BSE for obtaining permission for listing of the Equity Shares being offered and sold in the Offer on its BSE SME Platform after the allotment in the Offer. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Offer.

Our company has obtained In-principle approval from BSE vide letter dated December 30, 2025 to use name of BSE in the Red Herring Prospectus for listing of equity shares on BSE SME.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the BSE, the Company shall refund through verifiable means the entire monies received within Four days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities, and if any such money is not repaid within four day after the company becomes liable to repay it the company and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of Section 38(1) of the Companies Act, 2013 which is reproduced below:

Any person who-

- Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable to action under Section 447 of the Companies, Act 2013.

CONSENTS

Consents in writing of Our Directors, Promoter, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditor, Peer Review Auditor for the Offer, Key Managerial Personnel, Senior Managerial Personnel, Book Running Lead Manager, Underwriters, Market Maker to the Offer, Registrar to the Offer, Legal Advisor to the Offer, and Banker(s) to the Company to act in their respective capacities shall be obtained as required under Section 26 & 32 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the Registrar of Companies. For the purpose of inclusion of Financial Statement as Restated in the Offer Document, M/s. Jain Vinay & Associates, Chartered Accountants has given their written consent to the inclusion of their report in the form and context in which it appears in this Red Herring Prospectus and such consent and report shall not be withdrawn up to the time of delivery of the Prospectus for filing with the Registrar of Companies.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, 2018, M/s. Jain Vinay & Associates, Chartered Accountants, the Peer Review Auditor for the Offer have agreed to provide their written consent to the inclusion of their respective reports on "Statement of Possible Tax Benefits" relating to the possible tax benefits and Financial Statement as Restated as included in this Red Herring Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Red Herring Prospectus.

EXPERT TO THE OFFER

Except for report and certificates from Peer Review Auditors and Statutory Auditor on financial matter, Practicing Company Secretary Report for ROC Search Report, Certificate from chartered Engineer with respect to capacity utilisation of each of the unit of the Company and Legal advisor to the company on Legal matters, we have not obtained any other expert opinions.

EXPENSES TO THE OFFER

The expenses of this offer include, among others, underwriting and management fees, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. For details of total expenses of the offer, refer to chapter "Objects of the offer" beginning on page 88 of this Red Herring Prospectus.

PREVIOUS PUBLIC OR RIGHT ISSUES DURING THE LAST FIVE YEARS

Our Company has not made any public offer/issue (as defined under the SEBI ICDR Regulations) during the five years preceding the date of this Red Herring Prospectus. Further, our Company has not made any rights issue during the last five years preceding the date of this Red Herring Prospectus.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION

We have not made any previous public offer/Issue. Therefore, no sum has been paid or is payable as commission or brokerage for or subscribing to or procuring for or agreeing to procure subscription for any of the Equity Shares of the Company since its inception.

PERFORMANCE VIS-À-VIS OBJECTS – PUBLIC/ RIGHTS ISSUE OF THE LISTED SUBSIDIARIES OF OUR COMPANY

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations and this Offer is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations. Therefore, data regarding performance vis-à-vis objects is not applicable to us. Further, as on date of this Red Herring Prospectus our Company has no listed corporate promoters and no listed subsidiary company.

CAPITAL ISSUE DURING THE LAST THREE YEARS

Other than as disclosed in "Capital Structure" beginning on page no. 75 our Company has not undertaken any capital issue in the last three years preceding the date of this Red Herring Prospectus.

Further, our company does not have any listed Group Companies/ Subsidiaries/ Associates, hence issue of capital during the last three years is not applicable for the same.

PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES/ OFFER HANDLED BY THE BRLM

For details regarding the price information and track record of the past issue/offer handled by Fintellectual Corporate Advisors Private Limited, as specified in the circular reference CIR/CFD/DIL/7/2015 dated October 30, 2015, issued by SEBI is as follows:

TABLE 1:

Sr. No.	Issuer Name	Issue Size (₹ in Cr)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (₹)	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 30thCalendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 90thCalendar Days from Listing	+/- % Change in Closing Price, (+/- % Change in Closing Benchmark) 180thCalendar Days from Listing
Main Board-IPOs-Nil								
SME-IPOs								
1.	GEM Enviro Management Limited	44.93	75	26-06-2024	142.5	254.27% (3.38%)	159.40% (7.93%)	81.60% (0.17%)
2.	Valplast Technologies Limited	28.09	54	08-10-2025	57	7.64% (1.76%)	1.85% (4.02%)	-
3.	Logiciel Solutions Limited	39.90	193	05-12-2025	154.40	(64.77%) (0.32%)	(81.81%) (6.65%)	-

Source: Price Information www.bseindia.com , Issue Information from respective Prospectus.

Note:

1. The S&P BSE Sensex are considered as the Benchmark
2. "Issue Price" is taken as "Base Price" for calculating % Change in Closing Price of the respective Issues on 30th /90th/180th Calendar days from listing.
3. "Closing Benchmark" on the listing day of respective scripts is taken as "Base Benchmark" for calculating % Change in Closing Benchmark on 30th/90th/180th Calendar days from listing. Although it shall be noted that for comparing the scripts with Benchmark, the +/- % Change in Closing Benchmark has been calculated based on the Closing Benchmark on the same day as that of calculated for respective script in the manner provided in Note No. 4 below.

4. In case 30th/ 90th/180th day is not a trading day, closing price on BSE/NSE of the previous trading day for the respective Scripts has been considered, however, if scripts are not traded on that previous trading day then last trading price has been considered.

TABLE 2: Summary Statement of Disclosure

Financial Year	Total no. of IPOs	Amount of Fund raised (₹ in Cr.)	Nos. of IPO trading at discount as on 30th calendar day from listing date			Nos. of IPO trading at premium as on 30th calendar day from listing date			Nos. of IPO trading at discount as on 180th calendar day from listing date			Nos. of IPO trading at premium as on 180th calendar day from listing date		
			Over 50 %	Between 25-50 %	Less than 25 %	Over 50 %	Between 25-50 %	Less than 25 %	Over 50 %	Between 25-50 %	Less than 25 %	Over 50 %	Between 25-50 %	Less than 25 %
2024-25	1	44.93	-	-	-	1	-	-	-	-	-	1	-	-
2025-26	2	60.79	1	-	-	-	-	1	-	-	-	-	-	-

TRACK RECORD OF PAST OFFER/ISSUES HANDLED BY BOOK RUNNING LEAD MANAGER

For details regarding the track record of the Book Running Lead Manager, as specified in circular bearing number CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please see the websites of the Book Running Lead Manager, at: https://fintellectualadvisors.com/

STOCK MARKET DATA OF EQUITY SHARES

This being an initial public offer of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Agreement between the Registrar and Our Company provides for retention of records with the Registrar for a period of at least three years from the last date of dispatch of the letters of allotment, demat credit and unblocking of funds to enable the investors to approach the Registrar to this Offer for redressal of their grievances. All grievances relating to this Offer may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as the name, address of the applicant, number of Equity Shares applied for, amount paid on application and the bank branch or collection center where the application was submitted.

All grievances relating to the ASBA process may be addressed to the SCSB, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch or the collection centre of the SCSB where the Application Form was submitted by the ASBA applicants.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company has appointed Skyline Financial Services Private Limited as the Registrar to the Offer to handle the investor grievances in co-ordination with the Compliance Officer of the Company. All grievances relating to the present offer may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as

name, address of the applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

The Registrar to the offer will handle investor's grievances pertaining to the offer. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be co-ordinating with the Registrar to the offer in attending to the grievances to the investor.

All grievances relating to the ASBA process and UPI may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the offer or the SCSBs for the redressal of routine investor grievances will be fifteen (15) business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

Our Company will obtain authentication on the SCORES in compliance with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013, SEBI Circular (CIR/OIAE/1/2014) dated December 18, 2014, and SEBI circular (SEBI/HO/OIAE/IGRD/CIR/P/2021/642) dated October 14, 2021 in relation to redressal of investor grievances through SCORES. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in

We have constituted the Stakeholders Relationship Committee of the Board vide resolution passed at the Board Meeting. For further details, please refer to the chapter titled "Our Management" beginning on page 180 of this Red Herring Prospectus.

Our Company has appointed Ms. Preeti Paresh Rathi as Company Secretary and Compliance Officer and she may be contacted at the following address:

Ms. Preeti Paresh Rathi
1C3, 1st Floor, Gundecha Onclave, Kherani Road, Saki Vihar, Andheri (East), Mumbai-400072, Maharashtra, India.
Contact No.: 022-22812627
Email: cs@highnessmicro.com
Website: https://highnessmicro.com/

Investors can contact the Company Secretary and Compliance Officer or the Registrar in case of any Pre-Offer or Post-Offer related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account or unblocking of funds, etc.

Status of Investor Complaints

We confirm that we have not received any investor compliant during the three years preceding the date of this Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Red Herring Prospectus

Disposal of Investor Grievances by Listed Companies under the same Management

None of our Group Companies / Associates / Subsidiary are listed on any Stock Exchange as on the date of filing this Red Herring Prospectus.

EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI

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

OTHER CONFIRMATIONS

No person connected with the Offer shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the initial public offer, except for fees or commission for services rendered in relation to the Offer.

This space has been left blank intentionally

SECTION VIII: OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued pursuant to this offer shall be subject to the provision of the Companies Act, SEBI (ICDR) Regulations, 2018, SCRA, SCRR, Memorandum and Articles, the terms of this Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, Abridged Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note (CAN) and other terms and conditions as may be incorporated in the Allotment advices and other documents/ certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing of securities issued from time to time by SEBI, the Government of India, BSE, RoC, RBI and / or other authorities, as in force on the date of the offer and to the extent applicable.

The Offer

The offer consists of a Fresh Issue by our Company and an offer for Sale by the Selling Shareholders. Expenses for the offer shall be borne by our Company and the Selling Shareholders in the manner specified in "Objects of the Offer" on page 88 of this Red Herring Prospectus.

Authority for the Offer

This offer has been authorized by a resolution of the Board passed at their meeting held on September 09, 2025, subject to the approval of shareholders through a special resolution to be passed pursuant to section 62 (1) (c) of the Companies Act, 2013. The shareholders have authorized the offer by a special resolution in accordance with Section 62 (1) (c) of the Companies Act, 2013 passed at the Extra Ordinary General Meeting of the Company held on September 09, 2025. The Selling Shareholders have confirmed and approved their participation in the offer for Sale in relation to their respective portion of Offered Shares in the manner set forth below. Further, our Board has taken on record the consent of the Selling Shareholders to participate in the Offer for Sale pursuant to the resolutions dated September 20, 2025

Ranking of Equity Shares

The Equity Shares being Offered/Allotted in the offer shall be subject to the provisions of the Companies Act, 2013 and the Memorandum & Articles of Association, SEBI ICDR Regulations and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees upon receipt of Allotment of Equity Shares under this offer will be entitled to dividends, Voting Power and other corporate benefits, if any, declared by our Company after the date of allotment. For further details, please refer to section titled, "Main Provisions of Article of Association", beginning on page 316 of this Red Herring Prospectus. in accordance with Companies Act, 2013 and the Articles of Association of the Company.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, 2013 and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on several factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per the provisions of the Companies Act, 2013. Dividends,if any, declared by our Company after the date of Allotment will be payable to the transferee who has been Allotted Equity Shares in the offer, for the entire year, in accordance with applicable laws. For further details,please refer to the chapter titled Dividend Policy beginning on pages 213 of this Red Herring Prospectus.

Face Value and Offer Price

The face value of each Equity Share is ₹ 10/- and the Offer Price at the lower end of the Price Band is ₹ [●]/-

per Equity Share and at the higher end of the Price Band is ₹ [●] /- per Equity Share. The Anchor Investor offer Price is ₹ [●] /- per Equity Share.

The Price Band and the Bid Lot will be decided by our Company and the Selling Shareholders, in consultation with the BRLMs, and published by our Company in [●] edition of [●] (a widely circulated English national daily newspaper) and [●] edition of [●] (a widely circulated Hindi national daily newspaper) and [●] edition of [●] being the regional language of Maharashtra, (where our Registered Office is located) at least two Working Days prior to the Bid/Offer Opening Date, and shall be made available to the Stock Exchange for the purpose of uploading the same on their website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid-cum-Application Forms available at the website of the Stock Exchange. The Offer Price shall be determined by our Company, in consultation with the BRLMs, after the Bid/offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of the Book Building Process.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

Compliance with the disclosure and accounting norms

Our Company shall comply with all the applicable disclosure and accounting norms as specified by SEBI from time to time.

Compliance with ICDR Regulations

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, as amended from time to time.

Rights of the Equity Shareholder

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws and regulations; and the Articles of Association ofour Company; and
- Such other rights, as may be available to a shareholder of a listed public company under the CompaniesAct and the Memorandum and Articles of Association of the Company.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see "Main Provisions of Articles of Association" on page 316 of this Red Herring Prospectus.

Allotment only in Dematerialized form

Pursuant to Section 29 of the Companies Act, the Equity Shares shall be Allotted only in dematerialized form. As per SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form. In this context, two agreements have been signed by our Company with the respective Depositories and the Registrar to the Offer before filing this Red Herring Prospectus:

- Tripartite agreement dated February 07, 2025, among CDSL, our Company and the Registrar to the offer; and
- Tripartite agreement dated February 06, 2025, among NSDL, our Company and the Registrar to the offer.

The ISIN of the company is INE1KI801019.

As per the provisions of the Depositories Act, 1996 & regulations made there under and Section 29 (1) of the Companies Act, 2013, the equity shares of a body corporate shall be in dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode.

Minimum Application value, Market Lot and Trading Lot

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall be two lots (which shall be above ₹2 lakhs) per application.

The trading of the Equity Shares will happen in the minimum contract size of 1200 Equity Shares and the same may be modified by the SME Platform of BSE from time to time by giving prior notice to investors at large. For further details, see "Offer Procedure" on page 271 of this Red Herring Prospectus.

Minimum Number of Allottees

Further in accordance with Regulation 268(1) of SEBI ICDR Regulations, the minimum number of allottees in this offer shall be 200 shareholders. In case the minimum number of prospective allottees is less than 200, no allotment will be made pursuant to this offer and all the monies blocked by SCSBs shall be unblocked within two (2) working days of closure of Offer.

Joint Holders

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

Jurisdiction

Exclusive Jurisdiction for the purpose of this offer is with the competent courts/authorities in India.

The Equity Share have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in off-shore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.

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

Nomination Facility to the Investor

In accordance with Section 72 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014, the sole Applicant, or the first Applicant along with other joint Applicants, may nominate any one person in whom, in the event of the death of sole Applicant or in case of joint Applicants, death of all the Applicants, as the case may be, the Equity Shares Allotted, if any, shall vest.

A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or Corporate Office or to the registrar andtransfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013, shall upon production of such evidence, as may be required by the Board, elect either:

1. to register himself or herself as the holder of the equity shares; or
2. to make such transfer of the equity shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himselfor herself or to transfer the equity shares, and if the notice is not complied with within a period of ninety (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respectof the equity shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the offer will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the applicant would prevail. If the Applicants require changing of their nomination, they are requested to inform their respective depository participant.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre-offer capital of our Company, Promoters' minimum contribution as provided in "Capital Structure" on page 75 of this Red Herring Prospectus and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, please refer "Main Provisions of Articles of Association" on page 316 of this Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the BRLMs do not accept any responsibility for the completeness and accuracy of the information stated herein above. Our Company and the BRLMs are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations,which may occur after the date of the Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

Arrangements for Disposal of Odd Lots

The trading of the Equity Shares will happen in the minimum contract size of 1200 shares in terms of the SEBICircular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, in terms of Regulation 261(5) of theSEBI ICDR Regulations, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME Platform of BSE.

Application by Eligible NRIs, FPIs or VCFs registered with SEBI

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for

the purpose of Allocation.

As per the extent Guidelines of the Government of India, OCBs cannot participate in this offer

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

Pre- Offer Advertisement

Subject to Section 30 of the Companies Act 2013, our Company, after filing the Red Herring Prospectus with the ROC, publish a pre-offer advertisement, in the form prescribed by the SEBI Regulations, in (i) All Editions of English National Newspaper, [●]; (ii) All editions of Hindi National Newspaper [●] and (iii) An edition of Regional Newspaper, [●] (Maharashtra) each with wide circulation where the registered office of the company is situated. In the pre-offer advertisement, we shall state the Bid/offer Opening Date and the Bid/offer Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI (ICDR) Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

In the pre- offer advertisement, we stated the Bid/offer Opening Date and the Bid/offer Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI (ICDR) Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, was in the format prescribed in Part A of Schedule X of the SEBI Regulations

New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debentures, warrants, secured premium notes, etc. issued by our Company.

Withdrawal of the Offer

In accordance with the SEBI (ICDR) Regulations, our Company, in consultation with Book Running Lead Manager, reserves the right not to proceed with this offer at any time after the offer Opening Date, but before our Board meeting for Allotment without assigning reasons thereof. If our Company withdraws the offer after the Offer Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre- offer advertisements were published.

Further, the Stock Exchanges shall be informed promptly in this regard and the Book Running Lead Manager, through the Registrar to the Offer, shall notify the SCSBs to unblock the Bank Accounts of the ASBA Applicants within one Working Day from the date of receipt of such notification. In case our Company withdraws the offer after the offer Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Offer Document with the Stock Exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the offer is also subject to obtaining the final Listing and Trading Approval of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non-Retail Applicants shall not be allowed to withdraw their Application after the offer Closing Date.

Period of Subscription List of the Public offer

Event	Indicative Date
Offer Opening Date	Tuesday, March 24, 2026^1
Offer Closing Date	Friday, March 27, 2026^2
Finalization of Basis of Allotment with the Designated Stock Exchange	On or about Monday, March 30, 2026
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI ID linked bank account*	On or about Wednesday, April 01, 2026
Credit of Equity Shares to Demat Accounts of Allottees	On or about Wednesday, April 01, 2026
Commencement of trading of the Equity Shares on the Stock Exchange	On or about Thursday, April 02, 2026

Note - (1) Our Company and Selling Shareholders, in consultation with the BRLMs, consider participation by Anchor Investors. The Anchor Investor Bid/offer Period shall be one Working Day prior to the Bid/offer Opening Date in accordance with the SEBI ICDR Regulations.
(2) Our Company and Selling Shareholders in consultation with the BRLMs, consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/offer Closing Date in accordance with the SEBI ICDR Regulations.

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 3 Working Days of the Bid/offer Closing Date, the timetable may change due to various factors, such as extension of the Bid/ offer Period by Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bid-Cum- Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the Offer Period (except for the Bid/Offer Closing Date). On the Bid/ offer Closing Date, the Bid-Cum- Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for Individual Investors and non- Individual Bidders. The time for applying for Individual Bidders on Bid/ Offer Closing Date maybe extended in consultation with the BRLMs, RTA and BSE SME taking into account the total number of applications received up to the closure of timings. Due to the limitation of time available for uploading the Bid-Cum- Application Forms on the Bid/offer Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/Offer Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Bid/offer Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid-Cum- Application Forms are received on the Bid/Offer Closing Date, as is typically experienced in public offer, some Bid-Cum- Application Forms may not get uploaded due to the lack of sufficient time. Such Bid-Cum-Application Forms that cannot be uploaded will not be considered for allocation under this offer Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLMs is liable for any failure in uploading the Bid-Cum-Application Forms due to faults in any software/hardware system or otherwise. In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Individual Bidders can revise or withdraw their Bid-Cum- Application Forms prior to the Bid/Offer Closing Date. Allocation to Individual Bidders, in this offer will be on a proportionate basis.

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

Our Company, in consultation with the BRLMs, reserves the right to revise the Price Band during the Bid/Offer Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

In the case of revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchange, by issuing a press release and also by indicating the change on the website of the BRLMs.

Minimum Subscription

This Offer is not restricted to any minimum subscription level. This offer is 100% underwritten. If the Issuer does not receive the subscription of 100% of the offer through this offer document including devolvement of Underwriter within sixty days from the date of closure of the offer, the Issuer shall forthwith refund the entire subscription amount received within the time limit as prescribed under the SEBI (ICDR) Regulations and Companies Act, 2013.

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the issuer fails to obtain listing or trading permission from the stock exchanges where the specified securities were to be listed, it shall refund through verifiable means the entire monies received within four (4) days of receipt of intimation from stock exchanges rejecting the application for listing of specified securities, and if any such money is not repaid within four (4) days after the issuer becomes liable to repay it the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent. per annum.

In terms of Regulation 260 of the SEBI ICDR Regulations, 2018, the offer is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled “General Information” on page 64 of this Red Herring Prospectus.

As per section 39 of the Companies Act 2013, if the “stated minimum amount” has not been subscribed and the sum payable on Application is not received within a period of 30 days from the date of Prospectus, the application money has to be returned within such period as may be prescribed.

If the offer does not receive the subscription of 100% of the Offer through this offer document including devolvement of Underwriters within 60 (sixty) days from the date of closure of the offer, the Company and the Selling Shareholders shall forthwith refund the entire subscription amount received. If there is a delay beyond 8 (eight) days after the Company and every director of the Company who is an officer in default shall pay interest at such rate as prescribed under Section 39 read with Rule 11 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of the Companies Act, 2013 and other applicable laws, if any. The Selling Shareholders shall reimburse, severally and not jointly, and only to the extent of the Equity Shares offered by such Selling Shareholder in the Offer, any expenses and interest incurred by our Company on behalf of the Selling Shareholders for any delays in making refunds as required under the Companies Act and any other applicable law, provided that the Selling Shareholders shall not be responsible or liable for payment of such expenses or interest, unless such delay is solely and directly attributable to an act or omission such Selling Shareholder in relation to its portion of the Offered Shares.

Further, in accordance with Regulation 267 of the SEBI ICDR Regulations, 2018, the minimum application size in terms of number of specified securities shall be two lots (which shall be above ₹2 lakhs).

Further, in accordance with Regulation 268 of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 200 (Two Hundred)

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

Migration to Main Board

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018 read with SEBI ICDR (Amendment) Regulations, 2025 to the extent applicable, our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

As per Regulation 280(2) of the SEBI ICDR Regulation, 2018 read along with SEBI ICDR (Amendment) Regulations, 2025, where the post- offer paid up capital of the Company listed on a BSE SME is likely to increase beyond twenty-five crore rupees by virtue of any further issue/ offer of capital by the Company by way of rights issue, preferential issue, bonus issue, etc. the Company shall migrate its equity shares listed on a BSE SME to the Main Board and seek listing of the equity shares proposed to be issued on the Main Board subject to the fulfilment of the eligibility criteria for listing of equity shares laid down by the Main Board:

Provided that no further issue/ offer of capital shall be made unless –

a) the shareholders have approved the migration by passing a special resolution through postal ballot wherein the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

b) the Company has obtained an in-principle approval from the Main Board for listing of its entire specified securities on it.

Provided further that where the post- issue/offer paid-up capital pursuant to further issue/offer of capital including by way of rights issue, preferential issue, bonus issue, is likely to increase beyond Rs. 25 crores, the Company may undertake further issuance of capital without migration from SME exchange to the main board, subject to the undertaking to comply with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable to companies listed on the main board of the stock exchange(s).

Eligibility criteria for SME companies seeking migration to Main Board and for companies listed on other recognized stock exchanges seeking direct listing on Main Board:

Sr. No.	Details	Unified Eligibility Criteria
1.	**Paid Up Capital**	Atleast Rs. 10 Cr.
2.	**Market Capitalisation**	**Average of 6 months market cap** **Migration:** Rs. 100 Cr. **Direct listing:** Rs. 1000 Cr. Note: for the purpose of calculating the average market cap., the aggregate of daily market cap on the days the scrip has traded, shall be divided by the total no. of trading days during the said 6 months period.

3.	**Market Liquidity**	• At least 5% of the weighted average number of equity shares listed should have been traded during such six months' period; • Trading on atleast 80% of days during such 6 months period; • Min. average daily turnover of Rs. 10 lacs and min. daily turnover of Rs. 5 lacs during the 6 month period; • Minimum Average no. of daily trades of 50 and min. daily trades of 25 during the said 6 months period. Note: for the purpose of calculating the average daily turnover and average no. of daily trades, the aggregate of daily turnover and no. of daily trades on the days the scrip has traded, shall be divided by the total no. of trading days, respectively, during the said 6 months period.
4.	**Operating Profit (EBITDA)**	Average of Rs. 15 Cr. on a restated consolidated basis, in preceding 3 years (of 12 months each), with operating profit in each of these 3 years, with a minimum of Rs. 10 crores in each of the said 3 years. In case of name change within the last one year, at least 50% percent. of the revenue, calculated on a restated and consolidated basis, for the preceding one full year has been earned by it from the activity indicated by its new name.
5.	**Net Worth**	Rs. 1 Cr. - in each of the preceding three full years (of twelve months each), calculated on a restated and consolidated basis;
6.	**Net Tangible Assets**	At least Rs. 3 Cr. on a restated and consolidated basis, in each of the preceding three full years (of twelve months each), of which not more than fifty per cent. are held in monetary assets: Provided that if more than fifty per cent. of the net tangible assets are held in monetary assets, the company has utilised or made firm commitments to utilise such excess monetary assets in its business or project.
7.	**Promoter Holding**	At least 20% at the time of making application. For this purpose, shareholding of promoter group may also be considered for any shortfall in meeting the said requirement. Not applicable to companies that have sought listing through IPO, without identifiable promoters.
8.	**Lock in of Promoter/ Promoter Group Shares**	6 months from the date of listing on the BSE. Not applicable to SME companies migrating to main board.
9.	**Regulatory Action**	1.No SEBI debarment orders is continuing against the Company, any of its promoters, promoter group or directors or the any other company in which they are promoter/ promoter group or directors. 2. The company or any of its promoters or directors is not a wilful defaulter or a fraudulent borrower. 3. Promoters or directors are not fugitive economic offender. 4. The company is not admitted by NCLT for winding up or under IBC pursuant to CIRP.

		5. Not suspended from trading for non-compliance with SEBI (LODR) Regs or reasons other than for procedural reasons during the last 12 months.
10.	**Promoter shareholding**	100% in demat form
11.	**Compliance with LODR Regs**	3 years track record with no pending non-compliance at the time of making the application.
12.	**Track record in terms of Listing**	Listed for atleast 3 years
13.	**Public Shareholder**	Min. 1,000 as per latest shareholding pattern
14.	**Other Parameter**	1. No pending Defaults w.r.t bonds/ debt instrument/ FD by company, promoters/ promoter group /promoting company(ies), Subsidiary Companies. 2. Certificate from CRA for utilization of IPO proceeds and further issues post listing on SME. 3. Not under any surveillance measures/actions i.e "ESM", "ASM", "GSM category" or T-to-T for surveillance reasons at the time of filing of application. 2 months cooling off from the date the security has come out of T-to-T category or date of graded surveillance action/measure.
15.	**Score ID**	No pending investor complaints on SCORES.
16.	**Business Consistency**	Same line of business for 3 years. At least 50% of the revenue from operations from such continued business activity.
17.	**Audit Qualification**	No audit qualification w.r.t. going concern or any material financial implication and such audit qualification is continuing at the time of application.

Notes:

- Net worth definition to be considered as per definition in SEBI ICDR.
- Company is required to submit Information Memorandum to the Exchange as prescribed in SEBI (ICDR) Regulations.
- The application submitted to the Exchange for listing and mere fulfilling the eligibility criteria does not amount to grant of approval for listing.
- If the documents and clarification received from the applicant company are not to the satisfaction of BSE, BSE has the right to close the application at any point of time without giving any reason thereof. Thereafter, the company can make fresh application as per the extant norms.
- The Exchange may reject application at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Guidelines / Regulations issued by statutory authorities or for any reason in the interest of Investors and market integrity. The Exchange may also reject the application if the company is found not fulfilling internal BSE standards.
- Companies that have approached for listing on any stock exchange and has been denied listing for any reason whatsoever or has chosen to withdraw its application from the Exchange, they may reapply for listing after a minimum period of 6 months (6 months after date of rejection/ withdrawal). If rejected for a second time, the company would not be eligible to apply again.
- BSE decision w.r.t admission of securities for listing and trading is final.
- BSE has the right to change / modify / delete any or all the above norms without giving any prior

intimation to the company.

- The companies are required to submit documents and comply with the extant norms.
- The company shall use BSE's reference regarding listing only after the Exchange grants its in-principle listing approval to the company.

Market Making

The shares Offered and transferred through this Offer are proposed to be listed on the SME Platform of BSE Limited with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of 3 (three) years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the SME Platform of BSE Limited. For further details of the market making arrangement please refer to chapter titled General Information beginning on page 64 of this Red Herring Prospectus.

This space has been left blank intentionally

OFFER PROCEDURE

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and the BRLMs would not be liable for any amendment, modification or change in applicable law, which may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that their applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus.

All Applicants shall review the "General Information Document for Investing in Public Issues" prepared and issued in accordance with the circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 notified bySEBI, suitably modified from time to time, if any, and the UPI Circulars ("General Information Document"),highlighting the key rules, procedures applicable to public issues in general in accordance with the provisionsof the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, and the SEBI Regulations. The General Information Document will also be available on the websites of the Stock Exchange and the BRLMs, before opening of the offer. *Please refer to the relevantprovisions of the General Information Document which are applicable to the* offer.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the offer*; (ii) maximum and minimum Bid size; (iii) Allocationof shares; (iii) Payment Instructions for ASBA Applicants; (iv) Issuance of CAN and Allotment in the issuer; (v) General instructions (limited to instructions for completing the Application Form); (vi) Submission of Application Form; (vii) Other Instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (viii) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (vi) mode of making refunds; and (vii)interest in case of delay in Allotment or refund.*

The SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ***("UPI")*** *and consequent reduction in timelines for listing in aphased manner. From January 01, 2019, the UPI Mechanism for RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days.* ***("UPI Phase I")****. The UPI Phase-I was effective till June 30, 2019.*

Subsequently, for applications by Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable for a period of three months or launch of five main board public issues, whichever is later ***("UPI Phase II")****, with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020.Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Individual Investors* ***("UPI Phase III")****, is be prescribed by SEBI vide circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023 effective from issue/offer opening on or after September 01, 2023 on voluntary basis and on or after December 01, 2023 on mandatory basis.*

SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circularno. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021effective to public issues opening on or after from May 01, 2021. However, said circular has been modified pursuant to SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in which certain applicable procedure w.r.t. SMS Alerts, Web portal to CUG etc. shall be applicable to Public Issue/offer opening on or after January 1, 2022 and October 1, 2021 respectively and the provisions of this circular , as amended, are deemed to form part

of this Red Herring Prospectus. Additionally, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 has reduced the time period for refund of application monies from 15 days to four days. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all UPI Bidders in initial public offerings *(opening on or after May 01, 2022) whose application sizes are up to ₹ 5,00,000/- shall use the UPI Mechanism.*

The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40. The list of Stock Brokers, Depository Participants (DP), Registrar to an offer *and Share Transfer Agent (RTA) that have been notified by BSE to act as intermediaries for submitting Application Forms are provided on www.bseindia.com For details on their designated branches for submitting Application Forms, please see the above mentioned website of BSE.*

ASBA Applicants are required to submit ASBA Applications to the selected branches / offices of the RTAs, DPs, Designated Bank Branches of SCSBs. The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on http://www.sebi.gov.in. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link. The list of Stock Brokers, Depository Participants ("DP"), Registrar to an offer *and Share Transfer Agent ("RTA") that have been notified by BSE to act as intermediaries for submitting Application Forms are provided on http://www.bseindia.com. For details on their designated branches for submitting Application Forms, please refer the above mentioned BSE website.*

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company, the Promoter and the BRLMs do not accept any responsibility for the completeness and accuracy of the information stated in this section and General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus.

BOOK BUILT PROCEDURE

The Offer is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the offer shall be allocated on a proportionate basis to QIBs, provided that our Company and the Selling Shareholders may, in consultation with the BRLM , allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the ICDR Regulations. Further pursuant to the SEBI (ICDR) (Third Amendment) Regulations, 2025, forty per cent of the anchor investor portion, within the limits specified in sub-paragraph (b) of paragraph 10 (d) of Part A of Schedule XIII of the SEBI ICDR Regulations, 2018, shall be reserved as under: (i) 33.33% for domestic mutual funds and (ii) 6.67% for life insurance companies and pension funds. Any undersubscription in the reserved category specified in clause (ii) above may be allocated to domestic mutual funds. In the of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be to the QIB Portion. Further, 5.00% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15.00% of the offer shall be available for allocation on a proportionate basis to Non- institutional Bidders out of which (a) one third of such portion shall be reserved for applicants with application size of more than 2 lots and upto such lots equivalent to not more than ₹ 10,00,000 and (b) two-third of such portion shall be reserved for applicants with application size of more than ₹ 10,00,000 provided that the any unsubscribed portion in either of such sub-categories could have been allocated to applicants in the other sub-category of Non-Institutional Bidders and not less than 35.00% of the offer shall be available for allocation to Individual Bidders (who applies for minimum application size) in accordance with the SEBI

ICDR Regulations, subject to valid Bids being received at or above the offer Price.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of Our Company and the Selling Shareholders in consultation with the BRLMs and the Designated Stock Exchange subject to receipt of valid Bids received at orabove the offer Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spillover from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

Investors should note that according to Section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. It is mandatory to furnish the details of Applicant's depository account along with Application Form. The Application Forms which do not have thedetails of the Applicants' depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Application Forms which do not have the details of the Applicants' PAN, (other than Applications made on behalf of the Central and the State Governments, residents of the stateof Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Applicants will not have the option of being Allotted Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialised segment of the Stock Exchanges. However, investors may get the specified securities rematerialized subsequent to allotment.

AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Memorandum containing the salient features of the Prospectus together with the Application Forms and copies of the Draft Red Herring Prospectus/ Red Herring Prospectus/ Abridged Prospectus/ Prospectus may beobtained from the Registered Office of our Company, from the Registered Office of the BRLMs to the offer, Registrar to the Offer as mentioned in the Application form. The application forms may also be downloaded from the website of BSE i.e. www.bseindia.com. Applicants shall only use the specified Application Form forthe purpose of making an Application in terms of the Red Herring Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking of funds that are available in the bank account specified in the Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Red Herring Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

PHASED IMPLEMENTATION OF UNIFIED PAYMENTS INTERFACE

SEBI has issued UPI Circulars in relation to streamlining the process of public offer of equity shares and convertibles. Pursuant to the UPI Circulars, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by IIs through intermediaries with the objective to reduce the time duration from public offer closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPIMechanism, the UPI Circulars proposes to introduce and implement the UPI Mechanism in three phases in thefollowing manner:

a. **Phase I:** This phase was applicable from January 01, 2019 and lasted till June 30, 2019. Under this phase, a Individual applicant, besides the modes of Bidding available prior to the UPI Circulars, also hadthe option to submit the Bid cum Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public offer closure to listing continued to be six Working Days.

b. **Phase II:** This phase commenced on completion of Phase I i.e. with effect from July 1, 2019 and was to be continued for a period of three months or launch of five main board public issues, whichever is later.

Further, as per the SEBI circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the UPI Phase II has been extended until March 31, 2020. Further still, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount be continued till further notice. Under this phase, submission of the Application Form by a Individual Applicant through intermediaries to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public offer closure to listing would continue to be six Working Days during this phase.

c. **Phase III:** The commencement period of Phase III is notified pursuant to SEBI press release bearing number 12/2023 and as per the SEBI Circular No. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, where the revised timeline of T+3 days shall be made applicable in two phases i.e. (i) voluntary for all public offers opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023. The offer will be made under UPI Phase II of the UPI Circulars. The offer will be made under UPI Phase II or III of the UPI Circulars depending upon applicable provision of relevant SEBI Circular at the time of offer Opening.

All SCSBs offering the facility of making applications in public offers are required to provide a facility to make applications using the UPI Mechanism. Further, in accordance with the UPI Circulars, our Company has appointed Kotak Mahindra Bank as the Sponsor Bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Individual Investors into the UPI mechanism.

Pursuant to the UPI Circular, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised underthe relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints in this regard, the relevant SCSB as well as the post –offer BRLMs will be required to compensate the concerned investor.

SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 5,00,000, shall use UPI. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹ 2,00,000 and up to ₹ 5,00,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1type accounts), provided by certain brokers.

The processing fees for applications made by Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

For further details, refer to the "General Information Document" available on the websites of the Stock Exchange and the BRLMs.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will beavailable with the Designated Intermediaries at the Bidding Centres, and our Registered and Corporate Office.An electronic copy of the Bid cum Application Form will also be available for download on the websites of BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the office of the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the offer only through the ASBA process. Anchor Investors are not permitted to participate in the offer through the ASBA process. The Bidding in the Individual Portion can additionally Bid through the UPI Mechanism.

An Individual Investor making applications using the UPI Mechanism shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application in the Offer. The SCSBs, upon receipt of the Application Form will upload the Bid details along with the UPI ID in the bidding platform of the Stock Exchange. Applications made by the Individual Investors using third party bank accounts or using UPI IDs linked to the bank accounts of any third parties are liable for rejection. The Bankers to the Offer shall provide the investors' UPI linked bank account details to the RTA for the purpose of reconciliation. Post uploading of the Bid details on the bidding platform, the Stock Exchanges will validate the PAN and demat account details of Individual Investors with the Depositories.

ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking funds that are available in the bank account specified in the Application Form used by ASBA applicants.

ASBA Bidders (other than RIBs using UPI Mechanism) must provide bank account details and authorization to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. RIBs Bidding in the Individual Portion using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub- Syndicate members, Registered Brokers, RTAs or CDPs. RIBs authorizing an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank, as applicable at the time of submitting the Bid.

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Red Herring Prospectus.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form
Resident Indians, including resident QIBs, Non-Institutional Bidders, Individual Bidders and Eligible NRIs applying on a non-repatriation basis	[●]
Non-Residents including Eligible NRIs, FVCIs, FPIs, registered multilateral and bilateral development financial institutions applying on a repatriation basis	[●]
Anchor Investors**	[●]

**Excluding electronic Bid cum Application Form*

*** Bid cum application for Anchor Investor shall be made available at the Office of the BRLMs.*

Note:

- Details of depository account are mandatory and applications without depository account shall be treated as incomplete and rejected. Investors will not have the option of getting the allotment of specified securities

in physical form. However, they may get the specified securities re-materialized subsequent to allotment.

- The shares of the Company, on allotment, shall be traded on stock exchanges in demat mode only.
- Single bid from any investor shall not exceed the investment limit/maximum number of specified securities that can be held by such investor under the relevant regulations/statutory guidelines.
- The correct procedure for applications by Hindu Undivided Families and applications by Hindu Undivided Families would be treated as on par with applications by individuals;

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by IIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this offer, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries")

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained.
2.	A syndicate member (or sub-syndicate member).
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker').
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity).
5.	A registrar to an offer and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity).

Individual investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For applications submitted by Investors to SCSB	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.

For applications submitted by investors to intermediaries other than SCSB's	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:	After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

AVAILABILITY OF ABRIDGED PROSPECTUS/ PROSPECTUS AND BID CUM APPLICATION FORMS

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the BRLMs, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

Bid cum application for Anchor Investor shall be made available at the Office of the BRLMs.

WHO CAN APPLY?

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the RHP for more details.

Subject to the above, an illustrative list of Bidders is as follows:

a. Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);

b. Hindu Undivided Families or HUFs, in the individual name of the Karta. The applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: Name of

Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;

c. Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;

d. Mutual Funds registered with SEBI;

e. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this offer;

f. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks subject to RBI permission, and the SEBI Regulations and other laws, as applicable);

g. FIIs and sub-accounts registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;

h. Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;

i. Sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals only under the non-institutional applicants category;

j. Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;

k. Foreign Venture Capital Investors registered with SEBI;

l. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;

m. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;

n. Insurance Companies registered with Insurance Regulatory and Development Authority, India;

o. Provident Funds with minimum corpus of Rs.2,500 Lakh and who are authorized under their constitution to hold and invest in equity shares;

p. Pension Funds with minimum corpus of Rs.2,500 Lakh and who are authorized under their constitution to hold and invest in equity shares;

q. Multilateral and Bilateral Development Financial Institutions;

r. National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;

s. Eligible QFIs;

t. Insurance funds set up and managed by army, navy or air force of the Union of India;

u. Insurance funds set up and managed by the Department of Posts, India;

v. Any other person eligible to applying in the offer, under the laws, rules, regulations, guidelines and policies applicable to them.

Applications shall not be made by:

a. Minors (except through their Guardians)

b. Partnership firms or their nominations

c. Foreign Nationals (except NRIs)

d. Overseas Corporate Bodies

As per the existing regulations, OCBs are not eligible to participate in this offer. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this offer provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid cum Application Form, the OCB shall be eligible to be considered for share allocation.

MAXIMUM AND MINIMUM APPLICATION SIZE

a) For Individual Applicants

The Application must be for a minimum of 2 lot of 1200 Equity Shares and in multiples of 1200 Equity Shares thereafter,so as to ensure that the Application Price payable by the Applicant exceeds ₹ 2,00,000. In case of revision of Applications, the Individual Applicants have to ensure that the Application Price exceed ₹ 2,00,000.

b) For Other Applicants (Non-Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of 1200 Equity Shares thereafter. An application cannot be submitted for more than the Net Offer Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Offer Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Bidders 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 Red Herring Prospectus.

The above information is given for the benefit of the Bidders. The Company, Selling Shareholders and the BRLM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

METHOD OF BIDDING PROCESS

Our Company and the Selling Shareholders in consultation with the BRLMs will decide the Price Band and the minimum Bid lot size for the offer and the same shall be advertised in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●], and [●] edition of Marathi (a widely circulated [●] daily newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is situated), each with wide circulation at least two Working Days prior to the Bid / Offer Opening Date. The BRLMs and the

SCSBs shall accept Bids from the Bidders during the Bid / Offer Period.

a) The Bid / Offer Period shall be for a minimum of three (3) Working Days and shall not exceed ten (10) Working Days. The Bid/Offer Period may be extended, if required, by an additional three Working Days, subject to the total Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Offer Period, if applicable, will be published in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●], [●] edition of Marathi (a widely circulated [●] daily newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is situated), each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.

b) During the Bid/Offer Period, Individual Bidders, should approach the BRLMs or their authorized agents to register their Bids. The BRLMs shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/Offer Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLMs (for the Bids to be submitted in the Specified Cities) to register their Bids.

c) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled "Bids at Different Price Levels and Revision of Bids" below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Offer Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Offer Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.

d) The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLMs or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLMs or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this offer. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph "Buildup of the Book and Revision of Bids".

e) Except in relation to the Bids received from the Anchor Investors, the BRLMs/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, ("TRS"), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form.

f) The BRLMs shall accept the Bids from the Anchor Investors during the Anchor Investor Bid/Offer Period i.e. one working day prior to the Bid/Offer Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.

g) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in "Escrow Mechanism - Terms of payment and payment into the Escrow Accounts" in the section *"Offer Procedure"* beginning on page 271 of this Red Herring Prospectus.

h) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form prior to uploading such Bids with the Stock Exchange.

i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.

j) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.

k) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue/ offer Account, or until withdrawal/failure of the offer or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Offer shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public offer Account. In case of withdrawal/failure of the offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

Bids at Different Price Levels and Revision of Bids

1. Our Company and the Selling Shareholders in consultation with the BRLMs, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/Offer Period, provided that the Cap Price shall be less than or equal to 120% the Cap Price will be at least 105% of the Floor Price, of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.

2. Our Company and the Selling Shareholders in consultation with the BRLMs, will finalize the Offer Price within the Price Band, without the prior approval of, or intimation, to the Bidders.

3. The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.

4. Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

5. The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other Bidders

PARTICIPATION BY ASSOCIATES/AFFILIATES OF BRLMs

The BRLMs shall not be allowed to purchase in this offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs may subscribe the Equity Shares in the offer, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Neither the BRLMs nor any persons related to the BRLMs (other than Mutual Funds sponsored by entities related to the BRLMs), Promoters and Promoter Group can apply in the offer under the Anchor Investor Portion.

OPTION TO SUBSCRIBE IN THE OFFER

a) As per Section 29(1) of the Companies Act 2013, Investors will get the allotment of Equity Shares in dematerialization form only.

b) The Equity Shares, on allotment, shall be traded on Stock Exchange in demat segment only.

c) In a single Application Form any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

Information for the Bidders

1. Our Company, Selling Shareholders and the Book Running Lead Manager shall declare the offer Opening Date and offer Closing Date in the Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in the prescribed format.

2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the offer Opening Date.

3. Copies of the Bid Cum Application Form along with Abridged Prospectus and copies of the Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Offer, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.

4. Any Bidder who would like to obtain the Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.

5. Bidders who are interested in subscribing for Equity Shares should approach Designated Intermediaries to register their applications.

6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Bidders whose beneficiary account is inactive shall be rejected.

7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Individual Bidders has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.

8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.

9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating in transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Offer will be made into the accounts of such Bidders.

10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIs

Application must be made only in the names of individuals, limited companies or Statutory Corporations/institutions and not in the names of minors, foreign nationals, non-residents (except for those applying on non-repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided Families, partnership firms or their nominees. In case of HUF's application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public.

APPLICATION BY MUTUAL FUNDS

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must belodged with the Application Form. Failing this, our Company reserves the right to reject any application without assigning any reason thereof. Applications made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made. As per the current regulations, the following restrictions are applicable for investments by mutual funds.

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any single Company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific funds/Schemes. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not betreated as multiple applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

APPLICATIONS BY ELIGIBLE NRI

Eligible NRIs may obtain copies of Application Form from the the SCSBs, the Registered Brokers, RTAs and CDPs. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") Accounts, and eligible NRI Bidders bidding on a non- repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Application Form.

Bids by Eligible NRIs and Category III FPIs for a Bid Amount of less than ₹ 2,00,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 2,00,000 would be considered under the Non-Institutional Category for allocation in the Offer

In case of Eligible NRIs bidding under the Individual Category through the UPI mechanism, depending on the nature of the investment whether repatriable or non-repatriable, the Eligible NRI may mention the appropriate UPI ID in respect of the NRE account or the NRO account, in the Application Form.

Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated May 03, 2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 (thirty) days from the date of offer of shares of allotment to NRIs on repatriation basis. Allotment of Equity shares to non-residents Indians shall be subject to the prevailing Reserve Bank of India guidelines. Sale proceeds of such investments in equity shares will be allowed to be repatriated along with an income thereon subject to permission of the RBI and subject to the Indian Tax Laws and Regulations and any other applicable laws. The company does not require approvals from FIPB or RBI for the offer of equity shares to eligible NRIs, FIIs, Foreign Venture Capital Investors registered with SEBI and multi-lateral and Bilateral development financial institutions.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in color). Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for non-Residents (blue in color). For details of restrictions on investment by NRIs, please refer to the chapter titled "Restrictions on Foreign Ownership of Indian Securities" beginning on page 312 of this Red Herring Prospectus.

APPLICATIONS BY ELIGIBLE FIIs/FPIs

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations.

An FII or sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations participate in the offer until the expiry of its registration with SEBI as an FII or sub-account, or if it has obtained a certificate of registration as an FPI, whichever is earlier. Accordingly, such FIIs can, subject to the payment of conversion fees under the SEBI FPI Regulations, participate in this offer in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the SEBI FPI Regulations, the purchase of Equity Shares and total holding by a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-offer Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included.

Further, pursuant to the Master Directions on Foreign Investment in India issued by the RBI dated January 4, 2018 (updated as on March 8, 2019) the investments made by a SEBI registered FPI in a listed Indian company will be reclassified as FDI if the total shareholding of such FPI increases to more than 10% of the total paid-up equity share capital on a fully diluted basis or 10% or more of the paid up value of each series of debentures or preference shares or warrants.

FPIs are permitted to participate in the offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio investor and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, 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 that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client' norms. Further, pursuant to a Circular dated November 24, 2014 issued by the SEBI, FPIs are permitted to issue offshore derivate instruments only to subscribers that (i) meet the eligibility criteria set forth in Regulation 4 of the SEBI FPI Regulations; and (ii) do not have opaque structures, as defined under the SEBI FPI Regulations. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. Further, where an investor has investments as FPI and also holds positions as an overseas direct investment subscriber, investment restrictions under the SEBI FPI Regulations shall apply on the aggregate of FPI investments and overseas direct investment positions held in the underlying Indian company.

FPIs who wish to participate in the offer are advised to use the Application Form for Non-Residents (blue in color). FPIs are required to apply through the ASBA process to participate in the offer

APPLICATIONS BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURE CAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS

The Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended, (the "SEBI VCF Regulations") and the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended, among other things prescribe the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 (the "SEBI AIF Regulations") prescribe, amongst others, the investment restrictions on AIFs.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends, and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company, Selling Shareholders or the BRLMs will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS

In case of applications made by limited liability partnerships registered under the Limited Liability PartnershipAct, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof. Limited Liability Partnerships can participate in the offer only through the ASBA Process.

APPLICATIONS BY INSURANCE COMPANIES

In case of applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (the IRDA Investment Regulations), are broadly set forth below:

1. Equity shares of a company: the least of 10% of the investee company's subscribed capital (face value) or10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
2. The entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
3. The industry sector in which the investee company belong to not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be. Insurance companies participating in this offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

The above limit of 10.00% shall stand substituted as 15.00% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 2,500,000 million or more and 12.00% of outstanding equity shares (face value) for insurers with investment assets of ₹ 500,000.00 million or more but less than ₹ 2,500,000.00 million.

Insurance companies participating in this offer, shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

APPLICATIONS BY BANKING COMPANIES

Applications by Banking Companies: In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserves the right to reject any Application without assigning any reason. The investment limit for banking companies in non-financial services Companies as per the Banking Regulation Act, 1949, and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee Company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

Applications by SCSBs: SCSBs participating in the offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 02, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

APPLICATION BY PROVIDENT FUNDS/ PENSION FUNDS

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 2,500 Lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

BIDS BY ANCHOR INVESTORS

Our Company and the Selling Shareholders in consultation with the BRLMs, may consider participation by Anchor Investors in the offer for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of under subscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

1. Anchor Investor Application Forms will be made available for the Anchor Investors at the offices of the BRLMs.

2. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least ₹ 200.00 lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 200.00 lakhs.

3. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

4. Bidding for Anchor Investors will open one Working Day before the Bid/Offer Opening Date and be completed on the same day.

5. Our Company and the Selling Shareholders in consultation with the BRLMs, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor InvestorPortion will be, as mentioned below:

   - where allocation in the Anchor Investor Portion is up to ₹ 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
   - where the allocation under the Anchor Investor Portion is more than ₹ 200.00 Lakhs but up to ₹ 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of ₹ 100.00 Lakhs per Anchor Investor; and
   - where the allocation under the Anchor Investor portion is more than ₹ 2500.00 Lakhs:
     (i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation up to ₹ 2500.00 Lakhs; and
     (ii) an additional 10 Anchor Investors for every additional allocation of ₹ 2500.00 Lakhs or partthereof in the Anchor Investor Portion; subject to a minimum Allotment of ₹ 100.00 Lakhs per Anchor Investor.

6. Allocation to Anchor Investors will be completed on the Anchor Investor Bid/Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLMs before the Bid/Offer Opening Date, through intimation to the Stock Exchange.

7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

8. If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/Offer Closing Date. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be atthe

higher price, i.e., the Anchor Investor Offer Price.

9. At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.

10. Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 90 days on fifty per cent of the shares allotted to the anchor investors from the date of allotment, and a lock-in of 30 days on the remaining fifty per cent of the shares allotted to the anchor investors from the date of allotment.

11. The BRLMs, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLMs) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLMs and made available as part of the records of the BRLMs for inspection byes.

12. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

13. Anchor Investors are not permitted to Bid in the Offer through the ASBA process.

BIDS BY SYSTEMATICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES

In case of Applications made by Systemically Important Non-Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company reserve the right to reject any Application, without assigning any reason thereof. Systemically Important Non- Banking Financial Companies participating in the offer shall comply with all applicable legislations, regulations, directions, guidelines and circulars issued by RBI from time to time.

APPLICATION UNDER POWER OF ATTORNEY

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with minimum corpus of ₹ 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2,500 Lakhs a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole orin part, in either case, without assigning any reason therefore.

In addition to the above, certain additional documents are required to be submitted by the following entities:

(a) With respect to applications by VCFs, FVCIs, FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

(b) With respect to applications by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged with the Application Form as applicable. Failing this, our Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

(c) With respect to applications made by provident funds with minimum corpus of ₹ 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2,500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be

lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.

Our Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form, subject to such terms and conditions that our Company, the BRLMs may deem fit.

Our Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the offer that, for the purpose of mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the offer shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

The above information is given for the benefit of the Applicants. The Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE OFFER:

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLMs or Registrar to the Offer shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the offer.

2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the offer. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

Offer Procedure for Application Supported by Blocked Account (ASBA) Bidders

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

Terms of Payment

The entire Offer Price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public offer Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Offer and the Registrar to the Offer to facilitate collections from the Bidders.

Payment mechanism

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Individual Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Offer shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal/ failure of the offer or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Individual Investors applying in public offer have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

PAYMENT INTO ESCROW ACCOUNT FOR ANCHOR INVESTORS

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company and the Selling Shareholders in consultation with the Book Running Lead Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

a. In case of resident Anchor Investors: ― "Highness Microelectronics Limited- Anchor Resident Account "
b. In case of Non-Resident Anchor Investors: ― "Highness Microelectronics Limited- Anchor Non Resident Account "
c. Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections from the Anchor Investors.

ELECTRONIC REGISTRATION OF BIDS

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.

2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Offer Closing Date.

3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,

   i. the applications accepted by them,
   ii. the applications uploaded by them
   iii. the applications accepted but not uploaded by them, or
   iv. With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent

to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.

4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Offer, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,

   i. The applications accepted by any Designated Intermediaries
   ii. The applications uploaded by any Designated Intermediaries or
   iii. The applications accepted but not uploaded by any Designated Intermediaries

5. The Stock Exchange will Issue an electronic facility for registering applications for the offer. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the offer Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Offer Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.

6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. NO.	DETAILS*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

**Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields.*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:

   - Name of the Bidder;
   - IPO Name;
   - Bid Cum Application Form Number;
   - Investor Category;
   - PAN (of First Bidder, if more than one Bidder;
   - DP ID of the demat account of the Bidder;
   - Client Identification Number of the demat account of the Bidder;
   - Number of Equity Shares Applied for;
   - Bank Account details;
   - Locations of the Banker to the Offer or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
   - Bank account number.

8. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete

the above- mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.

9. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above- mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.

10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.

11. In case of Non-Individual Bidders and Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.

12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid/Offer Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Offer Period, after which the Registrar to the Offer will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.

14. The SCSBs shall be given one day after the Bid/Offer Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Offer.

15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

Build of the book

a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLMs at the end of the Bid/Offer Period.

b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centres during the Bid/Offer Period.

Withdrawal of Bids

i. IIs can withdraw their Bids until Bid/Offer Closing Date. In case a II wishes to withdraw the Bid during the Bid/Offer Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.

ii. The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

Price Discovery and Allocation

a. Based on the demand generated at various price levels, Our Company and the Selling Shareholders in consultation with the BRLMs, shall finalize the offer Price and the Anchor Investor offer Price.

b. The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.

c. Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLMs and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.

d. In case of under subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the offer. For allocation in the event of an under subscription applicable to the Issuer, Bidders may refer to the RHP.

e. In case if the Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage of Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the BRLMs, subject to compliance with the SEBI Regulations.

Illustration of the Book Building and Price Discovery Process:

Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue/ offer; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹ 20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue/ offer the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer, in consultation with the BRLMs, may finalize the Offer Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Offer Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

Signing of Underwriting Agreement and Filing of Red Herring Prospectus/Prospectus with ROC

a) Our company and Selling Shareholders has entered into an Underwriting Agreement dated February 18, 2026
b) A copy of Red Herring Prospectus will be registered with the ROC and copy of Prospectus will be filing with ROC in terms of Section 32 of Companies Act, 2013 and Section 26 of Companies Act, 2013.

PRE-OFFER ADVERTISEMENT

Subject to the provisions of the Companies Act, 2013, the issuer shall, after filing the prospectus with the

Registrar of Companies, make a pre-offer and price band advertisement in the same newspapers in which the public announcement under sub regulation (4) of Regulation 250 was published. The pre-offer and Price band advertisement shall be in the format and shall contain the disclosures specified in Part A of Schedule X.

GENERAL INSTRUCTIONS

Do's:

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;
- Ensure that the details about Depository Participant and Beneficiary Account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- All Bidders should submit their Bids through the ASBA process only
- Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre
- In case of joint Bids, ensure that First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Application Form;
- Bidders (other than IIs bidding through the non-UPI Mechanism) should submit the Application Form only at the Bidding Centers, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the CRTA at the Designated RTA Locations or CDP at the Designated CDP Locations. IIs bidding through the non-UPI Mechanism should either submit the physical Application Form with the SCSBs or Designated Branches of SCSBs under Channel I (described in the UPI Circulars) or submit the Application Form online using the facility of 3-in 1 type accounts under Channel II (described in the UPI Circulars);
- Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than IBs using the UPI Mechanism) in the Application Form;
- IBs using the UPI Mechanism should ensure that the correct UPI ID (with maximum length of 45 characters including the handle) is mentioned in the Application Form;
- RIBs using UPI Mechanism through the SCSBs and mobile applications shall ensure that the name of the Bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. RIBs shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;
- RIBs bidding using the UPI Mechanism should ensure that they use only their own bank account linked UPI ID to make an application in the offer;
- RIBs submitting an Application Form using the UPI Mechanism, should ensure that: (a) the bank where the bank account linked to their UPI ID is maintained; and (b) the Mobile App and UPI handle being used for making the Bid is listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40;
- IBs submitting a Bid-cum Application Form to any Designated Intermediary (other than SCSBs) should ensure that only UPI ID is included in the Field Number 7: Payment Details in the Application Form;
- IBs using the UPI Mechanism shall ensure that the bank, with which it has its bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI;
- If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that the signature of the First Bidder in case of joint Bids, is included in the Application Forms
- QIBs and Non-Institutional Bidders should submit their Bids through the ASBA process only. Pursuant to SEBI circular dated November 01, 2018 and July 26, 2019, II shall submit their bid by using UPI mechanism for payment;
- Ensure that the name(s) given in the Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your Bid options;
- Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process or application forms submitted by IIs using

UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);

- Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
- Bidders, other than RIBs using the UPI Mechanism, shall ensure that they have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;
- Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the I.T. Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
- Ensure that the Demographic Details are updated, true and correct in all respects;
- Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
- Ensure that the category and the investor status is indicated;
- Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
- Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Application Form;
- Ensure that the Application Forms are delivered by the Bidders within the time prescribed as per the Application Form and the Red Herring Prospectus;
- Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Application Form;
- Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public offer;
- Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
- Ensure that you have correctly signed the authorization/undertaking box in the Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA
- Account equivalent to the Bid Amount mentioned in the Application Form at the time of submission of the Bid;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Application Form;
- RIBs shall ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank before 5:00 p.m. before the Bid / Offer Closing Date;

- RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount in the RIB's ASBA Account;
- RIBs using the UPI Mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised Mandate Request generated by the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner; and
- Apply for an Application Amount exceeding ₹ 2,00,000 (for applications by Individual Applicants);

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, is liable to be rejected.

Don'ts:

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price Mentioned herein or in the Application Form
- Do not pay the Application Price in cash, cheque, by money order or by postal order or by stock invest
- RIBs should not submit a Bid using the UPI Mechanism, unless the name of the bank where the bank account linked to your UPI ID is maintained, is listed on the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40;
- RIB should not submit a Bid using the UPI Mechanism, using a Mobile App or UPI handle, not listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40;
- Do not send Application Forms by post, instead submit the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company;
- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Offer Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the General Index Register number instead of the PAN as the application is liable to be rejected on this ground;
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer.
- Do not submit applications on plain paper or incomplete or illegible Application Forms in a color prescribed for another category of Applicant;
- All Investors submit their applications through the ASBA process.
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.
- Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by RIB Bidders using the UPI Mechanism;The Applications should be submitted on the prescribed Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Other Instruction for Bidders

Joint Applications in the case of Individuals

In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature

of only such first Bidders would be required in the Bid cum Application Form/Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favor of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

Multiple Applications

An Applicant should submit only one Application (and not more than one) for the total number of Equity Shares required. Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Offer to detect multiple applications are given below:

a) All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these arechecked manually for age, signature and father/ husband's name to determine if they are multiple applications.
b) Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
c) Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not betreated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

In cases where there are more than 20 valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of know your client' norms by the depositories. The Company reserves the right to reject, in our absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB. Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple applications and are liable to be rejected. The Company, in consultation with the BRLMs reserves the right to reject, in its absolute discretion, all or any multiple applications in any or all categories. In this regard, the procedure which would be followed bythe Registrar to the offer to detect multiple applications is given below:

(i) All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII subaccounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
(ii) For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

PERMANENT ACCOUNT NUMBER OR PAN

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number (PAN) to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 02, 2007. Each of the Applicants should mention his/her PAN allotted under the IT Act. Bid submitted 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 GIR number instead of the PAN, as the Application is liable to be rejected on this ground.

GROUNDS OF TECHNICAL REJECTION

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids may be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount, and the bank account details in the ASBA Form;

3. Bids submitted on plain paper;

4. Bids submitted by RIBs using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

5. Bids under the UPI Mechanism submitted by RIBs using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party accounts from Sponsor Bank);

6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

7. Bids submitted without the signature of the First Bidder or sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

10. GIR number furnished instead of PAN;

11. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

12. Bids accompanied by stock invest, money order, postal order or cash; and

13. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/Offer Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/Offer Closing Date, unless extended by the Stock Exchange.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.

BASIS OF ALLOCATION

a. The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.

b. Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLMs and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.

c. In case of under subscription in the offer, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the offer. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The allotment of Equity Shares to Bidders other than Individual Investors may be on proportionate basis. No Individual Investor will be allotted less than the minimum Bid Lot subject to availability of shares in Individual Investor Category and the remaining available shares, if any will be allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the offer is in the nature of offer for Sale only, then minimum subscription may not be applicable.

BASIS OF ALLOTMENT

a. For Individual Bidders

Bids received from the Individual Bidders at or above the offer Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Individual Bidders will be made at the offer Price.

The Net Offer size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Individual Bidders who have Bid in the offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full Allotment shall be made to the Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

b. For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. Allotment to all successful Non- Institutional Bidders will be made at the offer Price.

The Net Offer size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the offer at a price that is equal to or greater than the offer Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the offer Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the offer Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

c. For QIBs

Bids received from QIBs Bidding in the QIB Category at or above the offer Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the offer Price.

Allotment shall be undertaken in the following manner:

- In the first instance allocation to Mutual Funds for [●] % of the QIB Portion shall be determined as follows:

  i. In the event that Bids by Mutual Fund exceeds [●] % of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●] % of the QIB Portion.
  ii. In the event that the aggregate demand from Mutual Funds is less than [●] % of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the offer Price.
  iii. Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;

- In the second instance Allotment to all QIBs shall be determined as follows:

  i. In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the offer Price shall be allotted Equity Shares on a proportionate basis, up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●] % of the QIB Portion.
  ii. Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
  iii. Under-subscription below [●] % of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

- Basis of Allotment for QIBs and NIIs in case of Over Subscribed Offer:

In the event of the offer being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the SME BSE (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).

- The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e., Total number of Shares applied for into the inverse of the over subscription ratio).

- For Bids where the proportionate allotment works out to be less than [●] equity shares the allotment will be made as follows:

  (i) Each successful Bidder shall be allotted [●] equity shares; and
  (ii)The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.

- If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.

- If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this RHP.

d. For Anchor Investors

a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:

1. not more than 60% of the QIB Portion will be allocated to Anchor Investors;

2. one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors;

3. allocation to Anchor Investors shall be on a discretionary basis and subject to:

   ● a maximum number of two Anchor Investors for allocation up to ₹2 crores;

   ● a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crores per such Anchor Investor; and

   ● in case of allocation above twenty five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty five crore rupees and an additional 10 such investors for every additional twenty five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.

b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

c) In the event that the offer Price is higher than the Anchor Investor Allocation Price:

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the offer Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.

d) In the event the Offer Price is lower than the Anchor Investor Allocation Price:

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

e) Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over Subscribed Offer:

In the event of the offer being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation

with the BSE Limited (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).

b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).

c) For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:

● Each successful Bidder shall be allotted [●] equity shares; and

● The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.

d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.

e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares issued, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Red Herring Prospectus.

"Individual Investor" means an investor who applies for shares of value of more than ₹ 2,00,000/. Investors may note that in case of over subscription, allotment shall be on proportionate basis and will be finalized in consultation with BSE Limited.

The Executive Director / Managing Director of BSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

Issuance of Allotment advice

a. Upon approval of the Basis of Allotment by the Designated Stock Exchange.

b. On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the offer. The Book Running Lead Manager or the Registrar to the offer will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the offer. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

c. Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 2 working days of the offer Closing Date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Offer Account to Public offer account

of the issuer.

Designated Date

On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public offer Account with the Bankers to the Offer.

The Company will Issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any, within a period of 2 working days of the Bid/ Offer Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

Instruction for completing the Bid cum application form.

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No.CIR/CFD/14/2012 dated October 04, 2012, has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue/ offer with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e., www.bseindia.com and NSE i.e. www.nseindia.com. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Offer and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue/ offer with effect front January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e., www.bseindia.com/ and NSE i.e. www.nseindia.com/

Bidder's Depository Account and Bank Details

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Offer will obtain from the Depository, the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Offer.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Offer, the required Demographic Details as available on its records.

Submission of Bid cum Application form

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

Communications

All future communications in connection with Applications made in this offer should be addressed to the Registrar to the offer quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the offer in case of any pre- offer or post offer related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

Disposal of Application and Application Moneys and Interest in case of Delay

The Company shall ensure the dispatch of Allotment advice and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at SME Platform of BSE where the Equity Shares are proposed to be listed are taken within 3 (Three) working days from Offer Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (Three) days of the Offer Closing Date;

2. Giving Instructions for refund by unblocking of amount via ASBA not later than 2 (Two) working days of the Offer Closing Date, would be ensured; and

3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who –

a. Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
b. Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
c. Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

Undertakings by our company

Our Company undertakes the following:

1. that if our Company do not proceed with the offer after the offer Closing Date, the reason thereof shall be given

as a public notice in the newspapers to be issued by our Company within two days of the offer Closing Date. The public notice shall be issued in the same newspapers in which the Pre- offer advertisement was published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;

2. that if our Company withdraw the offer after the offer Closing Date, our Company shall be required to file a fresh offer document with the RoC / SEBI, in the event our Company subsequently decides to proceed with the Offer;
3. That the complaints received in respect of this offer shall be attended to by us expeditiously and satisfactorily;
4. That all steps shall be taken to ensure that listing and commencement of trading of the Equity Shares at the Stock Exchange where the Equity Shares are proposed to be listed are taken within six Working Days of offer Closing Date or such time as prescribed;
5. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the offer by our Company;
6. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within six Working Days from the offer Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.
7. That no further Issue/ offer of Equity Shares shall be made till the Equity Shares issued through this Red Herring Prospectus are listed or until the Application monies are refunded on account of non-listing, under-subscription etc.
8. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment.
9. That if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the ICDR Regulations and applicable law for the delayed period;
10. That the letter of allotment/ unblocking of funds to the non-resident Indians shall be dispatched within specified time;

Undertakings by Selling Shareholder

Selling Shareholder, specifically undertake and/or confirms the following solely in respect to itself as a Selling Shareholder and its respective portion of the offered Shares:

- it is the legal and beneficial holder and has full title to its respective portion of the offered Shares.
- its respective portion of the offered Shares shall be transferred pursuant to the offer, free and clear of any encumbrances.
- it shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid in the offer, except for fees or commission for services rendered in relation to the offer; and
- It shall not have recourse to the proceeds from the offer for Sale until receipt by our Company of the final listing and trading approvals from the Stock Exchange.

Utilization of Offer Proceeds

Our Board certifies that:

1. All monies received out of the offer shall be credited/ transferred to a separate bank account other than the bank account referred to in Section 40 of the Companies Act, 2013;
2. Details of all monies utilized out of the offer referred to in point 1 above shall be disclosed and continued to be disclosed till the time any part of the offer proceeds remains unutilized under an appropriate separate head in the balance-sheet of the issuer indicating the purpose for which such monies had been utilized;
3. Details of all unutilized monies out of the offer referred to in 1, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and
4. Our Company shall comply with the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Offer.

5. Our Company shall not have recourse to the offer Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
6. Our Company undertakes that the complaints or comments received in respect of the offer shall be attended by our Company expeditiously and satisfactorily.

EQUITY SHARES IN DEMATERIALIZED FORM WITH NATIONAL SECURITIES DEPOSITORY LIMITED OR CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED:

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

a) Tripartite Agreement dated February 06, 2025, between National Securities Depository Limited, our Company and Registrar to the Offer; and

b) Tripartite Agreement February 07, 2025, between Central Depository Services (India) Limited, our Company and Registrar to the Offer.

The Company's equity shares bear an International Securities Identification Number INE1KI801019

This space has been left blank intentionally.

OFFER STRUCTURE

This Offer is being made in terms of Regulation 229(1) of Chapter IX of SEBI ICDR Regulations, 2018 as amended from time to time whereby, an issuer whose post-Offer paid up capital less than and equal to ten crore rupees shall issue equity shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the SME Platform of BSE). For further details regarding the salient features and terms of such an offer, please refer chapter titled "Terms of Offer" and "Offer Procedure" on page no. 260 and 271 respectively of this Red Herring Prospectus.

This public offer of up to 18,06,000 equity shares of face value of ₹10/- each for cash at a price of ₹ [●]/- per equity share including a share premium of ₹ [●]/- per equity share, comprising a fresh issue of up to 16,53,600 equity shares aggregating to Rs. [●] thousand by our company ("fresh issue") and an offer for sale of up to 1,52,400 equity shares by Mr. Gaurav Manjul Kejriwal and Mr. Manjul Kumar Kejriwal by giving their consent for 38,400 and 1,14,000 equity shares respectively ("The Promoters" or "the promoter group selling shareholders' or "the selling shareholder") aggregating to Rs. [●] thousands ("offer for sale"). aggregating to ₹ [●]/- thousands ("the Offer") by our company. The Offer and the Net Offer will constitute 34.98 % and 33.21% respectively of the post offer paid up Equity Share Capital of the Company.

This Offer is being made by way of Book Building Process:

Particulars of the Offer	Market Maker Reservation Portion	QIBs	Non – Institutional Investors/Bidders	Individual Investors/Bidders
Number of Equity Shares available for allocation	Upto 91,200 Equity shares of face value 10/-each	Not more than 8,53,200 Equity Shares of face value 10/- each	Not less than 2,59,200 Equity Shares of face value 10/- each	Not less than 6,02,400 Equity Shares of face value 10/- each
Percentage of offer Size Available for allocation	5.05% of the offer size	Not more than 50.00% of the Net offer size shall be available for allocation to QIBs. However, up to 5.00% of net QIB Portion (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Fund only. Up to 60.00% of the QIB Portion may be available for allocation to Anchor Investors. Further, pursuant to the SEBI (ICDR) (Third Amendment) Regulations, 2025, forty per cent of the anchor investor portion, within the limits specified in sub-paragraph (b) of paragraph 10 (d) of Part A of Schedule XIII of the SEBI ICDR Regulations, 2018, shall be reserved as under: (i) 33.33% for domestic mutual funds and (ii) 6.67% for life insurance companies and pension funds. Any undersubscription in the	Not less than 15% of the Net Offer Subject to the following: (a) 1/3rd of the portion available to NIBs shall be reserved for applicants with an application size of more than two lots and upto such lots equivalent to not more than ₹ 10 Lakhs (b) 2/3rd of the portion available to NIBs shall be reserved for applicants with an application size of more than ₹ 10 Lakhs	Not less than 35.00% of Net Offer.

		reserved category specified in clause (ii) above may be allocated to domestic mutual funds. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion.		
Basis of Allotment	Firm Allotment	Proportionate as follows (excluding the Anchor Investor Portion: (a) up to 18,000 Equity Shares, shall be available for allocation on a proportionate basis to Mutual Funds only; and; (b) 3,42,000 Equity shares shall be allotted on a proportionate basis to all QIBs including Mutual Funds receiving allocation as per (a) above. For further details please refer to the section titled "Offer Procedure" beginning on page 271.	Proportionate (a) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs; (b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹10 lakhs: Provided that the unsubscribed portion in either of the subcategories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of noninstitutional investors.	Minimum allotment of 2 lot of 1200 Equity Shares of face value 10/- each. For details see, "Offer Procedure" on Page no. 271 of this Red Herring Prospectus.
Mode of Application	All the applicants shall make the application (Online or Physical) through the ASBA Process only (including UPI mechanism for Individual Investors using Syndicate ASBA).			

Minimum Bid Size	91,200 Equity Shares of face value 10/- each	Such number of Equity Shares and in multiples of 1200 Equity Shares that the Bid Amount 2 lots (which shall be above ₹ 200,000).	Such number of Equity Shares and in multiples of 1200 Equity Shares that the Bid Amount exceeds ₹ 200,000.	Such number of Equity Shares in multiple of 1200 Equity shares so that the Bid Amount exceed ₹ 2,00,000.
Maximum Application Size	91,200 Equity Shares of face value 10/- each	Such number of Equity Shares in multiples of 1200 Equity Shares not exceeding the size of the Net offer, subject to applicable limits.	Such number of Equity Shares in multiples of 1200 Equity Shares not exceeding the size of the offer (excluding the QIB portion), subject to limits as applicable to the Bidder.	Such number of Equity Shares in multiples of 1200 Equity Shares so that the Bid Amount exceed ₹2,00,000.
Mode of Allotment	Dematerialized Form			
Trading Lot	1200 Equity Shares, however, the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations	1200 Equity Shares and in multiples thereof	1200 Equity Shares and in multiples thereof	1200 Equity Shares and in multiples thereof
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder or by the Sponsor Bank through the UPI Mechanism that is specified in the ASBA Form at the time of submission of the ASBA Form.			

Note:

1. *In case of joint application, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Applicant would be required in the Application Form and such First Applicant would be deemed to have signed on behalf of the joint holders.*
2. *Applicants will be required to confirm and will be deemed to have represented to our Company, the BRLMs, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares in this offer.*
3. *SCSBs applying in the offer must apply through an ASBA Account maintained with any other SCSB.*

Lot Size

SEBI vide circular CIR/MRD/DSA/06/2012 dated February 21, 2012 (the Circular) standardized the lot size for Initial Public offer proposing to list on SME exchange/platform and for the secondary market trading on such exchange/platform, as under:

Issue/offer Price (in Rs.)	Lot Size (No. of shares)
up to 14	10000
More than 14 up to 18	8000
More than 18 up to 25	6000
More than 25 up to 35	4000
More than 35 up to 50	3000
More than 50 up to 70	2000
More than 70 up to 90	1600
More than 90 up to 120	1200
More than 120 up to 150	1000
More than 150 up to 180	800
More than 180 up to 250	600
More than 250 up to 350	400
More than 350 up to 500	300
More than 500 UP TO 600	240
More than 600 UP TO 750	200
More than 750 UP TO 1000	160
Above 1000	100

Further to the Circular, at the initial public offer stage the Registrar to Offer in consultation with BRLMs, our Company and BSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the initial public offer lot size at the application/allotment stage, facilitating secondary market trading.

WITHDRAWAL OF THE OFFER

In accordance with SEBI (ICDR) Regulations, the Company and the Selling Shareholders, in consultation with the Book Running Lead Manager, reserves the right to not to proceed with the offer at any time before the Bid/Offer Opening Date, without assigning any reason thereof.

In case, the Company and the Selling Shareholders wishes to withdraw the offer after Bid/Offer Opening but before allotment, the Company will give public notice giving reasons for withdrawal of offer. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in [●] edition of Marathi (a widely circulated [●] daily newspaper, Marathi being the regional language of Maharashtra, where our Registered Office is situated).

The Book Running Lead Manager, through the Registrar to the Offer, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-offer price band advertisements have appeared and the Stock Exchange will also be informed promptly. If our Company withdraws the offer after the Bid/Offer Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the offer is subject to obtaining (i) the final listing and trading approval of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the registration of Draft Red Herring Prospectus/ Red Herring Prospectus with RoC.

JURISDICTION

Exclusive jurisdiction for the purpose of this offer is with the competent courts/authorities at Maharashtra .

OFFER PROGRAMME

OFFER OPENING DATE	March 24, 2026
OFFER CLOSING DATE	March 27, 2026

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the offer Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the offer closing date when applications will be accepted only between 10.00 a.m. to 2.00 p.m.

In case of discrepancy in the data entered in the electronic book vis a vis the data contained in the physical bid form, for a particular bidder, the detail as per physical application form of that bidder may be taken as the final data for the purpose of allotment.

Standardization of cut-off time for uploading of applications on the offer closing date:

(a) A standard cut-off time of 3.00 PM for acceptance of applications.
(b) A standard cut-off time of 4.00 PM for uploading of applications received from non-Individual applicantsi.e. QIBs, HNIs and employees (if any).

A standard cut-off time of 5.00 PM for uploading of applications received from only individual applicants, whichmay be extended up to such time as deemed fit by Stock Exchanges after taking into account the total numberof applications received UP TO the closure of timings and reported by BRLMs to the Exchange within half an hour of such closure.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

This space has been left blank intentionally.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 ("FEMA"). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India ("RBI") and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP").

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated Foreign Direct Investment Policy notified by the DPIIT File No. 5(2) / 2020-FDI Policy dated October 15, 2020, with effect from October 15, 2020 (the "FDI Policy"), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT or the DPIIT that were in force and effect prior to October 15, 2020. The Government of India proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DPIIT issues an updated circular.

The RBI also issues Master Circular on Foreign Investment in India every year. Presently, FDI in India is being governed by Master Circular on Foreign Investment dated July 01, 2015, as updated from time to time by RBI and Master Direction– Foreign Investment in India (updated up to March 08, 2019). In terms of the Master Circular, an Indian company may issue fresh shares to people resident outside India (who is eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Circular and Master Direction. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue/offer of shares and also subject to making certain filings including filing of Form FC-GPR.

In case of investment in sectors through Government Route, approval from competent authority as mentioned in Section 4 of the FDI Policy 2020 has to be obtained. The transfer of shares between an Indian resident to a non-resident does not require the prior approval of the RBI, subject to fulfilment of certain conditions as specified by DIPP / RBI, from time to time.

As per the existing policy of the Government of India, OCBs cannot participate in this offer and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge, or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates, and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

In terms of the FEMA NDI Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that

(i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the Takeover Regulations;

(ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and

(iii) the pricing is in accordance with the guidelines prescribed by the SEBI / RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("Restricted Investors"), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction / purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. Each Bidder should seek independent legal advice about its ability to participate in the offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the offer in writing about such approval along with a copy thereof within the offer Period.

As per the existing policy of the Government of India, OCBs cannot participate in this offer and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

INVESTMENT CONDITIONS / RESTRICTIONS FOR OVERSEAS ENTITIES

Under the current FDI Policy 2020, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI / OCI, LLPs, FVCI, Investment Vehicles and DRs under Foreign Exchange Management. (Non-debt Instruments) Rules, 2019. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral / statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and / or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral / statutory cap.

INVESTMENT BY FPIS UNDER PORTFOLIO INVESTMENT SCHEME (PIS)

With regards to purchase / sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate

limit, respectively. However, this limit of 24% may be increased up to sectoral cap / statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

INVESTMENT BY NRI OR OCI ON REPATRIATION BASIS

The purchase / sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as "Capital Instruments") of a listed Indian company on a recognised stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

INVESTMENT BY NRI OR OCI ON NON-REPATRIATION BASIS

As per current FDI Policy 2020, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Purchase / sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non- repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers, and sale occur.

Further, no offer to the public (as defined under Directive 20003/71/EC, together with any amendments) and implementing measures thereto, (the "Prospectus Directive") has been or will be made in respect of the issue/offer in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the issue/offer.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Red Herring Prospectus.

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 Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or

regulations, which may occur after the date of this Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

This space has been left blank intentionally.

SECTION IX - MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION OF OUR COMPANY

HIGHNESS MICROELECTRONICS LIMITED

(COMPANY LIMITED BY SHARES)

(INCORPORATED UNDER THE PROVISIONS OF THE COMPANIES ACT, 1956)

APPLICABILITY OF TABLE F:

The regulations contained in Table 'F' in Schedule I to the Companies Act, 2013 ("Table 'F' "), as are applicable to a public company limited by shares, shall apply to the company so far as they are not inconsistent with any of the provisions contained in these regulations or modifications thereof and only to the extent that there is no specific provision in these regulations. In case of any conflict between the provisions of these articles and Table 'F', the provisions of these articles shall prevail.

The following regulations viz. 20(a), 27, 48 and 76 of Table "F" in the said Schedule shall not apply to the Company.

INTERPRETATION:

(i) In these Articles unless context otherwise requires:

"Act" or "Companies Act, 2013" means the applicable Provisions of the Companies Act, 2013 and every statutory modification or re-enactment thereof. Any specific references to sections of the Act are references to sections of the Companies Act, 2013;

"Articles" means these Articles of Association of the Company as originally framed or as altered from time to time or applied in pursuance of previous Company law or of this act;

"Beneficial Owner" shall have the meaning assigned thereto in Section 2 of the Depositories Act, 1996;

"Annual General Meeting" means a general meeting of members held in accordance with the provisions of the Act, and any adjourned holding thereof;

"Auditors" means and includes those persons appointed as such for the time being of the Company.

"Board" means in relation to a Company, means the collective body of the directors of the Company;

"Company" means ***HIGHNESS MICROELECTRONICS LIMITED.**

"Common Seal" or "Seal", if any, shall mean the Common Seal of the Company as may be approved by the Board of Directors from time to time.

"Debenture holder(s)" or "Security holder(s)" means the duly registered holders from time to time of the debenture(s) or securities of the Company;

** Altered article of Association of the Company by re-aligned with the provisions applicable to Public company pursuance to conversion by passing a Special Resolution at the 01/2024-2025 Extra-ordinary General Meeting (EOGM) of the Compony held on Saturday, 31st day of August 2024 at 04:00 P. M. at the Registered Office of the Company.*

"Depositories Act" means the Depositories Act, 1996 and shall include any statutory modification(s) or re-enactment thereof for the time being in force;

"Depository" shall mean a Depository as defined in Section 2 of the Depositories Act, 1996;

"Directors" means the Directors for the time being of the Company or, as the case may be, the Directors assembled at a Board Meeting.

"Independent Director" shall mean a Director who fulfils the requirements of Section 149(6) of the Act and who is appointed as an independent director in accordance with the provisions of the Act;

"Month" means English calendar month.

"Year" means the English calendar year and "Financial Year" shall have meaning assigned thereto by Section 2(41) of the Act.

Shareholder(s)" or "Member(s)" means the duly registered holder(s) from time to time of the Share(s) of the Company and includes the subscriber(s) to the Memorandum of the Company and also every person holding Equity Share(s) and/or Preference Share(s) of the Company as also one whose name is entered as the beneficial owner in the records of the Depository.
"Extra-ordinary General Meeting" means any general meeting of the members other than the annual general meeting duly called and constituted and any adjourned holding thereof;
"General Meeting" means general meeting of the members held in accordance with the Act;
"Proxy" means any person who is appointed by an instrument to vote for a member at a general meeting on a poll;
"Regulations" means these Articles of Association as originally framed or as altered from time to time and in force for the time being and include the Memorandum of Association where the context so requires.
"Rules" mean the Rules as made under the provisions of the Companies Act, 2013, or any statutory modifications or amendment thereof for the time being in force as amended from time to time.
"Special Resolution" shall have the meaning assigned thereto by Section 114 of the Act.
"The Office" means the Registered Office for the time being of the Company.
"Persons" include corporations (and firms) as well as individuals.

Words importing the masculine gender also include the feminine gender.

Words importing the singular number include, where the context admits or requires, the plural number and vice versa.

Subject as aforesaid, any words or expressions defined in the Act shall, except where repugnant to the subject or context, bear the same meaning in these Articles.

The marginal notes hereto shall not affect the construction of these Articles.

"In Writing" and "Written" includes printing, lithography and other modes of representing or reproducing words in visible form.

(i) In the construction of these Articles generally, unless repugnant to the context, singular shall include plural and the masculine shall include feminine. Words imparting persons shall include Corporations, Companies, firms or other bodies.

(ii) Unless the context otherwise requires, words or expressions contained in these Articles and not specifically defined herein above shall bear the same meaning as provided in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.

PUBLIC COMPANY:

3. The Company is a public company within the meaning of Section 2(71) of the Act and accordingly:
(a) Is not a private company;
(b) Has a minimum paid-up share capital as per Law;
(c) Has minimum of seven (7) members.

Also, where two (2) or more persons hold one (1) or more shares in the Company jointly, they shall, for purposes of this provision, be treated as a single Member; and

SHARE CAPITAL AND SHARES:

4. The Authorized Share Capital of the Company shall be as contained in the 5(iii) Clause of the Memorandum of Association of the Company, as may be amended from time to time by the Company in accordance with the provisions of the Companies Act, 2013.

The Company has power from time to time to increase or reduce its capital and to divide the Shares into several classes and to attach thereto, respectively, such preferential, cumulative, convertible, guarantee, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with these presents and to vary, modify or abrogate any such right, privileges or conditions or restrictions in such manner as may for the time being be permitted by these presents or the said Act or any other legislative provisions for the time being in force in that behalf.

5. The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:
(i) Equity share capital:
a. with voting rights; and/ or
b. with differential rights as to dividend, voting or otherwise in accordance with the Rules; and
(ii) Preference share capital

6. Subject to the provisions of applicable provisions of the Act and these Articles, the Shares in the Capital of the Company for the time being (including any shares forming a part of any increased capital of the Company) shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provision of the Act) at a discount and at such time as they may from time to time think fit and proper, and with the sanction of the Company in the General Meeting, to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the Capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares, and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.

7. Unless where the shares are issued in dematerialized form, every Member ·or allottee of Shares shall be entitled, without payment, to receive within two months after incorporation, in case of subscribers to the Memorandum or within two months from the date of allotment or within one month after the application for the registration of transfer, transmission, subdivision, consolidation or renewal of any of its shares or within such other period as the conditions of issue shall be provided,-

(a) One certificate for all his shares without payment of any charges; or

(b) Several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

Every certificate of shares shall be under the seal of the Company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be signed by 2 (two) Directors or by a Director and the Company Secretary, provided that in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holder.

Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue. Where the securities are dealt with in a depository, the Company shall intimate the details of allotment of securities to depository immediately on allotment of such securities. Furthermore, the Company shall comply with the applicable provisions of the Act.

A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving or other metal or lithography, but not by means of a rubber stamp, provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.

8. (i) If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the Company may deem adequate, a new certificate in lieu thereof to the party entitled to such lost or destroyed certificate shall be given.

Every certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs. 20 for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

(ii) The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.

Provided that, notwithstanding what is stated above, the Directors shall comply with such rules or regulations or requirements of any stock exchange or the rules made under the Act or the rules made thereunder as amended time to time or any other Act or rules applicable in this behalf.

Subject to the applicable provisions of the Act and other Applicable Laws, any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination, and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares and attending (but not voting) at a general meeting, appointment of directors, etc. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in a general meeting by special resolution.

9. Subject to the applicable provisions of the Act and other Applicable Laws, any debentures, debenture-stock/warrants# or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination, and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares and attending (but not voting) at a general meeting, appointment of directors, etc. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in a general meeting by special resolution.

10.Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

11.The Board may allot and issue shares in the share capital of the Company on payment or part payment for any property, goods or machinery supplied, sold or transferred and/or for services rendered to the Company in or about the formation or promotion of the Company or in the conduct of its business or for any other consideration either in cash or otherwise than in cash as the Board may deem fit and proper and any shares so allotted may be issued as fully paid up or partly paid up shares as the Board may decide.

12.Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

13. (i)If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class, as prescribed under the Act.

Altered article of Association of the Company by passing a Special Resolution at the 04/2024-2025 Extra-ordinary General Meeting (EOGM) of the Compony held on Friday, 28th day of March 2025 at 04:00 P. M. at the Registered Office of the Company

(ii)To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

14. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

15. Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.

16. Subject to the provisions of the Act and other applicable provisions of law, the Company may with the approval of the shareholders by a special resolution in general meeting issue sweat equity shares in accordance with such rules and guidelines issued by the Securities and Exchange Board of India [SEBI] and/or other competent authorities for the time being and further subject to such conditions as may be prescribed in that behalf.

17. The Directors may with the sanction of an ordinary resolution of the Company increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

18. Subject to the provisions of section 61 of the Companies Act. 2013. the Company may, by ordinary resolution,-

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

19. Where shares are converted into stock-

(i) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(ii) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(iii) such of these regulations of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

20. The Company may, by special resolution, reduce in any manner and with and subject to, any incident authorised and consent required by law, -

(a) its share capital

(b) any capital redemption reserve account

(c) any share premium account

21. Subject to the provisions of the Companies Act, 2013 and Rules framed thereunder and other applicable laws, the Company at its discretion, may issue and allot securities to applicants or investors on a preferential basis through private placement and rights issue.

22. Further issue of shares:

(1) Where at any time a Company having a share capital proposes to increase its subscribed capital by the issue of further shares, either out of the unissued capital or out of the increased share capital then:
a. Such further shares shall be offered to the persons who, at the date of the offer, are holders of the equity shares of the Company, in proportion, as near as circumstances admit, to the capital paid-up on those shares at the date;
b. Such offer shall be made by a notice specifying the number of shares offered and limiting a time not less than fifteen days and not exceeding thirty days from the date of the offer and the offer, if not accepted, will be deemed to have been declined;
c. The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to them in favour of any other person and the notice referred to in sub-clause (b) hereof shall contain a statement of this right. Provided that the Directors may decline, without assigning any reason to allot any shares to any person in whose favour any Member may renounce the shares offered to him;
d. After the expiry of the time specified in the aforesaid notice, or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose off them in such manner which is not dis-advantageous to the shareholders and the company.

(2) Notwithstanding anything contained in subclause (1) thereof, the further shares aforesaid may be offered to any persons (whether or not those persons include the persons referred to in clause (a) of sub-clause (1) hereof) in any manner whatsoever.
a. employees under a scheme of employees' stock option scheme, if authorized by a Special Resolution passed by the Company and subject to such conditions, as may be prescribed, or
b. to any persons if it is authorized by a Special resolution passed by the Company , whether or not those persons include the persons referred to in of sub-clause (1) hereof and clause (a) of sub-clause (2) hereof, 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, as per the applicable provision and subject to such conditions as may be prescribed.

(3) Nothing in clause 22 hereof shall be deemed:
a. To extend the time within which the offer should be accepted; or
b. To authorize any person to exercise the right of renunciation for a second time, on the ground that the person in whose favour the renunciation was first made has declined to take the shares comprised in the renunciation.

(4) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loans raised by the Company
(a) To convert such debentures or loans into shares in the Company; or
(b) To subscribe for shares in the Company (whether such option is conferred in these Articles or otherwise).

Provided that the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term:

a. Either has been approved by the Central Government before the issue of debentures or the raising of the loans or is in conformity with Rules, if any, made by that Government in this behalf ; and

b. In the case of debentures or loans or other than debentures issued to, or loans obtained from the Government or any institution specified by the Central Government in this behalf, has also been approved by a special resolution passed by the Company in General Meeting before the issue of debentures or raising of the loans.

23,Any debentures, debenture-stock or other securities may be issued subject to the provisions of the Act and these Articles, at a discount, premium or otherwise and may be issued on the condition that they shall be convertible into shares of any denomination and with any special privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the general meeting, appointment of directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the general meeting by way of a special resolution.

DEMATERIALIZATION OF SECURITIES:

24.Every person subscribing to or holding securities of the Company shall have the option to receive security

certificates or to hold the securities in electronic form with a Depository as permitted under the law. If a person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its records the name of the allottee as the Beneficial Owner of the Security.

25.Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears as the beneficial owner of the shares, debentures and other securities in the records of the Depository as the absolute owner thereof as regards receipt of dividends or bonus on shares, interest/premium on debentures and other securities and repayment thereof or for service of notices and all or any other matters connected with the Company and accordingly the Company shall not (except as ordered by the Court of competent jurisdiction or as by law required and except as aforesaid) be bound to recognize any benami trust or equity or equitable, contingent or other claim to or interest in such shares, debentures or other securities as the case may be, on the part of any other person whether or not it shall have express or implied notice thereof.

26.In the case of transfer of shares, debentures or other securities where the Company has not issued any certificates and where such shares, debentures or other securities are being held in an electronic and fungible form, the provisions of the Depositories Act, shall apply.
Provided the transfer of Shares has been prior approved by the Board in accordance with article 24.
Provided that in respect of the shares and securities held by the depository on behalf of a beneficial owner, provisions of Section 9 of the Depositories Act shall apply so far as applicable.

27.Every Depository shall at such intervals and in such manner as may be specified in its bye- laws furnish to the Company, information about the transfer of securities in the name of the Beneficial Owners.

28.Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in electronic form so far as they apply to shares in physical form subject however to the provisions of the Depositories Act.

LIEN:

29 (i) The company shall have a first and paramount lien—

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividend bonuses declared from time to time in respect of such shares.

30.The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

a. unless a sum in respect of which the lien exists is presently payable; or until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

31.(i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

32.(i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

33.In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

34.The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.

** “That the fully paid shares will be free from all lien while in the case of partly paid shares , the Company’s lien , if any, will be restricted to moneys called or payable at a fixed time in respect of such shares”

**Altered article of Association of the Company by re aligned with the provisions applicable to Public company pursuance to conversion by passing a Special Resolution at the 03/2024-2025 Extra-ordinary General Meeting (EOGM) of the Compony held on Friday, 07th day of February 2025 at 04:00 P. M. at the Registered Office of the Company

CALLS ON SHARES:

35.(i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii)Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.

(iii) The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances.

(iv) A call may be revoked or postponed at the discretion of the Board.

36.A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by installments.

37.The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

38.(i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any as the Board may determine.
(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

39.(i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
(ii)In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and

expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

40. The Board:
(i) may, if it thinks fit, subject to the applicable provisions of the Act, agree to and receive from any member willing to advance the same whole or any part of the moneys due upon the shares held by him beyond the sums actually called for, and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate, as the member paying such sum in advance and the Directors agree upon not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Directors may at any time repay the amount so advanced.
(ii) The members shall not be entitled to any voting rights in respect of the moneys so paid by them until the same would but for such payment, become presently payable.
(iii) the provisions of these Articles shall mutatis mutandis apply to the calls on debentures of the Company.

If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by instalments, then every such instalment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.

41. All calls shall be made on a uniform basis on all shares falling under the same class.

Explanation: Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.

42. Neither a judgement nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any share either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.

43. The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company

***" That any amount paid-up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in respect thereof, in a dividend succently declared."

TRANSFER OF SHARES:

44. (i) A common form of transfer shall be used and the instrument of transfer shall be in writing and all the provisions of the Companies Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfer of Shares and the registration thereof.
(ii) The instrument of transfer of any share in the Company which is in physical form shall be executed by or on behalf of both the transferor and transferee.
(iii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

45. The Company shall not register a transfer of shares in, or debentures of the Company held in physical form unless a proper instrument of transfer in the form prescribed under the Act duly stamped and executed in respect of only one class of shares/debentures by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation, if any, of the transferee has been delivered to the Company along with the certificates relating to the shares or debentures, or if no such certificate is in existence, along with the letter of allotment of the shares or debentures and such other evidence as the Board may reasonably require to show the right

of the transferor to make the Provided that where on an application in writing made to the Company by the transferee and bearing the stamp required for an instrument of transfer, it is proved to the satisfaction of the Board that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost or where the instrument of transfer has not been delivered within the prescribed period, the Company may register the transfer on such terms as to indemnity as the Board may think fit:

Provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder or debenture holder any person to whom the right to any shares in, or debentures of, the Company has been transmitted by operation of law.

*** **Altered article of Association of the Company by re aligned with the provisions applicable to Public company pursuance to conversion by passing a Special Resolution at the 03/2024-2025 Extra-ordinary General Meeting (EOGM) of the Compony held on Friday, 07th day of February 2025 at 04:00 P. M. at the Registered Office of the Company

46.Subject to the provisions of sections 58 and 59 of the Companies Act, 2013 and section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, at their own absolute and uncontrolled discretion and by giving reasons, decline to register or acknowledge any transfer of shares whether fully paid or not and the right of refusal, shall not be affected by the circumstances that the proposed transferee is already a Member of the Company but in such cases, the Directors shall within one month from the date on which the instrument of transfer was lodged with the Company, send to the transferee and transferor notice of the refusal to register such transfer provided that registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except when the Company has lien on the shares. Transfer of shares/debentures in whatever lot shall not be refused.

47.A transfer of the shares or other interest in the Company of a deceased member thereof made by his legal representatives shall, although the legal representative is not himself a member be as valid as if he had been a member at the time of the execution of the instrument of transfer.

48.Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered, unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the date of receipt of the notice.

For the purpose of above clause notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post to the transferee at the address given in the instrument of transfer, and shall be deemed to have been duly delivered upon the expiry of 7 days from the date of dispatch.

49.If the Company refuses to register the transfer of any share pursuant to these Articles, it shall within thirty days from the date on which the instrument of transfer was delivered to the Company send notice of refusal to the transferee and transferor. Provided that, the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever. Transfer of shares/debentures in whatever lot shall not be refused.

50.No transfer shall be made to a person of unsound mind. However, transfer of fully paid up shares can be made in the name of a minor if he is represented by his lawful guardian.

51.All instruments of transfer shall be retained by the Company, but any instrument

52.The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares, made or purporting to be made by any apparent legal owner thereof as shown or appearing in the Register of Members to the prejudice of persons having or claiming any equitable right, title or interes·t to or in the same shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice, or referred thereto in any book of the

Company, and the Company shall not be bound or required to regard to attend or give effect to any notice which may be given to it of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do, thought it may have been entered or referred to in some book of the Company ; but the Company shall nevertheless, be at liberty to regard and attend to any such notice, and give effect thereto if the Directors shall so think fit.

53.The Company may, after giving appropriate previous notice of not less than seven days' close the register of members or the register of debenture holders or other security holders for any period or periods not exceeding in the whole forty-five days in each year, but not exceeding thirty days at any one time.

54.The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

TRANSMISSION OF SHARES:

55.(i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares.

(ii)Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

56.(i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either-

(a) to be registered himself as holder of the share; or

(b)to make such transfer of the share as the deceased or insolvent member could have made.

(ii)The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

57.The Company shall be fully indemnified by such person from all liability, if any, for actions taken by the Board to give effect to such registration or transfer.

(i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

(ii)If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii)All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

58.A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would been titled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company. Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

59.The provisions of these Articles relating to transmission by operation of law shall mutatis mutandis apply to any other securities including debentures of the Company.

60.The instrument of transfer shall be in common form and in writing and all provision of Section 56 of the Act and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.

61.No fee shall be charged for registration of transfer, or for effecting transmission, or for registering any probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.

FORFEITURE OF SHARES:

62.If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

63.The notice aforesaid shall-

(a) name a further day (not being earlier than the expiry of thirty days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares

in respect of which the call was made shall be liable to be forfeited.

64.If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

65.(i)A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii)At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

66.(i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.
(ii)The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.

67.(i) A duly verified declaration in writing that the declaring is a director, the manager or the secretary, of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(ii)The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favor of the person to whom the share is sold or disposed of;

(iii)The transferee shall thereupon be registered as the holder of the share; and

(iv)The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

68.Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.

69.Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.

70.The Board may, subject to the provisions of the Companies Act,2013, accept a surrender of the share certificate for any forfeited share from or by any member desirous of surrendering them on such terms as they think fit.

71.The provisions of these regulations as to forfeiture shall apply in the case of non payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

JOINT HOLDERS:

72.Where two or more persons are registered as joint holders(not more than three)of any share, they shall be deemed(so far as the Company is concerned)to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:

(i) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.

(ii) On the death of any one or more of such joint holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

(iii)Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.

(iv)Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint holders.

(v) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof but the other or others of the joint-holders shall be entitled to vote in preference to a joint-holder present by attorney or by proxy although the name of such joint-holder present by any attorney or proxy stands first or higher (as the case may be) in the register in respect of such shares

(vi)Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.

(vii)The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names.

CAPITALISATION OF PROFITS:

73.(i) The Company in general meeting may, upon the recommendation of the Board, resolve-

a. that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

b. that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards-

a. paying up any amounts for the time being unpaid on any shares held by such members respectively;

b. paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

c. partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b);

d. A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;

e. The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.

74.(i) Whenever such a resolution as aforesaid shall have been passed, the Board shall:

a. make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

b. generally to do all acts and things required to give effect thereto.

(ii) The Board shall have power:

a. to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions ; and

b. to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

BUY-BACK OF SHARES:

75.Notwithstanding anything contained in these Articles but subject to the provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

GENERAL MEETINGS:

76.All general meetings other than annual general meeting shall be called Extraordinary General Meetings.

77.(i) The Board may, whenever it thinks fit, call an Extraordinary General Meeting.

(ii)If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

PROCEEDINGS AT GENERAL MEETINGS:

78.(i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in the Companies Act, 2013.

79.The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.

80.No business shall be discussed or transacted at any general meeting whilst the chair is vacant, except election of Chairman.

81.If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

82.If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

83.The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting.

84.On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairman shall have a second or casting vote.

85.(i) The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and making entries thereof within thirty days of the conclusion of every such meeting or passing of resolution by postal ballot in books kept for that purpose with their pages consecutively numbered.

(ii)There shall not be included in the minutes any matter which, in the opinion of the Chairman of the meeting:

a. is, or could reasonably be regarded, as defamatory of any person; or
b. is irrelevant or immaterial to the proceedings; or
c. is detrimental to the interests of the Company.

(iii)The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.

(iv)The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.

86. (i) The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:

a.be kept at the registered office of the Company; and

b.be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days.

(ii) Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (i) above.

ADJOURNMENT OF MEETING:

87. (i)The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii)No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii)When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv)Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING RIGHTS:

88.Subject to any rights or restrictions for the time being attached to any class or classes of shares, -

(a)on a show of hands, every member present in person shall have one vote; and

(b)on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the

Company.

89.member may exercise his vote at a meeting by electronic means in accordance with section 108 of the Companies Act, 2013 and shall vote only once.

90.In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. And, seniority shall be determined by the order in which the names stand in the register of members.

91.A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his nominee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

92.Where a poll is to be taken, the Chairman of the meeting shall appoint such numbers of persons, as he deems necessary to scrutinise the poll process and votes given on the poll and to report thereon to him;

93.The Chairman shall have power, at any time before the result of the poll is declared to remove a scrutineer from office and to fill vacancies in the office of scrutineer arising from such removal or from any other cause;

94.A member of unsound mind, or in respect of whom an order has been made by a_on ny a court poll, by having his committee jurisdiction in or other lunacy, legal may vote, guardian, whether and on any a such show of committee hands or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.

95.Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 {forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

96.Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

97.No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has exercised any right of lien.

98.A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the preceding Article.

99.(i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii)Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

100.Any member shall enjoy the same rights and be subject to the same liabilities as all other members of the same

class.

PROXY:

101.Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.

102.The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

103.A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given.

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS:

104.Unless otherwise determined by a General Meeting, the number of Directors shall not be less than three and not more than fifteen, including all types of directors. The first Directors of the Company are:
1. Mr. Gaurav Kejriwal
2. Mr. Manjul Kejriwal

105.The appointment and retirement including by rotation of Directors shall be in accordance with the applicable provisions of the Act and the Rules thereunder.

106.The same individual may, at the same time, be appointed as the Chairman of the Company as well as the Managing Director or Chief Executive Officer of the Company.

107.The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
(i} The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act.
(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or in connection with the business of the Company.

108.The fees payable to the Director for attending the meeting of the Board or Committee thereof shall be decided by the Board of Directors from time to time within the maximum limits of such fees that may be prescribed under the Act or the Rules.

109.All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

110.Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

111.(i} Subject to the provisions of section 149 of the Companies Act, 2013, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.
(ii) Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.

112.The Board may appoint an alternate director to act for a director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.

113.An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.

114.If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.
(i)If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.
(ii)The Director so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated.

POWERS OF BOARD:

115.The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the Memorandum of Association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

116.All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

BORROWING POWERS:

117. The Directors may, from time to time, at their discretion, raise or borrow, or secure the payment of, any sum or sums of money for the purposes of the Company;

Provided that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not at any time except with the consent of the Company by way of special resolution in general meeting exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set part for any specific purpose.

118. The Directors, with shareholders' consent where required by the Act and Rules, may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and, in particular, by the issue of securities including debentures or debenture stock of the Company charged upon

all or any part of the property of the Company (both present and future) including its uncalled capital for the time being.

PROCEEDINGS OF THE BOARD:

119.(i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
(ii)The Chairman or any one Director with the previous consent of the Chairman may, or the company secretary on the direction of the Chairman shall, at any time summon a meeting of the Board.

120.The quorum for a Board meeting shall be as provided in the Act.

121.If a meeting of the Board cannot be held for want of quorum, then the meeting shall stand adjourned to such day, time and place as the Director or Directors present for the meeting may fix.

122.Subject to the provisions of the Act, question Asking at any meeting shall be decided by a majority of votes, each Director having one vote, and in case of an equality of votes the Chairman shall have a second or casting vote.

123.The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.

124.The Board may from time to time appoint one of their body as Chairman and determine the period for which he is to hold such office. The positions, duties and responsibilities of the Chairman (whether whole-time or not and notwithstanding the fact that his appointment may be in the designation of a whole-time Director under the Act) & the Chief Executive Officer (by whatever designation described) shall be accordingly defined by the Board. The Board may authorize maintenance of a Chairman's Office at Company's expense to support him in the performance of his duties.

Subject to the provisions of the Act, these Articles and of any Contract between him and the Company the remuneration of the Chairman (notwithstanding the fact that his appointment may be in the designation of a whole-time Director under the Act) may from time to time be fixed by the Directors, subject to the approval of the Company in General Meeting, and may be by way of fixed monthly payments, commission on profits of the Company; any or all of these modes or any other mode not expressly prohibited in the Act.

If the Chairman has notified the Company of his inability to be present at a Board meeting or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman or if no such Chairman has been appointed, the Directors present may choose one of their body to act as the Chairman of the meeting.

125.(i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

126.(i) A committee may elect a Chairperson of its meetings.
(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

127.(i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

128.All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

129.Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER:

130.Subject to the provisions of the Companies Act, 2013,-
(i)A chief executive officer, manager, Company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, Company secretary or chief financial officer so appointed may be removed by means of resolutions of the Board;
(ii)A director may be appointed as chief executive officer, manager, Company secretary or chief financial officer.

MANAGING DIRECTOR AND WHOLE TIME DIRECTOR:

131.(i) In compliance with the provisions of Sections 196 and 203 of the Act, the Board may, from time to time, subject to the approval of shareholders in general meeting, appoint one or more Directors to be Managing Director or Managing Directors or Whole time Directors of the Company, for a fixed term not exceeding five years as to the period for which he is or they are to hold such office, and may, from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.
(ii) The Managing Director or Whole time Director shall perform such functions and exercise such powers as are delegated to him by the Board of Directors of the Company in accordance with the provisions of the Act.
(iii) Subject to the provisions of Sections 196 and 197 of the Act, a Managing Director or Whole- Time Director shall, in addition to any remuneration that might be payable to him as a Director of the Company under this Articles, receive such remuneration as may from time to time be approved by the Company.
Provided that in case of absence or inadequacy in profits as contemplated in Section 197 of the Act, the above remuneration provided to directors shall be regarded as minimum remuneration under Section 197, 198 read with Schedule V of the Act.
(iv) The Directors may from time to time entrust to and confer upon a Managing Director or Whole time Director for the time being such of the powers exercisable under these provisions by the Directors, as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes, and upon such terms and conditions and with such restrictions as they think expedient, and they may confer such powers, either collaterally with, or to the exclusion of and in substitution for, all or any of the powers of the Directors in that behalf and from time to time, revoke, withdraw, alter, or vary all or any of such powers.
(v) Receipts signed by the Managing Director or Whole time Director for any moneys, goods or property received in the usual course of business of the Company or for any money, goods, or property lent to or belonging to the Company shall be an official discharge on behalf of and against the Company for the money, funds or property which in such receipts shall be acknowledged to be received and the persons paying such moneys shall not be bound to see to the application or be answerable for any misapplication thereof. The Managing Director shall also have the power to sign and accept and endorse cheques on behalf of the Company.
(vi) The Managing Director or Whole time Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.

(vii) Notwithstanding anything contained in this Articles, the Managing Director or Whole time Director is expressly allowed generally to work for and contract with the Company and especially to do the work of Managing Director and also to do any work for the Company upon such terms and conditions and for such remuneration (subject to the provisions of the Act) as may from time to time be agreed between him and the Directors of the Company.

Altered article of Association of the Company by passing a Special Resolution at the 04/2024-2025 Extra-ordinary General Meeting (EOGM) of the Compony held on Friday,28th day of March 2025 at 04:00 P. M. at the Registered Office of the Company

(viii)The Board may, from time to time, appoint any Manager (under Section 2(53) of the Act) to manage the affairs of the Company. The Board may from time to time entrust to and confer upon a Manager such of the powers exercisable under this Articles by the Directors, as they may think fit, and may, confer such powers for such time and to be exercised for such objects and purposes, and upon such terms and conditions and with such restrictions as they think expedient.

Provided that the company shall not appoint or employ a Managing Director and a Manager at the same time.

REGISTERS:

132.The Company shall keep and maintain at its registered office or at such other place as permitted under the Act or the Rules thereunder, all statutory registers and annual returns for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.

133.(i) Any Member, Beneficial Owner, Debenture or other Security holder or any other person entitled to inspection of any documents/registers/records required to be maintained by the Company under the provisions of the Act or the Rules thereunder or any previous Company Law or to any copy thereof or extract therefrom shall be entitled to the same upon payment of such fee as may be determined by the Board from time to time and in absence of such determination, a fee of Rs. 10 per page or the maximum fees fixed by the Act or the Rules thereunder, whichever is lower.

(ii) A copy of the Memorandum and Articles of Association of the Company and other documents referred to in Section 17 of the Act shall be sent to a member requesting for the same within seven days thereof upon payment of such fees as may be prescribed under the Act or the Rules or Rs. 10/- for each copy thereof.

THE SEAL:

134.The Company may if required under the Act have a Common Seal in which case the Directors shall provide for the safe custody thereof. The Seal shall not be affixed to any instrument except:
(i)by the authority of a Resolution of the Board of Directors or a Committee of the Board authorized in that behalf, and
(ii)in the presence of at least one Director and the Secretary of the Company or such other person as the Board may appoint for the purpose, who shall sign every instrument to which the Seal is so affixed. Such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DIVIDENDS AND RESERVE:

135.The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

136.Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and as such times as it may think fit.

(i) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, thinks fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

137.(i)Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.
(ii)No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
(iii)All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

138.The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

139.The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.

140.Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

141.Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share. The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or aded upon by the Board.

142.Where the Company has declared a dividend but which has not been paid or claimed within thirty (30) days from the date of declaration, the Company shall, within seven (7) days from the date of expiry of the said period of thirty (30) days, transfer the total amount of dividend which remains unpaid or unclaimed, to a special account to be opened by the Company in that behalf in any scheduled bank and all the other provisions of Section 124 of the Act in respect of any such unpaid dividend or any part thereof shall be applicable, observed, performed and complied with.
Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund established under section 125 of the Act. Any person claiming to be entitled to an amount may apply to the authority constituted by the Central Government for the payment of the money claimed.

No unclaimed or unpaid dividend shall be forfeited by the Board until the claim becomes barred by Applicable Laws.

143.No dividend shall bear interest against the Company.

Where the Company has declared a dividend but which has not been paid or claimed within thirty (30) days from the date of declaration, the Company shall, within seven (7) days from the date of expiry of the said period of thirty (30) days, transfer the total amount of dividend which remains unpaid or unclaimed, to a special account to be opened by the Company in that behalf in any scheduled bank.

Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund established under section 125 of the Act. Any person claiming to be entitled to an amount may apply to the authority constituted by the Central Government for the payment of the money claimed.

No unclaimed or unpaid dividend shall be forfeited by the Board until the claim becomes barred by Applicable Laws.

ACCOUNTS:

144.The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.

145.No member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board.

WINDING UP:

146.Subject to the provisions of Chapter XX of the Companies Act, 2013 and rules made thereunder or Section 59 of The Insolvency and Bankruptcy Code, 2016 and Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017-

(i)If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

(ii)For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii)The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY AND INSURANCE:

147.Subject to the provisions of the Act, every Director, Managing Director, Whole-Time Director, Manager, Company Secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such Director, Managing Director, Whole-Time Director, Manager, Company Secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such Director, Manager, Company Secretary or officer or in any way in the discharge of his duties in such capacity including expenses.

148.Subject as aforesaid, every Director, Managing Director, Whole-Time Director, Manager, Company Secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.

149.The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

GENERAL POWER:

150. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

SECRECY:

151. Subject to the provisions of the Act, no member shall be entitled to require discovery of any information respecting any detail of the Company's trading or any matter in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Board of Directors it may be inexpedient in the interest of the Company to communicate to the public.

This space has been left blank intentionally.

SECTION X- OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered more than two (2) years before the date of filing of this Red Herring Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of the Red Herring Prospectus to be delivered to the Registrar of Companies for registration and the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at Office 1C3, 1st Floor, Gundecha Onclave, Kherani Road, Saki Vihar, Andheri (East), Mumbai-400072, between 10 a.m. IST and 5 p.m. IST on all Working Days from date of the Red Herring Prospectus until the Bid/Issue Closing Date.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by other parties, without reference to the Shareholders, subject to compliance with the provisions contained in the Companies Act and other Applicable Law.

A. Material Contracts

1. Memorandum of Understanding dated September 23, 2025, between our Company, the Selling shareholders and the Book Running Lead Manager.

2. Registrar to the offer Agreement dated September 24, 2025, between our Company, Selling shareholders and the Registrar to the offer.

3. Underwriting Agreement dated February 18, 2026 , between our Company, selling shareholders, the Book Running Lead Manager and Underwriters.

4. Market Making Agreement dated February 19, 2026 , between our Company, Book Running Lead Manager and Market Maker.

5. Banker to the offer Agreement dated February 05, 2026, between our Company, selling shareholders, the Book Running Lead Manager, Banker to the Offer / Sponsor Bank and Registrar to offer.

6. Tripartite agreement between the National Securities Depository Limited, our Company and the Registrar dated February 06, 2025

7. Tripartite agreement between the Central Depository Services (India) Limited, our Company and the Registrar February 07, 2025.

B. Material Documents

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.

2. Certificate of Incorporation dated September 06, 2007, issued by Registrar of Companies, Mumbai.

3. Fresh Certificate of Incorporation dated November 11, 2024, pursuant to conversion into a public limited company, issued by the Registrar of Companies, Central Processing Centre

4. Resolution of the Board of Directors of our Company, passed at the Meeting of the Board of Directors held on September 09, 2025, in relation to the offer.

5. Resolution of the Shareholders of our Company, passed at the Annual General Meeting held on September 09, 2025, relation to the offer.

6. Resolution of the Board of Directors of the Company dated September 20, 2025, taking on record the approval for the Offer for Sale by the Selling Shareholders.

7. The Statement of Possible Tax Benefits dated September 22, 2025, issued by the peer reviewed Auditor included in this Red Herring Prospectus.

8. Examination report for Restated Financials dated September 20, 2025, included in this Draft Red Herring Prospectus.

9. Examination report for Restated Financials dated February 17, 2026, included in this Red Herring Prospectus.

10. Certificate on Key Performance Indicators issued by our peer reviewed Auditor dated February 17, 2026.

11. Consents of Our Directors, Promoter, Company Secretary & Compliance Officer, Chief Financial Officer, Selling shareholders, Statutory Auditor and Peer Review Auditor, Key Managerial Personnel, Book Running Lead Manager, Registrar to the Offer, Legal Advisor to the Offer, and Banker(s) to the Company to include their names in the Red Herring Prospectus to act in their respective capacities.

12. Site visit report prepared by the Book Running Lead Manager

13. Due Diligence Certificate dated March 18 , 2026 addressed to SEBI from Book Running Lead Manager.

14. Certificate dated February 19, 2026, from ABIZCHANCELLOR Law LLP, Legal Advisor, with respect to their legal Due Diligence in relation to issuer Company, Promoters/ Directors, Promoter Group, KMP / SMP of the Company.

15. Non-Compete agreement entered between the Highness Microelectronics Limited and Global Business dated September 11, 2025.

16. Certificate dated September 24, 2025, from M/s. S J Kumar & Associates, Company Secretaries LLP, with respect to their search report in relation to certain corporate records of the Company.

17. Board Resolution dated September 30, 2025, for approval of Draft Red Herring Prospectus, dated for March 18 ,2026 approval of Red Herring Prospectus, dated [●] for approval of Prospectus.

18. Approval from BSE Limited vide letter dated December 30, 2025 to use the name of BSE Limited in this Offer Document for listing of Equity Shares on SME Platform of BSE Limited.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, with the consent of shareholders subject to compliance of the provisions contained in the Companies Act and other relevant provisions.

This space has been left blank intentionally

SECTION XI – DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Name & Designation	Signature
Mr. Gaurav Manjul Kejriwal Managing Director DIN: 01506981	Sd/-

Date: March 18, 2026
Place: Mumbai

This space has been left blank intentionally

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Name & Designation	Signature
Mrs. Shruti Gaurav Kejriwal Whole Time Director DIN: 10593550	**Sd/-**

Date: March 18, 2026
Place: Mumbai

This space has been left blank intentionally

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Name & Designation	Signature
Mr. Manjul Kumar Kejriwal Non-Executive Director DIN- 01507039	Sd/-

Date: March 18, 2026
Place: Mumbai

This space has been left blank intentionally

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Name & Designation	Signature
Mr. Sanjiv Swarup Non-Executive Independent Director DIN- 00132716	Sd/-

Date: March 18, 2026
Place: Mumbai

This space has been left blank intentionally

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Name & Designation	Signature
Ms. Kavita Kailash Bohra Non-Executive Independent Director DIN- 11003259	Sd/-

Date: March 18, 2026
Place: Mumbai

This space has been left blank intentionally

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Name & Designation	Signature
Mrs. Jaya Ankur Singhania Non-Executive Independent Director DIN- 01990322	Sd/-

Date: March 18, 2026
Place: Mumbai

This space has been left blank intentionally

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Name & Designation	Signature
Mr. Keval Mahendra Shah Non-Executive Independent Director DIN- 07649694	Sd/-

Date: March 18, 2026
Place: Mumbai

This space has been left blank intentionally

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY:

Name & Designation	Signature
Mr. Mayurkumar Laxmidas Gori Chief Financial Officer PAN: AIDPG9394A	Sd/-

Date: March 18, 2026
Place: Mumbai

This space has been left blank intentionally

DECLARATION

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Red Herring Prospectus are true and correct.

SIGNED BY THE COMPANY SECRETARY AND COMPLIANCE OFFICER OF OUR COMPANY:

Name & Designation	Signature
Preeti Paresh Rathi Company Secretary and Compliance Officer PAN: EJZPM2046C	Sd/-

Date: March 18, 2026
Place: Nasik, Maharashtra

This space has been left blank intentionally

DECLARATION BY SELLING SHAREHOLDER

I, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Red Herring Prospectus about or in relation to myself, as a Selling Shareholder and the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility for any other statements, disclosures or undertakings, including, any of the statements, disclosures or undertakings made or confirmed by the Company, the other Selling Shareholder or any other person(s) in this Red Herring Prospectus.

Sd/-
Mr. Gaurav Manjul Kejriwal
(Selling Shareholder-1)

Place: Mumbai
Date: March 18, 2026

This space has been left blank intentionally

DECLARATION BY SELLING SHAREHOLDER

I, hereby confirm that all statements, disclosures and undertakings specifically made or confirmed by me in this Red Herring Prospectus about or in relation to myself, as a Selling Shareholder and the Equity Shares being offered by me in the Offer for Sale, are true and correct. I assume no responsibility for any other statements, disclosures or undertakings, including, any of the statements, disclosures or undertakings made or confirmed by the Company, the other Selling Shareholder or any other person(s) in this Red Herring Prospectus.

Sd/-
Mr. Manjul Kumar Kejriwal
(Selling Shareholder-2)

Place: Mumbai
Date: March 18, 2026

This space has been left blank intentionally