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**DRAFT RED HERRING PROSPECTUS**

100% Book Built Issue

Dated: September 30, 2025

Please read Section 26 and 32 of the

Companies Act, 2013

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



**VK TYRE INDIA LIMITED**  
CIN: U25203UP2014PLC065687

Registered Office	Contact Person	Email & Telephone	Website
Pawan Puri Behind Sybly Industries Ltd., Murad Nagar, 201206, Ghaziabad, Uttar Pradesh, India.	Deepika Gupta, Company Secretary & Compliance Officer	Email: <a href="mailto:info@vktyre.com">info@vktyre.com</a> Telephone: 01232-297330/31	<a href="http://www.vktyre.com">www.vktyre.com</a>

<b>Promoter of the Company</b>	Raj Kumar Dhingra, Sushant Dhingra, Prashant Kumar Dhingra, Lata Dhingra, Geeta Dhingra and Pooja Dhingra
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DETAILS OF THE ISSUE				
Type	Fresh Issue Size (in ₹ lakhs)	OFS Size (by no. of Shares or by amount in ₹)	Total Issue Size (in ₹ lakhs)	Eligibility
Fresh Issue	up to 47,20,000 Equity Shares aggregating up to ₹[●] lakhs	Nil	[●]	The Issue is being made through Book Building Process in terms of Regulation 229(2) and 253(1) of chapter IX of the SEBI (ICDR) Regulations, 2018 as amended. For details in relation to share reservation among QIB's, NII's and IB's, see "Issue Structure" on page 252 of this Draft Red Herring Prospectus.

**DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION- NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES**

**RISK IN RELATION TO THE FIRST ISSUE**  
This being the first issue 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 Issue Price/ Floor Price/ Price Band determined by our Company, in consultation with the Book Running Lead Managers, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "Basis for Issue Price" on page 86 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 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 Issue 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 Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue 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 Draft Red Herring Prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 26 of this Draft Red Herring Prospectus.

**ISSUER ABSOLUTE RESPONSIBILITY**  
The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

**LISTING**  
The Equity Shares Issued through Red Herring Prospectus are proposed to be listed on the SME Platform of BSE ("BSE SME"). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, our Company has received "In-principle" approval letter dated [●] from Bombay Stock Exchange Limited ("BSE SME") for using its name in the Issue Document for listing of our shares on the SME Platform of BSE ("BSE SME"). For the purpose of this Issue, the Designated Stock Exchange will be the Bombay Stock Exchange Limited ("BSE SME").

BOOK RUNNING LEAD MANAGER TO THE ISSUE		
Name and Logo	Contact Person	Email & Telephone
<b>Hem Securities</b> HEM SECURITIES LIMITED	Ravi Kumar Gupta	Email: <a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a> ; Tel. No.: +91-22- 49060000

REGISTRAR TO THE ISSUE		
Name and Logo	Contact Person	Email & Telephone
<b>BIGSHARE SERVICES PRIVATE LIMITED</b>	Babu Rapheal C.	Email: <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> Tel No.: 022-62638200

BID/ ISSUE PERIOD		
ANCHOR PORTION ISSUE OPENS/ CLOSES ON*: [●]	BID/ ISSUE OPENS ON: [●]	BID/ ISSUE CLOSES ON**: [●]***

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

\*\*Our Company, in consultation with the BRLM, may decide to close the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue 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/Issue Closing Day.



**VK TYRE INDIA LIMITED**  
**CIN: U25203UP2014PLC065687**

Our Company was originally incorporated as a Limited Company under the name "VK Tyre India Limited" on August 26, 2014 bearing CIN U25203UP2014PLC065687 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Uttar Pradesh. For further details, please refer to chapter titled "History and Certain Corporate Matters" beginning on page 128 of this Draft Red Herring Prospectus.

**Registered Office:** Pawan Puri Behind Sybly Industries Ltd., Murad Nagar, 201206, Ghaziabad, Uttar Pradesh, India.

**Tel No:** 01232-297330/31; **E-mail:** [info@vktyre.com](mailto:info@vktyre.com); **Website:** [www.vktyre.com](http://www.vktyre.com)

**Contact Person:** Deepika Gupta, Company Secretary & Compliance Officer

**Promoter of our Company:** Raj Kumar Dhingra, Sushant Dhingra, Prashant Kumar Dhingra, Lata Dhingra, Geeta Dhingra and Pooja Dhingra

**DETAILS OF THE ISSUE**

INITIAL PUBLIC OFFER OF UPTO 47,20,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH (THE "EQUITY SHARES") OF VK TYRE INDIA LIMITED ("OUR COMPANY" OR "VKTIL" OR "THE ISSUER") AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UP TO ₹[●] LAKHS ("PUBLIC ISSUE") OUT OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE PUBLIC ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UPTO ₹[●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE 26.45% AND [●] % RESPECTIVELY OF THE POST- ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN ALL EDITIONS OF [●], AN ENGLISH NATIONAL DAILY NEWSPAPER AND ALL EDITIONS OF [●], A HINDI NATIONAL DAILY NEWSPAPER AND HINDI EDITION OF [●], A REGIONAL NEWSPAPER EACH WITH WIDE CIRCULATION WHERE OUR REGISTERED OFFICE IS LOCATED, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE SME PLATFORM OF BSE ("BSE SME") FOR THE PURPOSES OF UPLOADING ON THEIR WEBSITE

In case of any revision in the Price Band, the Bid/Issue Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/Issue Period not exceeding ten working days. In cases of force majeure, banking strike or similar circumstances, our Company, for reasons to be recorded in writing extend the Bid/Issue Period for a minimum of one working day, subject to the Bid/Issue Period not exceeding ten working days. Any revision in the Price Band, and the revised Bid/Issue 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.

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein not more than 50% of the Net Issue shall be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs", the "QIB Portion"), provided that our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders (of which one third of the Non-Institutional Portion shall be reserved for Bidders with an application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs and two-thirds of the Non-Institutional Portion shall be reserved for Bidders with an application size exceeding ₹ 10 lakhs) and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other subcategory of Non-Institutional Portion, subject to valid Bids being received at or above the Issue Price and not less than 35% of the Net Issue shall be available for allocation to Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilize the Application Supported by Blocked Amount ("ASBA") process providing details of their respective ASBA accounts, and UPI ID in case of Individual Bidders using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank 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 Issue through the ASBA process. For details, see "Issue Procedure" beginning on page 256 of this Draft Red Herring Prospectus.

**ELIGIBLE INVESTORS**

For details in relation to Eligible Investors, please refer to section titled "Issue Procedure" beginning on page 256 of this Draft Red Herring Prospectus.

**RISK IN RELATION TO THE FIRST ISSUE**

This being the first issue 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 Issue Price/ Floor Price/ Price Band determined by our Company, in consultation with the Book Running Lead Managers, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "Basis for Issue Price" on page 86 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 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 Issue 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 Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue 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 Draft Red Herring Prospectus. Specific attention of the investors is invited to the section "Risk Factors" beginning on page 26 of this Draft Red Herring Prospectus.

**ISSUER ABSOLUTE RESPONSIBILITY**

The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to the Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

**LISTING**

The Equity Shares Issued through Red Herring Prospectus are proposed to be listed on the SME Platform of BSE ("BSE SME"). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, our Company has received "In-principle" approval letter dated [●] from Bombay Stock Exchange Limited ("BSE SME") for using its name in the Issue Document for listing of our shares on the SME Platform of BSE ("BSE SME"). For the purpose of this Issue, the Designated Stock Exchange will be the Bombay Stock Exchange Limited ("BSE SME").

**BOOK RUNNING LEAD MANAGER TO THE ISSUE**

**REGISTRAR TO THE ISSUE**

 <p><b>Hem Securities</b></p> <p><b>HEM SECURITIES LIMITED</b>  <b>Address:</b> 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, Maharashtra, India  <b>Tel. No.:</b> +91- 22- 49060000  <b>Email:</b> <a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a>  <b>Investor Grievance ID:</b> <a href="mailto:redressal@hemsecurities.com">redressal@hemsecurities.com</a>  <b>Contact Person:</b> Ravi Kumar Gupta  <b>Website:</b> <a href="http://www.hemsecurities.com">www.hemsecurities.com</a>  <b>SEBI Regn. No.:</b> INM000010981</p>	 <p><b>Bigshare Services Private Limited</b>  <b>Address:</b> S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, India.  <b>Tel No.:</b> 22 6263 8200  <b>Facsimile:</b> 22 6263 8299  <b>Email:</b> <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a>  <b>Investor Grievance Email:</b> <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a>  <b>Website:</b> <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>  <b>Contact Person:</b> Mr. Babu Rapheal C.  <b>SEBI Registration Number:</b> INR000001385  <b>CIN:</b> U99999MH1994PTC076534</p>
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**BID/ISSUE PERIOD**

**ANCHOR PORTION ISSUE OPENS/CLOSES ON\*: [●]**

**BID/ISSUE OPENS ON\*\*: [●]**

**BID/ISSUE CLOSES ON\*\*: [●]\*\***

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

\*\*Our Company, in consultation with the BRLM, may decide to close the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue 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/Issue Closing Day.

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**SECTION I – GENERAL**

**DEFINITIONS AND ABBREVIATIONS**

*This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification, clarification, direction or policies shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarifications, modifications, replacements or reenactments thereto, as amended, from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. 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 in this Draft Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, 2013, the SEBI (ICDR) Regulations, 2018, the Securities Contracts Regulation Act, 1956 (“SCRA”), the Depositories Act, 1996 or the rules and regulations made there under.*

*Notwithstanding the foregoing, terms used in of the sections “Statement of Special Tax Benefits”, “Financial Information of the Company” and “Main Provisions of the Articles of Association of our company” on page 93, 156 and 287 respectively, shall have the meaning ascribed to such terms in such sections.*

**General Terms**

<b>Terms</b>	<b>Description</b>
“VKTIL”, “the Company”, “our Company”, “Issuer” and “VK Tyre India Limited”	VK Tyre India Limited, a Company incorporated under the Companies Act, 2013 and having its registered office at Pawan Puri Behind Sybly Industries Ltd., Ghaziabad, Muradnagar, 201206 Uttar Pradesh, India.
“we”, “us” and “our”	Unless the context otherwise indicates or implies refers to our Company, together with our Subsidiaries.
“you”, “your” or “yours”	Prospective investors in this Issue

**Company related and Conventional terms**

<b>Term</b>	<b>Description</b>
AOA/ Articles/ Articles of Association	Articles of Association of our Company, as amended, from time to time
Audit Committee	The Committee of the Board of Directors constituted as the Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013 as described in the chapter titled “ <b>Our Management</b> ” beginning on page 134 of this Draft Red Herring Prospectus.
Auditors/ Statutory Auditors	The Statutory Auditors of our Company being M/s. V.V KALE & CO. (Firm Registration No. 000897N).
Banker to our Company	Punjab National Bank
Board of Directors/ the Board/ our Board	Unless otherwise specified, The Board of Directors of our Company, as duly constituted from time to time, including any committee(s) thereof.
Chief Financial Officer/ CFO	Chief Financial Officer of our Company, namely, Sushant Dhingra.
CMD or Chairman	The Chairman of our Company is Raj Kumar Dhingra.
Companies Act/ Act	The Companies Act, 2013 and amendments thereto and erstwhile Companies Act 1956 as applicable
Company Secretary and Compliance Officer	The Company Secretary & Compliance Officer of our Company being Deepika Gupta (M. No. ACS 49974)
Committee(s)	Duly constituted committee(s) of our Board of Directors
CIN	Corporate Identification Number being U25203UP2014PLC065687
Depositories	National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Director(s)/ our directors	The Director(s) of our Company, unless otherwise specified

**VK Tyre India Limited**

<b>Term</b>	<b>Description</b>
DP/ Depository Participant	A depository participant as defined under the Depositories Act
DP ID	Depository's Participant's Identity Number
DIN	Directors Identification Number
Equity Shareholders/ Shareholders	Persons/ Entities holding Equity Shares of our Company
Equity Shares	Equity Shares of the Company of face value of ₹10/- each unless otherwise specified in the context thereof.
Executive Directors	Executive Director are the Managing Director and Whole-time Directors of our Company.
Fugitive economic offender	Shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018)
Factory	The factory of the Company situated at Pawan Puri Behind Sybly Industries Ltd., Ghaziabad, Muradnagar, 201206, Uttar Pradesh, India.
IBC	The Insolvency and Bankruptcy Code 2016
Group Companies	Our group company identified in accordance with SEBI (ICDR) Regulations and in accordance with our Materiality Policy. For details, see section titled <b>"Our Group Company"</b> on page 229 of this Draft Red Herring Prospectus.
HUF	Hindu Undivided Family
Independent Director	Independent directors on our Board who are eligible to be appointed as independent director(s) under the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. For details of our Independent Directors, see <b>"Our Management"</b> on page 134 of this Draft Red Herring Prospectus.
Indian GAAP	Generally Accepted Accounting Principles in India
ISIN	International Securities Identification Number. In this case being INE0S6T01015
Key Management Personnel/ KMP	Key Management Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI Regulations and the Companies Act, 2013. For details, see section titled <b>"Our Management"</b> on page 134 of this Draft Red Herring Prospectus.
MOA/ Memorandum/ Memorandum of Association	Memorandum of Association of VK Tyre India Limited as amended from time to time.
MD or Managing Director	The Managing Director of our Company, Raj Kumar Dhingra
Materiality Policy	The policy adopted by the Board in its meeting dated September 12, 2025 for identification of (a) material outstanding litigation proceedings involving our Company, Promoters, Directors and Subsidiaries; (b) Group Companies; and (c) outstanding dues to material creditors by our Company, in accordance with the disclosure requirements under the SEBI (ICDR) Regulations, 2018 as amended from time to time.
Non-Executive Directors/ Nominee Directors	Non-executive directors on our Board. For details, see section titled <b>"Our Management"</b> on page 134 of this Draft Red Herring Prospectus
Nomination and Remuneration Committee	The Nomination and Remuneration Committee of our Board constituted in accordance with Section 178 of the Companies Act, 2013 as described in the chapter titled <b>"Our Management"</b> beginning on page 134 of this Draft Red Herring Prospectus
NRI/ Non-Resident Indians	A person resident outside e as defined under Foreign Exchange Management Act, 1999 and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Promoter(s)	Shall mean promoter of our Company i.e. Raj Kumar Dhingra, Sushant Dhingra, Prashant Kumar Dhingra, Lata Dhingra, Geeta Dhingra and Pooja Dhingra. For further details, please refer to section titled <b>"Our Promoters &amp; Promoter Group"</b> beginning on page 149 of this Draft Red Herring Prospectus.
Promoter Group	The persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulations, 2018 as enlisted in the section <b>"Our Promoters and Promoter Group"</b> beginning on page 149 of this Draft Red Herring Prospectus.
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 validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time.

**VK Tyre India Limited**

<b>Term</b>	<b>Description</b>
Reserve Bank of India/ RBI	Reserve Bank of India constituted under the RBI Act.
Registered office	The Registered Office of our Company situated at Pawan Puri Behind Sybly Industries Ltd., Ghaziabad, Muradnagar, 201206, Uttar Pradesh, India.
Restated Financial Information/ Statements	The Restated Financial statements of our Company comprising of the Restated Statement of Assets and Liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023 and the Restated Statements of Profit and Loss and Cash Flows Statements for the Fiscals 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. For details, please refer section titled “ <b>Financial Information of the Company</b> ” on page 156 of this Draft Red Herring Prospectus.
RoC/ Registrar of Companies	Unless specified otherwise refers to Registrar of Companies, 37/17, Westcott Building, The Mall, Kanpur, Uttar Pradesh, India-208001
SEBI Act/ SEBI	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI (ICDR) Regulations/ ICDR Regulation/ Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 2000 as amended from time to time.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended from time to time.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.
SEBI PIT Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions, notifications and clarifications issued by SEBI from time to time.
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR)	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST) Regulations/ SEBI Takeover Regulations/ Takeover Regulations/ Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
Senior Management / Senior Management Personnel	Senior Management or Senior Management Personnel means the officers and personnel of the issuer as defined in Regulation 2(1)(bbbb) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. For details, please refer section titled “ <b>Our Management</b> ” on page 134 of this Draft Red Herring Prospectus
Stakeholders’ Relationship Committee	Stakeholders’ Relationship Committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013 and as described in the chapter titled “ <b>Our Management</b> ” beginning on page 134 of this Draft Red Herring Prospectus.
Stock Exchange	Unless the context requires otherwise, refers to, BSE Limited
Shareholders	The holders of the equity shares of our Company from time to time.
Sub- Account	Sub- accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Subscriber to MOA	Initial Subscribers to MOA being Raj Kumar Dhingra, Sushant Dhingra, Prashant Kumar Dhingra, Roshan Lal Dhingra, Sharda Rani, Lata Dhingra, Geeta Jaswant Thapa (Geeta Dhingra) and Pooja Gulati (Pooja Dhingra)

<b>Term</b>	<b>Description</b>
Whole-time Director(s)	The Whole-time directors of our Company being Sushant Dhingra and Prashant Kumar Dhingra. For details, see section titled “ <i>Our Management</i> ” on page 134 of this Draft Red Herring Prospectus

**Issue Related Terms**

<b>Terms</b>	<b>Description</b>
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by SEBI in this behalf.
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a bidders as proof of registration of the Application.
Allotment/ Allot/ Allotted	Unless the context otherwise requires, means the allotment of Equity Shares, pursuant to the Issue to the successful bidders.
Allotment Advice	A note or advice or intimation of Allotment sent to the successful Bidders 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 (s)	A successful bidders to whom the Equity Shares are allotted.
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI (ICDR) Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 200 lakhs.
Anchor Escrow Account /Escrow Account(s)	Account opened with Anchor Escrow Bank for the Offer and in whose favour the Anchor Investors will transfer money through direct credit or NEFT or RTGS in respect of the Bid Amount when submitting a Bid.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Managers during the Anchor Investor Bid/ Issue 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 Red Herring Prospectus and Prospectus
Anchor Investor Bid/ Issue Period	One Working Day prior to the Bid/ Issue Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed.
Anchor Investor Issue Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company, in consultation with the Book Running Lead Managers
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Managers, to the Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI (ICDR) Regulations.
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid/ Offer Closing Date.
Application Amount	The amount at which the Applicant makes an application for the Equity Shares of our Company in terms of Draft Red Herring Prospectus.
Application Supported by Block Amount (ASBA)	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid and authorizing an SCSB to block the Bid Amount in the ASBA Account and will include amounts blocked by the SCSB upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism.
ASBA Account	A bank account maintained by ASBA Bidders with an SCSB and specified in the ASBA Form submitted by such ASBA Bidder in which funds will be blocked by such SCSB to the extent of the specified in the ASBA Form submitted by such ASBA Bidder and includes a bank account maintained by an Individual Investor linked to a UPI ID, which will be blocked in relation to a Bid by an Individual Investor Bidding through the UPI Mechanism.

<b>Terms</b>	<b>Description</b>
ASBA Application Location(s)/ Specified Cities	Locations at which ASBA Applications can be uploaded by the SCSBs, namely Mumbai, New Delhi, Chennai, Kolkata and Ahmedabad.
ASBA Bidder	Any prospective investor(s) / Bidder (s) in this Issue who apply(ies) through the ASBA process except Anchor Investor.
ASBA Form/ Bid cum Application	An Application form (with or without UPI ID, as applicable), whether physical or electronic, used by Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus or the Prospectus.
Banker to the Issue Agreement	Agreement dated [●] entered into amongst the Company, Book Running Lead Manager, the Registrar, Sponsor Bank and the Banker to the Issue.
Bankers to the Issue/ Public Issue Bank/ Sponsor Bank	Banks which are clearing members and registered with SEBI as Bankers to an Issue and with whom the Public Issue Account will be opened, in this case being [●]
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful bidders under the issue and which is described in the chapter titled “ <b>Issue Procedure</b> ” beginning on page 256 of this Draft Red Herring Prospectus.
Bid	An indication to make an offer during the Bid/ Issue Period by a Bidder (other than an Anchor Investor) pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Issue Period 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 Bid cum Application Form. The term “Bidding” shall be construed accordingly.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and mentioned in the Bid cum Application Form and payable by the Individual Bidder or blocked in the ASBA Account upon submission of the Bid in the Issue.
Bid Lot	[●] equity shares and in multiples of [●] equity shares thereafter.
Bid/ Issue Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Syndicate, the Designated Branches and the Registered Brokers shall not accept the Bids, which shall be notified in all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and Hindi edition of [●], a regional newspaper each with wide circulation and in case of any revision, the extended Bid/ Issue closing Date also to be notified on the website and terminals of the Syndicate, SCSB’s and Sponsor Bank, as required under the SEBI (ICDR) Regulations.
Bid/ Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Syndicate, the Designated Branches and the Registered Brokers shall start accepting Bids, which shall be notified in all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and Hindi edition of [●], a regional newspaper each with wide circulation, and in case of any revision, the extended Bid/ Issue Opening Date also to be notified on the website and terminals of the Syndicate and SCSBs, as required under the SEBI (ICDR) Regulations.
Bid/ Issue Period	Except in relation to any Bids received from the Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date or the QIB Bid/ Issue Closing Date, as the case may be, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof. Provided however that the Bidding/ Issue Period shall be kept open for a minimum of three Working Days for all categories of Bidders.
Bidder/Investor/Applicant	Any prospective investor who makes a bid pursuant to the terms of the Draft Red Herring Prospectus and the Bid-Cum-Application Form and unless otherwise stated or implied, which includes an ASBA Bidder and an Anchor Investor
Bidding	The process of making a Bid.
Bidding/ Collection Centers	Centers at which the Designated intermediaries shall accept the ASBA Forms, i.e. Designated SCSB Branches for SCSBs, specified locations for syndicates, broker centers for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
Book Building Process/ Book Building Method	Book building process, as provided in Part A of Schedule XIII of the SEBI (ICDR) Regulations, in terms of which the Issue is being made
BRLM / Book Running Lead Manager	Book Running Lead Manager to the Issue in this case being Hem Securities Limited, SEBI Registered Category I Merchant Banker.
Broker Centres	Broker Centres notified by the Stock Exchanges, where the investors can submit the Bid-cum Application Forms to a Registered Broker. The details of such Broker Centres, along with the

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Terms	Description
	names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
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 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 Issue Price will not be finalized and above which no Bids (or a revision thereof) will be accepted.
Client Id	Client Identification Number maintained with one of the Depositories in relation to Demat account
Collecting Depository Participants or CDPs	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
Collecting Registrar and Share Transfer Agent	Registrar to an Issue and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the BRLM, the Registrar to the Issue and the Stock Exchange.
Demographic Details	The demographic details of the applicants such as their Address, PAN, name of the applicant's father/ husband, investor status, Occupation and Bank Account details.
Depositor/ Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Depositories Act	The Depositories Act, 1996, as amended from time to time.
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Bid-cum-Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid-Cum-Application Forms are available on the website of the Stock Exchange i.e. <a href="http://www.bseindia.com">www.bseindia.com</a>
Designated Date	The date on which funds are transferred from the Escrow Account(s) and the amounts blocked are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account(s) or the Refund Account(s), as applicable, in terms of the Red Herring Prospectus and the Prospectus, after the finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which Equity Shares may be Allotted to successful Bidders in the Issue.
Designated Intermediaries/ Collecting Agent	An SCSB's with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock Broker registered with recognized Stock Exchange, a Depository Participant, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated Market Maker	[●]
Designated RTA Locations	Such locations of the RTAs where Bidder can submit the Bid-Cum-Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid-Cum-Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.bseindia.com">www.bseindia.com</a> .
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the Applicant and a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	SME platform of BSE Limited ("BSE SME")
DP ID	Depository's Participant's Identity Number
DP/ Depository Participant	A depository participant as defined under the Depositories Act, 1996
Draft Red Herring Prospectus	Draft Red Herring Prospectus dated September 30, 2025 issued in accordance with Sections 26 & 32 of the Companies Act, 2013
Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
Eligible NRI	A Non-Resident Indian in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Draft Red Herring Prospectus will constitute an invitation to subscribe for the Equity Shares.

Terms	Description
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity shares issued thereby and who have opened Demat accounts with SEBI registered qualified depository participants.
Escrow Account(s)	The account(s) to be opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through NACH/ direct credit/ NEFT/ RTGS in respect of the Bid Amount when submitting a Bid.
FII/ Foreign Institutional Investors	Foreign Institutional Investor as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First Bidder/ Applicant/ Bidders	Bidder(s) whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, at or above which the Issue Price and the Anchor Investor Issue Price will be finalized and below which no Bids will be accepted
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI (ICDR) Regulations.
FPI/ Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
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 issue 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.
General Information Document (GID)	The General Information Document for investing in public issues, prepared and issued in accordance with the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 and the UPI Circulars. The General Information Document shall be available on the websites of the Stock Exchanges, and the Book Running Lead Managers.
Individual Bidders/ Individual Investors	Individual Bidders, who applies for minimum application size for two lots. Provided that the minimum application size shall be above ₹2,00,000/- (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
Individual Investor Portion	The portion of the Issue being not less than 35% of the Net Issue, consisting of [●] Equity Shares of face value of ₹10/ each, available for allocation to Individual Bidders.
Issue Agreement	The Issue Agreement dated September 23, 2025 between our Company and Book Running Lead Manager, Hem Securities Limited.
Issue Price	The Price at which the Equity Shares are being issued by our Company under this Draft Red Herring Prospectus being ₹[●] per Equity share.
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled <b>“Objects of the Issue”</b> beginning on page 79 of this Draft Red Herring Prospectus
Issue/ Public Issue/ Issue size/ Initial Public Issue/ Initial Public Offering/ IPO	The Initial Public Issue of upto 47,20,000 Equity shares of ₹10/- each at issue price of ₹ [●]/- per Equity share, including a premium of ₹ [●]/- per equity share aggregating to ₹ [●] lakhs. The issue comprises the Market Maker Reservation Portion.
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the Stock Exchange.
Lot Size	[●]
Mandate Request	Mandate Request means a request initiated on the Individual Investor by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
Market Maker Reservation Portion	The reserved portion of [●] Equity Shares of ₹10 each at an Issue price of ₹ [●] each is aggregating to ₹ [●] Lakhs to be subscribed by Market Maker in this issue.
Market Making Agreement	The Market Making Agreement dated [●] between our Company, Book Running Lead Manager and Market Maker, [●].

<b>Terms</b>	<b>Description</b>
Mutual Fund Portion	5% of the Net QIB Portion, or [●] Equity Shares, which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Issue Price.
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of [●] equity Shares of ₹10/- each at a price of ₹ [●] per Equity Share (the “Issue Price”), including a share premium of ₹ [●] per equity share aggregating to ₹ [●] Lakhs.
Net Proceeds	The Issue Proceeds received from the fresh Issue excluding Issue related expenses. For further information on the use of Issue Proceeds and Issue expenses, please refer to the section titled “ <i>Objects of the Issue</i> ” beginning on page 79 of this Draft Red Herring Prospectus.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors
Non- Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
Non-Institutional Bidders	All Applicants, including Category III FPIs that are not QIBs or Individual Investors who have made Application for Equity Shares for more than two lots (but not including NRIs other than Eligible NRIs).
Non-Institutional Portion	The portion of the Issue being not less than 15% of the Issue, consisting of [●] Equity Shares of face value of ₹10/ each of which (a) One-third of the portion available to NIBs shall be reserved for applicants with an application size of more than two lots and up to such lots equivalent to not more than ₹10,00,000/- and (b) Two-third of the portion available to NIBs shall be reserved for applicants with an application size of more than ₹ 10,00,000/- subject to valid Bids being received at or above the Issue Price.
Other Investor	Investors other than Individual Investors. These include individual applicants who applies for more than two lots and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Corporate Body/ OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB’s) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.
Pay-in-Period	The period commencing on the Bid/ Issue Opening date and extended till the closure of the Anchor Investor Pay-in-Date.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable.
Person/ 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 validly constituted and/ or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	Price Band of a minimum price (Floor Price) of ₹[●] and the maximum price (Cap Price) of ₹[●] and includes revisions thereof. The Price Band will be decided by our Company in consultation with the BRLM and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation at least two working days prior to the Bid/ Issue Opening Date.
Pricing Date	The date on which our Company in consultation with the BRLM, will finalize the Issue Price.
Prospectus	The Prospectus, to be filed with the Registrar of Companies in accordance with the provisions of Section 26 & 32 of the Companies Act, 2013, containing, inter alia, the Issue Price, size of the Issue and certain other information.
Public Issue Account	The bank account opened with the Public Issue Account Bank under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Accounts and from the ASBA Accounts on the Designated Date.
Public Issue Account Bank	Bank which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Issue Account(s) will be opened
QIB Category/ QIB Portion	The portion of the Net Issue (including the Anchor Investor Portion) being not more than 50% of the Net Issue, consisting of [●] Equity Shares aggregating to ₹[●] lakhs which shall be Allotted to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor

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<b>Terms</b>	<b>Description</b>
	Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLMs), subject to valid Bids being received at or above the Issue Price or Anchor Investor Issue Price (for Anchor Investors).
Qualified Institutional Buyers/ QIBs/ QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI (ICDR) Regulations.
Red Herring Prospectus / RHP	The Red Herring Prospectus to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI (ICDR) Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Issue including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Issue Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
Refund Account	The 'no-lien' and 'non-interest bearing' account opened with the Refund Bank, from which refunds, if any, of the whole or part, of the Bid Amount to the Anchor Investors shall be made.
Refund Bank/ Refund Banker	Bank which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Account will be opened, in this case being [●].
Refund through electronic transfer of funds	Refunds through NECS, direct credit, RTGS or NEFT, as applicable.
Registered Broker	The stockbrokers registered with the stock exchanges having nationwide terminals, other than the members of the Syndicate and eligible to procure Bids.
Registrar Agreement	The agreement dated September 01, 2025 entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Registrar/ Registrar to the Issue/ RTA/ RTI	Registrar to the Issue, in this case being Bigshare Services Private Limited.
Regulation S	Regulation S under the U.S. Securities Act of 1933, as amended from time to time.
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2018.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable. Any of the Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage.
Securities laws	Means the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board.
SEBI Act/ SEBI	Securities and Exchange Board of India Act, 1992, as amended from time to time.
Self-Certified Syndicate Bank(s) / SCSB(s)	Shall mean a Banker to an Issue registered under Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> or at such other website as may be prescribed by SEBI from time to time.
SME Exchange	SME Platform of the BSE Limited i.e. "BSE SME"
Specified Locations	Collection centres where the SCSBs shall accept application form, a list of which is available on the website of SEBI ( <a href="https://www.sebi.gov.in/">https://www.sebi.gov.in/</a> ) and updated from time to time.
Specified Securities	Equity shares offered through this Draft Red Herring Prospectus.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI, which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI (National Payments Corporation of India) in order to push the mandate, collect requests and / or payment instructions of the Individual Investors into the UPI.

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<b>Terms</b>	<b>Description</b>
Sub Syndicate Member	A SEBI Registered member of BSE appointed by the BRLM and/ or syndicate member to act as a Sub Syndicate Member in the Issue.
Syndicate	Includes the BRLM, Syndicate Members and Sub Syndicate Members.
Syndicate Agreement	The agreement dated [●] entered into amongst our Company, the BRLM and the Syndicate Members, in relation to the collection of Bids in this Issue.
Syndicate ASBA Bidding Locations	Bidding Centres where an ASBA Bidder can submit their Bid in terms of SEBI Circular no. CIR/CFD/DIL/1/2011 dated April 29, 2011, namely Mumbai, Chennai, Kolkata, Delhi
Syndicate Members/ Members of the Syndicate	Intermediaries registered with SEBI eligible to act as a syndicate member and who is permitted to carry on the activity as an underwriter, in this case being [●].
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI (ICDR) Regulations.
Transaction Registration Slip/ TRS	The slip or document issued by the member of the Syndicate or SCSB (only on demand) as the case may be, to the Applicant as proof of registration of the Application.
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Underwriter	The BRLM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations, 2018 and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The Agreement [●] entered between the Underwriter, BRLM and our Company.
UPI	UPI is an instant payment system developed by the NPCI, it enables merging several banking features, seamless fund routing & merchant payment into one hood. UPI allow instant transfer of money between any two bank accounts using a payment address which uniquely identifies a person's bank account
UPI Circulars	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, along with the circular issued by the NSE having reference no. 23/2022 dated July 22, 2022 and reference no. 25/2022 dated August 3, 2022 and the notice issued by BSE having reference no. 20220722- 30 dated July 22, 2022 and reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard.
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request/ Mandate Request	A request (intimating the Individual Investors by way of notification on the UPI application and by way of a SMS directing the Individual Investors to such UPI application) to the Individual Investors by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
UPI Mechanism	The mechanism that was used by an Individual Investor to make a Bid in the Offer in accordance with the UPI Circulars on Streamlining of Public Issues
UPI PIN	Password to authenticate UPI transaction
Venture Capital Fund/ VCF	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
WACA	Weighted average cost of acquisition.
Willful Defaulter(s)	Willful defaulter as defined under Regulation 2(1)(III) of the SEBI (ICDR) Regulations, 2018.
Working Day	In accordance with Regulation 2(1) (mmm) of SEBI (ICDR) Regulations, 2018, working days means, all days on which commercial banks in Mumbai are open for business. However, in respect of– (a) announcement of Price Band; and (b) Issue period, working days shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business;

**VK Tyre India Limited**

Terms	Description
	(c) the time period between the Bid/ Issue 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 circulars issued by SEBI.

**Technical and Industry Related Terms:**

Term	Description
CTT	International Exhibition of Construction Equipment and Technologies
EU	The European Union
EV	Electric Vehicle
HCV	Heavy Commercial Vehicle
KVA	Kilovolt-Ampere
LCV	Light Commercial Vehicles
MT	Metric Ton
MTD	Metric Ton per Day
OTR	Off-the-road
OEM	Original Equipments Manufacturer
PDFA	Progressive Dairy Farmers Association
PLC	Programmable Logic Controller
RCB	Residual Current Breaker
SCV	Small Commercial Vehicles
SKU	Stock Keeping Units
SONCAP	Standards Organisation of Nigeria Conformity Assessment Programme
UPPCL	Uttar Pradesh Power Corporation Limited
VFD	Variable Frequency Drive

**Key Performance Indicator**

Terms	Definition
Revenue from operation	Revenue from sales, service and other operating revenues
EBITDA	Profit before tax + depreciation + finance cost - other income
EBITDA Margin	EBITDA divided by revenue from operations
PAT	Profit before tax – tax expenses
PAT Margin	PAT for the period/year divided by revenue from operations.
Return on Equity	Profit after Tax and Average Shareholder Equity
Return on Capital Employed	EBIT divided by capital employed, which is defined as shareholders fund + long term borrowing + short term borrowing+ deferred tax liability.
Debt Equity Ratio	Short term borrowings + Long term borrowings divided by shareholders fund.
Working Capital	Working Capital is calculated as total current assets less current liabilities (excluding short term borrowings).

**Conventional terms and Abbreviations**

Abbreviation	Full Form
-, (₹)	Represent Outflow
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
Amt.	Amount
AOA	Articles of Association
Approx	Approximately
AS/ Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount

**VK Tyre India Limited**

<b>Abbreviation</b>	<b>Full Form</b>
AY	Assessment Year
B.A.	Bachelor of Arts
B.Com	Bachelor of Commerce
B.E	Bachelor of Engineering
B.Sc.	Bachelor of Science
B.Tech.	Bachelor of Technology
BG/ LC	Bank Guarantee/ Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
Bn	Billion
BRLM	Book Running Lead Manager
BSE	BSE Limited
C.P.C.	Code of Civil Procedure, 1908
CA	Chartered Accountant
CAGR	Compounded Annual Growth Rate
CAIIB	Certified Associate of Indian Institute of Bankers
CAN	Confirmation of Allocation Note
CB	Controlling Branch
CC	Cash Credit
CDSL	Central Depository Services (India) Limited
CENVAT	Central Value Added Tax
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
Client ID	Client identification number of the Bidder's beneficiary account
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions that have ceased upon notification of the Companies Act, 2013) along with the relevant rules made thereunder.
Companies Act, 2013	Companies Act, 2013 to the extent in force pursuant to the notification of sections of the Companies Act, 2013 along with the relevant rules made thereunder as amended.
CrPC	Code of Criminal Procedure, 1973
CS	Company Secretary
CS & CO	Company Secretary & Compliance Officer
CSR	Corporate Social Responsibility
CST	Central Sales Tax
CWA/ICWA	Cost and Works Accountant
Depositories Act	The Depositories Act, 1996, read with the rules, regulations, clarifications and modifications Thereunder
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
DP	Depository Participant
DP ID	Depository Participant's Identification Number
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortization
ECS	Electronic Clearing System
EGM /EOGM	Extraordinary General Meeting
EMI	Equated Monthly Installment
EPFA	Employee's Provident Funds and Miscellaneous Provisions Act,1952
EPS	Earnings Per Share
ESIC	Employee's State Insurance Corporation
EXIM/ EXIM Policy	Export – Import Policy
FBT	Fringe Benefit Tax
FCNR Account	Foreign Currency Non-Resident (Bank) account established in accordance with the provisions of FEMA
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.

**VK Tyre India Limited**

<b>Abbreviation</b>	<b>Full Form</b>
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
Finance Act	Finance Act, 1994
FIPB	Foreign Investment Promotion Board
FIs	Financial Institutions
FPIs	“Foreign Portfolio Investor” means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities And Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act, 1992
Fraudulent Borrower	A fraudulent borrower as defined in Regulation 2(1)(III) of the SEBI (ICDR) Regulations.
FTA	Foreign Trade Agreement
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
FV	Face Value
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FY/ Fiscal/ Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
Gol/Government	Government of India
GST	Goods and Services Tax
GVA	Gross Value Added
HNI	High Net Worth Individual
HSL	Hem Securities Limited
HUF	Hindu Undivided Family
I.T. Act	Income Tax Act, 1961, as amended from time to time
IBC	The Insolvency and Bankruptcy Code, 2016
ICAI	The Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
ICWAI	The Institute of Cost Accountants of India
IFRS	International Financial Reporting Standards
IIP	Index of Industrial Production
IMF	International Monetary Fund
Ind AS	Indian Accounting Standards as referred to in and notified by the Ind AS Rules
Ind AS Rules	The Companies (Indian Accounting Standard) Rules, 2015
Indian GAAP	Generally Accepted Accounting Principles in India notified under Section 133 of the Companies Act 2013 and read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016
IPO	Initial Public Offer
IRDA	Insurance Regulatory and Development Authority
ISIN	International Securities Identification Number
IST	Indian Standard Time
IT Act	The Information Technology Act, 2000
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
JV/ Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
KMP	Key Managerial Personnel
LLB	Bachelor of Law
LLC	Limited Liability Company
LLP	Limited Liability Partnership
Ltd.	Limited
M.A.	Master of Arts
M.B.A.	Master of Business Administration

**VK Tyre India Limited**

<b>Abbreviation</b>	<b>Full Form</b>
M.Com	Master of Commerce
M.E	Master of Engineering
M. Tech.	Masters of Technology
MAPIN	Market Participants and Investors Database
MAT	Minimum Alternate Tax
MCA	Ministry of Corporate Affairs, Government of India
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
Mn	Million
MoF	Ministry of Finance, Government of India
MoU	Memorandum of Understanding
MSME	Micro, Small and Medium Enterprises
NA	Not Applicable
NACH	National Automated Clearing House
NAV	Net Asset Value
NCLT	National Company Law Tribunal
NCT	National Capital Territory
NECS	National Electronic Clearing System
NEFT	National Electronic Funds Transfer
Networth	The aggregate of paid up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account
NOC	No Objection Certificate
NPV	Net Present Value
NRE Account	Non-Resident External Account
NRIs	Non-Resident Indians
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Issue.
P.A.	Per Annum
P.O.	Purchase Order
P/E Ratio	Price/ Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PF	Provident Fund
PG	Post Graduate
PGDBA	Post Graduate Diploma in Business Administration
PLI	Postal Life Insurance
PLR	Prime Lending Rate
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt.	Private
Q.C.	Quality Control
R&D	Research & Development
RBI	The Reserve Bank of India
Registration Act	Registration Act, 1908
RoC	Registrar of Companies
ROE	Return on Equity
RONW	Return on Net Worth

**VK Tyre India Limited**

<b>Abbreviation</b>	<b>Full Form</b>
Rs./ Rupees/ INR/ ₹	Indian Rupees, the legal currency of India
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SCSB	Self-Certified syndicate Banks
Sec.	Section
SME	Small and Medium Enterprises
SMP	Senior Managerial Personnel / Senior Management Personnel
SPV	Special Purpose Vehicle
STT	Securities Transaction Tax
Sub-Account	Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
TAN	Tax Deduction Account Number
TAT	Turnaround time
TIN	Taxpayers Identification Number
Trade Marks Act	Trade Marks Act, 1999
TRS	Transaction Registration Slip
U.N.	United Nations
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
U.S. Securities Act	United States Securities Act of 1933
UAE	United Arab Emirates
UIN	Unique identification number
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
VAT	Value Added Tax
w.e.f.	With effect from
WDV	Written Down Value
Wilful Defaulter(s)	Company or person categorized as a Willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on Willful defaulters issued by the Reserve Bank of India and includes any company whose director or promoter is categorized as such and as defined under Regulation 2(1)(III) of the SEBI (ICDR) Regulations, 2018.
WTD	Whole Time Director

The words and expressions used but not defined in this Draft Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 (the “SEBI Act”), the SCRA, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Depositories Act and the rules and regulations made thereunder.

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

### **Certain Conventions**

In this Draft Red Herring Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, unless the context otherwise indicates or implies, refers to VK Tyre India Limited. All references in the Draft Red Herring Prospectus to “India” are to the Republic of India. All references in the Draft Red Herring Prospectus to the “U.S.”, “USA” or “United States” are to the United States of America.

In this Draft Red Herring Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac/ Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lac/ Lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crore”. In this Draft Red Herring Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

### **Use of Financial Data**

Unless stated otherwise, throughout this Draft Red Herring Prospectus, all figures have been expressed in Rupees and Lakh. Unless stated otherwise, the financial data in the Draft Red Herring Prospectus is derived from our restated financial statements prepared for the financial year ended March 31, 2025, March 31, 2024 and March 31, 2023 in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations, 2018 included under Section titled “*Financial Information of the Company*” beginning on page 156 of this Draft Red Herring Prospectus.

There are significant differences between Indian GAAP, the International Financial Reporting Standards (“IFRS”) and the Generally Accepted Accounting Principles in the United States of America (“U.S. GAAP”). Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practice and Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

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 the Draft 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, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, 2018, as stated in the report of our Peer Review Auditor, set out in section titled “*Financial Information of the Company*” beginning on page 156 of this Draft Red Herring Prospectus. Our fiscal year commences on April 1 of every year and ends on March 31 of every next year.

For additional definitions used in this Draft Red Herring Prospectus, see the section “*Definitions and Abbreviations*” on page 1 of this Draft Red Herring Prospectus. In the section titled “*Main Provisions of the Articles of Association*”, on page 287 of the Draft Red Herring Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

### **Use of Industry & Market Data**

Unless stated otherwise, industry and market data and forecast used throughout the Draft Red Herring Prospectus was obtained from internal Company reports, data, websites, Industry publications report as well as Government Publications. Industry publication data and website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Although, we believe industry and market data used in the Draft Red Herring Prospectus is reliable, it has not been independently verified by us or the BRLM or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. 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 market and industry sources.

In accordance with the SEBI (ICDR) Regulations, 2018 the section titled “***Basis for Issue Price***” on page 86 of the Draft Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.

### **Currency of Financial Presentation**

All references to “Rupees” or “INR” or “Rs.” or “₹” are to Indian Rupees, the official currency of the Republic of India. Except where specified, including in the section titled “***Industry Overview***” throughout the Draft Red Herring Prospectus all figures have been expressed in Lakhs.

Any percentage amounts, as set forth in “***Risk Factors***”, “***Our Business***”, “***Management's Discussion and Analysis of Financial Conditions and Results of Operations***” on page 26, 105 and 209 respectively of this Draft Red Herring Prospectus, unless otherwise indicated, have been calculated based on our restated financial statements prepared in accordance with Indian GAAP.

The Draft Red Herring Prospectus contains conversion of certain US Dollar and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI (ICDR) Regulations, 2018. These conversions should not be construed as a representation that those US Dollar or other currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.

## FORWARD LOOKING STATEMENTS

This Draft Red Herring Prospectus includes certain “forward-looking statements”. We have included statements in the Draft Red Herring Prospectus which contain words or phrases such as “will”, “aim”, “is likely to 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, that are “forward-looking statements”. Also, statements which describe our strategies, objectives, plans or goals are also forward looking statements.

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

1. General economic and business conditions in the automotive sector, the replacement tyre market, and in the local, regional, national and international economies in which we operate;
2. Our ability to respond to technological changes, including new tyre designs, automation in manufacturing processes, and sustainable production methods;
3. The effect of wage pressures, availability of skilled labour, seasonal hiring patterns, and the time required to train and productively utilize new employees at our manufacturing facilities;
4. Any change in government policies resulting in increases in taxes, duties, or levies applicable to tyre manufacturing or sales;
5. Our ability to comply with changes in safety, health, environmental, pollution control, and labour laws and other applicable regulations relating to the tyre industry;
6. Our ability to manage our manufacturing operations, capacity utilization, supply chain and business growth effectively;
7. Our ability to finance our business growth, capital expenditure and working capital requirements, and obtain financing on favourable terms;
8. Changes in the competition landscape, including pricing pressures and entry of new domestic or international tyre manufacturers;
9. Our ability to retain our key managerial personnel, engineers, technical experts and other employees critical to our operations;
10. Our ability to compete effectively, particularly in new market segments such as radial tyres, two-wheeler tyres, off-the-road tyres and export markets;
11. Inflation, deflation, and unanticipated turbulence in raw material prices (such as natural rubber, synthetic rubber, carbon black, and crude derivatives), interest rates, equity prices or other macroeconomic factors;
12. Any adverse outcome in legal, regulatory or environmental proceedings in which we are involved;
13. Our Company’s ability to successfully implement its business strategy, capacity expansion, growth and technological initiatives;
14. Failure to comply with regulations prescribed by statutory and regulatory authorities in India or other jurisdictions to which we export our products;
15. Inability to successfully obtain or renew registrations, licenses, permits, approvals and certifications required for our operations;
16. Potential conflicts of interest with affiliated companies, the promoter group and other related parties;
17. Global or regional disruptions due to pandemics, war, geopolitical tensions, or other crises affecting supply chains, trade or demand;
18. Concentration of ownership among our Promoters, which may allow them to exercise significant influence over our business decisions.

For further discussion of factors that could cause our actual results to differ, see the Section titled “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” beginning on page 26, 105 and 209 respectively of the Draft Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

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

Neither our Company or our Directors or our Officers or Book Running Lead Manager or Underwriter nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the Book Running Lead Manager will ensure that investors in India are informed of material developments until such time as the grant of listing and trading permission by the Stock Exchange for the Equity Shares allotted pursuant to this Offer.

**SECTION II****SUMMARY OF DRAFT RED HERRING PROSPECTUS****A. OVERVIEW OF BUSINESS**

Our Company was incorporated in 2014 and is engaged in the manufacturing of tyres for Off-the-Road (OTR) vehicles, including agriculture and industrial vehicles, commercial vehicles such as small commercial vehicles (SCVs), light commercial vehicles (LCVs) and heavy commercial vehicles (HCVs), as well as two-wheelers, three-wheelers and e-vehicles including e-rickshaws and e-bikes. Our products are supplied to end-use sectors such as construction, mining, logistics, agriculture and transportation, catering to both urban and rural markets across domestic and international geographies.

*For further details please refer to the chapter titled “Our Business” beginning on page 105 of this Draft Red Herring Prospectus.*

**OVERVIEW OF THE INDUSTRY**

India is the world’s fastest-growing economy, with rising incomes and infrastructure spending driving automobile demand. The two-wheeler segment dominates, with 23.85 million units sold in FY24. Production included 20 million two-wheelers, 5 million cars, 900,000 electric two-wheelers, and 100,000 electric cars, though ICE vehicles remain dominant. The auto component sector contributes 2.3% of GDP, employs 1.5 million directly, and aims for US\$100 billion exports within 7–8 years. In FY24, exports stood at US\$21.2 billion, led by North America and Europe. The tyre industry, an integral component, benefits from rising vehicle sales, replacement demand, and growing global exports, particularly in radial segments

*For further details please refer to the chapter titled “Industry Overview” beginning on page 97 of this Draft Red Herring Prospectus.*

**B. PROMOTERS**

Raj Kumar Dhingra, Sushant Dhingra, Prashant Kumar Dhingra, Lata Dhingra, Geeta Dhingra and Pooja Dhingra are the Promoters of our Company.

**C. DETAILS OF THE ISSUE**

Initial public offer consisting of 47,20,000 Equity shares of face value of ₹10.00 each (“equity shares”) by the “Company” or the “Issuer” for cash at a price of ₹ [●] per equity share including a share premium of ₹ [●] per equity share (the “Issue Price”) aggregating to ₹ [●] Lakh (“The Issue”), of which [●] equity shares of face value of ₹ 10.00 each for cash at a price of ₹ [●] per equity share including a share premium of ₹ [●] per equity share aggregating to ₹ [●] Lakh will be reserved for subscription by Market Maker to the Issue (the “Market Maker Reservation Portion”). The Issue less the Market Maker Reservation Portion i.e. Net Issue of [●] equity shares of face value of ₹10.00 each at a price of ₹ [●] per equity share aggregating to ₹ [●] Lakh are herein after referred to as the “Net Issue”. The Issue and the Net Issue will constitute 26.45% and [●] % respectively of the post Issue paid up equity share capital of the company.

**D. OBJECTS OF THE ISSUE**

Our Company intends to utilize the net Proceeds of the SME-IPO to meet the following objects: -

		(₹ In Lakhs)
S. No.	Particulars	Amount
1.	Funding of capital expenditure towards installation of machinery for manufacturing of radial tyres and modernization of existing machinery.	1961.82
2.	General Corporate Purpose	[●]
	<b>Total</b>	[●]

*\*To be finalized upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC. The amount utilized for general corporate purposes shall not exceed 15% of the Gross Proceeds or Rs. 10 crores whichever is lower.*

**E. PRE-ISSUE SHAREHOLDING OF PROMOTERS AND PROMOTER GROUP**

Our Promoters and Promoter Group collectively holds 1,31,25,000 Equity shares of our Company aggregating to 100.00% of the pre-Issue paid-up Share Capital of our Company. Following are the details of the shareholding of the Promoters and Promoter Group, as on date of this Draft Red Herring Prospectus: -

Sr. No	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
	<b>Promoters</b>				
1	Raj Kumar Dhingra	38,50,000	29.34	[●]	[●]
2	Sushant Dhingra	26,42,500	20.13	[●]	[●]
3	Prashant Kumar Dhingra	26,42,500	20.13	[●]	[●]
4	Lata Dhingra	12,25,000	9.34		
5	Geeta Dhingra	8,57,500	6.53	[●]	[●]
6	Pooja Dhingra	8,57,500	6.53	[●]	[●]
	<b>Sub Total (A)</b>	<b>1,20,75,000</b>	<b>92.00</b>	[●]	[●]
	<b>Promoter Group</b>			[●]	[●]
7	Roshan Lal Dhingra	5,25,000	4.00		
8	Sharda Rani	5,25,000	4.00	[●]	[●]
	<b>Sub Total (B)</b>	<b>10,50,000</b>	<b>8.00</b>	[●]	[●]
	<b>Grand Total (A+B)</b>	<b>1,31,25,000</b>	<b>100.00</b>	[●]	[●]

**EA. SHAREHOLDING OF PROMOTER/ PROMOTER GROUP AND ADDITIONAL TOP 10 SHAREHOLDERS OF THE COMPANY AS AT ALLOTMENT:**

Sr. No.	Pre-Issue shareholding as at the date of Advertisement			Post-Issue shareholding as at Allotment (3)			
	Shareholders	Number of Equity Shares <sup>(2)</sup>	Share holding (in %) <sup>(2)</sup>	At the lower end of the price band (₹[●])		At the upper end of the price band (₹[●])	
				Number of Equity Shares <sup>(2)</sup>	Share holding (in %) <sup>(2)</sup>	Number of Equity Shares <sup>(2)</sup>	Share holding (in %) <sup>(2)</sup>
<b>Promoter</b>							
1.	Raj Kumar Dhingra	38,50,000	29.34	[●]	[●]	[●]	[●]
2.	Sushant Dhingra	26,42,500	20.13	[●]	[●]	[●]	[●]
3.	Prashant Kumar Dhingra	26,42,500	20.13	[●]	[●]	[●]	[●]
4.	Lata Dhingra	12,25,000	9.34	[●]	[●]	[●]	[●]
5.	Geeta Dhingra	8,57,500	6.53	[●]	[●]	[●]	[●]
6.	Pooja Dhingra	8,57,500	6.53	[●]	[●]	[●]	[●]
<b>Promoter Group</b>							
7.	Roshan Lal Dhingra	5,25,000	4.00	[●]	[●]	[●]	[●]
8.	Sharda Rani	5,25,000	4.00	[●]	[●]	[●]	[●]
	<b>Total</b>	<b>1,31,25,000</b>	<b>100.00</b>	[●]	[●]	[●]	[●]

**Notes:**

- 1) The Promoter Group shareholders are Roshan Lal Dhingra and Sharda Rani.
- 2) Includes all options that have been exercised until date of Prospectus and any transfers of equity shares by existing shareholders after the date of the pre-issue and price band advertisement until date of prospectus.
- 3) Based on the Issue price of ₹[●] and subject to finalization of the basis of allotment.

**F. SUMMARY OF FINANCIAL INFORMATION**

Following are the details as per the Restated Financial Statements for the financial years ended on March 31, 2025, March 31, 2024, and March 31, 2023:

Particulars	(Amount in ₹ Lakhs)		
	March 31, 2025	March 31, 2024	March 31, 2023
Equity Share Capital	1312.50	750.00	750.00
Net Worth	1947.09	1413.71	913.44
Total Income	12280.91	10515.98	8223.99
Profit after tax	533.37	500.28	162.42

**VK Tyre India Limited**

Earnings per Share (based on weighted average number of shares)	4.06	3.81	1.24
Net Asset Value per Equity share (Based on actual no of share at the end of year)	14.83	18.85	12.18
Net Asset Value per Share (based on weighted average number of shares)	14.83	10.77	6.96
Total Borrowings	4502.50	3796.77	3388.04

**G. AUDITOR QUALIFICATIONS**

There are no audit qualifications which have not been given effect in the Restated Financial Information.

**H. SUMMARY OF OUTSTANDING LITIGATIONS**

A summary of outstanding litigations proceedings involving our Company, Promoters, Directors and Group Company as on the date of this Draft Red Herring Prospectus are as below: -

Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable*
<b>Company</b>		
Criminal Proceedings	-	-
Other pending material litigations	-	-
Statutory/ Regulatory proceedings	-	-
Tax Proceedings (Direct Tax)	11	23.39
Tax Proceedings (Indirect Tax)	2	8.72
<b>Total(A)</b>	<b>13</b>	<b>32.11</b>
<b>Promoters &amp; Directors</b>		
Tax Proceedings (Direct Tax)	-	-
<b>Total(B)</b>	-	-
<b>Total(A+B)</b>	<b>13</b>	<b>32.11</b>

\*The aforementioned amounts have been recorded to the extent they are quantifiable.

**I. RISK FACTORS**

For details on the risks involved in our business, please see the Chapter titled “**Risk Factors**” beginning on page 26 of this Draft Red Herring Prospectus.

**J. SUMMARY OF CONTINGENT LIABILITIES**

Following is the summary of the Contingent Liabilities of the Company for the financial years ended on March 31, 2025, March 31, 2024 and March 31, 2023

(Amount in ₹ Lakhs)

Particulars	As at		
	31-03-2025	31-03-2024	31-03-2023
<b>Contingent liabilities in respect of:</b>			
Guarantees given on Behalf of the Company	-	-	-
Income Tax Demand	21.73	21.73	21.73
TDS Demand	1.67	1.30	1.15
<b>Total</b>	<b>23.40</b>	<b>23.03</b>	<b>22.88</b>

For further details, please refer to ANNEXURE-Y Contingent Liabilities of the chapter titled “**Financial Information of the Company**” on page 194 of this Draft Red Herring Prospectus.

**K. SUMMARY OF RELATED PARTY TRANSACTIONS**

As required under Accounting Standard 18 “**Related Party Disclosures**” as notified pursuant to Company (Accounting Standard) Rules 2006, following are details of transactions (based on Restated Financial Statements) for the financial year ended on March 31, 2025, March 31, 2024 and March 31, 2023: -

A) List of Related Parties as per AS - 18

Particulars	Names of related parties	Nature of Relationship
<b>Directors and Key Managerial Personnel (KMP)</b>	Raj Kumar Dhingra	Director (Since Incorporation), Chairman & Managing Director (w.e.f. 01/10/2024)
	Sushant Dhingra	Director (Since Incorporation), Whole time director & Chief Financial Officer (w.e.f. 19/03/2025)
	Prashant Kumar Dhingra	Director (Since Incorporation), Whole time director (w.e.f. 19/03/2025)
	Geeta Dhingra	Additional Director ( Appointed as Additional Director w.e.f. February 21, 2025 and re-designated as Non-Executive Director on 24/02/2025)
	Kuldeep Bansal	Independent Director (w.e.f. 21/02/2025)
	Ravi Kant Jain	Independent Director (w.e.f. 21/02/2025)
	Deepika Gupta	Company Secretary (w.e.f. 19/03/2025)
<b>Relatives of Key Managerial Personnel</b>	Roshan Lal Dhingra	Relative of KMP
	Sharda Rani Dhingra	Relative of KMP
<b>Enterprises in which Directors &amp; Key Management Personnel (KMP) are Interested</b>	M/s VK Enterprises	KMP's are partners

B) Related Party Transactions

(Amount in ₹ Lakhs)

Particulars	31-03-2025	31-03-2024	31-03-2023
<b>(i) Transactions with Director and KMP</b>			
<b>A) Remuneration/Professional fees (Dr)</b>			
Raj Kumar Dhingra	21.00	21.00	21.00
Sushant Dhingra	15.00	15.00	15.00
Prashant Kumar Dhingra	15.00	15.00	15.00
Deepika Gupta	4.38	-	-
<b>(ii) Transactions with Entities where Director/ KMP or their Relatives hold substantial Interest</b>			
<b>M/s VK Enterprises</b>			
Sales of Goods by the Company (Cr)	(511.25)	(353.74)	(416.36)
Purchase of Goods by the Company (Dr)	8.57	14.23	33.41
<b>(iii) Balance outstanding as at the end of the year</b>			
<b>Remuneration/Professional fee Payable (Cr)</b>			
Raj Kumar Dhingra	(7.74)	(2.32)	4.25
Sushant Dhingra	(0.74)	7.83	5.60
Prashant Kumar Dhingra	(0.74)	9.23	5.99
<b>Trade Receivables (Dr)</b>			
M/s VK Enterprises	(435.49)	(11.71)	1.00
<b>Borrowings (Cr)</b>			
Raj Kumar Dhingra	(176.73)	(167.50)	(157.50)
Sushant Dhingra	(124.43)	(139.05)	(84.05)
Prashant Kumar Dhingra	(133.50)	(143.00)	(88.00)
Roshan Lal Dhingra	-	(36.00)	(36.00)
Sharda Rani Dhingra	-	(10.00)	(10.00)

Note: The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

For further details, please refer to the **Annexure-Z**– Related Party Disclosures of chapter titled “Financial Information of the Company” on page 194 of this Draft Red Herring Prospectus.

#### L. DETAILS OF FINANCING ARRANGEMENTS

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

#### M. WEIGHTED AVERAGE PRICE AT WHICH THE EQUITY SHARES WERE ACQUIRED BY EACH OF OUR PROMOTERS IN LAST ONE YEAR

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

Sr. No.	Name of the Promoter	No. of Shares acquired*	Weighted Average Price (in ₹)#
1.	Raj Kumar Dhingra	16,50,000	Nil
2.	Sushant Dhingra	11,32,500	
3.	Prashant Kumar Dhingra	11,32,500	
4.	Lata Dhingra	5,25,000	
5.	Geeta Dhingra	3,67,500	
6.	Pooja Dhingra	3,67,500	

\*Pursuant to allotment of Bonus Issue in the ratio of 3:4 vide Board Resolution dated December 18, 2024.

# As Certified by the Peer Review Auditor M/s. S R Goyal & Co., Chartered Accountants vide their certificate dated September 12, 2025.

The weighted average cost of acquisition of Equity Shares by our Promoters have been calculated by taking into account the amount paid by them to acquire and Shares allotted to them divided by number of shares acquired in last one (1) year.

#### N. AVERAGE COST OF ACQUISITION OF SHARES FOR PROMOTERS

Sr. No.	Name of the Promoter	No. of Shares	Average Cost of Acquisition (in ₹)*
1.	Raj Kumar Dhingra	38,50,000	5.71
2.	Sushant Dhingra	26,42,500	5.71
3.	Prashant Kumar Dhingra	26,42,500	5.71
4.	Lata Dhingra	12,25,000	5.71
5.	Geeta Dhingra	8,57,500	5.71
6.	Pooja Dhingra	8,57,500	5.71

# As Certified by the Peer Review Auditor M/s. S R Goyal & Co., Chartered Accountants vide their certificate dated September 12, 2025.

The average cost of acquisition of Equity Shares by our Promoters have been calculated by taking into account the amount paid by them to acquire the Equity Shares, by way of fresh issuance or transfer or bonus issue, etc. less amount received by them on sale of Equity Shares and the net cost of acquisition is divided by total number of shares held as on the date of the Draft Red Herring Prospectus.

#### O. PRE-IPO PLACEMENT

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

#### P. EQUITY SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH

Except as set out below, we have not issued Equity Shares for consideration other than cash in the last one year.

Date of Allotment/ Date of	No of Equity Shares	Face Value (₹)	Issue Price (₹)	Reason of Allotment	Benefits Accrued to our Company	Name of Allottees	No. of Shares Allotted
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**VK Tyre India Limited**

fully Paid up							
December 18, 2024	56,25,000	10	-	Bonus Issue in the ratio of 3:4	*Capitalization of Reserves & Surplus	Raj Kumar Dhingra	16,50,000
						Prashant Dhingra	11,32,500
						Sushant Dhingra	11,32,500
						Roshan Lal Dhingra	2,25,000
						Sharda Rani	2,25,000
						Lata Dhingra	5,25,000
						Geeta Dhingra	3,67,500
						Pooja Dhingra	3,67,500
						<b>TOTAL</b>	<b>56,25,000</b>

**Q. SPLIT/ CONSOLIDATION OF EQUITY SHARES**

Our company has not done any split/ consolidation/ subdivision of equity shares of the Company since incorporation.

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

As on date of the Draft Red Herring Prospectus, our Company has not availed any exemption from complying with any provisions of securities laws granted by SEBI.

### **SECTION III – RISK FACTORS**

*An investment in our Equity Shares involves a high degree of financial risk. Prospective investors should carefully consider all the information in the Draft Red Herring Prospectus, particularly the “**Financial Information of the Company**” and the related notes, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on page 156, page 105 and page 209 respectively of this Draft 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 Draft 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 Draft 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 Issue, including the merits and the risks involved. You should not invest in this Issue 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 events may not be material individually but may be found material collectively.*
- 2. Some events may have material impact qualitatively instead of quantitatively.*
- 3. Some events may not be material at present but may be having material impact in 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 Draft 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 26 and “**Management’s Discussion and Analysis of Financial Conditions and Results of Operations**” on page 209 of this Draft 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. The tyre manufacturing industry has a limited number of suppliers of raw materials. Further, we do not have any long-term contracts with our suppliers and engage them by way of placing purchase orders. Volatility in the prices and availability of raw materials or any failure by our suppliers to make timely delivery of raw materials or breakdown of our relationship with such suppliers could have an adverse effect on our business, financial condition and results of operations***

The tyre manufacturing industry is exposed to challenges associated with a limited number of suppliers for certain critical raw materials, such as natural rubber, synthetic rubber, carbon black, nylon fabric, rubber compounds, bead wire and other additive chemicals. The key raw materials required for our manufacturing operations are procured by us from third-party suppliers, and our results of operations and financial condition are significantly dependent on the availability and cost of such raw materials, particularly natural rubber, rubber compounds, carbon black, bead wires and nylon fabrics.

As of March 31, 2025, The contribution of our top suppliers to our total purchases for the last three fiscals is set out below:

<b>Supplier concentration</b>	<b>March 31, 2025</b>	<b>March 31, 2024</b>	<b>March 31, 2023</b>
Top 10 Suppliers	61.44%	54.82%	46.78%
Top 5 Suppliers	42.58%	37.48%	30.42%
Top 1 Supplier	14.31%	9.95%	13.28%

We do not have any long-term contracts with our suppliers and generally procure raw materials through purchase orders, with prices determined for each transaction. Accordingly, there can be no assurance that we will be able to obtain the same quantity and quality of raw materials, or any raw materials at all, on commercially favourable terms in the future.

The limited number of suppliers for certain critical raw materials may lead to increased costs, production delays, or shortages, and may significantly reduce our negotiating ability in terms of pricing. Certain raw materials such as natural rubber and carbon black are of a specialised nature, and identifying substitute suppliers who can supply the requisite specifications on acceptable terms may be difficult. In addition, the prices of raw materials, particularly natural and synthetic rubber, carbon black, tyre cord fabric and steel cord, have historically been volatile. While the pricing of our finished products is linked to raw material prices, the absence of long-term supply contracts at fixed prices exposes us to price fluctuations, and we may be unable to fully pass on cost increases to customers, which could reduce our profit margins.

Any error in estimating demand for our products could result in surplus raw materials, leading to additional storage costs and potential obsolescence, or in shortages, resulting in our inability to meet customer requirements and product demand. Shortages or surpluses may adversely impact our results of operations, cash flows and financial condition. Certain raw materials that we consume, such as natural and synthetic rubber, carbon black and tyre cord fabric are supplied in part, or substantially, by overseas producers. These raw materials are occasionally the subject of trade disputes, and Government action such as the imposition of anti-dumping duties, safeguard measures or other restrictions could make it more difficult or more expensive to procure such raw materials.

Any breakdown of our relationship with existing suppliers may affect our manufacturing process, and we may be unable to source such raw materials from alternative suppliers on similar commercial terms or within a reasonable timeframe. Although we maintain buffer inventory for certain major raw materials, there may still be instances when particular raw materials are unavailable, which may adversely impact our production, business, results of operations and financial condition.

**2. Substantial portion of our revenues has been dependent upon few customers, with which we do not have any firm commitments. The loss of any one or more of our major customers would have a material adverse effect on our business, cash flows, results of operations and financial condition.**

A substantial portion of our revenues has been dependent upon a limited number of customers. For instance, our top 10 customers for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 accounted for ₹6,109.98 lakhs, ₹5,018.71 lakhs and ₹3,868.16 lakhs, respectively, representing 50.95%, 48.19% and 47.51% of our revenue from operations for the respective years.

We cater to customers across various segments of the tyre industry, including automobile OEMs, the replacement market, export customers, agriculture tyre users, and certain industrial and off-road vehicle users. Our reliance on a limited number of customers for our business exposes us to risks that may include, but are not limited to, reductions, delays or cancellation of orders from our significant customers, a failure to negotiate favourable terms with our key customers, or the loss of these customers, all of which could have a material adverse effect on our business, financial condition, results of operations, cash flows and future prospects.

In addition, we have not entered into long term agreements with our customers and the success of our business is accordingly significantly dependent on maintaining good relationship with them. The loss of one or more of these significant customers or a reduction in the amount of business we obtain from them could have an adverse effect on our business, results of operations, financial condition and cash flows. Further, there is no guarantee that we will retain the business of our existing key customers or maintain the current level of business with each of these customers. In order to retain some of our existing customers, we may also be required to offer terms to such customers which may place restraints on our resources. Additionally, our revenues may be adversely affected if there is an adverse change in any of our customers' supply chain strategies or a reduction in their outsourcing of products we offer, or if our customers decide to choose our competitors over us or if there is a significant reduction in the volume of our business with such customers. We cannot assure you that we will be able to maintain historic levels of business and/or negotiate and execute long term contracts on terms that are commercially viable with our significant customers or that we will be able to significantly reduce customer concentration in the future. Further, the sales volume may vary due to our customers' attempts to manage their inventory, market demand, product and supply pricing trends, change in customer preferences etc., which may result in decrease in demand or lack of commercial success of our products, which could reduce our sales and adversely affect our business, cash flows, results of operations and financial condition.

In addition, we are exposed to payment delays and/or defaults by our major customers and our financial position and financial performance are dependent on the creditworthiness of our customers. There is no guarantee that all or any of our customers will honor their outstanding amounts in time and whether they will be able to fulfil their obligations, due to any financial difficulties, cash flow difficulties, deterioration in their business performance, or a downturn in the global economy. If such events or circumstances occur from all or any of our major customer, our financial performance and our operating cash flows may be adversely affected.

***3. We derive a significant portion of our revenues and a portion of our expenditures from various countries outside India. Any adverse developments in these markets along with fluctuations in Exchange rates, may negatively impact our results of operations.***

Our Company has diversified revenue from multiple geographical locations including export sales to various countries. Revenue from sale of products from locations outside India amounted to Rs. 7,332.95 Lakhs, Rs. 6081.33 Lakhs and Rs. 4122.02 Lakhs for the financial year ending March 31, 2025, March 31, 2024 and March 31, 2023 respectively, and represented 61.14%, 58.39% & 50.63% of our revenue from sale of products, in such periods, respectively. Apart from export sales, we are also importing major portion of our purchases from outside India which amounted to Rs. 4477.76 Lakhs, Rs. 2653.60 Lakhs and Rs. 2585.67 Lakhs for the financial year ending March 31, 2025, March 31, 2024 and March 31, 2023 respectively, and represented 55.72%, 38.61% & 43.56% of our total purchases in such periods, respectively.

Our revenues from export of goods and our import purchases may decline as a result of increased competition, regulatory action, pricing pressures, fluctuations in the demand for or supply of our products, or the outbreak of an infectious disease such as COVID-19. Our failure to effectively react to these situations or to successfully introduce new products could adversely affect our business prospects, results of operations and financial condition. Further, international operations are subject to risks that are specific to each country and region in which we operate, as well as risks associated with international operations, in general. These risks include complying with changes in foreign laws, regulations and policies, including restrictions on trade, import and export license requirements, and tariffs and taxes, intellectual property enforcement issues and changes in foreign trade and investment policies.

Further, due to such export and import transactions which are in foreign currency including the US dollar, we are exposed to foreign exchange related risks also. While we make provisions for foreign exchange fluctuations, a significant or frequent fluctuation in the exchange rate between the Indian Rupee and other currencies, may adversely affect our results of operations. The exchange rate between the Indian Rupee and foreign currencies, primarily the USD, has fluctuated in the past and our results of operations have been impacted by such fluctuations in the past and may be impacted by such fluctuations in the future. For example, during times of strengthening of the Indian Rupee, we expect that our revenue from offerings overseas will generally be negatively impacted as foreign currency received will be translated into fewer Indian Rupees. However, the converse positive effect of depreciation in the Indian Rupee may not be sustained or may not show an appreciable impact in our results of operations in any given financial period due to other variables impacting our business and results of operations during the same period. Accordingly, any appreciation or depreciation of the Indian Rupee against these currencies can impact our results of operations. We may from time to time be required to make provisions for foreign exchange differences in accordance with accounting standards.

Our ability to foresee future foreign currency fluctuations is limited and due to the time gap between the accounting of sales and actual receipts, the foreign exchange rate at which the sale is recorded in the books of accounts may vary with the foreign exchange rate at which the receipt is made, thereby benefiting or affecting us negatively, depending on the appreciation or depreciation of the Rupee. We may, therefore, be exposed to risks arising from exchange rate fluctuations and we may not be able to pass on all losses on account of foreign currency fluctuations to our clients, and as a result, suffer losses on account of foreign currency fluctuations. There is no guarantee that we may be able to manage our foreign currency risk effectively or mitigate exchange exposures, at all times and our inability may harm our results of operations and cause our results to fluctuate and/or decline. We may experience foreign exchange losses and gains in respect of transactions denominated in foreign currencies. For further details, kindly refer section titled “***Financial Information of the Company***” beginning on Page 156 of this Red Herring Prospectus.

***4. Our business is dependent on our manufacturing unit, and any disruption, breakdown or shutdown at such facility may materially and adversely affect our business, results of operations, financial condition and cash flows.***

We operate a single manufacturing unit located at Pawanpuri, behind Sybly Industries Ltd., Muradnagar, 201206, Ghaziabad, Uttar Pradesh. Unlike larger tyre manufacturers with multiple facilities across geographies, our operations are concentrated at this sole facility, which exposes us to higher risks from any operational disruption. This facility is subject to various risks, including equipment breakdown, industrial accidents, labour unrest, severe climate conditions, and natural disasters, many of which are beyond our control.

Any significant malfunction or breakdown of our machinery may entail high repair and maintenance costs and cause delays in production. If we are unable to repair or replace defective machinery in a timely manner, our operations may be suspended, affecting

our ability to meet customer commitments. Further, our facility may be subject to planned shutdowns for maintenance, statutory inspections, cleaning, capacity expansion, or equipment upgrades. Obsolescence, destruction, theft, or breakdown of machinery may significantly increase replacement costs and depreciation charges. Certain critical machinery and spare parts are expensive and may be difficult to source at short notice. We may also face significant price increases in machinery or parts due to supply shortages, inflation, or logistical constraints. Such events may not always be adequately covered by the insurance policies availed by our Company.

Our customers rely significantly on the timely delivery of our products, and our ability to provide an uninterrupted and timely supply is critical to maintaining customer relationships. Any disruption of operations at our manufacturing facility due to the factors mentioned above could adversely affect our customer commitments, business, and financial results.

Although we have not experienced significant disruptions at our manufacturing unit in the past, there can be no assurance that such events will not occur in the future. Any prolonged or repeated interruption, slowdown, or shutdown at our sole manufacturing facility could result in under-utilisation of capacity, production delays, increased costs, and loss of revenue. This, in turn, may materially and adversely affect our business, customer relationships, financial condition, results of operations, and cash flows.

***5. The Company has not yet placed orders for the machinery proposed for expansion of its manufacturing capabilities, and any delay in placing such orders or procuring the machinery may result in delays in project implementation and cost overruns.***

The Company proposes to utilize a portion of the Net Proceeds of the Issue for funding capital expenditure towards installation of machinery for manufacturing radial tyres and modernization of certain existing machinery currently used in the manufacture of cross ply-bias tyres, at an estimated cost of ₹1961.82 lakhs. The Company has received third-party quotations for the machinery proposed to be installed at its existing manufacturing unit in Pawanpuri, behind Sybly Industries Ltd, Muradnagar, 201206, Ghaziabad, Uttar Pradesh. Although the type of machinery to be purchased from the Net Proceeds has been identified, orders for all the proposed machinery are yet to be placed. The cost of the proposed purchase is based on quotations which are valid for a limited period and subject to revisions, and may vary due to foreign exchange fluctuations, changes in taxes and duties, vendor availability, and other commercial or technical factors. There can be no assurance that the Company will be able to procure the machinery at the quoted prices or within the proposed timelines. Any delay in placing orders, escalation in procurement cost, or inability of vendors to supply the machinery in a timely manner, may result in time and cost overruns in the expansion of the manufacturing unit.

Further, if the Company is unable to procure machinery from the vendors who have provided quotations, there can be no assurance that it will be able to identify alternative vendors meeting its requirements at acceptable prices. In addition, following procurement and installation of the new machinery, if the expanded capacity is not adequately absorbed by the market, the Company's profitability may be adversely impacted. Any such events may adversely affect the Company's business, results of operations, financial condition and cash flows.

***6. Competition in the tyre industry may result in a reduction of our market share or margins, which could adversely affect our business, financial condition, and results of operations.***

The tyre industry in India is highly competitive and fragmented, with the presence of numerous domestic and international manufacturers across different segments, including two-wheeler tyres, passenger car radial tyres, truck and bus radial tyres, and off-the-road tyres. Competition in the industry is based on factors such as product quality, pricing, distribution network, brand reputation, technology adoption, raw material access, and customer service. Larger established players often benefit from economies of scale, integrated operations, established brand recognition, better access to financing, and long-term relationships with customers in both the original equipment and replacement markets, which may give them a competitive advantage.

In addition to competition from organized domestic players, we also face competitive pressures from imported tyres, particularly from countries where manufacturers benefit from lower production costs. Changes in government policies on imports, anti-dumping duties, or trade tariffs may further influence the level of competition in the domestic market. Any adverse regulatory or policy changes could intensify pricing pressures and affect our ability to compete effectively.

Further, as part of our growth strategy, we seek to expand our presence in export markets. In these markets, we face competition from large multinational tyre manufacturers that have significant financial and technical resources, advanced R&D capabilities, well-established distribution networks, and strong brand loyalty. The competitive intensity in both domestic and export markets may increase further with the entry of new players or capacity expansions by existing competitors. This could lead to pricing pressures, limit our ability to pass on increases in raw material costs to customers, and adversely impact our margins.

In order to remain competitive, we may be required to reduce our prices, increase our sales and marketing expenditure, extend enhanced credit terms, or invest in upgrading technology and distribution reach. Failure to compete effectively, either in India or in international

markets, could result in loss of market share and may materially and adversely affect our business, financial condition, results of operations, and cash flows.

**7. *Product liability and other civil claims and costs incurred because of product recalls could harm our business, results of operations and financial condition.***

We are exposed to the risk of product liability claims, warranty obligations, and potential product recalls in the markets where we operate. Our products are used in a wide range of vehicles and applications, and any manufacturing or non-manufacturing defect, premature wear, or failure of our tyres may result in personal injury, property damage, or accidents. Such incidents could lead to claims for compensation, initiation of legal proceedings, and reputational harm.

We provide warranties on our tyres across multiple categories, which cover manufacturing defects and, in certain cases, also extend to conditional coverage against non-manufacturing defects such as cuts, impact breaks, and run-flat cases. While these policies are designed to address customer concerns, they also expose us to the risk of significant costs associated with replacements, repairs, or reimbursements.

Further, our OEM and institutional customers may seek indemnification or compensation from us in case of product recalls, warranty claims, or failures associated with our tyres supplied to them. In such cases, we may be required to bear part or all of the costs incurred by the customer, including material, labor, administrative, and recall-related expenses. Any large-scale recall, particularly in key categories such as truck/bus or OTR tyres, could materially impact our financial performance.

Although we maintain warranty processes and quality checks in line with industry standards, and our past track record indicates no material product liability claim or large-scale recall, we cannot assure that such claims will not arise in the future. Our existing insurance and warranty provisions may not be sufficient to cover all potential liabilities. Any material product defect, warranty cost, or recall could adversely affect our business, results of operations, financial condition, and brand reputation.

**8. *A significant portion of our tyre products are sold to dealers & distributors. We do not enter into contractual agreements with our distributors and dealers and any failure to maintain the relationship with these dealers & distributors or find competent replacements could affect the sales of our products.***

A significant portion of our tyres and related products are sold through our network of dealers and distributors. Our ability to grow our business depends, in part, on maintaining and expanding this network and ensuring their continued focus on our products. We typically sell directly to such dealers and distributors without entering into long-term or exclusive contractual arrangements. Consequently, there is no assurance that our dealers or distributors will continue to source their requirements from us, and our sales may fluctuate significantly as a result of changes in their sourcing preferences.

Any failure to meet dealer or distributor expectations, the decision of such parties to reduce or terminate their business with us, or our inability to attract new dealers and distributors could adversely affect our sales volumes. In addition, factors beyond our control may impact these relationships, including demands for price reductions, set-offs against payment obligations, or requirements for indemnification, any of which may adversely impact our financial condition.

Our sales through dealers and distributors are also subject to risks such as: (i) their ability to effectively market and sell our products; (ii) the quality of customer service they provide, which could impact our reputation; (iii) reduced gross profit margins on sales through third parties; and (iv) reduced direct engagement with OEM customers. As our arrangements are not exclusive, dealers and distributors are free to sell competing products, formulate their own pricing policies, and appoint stockists at their discretion. Competitors may also offer them greater incentives, which could result in a loss of market share for our products.

Any significant disruption or deterioration in our relationships with dealers and distributors could materially and adversely affect our business, results of operations, financial condition, and cash flows.

**9. *The restated financial statements have been provided by peer reviewed chartered accountants who is not statutory auditor of our Company.***

The restated financial statements of our Company for the financial years ended March 31 2024, 2023 and 2022 has been provided by a peer reviewed chartered accountant who is not the statutory auditor of our Company. However, our statutory auditor holds a valid peer reviewed certificate but due to his preoccupation the restated financial statements has been provided by the said peer reviewed chartered accountant.

**10. We may be unable to keep pace with technological changes, product innovation, and evolving customer preferences, which could affect our competitiveness in the tyre industry.**

The tyre industry is undergoing continuous technological evolution, with increasing adoption of radial tyres across vehicle categories, development of specialised tyres for electric vehicles (EVs), and growing customer demand for fuel-efficient, durable, and high-performance tyres. Although We intend to expand into the radial tyre for agricultural and industrial segment by acquiring and installing machinery for radial tyre manufacturing. However, there can be no assurance that we will be able to complete such acquisition, installation, and commercial production within the expected timelines or at the anticipated cost. Any delay, cost overrun, or technical challenge in commencing radial tyre production could adversely affect our ability to compete effectively in this segment.

Even after commencing production, our success will depend on our ability to manufacture radial tyres that meet performance, durability, and quality expectations of OEMs and replacement customers. If we fail to scale radial production or if our radial tyres do not gain adequate acceptance in the market, our investment in this segment may not yield the expected returns.

Further, the industry continues to witness developments in other areas such as tyres for EV platforms and advanced fuel-efficient technologies. Introducing new products in these categories requires significant capital investment, skilled manpower, and long development cycles. There can be no assurance that our investments in new technologies will generate successful products or adequate returns. Inability to effectively implement our plans for radial tyres or to keep pace with broader industry developments could materially and adversely affect our business, results of operations, and financial condition.

**11. We have limited experience in the manufacturing of radial tyres, and any inability to successfully scale this new product vertical could adversely affect our business, financial condition and results of operations.**

We are in the process of setting up facilities for manufacturing radial tyres, which is a new line of business for us. While we have prior experience in the manufacturing of other categories of tyres, we have limited experience in the manufacturing, marketing, and sale of radial tyres. The manufacture of radial tyres involves use of new machinery, technology, processes, and quality control systems which are different from those used in our existing operations. Further, the radial tyre market is highly competitive and dominated by established players with strong brand recognition, distribution networks, and customer loyalty.

There can be no assurance that we will be able to scale up our operations in this segment successfully, achieve the desired level of production efficiency, or establish our brand in the radial tyre market. In the event we are unable to effectively market and sell our radial tyres, or if demand for such products does not meet our expectations, our investment in new machinery and related infrastructure may not yield the expected returns. Any failure to successfully execute our plans in this new product vertical could materially and adversely affect our business prospects, results of operations, and financial condition.

**12. 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, labour, industry/ market conditions and procurement practice followed by our customers. For the Fiscals 2025, 2024 and 2023, our overall capacity utilization is detailed below:

Particulars	FY 2024-25	FY 2023-24	FY 2022-23
<b>Installed Capacity (in MT*)</b>	7,488	7,488	6,100
<b>Actual Production (in MT*)</b>	5,162.94	4,851.19	3,952.74
<b>Capacity Utilisation (%)</b>	69%	65%	65%

MT\*: - Metric Tones

*\*As Certified by Mr. Vinay Kumar Wadhawan, Chartered Engineer, by their certificate dated September 01, 2025*

In the event we are unable to achieve considerable capacity utilization of our manufacturing unit, it would result in operational inefficiencies which could have a material adverse effect on our business, results, financial condition and future prospects. Underutilization of our manufacturing capabilities over extended periods, or significant under-utilization in the short-term, could materially and adversely impact our business, growth prospects and future financial performance.

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

Our manufacturing processes are labor-intensive, and our operations rely on the availability and retention of skilled labour. If we or our contractors are unable to negotiate favorable terms with the workforce, it may lead to work stoppages, disruptions, or increased operating costs due to higher-than-anticipated wages or benefits. Any shortage of labour or difficulty in retaining skilled workers could adversely affect our business operations. We cannot guarantee that we will continue to secure labour on favorable terms, and any failure in this regard may impact our production, business processes, and profitability.

While we have not experienced any strike in the past. There can be no assurance that we will not experience any strike or work stoppage in the future. In addition, work stoppages or slowdowns experienced by our customers or key suppliers could result in slow-downs or closures of our facilities where our products are included in the end products. If we or one or more of our customers or key suppliers experience a work stoppage, such work stoppage could have an adverse effect on our business, financial condition, cash flows and results of operations.

During periods of shortages in labour, we may not be able to manufacture our products according to our previously determined time frames, at our previously estimated product costs, or at all, which may adversely affect our business, results of operations, cash flows and reputation.

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

***14. Our operations are energy-intensive, and any disruption in power supply or significant increase in energy costs could adversely impact our business and results of operations.***

Tyre manufacturing is an energy-intensive process requiring continuous power supply for operations such as mixing, calendaring, extrusion, curing, and other manufacturing stages. We rely on electricity, coal, furnace oil, steam, and other energy sources to support our operations. Any disruption in energy supply, whether due to shortage of coal or furnace oil, power outages, breakdown in captive generation facilities, or interruptions in grid supply, could result in production delays, increased downtime, and under-utilisation of capacity.

Further, volatility in the cost of electricity, coal, furnace oil, or other energy inputs could materially increase our operating expenses. While we take steps to manage energy efficiency and mitigate costs, we cannot assure that we will be able to fully pass on such increases to our customers. Any prolonged power shortage or significant increase in energy costs could adversely affect our margins, financial performance, and competitiveness.

***15. Our operations are exposed to significant fire hazards due to the combustible nature of rubber, and any such incident could adversely affect our business, results of operations, and financial condition.***

Rubber is a combustible commodity, and every stage of our operations from procurement, processing, storage, and transportation to final dispatch carries the risk of fire. The risk of fire hazard is further heightened due to the use of increased automation and large volumes of air in material handling processes, where even a minor spark could trigger a fire and its rapid propagation due to the flammability of rubber. Such an incident could cause extensive damage to property, machinery, and inventories, disrupt production, and result in claims for compensation, loss of life, or injuries.

Although our Company has not experienced any fire mishap or accident at its manufacturing facilities in past, there can be no assurance that such incidents will not occur in the future. While we maintain fire insurance policies, our insurance coverage may not be sufficient to fully cover the extent of potential losses, including damage to assets, business interruption, loss of profits, and third-party claims.

A significant fire-related incident could also result in prolonged production stoppages, delays in fulfilling customer orders, penalties under supply commitments, loss of customer confidence, and reputational harm. In addition, it may attract regulatory scrutiny and additional compliance obligations, diverting management attention and resources. Any large-scale fire accident at our facilities could therefore materially and adversely affect our business, results of operations, financial condition, cash flows, and prospects.

***16. There are certain discrepancies/errors 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 and other law could impact the reputation and financial position of the Company to that extent***

Our Company has, in the past, been subject to several instances of non-compliances and delays in relation to secretarial, statutory and regulatory requirements under the Companies Act, 2013 and other applicable laws. These include failure to file Form ADT-1 for the appointment of Statutory Auditor for the financial years 2014-15 to 2017-18, non-appointment of a Statutory Auditor for those years, and the appointment of a Statutory Auditor in Fiscal 2023-24 for a single year instead of the prescribed five-year term under Section 139 of the Companies Act, 2013, which has since been rectified from Fiscal 2024-25 onwards.

Further, certain loans availed from Axis Bank have not yet been marked as satisfied and continue to appear in the index of charges on the MCA Portal. However, the Company has obtained a no-dues certificate from Axis Bank and is in the process of updating the records to resolve this issue. In addition, our Company had accepted loans from persons other than directors, their relatives or shareholders, constituting non-compliance with Section 73 of the Companies Act, 2013. All such loans have since been fully repaid as of the date of this Draft Red Herring Prospectus.

In addition, there have been instances of incorrect or incomplete disclosures in certain statutory filings. These include the attachment of an incorrect list of allottees in Form PAS-3 filed on September 29, 2018, March 20, 2019 and May 12, 2022, and the incorrect selection of the type of allotment in Form MGT-7 for the financial years 2015, 2017 and 2019. Our Company also omitted to attach the Cash Flow Statement along with Form AOC-4 for the financial years 2017-18 to 2022-23.

Our Company has also not complied with certain Accounting Standards, including AS-18, which have been rectified in the restated financial statements included in this Draft Red Herring Prospectus. While many of these lapses have since been addressed, there can be no assurance that our Company may not be subject to regulatory scrutiny, penalties or other adverse actions in the future in respect of such past non-compliances. Any such action could adversely affect our business operations, financial condition, results of operations, reputation and our ability to raise further capital.

***17. Our revenues are dependent on certain geographical regions, and any adverse developments in these regions may adversely affect our business, results of operations, and financial condition.***

Our revenues are also dependent on sales from the domestic market. For Fiscal 2024-25, Fiscal 2023-24 and Fiscal 2022-23, sales from India accounted for ₹4,659.85 lakhs (38.86% of our total sales), ₹4,333.96 lakhs (41.61% of our total sales) and ₹4,019.58 lakhs (23.36% of our total sales), respectively. Within the domestic market, sales from West Bengal, Uttar Pradesh, Delhi, Uttarakhand and Maharashtra contributed a significant portion of our revenues during the said periods. For instance, in Fiscal 2024-25, sales from West Bengal and Uttar Pradesh constituted 10.15% and 6.17% of our total sales, respectively, while in Fiscal 2023-24, sales from Uttar Pradesh and Delhi contributed 10.69% and 5.21% of our total sales, respectively.

In addition to our domestic sales, our revenues are also significantly dependent on exports to specific international markets. For Fiscal 2024-25, Fiscal 2023-24, and Fiscal 2022-23, our export sales amounted to ₹7,332.95 lakhs (61.14% of our total sales), ₹6,081.33 lakhs (58.39% of our total sales), and ₹4,122.02 lakhs (22.82% of our total sales), respectively. A substantial portion of such export revenues came from the United States of America (18.25% in Fiscal 2024-25), Jordan (5.02%), Poland (4.92%), Indonesia (4.02%), and the United Arab Emirates (3.26%).

Accordingly, our performance is significantly influenced by economic conditions, demand patterns, competitive intensity, regulatory policies, trade restrictions, currency fluctuations, and other developments in the domestic market and in the above-mentioned international geographies. Any adverse developments in these regions, including but not limited to slowdown in automobile demand, reduction in replacement demand, changes in trade or tariff policies, natural calamities, labor unrest, political instability, changes in consumer preferences, or introduction of more stringent environmental and quality regulations, could materially and adversely affect the demand for our products.

Further, our dependence on the domestic market and certain key states as well as concentration in certain foreign geographies limits our ability to mitigate risks through wider geographical diversification. In the event that customers in these regions reduce or discontinue their purchases from us due to any of the factors mentioned above or otherwise, our business, financial condition, cash flows, and results of operations may be adversely affected.

***18. Our Company is party to certain legal proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.***

Our Company is party to certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts, tribunals and forums. Mentioned below are the details of the proceedings involving our Company as on the date of this Draft Red Herring Prospectus along with the amount involved, to the extent quantifiable, based on the materiality policy for litigations, as approved by the Company in its Board meeting held on September 12, 2025.

**Below is the summary of our litigation**

(Amount in ₹ Lakhs)

Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable*
<b>Company</b>		
Criminal Proceedings	-	-
Other pending material litigations	-	-
Statutory/ Regulatory proceedings	-	-
Tax Proceedings (Direct Tax)	11	23.39
Tax Proceedings (Indirect Tax)	2	8.72
<b>Total(A)</b>	<b>13</b>	<b>32.11</b>
<b>Promoters &amp; Directors</b>		
Tax Proceedings (Direct Tax)	-	-
<b>Total(B)</b>	-	-
<b>Total(A+B)</b>	<b>13</b>	<b>32.11</b>

\*The aforementioned amounts have been recorded to the extent they are quantifiable.

There can be no assurance that these will be decided in favour of our Company, and consequently it may divert the attention of our management and Promoters and waste our corporate resources and we may incur significant expenses in such proceedings and may have to make provisions in our financial statements, which could increase our expenses and liabilities. If such claims are determined against us, there could be a material adverse effect on our reputation, business, financial condition and results of operations, which could adversely affect the trading price of our Equity Shares. For the details of the cases please refer the chapter titled “**Outstanding Litigations and Material Developments**” beginning on page 218 of this Draft Red Herring Prospectus.

**19. Our business is operating under various laws which require us to obtain approvals from the concerned statutory/regulatory authorities in the ordinary course of business and our inability to obtain, maintain or renew requisite statutory and regulatory permits and approvals for our business operations could materially and adversely affect our business, prospects, results of operations and financial condition.**

Our business requires us to obtain and renew from time to time certain approvals, licenses, registrations and permits, some of which have expired and for which we have either made or are in the process of making an application for obtaining the approval or its renewal. Further, these approvals, licenses, registrations and permissions under various regulations, guidelines, circulars and statutes regulated by various authorities for operating our business activities may contain conditions, some of which could be onerous. There can be no assurance that the relevant authorities will issue these approvals or licenses in a timely manner, or at all. In the event of any unanticipated delay in receipt of such approvals, it will have an adverse impact on our business operations.

Failure by us to renew, maintain or obtain the required permits or approvals at the requisite time may result in the interruption of our operations and may have an adverse effect on our business, financial condition and results of operations. Further, we cannot assure that the approvals, licenses, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Any failure to renew the approvals that have expired or apply for and obtain the required approvals, licenses, registrations or permits, or any suspension or revocation of any of the approvals, licenses, registrations and permits that have been or may be issued to us, may impede our operations. For further details, see “**Government and Other Approvals**” on page 222 of this Draft Red Herring Prospectus. In the event that we are unable to obtain such approvals in a timely manner or at all, our business operations may be adversely affected. We may be involved in any environmental legal proceedings in the course of our business due to non-compliances with terms and conditions of regulatory approvals or authorizations.

**20. Any slowdown, disruption, or adverse developments in the rubber and petrochemical industry, coupled with volatility in the availability and prices of natural rubber, synthetic rubber, carbon black, nylon tyre cord fabric, and other raw materials, may adversely affect our business, financial condition, results of operations, and prospects.**

We are significantly dependent on the availability, price stability, and quality of raw materials such as natural rubber, synthetic rubber, carbon black, nylon tyre cord fabric, and various petrochemical derivatives for the manufacturing of our tyres. Our cost structure is substantially influenced by the procurement of these raw materials, and any volatility in their availability or pricing could adversely affect our operations.

## ***VK Tyre India Limited***

Natural rubber, being an agro-based commodity, is susceptible to risks arising from adverse climatic conditions, pests, diseases, and production shortfalls. In addition, its supply is concentrated in a limited number of countries, making it vulnerable to geopolitical developments, trade restrictions, or regulatory challenges in such regions. Synthetic rubber and petrochemical derivatives are derived from crude oil, and their prices are directly impacted by fluctuations in global crude oil markets, demand-supply imbalances, and foreign exchange movements.

Any adverse developments in the rubber or petrochemical industry, whether due to climatic conditions, crude oil price volatility, regulatory changes, capacity constraints, environmental compliance requirements, or disruptions in logistics and supply chains, could affect the availability, quality, and cost of these raw materials. An increase in raw material prices, without a corresponding ability to pass on such costs to customers, could adversely impact our profit margins. Similarly, deterioration in quality, inconsistency in supply, or delays in delivery may disrupt our production schedules and affect our ability to meet customer requirements.

Further, we do not have long-term fixed-price supply agreements for the procurement of raw materials, which exposes us to the risk of price escalations, shortages, or adverse changes in supplier terms. Any such development could materially and adversely affect our business, manufacturing operations, financial condition, results of operations, and future growth prospects.

### ***21. Our business depends on our ability to protect our intellectual property rights, and any failure to do so may adversely affect our business, financial condition, results of operations, and prospects.***

We rely on our intellectual property (IP), including trademarks and copyrights, to support brand recognition, differentiate our products in the market, and enhance customer recall of products sold under our brand names. As of the date of this Draft Red Herring Prospectus, we hold 12 registered trademarks under the Trade Marks Act, 1999 for our tyre brands and logos, including “VK TYRE,” “Cammy,” “Mud Blaster,” “Mud Power,” “Power Rider,” “Pradhan Plus,” “Rain Master,” “Smart Rider,” and “Trimiler,” along with various device marks under Class 12 and Class 32. Additionally, we hold a registered copyright (Copyright NOC Application No. 89383) under the Copyright Act, 1957.

We believe that our intellectual property registrations provide a reasonable degree of legal protection for our brands and product identifications in the market. However, there can be no assurance, that these rights will not be subjected to challenge, modification, or infringed by third parties and remains a general risk that third parties may attempt to use similar trademarks or branding, which could lead to confusion or dilute the distinctiveness of our marks and logo. In such cases, we may consider legal or administrative remedies, though the enforcement process in India may involve certain delays or costs.

Additionally, some of our trademarks have a finite validity period and are subject to renewal upon expiry (for example, our registrations valid until 2028 and 2032). We cannot assure you that such renewals will always be granted in a timely manner or on favourable terms. Any inadvertent lapse, delay, or rejection of renewal applications may lead to the weakening of our brand protection. Further, we do not hold intellectual property registrations in all jurisdictions where we may market or plan to market our products, exposing us to the risk of third parties using our brand names in such territories.

Any inability to adequately protect, maintain, or enforce our intellectual property rights, or any successful claims that we infringe third-party intellectual property rights, may have an adverse effect on our brand value, reputation, business operations, financial condition, results of operations, and prospects.

### ***22. Certain offices of our Company operate from leased premises, and any inability to comply with or renew such lease arrangements may adversely affect our operations and financial performance.***

Our Company has obtained certain premises on lease or rental basis, which are used for purposes such as storage of raw materials and finished goods (god downs), as well as for functioning of our Clearing and Forwarding Agent Location. Since these premises are not owned by us, our continued right to occupy and operate from them is subject to compliance with the terms of the lease deeds and timely renewal upon expiry. In the event of expiry or non-renewal of such agreements, we may be required to vacate the said premises, which may disrupt our inventory management, logistics, and overall business operations until suitable alternate premises are identified and made operational. For details on the lease arrangements of our Company, please refer to the section titled “***Our Business***” beginning on page 105 of this Draft Red Herring Prospectus.

There can be no assurance that we will, in the future, be able to renew the agreements for these leased premises on the same or similar terms, or will be able to find alternate locations on terms favorable to us, or at all. We may also fail to negotiate the renewal of our lease agreements on commercially acceptable terms, which could result in increased rental expenses or relocation costs. Any such disruptions could adversely affect our ability to conduct operations smoothly, which may, in turn, have a material adverse effect on our business, financial condition, results of operations, and prospects.

**23. Our Company had negative cash flows in the past, details of which are given below. Sustained negative cash flow could impact our growth and business. We have experienced negative cash flows in the past which have been set out below:**

We have experienced negative cash flows in the past which have been set out below:

Particulars	(Amount in ₹ Lakhs)		
	For the financial year ended		
	F.Y. 2024-25	F.Y. 2023-24	F.Y. 2022-23
Net Cash flow from Operating Activities	186.43	377.73	(140.07)
Net Cash flow from Financing Activities	448.79	148.56	598.03
Net Cash flow from Investing Activities	(646.93)	(473.92)	(457.51)

Cash flow of a company is a key indicator to show the extent of cash generated from operations. If we are not able to generate sufficient cash flows in future, it may adversely affect our business and financial operations.

For further details of the cash flows of the company, kindly refer section titled **“Restated Financial Statements”** beginning on Page 156 of this Draft Red Herring Prospectus.

**24. Inventories and trade receivables form a major part of our current assets. Failure to manage our inventory and trade receivables could have an adverse effect on our sales, profitability, cash flow and liquidity.**

Inventories and trade receivables form a major part of our current assets. The results of operations of our business are dependent on our ability to effectively manage our inventory and trade receivables. To effectively manage our inventory, we must be able to accurately estimate customer demand / potential orders and supply requirements and purchase new inventory accordingly. However, if we misjudge expected customer demand / potential orders, it could cause either a shortage of products or an accumulation of excess inventory. During the Fiscals 2025, 2024 and 2023 our inventories were ₹4,601.57 lakhs, ₹3,956.71 lakhs and ₹3,413.44 lakhs. To effectively manage our trade receivables, we must be able to accurately evaluate the 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 we fail to accurately evaluate the credit worthiness of our customers, it may lead to bad debts, delays in recoveries and / or write-offs which could lead to a liquidity crunch, thereby adversely affecting our business and results of operations. During the Fiscals 2025, 2024 and 2023 our trade receivables were ₹1,550.29 lakhs, ₹1,329.06 lakhs and ₹795.29 lakhs. We may be subject to working capital risks due to delays or defaults in payment by clients, which may restrict our ability to procure raw materials and make payments when due. In addition, any delay or failure on our part to supply the required quantity or quality of products, within the time stipulated by our agreements, to our customers may in turn cause delay in payment or refusal of payment by the customer. Such defaults/delays by our customers in meeting their payment obligations to us may have a material effect on our business, financial condition and results of operations. Such situation may require an additional and, consequently, higher finance cost which will adversely impact our profitability.

**25. Our insurance coverage may not be adequate to protect us against all potential losses, which could adversely affect our business, financial condition, and results of operations**

We maintain various insurance policies covering our factories, plant and machinery, raw materials, finished goods, goods in transit, sale depots, and vehicles. However, there can be no assurance that such insurance coverage will adequately protect us from all risks or that claims will be settled in a timely manner. Insurance policies are subject to limitations, exclusions, deductibles, and conditions, and may not cover all potential losses.

In the event of significant events such as fire, natural disasters, industrial accidents, breakdown of machinery, theft, or other unforeseen incidents, our insurance coverage may prove insufficient to fully compensate for the losses suffered. Certain risks, including force majeure events, terrorism, war, or other catastrophic occurrences, may not be insurable at all or may be insured only at significantly higher costs.

Further, we cannot assure you that we will be able to renew our insurance policies on commercially reasonable terms or at all. Any substantial uninsured loss, delays in claims settlement, adverse changes in policy terms, or significant increases in premium costs could have a material adverse effect on our business, financial condition, cash flows, and results of operations, and consequently, may adversely impact investor value.

**26. Our business is dependent on demand from the agriculture, commercial and industrial sector, and any slowdown in these industries, along with increasing competition or operational challenge or operational challenges, could affect our business financial condition, result of operations, and prospects**

## ***VK Tyre India Limited***

Our business is dependent on demand from the agriculture, commercial and industrial sectors, and any slowdown in these industries, along with increasing competition or operational challenges, could affect our business, financial condition, results of operations, and prospects.

A significant portion of our revenues is derived from sales of agricultural and industrial/off-the-road (OTR) tyres. For Fiscal 2024-25, Fiscal 2023-24 and Fiscal 2022-23, sales of agricultural tyres contributed ₹4,800.33 lakhs, ₹4,504.52 lakhs and ₹3,415.13 lakhs, representing 40.90%, 43.60% and 43.41% of our total sales, respectively. During the same periods, sales of industrial and OTR tyres contributed ₹2,435.28 lakhs, ₹1,947.89 lakhs and ₹804.15 lakhs, representing 20.75%, 18.86% and 10.22% of our total sales, respectively. In addition, sales of commercial tyres accounted for ₹1,942.89 lakhs, ₹1,031.72 lakhs and ₹828.24 lakhs, representing 16.55%, 9.99% and 10.53% of our total sales for Fiscal 2024-25, Fiscal 2023-24 and Fiscal 2022-23, respectively.

Our dependence on these categories exposes us to sector-specific risks. Demand for agricultural tyres is closely linked to agricultural output, farm mechanisation, rural credit availability, crop prices, government policies, and monsoon conditions. Similarly, demand for industrial and OTR tyres is influenced by infrastructure activity, mining and construction operations, freight movement, fuel prices, and overall economic conditions, while demand for commercial tyres is affected by transport sector performance, fleet utilisation levels and logistics demand. Any downturn in these sectors, whether due to reduced demand, rising input or fuel costs, regulatory changes, funding constraints, or supply chain disruptions, may adversely affect the demand for our products.

In addition, competitors with greater resources may be able to offer products at lower prices, ensure superior quality, or maintain more reliable delivery schedules, which could lead to loss of customers in these segments. If we are unable to maintain our competitiveness, expand our dealer and distributor network, or adapt to changing market conditions, our revenues and profitability from agricultural, industrial/OTR and commercial tyres could decline.

Given our reliance on these categories, any prolonged slowdown in the agricultural, commercial or industrial/OTR sectors, or the inability to retain or expand our customer base in these markets, could have a material adverse effect on our business, financial condition, results of operations, and prospects.

### ***27. If we are unable to manage our growth effectively and further expand into new markets our business, future financial performance and results of operations could be materially and adversely affected.***

The success of our business will depend on our ability to effectively implement our business and growth strategy. As part of our growth strategy, we aim to, among other things, continue to grow our businesses as and when opportunities exist including by continuing to strengthen our existing product portfolio with attractive growth and profitability prospects, to strive for cost efficiency, attracting and retaining talented employees and focusing on consistently meeting quality standards

As we continue to grow our business and expand into newer markets, we may face several challenges, including as set forth below:

- i. acquiring new customers;
- ii. identifying customer requirements and preferences in such markets;
- iii. obtaining approvals and certifications for our products;
- iv. making accurate assessments of the resources we will require;
- v. preserving a uniform culture, values and work environment;
- vi. developing and improving our internal administrative infrastructure, particularly our financial, operational, communications, internal control and other internal systems;
- vii. recruiting, training and retaining sufficient skilled management, technical and marketing personnel;
- viii. maintaining high levels of customer satisfaction; and
- ix. adhering to expected performance and quality standards.

In pursuing our growth strategy, we will require additional capital investments and cash outlays, which may have a material impact on our cash flows and results of operations. Our operating expenses and capital requirements may increase significantly pursuant to our expansion plans. Our ability to manage our growth effectively requires us to forecast accurately our sales, growth and manufacturing capacity and to expend funds to improve our operational, financial and management controls, reporting systems and procedures. An inability to implement our future business plan, manage our growth effectively, further expand into new markets or failure to secure the required funding on favourable terms or at all could have a material and adverse effect on our business, future financial performance and results of operations.

### ***28. Our Company may face challenges in entering and operating in new export markets due to additional regulatory, operational, market-related risks.***

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Our Company intends to expand into new international markets as part of our growth strategy. However, our success in entering and operating in these new export markets is uncertain. Expansion into new geographies subjects us to challenges such as unfamiliarity with local culture, consumer preferences, and economic conditions; language barriers; difficulties in establishing efficient distribution networks, building brand recognition, and managing operations in regions.

In addition, while we may face significant competition from established local and international tyre manufacturers in new export markets, we have undertaken initiatives to enhance our visibility and brand recognition—such as participating in international trade expos and setting up dedicated counters to showcase our products and engage with potential customers and distributors.

Expansion into export markets expose us to additional risks, including compliance with local laws and regulations, trade restrictions, customs requirements, tariffs and duties (including anti-dumping measures), currency exchange fluctuations, as well as political, economic, or social instability in such regions. These risks may be higher than expected and may adversely impact our ability to achieve the intended benefits of such expansion.

### ***29. Our contingent liabilities and commitments as stated in our Restated Financial Statements could affect our financial condition.***

Our contingent liabilities as stated in our Restated Financial Statements could affect our financial condition. Our contingent liabilities as on March 31, 2025 is Rs. 23.40 lakhs. For further details of the contingent liabilities and commitments of our Company as on March 31, 2025, see “*Restated Financial Statements*” on page 156 of this Draft Red Herring Prospectus. If a significant portion of these liabilities materialize, fully or partly, it could have an effect on our results of operations and financial condition. Further, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the future.

### ***30. We are dependent on third-party transportation providers for the delivery of our raw material and final products. Accordingly, continuing increases in transportation costs or unavailability of transportation services may have an adverse effect on our business, financial condition, results of operations and prospects.***

Our Company does not maintain an in-house transportation fleet and relies on third-party transportation providers for the movement of both raw materials—including natural rubber, synthetic rubber, carbon black, and other inputs—and finished products to our customers and distributors. Our dependence on third parties makes us vulnerable to risks such as delays, strikes, accidents, and non-availability of adequate transportation services. Further, deficiencies in India’s infrastructure, including road networks, port facilities, electricity supply, and communication systems, may disrupt our supply chain and adversely impact our operations.

Transportation costs in India have been rising steadily, and any further increase in freight charges or fuel prices could increase our operating costs. Freight (inward and outward) represented 6.96%, 4.83%, and 8.54% of our total revenue from operations during Fiscals 2025, 2024, and 2023, respectively. If we are unable to pass on such cost increases to our customers through higher product prices, our margins and profitability may be adversely impacted.

Further, in connection with our exports, Our Company relies on international shipping routes and sea freight for the delivery of our products to overseas customers. Disruptions in shipping schedules, increases in export freight charges, port congestion, or imposition of additional export tariffs could result in delayed deliveries, increased costs, and potential penalties. Such factors may also affect our relationships with international customers and distributors.

Any disruption in domestic or international logistics, or sustained increases in transportation or freight costs, could have a material adverse effect on Our Company’s business, financial condition, results of operations, and prospects.

### ***31. Our profitability and business operations are significantly dependent on our ability to successfully anticipate industry trends and customer requirements. Any failure on our part to do so may adversely affect our operations, revenue, financial condition, results of operations, and cash flows.***

Our profitability and business success depend significantly on our ability to ensure continued demand for our products in existing and proposed markets, which requires us to anticipate and respond to evolving customer requirements, industry trends, and regulatory changes. If we are unable to anticipate such requirements or adapt our product portfolio in a timely manner, we may lose market share or customers.

The tyre industry is undergoing structural changes driven by factors such as:

- increasing adoption of radial tyres in commercial vehicles and off-highway segments;
- introduction of electric vehicles and associated requirements for low rolling resistance and noise reduction;
- customer demand for longer-lasting and fuel-efficient tyres;
- stricter safety, performance, and environmental regulations in both domestic and international markets.

Although we are committed to enhancing our product portfolio to respond to such trends, there can be no assurance that we will be successful in developing or adapting our products to meet changing requirements, or that such products will gain acceptance in our existing or new markets. The development of new or improved products requires significant investment of time and resources and involves risks such as:

- ensuring timely development and commercialisation of new tyre designs and product variants;
- adapting to emerging industry standards, evolving vehicle technologies, and competing product offerings;
- aligning our manufacturing and supply chain capabilities with new product specifications.

Any failure on our part to correctly anticipate and respond to changing industry dynamics, technological shifts, or customer preferences may reduce demand for our products, which could have a material adverse effect on our revenue, reputation, financial condition, results of operations, and cash flows.

***32. Any failure by us to fulfill export obligations under government schemes may adversely affect our business and financial condition.***

The Company has availed export incentive schemes under applicable foreign trade policies, such as the Export Promotion Capital Goods (EPCG) scheme and/or the Advance Authorization scheme, which require the fulfillment of specific export obligations within prescribed timelines. Failure to meet such obligations, including export performance or value addition criteria, may result in the Company being liable to pay duties foregone along with applicable interest and penalties.

As of the date of this Draft Red Herring Prospectus, the Company has certain pending export obligations under licenses/authorizations, for which an application has been made for extension of the timelines and the same is currently under consideration by the requisite authority. While the Company is taking necessary steps to seek extension of the timelines and to fulfill such obligations within the stipulated period, there can be no assurance that the Company will be able to meet these in full and within the required timelines. Any non-compliance may lead to adverse actions by customs or regulatory authorities, including denial of future benefits, recovery of duty with interest, or initiation of legal proceedings, which may adversely affect the Company's financial condition, cash flows, and reputation.

***33. Our operating results could be materially harmed if we are unable to accurately forecast customer demand for our products or manage our inventory.***

We strive to maintain optimal inventory levels in order to control our costs and working capital requirements efficiently. Our inventory planning is based on demand projections as well as real-time monitoring of stock levels. However, tyre demand is influenced by multiple external factors, including replacement market requirements, agricultural cycles, international trade conditions, and overall economic trends. Any inaccuracies in demand forecasting may impact our ability to balance inventory levels appropriately, which could lead to overstocking or stockout, thereby affecting our operational efficiency and profitability.

If demand exceeds our forecasts and products are unavailable, we may face loss of sales opportunities, delays in supply to customers, and strain in our customer relationships. On the other hand, if our forecasts overestimate demand, we may accumulate excess inventory. Such excess inventory may lead to higher storage and handling costs, increased working capital requirements, potential inventory write-offs, and the sale of tyres at discounted prices, all of which could reduce our margins and profitability. In addition, tyres are subject to shrinkage and deterioration in quality if stored for extended periods or under suboptimal conditions, which could further impact saleability.

Furthermore, changes in customer preferences, technological advancements such as the increasing adoption of radial tyres or tyres designed for electric vehicles, and regulatory developments could render certain tyre designs obsolete. Any inventory held in respect of such designs may not be saleable in the market or may need to be replaced at a loss. During Fiscals 2025, 2024 and 2023, the value of our inventories was ₹4,601.57 lakhs, ₹3,956.71 lakhs, and ₹3,413.44 lakhs, respectively. For further details regarding our inventories, please refer to the section titled "**Financial Information of the Company**" beginning on page 156 of this Draft Red Herring Prospectus. Any of the aforesaid circumstances could have a material adverse effect on our business, results of operations, financial condition, and cash flows.

***34. Our historical performance is not indicative of our future growth or financial results and we may not be able to sustain our historical growth rates.***

Our revenue from operations increased from ₹8,141.60 lakhs in FY 2022-23 to ₹10,415.29 lakhs in FY 2023-24 and ₹11,992.81 lakhs in FY 2024-25. While our revenue has grown in the past, there can be no assurance that such growth will continue in the future.

Sustaining growth will require significant investments in capacity, technology, distribution, and working capital, and may put pressure on our ability to effectively manage and mitigate both historical and emerging risks.

The tyre industry is highly competitive and cyclical in nature. Demand for tyres is dependent on the performance of the automobile sector, transportation activity, rural and agricultural markets, and infrastructure development. We face competition from both domestic and international tyre manufacturers, including large players with greater financial, technological, and operational resources. These competitors may have advantages over us in areas such as pricing, product quality, durability, brand recognition, distribution reach, and technological capabilities.

In addition, fluctuations in the prices of key raw materials such as natural rubber, synthetic rubber and carbon black as well as volatility in fuel and freight costs, may affect our margins and profitability. Further, a significant portion of our business initiatives, including expansion into export markets and widening of our product portfolio, are in relatively early stages. The success of these initiatives is uncertain and will depend on various external and internal factors.

Accordingly, our historical results of operations should not be regarded as indicative of our future financial or operational performance. We may not be able to sustain our past growth rates, and any failure to achieve our planned growth could materially and adversely affect our business, financial condition, results of operations, and prospects.

***35. Any Penalty or demand raised by statutory authorities in future will affect our financial position of the Company.***

Our business operations are subject to the provisions of taxation laws, including Goods and Services Tax and Income Tax, as well as labour laws such as contributions towards Provident Fund and Employee State Insurance. Any delay or default in compliance with these requirements, or any demand, penalty, or interest levied by the relevant authorities, may result in additional financial burden and adversely impact our financial position. In the past, there have been instances of delay in statutory filings and payments, including GST returns and employee-related contributions, for which late fees and penalties were paid. We cannot assure you that we will not face similar instances in the future, and any such non-compliance may materially and adversely affect our business, financial condition, results of operations and prospects.

***36. We are subject to stringent environmental, health, and safety laws and regulations, and any non-compliance or adverse regulatory action could materially affect our operations and financial condition.***

Our Company's tyre manufacturing operations are subject to extensive environmental, health, safety, and labour-related laws and regulations in India. These include, among others, the Environment (Protection) Act, 1986, the Air (Prevention and Control of Pollution) Act, 1981, the Water (Prevention and Control of Pollution) Act, 1974, the Factories Act, 1948, and the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016, as well as regulations framed by the Ministry of Environment, Forest and Climate Change and the relevant State Pollution Control Boards. These laws govern the treatment, storage, handling, emission, and disposal of materials such as rubber, chemicals, solvents, carbon black, and other by-products used in or generated from the manufacturing of tyres.

Compliance with these requirements involves significant expenditure and continuous management oversight. In the event of any actual or alleged non-compliance, Our Company may be required to incur additional costs towards clean-up and remediation measures, pay fines, penalties, or damages, suspend or modify operations, or face closure of certain facilities by the relevant authorities. Further, amendments to existing laws or the introduction of more stringent environmental and occupational health standards—such as those relating to emissions, waste disposal, energy consumption, or employee safety—may increase our compliance costs and operational challenges.

Further, as Our Company seeks to expand into international markets, it is required to comply with regulatory requirements in those jurisdictions. Our Company has obtained certifications such as REACH (Registration, Evaluation, Authorisation and Restriction of Chemicals) for exports to the European Union, SASO (Saudi Standards, Metrology and Quality Organization) Certification for exports to the Middle East, and SONCAP (Standards Organisation of Nigeria Conformity Assessment Programme) for exports to Nigeria. However, maintaining these certifications requires continuous monitoring, periodic audits, and adherence to evolving regulations. Any failure to maintain these certifications or comply with changes in international regulatory frameworks could materially affect Our Company's business, prospects, financial condition, results of operations, and cash flows.

Given the increasing emphasis on sustainability, environmental protection, and product safety in the automotive and tyre industries, Our Company is also subject to growing scrutiny from regulators, industry bodies, and customers. Any inability to comply with such domestic or international laws and regulations, or any material change in the regulatory framework, could adversely affect Our Company's business, prospects, financial condition, results of operations, and cash flows.

**37. We are subject to restrictive covenants under our credit facilities that limit our operational flexibility.**

The loan agreements entered into by us with bank contain specific covenants which require us to obtain the prior approval/ permission from the bank on the occurrence of certain events such as formulation of any scheme of amalgamation or reconstruction, undertaking of any new project or expansion, making any substantial change in our management set up, any change in our capital structure resulting in reduction of capital, etc. We are required to obtain consent/ approval from our lender before undertaking any such steps which have been mentioned in the loan agreements. There can be no assurance that we will be able to comply with the financial covenants under our financing arrangements. In the event we breach any financial or other covenants contained in any of our financing arrangements, we may be required under the terms of such financing arrangements to immediately repay our borrowings either in whole or in part, together with any related costs. This may adversely impact our results of operations and cash flows. For further details on the Cash Credit Limits and other banking facilities, please see “**Statement of Financial Indebtedness**” on page 156 of this Draft Red Herring Prospectus.

**38. 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 March 31, 2025, our total outstanding indebtedness was Rs. 4,502.49 lakhs.

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.

For further details regarding our indebtedness, see “**Statement of Financial Indebtedness**” on page 205 of this Prospectus.

**39. We are dependent on our Board, Promoters, key managerial personnel and senior management, and the loss of, or our inability to attract or retain, such persons could affect our business, results of operations, financial condition and cash flows.**

Our performance depends largely on the efforts and abilities of our board, promoters, key managerial personnel and senior management. They have gained experience in this line of business and have over the years built relations with suppliers, third party service providers, customers, regulators and other persons who are connected with us and have been actively involved in the day to day operations and management, further we believe that the inputs and experience of our promoters and senior management, in particular, are valuable for product development and manufacturing activities, successful delivery of products and our overall business operations and the strategic directions taken by our Company. For details in relation to the experience of our Key Management Personnel, see “**Our Management**” on page 134 of this Draft Red Herring Prospectus. We cannot assure you that these individuals or any other member of our senior management team will not leave us or join a competitor or that we will be able to retain such personnel or find adequate replacements in a timely manner, or at all. We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires. The loss of the services of such persons may have an effect on our business, results of operations, financial condition and cash flows.

**40. Activities involving our manufacturing process can cause injury to people or property in certain circumstances. A significant disruption at any of our manufacturing facility may adversely affect our production schedules, costs, sales and ability to meet customer demand.**

Although we employ safety procedures in the operation of our manufacturing facilities and maintain what we believe to be adequate insurance coverage, there is a risk that accidents or unforeseen events may occur at any of our facilities. An accident may result in personal injury to employees, destruction of property or equipment, environmental damage, disruption of production, or suspension of operations, which could adversely affect our business. Such accidents may also result in litigation, the outcome of which is uncertain, and the costs of defending such actions and any potential liabilities could be significant. Negative publicity associated with such incidents may further affect our brand and reputation.

If operations at our tyre manufacturing facilities were to be disrupted due to a significant workplace accident, equipment breakdown, natural disaster, fire, explosion, terrorism, labour unrest, power outage, obsolescence, or other unforeseen causes, our financial

performance could be adversely affected by delays in meeting customer demand or committed delivery schedules. In such cases, we may also incur additional costs or be required to make substantial capital expenditures to restore operations or defend litigation claims, which may negatively impact our profitability, cash flows, financial condition, and business prospects.

While we have not experienced any material interruption in our tyre manufacturing activities in the past on account of accidents, there can be no assurance that such interruptions will not occur in the future. Any such disruption may increase costs, reduce sales, and have a material adverse effect on our business, financial condition, results of operations, and cash flows.

***41. We could be harmed by employee misconduct, errors, fraud, or theft, and any such incidents could adversely affect our business, financial condition, results of operations, and reputation.***

Our operations are exposed to the risk of employee misconduct, negligence, fraud, theft, vendor collusion, misreporting, or errors that may be difficult to prevent or detect. Such incidents could lead to significant business risks, including financial losses, inventory shrinkage, operational disruptions, litigation, regulatory sanctions, reputational harm, and diminished customer trust in both domestic and international markets.

Although we have implemented internal controls, training programs, monitoring mechanisms, and insurance coverage, there can be no assurance that such measures will always be effective. For example, instances of negligence, failure to comply with safety or quality protocols, unauthorized transactions, misreporting, or misappropriation of inventory may subject us to claims, penalties, or regulatory scrutiny. Moreover, losses due to theft, fraud, fire, breakage, or other casualties may not be fully covered by insurance and could negatively impact our financial results.

While we have not experienced any material instance of employee misconduct, fraud, or theft in the past, there can be no assurance that such events will not occur in the future. Any such occurrence could materially and adversely affect our business, financial condition, results of operations, cash flows, and goodwill.

***42. Our ability to implement our business strategies effectively is critical to our success, and failure to do so could adversely affect our business and results of operations.***

The success of our business depends significantly on our ability to formulate and implement our business strategies effectively. Our strategies include expanding our product portfolio, enhancing our manufacturing capabilities, improving operational efficiency, growing our presence in domestic and international markets, and strengthening our distribution network. Effective implementation of these strategies will require continued investment, efficient resource allocation, timely execution, and adaptation to changing market dynamics.

There can be no assurance that we will be able to implement these strategies as planned, within the estimated timelines and budgets, or that they will achieve the intended results. External factors, such as changes in government regulations, competitive pressures, evolving customer preferences, or adverse economic conditions, may also affect our ability to successfully execute our business strategies. Failure to implement or adapt our business strategies effectively could adversely affect our growth prospects and may have a material adverse effect on our business, financial condition, results of operations, and prospects.

***43. Loans availed by Our Company has been secured on personal guarantees of our Director. Our business, financial condition, results of operations, cash flows and prospects may be adversely affected in case of invocation of any personal guarantees provided by our Directors.***

Our Promoters, Raj Kumar Dhingra, Sushant Dhingra and Prashant Kumar Dhingra has provided personal guarantee to secure a significant portion of our existing borrowings taken from the banks and may continue to provide such guarantees and other security post listing. In case of a default under our loan agreements, any of the personal guarantees provided by the aforesaid may be invoked which could negatively impact their reputation and net worth. Also, we may face certain impediments in taking decisions in relation to our Company, which in turn would result in a material adverse effect on our financial condition, business, results of operations and prospects and would negatively impact our reputation. We may also not be successful in procuring alternate guarantees/ alternate security satisfactory to the lenders, as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our financial condition and cash flows. For further details regarding loans availed by our Company, please refer "***Statement of Financial Indebtedness***" on page 205 of this Draft Red Herring Prospectus.

***44. Excessive dependence on Punjab National Bank in respect of Loan facilities obtained by our Company.***

Our Company has been sanctioned bank guarantees, letter of credit, and cash credit facilities by Punjab National Bank. We are significantly dependent on these facilities, and any default or adverse change in our arrangement with Punjab National Bank could

affect the availability of funds required for our operations, which may in turn adversely impact our business, financial condition, and results of operations.

***45. Our lenders have charge over properties in respect of finance availed by us.***

We have secured our lenders by creating a charge over the movable properties of our Company as well as immovable properties of certain directors in respect of the cash credit limits and term loans availed from Punjab National Bank and Axis Bank. These loans are secured by hypothecation of our current assets and mortgage of immovable assets of directors. In the event of any default, our lenders may enforce these charges, which could adversely affect our business, financial condition, and results of operations. For further information, please refer to the chapter “***Statement of Financial Indebtedness***” beginning on page 205 of this Draft Red Herring Prospectus.

***46. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule.***

The proposed fund requirement as detailed in the section titled “***Objects of the Issue***” is to be funded from the proceeds of this Issue. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute our future plans/strategy within the given timeframe. For details, please refer to the Chapter titled “***Objects of the Issue***” beginning on page 79 of this Draft Red Herring Prospectus.

***47. Adverse publicity regarding our products could negatively impact us.***

Adverse publicity regarding our products, or similar products marketed or sold by competitors, could negatively affect customer perception of our brand. Concerns relating to the quality, durability, performance, or safety of our tyres could harm our reputation and reduce demand for our products, which may adversely affect customer acquisition, sales, revenues, cash flows, and ultimately our business, financial condition, and results of operations.

***48. We have in the past entered into related party transactions and may continue to do so in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our Company’s financial condition and results of operations.***

Our Company has entered into various transactions with our directors, promoters and other related entity. These transactions, inter-alia includes purchases, sales, loans and advances etc. For details, please refer to “***Annexure Z- Related Party Transactions***” under Section titled “***Financial Information of the Company***” and Chapter titled “***Capital Structure***” beginning on page 194 and 65 respectively of this Draft Red Herring Prospectus. Our Company has entered into such transactions due to easy proximity and quick execution. Although all related-party transactions that we may enter into in the future are subject to approval by our Audit Committee, Board or shareholders, as required under the Companies Act, we cannot assure you that such future transactions or any other future transactions, individually or in aggregate, will not have an adverse effect on our financial condition and results of operations or that we could not have achieved more favorable terms if such transactions are not entered into with related parties.

Furthermore, it is likely that we may enter into related party transactions in the future. Any future transactions with our related parties could potentially involve conflicts of interest. Accordingly, there can be no assurance that such transactions, individually or in the aggregate, will not have a material adverse effect on our business, financial condition, cash flows, results of operations and prospects.

***49. If we fail to maintain an effective system of internal controls, we may not be able to successfully manage our operations or accurately report our financial results.***

Effective internal controls are necessary for us to prepare reliable financial statements, safeguard our assets, and effectively prevent and detect fraud, misuse of funds, or errors. Any deficiencies or lapses in our internal control systems may adversely impact our ability to record, process, and report accurate financial and operational information in a timely manner. Although we have implemented internal controls, there can be no assurance that such measures will be adequate or will not deteriorate over time. Further, if any material weaknesses are identified in a delayed manner, our corrective actions may not be sufficient to rectify them promptly. Such instances could also adversely affect our reputation, creditworthiness, and stakeholder confidence, which may in turn negatively impact our business, results of operations, and financial condition.

***50. Our ability to pay any dividends will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.***

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We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholder's investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our Dividend history refer to the Section "***Dividend Policy***" on page 155 of the Draft Red Herring Prospectus.

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

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by us may dilute your shareholding in the Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. No assurance may be given that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our significant shareholders, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. We cannot assure you that we will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

### ***52. Certain data mentioned in this Draft Red Herring Prospectus has not been independently verified.***

This Draft Red Herring Prospectus contains information relating to the tyre industry, market size, growth rates, demand forecasts and other data that has been derived from industry reports, government publications and publicly available sources. While we believe such information to be reliable, it has not been independently verified by us or any independent agency, and statistical data and industry information may also be prepared on a different basis than comparable data available for other countries or markets. Accordingly, we cannot assure you of the accuracy, completeness or reliability of such data, and undue reliance should not be placed on such information when making investment decisions.

### ***53. The average cost of acquisition of Equity Shares by our Promoters, is lower than the face value of Equity Share.***

The average cost of acquisition of Equity Shares of our Promoter i.e., Raj Kumar Dhingra, Sushant Dhingra, Prashant Kumar Dhingra, Lata Dhingra, Geeta Dhingra and Pooja Dhingra are lower than the face value of Equity Shares i.e., Rs. 10/-. For further details regarding the average cost of acquisition of Equity Shares by our Promoters in our Company and build-up of Equity Shares of our Promoters in our Company, please see Chapter titled "***Capital Structure***" beginning on page 65 of this Draft Red Herring Prospectus

### ***54. Our Promoters and the Promoter Group will jointly continue to retain majority shareholding in our Company after the offer, which will allow them to determine the outcome of the matters requiring the approval of shareholders.***

Our promoters along with the promoter group will continue to hold collectively [●] of the Post Issue equity share capital of the company. As a result of the same they will be able to exercise significant influence over the control of the outcome of the matter that requires approval of the majority shareholder's vote. Such a concentration of the ownership may also have the effect of delaying, preventing or deterring any change in the control of our company. In addition to the above, our promoters will continue to have the ability to take actions that are not in, or may conflict with our interest or the interest of some or all of our minority shareholders, and there is no assurance that such action will not have any adverse effect on our future financials or results of operations.

### ***55. The Issue price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue and the market price of our Equity Shares may decline below the Issue price and you may not be able to sell your Equity Shares at or above the Issue Price.***

The Issue price of the equity shares has been based on many factors and may not be indicative of the market price of our Equity Shares after the Issue. For further information please refer the section titled "***Basis for Issue Price***" beginning on page 86 of the Draft Red Herring Prospectus. The market price of our Equity Shares could be subject to significant fluctuations after the Offer, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Offer Price.

### ***56. Industry information included in this Draft Red Herring Prospectus has been derived from industry sources. There can be no assurance that such third-party statistical, financial and other industry information is complete, reliable or accurate.***

This Draft Red Herring Prospectus includes information on Industry in which we operate from various sources. For further details, please see "***Industry Overview***" beginning on page 97. The data has been furnished by independent agency on their websites and has

no relationship with our Company, its Promoters, Directors, or the Book Running Lead Manager as on the date of this Draft Red Herring Prospectus. The data used in these sources may have been reclassified by us for the purposes of presentation and may also not be comparable. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.

***57. We have issued Equity Shares during the last one year at a price that will be below the Offer Price.***

In the preceding 12 months, we have made an allotment of 56,25,000 Equity Shares as bonus issue which are issued at a price which will be below the Offer price. For details relating to list of allottees, date of allotment etc. please refer to section titled “***Capital Structure***” on page 65 of this Draft Red Herring Prospectus.

***58. Significant differences exist between Indian GAAP and other accounting principles, such as Ind AS, IFRS and U.S. GAAP, which may be material to investors’ assessments of our financial condition, result of operations and cash flows.***

Our restated summary statements of assets and liabilities, restated summary statements of profit and loss and cash flows for the Fiscals 2025, 2024 and 2023 have been prepared in accordance with the Indian GAAP. We have not attempted to quantify the impact of US GAAP, IFRS or any other system of accounting principles on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of US GAAP, IFRS or any other accounting principles. Ind AS, US GAAP and IFRS differ in significant respects from Indian GAAP. Accordingly, the degree to which the Restated Financial Information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Ind AS, Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

***59. There is no guarantee that the Equity Shares issued pursuant to the Issue will be listed on the SME Platform of BSE (BSE SME) in a timely manner or at all.***

In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuance of Equity Shares to be submitted. There could be a failure or delay in listing the Equity Shares on the SME Platform of BSE. Any failure or delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

***60. The Objects of the Issue for which funds are being raised have not been appraised by any bank or financial institution. Any variation between the estimation and actual expenditure as estimated by the management could result in execution delays or influence our profitability adversely.***

The fund requirement and deployment, as mentioned in the “***Objects of the Issue***” on page 79 of this Draft Red Herring Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under chapter “***Objects of the Issue***” is at the discretion of our Board of Directors and will be subject to monitoring by an external independent agency appointed for the purpose. Further, we cannot assure that the actual costs or schedule of implementation as stated under chapter “***Objects of the Issue***” will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

***61. We may be subject to surveillance measures, such as the Additional Surveillance Measures (ASM) and the Graded Surveillance Measures (GSM) by the Stock Exchanges which may adversely affect trading price of our Equity Shares.***

SEBI and Stock Exchanges in order to enhance market integrity and safeguard interest of investors, have been introducing various enhanced pre-emptive surveillance measures. The main objective of these measures is to alert and advice investors to be extra cautious while dealing in these securities and advice market participants to carry out necessary due diligence while dealing in these securities. Accordingly, SEBI and Stock Exchanges have provided for (a) GSM on securities where such trading price of such securities does not

commensurate with financial health and fundamentals such as earnings, book value, fixed assets, net-worth, price per equity multiple and market capitalization; and (b) ASM on securities with surveillance concerns based on objective parameters such as price and volume variation and volatility. On listing, we may be subject to general market conditions which may include significant price and volume fluctuations. The price of our Equity Shares may also fluctuate after the offer due to several factors such as volatility in the Indian and global securities market, our profitability and performance, performance of our competitors, changes in the estimates of our performance or any other political or economic factor. The occurrence of any of the abovementioned factors may trigger the parameters identified by SEBI and the Stock Exchanges for placing securities under the GSM or ASM framework such as net worth and net fixed assets of securities, high low variation in securities, client concentration and close to close price variation. In the event our Equity Shares are subject to such pre-emptive surveillance measures implemented by the Stock Exchange, we may be subject to certain additional restrictions in connection with trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active trading market for our Equity Shares.

**62. *We may require further equity issuance, which will lead to dilution of equity and may affect the market price of our Equity Shares or additional funds through incurring debt to satisfy our capital needs, which we may not be able to procure and any future equity offerings by us.***

Our growth is dependent on having a strong balance sheet to support our activities. In addition to the IPO Proceeds and our internally generated cash flow, we may need other sources of financing to meet our capital needs which may include entering into new debt facilities with lending institutions or raising additional equity in the capital markets. We may need to raise additional capital from time to time, dependent on business conditions. The factors that would require us to raise additional capital could be business growth beyond what the current balance sheet can sustain; additional capital requirements imposed due to changes in regulatory regime or significant depletion in our existing capital base due to unusual operating losses. Any fresh issue of shares or convertible securities would dilute existing holders, and such issuance may not be done at terms and conditions, which are favourable to the then existing shareholders of our Company. If our Company decides to raise additional funds through the incurrence of debt, our interest obligations will increase, and we may be subject to additional covenants, which could further limit our ability to access cash flows from our operations. Such financings could cause our debt to equity ratio to increase or require us to create charges or liens on our assets in favor of lenders. We cannot assure you that we will be able to secure adequate financing in the future on acceptable terms, in time, or at all. Our failure to obtain sufficient financing could result in the delay or abandonment of our expansion plans. Our business and future results of operations may be affected if we are unable to implement our expansion strategy.

Any future issuance of Equity Shares by our Company may dilute shareholding of investors in our Company; and hence affect the trading price of our Company's Equity Shares and its ability to raise capital through an issue of its securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Company's Equity Shares. Additionally, the disposal, pledge or encumbrance of Equity Shares by any of our Company's major shareholders, or the perception that such transactions may occur may affect the trading price of the Equity Shares. No assurance may be given that our Company will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future

**63. *The Equity Shares have never been publicly traded, and, after the Issue, 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 Issue, 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 Issue. Listing and quotation do not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The Issue Price of the Equity Shares is proposed to be determined 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.

**64. *Any of the Bidders are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid.***

Pursuant to the SEBI ICDR Regulations, Any of the Bidders are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. While we are required to complete Allotment, listing and commencement of trading pursuant to the Offer within three (3) Working Days from the Bid/ Offer Closing Date, events affecting the Bidders' decision to invest in our Equity Shares, including adverse changes in international or national monetary policy, financial,

political or economic conditions, our business, results of operations, cash flows and financial condition may arise between the date of submission of the Bid and Allotment, listing and commencement of trading. We may complete the Allotment, listing and commencement of trading of our Equity Shares even if such events occur and such events may limit the Bidders' ability to sell our Equity Shares Allotted pursuant to the Offer or may cause the trading price of our Equity Shares to decline on listing

**EXTERNAL RISK FACTORS**

***65. Our business, results of operations and financial condition are dependent on prevailing global and Indian economic conditions, and any slowdown or instability may adversely affect us.***

The performance and growth of our business are directly linked to the overall health of the Indian economy, which in turn is influenced by global macroeconomic developments. India has previously experienced periods of economic slowdown resulting from global financial instability, liquidity crises, volatility in interest and foreign exchange rates, fluctuations in crude oil and commodity prices, rising inflation, and weak monsoon conditions impacting agricultural output. A downturn in economic growth, whether in India or globally, may reduce demand for tyres, impact disposable income levels of end consumers, and increase raw material and borrowing costs, all of which could materially and adversely affect our operations.

Furthermore, investor sentiment towards India is often impacted by developments in other emerging markets. A loss of confidence in financial systems of other economies may trigger capital outflows and increased volatility in Indian equity and debt markets. Factors such as trade imbalances, a downgrade of India's sovereign credit rating, fiscal deficits, or reduction in foreign exchange reserves could tighten liquidity and increase interest rates, thereby affecting both our access to finance and cost of borrowing. Any prolonged slowdown in India's GDP growth or persistent inflationary pressures may significantly impact our business, cash flows, financial condition, and prospects, as well as the market price of our Equity Shares.

***66. Adverse geopolitical conditions such as an increased tension between India and its neighbouring countries, Russia-Ukraine conflict, tariff hike from USA and European countries could adversely affect our business, results of operations and financial condition.***

Adverse geopolitical conditions, including heightened tensions between India and its neighbouring countries that may result in military conflict, could adversely affect our business and operations. Such events may lead to restrictions by the Government of India or other countries on the import or export of our products. We could also be impacted by the introduction or increase of import tariffs in India or in countries where we service customers, or by changes in trade agreements between nations. For instance, the Government of India has imposed additional tariffs, including countervailing and anti-dumping duties, on a number of items imported from China. Similarly, countries such as the USA have introduced reciprocal tariffs on imports from India. Any such measures, including reciprocal duties imposed by China, the USA, or other countries, may adversely affect our results of operations and financial condition.

Further, the ongoing Russia-Ukraine conflict has disrupted global trade and contributed to volatility in oil and gas prices, which in turn could create inflationary pressures on the Indian economy and adversely affect our operations.

In addition, unforeseen global events such as natural disasters, epidemics or pandemics, or changes in global monetary policy may disrupt supply chains, cause volatility in crude oil and natural rubber prices, and adversely affect our business. Accordingly, any sustained global economic or geopolitical disruption may materially and adversely affect our business, results of operations, financial condition, and the trading price of our Equity Shares.

***67. Fluctuations in the value of the Indian Rupee against foreign currencies may adversely affect our results of operations.***

We import certain raw materials such as synthetic rubber, chemicals, and other components, and also undertake exports of our tyres. As a result, we are exposed to foreign exchange risks arising from fluctuations in the value of the Indian Rupee against major currencies such as the U.S. Dollar and Euro. Depreciation of the Rupee could increase the cost of our imports, adversely impacting our raw material costs and profitability, while appreciation of the Rupee could make our exports less competitive and reduce realizations. Although we may adopt hedging strategies to mitigate foreign currency risks, there can be no assurance that such measures will fully protect us against adverse movements. Any significant volatility in exchange rates could materially affect our financial condition, results of operations, and cash flows.

***68. Our business may be adversely affected by inflation, interest rate fluctuations, and other financial market conditions.***

High inflation levels increase the cost of raw materials such as natural rubber, synthetic rubber, carbon black, and petrochemical derivatives, as well as energy, transportation, and employee costs. If we are unable to pass on such increases to our customers in a

timely and competitive manner, our margins may be adversely impacted. Further, any increase in interest rates could raise our finance costs and reduce profitability. Tightening liquidity conditions in the Indian financial system may also restrict our ability to access cost-effective capital for working capital requirements or expansion projects. Prolonged inflationary pressures or rising interest rates could therefore adversely affect our results of operations and financial condition.

***69. Our ability to raise additional capital in the future may be limited and could affect our growth plans.***

We may require additional capital in the future for expansion of capacity, modernization of our facilities, product development, marketing initiatives, or debt repayment. Our ability to raise such funds will depend on factors such as investor sentiment, our financial performance, prevailing economic conditions, and regulatory approvals. There can be no assurance that we will be able to raise capital on commercially favorable terms, in a timely manner, or at all. If we are unable to obtain adequate financing, we may have to delay or curtail our business plans, which could adversely affect our growth prospects, business, and results of operations.

***70. Our ability to attract and retain qualified personnel is critical to our success.***

The tyre industry is highly dependent on technical expertise, skilled manpower, and experienced professionals for functions such as manufacturing, quality assurance, research and development, supply chain management, and sales and distribution. Our success depends on our ability to attract, train, and retain qualified employees, while also motivating them to perform effectively. Competition for skilled professionals is intense, and attrition rates in the manufacturing sector can be high. If we fail to retain our existing key personnel or to recruit and train additional employees in a timely manner, our operations, expansion plans, and ability to achieve business objectives may be adversely affected.

***71. Investors may be subject to Indian taxes on income arising by way of dividends or the sale of Equity Shares.***

Under the current tax regime in India, dividends received by shareholders are taxable in the hands of the investors, and capital gains arising from the sale of Equity Shares are also subject to tax. The tax rates applicable to such income vary depending on the holding period of the shares, the category of investor, and applicable tax treaties. Changes in the tax laws or their interpretation, or the introduction of new taxes, could increase the tax burden of our shareholders. Investors should consult their tax advisors with respect to their tax liability arising out of the purchase, ownership, and disposal of Equity Shares. Any such changes in taxation could adversely affect the return on investment in our Equity Shares.

**SECTION IV- INTRODUCTION****THE ISSUE**

<b>PRESENT ISSUE IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS</b>	
<b>Equity Shares Offered through Public Issue<sup>(1)(2)</sup></b>	Issue of upto 47,20,000* Equity Shares of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs.
<b>Out of which:</b>	
<b>Issue Reserved for the Market Makers</b>	Upto [●] Equity Shares of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹ [●] Lakhs
<b>Net Issue to the Public</b>	Upto [●] Equity Shares of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
<b>Out of which*</b>	
A. QIB Portion <sup>(3)(4)</sup>	Not more than [●] Equity Shares of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
<b>Of which</b>	
i) Anchor Investor Portion	Upto [●] Equity Shares of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Upto [●] Equity Shares of ₹10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
<b>Out Of which</b>	
(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Upto [●] Equity Shares of ₹10 each for cash at a price of ₹ [●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
(b) Balance of QIB Portion for all QIBs including Mutual Funds	Upto [●] Equity Shares of ₹10 each for cash at a price of ₹ [●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
B. Non-Institutional Portion	Not less than [●] Equity Shares of ₹10 each for cash at a price of ₹ [●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
<b>Of which</b>	
a. One-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹ 2,00,000 to ₹ 10,00,000	Upto [●] Equity Shares having face value of ₹10/- each at an Offer Price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share) aggregating to ₹ [●] Lakhs
b. Two-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹ 10,00,000	Upto [●] Equity Shares having face value of ₹10/- each at an Offer Price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share) aggregating to ₹ [●] Lakhs
C. Retail Portion	Not less than [●] Equity Shares of ₹ 10 each for cash at a price of ₹[●] (including a Share premium of ₹[●] per Equity Share) per share aggregating to ₹[●] Lakhs
<b>Pre and Post – Issue Equity Shares</b>	
<b>Equity Shares outstanding prior to the Issue</b>	1,31,25,000 Equity Shares of face value of Rs.10 each.
<b>Equity Shares outstanding after the Issue</b>	Upto 1,78,45,000 Equity Shares of face value Rs.10 each.
<b>Use of Net Proceeds by our Company</b>	Please see the chapter titled “ <i>Objects of the Issue</i> ” on page 79 of this Draft Red Herring Prospectus.

\*Subject to finalisation of the Basis of Allotment, Number of shares may need to be adjusted for lot size upon determination of issue price.

(1) Public issue of upto 47,20,000 Equity Shares face value of Rs.10.00 each for cash at a price of Rs. [●] per Equity Share of our Company aggregating to Rs. [●] Lakhs. This issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details please refer to section “*Issue Structure*” beginning on page 252 of this Draft Red Herring Prospectus.

**Notes:**

- 1) The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229(2) of SEBI (ICDR) Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being offered to the public for subscription.
- 2) The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on August 05, 2025 and by the shareholder of our Company, vide a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on August 16, 2025.
- 3) The SEBI (ICDR) Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to NonInstitutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Individual Bidders and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price. Accordingly, we have allocated the Net Issue i.e. not more than 50% of the Net Issue to QIB and not less than 35% of the Net Issue shall be available for allocation to Individual Investors who applies for minimum application size and not less than 15% of the Net Issue shall be available for allocation to non-institutional bidders. Further, (a) 1/3rd of the portion available to NIBs shall be reserved for applicants with an application size of more than two lots and up to such lots equivalent to not more than ₹ 10 lakhs and (b) 2/3rd of the portion available to NIBs shall be reserved for applicants with an application size of more than ₹ 10 lakhs. Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), could be allocated to applicants in the other sub-category of NIBs. The allocation to each NIB shall not be less than the minimum NIB Application Size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, was available for allocation on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.
- 4) Subject to valid Bids being received at or above the Issue Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.
- 5) Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, please refer section titled “**Issue Procedure**” beginning on page 256 of this Draft Red Herring Prospectus.

## SUMMARY OF RESTATED FINANCIAL STATEMENTS

## Annexure I

## RESTATED STANDALONE STATEMENT OF ASSETS AND LIABILITIES

(Amount in Rs. Lakhs)

PARTICULARS		As at		
		31-03-2025	31-03-2024	31-03-2023
<b>A)</b>	<b>EQUITY AND LIABILITIES</b>			
1.	Shareholders' Funds			
(a)	Share Capital	1312.50	750.00	750.00
(b)	Reserves & Surplus	634.59	663.71	163.44
(c)	Money received against share warrants	-	-	-
		<b>1947.09</b>	<b>1413.71</b>	<b>913.44</b>
2.	<b>Non-Current Liabilities</b>			
(a)	Long Term Borrowings	611.79	619.36	675.40
(b)	Deferred Tax Liabilities (Net)			
(c)	Other Long-Term Liabilities	62.50	182.81	202.06
(d)	Long Term Provisions	73.76	53.08	35.22
		<b>748.05</b>	<b>855.25</b>	<b>912.67</b>
3.	<b>Current Liabilities</b>			
(a)	Short Term Borrowings	3890.70	3177.41	2712.64
(b)	Trade Payables			
(i)	total outstanding dues of micro enterprises and small enterprises; and	567.95	166.41	900.58
(ii)	total outstanding dues of creditors other than micro enterprises and small enterprises	530.98	1416.26	498.38
(c)	Other Current Liabilities	853.45	216.10	204.09
(d)	Short Term Provisions	206.64	283.64	24.10
		<b>6049.72</b>	<b>5259.82</b>	<b>4339.79</b>
	<b>Total</b>	<b>8744.86</b>	<b>7528.78</b>	<b>6165.90</b>
<b>B)</b>	<b>ASSETS</b>			
1.	<b>Non-Current Assets</b>			
(a)	Property, Plant & Equipment and Intangible Assets			
i)	Property, Plant & Equipment	2337.14	2007.54	1757.32
ii)	Intangible Assets	0.75	0.23	0.16
iii)	Capital Work in Progress	-	-	-
iv)	Intangible Assets under development	-	-	-
		<b>2337.90</b>	<b>2007.77</b>	<b>1757.47</b>
(b)	Non-Current Investment	-	-	-
(c)	Deferred Tax Assets (Net)	45.63	46.69	15.72
(d)	Long Term Loans and Advances	-	-	-
(e)	Other Non-Current Assets	1.66	4.80	57.61
		<b>47.29</b>	<b>51.49</b>	<b>73.33</b>
2.	<b>Current Assets</b>			
(a)	Current Investments	-	-	-
(b)	Inventories	4601.57	3956.71	3413.44
(c)	Trade Receivables	1550.29	1329.06	795.29
(d)	Cash and Bank Balances	47.69	59.41	7.04
(e)	Short-Term Loans and Advances	49.35	56.06	59.75
(f)	Other Current Assets	110.77	68.28	59.58
		<b>6359.68</b>	<b>5469.52</b>	<b>4335.10</b>
	<b>Total</b>	<b>8744.86</b>	<b>7528.78</b>	<b>6165.90</b>

## RESTATED STANDALONE STATEMENT OF PROFIT AND LOSS

(Amount in Rs. Lakhs)

PARTICULARS		For the Year ended on		
		31-03-2025	31-03-2024	31-03-2023
1	<b>Revenue From Operation</b>	11992.81	10415.29	8141.60
2	<b>Other Income</b>	288.10	100.69	82.39
3	<b>Total Income (1+2)</b>	<b>12280.91</b>	<b>10515.98</b>	<b>8223.99</b>
4	<b>Expenditure</b>			
(a)	Cost of Material Consumed	7265.62	6516.85	5779.58
(b)	Purchases of Stock in Trade	248.15	171.59	163.22
(c)	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	(121.84)	(359.51)	(1052.03)
(d)	Employee Benefit Expenses	1184.25	908.99	640.57
(e)	Finance Cost	264.01	266.63	194.43
(f)	Depreciation and Amortisation Expenses	324.49	279.69	222.32
(g)	Other Expenses	2368.60	1985.10	2072.51
5	<b>Total Expenditure 4(a) to 4(g)</b>	<b>11533.28</b>	<b>9769.33</b>	<b>8020.60</b>
6	<b>Profit/(Loss) Before Exceptional &amp; extraordinary items &amp; Tax (3-5)</b>	<b>747.63</b>	<b>746.65</b>	<b>203.39</b>
7	Exceptional item		-	-
8	Profit/(Loss) Before extraordinary items (6-7)	747.63	746.65	203.39
9	Extraordinary Items		-	-
10	<b>Profit before tax (8-9)</b>	<b>747.63</b>	<b>746.65</b>	<b>203.39</b>
11	Tax Expense:			
(a)	Tax Expense for Current Year	213.20	277.34	62.75
(b)	Deferred Tax	1.06	(30.97)	(21.78)
	Net Current Tax Expenses	214.26	246.37	40.97
12	<b>Profit/(Loss) for the Year (10-11)</b>	<b>533.37</b>	<b>500.28</b>	<b>162.42</b>
13	<b>Earnings Per Equity Share (EPES)</b>			
	<b>Basic EPS (in INR)</b>	<b>4.06</b>	<b>3.81</b>	<b>1.24</b>
	<b>Diluted EPS (in INR)</b>	<b>4.06</b>	<b>3.81</b>	<b>1.24</b>

**Annexure III**  
**RESTATED STANDALONE CASH FLOW STATEMENT**

(Amount in Rs. Lakhs)

PARTICULARS	For the year ended on		
	31-03-2025	31-03-2024	31-03-2023
<b>A) Cash Flow From Operating Activities :</b>			
<b>Net Profit before tax</b>	<b>747.63</b>	<b>746.65</b>	<b>203.39</b>
Adjustment for :			
Depreciation	324.49	279.69	222.32
Interest Paid	256.93	260.17	188.69
Interest Income	(4.54)	(3.26)	(1.47)
Adjustment made in Opening Reserve	(24.24)	-	(82.10)
<b>Operating profit before working capital changes</b>	<b>1300.28</b>	<b>1283.25</b>	<b>530.84</b>
<b>Changes in Working Capital</b>			
(Increase)/Decrease in Inventory	(644.86)	(543.27)	(1045.27)
(Increase)/Decrease in Trade Receivables	(221.23)	(533.77)	(76.41)
(Increase)/Decrease in Short Term Loans & Advances	6.72	3.69	27.40
(Increase)/Decrease in Other Current Assets	(42.49)	(8.70)	260.98
Increase/(Decrease) in Trade Payables	(483.74)	183.71	312.23
Increase/(Decrease) in Other Current Liabilities	637.35	12.01	29.14
Increase/(Decrease) in Short Term Provisions	54.26	3.37	(98.15)
Increase/(Decrease) in other Long-Term Liabilities	(120.31)	(19.25)	(44.62)
Increase/(Decrease) in Long Term Provisions	20.67	17.87	35.22
<b>Cash generated from operations</b>	<b>506.66</b>	<b>398.90</b>	<b>(68.64)</b>
Less:- Income Taxes paid	(320.22)	(21.18)	(71.43)
<b>Net cash flow from operating activities</b>	<b>186.43</b>	<b>377.73</b>	<b>(140.07)</b>
<b>B) Cash Flow From Investing Activities :</b>			
Increment in Fixed Assets including CWIP	(654.61)	(529.98)	(485.65)
(Increase)/Decrease in Long Term Loans and Advances	-	-	30.00
(Increase)/Decrease in Other Non-Current Assets	3.14	52.81	(3.33)
Interest Income	4.54	3.26	1.47
<b>Net cash flow from investing activities</b>	<b>(646.93)</b>	<b>(473.92)</b>	<b>(457.51)</b>
<b>C) Cash Flow From Financing Activities :</b>			
Proceeds from Issue of Share Capital	-	-	50.00
Increase/(Decrease) in Long Term Borrowings	(7.57)	(56.04)	(1491.17)
Increase/(Decrease) in Short Term Borrowings	713.29	464.77	2227.89
Interest Paid	(256.93)	(260.17)	(188.69)
<b>Net cash flow from financing activities</b>	<b>448.79</b>	<b>148.56</b>	<b>598.03</b>
Net Increase/(Decrease) In Cash & Cash Equivalents	(11.71)	52.37	0.45
Cash equivalents at the beginning of the year	59.41	7.04	6.59
<b>Cash equivalents at the end of the year</b>	<b>47.69</b>	<b>59.41</b>	<b>7.04</b>
Notes :-	<b>31-03-2025</b>	<b>31-03-2024</b>	<b>31-03-2023</b>
<b>1.Component of Cash and Cash equivalents</b>			
Cash in hand	9.40	3.80	3.18
Balance With banks	3.60	30.92	3.86
Other Bank Balance	34.69	24.70	0.00
<b>Total</b>	<b>47.69</b>	<b>59.41</b>	<b>7.04</b>

**GENERAL INFORMATION**

**Brief Summary:**

Our Company was originally incorporated as a Limited Company under the name “VK Tyre India Limited” on August 26, 2014 bearing CIN U25203UP2014PLC065687 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Uttar Pradesh.

For further details please refer to chapter titled “*History and Certain Corporate Matters*” beginning on page 129 of this Draft Red Herring Prospectus.

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

**Corporate identity number:** U25203UP2014PLC065687

**Registration No.:** 065687

**Registered Office:**

**VK Tyre India Limited**

Pawan Puri Behind Sybly Industries Ltd.,  
Muradnagar, 201206, Ghaziabad, Uttar Pradesh, India.

**Tel. No.:** +91-01232-297330/31

**E-mail:** info@vktyre.com

**Website:** [www.vktyre.com](http://www.vktyre.com)

**Address of the RoC**

**Registrar of Companies, Uttar Pradesh, Kanpur**

37/17, Westcott Building, The Mall,  
Kanpur-208001 Uttar Pradesh

**Phone No:** 0512-2310443, 2310227, 2310323

**E-mail:** [roc.kanpur@mca.gov.in](mailto:roc.kanpur@mca.gov.in)

**Website:** [www.mca.gov.in](http://www.mca.gov.in)

**Board of Directors:**

The Board of Directors of our Company as on the date of filing of this Draft Red Herring Prospectus consists of:

<b>Name of Director</b>	<b>Designation</b>	<b>Address</b>	<b>DIN</b>
Raj Kumar Dhingra	Chairman & Managing Director	House No. B 17, Street No 2, Gurunanakpura, Modi Nagar, Ghaziabad, Uttar Pradesh- 201204	00982525
Sushant Dhingra	Whole Time Director	House No. B 17, Street No 2, Gurunanakpura, Modi Nagar, Ghaziabad, Uttar Pradesh- 201204	01070380
Prashant Kumar Dhingra	Whole Time Director	House No. B 17, Street No 2, Gurunanakpura, Modi Nagar, Ghaziabad, Uttar Pradesh- 201204	06952369
Geeta Dhingra	Non-Executive Director	House No. B 17, Street No 2, Gurunanakpura, Modi Nagar, Ghaziabad, Uttar Pradesh- 201204	06952361
Kuldeep Bansal	Independent Director	331/1, Aashiana Devpuri, Meerut Cantt, Meerut, Uttar Pradesh, India-250001	10892128
Ravi Kant Jain	Independent Director	House no. D-24, Street no. 04, Gurunanakpura, Modinagar, Ghaziabad, Uttar Pradesh, India-201204	10909885

For further details in relation to our Directors, please refer to chapter titled “*Our Management*” on page 134 of this Draft Red Herring Prospectus.

<b>Chief Financial Officer</b>	<b>Company Secretary &amp; Compliance Officer</b>
<b>Sushant Dhingra</b> <b>VK Tyre India Limited</b> Pawan Puri Behind Sybly Industries Ltd., Muradnagar, 201206, Ghaziabad, Uttar Pradesh, India.	<b>Deepika Gupta</b> <b>VK Tyre India Limited</b> Pawan Puri Behind Sybly Industries Ltd., Muradnagar, 201206, Ghaziabad, Uttar Pradesh, India.

**VK Tyre India Limited**

<b>Tel. No.:</b> +91-8218986905 <b>E-mail:</b> Sushant@vktyre.com <b>Website:</b> <a href="http://www.vktyre.com">www.vktyre.com</a>	<b>Tel. No.:</b> +91-8126607887 <b>E-mail:</b> cs@vktyre.com <b>Website:</b> <a href="http://www.vktyre.com">www.vktyre.com</a>
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**Investor Grievances**

**Investors can contact the Company Secretary and Compliance Officer, the Book Running Lead Manager or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode.**

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Applicant should give full details such as name of the sole or first Applicant, ASBA Form number, Applicant DP ID, Client ID, PAN, date of the ASBA Form, details of UPI IDs (if applicable), address of the Applicant, number of Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Applicant.

Further, the investors shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

All grievances relating to the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as name of the sole or first Applicant, Bid cum Application Form number, Applicants DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Applicant, number of Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the relevant BRLM where the Anchor Investor Application Form was submitted by the Anchor Investor. For all Issue related queries and for redressal of complaints, investors may also write to the BRLM.

For all Issue related queries and for redressal of complaints, investors may also write to the Book Running Lead Manager.

**Details of Key Intermediaries pertaining to this Issue and Our Company:**

<b>Book Running Lead Manager to the Issue</b>	<b>Legal Advisor to the Issue</b>
<b>Hem Securities Limited</b> <b>Address:</b> 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, Maharashtra, India. <b>Tel No.:</b> +91-22-4906 0000 <b>Email:</b> <a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a> <b>Investor Grievance Email:</b> <a href="mailto:redressal@hemsecurities.com">redressal@hemsecurities.com</a> <b>Website:</b> <a href="http://www.hemsecurities.com">www.hemsecurities.com</a> <b>Contact Person:</b> Mr. Ravi Kumar Gupta <b>SEBI Regn. No.:</b> INM000010981	<b>Zenith India Lawyers</b> <b>Address:</b> D-49, Sushant Lok III, Sector-57, Gurgaon, Haryana-122001 <b>Tel No.:</b> +91 9899016169 <b>Email:</b> <a href="mailto:raj@zilawyers.com">raj@zilawyers.com</a> <b>Website:</b> <a href="http://www.zilawyers.com">www.zilawyers.com</a> <b>Contact Person:</b> Raj Rani Bhalla <b>Designation:</b> Managing Partner
<b>Registrar to the Issue</b>	<b>Statutory Auditors</b>
<b>Bigshare Services Private Limited</b> <b>Address:</b> S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, India. <b>Tel No.:</b> +91 22 6263 8200 <b>Facsimile:</b> +91 22 6263 8299 <b>Email:</b> <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> <b>Investor Grievance Email:</b> <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> <b>Website:</b> <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> <b>Contact Person:</b> Mr. Babu Rapheal C. <b>SEBI Registration Number:</b> INR000001385 <b>CIN:</b> U99999MH1994PTC076534	<b>M/s. V.V KALE &amp; CO.</b> <b>Chartered Accountants,</b> <b>Address:</b> 16A/20, W.E.A., Main Ajmal Khan Road, Karol Bagh, New Delhi, Delhi-DL-110005 <b>Telephone:</b> 0120-4311332/ 4579944 <b>Email:</b> <a href="mailto:vijay@vvkale.com">vijay@vvkale.com</a> <b>Firm Registration No.:</b> 000897N <b>Membership No:</b> 080821 <b>Contact Person:</b> Mr. Vijay V. Kale <b>Peer Review Certificate No.:</b> 014104
<b>Peer Review Auditors **</b>	<b>Syndicate Member*</b>

## VK Tyre India Limited

<b>M/s. S.R. Goyal &amp; Co.</b> <b>Chartered Accountants,</b> <b>Address:</b> 'SRG HOUSE' Plot No. 2, M.I. Road, Opp. Ganpati Plaza, Jaipur – 302001, Rajasthan, India. <b>Tel No.:</b> 0141-4041300 <b>Email:</b> info@srgoyal.com <b>Websites:</b> www.srgoyal.com <b>Firm Registration No.:</b> 001537C <b>Membership No:</b> 077201 <b>Peer Review Certificate Number:</b> 013596 <b>Contact Person:</b> CA Ajay Kumar Atolia <b>Designation:</b> Partner	[•]
<b>Bankers to the Company</b>	<b>Bankers to the Issue/ Refund Banker/Sponsor Bank*</b>
<b>Punjab National Bank Limited</b> <b>Address:</b> KJ-13 Kavi Nagar, Ghaziabad <b>Tel:</b> +91-9819490364 <b>Email:</b> <a href="mailto:Clpc6277@pnb.bank.in">Clpc6277@pnb.bank.in</a> <b>Website:</b> <a href="http://www.pnbindia.in">www.pnbindia.in</a> <b>Contact Person:</b> Ashok Kumar Yadav <b>Designation:</b> Chief Manager	[•]

\* The Banker to the Issue/ Refund Banker/ Sponsor Bank and Syndicate Member shall be appointed prior to filing of the Draft Red Herring Prospectus with the RoC.

\*\*In accordance with the SEBI (ICDR) Regulations, we have appointed M/s. S.R. Goyal & Co. Chartered Accountants, (FRN: 001537C) as Peer Review Auditor vide Board Resolution dated May 02, 2025 for restatement of financial statements for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022.

## Designated Intermediaries

### Self-Certified Syndicate Banks (SCSB's)

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided on the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>; <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> and updated from time to time. For details on Designated Branches of SCSBs collecting the Bid-cum-Application Forms, refer to the abovementioned SEBI link.

Further, as notified by SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019; the applications through UPI in IPOs can be made only through the SCSBs / mobile applications whose name appears on the SEBI website [www.sebi.gov.in](http://www.sebi.gov.in) at the following path: Home >> Intermediaries / Market Infrastructure Institutions >> Recognized intermediaries >> Self Certified Syndicate Banks eligible as Issuer Banks for UPI.

Investor shall ensure that when applying in IPO using UPI, the name of his Bank appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, he / she shall also ensure that the name of the app and the UPI handle being used for making the application is also appearing in the aforesaid list.

### Self-Certified Syndicate Banks eligible as Sponsor Banks for UPI

In accordance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Applicants 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 UPI Applicants 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> for SCSBs 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.

### Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors and Individual Bidders) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum

## ***VK Tyre India Limited***

Application Forms from the members of the Syndicate is available on the website of the SEBI ([www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35)) as updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35), as updated from time to time or any such other website as may be prescribed by SEBI from time to time.

### **Registered Brokers**

Bidders can submit Bid cum Application Forms in the offer using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and email address, is provided on the website of the SEBI at (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>), respectively, as updated from time to time.

### **Registrar and Share Transfer Agents**

The list of the Registrar to Issue and Share Transfer Agents (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 SEBI i.e (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>), respectively, 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=18> for 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](http://www.sebi.gov.in)) and updated from time to time.

### **Brokers to the Issue**

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

### **Expert Opinion**

Except for the reports in the section “*Statement of Special Tax Benefits*”, “*Financial Information of the Company*” “*Statement of Financial Indebtedness*” on page 93, 156 and 205 respectively of this Draft Red Herring Prospectus from the Peer Review Auditor, our Company has not obtained any expert opinions. We have received written consent from the Peer Review Auditor for inclusion of their name in this Draft Red Herring Prospectus, as required under Companies Act read with SEBI (ICDR) Regulations as “Expert”, defined in section 2(38) of the Companies Act and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act, 1933.

### **Inter-se Allocation of Responsibilities**

Since, Hem Securities Limited is the sole Book Running Lead Manager to this Issue, a statement of inter se allocation of responsibilities among Book Running Lead Manager is not applicable.

### **Monitoring Agency**

As per Regulation 262(1) of SEBI (ICDR) Regulations, 2018, appointment of monitoring agency is required only if Issue size exceeds ₹ 5000 Lakhs. Hence, our Company is not required to appoint a monitoring agency in relation to the issue. However, Audit Committee of our Company will be monitoring the utilization of the Issue Proceeds. Further, the company will submit a certificate of the statutory auditor for utilization of money raised through the public issue while filing the quarterly financial results, till the issue proceeds are fully utilized in terms of SEBI ICDR regulations.

### **Appraising Entity**

None of the objects for which the Net Proceeds are proposed to be utilized have been financially appraised by any banks or financial institution.

### **Credit Rating**

As this is an issue of Equity Shares, there is no credit rating for the Issue.

### **IPO Grading**

Since the issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 there is no requirement of appointing an IPO Grading agency.

### **Debenture Trustees**

As this is an issue of Equity Shares, the appointment of Debenture trustees is not required.

### **Filing of Draft Red Herring Prospectus**

The Draft Red Herring Prospectus is being filed with BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001, Maharashtra, India.

The Draft Red Herring Prospectus 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, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Red Herring Prospectus/ Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>

A copy of Draft Red Herring Prospectus will be available on the website of the company [www.vktyre.com](http://www.vktyre.com), Book Running Lead Manager [www.hemsecurities.com](http://www.hemsecurities.com) and stock exchange <https://www.bseindia.com/> and a copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 26 & 32 of the Companies Act, 2013 will be filed to the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 will be filed to the RoC through the electronic portal at <http://www.mca.gov.in>.

### **Book Building Process**

Book Building, with reference to the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company in consultation with the Book Running Lead Manager in consultation with the Book Building Lead Manager, and shall be advertised in all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and Hindi edition of [●], a regional newspaper each with wide circulation,, (Hindi also being the regional language of Uttar Pradesh, where our registered office is situated at least two working days prior to the Bid/ Issue Opening date. The Issue Price shall be determined by our Company, in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/ Issue Closing Date. Principal parties involved in the Book Building Process are: -

1. Our Company;
2. The Book Running Lead Manager in this case being Hem Securities Limited,
3. 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;
4. The Registrar to the Issue and;
5. The Designated Intermediaries and Sponsor bank

The SEBI (ICDR) Regulations have permitted the Issue of securities to the public through the Book Building Process, wherein allocation to the public shall be made as per Regulation 253 of the SEBI (ICDR) Regulations.

The Issue is being made through the Book Building Process wherein not more than 50% of the Net Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company may in consultation with the Book Running Lead Manager allocate upto 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations (the “**Anchor Investor Portion**”), out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Issue Price. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net

## ***VK Tyre India Limited***

Issue shall be available for allocation to Individual Bidders, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders may participate in the Issue through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the SBA process to participate in the Issue. Under-subscription if any, in any category, except in the QIB Category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange.

**All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Issue. 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/Issue Period and withdraw their Bids until the Bid/ Issue Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/Issue Period. Allocation to the Anchor Investors will be on a discretionary basis.**

In accordance with the SEBI ICDR Regulations, Bidders 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. Except for Allocation to Individual Investors, Non-Institutional Investors, and the Anchor Investors, allocation in the offer will be on a proportionate basis. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/ offer Period. Allocation to the Anchor Investors will be on a discretionary basis.

Subject to valid Bids being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for Retail Portion where allotment to each Individual Bidders shall not be less than the minimum bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under – subscription, if any, in any category, would be allowed to be met with spill – over from any other category or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Manager and the Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories.

In 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 (except Anchor Investors) applying in a public issue 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 issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention are invited to the chapter titled “**Issue Procedure**” beginning on page 256 of the Draft Red Herring Prospectus.

The process of Book Building under the SEBI (ICDR) Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Issue.

For further details on the method and procedure for Bidding, please see section entitled “**Issue Procedure**” on page 256 of this Draft Red Herring Prospectus.

### **Illustration of the Book Building and Price Discovery Process:**

For an illustration of the Book Building Process and the price discovery process, please refer to the chapter titled “**Issue Procedure**” on page 256 of this Draft Red Herring Prospectus.

### **Bid/ Issue Program:**

<b>Event</b>	<b>Indicative Dates</b>
Bid/Issue Opening Date <sup>1</sup>	[●] <sup>1</sup>
Bid/Issue Closing Date <sup>2</sup>	[●] <sup>2</sup>
Finalization of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI ID linked bank account	[●]
Credit of Equity Shares to Demat accounts of Allottees	[●]
Commencement of trading of the Equity Shares on the Stock Exchange	[●]

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<sup>1</sup>*Our Company in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI (ICDR) Regulations. The Anchor Investor Bid/ Issue Period shall be one Working Day prior to the Bid/ Issue Opening Date in accordance with the SEBI (ICDR) Regulations.*

<sup>2</sup>*Our Company in consultation with the Book Running Lead Manager, consider closing the Bid/ Issue Period for QIBs one Working Day prior to the Bid/Issue 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/ Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our 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 Issue Period (except for the Bid/ Issue Closing Date). On the Bid/ Issue Closing Date, the Bid Cum Application Forms will be accepted only between 10.00 A.M. to 4.00 P.M. (IST) for all Bidders. The time for applying for Individual Bidder on Bid/Issue Closing Date maybe extended in consultation with the Book Running Lead Manager, RTA and BSE 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/Issue Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Issue Closing Date and, in any case, not later than 3.00 P.M. (IST) on the Bid/ Issue Closing Date. Any time mentioned in this Draft 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/Issue Closing Date, as is typically experienced in public Issue, 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 Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the Book Running Lead Manager 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/ Issue Closing Date. Allocation to Individual Bidders, in this Issue 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 Issue shall ask the relevant SCSBs/ RTAs / DPs / stock brokers, as the case may be, for the rectified data.

### **Withdrawal of the Issue**

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraws the Issue any time after the Issue Opening Date but before the allotment of Equity Shares, a public notice within 2 (two) working days of the Issue Closing Date, providing reasons for not proceeding with the Issue shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre- Issue advertisements have appeared and the Stock Exchange will also be informed promptly. The BRLM, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within 1 (one) working Day from the day of receipt of such instruction.

If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will have to 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 Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares issued through the Draft Red Herring Prospectus, which our Company will apply for only after Allotment; and (ii) the registration of Red Herring Prospectus/ Prospectus with RoC.

## UNDERWRITING

The Company and the Book Running Lead Manager to the Issue hereby confirm that the Issue will be 100% Underwritten by the Underwriter, [•] in the capacity of Underwriter to the issue.

Pursuant to the terms of the Underwriting Agreement dated [•] entered into by Company, Underwriter, the obligations of the Underwriter are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:

Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakhs)	% of Total Issue Size Underwritten
[•]	[•]	[•]	[•]

\*Includes up to [•] Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker [•] in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended.

In the opinion of the Board of Directors of our Company, the resources of the above-mentioned Underwriter are sufficient to enable them to discharge their respective obligations in full.

## CHANGES IN AUDITORS DURING LAST THREE FINANCIAL YEARS

Except as stated below, there have been no changes in our Company's auditors in the last three (3) years.

Details of Auditors	Date of Change	Reason
<b>M/s. Rahul Sunit Jain &amp; Associates</b> Chartered Accountants, Address: 510A, Ansal Shivam Building, RDC Raj Nagar, Ghaziabad, Uttar Pradesh-UP-201001 Telephone: +91 9319389689 Email: <a href="mailto:ca.rahul1103@gmail.com">ca.rahul1103@gmail.com</a> Firm Registration No.: 013670C Membership No: 406887 Contact Person: CA Rahul Jain	September 30, 2024	Resignation Due to completion of Term of 5 Years
<b>M/s. V.V Kale &amp; Co.</b> Chartered Accountants, Address: 16A/20, w.e.a., Main Ajmal Khan Road, Karol Bagh, New Delhi, Delhi-110005 Telephone: Email: <a href="mailto:vijay@vvkale.com">vijay@vvkale.com</a> Firm Registration No.: 000897N <b>Peer Review Certificate No. 014104</b> Membership No: 080821 Contact Person: Mr. Vijay V.Kale	September 30, 2024	Appointment in the Annual General Meeting

## DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company and the BRLM has entered into Market Making Agreement dated [•] with the following Market Maker, to fulfill the obligations of Market Making for this issue:

<b>Name:</b>	[•]
<b>Correspondence Address:</b>	[•]
<b>Tel No.:</b>	[•]
<b>E-mail:</b>	[•]
<b>Website:</b>	[•]
<b>Contact Person:</b>	[•]

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<b>SEBI Registration No.:</b>	[•]
<b>Market Maker Registration No.</b>	[•]

In accordance with Regulation 261 of the SEBI ICDR Regulations, we have entered into an agreement with the Book Running Lead Manager and the Market Maker (duly registered with BSE to fulfill the obligations of Market Making) dated [•] to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Issuer.

[•], registered with SME Platform of BSE “BSE SME” will act as the Market Maker and has agreed to receive or deliver of 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 any amendment to SEBI (ICDR) Regulations.

The Market Maker shall fulfill the applicable obligations and conditions as 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(s) (individually or jointly) 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(s).
- 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 the BSE SME (SME Platform of BSE Limited) and SEBI from time to time.
- The minimum depth of the quote shall be Rs.1,00,000/-. However, the investors with holdings of value less than Rs. 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.
- The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME Platform of BSE (in this case currently the minimum trading lot size is [•] equity shares; however, the same may be changed by the SME platform of BSE from time to time).
- After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our company reaches to 25% of Issue Size. Any Equity Shares allotted to Market Maker under this Issue over and above 25% of Issue Size would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Issue Size, the Market Maker will resume providing 2 way quotes.
- There shall be no exemption/ threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.
- Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
- On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
- The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
- There will 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.
- The Market Maker(s) shall have the right to terminate said arrangement by giving a three months’ notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s) and execute a fresh arrangement.

- In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Book Running Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended. Further our Company and the Book Running Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our office from 10.00 a.m. to 5.00 p.m. on working days.
- Risk containment measures and monitoring for Market Makers: Stock Exchange 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 Makers: SME Platform of BSE (BSE SME) 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 Maker, 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 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 Maker from time to time
- Price Band and Spreads: 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. The SEBI Circular bearing reference no: CIR/MRD/DP/02/2012 dated January 20, 2012, has laid down that for issue size up to Rs. 250 crores, the applicable price bands for the first day shall be:
  - i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
  - ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.

Additionally, 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.

The following spread will be applicable on the SME Exchange/ Platform.

S. No.	Market Price Slab (in Rs.)	Proposed Spread (in % to sale price)
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	6
4.	Above 100	5

- Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the Issue size and as follows:

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

- The SEBI Circular bearing reference no: CIR/MRD/DP/02/2012 dated January 20, 2012, has laid down that for issue size up to Rs. 250 crores, the applicable price bands for the first day shall be:
  - i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.

ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.

Additionally, the securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for first 10 days from commencement of trading. The following spread will be applicable on the SME platform.

<b>S. No.</b>	<b>Market Price Slab (in Rs.)</b>	<b>Proposed Spread (in % to sale price)</b>
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	6
4.	Above 100	5

All the above-mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.

**CAPITAL STRUCTURE**

Set forth below are the details of the Equity Share Capital of our Company as on the date of this Draft Red Herring Prospectus.

(₹ in Lacs, except share data)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price
A	<b>Authorized Share Capital</b> 1,80,00,000 Equity Shares having Face Value of ₹10/- each	1800.00	-
B	<b>Issued, Subscribed &amp; Paid-up Share Capital prior to the Issue</b> 1,31,25,000 Equity Shares having Face Value of ₹10/- each	1312.50	-
C	<b>Present Issue in terms of this Draft Red Herring Prospectus*^</b> Upto 47,20,000 Equity Shares having Face Value of ₹10/-each at a Premium of ₹[●] per share	472.00	[●]
	<b>Which comprises of:</b>		
D	<b>Reservation for Market Maker Portion</b> [●] Equity Shares of ₹10/- each at a price of ₹[●] per Equity Share reserved as Market Maker Portion	[●]	[●]
E	<b>Net Issue to Public</b> Net Issue to Public of [●] Equity Shares of ₹10/- each at a price of ₹[●] per Equity Share to the Public	[●]	[●]
	<b>Of which:</b>		
	i) At least [●] Equity Shares aggregating up to Rs. [●] lakhs will be available for allocation to Individual Investors	[●]	[●]
	ii) At least [●] Equity Shares aggregating upto Rs. [●] lakhs will be available for allocation to Non-Institutional Investors	[●]	[●]
	iii) Not more than [●] Equity Shares aggregating up to Rs. [●] lakhs will be available for allocation to Qualified Institutional Buyers.	[●]	[●]
F	<b>Issued, Subscribed and Paid-up Equity Share Capital after the Issue#</b> Upto 1,78,45,000 Equity Shares of face value of ₹10/- each	1784.50	
G	<b>Securities Premium Account</b>		
	Before the Issue (as on date of this Draft Red Herring Prospectus)		Nil
	After the Issue		[●]

# Assuming full subscription in the Issue.

\*The Present Issue of upto 47,20,000 Equity Shares in terms of this Draft Red Herring Prospectus has been authorized pursuant to a resolution of our Board of Directors dated 05<sup>th</sup> August 2025. and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of the members held on 16<sup>th</sup> August 2025.

**Classes of Shares:**

Our Company has only one class of share capital i.e. Equity Shares of face value of Rs. 10/- each only. All the issued Equity Shares are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Draft Red Herring Prospectus.

**Notes to the Capital Structure****1. Changes in Authorised Equity Share Capital of our Company:**

Sr. No.	Particulars of increase	Cumulative No. of Equity Shares	Cumulative Authorized Share Capital (Rs. in lakhs)	Date of Meeting	Whether AGM/EGM
1.	Authorized share capital of the Company was ₹10.00 Lakhs divided into 25,00,000 Equity Shares of ₹10/- each.	25,00,000	250.00	Upon incorporation i.e. December 26, 2014	N.A.

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2.	Increase in the Authorized share Capital of the Company from ₹250.00 Lakhs divided into 25,00,000 Equity Shares of ₹10/- each to ₹600.00 Lakhs divided into 60,00,000 Equity Shares of ₹10/- each.	60,00,000	600.00	April 30, 2015	EGM
3.	Increase in the Authorized share Capital of the Company from ₹600.00 Lakhs divided into 60,00,000 Equity Shares of ₹10/- each to ₹800.00 Lakhs divided into 80,00,000 Equity Shares of ₹10/- each.	80,00,000	800.00	February 18, 2019	EGM
4	Increase in the Authorized share Capital of the Company from ₹800.00 Lakhs divided into 80,00,000 Equity Shares of ₹10/- each to ₹1800.00 Lakhs divided into 1,80,00,000 Equity Shares of ₹10/- each.	1,80,00,000	1800.00	December 06, 2024	EGM

**2. Share Capital History of our Company:**

a) The following table sets forth details of the history of the Equity Share capital of our Company:

Date of Allotment of Equity Shares	No. of Equity Shares allotted	Face Value (₹)	Issue Price (including Premium if applicable (₹))	Consideration Cash/ Other than Cash	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Paid-Up Capital (₹)
Upon Incorporation	8,00,000	10	10	Cash	Subscription to MOA <sup>(i)</sup>	8,00,000	80,00,000
March 27, 2015	14,00,000	10	10	Cash	Preferential Issue <sup>(ii)</sup>	22,00,000	2,20,00,000
September 01, 2015	8,00,000	10	10	Cash	Right Issue <sup>(iii)</sup>	30,00,000	3,00,00,000
February 28, 2017	15,00,000	10	10	Cash	Right Issue <sup>(iv)</sup>	45,00,000	4,50,00,000
September 29, 2018	15,00,000	10	10	Cash	Preferential Issue <sup>(v)</sup>	60,00,000	6,00,00,000
March 20, 2019	10,00,000	10	10	Cash	Right Issue <sup>(vi)</sup>	70,00,000	7,00,00,000
May 12, 2022	5,00,000	10	10	Cash	Right Issue <sup>(vii)</sup>	75,00,000	7,50,00,000
December 18, 2024	56,25,000	10	-	Other than Cash	Bonus Issue in the Ratio of 3:4 <sup>(viii)</sup>	1,31,25,000	13,12,50,000

All the above-mentioned shares are fully paid up since the date of allotment.

(i) Initial Subscribers to the Memorandum of Association subscribed 8,00,000 Equity Shares of Face Value of Rs. 10/- each, details of which are given below:

S. No.	Name of Subscribers	Number of Shares Subscribed
1.	Raj Kumar Dhingra	1,00,000
2.	Prashant Dhingra	1,00,000
3.	Sushant Dhingra	1,00,000
4.	Roshan Lal Dhingra	1,00,000
5.	Sharda Rani	1,00,000
6.	Lata Dhingra	1,00,000
7.	Geeta Dhingra	1,00,000

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8.	Pooja Gulati	1,00,000
	<b>Total</b>	<b>8,00,000</b>

(ii) Preferential issue of 14,00,000 Equity Shares of Face Value of ₹ 10/-each, details of which are given below:

Sr. No.	Name of Allottees	Number of Shares Allotted
1.	Raj Kumar Dhingra	3,00,000
2.	Prashant Dhingra	3,00,000
3.	Sushant Dhingra	3,00,000
4.	Roshan Lal Dhingra	1,00,000
5.	Sharda Rani	1,00,000
6.	Lata Dhingra	1,00,000
7.	Geeta Dhingra	1,00,000
8.	Pooja Gulati	1,00,000
	<b>Total</b>	<b>14,00,000</b>

(iii) Right issue of 8,00,000 Equity Shares of Face Value of ₹ 10/-each, details of which are given below:

Sr. No.	Name of Allottees	Number of Shares Allotted
1.	Raj Kumar Dhingra	2,00,000
2.	Prashant Dhingra	1,50,000
3.	Sushant Dhingra	1,50,000
4.	Lata Dhingra	1,00,000
5.	Geeta Dhingra	1,00,000
6.	Pooja Gulati	1,00,000
	<b>Total</b>	<b>8,00,000</b>

(iv) Right issue of 15,00,000 Equity Shares of Face Value of ₹ 10/-each, details of which are given below:

Sr. No.	Name of Allottees	Number of Shares Allotted
1.	Raj Kumar Dhingra	6,00,000
2.	Prashant Dhingra	1,50,000
3.	Sushant Dhingra	1,50,000
4.	Roshan Lal Dhingra	1,00,000
5.	Sharda Rani	1,00,000
6.	Lata Dhingra	3,00,000
7.	Geeta Dhingra	50,000
8.	Pooja Gulati	50,000
	<b>Total</b>	<b>15,00,000</b>

(v) Preferential Issue of 15,00,000 Equity Shares of Face Value of ₹ 10/-each, details of which are given below:

Sr. No.	Name of Allottees	Number of Shares Allotted
1.	Raj Kumar Dhingra	6,00,000
2.	Prashant Dhingra	3,00,000
3.	Sushant Dhingra	3,00,000
4.	Lata Dhingra	1,00,000
5.	Geeta Dhingra	1,00,000
6.	Pooja Gulati	1,00,000
	<b>Total</b>	<b>15,00,000</b>

(vi) Right issue of 10,00,000 Equity Shares of Face Value of ₹ 10/-each, details of which are given below:

Sr. No.	Name of Allottees	Number of Shares Allotted
1.	Raj Kumar Dhingra	4,00,000
2.	Prashant Dhingra	3,00,000
3.	Sushant Dhingra	3,00,000

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	<b>Total</b>	<b>10,00,000</b>
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(vii) Right issue of 5,00,000 Equity Shares of Face Value of ₹ 10/-each, details of which are given below:

Sr. No.	Name of Allottees	Number of Shares Allotted
1.	Prashant Dhingra	2,10,000
2.	Sushant Dhingra	2,10,000
3.	Geeta Dhingra	40,000
4.	Pooja Gulati	40,000
	<b>Total</b>	<b>5,00,000</b>

(viii) Bonus issue of 56,25,000 Equity Shares of Face Value of ₹ 10/- each in the ratio of 3:4 i.e., Three (3) Bonus Equity Shares for every Four (4) Equity Shares held by shareholders:

S. No.	Name of Allottees	Number of Shares Allotted
1.	Raj Kumar Dhingra	16,50,000
2.	Prashant Dhingra	11,32,500
3.	Sushant Dhingra	11,32,500
4.	Roshan Lal Dhingra	2,25,000
5.	Sharda Rani	2,25,000
6.	Lata Dhingra	5,25,000
7.	Geeta Dhingra	3,67,500
8.	Pooja Gulati	3,67,500
	<b>Total</b>	<b>56,25,000</b>

**b) Preference Share Capital:** As on the date of this Draft Red Herring Prospectus, our Company does not have any Preference Share Capital.

3. Details of Allotment made in the last two years preceding the date of Draft Red Herring Prospectus

Except as disclosed in point (a) (viii), the Company has not issued any Equity Shares in the last two years preceding the date of the Draft Red Herring Prospectus.

4. Issue of Equity Shares for consideration other than cash:

Except as set out below, we have not issued Equity Shares for consideration other than cash in last one year:

Date of Allotment / Date of fully Paid Up	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Reason for Allotment	Benefits Accrued to our Company	Name of Allottees	No. of Shares Allotted
December 18, 2024	56,25,000	10	-	Bonus Issue in the ratio of 3:4	*Capitalization of Reserves & Surplus	Raj Kumar Dhingra	16,50,000
						Prashant Dhingra	11,32,500
						Sushant Dhingra	11,32,500
						Roshan Lal Dhingra	2,25,000
						Sharda Rani	2,25,000
						Lata Dhingra	5,25,000
						Geeta Jaswant Thapa	3,67,500
						Pooja Gulati	3,67,500
						<b>Total</b>	<b>56,25,000</b>

\*Above allotment of shares has been made out of Reserve & Surplus available for distribution to shareholders and no part of revaluation reserve has been utilized for the purpose.

5. No Equity Shares have been allotted pursuant to any scheme approved under sections 230-234 of the Companies Act, 2013 or under the erstwhile corresponding provisions of the Companies Act, 1956.

6. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme.
7. Except for the shares mentioned under 2 (a) (viii) above, no Equity Shares have been issued at price below the Issue price within last one year from the date of the Draft Red Herring Prospectus. (refer point no. 4 above for allottees list)
8. We have not revalued our assets since inception and have not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.
9. The issuer company is in compliance with the Companies Act, 2013 with respect to issuance of securities since inception till date of filing of Draft Red Herring Prospectus.

**10. Shareholding Pattern of the Company**

The table below represents the shareholding pattern of our Company in accordance with Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as on the date of this Draft Red Herring Prospectus:

I - Our Shareholding Pattern: -

Category	Category of shareholder	Nos. of shareholders	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+C2)	Number of Voting Rights held in each class of securities*			No. of Shares Underlying Outstanding convertible	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 otherwise encumbered		Number of equity shares held in dematerialized form	
								No of Voting Rights					Total as a % of (A+B+C)	No.	As a % of total Shares held (b)	No.		As a % of total Shares held (b)
								Class Equity Shares of Rs.10/- each^	Classes eg: y	Total								
I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX			X	XI=VII+X	XII	XIII	XIV			
(A)	Promoter & Promoter Group	8	1,31,25,000	-	-	1,31,25,000	100.00	1,31,25,000	-	1,31,25,000	100.00	-	100.00	-	-	1,31,25,000		
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C)	Non Promoter- Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C2)	Shares held by	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		

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	Emp. Trusts														
	<b>Total</b>	<b>8</b>	<b>1,31,25,000</b>			<b>1,31,25,000</b>	<b>100.00</b>	<b>1,31,25,000</b>	<b>1,31,25,000</b>	<b>100.00</b>	<b>-</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>1,31,25,000</b>

**Notes-**

- *As on date of this Draft Red Herring Prospectus 1 Equity share holds 1 vote.*
- *We have only one class of Equity Shares of face value of Rs. 10/- each.*
- *We have entered into tripartite agreement with CDSL dated May 26, 2025 and NSDL dated January 21, 2025.*
- *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 BSE before commencement of trading of such Equity Shares.*

## 11. List of Shareholders of the Company holding 1% or more of the paid-up Share Capital of the Company:

a) As on the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Names of Shareholder	Shares Held (Face Value of Rs.10/- each)	% Pre-Issue paid up Share Capital
1.	Raj Kumar Dhingra	38,50,000	29.34
2.	Prashant Kumar Dhingra	26,42,500	20.13
3.	Sushant Dhingra	26,42,500	20.13
4.	Roshan Lal Dhingra	5,25,000	4.00
5.	Sharda Rani	5,25,000	4.00
6.	Lata Dhingra	12,25,000	9.34
7.	Geeta Dhingra	8,57,500	6.53
8.	Pooja Dhingra	8,57,500	6.53
	<b>Total</b>	<b>1,31,25,000</b>	<b>100.00</b>

b) Ten days prior to the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Names of Shareholder	Shares Held (Face Value of Rs. 10/- each)	% Pre-Issue paid up Share Capital
1.	Raj Kumar Dhingra	38,50,000	29.34
2.	Prashant Kumar Dhingra	26,42,500	20.13
3.	Sushant Dhingra	26,42,500	20.13
4.	Roshan Lal Dhingra	5,25,000	4.00
5.	Sharda Rani	5,25,000	4.00
6.	Lata Dhingra	12,25,000	9.34
7.	Geeta Dhingra	8,57,500	6.53
8.	Pooja Dhingra	8,57,500	6.53
	<b>Total</b>	<b>1,31,25,000</b>	<b>100.00</b>

c) One Year prior to the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Names of Shareholder	Shares Held (Face Value of Rs. 10/- each)	% of Paid-Up Equity Shares as on date 1 year prior to the date of filing of the Draft Red Herring Prospectus*
1.	Raj Kumar Dhingra	22,00,000	29.34
2.	Prashant Kumar Dhingra	15,10,000	20.13
3.	Sushant Dhingra	15,10,000	20.13
4.	Roshan Lal Dhingra	3,00,000	4.00
5.	Sharda Rani	3,00,000	4.00
6.	Lata Dhingra	7,00,000	9.34
7.	Geeta Dhingra	4,90,000	6.53
8.	Pooja Dhingra	4,90,000	6.53
	<b>Total</b>	<b>75,00,000</b>	<b>100.00</b>

\*Details of shares held on September 30, 2024 and percentage held has been calculated based on the paid up capital of our Company as on September 30, 2024

d) Two Years prior to the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Names of Shareholder	Shares Held (Face Value of Rs. 10/- each)	% of Paid-Up Equity Shares as on date 2 year prior to the date of filing of the Draft Red Herring Prospectus*
1.	Raj Kumar Dhingra	22,00,000	29.34
2.	Prashant Kumar Dhingra	15,10,000	20.13
3.	Sushant Dhingra	15,10,000	20.13
4.	Roshan Lal Dhingra	3,00,000	4.00
5.	Sharda Rani	3,00,000	4.00
6.	Lata Dhingra	7,00,000	9.34
7.	Geeta Dhingra	4,90,000	6.53
8.	Pooja Gulati	4,90,000	6.53
	<b>Total</b>	<b>75,00,000</b>	<b>100.00</b>

\*Details of shares held on September 30, 2023 and percentage held has been calculated based on the paid up capital of our Company as on September 30, 2023

12. Our Company has not made any Initial Public Offer of specified securities in the preceding two years from the date of filing of this Draft Red Herring Prospectus.
13. There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, Right issue or in any other manner during the period commencing from the date of the Draft Red Herring Prospectus until the Equity Shares of our Company have been listed or application money unblocked on account of failure of Issue. Further, our Company does not intend to alter its capital structure within six months from the date of opening of the offer, by way of split/ consolidation of the denomination of Equity Shares. However, our Company may further issue equity shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company.

**14. Capital Buildup in respect of Shareholding of our Promoters**

As on the date of this Draft Red Herring Prospectus, our Promoters Raj Kumar Dhingra, Prashant Kumar Dhingra, Sushant Dhingra, Lata Dhingra, Geeta Dhingra and Pooja Dhingra collectively holds 1,20,75,000 Equity Shares of face value of Rs. 10/- each of our Company. None of the Equity Shares held by our Promoters are subject to any pledge.

Set forth below is the build-up of the shareholding of our Promoters in our Company since incorporation.

Date of Allotment and made fully paid up/ Transfer	No. of Equity Shares	Face Value Per Share (Rs.)	Issue/ Acquisition/ Transfer Price (Rs.)	Consideration	Nature of Acquisition	Pre-Issue Shareholding %	Post-Issue Shareholding %
<b>(A) Raj Kumar Dhingra</b>							
Upon Incorporation	1,00,000	10	10	Cash	Subscription to MOA	0.76	[●]
March 27, 2015	3,00,000	10	10	Cash	Preferential Issue	2.29	[●]
September 01, 2015	2,00,000	10	10	Cash	Right Issue	1.52	[●]
February 28, 2017	6,00,000	10	10	Cash	Right Issue	4.57	[●]
September 29, 2018	6,00,000	10	10	Cash	Preferential Issue	4.57	[●]
March 20, 2019	4,00,000	10	10	Cash	Right Issue	3.05	[●]
December 18, 2024	16,50,000	10	-	Other than Cash	Issue of Bonus Shares in ratio of 3:4	12.57	[●]
<b>Total (A)</b>	<b>38,50,000</b>					<b>29.33</b>	<b>[●]</b>
<b>(B) Prashant Kumar Dhingra</b>							
Upon Incorporation	1,00,000	10	10	Cash	Subscription to MOA	0.76	[●]
March 27, 2015	3,00,000	10	10	Cash	Preferential Issue	2.29	[●]
September 01, 2015	1,50,000	10	10	Cash	Right Issue	1.14	[●]
February 28, 2017	1,50,000	10	10	Cash	Right Issue	1.14	[●]
September 29, 2018	3,00,000	10	10	Cash	Preferential Issue	2.29	[●]
March 20, 2019	3,00,000	10	10	Cash	Right Issue	2.29	[●]
May 12, 2022	2,10,000	10	10	Cash	Right Issue	1.60	

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December 18, 2024	11,32,500	10	-	Other than Cash	Issue of Bonus Shares in ratio of 3:4	8.63	[●]
<b>Total (B)</b>	<b>26,42,500</b>					<b>20.13</b>	[●]
<b>(C) Sushant Dhingra</b>							
Upon Incorporation	1,00,000	10	10	Cash	Subscription to MOA	0.76	[●]
March 27, 2015	3,00,000	10	10	Cash	Preferential Issue	2.29	[●]
September 01, 2015	1,50,000	10	10	Cash	Right Issue	1.14	[●]
February 28, 2017	1,50,000	10	10	Cash	Right Issue	1.14	[●]
September 29, 2018	3,00,000	10	10	Cash	Preferential Issue	2.29	[●]
March 20, 2019	3,00,000	10	10	Cash	Right Issue	2.29	[●]
May 12, 2022	2,10,000	10	10	Cash	Right Issue	1.60	[●]
December 18, 2024	11,32,500	10		Other than Cash	Issue of Bonus Shares in ratio of 3:4	8.63	[●]
<b>Total (C)</b>	<b>26,42,500</b>					<b>20.13</b>	[●]
<b>(D) Lata Dhingra</b>							
Upon Incorporation	1,00,000	10	10	Cash	Subscription to MOA	0.76	[●]
March 27, 2015	1,00,000	10	10	Cash	Preferential Issue	0.76	[●]
September 01, 2015	1,00,000	10	10	Cash	Right Issue	0.76	[●]
February 28, 2017	3,00,000	10	10	Cash	Right Issue	2.29	[●]
September 29, 2018	1,00,000	10	10	Cash	Preferential Issue	0.76	[●]
December 18, 2024	5,25,000	10		Other than Cash	Issue of Bonus Shares in ratio of 3:4	4.00	[●]
<b>Total (D)</b>	<b>12,25,000</b>					<b>9.33</b>	[●]
<b>(E) Geeta Dhingra</b>							
Upon Incorporation	1,00,000	10	10	Cash	Subscription to MOA	0.76	[●]
March 27, 2015	1,00,000	10	10	Cash	Preferential Issue	0.76	[●]
September 01, 2015	1,00,000	10	10	Cash	Right Issue	0.76	[●]
February 28, 2017	50,000	10	10	Cash	Right Issue	0.39	[●]
September 29, 2018	1,00,000	10	10	Cash	Preferential Issue	0.76	[●]
May 12, 2022	40,000	10	10	Cash	Right Issue	0.30	[●]
December 18, 2024	3,67,500	10	-	Other than Cash	Issue of Bonus Shares in ratio of 3:4	2.80	[●]
<b>Total (E)</b>	<b>8,57,500</b>					<b>6.53</b>	[●]
<b>(F) Pooja Dhingra</b>							
Upon Incorporation	1,00,000	10	10	Cash	Subscription to MOA	0.76	[●]
March 27, 2015	1,00,000	10	10	Cash	Preferential Issue	0.76	[●]
September 01, 2015	1,00,000	10	10	Cash	Right Issue	0.76	[●]
February 28, 2017	50,000	10	10	Cash	Right Issue	0.39	[●]

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September 29, 2018	1,00,000	10	<b>10</b>	Cash	Preferential Issue	0.76	[●]
May 12, 2022	40,000	10	<b>10</b>	Cash	Right Issue	0.30	[●]
December 18, 2024	3,67,500	10	-	Other than Cash	Issue of Bonus Shares in ratio of 3:4	2.80	[●]
<b>Total (F)</b>	<b>8,57,500</b>	-				<b>6.53</b>	[●]
<b>Grand Total (A)+(B)+(C)+(D)+(E)+(F)</b>	<b>1,20,7500 0</b>					<b>92.00</b>	[●]

None of the Shares has been pledged by our Promoters.

**15. The average cost of acquisition of or subscription of shares by our Promoters is set forth in the table below:**

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in ₹)
1	Raj Kumar Dhingra	38,50,000	5.71
2	Prashant Kumar Dhingra	26,42,500	5.71
3	Sushant Dhingra	26,42,500	5.71
4	Lata Dhingra	12,25,000	5.71
5	Geeta Dhingra	8,57,500	5.71
6	Pooja Dhingra	8,57,500	5.71

**16. Shareholding of Promoters & Promoters Group**

Following are the details of pre and post Issue shareholding of persons belonging to the category “Promoter and Promoter Group”:

Sr. No	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
	<b>Promoters</b>				
1	Raj Kumar Dhingra	38,50,000	29.34	38,50,000	[●]
2	Prashant Kumar Dhingra	26,42,500	20.13	26,42,500	[●]
3	Sushant Dhingra	26,42,500	20.13	26,42,500	[●]
4	Lata Dhingra	12,25,000	9.34	12,25,000	[●]
5	Geeta Dhingra	8,57,500	6.53	8,57,500	[●]
6	Pooja Dhingra	8,57,500	6.53	8,57,500	[●]
	<b>Sub Total (A)</b>	<b>1,20,75,000</b>	<b>92.00</b>	<b>1,20,75,000</b>	[●]
	<b>Promoter Group</b>				
7	Roshan Lal Dhingra	5,25,000	4.00	5,25,000	[●]
8	Sharda Rani	5,25,000	4.00	5,25,000	[●]
	<b>Sub Total (B)</b>	<b>10,50,000</b>	<b>8.00</b>	<b>10,50,000</b>	[●]
	<b>Grand Total (A+B)</b>	<b>1,31,25,000</b>	<b>100.00</b>	<b>1,31,25,000</b>	[●]

17. No Equity Shares were acquired/ purchased/ sold by the Promoter and Promoter Group, Directors and their immediate relatives within six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

18. None of our Promoters, Promoter Group, our Directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of the Draft Red Herring Prospectus.

**19. Details of Promoters’ Contribution Locked-in for Three Years**

Pursuant to Regulation 236 and 238 of SEBI (ICDR) Regulations, 2018, an aggregate of 20.00% of the post issue capital held by our Promoters shall be considered as Promoter’s Contribution (“Promoters Contribution”) and shall be locked-in for a period of three years from the date of allotment of Equity shares issued pursuant to this Issue. The lock in of Promoter’s Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

As on the date of this Draft Red Herring Prospectus, our Promoters collectively hold 1,20,75,000 Equity Shares constituting [●]% of the Post – Issued, subscribed and paid-up Equity Share Capital of our Company.

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Our Promoters have given written consent to include 36,65,000 Equity Shares held by them and subscribed by them as part of Promoters Contribution constituting [●]% of the post issue Equity Shares of our Company. Further, they have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters contribution, for a period of three years from the date of allotment in the Issue.

Date of Allotment/ transfer and made fully paid up	No. of Equity Shares locked-in*	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Nature of transaction	Post-Issue Shareholding %	Lock in Period
<b>Raj Kumar Dhingra</b>						
December 18, 2024	16,50,000	10	-	Acquisition by way of Bonus Issue (3:4)	[●]	3 years
<b>Prashant Kumar Dhingra</b>						
December 18, 2024	10,07,500	10	-	Acquisition by way of Bonus Issue (3:4)	[●]	3 Years
<b>Sushant Dhingra</b>						
December 18, 2024	10,07,500	10	-	Acquisition by way of Bonus Issue (3:4)	[●]	3 Years

\*Assuming full subscription to the Issue

The minimum Promoter's contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as "Promoter" under the SEBI (ICDR) Regulations. All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoters Contribution as per Regulation 237 of the SEBI (ICDR) Regulations, 2018 and are being locked in for 3 years as per Regulation 238(a) of the SEBI (ICDR) Regulations, 2018 i.e. for a period of three years from the date of allotment of Equity Shares in this issue.

No Equity Shares proposed to be locked-in as Minimum Promoters Contribution have been issued out of revaluation reserve or for consideration other than cash except bonus issue of shares dated December 18, 2024, as disclosed and revaluation of assets or capitalization of intangible assets, involved in such transactions.

The entire pre-issue shareholding of the Promoters, other than the Minimum Promoter's contribution which is locked in for three years, shall be locked in for a period of one year from the date of allotment in this Issue.

- (a) 50% promoters' holding shall be locked in for 1 year
- (b) 50% promoters' holding shall be locked in for 2 years

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

Reg. No.	Promoters' 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 which have been acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets. <b>Hence Eligible</b>
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 promoters' contribution	The minimum Promoter's contribution does not consist of such Equity Shares. <b>Hence Eligible</b>
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. <b>Hence Eligible.</b>
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	The minimum Promoter's contribution does not consist of such Equity Shares. <b>Hence Eligible.</b>

Reg. No.	Promoters' Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoter's Contribution
	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	
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. <b>Hence Eligible.</b>

**Details of Promoters' Contribution Locked-in for One Year and Two Year**

In terms of Regulation 238(b) of the SEBI (ICDR) Regulations, 2018 and SEBI (ICDR) (Amendment) Regulations, 2025, in addition to the Minimum Promoters contribution which is locked in for three years held by the promoters, as specified above, the 50% of pre-issue Equity Shares share capital constituting 42,05,000 Equity Shares shall be locked in for a period of one year and remaining 50% of pre-issue Equity Shares share capital constituting 42,05,000 Equity Shares shall be locked in for a period of two years from the date of allotment of Equity Shares in this Issue.

**Details of pre-issue equity shares held by persons other than the promoters locked-in for One Year**

In terms of Regulation 239 of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoters contribution as per regulation 238(a) and 238(b) of the SEBI (ICDR) Regulations, 2018, the entire pre-issue equity share capital held by persons other than the promoters constituting 10,50,000 Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this Issue.

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, the Equity Shares which are subject to lock-in shall carry inscription '**non-transferable**' along with the duration of 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 lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

**Other requirements in respect of lock-in:**

- a) In terms of Regulation 242 of the SEBI (ICDR) Regulations, the locked in Equity Shares held by the Promoters, as specified above, can be pledged with any scheduled commercial bank or public financial institution or a systemically important non-banking finance company or a housing finance company as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Issue.

There shall be a lock-in of 90 days on 50% of the Equity Shares allotted to the Anchor Investors from the date of Allotment, and a lock-in of 30 days on the remaining 50% of the Equity Shares allotted to the Anchor Investors from the date of Allotment.

- b) In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 239 of the SEBI (ICDR) Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
- c) Further in terms of Regulation 243 of the SEBI (ICDR) Regulations, the specified securities held by the promoters and locked-in as per regulation 238 may be transferred to another promoter or any person of the promoter group or a new promoter or a person in control of the issuer subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

20. Neither, we nor our Promoters, Directors and the BRLM to this Issue have entered into any buyback and / or standby arrangements and / or similar arrangements for the purchase of our Equity Shares from any person.
21. As on the date of this Draft Red Herring Prospectus, the entire Issued, Subscribed and Paid-up Share Capital of our Company is fully paid up. Since the entire issue price in respect of the issue is payable on application, all the successful applicants will be allotted fully paid up Equity Shares.
22. The BRLM i.e. Hem Securities Limited and their associates do not hold any Equity Shares in our Company as on the date of this Draft Red Herring Prospectus.

23. As on the date of this Draft Red Herring Prospectus, we do not have any Employees Stock Option Scheme / Employees Stock Purchase Scheme and we do not intend to allot any shares to our employees under Employee Stock Option Scheme/ Employee Stock Purchase Plan from the proposed issue. 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) Regulations, 2014.
24. We have 8 (Eight) shareholders as on the date of this Draft Red Herring Prospectus.
25. As on the date of filing of this Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person any option to acquire our Equity Shares after the Issue.
26. Our Company has not raised any bridge loan against the proceeds of the Issue.
27. As on the date of this Draft Red Herring Prospectus, none of the shares held by our Promoters/ Promoters Group are subject to any pledge.
28. We here by confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Draft Red Herring Prospectus until the Equity Shares offered have been listed or application money unblocked on account of failure of Issue.
29. An over-subscription to the extent of 10% of the Issue 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 Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to 3 year lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
30. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
31. Our Company shall comply with such disclosure and accounting norms as may be specified by NSE, SEBI and other regulatory authorities from time to time.
32. There are no Equity Shares against which depository receipts have been issued.
33. Other than the Equity Shares, there is no other class of securities issued by our Company.
34. There are no safety net arrangements for the Issue.
35. As per RBI regulations, OCBs are not allowed to participate in this issue.
36. Our Promoters and Promoter Group will not participate in this issue.
37. This Issue is being made through Book Building process.
38. Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.
39. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-issue paid-up Equity Shares Share capital of our Company. Further, this Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.
40. No person connected with the Issue shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Bidder/Applicant.
41. We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of registering the Prospectus with the RoC and the Issue Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.

**OBJECTS OF THE ISSUE**

The Issue comprise a fresh Issue of up to 47,20,000 Equity Shares of our Company at an Issue Price of ₹[●] per Equity Share. We intend to utilize the proceeds of the Issue to meet the following objects:

1. Funding of capital expenditure towards installation of machinery for manufacturing of radial tyres and modernization of existing machinery; and
2. General Corporate Purpose.

(Collectively referred as the “Objects”)

We believe that listing will enhance our corporate image and visibility of 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 (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 object clause of our Memorandum of Association and the objects incidental and ancillary to the main objects enables us to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum of Association.

**Net Proceeds**

The details of the Net Proceeds are set forth below:

		(₹ in Lakhs)
Particulars		Amount
Gross Proceeds of the Issue		[●]
Less: Issue related expenses*		[●]
Net Proceeds		[●]

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

**Requirement of Funds and Utilization of Net Proceeds**

The Net Proceeds are proposed to be used in accordance with the details as set forth below:

		(₹ in Lakhs)
S. No.	Particulars	Amount
1.	Funding of capital expenditure towards installation of machinery for manufacturing of radial tyres and modernization of existing machinery.	1961.82
2.	General Corporate Purpose	[●]
	<b>Total</b>	[●]

\*To be finalized upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC. The amount utilized for general corporate purposes shall not exceed 15% of amount being raised by our Company through this Issue or ₹ 10 crores, whichever is lower.

Our fund requirements and deployment thereof are based on internal management estimates of our current business plans and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs or in other financial conditions, business strategy, as discussed further below.

**Means of Finance**

We intend to finance our Objects of Issue through Net Issue Proceeds which is as follows:

		(₹ in Lakhs)
Sr. No	Particulars	Amount
1.	Net Issue Proceeds	[●]
	<b>Total</b>	[●]

**Since the entire fund requirement is proposed to be met from the Net Proceeds of the Issue and internal accruals, there is no requirement 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 amounts to be raised through the proposed Issue or through existing identifiable internal accruals.**

Subject to applicable law, if the actual utilization towards the Objects is lower than the proposed deployment, such balance will be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 15% of the Gross Proceeds or Rs 10 Crores in accordance with Regulation 230(2) of the SEBI ICDR Regulations. In case

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of a shortfall in raising the requisite capital from the Net Proceeds or an increase in the total estimated cost of the Objects, business considerations may require us to explore a range of options including utilizing our internal accruals and seeking additional debt from existing and/or future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilization of funds earmarked for the purpose set forth above, increased funding requirements for a particular purpose may be financed by surplus funds, if any, available in respect of other purposes for which funds are being raised in the Fresh Issue. Any variation in the utilization of the Net Proceeds as disclosed in this Draft Red Herring Prospectus shall be subject to certain compliance requirements, including prior approval of the shareholders of our Company. The Objects may be varied in the manner provided in “**Objects of the Issue – Variation in Objects**” on page 79.

As we operate in a competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company’s historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company’s management.

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled “**Risk Factors**” beginning on page 26 of this Draft Red Herring Prospectus.

### **Details of Utilization of Net Proceeds**

The details of utilization of the Net Proceeds are set forth herein below:

#### **1. Funding of capital expenditure towards installation of machinery for manufacturing of Radial Tyres and Modernization of existing machinery.**

As of the date of this Draft Red Herring Prospectus, our existing manufacturing facility is located at Pawanpuri, behind Pawan Puri Behind Sybly Industries Ltd., Ghaziabad, Muradnagar, 201206, Uttar Pradesh, India. The facility is spread over an area of approximately 14,530 sq. metres. The facility is engaged in the production of Off-the-Road (OTR) tyres catering to agricultural and industrial applications, as well as tyres for commercial vehicles such as small commercial vehicles (SCVs), light commercial vehicles (LCVs) and heavy commercial vehicles (HCVs), and for two-wheelers, three-wheelers and e-vehicles including e-rickshaws and e-bikes.

The fund requirements, deployment of funds, and intended use of the Net Proceeds are based on supplier quotations obtained by us and internal cost estimates, and may be subject to change depending on prevailing market conditions. The total estimated cost and related fund requirements have not been appraised by any bank, financial institution, or independent agency.

The Company proposes to utilize a portion of the Net Proceeds of the Issue towards funding capital expenditure for the installation of machinery for manufacturing radial tyres and for the modernization of certain existing machinery currently used in the manufacture of nylon bias tyres, at an estimated cost of ₹1,961.82 lakhs. The Company has identified and obtained indicative quotations for the required machinery; however, purchase orders for such machinery have not yet been placed and will be issued in due course

The detailed list of plant and machinery to be acquired is as follows:

		(Amount in Rs. Lakhs)
Sr. No.	Particulars	Capital Expenditure
a.	Estimated Capital expenditure for Installation of machinery for manufacturing Radial Tyres	1728.58
b.	Estimated Capital expenditure for Modernization of existing Machinery	233.24
	<b>TOTAL</b>	<b>1961.82</b>

#### **a. Installation of machinery for manufacturing Radial Tyres**

The Company currently manufactures cross-ply (bias) tyres which are primarily used in two-wheelers, three-wheelers, agricultural vehicles, off-the-road (OTR) equipment, and certain categories of commercial vehicles where load-bearing capacity and sidewall strength are important.

To diversify its product range and address changes in industry demand, the Company proposes to acquire machinery for the manufacture of radial tyres at its existing facility. Radial tyres are widely used in passenger cars, buses, trucks and heavy commercial vehicles, with increasing adoption in agricultural and Off-the-Road (OTR) applications. The Company intends to manufacture radial tyres for agricultural and heavy industrial applications. In comparison to bias tyres, radial tyres are generally regarded in the industry as being suitable for higher-speed, heavy-load and longer-distance usage, and are also considered to offer advantages in terms of fuel efficiency and durability.

For this purpose, the Company intends to install machinery including new size tyre moulds, agricultural radial tyre building machines, 3D tread strip winding machines, and curing presses with higher capacities. The proposed installation is expected to enable the Company to commence production of radial tyres, which account for an increasing share of overall tyre demand in both domestic and international markets.

(₹ in lakhs)

Date of Quotation	Name of Plant & Machinery	Description/usage	Supplier Name	No of Machines	Amount in USD <sup>^</sup>	Amount <sup>*#</sup>	Validity Date
July 23, 2025	Tyre Moulds for various new sizes	Used for shaping and curing tyres of different new sizes during the radial Tyre production process	Laxmi Moulds Industries Pvt. Ltd.	21	-	223.20	January 19, 2026
July 29, 2025	2 <sup>nd</sup> Stage Agri-radial tyre building machine (single shaping stations) with 1 set of 42 inch tooling	For building and shaping agricultural radial tyres	Tianjin Saixiang Technology Co. Ltd., China	1	2,38,000	211.25	120 Days from the date of quotations
	3D Strip Winding Machine (2 Station type)	For winding and preparing tread strips for tyres		1	3,60,000	319.54	
August 04, 2025	Bag O Matic Dome Type Mech. Curing Press (75"x1C, 85"x1C, 95"x1C) 1 each	For curing and vulcanizing tyres of various sizes	Arp Technologies (Suzhou) Co.,Ltd.	3	10,98,000	974.59	October 05, 2025
<b>Total</b>						<b>1728.58</b>	

\*As per Quotation received from Suppliers

<sup>^</sup> 1 USD=88.7606 Rs. Dated September 24, 2025

<sup>#</sup>Exclusive of GST

**b. Modernization of existing Machinery:**

The Company proposes to undertake modernization of certain machinery presently used in the manufacture of nylon-based bias tyres. This will include the replacement and upgradation of equipment such as the Three Roll 45° Calender Machine (with motor, gear box, and digital control system), Control Panel with VFD, PLC, RCB, and Operator Panel, together with associated air compressors and allied equipment. These steps are aimed at improving operational efficiency, maintaining consistency in product quality, and ensuring that the Company's existing facilities remain suited for both bias and proposed radial tyre manufacturing.

(₹ in lakhs)

Date of Quotation	Name of Plant & Machinery	Description/usage	Supplier Name	No of Machines	Cost per unit	Amount <sup>*#</sup>	Validity Date
July 23, 2025	SCREW Air Compressor-Air Cooled	Compressed air supply for production	Advanced Equipments and Solutions Pvt. Ltd	2	40.40	80.80	6 Month
	Refrigeration Air Dryer	Removes moisture from compressed air		2	11.83	23.66	
	Pre-Filter	Filters impurities in compressed air		2	1.32	2.64	
	Air Receiver	Stores compressed air for operations		2	2.92	5.84	
<b>Total (A)</b>						<b>112.94</b>	
September 25, 2025	Three Roll 45° Calender Machine (with motor, gear box, and digital control system)	Used for processing and preparing rubber sheets for tyre manufacturing	Indian Expeller Works Private Limited	1	-	114.00	3 Month
	Control Panel with VFD, PLC, RCB, and Operator Panel	Used for automated control and monitoring of tyre production machinery		1	-	6.30	

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Date of Quotation	Name of Plant & Machinery	Description/usage	Supplier Name	No of Machines	Cost per unit	Amount*#	Validity Date
<b>Total (B)</b>						<b>120.30</b>	
<b>Grand Total (A+B)</b>						<b>233.24</b>	

\*As per Quotation received from Suppliers

#Exclusive of GST

### Notes:

- 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.
- Quotation received from the vendor mentioned above is valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with vendor and there can be no assurance that the same vendor would be engaged to eventually supply the Plant & Machinery or at the same costs. If there is any increase in the costs, the additional costs shall be paid by our Company from its internal accruals see **“Risk Factor– “The Company is yet to place orders for the machinery for the expansion of its manufacturing capabilities. Any delay in placing orders or procurement of such machinery may delay the schedule of implementation and possibly increase the cost.”** on page 26 of this Draft Red Herring Prospectus.
- The Plant & machinery models and quantity to be purchased is 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 vendor or any modification/addition/deletion) 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 or utilities, as required. 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 purpose, subject to limit of 15% of amount being raised by our Company through this Issue or ₹ 10 crores, whichever is lower.
- Our Company proposes to deploy the entire Net Proceeds towards the Objects. If the Net Proceeds are not utilized (in full or in part) for the Objects of the Offer during the period stated above due to factors such as (i) the timing of completion of the Offer; (ii) market conditions outside the control of our Company; and (iii) any other business and commercial considerations, the remaining Net Proceeds shall be utilized (in part or full) in subsequent periods as may be determined by our Company, in accordance with applicable laws
- We are not acquiring any second-hand machinery.
- The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost of Machinery proposed to be acquired by us at the actual time of purchase, resulting in increase in the estimated cost. Further, cost will be escalated on account of freight expenses, installation charges, packaging & forwarding, exchange rate fluctuations, custom duty etc. Such cost escalation would be met out of our internal accruals.

## 2. General Corporate Purpose

Our Company intends to deploy the balance Net Proceeds towards general corporate purposes, subject to such utilization not exceeding 15% of the Proceeds of fresh issue or Rs. 10 Crores, whichever is lower, in accordance with Regulation 230(2) of the SEBI ICDR Regulations, for purposes permitted under Regulation 230(2) of the SEBI ICDR Regulations, including but not limited to, (i) funding growth opportunities, including strategic initiatives; (ii) meeting any expenses incurred in the ordinary course of business by the Company; (iii) servicing of borrowings including payment of interest; (iv) brand building and other marketing expenses; (v) meeting of exigencies which our Company may face in the course of any business; and (vi) any other purpose as permitted by applicable laws and as approved by our Board or a duly appointed committee thereof.

We confirm that any Issue related expenses shall not be considered as a part of General Corporate Purpose. Further in case, our actual Issue expenses turn to be lesser than the estimated Issue expenses of Rs. [●] lakhs, such surplus amount shall be utilized for General Corporate Purpose in such a manner that the amount for general corporate purposes, as mentioned in the Draft Red Herring Prospectus, shall not exceed 15% of the amount raised by our Company through Proceeds from Fresh Issue or Rs. 10 Crores, whichever is lower.

### Issue Related Expenses

The total expenses for this Issue are estimated to be approximately Rs. [●] Lakhs, which is [●] % of the Issue Size. All the Issue related expenses shall be proportionately met out from proceeds of the Issue as per applicable laws. The estimated break-up of the Issue-related expenses is as follows:

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Particulars	Estimated expenses (Rs. in Lakhs)*	As a % of total estimated Issue related expenses	As a % of the total Issue Size
Book Running Lead Manger fees	[●]	[●]	[●]
Underwriting Commission	[●]	[●]	[●]
Brokerage and selling commission	[●]	[●]	[●]
Fees Payable to Registrar to the Issue	[●]	[●]	[●]
Fees Payable for Advertising and Publishing Expenses.	[●]	[●]	[●]
Fees Payable to Regulators including Stock Exchanges	[●]	[●]	[●]
Payment for Printing & Stationery, Postage, etc.	[●]	[●]	[●]
Fees Payable to Statutory Auditor, Legal Advisors and other Professionals			
Others (Commission/processing fee for SCSBs, Sponsor Bank and Banker(s) to the Issue and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs and Miscellaneous Expenses)	[●]	[●]	[●]
<b>Total Estimated Issue Expenses</b>	[●]	[●]	[●]

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

- (1) Amounts will be finalised and incorporated in the Prospectus on determination of Issue Price. Issue expenses include applicable taxes, where applicable. Issue expenses are estimates and are subject to change.
- (2) Selling commission payable to the SCSBs on the portion for Individual Bidders. Non-Institutional Bidders, which are directly procured by the SCSBs, would be as follows

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

\*Amount allotted is the product of the number of Equity Shares Allotted and the Issue Price. The selling commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of BSE or NSE

- (3) No uploading/ processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them. Processing fees payable to the SCSBs on the portion for Individual Bidders and Non-Institutional Bidders which are procured by the members of the Syndicate/ sub-Syndicate/ Registered Broker/ CRTAs/ CDPs and submitted to SCSB for blocking, would be as follows:

Portion for Individual Bidders	[●] per valid Bid cum Application Form (plus applicable taxes)
Portion for Non-Institutional Bidders	[●] per valid Bid cum Application Form (plus applicable taxes)

Notwithstanding anything contained above the total processing fee payable under this clause will not exceed [●] (plus applicable taxes) and in case if the total processing fees exceeds [●] (plus applicable taxes) then processing fees will be paid on pro-rata basis.

- (4) The processing fees for applications made by Individual Bidders using the UPI Mechanism would be as follows:

Members of the Syndicate/ RTAs/ CDPs (uploading charges)	[●] per valid application (plus applicable taxes)
Sponsor Bank - [●]	[●] per valid Bid cum Application Form* (plus applicable taxes) The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.

\*For each valid application by respective Sponsor Bank

Notwithstanding anything contained above in this clause the total Uploading charges/ Processing fees payable to Members of the Syndicate/ RTAs/ CDPs for applications made by RIBs (up to ₹200,000), Non-Institutional Bidders (for an amount more than ₹200,000 and up to ₹500,000) using the UPI Mechanism and in case if the total uploading charges/ processing fees exceeds [●] (plus applicable taxes) then uploading charges/ processing fees using UPI Mechanism will be paid on pro-rata basis.

- (5) Selling commission on the portion for Individual Bidders and Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, CRTAs and CDPs or for using 3-in-1

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type accounts- linked online trading, demat & bank account provided by some of the Registered Brokers which are Members of the Syndicate (including their Sub-Syndicate Members) would be as follows:

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

\*Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price

Uploading charges payable to Members of the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs on the applications made by RIBs using 3-in-1 accounts and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts, would be as follows: [●] plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs.

Bidding charges payable to the Registered Brokers, CRTAs/ CDPs on the portion for RIBs and Non-Institutional Bidders which are directly procured by the Registered Brokers or CRTAs or CDPs and submitted to SCSB for processing would be as follows:

Portion for Individual Bidders*	[●] per valid application (plus applicable taxes)
Portion for Non-Institutional Bidders*	[●] per valid application (plus applicable taxes)

\* Based on valid applications

Notwithstanding anything contained above the total uploading/ bidding charges payable under this clause will not exceed [●] (plus applicable taxes) and in case if the total uploading/ bidding charges exceeds [●] (plus applicable taxes) then uploading charges will be paid on pro-rata basis.

The Selling Commission payable to the Syndicate/ Sub-Syndicate Members will be determined on the basis of the Bid cum Application Form number/ series, provided that the application is also bid by the respective Syndicate/ Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the Bid cum Application Form number/ series of a Syndicate/ Sub-Syndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate/ Sub-Syndicate Member. Bidding Charges payable to members of the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs on the portion for Individual Bidders and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking, would be as follows: [●] plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs.

The selling commission and bidding charges payable to Registered Brokers the CRTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of BSE

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and/or Escrow and Sponsor Bank Agreement. Further, the processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/P/2021/2480/1/M dated March 16, 2021.

**Proposed Schedule of Implementation:**

The proposed year wise break up of deployment of funds and Schedule of Implementation of Net Issue Proceeds is as under:

(₹ In Lakhs)

S. No.	Particulars	Amount to be deployed and utilized	
		F.Y. 2025-26	F.Y. 2026-27
1.	Funding of capital expenditure towards installation of machinery for manufacturing of radial tyres and modernization of existing machinery	-	1961.82
2.	General Corporate Purpose	[●]	[●]
	<b>Total</b>	[●]	[●]

To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Objects, as per the estimated schedule of deployment specified above, our Company shall deploy the Net Proceeds in the subsequent Financial Years towards the Objects.

**Appraisal**

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 Issue are currently based on available quotations and 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 but not limited to variations in interest rate structures, changes in our financial condition and current commercial conditions of our Business 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.

### **Bridge Financing Facilities**

As on the date of this Draft 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 Issue, 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 Issue' until completion of the Issue. 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 Issue**' will be repaid from the Net Proceeds of the Issue.

### **Monitoring Utilization of Funds**

As the size of the Issue will not exceed ₹ 5000 Lakhs, the appointment of Monitoring Agency would not be required as per Regulation 262(1) of the SEBI ICDR Regulations. Our Board and the management will monitor the utilization of the Net Issue Proceeds through our audit committee. Pursuant to Regulation 32 of the SEBI Listing Regulations, our Company shall on half yearly basis disclose to the Audit Committee the Application of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Red Herring Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. Also, the company will submit a certificate of the statutory auditor for utilization of money raised through the public issue (including use of funds for working capital requirement as disclosed in the offer document) while filing the quarterly financial results, till the issue proceeds are fully utilized in terms of SEBI ICDR regulations.

### **Interim Use of Proceeds**

Pending utilization of the Issue proceeds of the Issue for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934, as amended, as may be approved by our Board.

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.

### **Variation in Objects**

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our Promoters or controlling Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

### **Other confirmations**

There are no material existing or anticipated transactions with our Promoters, our Directors, our Company's key Managerial personnel and Senior Management, in relation to the utilization of the Net Proceeds. No part of the Net Proceeds will be paid by us as consideration to our Promoter, our directors or key managerial personnel or senior management personnel except in the normal course of business and in compliance with the applicable laws.

## BASIS OF ISSUE 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 “Financial Information of the Company” beginning on page 26, 105 and 156 respectively of this Draft 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.

Price Band/ Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager on the basis of the assessment of market demand for the Equity Shares through the Book Building Process and on the basis of the qualitative and quantitative factors as described in this section. The face value of the Equity Shares is ₹ 10/- each and the Issue Price is [●] times of the face value at the lower end of the Price Band and [●] times of the face value at the upper end of the Price Band.

### QUALITATIVE FACTORS

We believe the following business strengths allow us to successfully compete in the industry:

- a) Revenue from multiple geographies from various countries across the Globe
- b) Diverse product portfolio with customised offerings
- c) Quality and Certifications
- d) Strong Manufacturing Capabilities
- e) Strong distribution network across Domestic and International Markets
- f) Experienced and dedicated management team

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled “Our Business” beginning on page 105 of this Draft Red Herring Prospectus.

### QUANTITATIVE FACTORS

The information presented below relating to our Company is based on the Restated Financial Statements. For details, please refer section titled “Financial Information of the Company” on page 156 of this Draft Red Herring Prospectus.

Some of the quantitative factors which may form the basis for calculating the Issue Price are as follows:

#### 1. Basic & Diluted Earnings per share (EPS) (Face value of ₹ 10/- each):

As per the Restated Financial Statements: -

Sr. No	F.Y./Period	Basic & Diluted (₹)	Weights
1	Financial Year ending March 31, 2025	4.06	3
2	Financial Year ending March 31, 2024	3.81	2
3	Financial Year ending March 31, 2023	1.24	1
	<b>Weighted Average</b>	<b>3.51</b>	<b>6</b>

#### 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 Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure IV.
- v. Basic Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders / Weighted average number of equity 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 Earning (P/E) Ratio in relation to the Price Band of ₹[●] to ₹[●] per Equity Share of Face Value of ₹ 10/- each fully paid up:

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 period ending March 31, 2025	[●]	[●]
P/E ratio based on the Weighted Average EPS, as restated.	[●]	[●]

## VK Tyre India Limited

Industry P/E Ratio*	(P/E) Ratio
Highest P/E (Emerald Tyre Manufacturers Limited )	23.41
Lowest P/E (Tolins Tyres Limited )	17.14
Industry Average	20.28

\* For the purpose of industry, we have considered those companies which are engaged in the similar line of business segment as of our Company, however, they may not be exactly comparable in terms of product portfolio or the size of our Company. The peers have been included for the purpose of broad comparison.

### Note:

- The P/E ratio of our Company has been computed by dividing Issue Price with EPS.
- P/E Ratio of the peer company is based on the Audited Results for the F.Y. 2024-25 and stock exchange data dated September 19<sup>th</sup>, 2025.

### 3. Return on Net worth (RoNW)

Sr. No	Period	RoNW (%)	Weights
1	Period ending March 31, 2025	27.39	3
2	Period ending March 31, 2024	35.39	2
3	Period ending March 31, 2023	17.78	1
	<b>Weighted Average</b>	<b>28.46</b>	<b>6</b>

### Note:

- The figures disclosed above are based on the Restated Financial Statements of the Company.
- The RoNW has been computed by dividing restated net profit after tax (excluding exceptional items) with restated Net worth as at the end of the year/period.
- Weighted average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. (RoNW x Weight) for each year/Total of weights.

### 4. Net Asset Value (NAV) per Equity Share:

Sr. No.	NAV per Equity Share	(Amount in ₹)
1.	As at March 31, 2023	12.18
2.	As at March 31, 2024	18.85
3.	As at March 31, 2025	14.83
5.	NAV per Equity Share after the Issue	
	a) at Floor Price	[●]
	b) at Cap Price	[●]
6.	Issue Price	[●]

\*The above NAV has been calculated based on weighted number of shares outstanding at the end of the respective year.

### Notes:

- The figures disclosed above are based on the Restated Financial Statements of the Company.
- NAV per share = Restated Net worth at the end of the year divided by weighted average number of equity shares outstanding at the end of the year/period
- Net worth is computed as the sum of the aggregate of paid-up equity share capital, all reserves created out of the profits, securities premium account received in respect of equity shares and debit or credit balance of profit and loss account.
- Issue Price per Equity Share will be determined by our Company in consultation with the Book Running Lead Manager.

### 5. Comparison of Accounting Ratios with Industry Peers

Name of Company	Current Market Price (₹)	Face Value	EPS	PE	RoNW (%)	Net Asset Value per share (₹)	Total Income (₹ In lakhs)
			Basic/Diluted				
VK Tyre India Limited	[●]	10	4.06	[●]	27.39	14.83	12,280.91
<b>Peer Group</b>							
Tolins Tyres Limited	186.26	5	10.87	17.14	11.92	82.11	29,500.30
Emerald Tyre Manufacturers Limited	125.50	10	5.36	23.41	9.54	75.44	20,261.47

### Notes:

- Source – All the financial information for listed industry peers mentioned above is sourced from the Annual Reports of the aforesaid companies for the year ended March 31, 2025 and from the Prospectus filled with stock exchange dated

## VK Tyre India Limited

September 11, 2024 of “Tolins Tyres Limited” and Prospectus filed with stock exchange dated December 09, 2024 of “Emerald Tyre Manufacturers Limited” to compute the corresponding financial ratios. Further, P/E Ratio is based on the current market price of the respective scrips.

- (ii) Market Price for the listed peer mentioned above is sourced from stock exchange data dated September 19, 2025 to compute the corresponding financial ratios.
- (iii) The EPS, NAV, RoNW and total Income of our Company are taken as per Restated Financial Statement for the Financial Year 2024-25.
- (iv) NAV per share is computed as the closing net worth divided by the weighted average number of paid-up equity shares as on March 31, 2025.
- (v) RoNW has been computed as net profit after tax divided by closing net worth.
- (vi) Net worth has been computed in the manner as specified in Regulation 2(1) (hh) of SEBI (ICDR) Regulations, 2018.
- (vii) The face value of Equity Shares of our Company is ₹10/- per Equity Share and the Issue price is [●] times the face value of equity share.

## 6. Key Performance Indicators

The KPIs disclosed below have been used historically by our Company to understand and analyze the business performance, which in result, help us in analyzing the growth of our company.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated September 12, 2025 and the members of the Audit Committee have verified the details of all KPIs pertaining to our 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 years’ period prior to the date of filing of this Draft Red Herring Prospectus. Further, the KPIs herein have been certified by M/s S. R. Goyal & Co., Chartered Accountants, by their certificate dated September 12, 2025.

The KPIs of our Company have been disclosed in the sections titled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators” on pages 105, and 209 respectively. We have described and defined the KPIs as applicable in “Definitions and Abbreviations” on page 1 of this Draft Red Herring Prospectus.

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 Issue, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

### Key Performance Indicators of our Company

(₹In Lakhs except percentages and ratios)

Key Financial Performance	As at the Year ended		
	FY 2024-25	FY 2023-24	FY 2022-23
Revenue from operations <sup>(1)</sup>	11992.81	10415.29	8141.60
EBITDA <sup>(2)</sup>	1040.95	1185.82	532.01
EBITDA Margin <sup>(3)</sup>	8.68%	11.39%	6.53%
PAT <sup>(4)</sup>	533.37	500.28	162.42
PAT Margin <sup>(5)</sup>	4.45%	4.80%	1.99%
RoE (%) <sup>(6)</sup>	31.74%	42.99%	19.44%
RoCE (%) <sup>(7)</sup>	15.58%	19.32%	9.11%
Net Worth <sup>(8)</sup>	1,947.09	1413.71	913.44

#### Notes:

<sup>(1)</sup> Revenue from operation means revenue from sales, service and other operating revenues

<sup>(2)</sup> EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

<sup>(3)</sup> ‘EBITDA Margin’ is calculated as EBITDA divided by Revenue from Operations

<sup>(4)</sup> PAT is calculated as Profit before tax – Tax Expenses

<sup>(5)</sup> ‘PAT Margin’ is calculated as PAT for the period/year divided by revenue from operations.

<sup>(6)</sup> Return on Equity is ratio of Profit after Tax and Average Shareholder Equity

<sup>(7)</sup> Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders’ equity plus total borrowings {current & non-current} plus Deferred tax liability.

<sup>(8)</sup> Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss) – Preliminary Expenses to the extent not written-off

**Explanation for KPI metrics:**

<b>KPI</b>	<b>Explanations</b>
Revenue from Operations	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
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.
RoE(%)	RoE provides how efficiently our Company generates profits from shareholders' funds.
RoCE (%)	RoCE provides how efficiently our Company generates earnings from the capital employed in the business.
Net Worth	Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity.

**VK Tyre India Limited**

7. Set forth below are the details of comparison of key performance of indicators with our listed industry peer:

*(₹In Lakhs except percentages and ratios)*

Key Financial Performance	VK Tyre India Limited			Tolins Tyres Limited			Emerald Tyre Manufacturers Limited		
	FY	FY	FY	FY	FY	FY	FY	FY	FY
	2024-25	2023-24	2022-23	2024-25	2023-24	2022-23	2024-25	2023-24	2022-23
Revenue from operations <sup>(1)</sup>	11992.81	10415.29	8141.6	29,244.80	22,721.80	11,824.60	19,946.80	17,098.74	16,393.95
EBITDA <sup>(2)</sup>	1040.95	1185.82	532.01	5,576.10	4,637.40	1,226.10	3,011.41	2,962.89	2,389.06
EBITDA Margin (%) <sup>(3)</sup>	8.68%	11.39%	6.53%	19.07%	20.41%	10.37%	15.10%	17.23%	14.22%
PAT <sup>(4)</sup>	533.37	500.28	162.42	3,868.20	2,600.60	499.2	1043.34	1,214.32	892.85
PAT Margin (%) <sup>(5)</sup>	4.45%	4.80%	1.99%	13.23%	11.45%	4.22%	5.23%	7.10%	5.45%
RoE (%) <sup>(6)</sup>	31.74%	42.99%	19.44%	11.92%	25.87%	25.70%	12.77%	22.50%	24.14%
RoCE (%) <sup>(7)</sup>	15.58%	19.32%	9.11%	15.74%	36.08%	31.49%	12.56%	17.62%	16.04%

**Notes:**

<sup>(1)</sup> Revenue from operation means revenue from sales, service and other operating revenues

<sup>(2)</sup> EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

<sup>(3)</sup> 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

<sup>(4)</sup> PAT is calculated as Profit before tax – Tax Expenses

<sup>(5)</sup> 'PAT Margin' is calculated as PAT for the period/year divided by revenue from operations.

<sup>(6)</sup> Return on Equity is ratio of Profit after Tax and Average Shareholder Equity

<sup>(7)</sup> Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total borrowings {current & non-current} plus Deferred Tax Liability

**8. Weighted average cost of acquisition**

**a) The price per share of our Company based on the primary/ new issue of shares (equity/ convertible securities)**

There has been no issuance of Equity Shares other than Equity Shares issued pursuant to a bonus issue on December 18, 2024 during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (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 30 days.

**b) The price per share of our Company based on the secondary sale/ acquisition of shares (equity shares)**

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 of shares), 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.

**c) Price per share based on the last five Primary Issuances or Secondary Transactions**

Since there are no such transactions to report to under (a) and (b) therefore, information based on last 5 primary or secondary transactions (secondary transactions where Promoter/ Promoter Group entities or shareholder(s) having the right to nominate director(s) in the Board of our Company, are a party to the transaction), not older than 3 years prior to the date of this certificate irrespective of the size of transactions, is as below:

**Primary Transaction:**

Except as disclosed below, there have been no primary transactions in the 3 years preceding the date of this Draft Red Herring Prospectus:

Date of Allotment	No. of equity shares allotted	Issue price per equity share (₹)	Nature of Allotment	Nature of consideration	Total Consideration
December 18, 2024	56,25,000	Nil	Bonus Issue	Other than Cash	Nil

**Secondary Transaction:**

there have been no secondary transactions by the promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of our company are a party to the transaction, in the last 3 years preceding the date of this Draft Red Herring Prospectus:

**Weighted Average Cost of Acquisition, Floor Price and Cap Price**

Types of transactions	Weighted average cost of acquisition (₹ per Equity Shares of face value of Rs. 10/-)	Floor price* (i.e. ₹ [●])	Cap price* (i.e. ₹ [●])
Weighted average cost of acquisition of primary/ new Offer as per paragraph 8(a) above.	NA <sup>^</sup>	NA <sup>^^</sup>	NA <sup>^^</sup>
Weighted average cost of acquisition for secondary sale/ acquisition as per paragraph 8(b) above.	NA <sup>^^</sup>	NA <sup>^^</sup>	NA <sup>^^</sup>
Weighted average cost of acquisition of primary issuances/ secondary transactions as per paragraph 8(c) above	NIL	[●] times	[●] times

**Note:**

<sup>^</sup>There were no primary/ new issue of shares (equity/ convertible securities) as mentioned in paragraph 8(a) above, in last 18 months from the date of this Draft Red Herring Prospectus.

<sup>^^</sup>There were no secondary transactions as mentioned in paragraph 8(b) above, in last 18 months from the date of this Draft Red Herring Prospectus.

\* To be updated at Prospectus stage.

**Detailed explanation for Offer Price/ Cap Price being [●] times of WACA of primary issuances/ secondary transactions of Equity Shares (as disclosed above) along with our Company’s KPIs and financial ratios for Fiscals 2025, 2024 and 2023:**

[●]\*

\*To be included upon finalization of the Price Band.

**Explanation for the Offer Price/Cap Price, being [●] times of WACA of primary issuances/ secondary transactions of Equity Shares (as disclosed above) in view of the external factors which may have influenced the pricing of the Issue.**

[●]\*

\*To be included upon finalization of the Price Band

This is a Book Built Offer and the price band for the same shall be published 2 working days before opening of the Offer all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and Hindi edition of [●], a regional newspaper each with wide circulation,

The Price Band/ Floor Price/ Offer Price shall be determined by our Company in consultation with the BRLM and will be justified by us in consultation with the BRLM on the basis of the above information. Investors should read the above-mentioned information along with **“Our Business”, “Risk Factors” and “Restated Financial Statements”** on pages 105, 26 and 156 respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in “Risk Factors” or any other factors that may arise in the future and you may lose all or part of your investments.

**STATEMENT OF SPECIAL TAX BENEFITS**

**To,**

The Board of Directors,  
**VK Tyre India Limited**  
Pawan Puri Behind Sybly Industries Ltd.,  
Ghaziabad, Muradnagar, 201206,  
Uttar Pradesh, India.

**And**

**Hem Securities Limited**  
203, Jaipur Tower,  
M I Road, Jaipur- 302001,  
Rajasthan, India.

**Dear Sirs/ Madam,**

**Sub: Statement of Special Tax Benefits ('The Statement') available to VK Tyre India Limited ('The Company') and its shareholders under the Direct and Indirect Tax Laws in India**

We hereby report that the enclosed annexure prepared by the management of **VK Tyre India Limited**, states the special tax benefits available to the Company and the shareholders of the Company under 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, respective State Goods and Services Tax Act, 2017 (collectively the "GST Act") presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and do not cover any general tax benefits available to the Company. Further, the preparation of enclosed statement and the contents stated therein is the responsibility of the Company's management. We are informed that; this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of Equity shares ("**the Issue**") by the Company.

We do not express any opinion or provide any assurance as to whether:

- a) The Company or its shareholders will continue to obtain these benefits in future; or
- b) The conditions prescribed for availing the benefits have been/would be met.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

**Limitations:**

Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein.

We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/Prospectus or any other issue related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

This statement has been prepared solely in connection with the Proposed Offer by the Company under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

Yours faithfully,

**For SR Goyal and Co**  
**Chartered Accountants**  
**Firm Registration No: 001537C**

**Sd/-**  
**Ajay Kumar Atolia**  
**(Partner)**  
**M. No. 077201**  
**UDIN: 25077201BMLJSE7330**

**Date:** September 12, 2025  
**Place** Jaipur

**ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS**

The information provided below sets out the special tax benefits available to the Company and the Equity Shareholders under the Income Tax Act, 1961 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 Equity Shares particularly in view of the fact that 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.

**A. SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO THE COMPANY:**

- The Company is not entitled to any special tax benefits under the Income Tax Act, 1961 and GST Act.

**B. SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO THE SHAREHOLDERS:**

- The Shareholders of the Company are not entitled to any special tax benefits under the Income Tax Act, 1961 and GST Act.

**NOTES:**

1. The above Annexure of special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
2. The above Annexure covers only the special tax benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This Annexure also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.
3. The above Annexure of special tax benefits is as per the current direct tax laws relevant for the assessment year 2025-26. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws.
4. In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement, if any, entered into between India and the country in which the non-resident has fiscal domicile.
5. A new Section 115BAA has been inserted by the Taxation Laws (Amendment) Act, 2019 ('the Amendment Act, 2019') with effect from Financial Year 2019-20 granting an option to domestic companies to compute corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and cess of 4%), provided such companies do not avail specified exemptions/incentives. The option under section 115BAA of the Act once exercised cannot be subsequently withdrawn for any future financial year. The Amendment Act, 2019 further provides that domestic companies availing such option will not be required to pay Minimum Alternate Tax ('MAT') under Section 115JB. The CBDT has further issued Circular 29/2019 dated October 02, 2019 clarifying that since the MAT provisions under Section 115JB itself would not apply where a domestic company exercises option of lower tax rate under Section 115BAA, MAT credit would not be available.

In such a case, the Company is not allowed to claim any of the following deductions/ exemptions under the Act: -

- ✓ Deduction under the provisions of Section 10AA.
- ✓ Deduction under clause (iia) of sub-section (1) of Section 32 (additional depreciation).
- ✓ Deduction under section 32AD or Section 33AB or Section 33ABA
- ✓ Deduction under section 35AD or Section 35CCC
- ✓ Deduction under section 80G

Lower corporate tax rate under Section 115BAA of the Act and Minimum Alternate Tax ('MAT') credit under section 115JAA of the Act which are in general available and hence may not be treated as special tax benefits.

Accordingly, the company has evaluated and decided to exercise the option permitted under section 115BAA of the Act for the purpose of computing its income tax liability for the Financial year 2024-25 and onwards.

6. This Annexure is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.
7. For the purpose of reporting here, we have not considered the general tax benefits available to the company or shareholders.

8. The above statement covers only certain relevant direct tax law benefits and indirect tax law benefits or benefit.
9. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. 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

**For SR Goyal and Co**  
**Chartered Accountants**  
**Firm Registration No: 001537C**

**Sd/-**  
**Ajay Kumar Atolia**  
**(Partner)**  
**M. No. 077201**  
**UDIN: 25077201BMLJSE7330**

**Date:** September 12, 2025  
**Place** Jaipur

**SECTION-V- ABOUT THE COMPANY**

**INDUSTRY OVERVIEW**

The information in this section has been extracted from various websites and publicly available documents from various industry sources. The data may have been re-classified by us for the purpose of presentation. Neither we nor any other person connected with the offer has independently verified the information provided in this section. Industry sources and publications, referred to in this section, generally state that the information contained therein has been obtained from sources generally believed to be reliable but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured, and, accordingly, investment decisions should not be based on such information.

Investors should note that this is only a summary of the industry in which we operate and does not contain all information that should be considered before investing in the Equity Shares. Before deciding to invest in the Equity Shares, prospective investors should read this Draft Red Herring Prospectus, including the information in “**Our Business**” and “**Financial Information**” beginning on page 105 and 156, respectively of this Draft Red Herring Prospectus. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with an investment in the Equity Shares, see “**Risk Factors**” beginning on page 26 **Error! Bookmark not defined.** of this Draft Red Herring Prospectus.

**GLOBAL ECONOMIC OUTLOOK**

Global growth is projected at 3.0 percent for 2025 and 3.1 percent in 2026. The forecast for 2025 is 0.2 percentage point higher than that in the reference forecast of the April 2025 World Economic Outlook (WEO) and 0.1 percentage point higher for 2026. This reflects stronger-than-expected front-loading in anticipation of higher tariffs; lower average effective US tariff rates than announced in April; an improvement in financial conditions, including due to a weaker US dollar; and fiscal expansion in some major jurisdictions. Global headline inflation is expected to fall to 4.2 percent in 2025 and 3.6 percent in 2026, a path similar to the one projected in April. The overall picture hides notable cross-country differences, with forecasts predicting inflation will remain above target in the United States and be more subdued in other large economies.

Risks to the outlook are tilted to the downside, as they were in the April 2025 WEO. A rebound in effective tariff rates could lead to weaker growth. Elevated uncertainty could start weighing more heavily on activity, also as deadlines for additional tariffs expire without progress on substantial, permanent agreements. Geopolitical tensions could disrupt global supply chains and push commodity prices up. Larger fiscal deficits or increased risk aversion could raise long-term interest rates and tighten global financial conditions. Combined with fragmentation concerns, this could reignite volatility in financial markets. On the upside, global growth could be lifted if trade negotiations lead to a predictable framework and to a decline in tariffs. Policies need to bring confidence, predictability, and sustainability by calming tensions, preserving price and financial stability, restoring fiscal buffers, and implementing much-needed structural reforms.

**INDIAN ECONOMY OUTLOOK**

**Introduction**

India’s economic journey over the past few years has been marked by remarkable growth and a steady rise in its position on the global stage. After overtaking the United Kingdom (UK) to become the fifth largest economy in Q1 FY23, India has continued this upward trajectory to surpass Japan in June 2025 to become the fourth largest economy in the world. With a nominal Gross Domestic Product (GDP) of Rs. 3,31,03,000 crore (US\$ 3.78 trillion), India’s growth reflects a combination of strong domestic demand and policy reforms positioning the country as a key destination for global capital.

Further, India is projected to reach a GDP of Rs. 4,26,45,000 crore (US\$ 5 trillion) by 2027 and is on course to surpass Germany by 2028. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

**Market Size**



India’s economy shows robust expansion, with real GDP for FY25 estimated at Rs. 1,87,97,000 crore (US\$ 2.20 trillion), from Rs. 1,76,51,000 crore (US\$ 2.06 trillion) in FY24 with a growth rate of 6.5%. This growth is driven by rising employment and stronger private consumption, supported by improving consumer sentiment, which is expected to keep the momentum going in the near future.

Trade remains a critical pillar of India’s growth story with exports reaching Rs. 37,31,000 crore (US\$ 436.6 billion) in FY25, led by Engineering Goods (26.88%), Petroleum Products (13.86%) and Electronic Goods (8.89%). These exports helped the economy stay

## ***VK Tyre India Limited***

resilient during the pandemic when other sectors slowed. Union Minister of Commerce and Industry, Mr. Piyush Goyal projects exports to reach Rs. 85,44,000 crore (US\$ 1 trillion) by 2030.

India's ability to attract Foreign Direct Investment (FDI) has also strengthened. The country received record FDI inflows amounting to Rs. 4,21,929 crore (US\$ 49.3 billion) in FY25 a 15% increase over FY24, supported by a stable policy environment, a large domestic market and steady economic growth positioning the country as a key destination for global capital. This capital inflow also complements government plans for increased investment in infrastructure and asset-building projects to further boost economic growth.

India's external economic position is improving. The current account deficit narrowed to Rs. 1,98,726 crore (US\$ 23.30 billion), or 0.6% of GDP, in FY25 from Rs. 2,21,754 crore (US\$ 26.00 billion), or 0.7% of GDP, in FY24. This improvement was due to higher net receipts from services and secondary income, according to the Reserve Bank of India (RBI).

### ***Road Ahead***

India's economy grew by 6.5% in FY25. With a 7.4% growth rate in Q4 FY25, with RBI projecting a growth rate of 6.5% in FY26 as well. India's comparatively strong position in the external sector reflects the country's positive outlook for economic growth and rising employment rates. In 2024, India rose to 15th place globally in FDI rankings and retained its position as South Asia's top recipient.

In H1 FY25, India's growth-focused approach was underscored by the government's capital expenditure outlay of Rs. 15,02,000 crore (US\$ 176 billion), reinforcing its commitment to infrastructure-led development.

In the Union Budget of FY26, capital expenditure took lead by steeply increasing the capital expenditure outlay by 10% to Rs. 11,21,000 crore (US\$ 131 billion) over Rs. 10,18,000 crore (US\$ 119 billion) in FY25. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.

India's total goods and service exports surged by 76% over the past decade, touching Rs. 70,36,425 crore (US\$ 825 billion) in FY25, driven by strong performance in engineering goods, electronics, and pharmaceuticals. With a reduction in port congestion, supply networks are being restored.

With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

**Source:** [www.ibef.org/economy/indian-economy-overview](http://www.ibef.org/economy/indian-economy-overview)

## **INDIAN AUTO COMPONENTS INDUSTRY**

### ***Introduction***

India has become the fastest-growing economy in the world in recent years. This fast growth, coupled with rising incomes, a boost in infrastructure spending and increased manufacturing incentives, has accelerated the automobile industry. The two-wheeler segment dominated the automobile industry because of the Indian middle class, with automobile sales standing at 23.85 million units in FY24.

Significant demand for automobiles also led to the emergence of more original equipment and auto components manufacturers. As a result, India developed expertise in automobiles and auto components, which helped boost international demand for Indian automobiles and auto components. Hence, the Indian automobile industry has a considerable impact on the auto component industry.

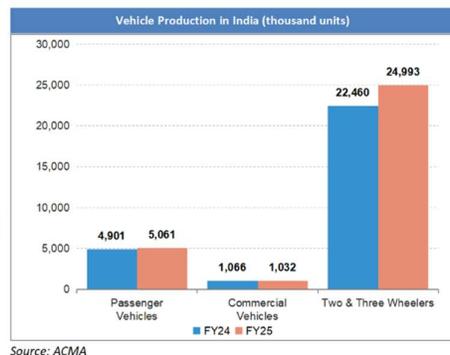
In 2024, India produced 100,000 electric cars and 900,000 electric two-wheelers. However, internal combustion engine (ICE) vehicles still dominate with 20 million two-wheelers and 5 million cars produced. India's auto component industry is an important sector driving macroeconomic growth and employment. The industry comprises players of all sizes, from large corporations to micro entities, spread across clusters throughout the country.

The auto components industry accounted for 2.3% of India's GDP and provided direct employment to more than 1.5 million people. By 2026, the automobile component sector will contribute 5-7% of India's GDP. The Automotive Mission Plan (2016-26) projects to provide direct incremental employment to 3.2 million by 2026. The automotive components industry experienced a 11% YoY growth, reaching Rs. 3.32 lakh crore (US\$ 38.4 billion) in the first half of FY25. India's auto component industry aims for Rs. 8,42,500 crore (US\$ 100 billion) in exports within 7-8 years, driven by significant recovery and growth strategies.

## ***VK Tyre India Limited***

The industry is a leader in exports and provides jobs to over 3.7 crore people. In FY24, the export value of auto components/parts was estimated at US\$ 21.2 billion. North America, which accounts for 33% of total exports, increased by 5%, while Europe and Asia, which account for 32% and 24% of total exports, increased by 12% and growth for Asia remained flat, respectively. The key export items included drive transmission and steering, engine components, body/chassis, suspension and braking etc.

### **Market Size**



India's auto components industry's market share has significantly expanded, led by increasing demand for automobiles by the growing middle class and exports globally. Due to the demand for Indian auto components, several Indian and international players have entered the industry. India's auto component industry is broadly classified into organised and unorganised sectors. While the unorganised sector consists of low-valued items and mostly serves the aftermarket category, the organised sector serves OEMs and includes high-value precision instruments.

The automobile component industry turnover stood at Rs. 6.14 lakh crore (US\$ 74.1 billion) during FY24, registering a revenue growth of 9.8% as compared to FY23. Domestic OEM supplies contributed ~54% to the industry's turnover, followed by domestic aftermarket (~10%) and exports (~18%), in FY24. The component sales to OEMs in the domestic market grew by 8.9% to Rs. 5.18 lakh crore (US\$ 62.4 billion). The aftermarket for auto components grew by 10.0% during FY24 reaching Rs. 9.38 lakh crore (US\$ 11.3 billion). Over FY16 to FY24, the automotive components industry registered a CAGR of 8.63%, reaching US\$ 74.1 billion in FY24.

In FY25, domestic sales stood at 1,96,07,332 units for two-wheelers, 43,01,848 units for passenger vehicles, 9,56,671 units for commercial vehicles, and 7,41,420 units for three-wheelers.

In FY25, the total production of Passenger Vehicles<sup>3</sup>, Commercial Vehicles<sup>4</sup>, Three Wheelers, Two Wheelers and Quadricycle in April 2024 - March 2025 was 3,10,34,174 units.

### **ADVANTAGES IN INDIA**

#### **ROBUST DEMAND**

- Growing working population and expanding middle class are expected to remain the key demand drivers.
- India is the third-largest automobile market globally.
- By 2030, ten million EVs could be sold each year. The EV market is expected to reach US\$ 206 billion by 2030.
- India's auto component industry is expected to attract Rs. 25,000-30,000 crore (US\$ 2.89-3.46 billion) in FY26 for capacity expansion and EV part localisation, following an estimated investment of Rs. 15,000-20,000 crore (US\$ 1.73-2.31 billion) in FY25.

#### **COMPETITIVE ADVANTAGES**

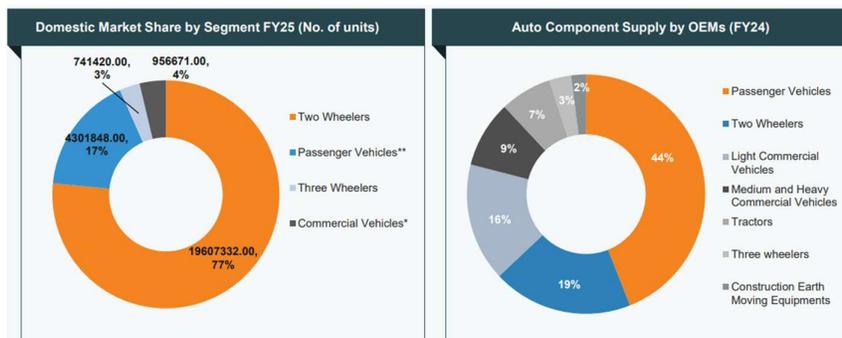
- A cost-effective manufacturing base in India keeps costs lower by 10-25% relative to operations in Europe and Latin America.
- Presence of a large pool of skilled & semi-skilled workforce amidst a strong educational system.
- Second-largest steel producer globally, hence a cost advantage.
- India is emerging as a global auto component sourcing hub due to its proximity to key automotive markets such as ASEAN, Europe, Japan and Korea.

#### **POLICY SUPPORT**

- In January 2024, the Government of India approved additional fund of Rs. 1,500 crore (US\$ 180.3 million) for second phase of FAME- II.
- 100% FDI allowed under automatic route for the auto components sector.
- The Indian government has outlined US\$ 7.8 billion for the automobile and auto components sector in production-linked incentive (PLI) schemes under the Department of Heavy Industries. They are expected to bring a capex of Rs. 74,850 crore (US\$ 9.58 billion) in the next five years.
- The Bharat New Car Assessment Program (BNCAP) will not only strengthen the value chain of the auto component sector, but it will also drive the manufacturing of cutting-edge components, encourage innovation, and foster global excellence.

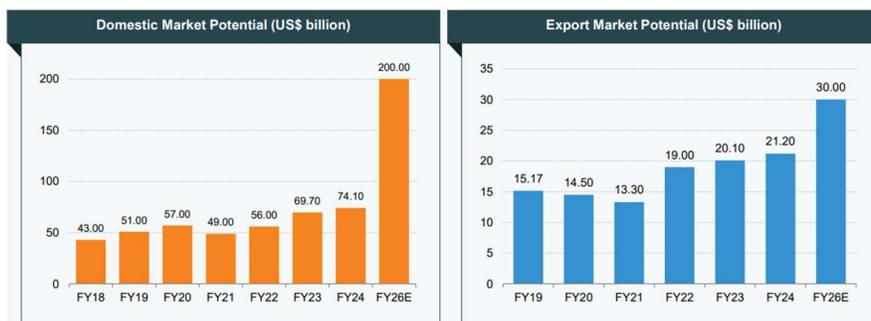
**EXPORT OPPORTUNITIES**

- India is emerging as a global hub for auto component sourcing and the industry exports over 25% of its production annually.
- The country's auto component exports have risen from Rs. 63,181 crore (US\$ 7.4 billion) in FY21 to Rs. 1,09,286 crore (US\$ 12.8 billion) in FY24, with a 73% surge since FY21.
- Auto component exports from India is expected to reach US\$ 80 billion by 2026.
- By FY28, the Indian auto industry aims to invest Rs. 58,000 crore (US\$ 7 billion) to boost localization of advanced components like electric motors and automatic transmissions, reducing imports and leveraging 'China Plus One' trend.



- In FY25, domestic sales stood at 1,96,07,332 units for two-wheelers, 43,01,848 units for passenger vehicles, 9,56,671 units for commercial vehicles, and 7,41,420 units for three-wheelers.
- In FY25, the total production of Passenger Vehicles, Commercial Vehicles, Three Wheelers, Two Wheelers and Quadricycle in April 2024 - March 2025 was 3,10,34,174 units.

**DOMESTIC AND EXPORTS MARKETS HOLD HUGE POTENTIAL**



- The turnover of the automotive component industry grew 6.3% to US\$ 74.1 billion during 2023-24 compared to the previous year and is expected to reach US\$ 200 billion by FY26.
- In 2024, India produced 100,000 electric cars and 900,000 electric two-wheelers. However, internal combustion engine (ICE) vehicles still dominate with 20 million two-wheelers and 5 million cars produced.
- India accounts for 27% of total exports to the U.S., followed by 8% to Germany and 5% to Turkey.
- Currently, the average localization rate in India’s vehicle industry is about 70%, with component makers exporting roughly 30% of their production.
- India’s share in the global auto component trade was at US\$ 21.2 billion in FY24. India aims to increase its auto component exports to US\$ 30 billion by FY26.
- The auto-components exports grew by 5.5% to US\$ 21.2 billion while imports climbed by 3.0% to US\$ 20.9 billion In FY24.

Source: [https://www.ibef.org/download/1755002848\\_Engineering-May-25.pdf](https://www.ibef.org/download/1755002848_Engineering-May-25.pdf)

**INDIAN MANUFACTURING INDUSTRY**

Manufacturing is emerging as an integral pillar in the country’s economic growth, thanks to the performance of key sectors like automotive, engineering, chemicals, pharmaceuticals, and consumer durables. The Indian manufacturing industry generated 16-17% of India’s GDP pre-pandemic and is projected to be one of the fastest growing sectors.

The machine tool industry was literally the nuts and bolts of the manufacturing industry in India. Today, technology has stimulated innovation with digital transformation a key aspect in gaining an edge in this highly competitive market.

Technology has today encouraged creativity, with digital transformation being a critical element in gaining an advantage in this increasingly competitive industry. The Indian manufacturing sector is steadily moving toward more automated and process-driven manufacturing, which is projected to improve efficiency and enhance productivity. The HSBC India Manufacturing PMI edged up to 58.2 in April 2025 from 58.1 in March, slightly below the flash estimate of 58.4, marking the strongest sector improvement in ten months.

India has the potential to become a global manufacturing hub for wind power components. India is well-positioned to cater to 10% of the global wind energy demand by 2030, leveraging its manufacturing capacity, technology, and global reputation.

India is rapidly positioning itself as a global manufacturing hub, especially in electronics, fueled by supportive policies and a skilled workforce. Value addition in electronics has risen from 30% to 70% and is projected to touch 90% by FY27.

India has the potential to produce technology at a lower cost than China if it can efficiently master and manufacture it, stated World Bank Country Director Mr. Auguste Tano Kouame. He emphasized that India's large workforce provides a competitive advantage in the global market.

With 17% of the nation's GDP and over 27.3 million workers, the manufacturing sector plays a significant role in the Indian economy. Through the implementation of different programmes and policies, the Indian government hopes to have 25% of the economy's output come from manufacturing by 2025.

India now has the physical and digital infrastructure to raise the share of the manufacturing sector in the economy and make a realistic bid to be an important player in global supply chains.

A globally competitive manufacturing sector is India's greatest potential to drive economic growth and job creation this decade. Due to factors like power growth, long-term employment prospects, and skill routes for millions of people, India has a significant potential to engage in international markets. Several factors contribute to their potential. First off, these value chains are well positioned to benefit from India's advantages in terms of raw materials, industrial expertise, and entrepreneurship. Second, they can take advantage of four market opportunities: expanding exports, localising imports, internal demand, and contract manufacturing. With digital transformation being a crucial component in achieving an advantage in this fiercely competitive industry, technology has today sparked creativity.

Manufacturing sector in India is gradually shifting to a more automated and process driven manufacturing which is expected to increase the efficiency and boost production of the manufacturing industry.

India is gradually progressing on the road to Industry 4.0 through the Government of India's initiatives like the National Manufacturing Policy which aims to increase the share of manufacturing in GDP to 25 percent by 2025 and the PLI scheme for manufacturing which was launched in 2022 to develop the core manufacturing sector at par with global manufacturing standards.

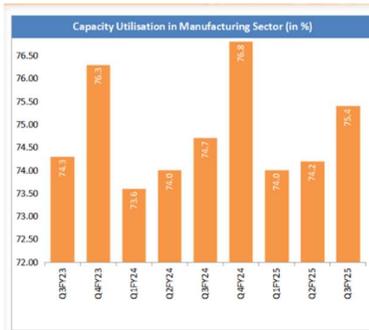
The Union Minister for Finance and Corporate Affairs, Ms. Nirmala Sitharaman announced the "National Manufacturing Mission" in the Union Budget 2025-26 to boost "Make in India" by supporting industries of all sizes with policy frameworks, ease of business, MSME growth, future-ready workforce, and clean tech manufacturing.

According to MeitY, India's digital economy is projected to grow at twice the rate of the overall economy, accounting for 20% of the national income by 2029-30, surpassing both agriculture and manufacturing, driven by digital platforms and widespread digitalisation across sectors.

FDI in India's manufacturing sector has reached Rs. 14,34,224 crore (US\$ 165.1 billion), a 69% increase over the past decade, driven by production-linked incentive (PLI) schemes. In the last five years, total FDI inflows amounted to Rs. 33,31,465 crore (US\$ 383.5 billion).

India is planning to offer incentives of up to Rs. 18,000 crore (US\$ 2.2 billion) to spur local manufacturing in six new sectors including chemicals, shipping containers, and inputs for vaccines. India ranked among the top five countries in services export growth in FY25 (April-November), rising to 12.8% from 5.7% in FY24, with computer and business services contributing around 70%. Major players like Apple and its contract manufacturers, along with Dixon Technologies, are expanding their workforce to meet growing production needs.

**Market Size**



India’s total exports during FY25 are estimated at Rs. 70,08,279 crore (US\$ 820.934 billion) registering a positive growth of 5.50%.

India’s exports grew 6% YoY to Rs. 70,08,279 crore (US\$ 820.93 billion) in FY25, driven by strong growth in non-petroleum goods and services, with key contributions from pharmaceuticals, electronics, engineering goods, chemicals, and the e-commerce sector.

In FY25, the export of the top six major commodities (Engineering goods, Petroleum products, Gems and Jewellery, Organic and Inorganic chemicals, Electronics goods and Drugs and Pharmaceuticals) stood at Rs. 23,87,731 crore (US\$ 279.69 billion).

By 2030, Indian middle class is expected to have the second-largest share in global consumption at 17%.

India's e-commerce exports are projected to grow from Rs. 8,757 crore (US\$ 1 billion) to Rs. 35,02,800 crore (US\$ 400 billion) annually by 2030, aiding in achieving Rs. 1,75,14,000 crore (US\$ 2 trillion) in total exports.

India's smartphone exports surged by 42% in FY24, reaching Rs. 1,35,517.20 crore (US\$ 15.6 billion), with the US as the top destination, reflecting the success of the Production-Linked Incentive (PLI) scheme in boosting the sector.

The manufacturing sector of India has the potential to reach Rs. 87,57,000 crore (US\$ 1 trillion) by FY26.

The Indian startup ecosystem experienced a significant rebound, securing approximately Rs. 5,177.45 crore (US\$ 596 million) in funding this week, marking a 226% increase compared to the previous week. This surge was driven by 23 startups, including notable deals such as Zepto raising Rs. 3,040.45 crore (US\$ 350 million) and HealthKart securing Rs. 1,329.11 crore (US\$ 153 million). The average funding over the past eight weeks has been around Rs. 2,317.43 crore (US\$ 266.77 million) per week, with a total of nearly Rs. 86,870 crore (US\$ 10 billion) raised by Indian startups so far this year, indicating a strong trajectory toward surpassing last year's total funding of Rs. 91,214 crore (US\$ 10.5 billion).

India has potential to become a global manufacturing hub and by 2030, it can add more than Rs. 43,43,500 crore (US\$ 500 billion) annually to the global economy.

India's display panel market is estimated to grow from Rs. 60,809 crore (US\$ 7 billion) in 2021 to Rs. 1,30,305 crore (US\$ 15 billion) in 2025.

The manufacturing GVA at basic prices was estimated at Rs. 11,21,421 crore (US\$ 128.06 billion) in the Q4 FY24.

**STRATEGIES ADOPTED**

➤ **Digital Technologies**

- Six new technology innovation platforms launched to enhance indigenous manufacturing. The platforms have been developed with the aim of facilitating globally competitive manufacturing in India.
- According to MeitY, India’s digital economy is projected to grow at twice the rate of the overall economy, accounting for 20% of the national income by 2029-30, surpassing both agriculture and manufacturing, driven by digital platforms and widespread digitalisation across sectors.

➤ **Focus On Backward Integration**

Backward integration gives a business higher control on the cost, quality, and quantity of raw material (the level of control depends on how far up the value chain a business can reach). These synergies result in lower costs and better margins, especially in high-volume, lowmargin industries like steel manufacturing or refining

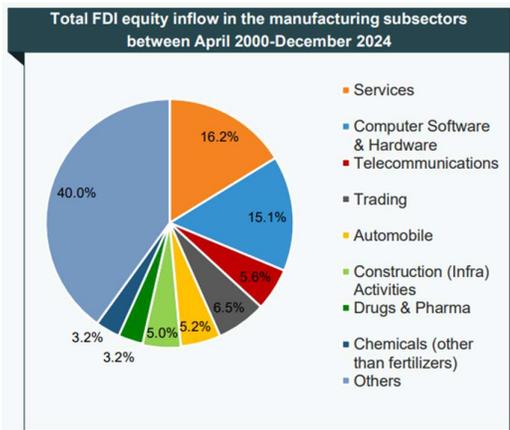
➤ **Focus On Forward Integration**

Forward integration is a strategy adopted by businesses to reduce production costs and improve the firm’s efficiency by acquiring supplier companies and, therefore, replacing the third-party channels and consolidating its operations.

➤ **Collaboration**

- Shree Cement has signed a Memorandum of Understanding (MoU) with the Department for Promotion of Industry and Internal Trade (DPIIT) to support manufacturing sector startups by providing infrastructure, mentorship, funding access, and market connections, aiming to enhance India's manufacturing ecosystem and promote self-reliance through domestic innovation.
- The Raksha Mantri emphasized that the path to 'Aatmanirbhar Bharat' is a comprehensive set of policy frameworks that seeks to build indigenous technological and production capacity & capability with cooperation, participation and collaborations with reputed institutions and Original Equipment Manufacturers (OEMs) from friendly nations.

**FOREIGN INVESTMENTS FLOWING INTO THE SECTOR**



- According to the White & Case, India ranked eight among the top recipients of Foreign Direct Investment (FDI) in the world in 2023.
- 100% FDI is approved in the sector through automatic route under the current FDI Policy.
- In FY24, India received a total foreign direct investment (FDI) inflow of Rs. 4,03,251 crore (US\$ 46.42 billion).
- Between April 2000-December 2024:
  - The automobile sector received FDI inflows of Rs. 2,45,771 crore (US\$ 37.51 billion).
  - The chemical manufacturing sector (excluding fertilisers) received FDI inflows worth Rs. 1,40,411 crore (US\$ 22.94 billion).
  - The drug and pharmaceutical manufacturing sector received FDI inflows worth Rs. 1,41,586 crore (US\$ 23.32 billion).
  - The Computer Software and Hardware Industries received FDI inflows worth Rs. 7,65,083 crore (US\$ 108.40 billion).
- Foreign Direct Investment (FDI) in India's manufacturing sector has surged nearly 69% over the past decade, reaching Rs. 14,34,224 crore (US\$ 165.1 billion).
- This growth is largely attributed to production-linked incentive (PLI) schemes, which have driven significant investments and job creation.
- India aims for Rs. 8,68,700 crore (US\$ 100 billion) annual foreign direct investment (FDI) in the coming years, according to Union Minister of Information and Broadcasting Mr. Ashwini Vaishnaw, as part of the government's strategy focused on infrastructure investment, social upliftment, manufacturing growth, and simplification of business processes, amidst projections of consistent 6-8% economic growth over the next decade.

*Source: [https://ibef.org/download/1753348054\\_Manufacturing-May-2025.pdf](https://ibef.org/download/1753348054_Manufacturing-May-2025.pdf)*

**GROWTH IN THE INDIAN TYRE INDUSTRY**

- **India's tyre exports rise 9% to Rs. 25,051 crore (US\$ 2.93 billion) in FY25 despite global headwinds**

India's tyre exports rose 9% YoY in FY25, reaching Rs. 25,051 crore (US\$ 2.93 billion), despite trade policy uncertainties and global supply chain disruptions, according to the Automotive Tyre Manufacturers Association (ATMA). With an estimated annual turnover of Rs. 99,942 crore (US\$ 11.67 billion), the Indian tyre industry is among the few manufacturing sectors with a high export-to-turnover ratio. Farm and Off-the-Road (OTR) tyres accounted for nearly 60% of the total export value. Indian tyres were exported to over 170 countries, with the United States (US) as the top destination (17%), followed by Germany (6%), Brazil (5%), the United Arab Emirates (UAE) (4%), and France (4%). The Chairman of the Automotive Tyre Manufacturers Association,

Mr. Arun Mammen, highlighted that Rs. 27,000 crore (US\$ 3.15 billion) has been invested across greenfield and brownfield projects over the past four years, reinforcing confidence in India's economic trajectory.

ATMA stressed the need to accelerate domestic natural rubber production, as 40% of the industry's natural rubber requirement is met through imports due to limited domestic supply. India's tyre industry uniquely relies on natural rubber for 60% of its rubber consumption, unlike global trends where synthetic rubber dominates. The demand for natural rubber is expected to touch 20 lakh tonnes by 2030. To address the supply gap, ATMA, in collaboration with the Ministry of Commerce and Industry and the Rubber Board of India, has launched Project Indian Natural Rubber Operations for Assisted Development (INROAD). Backed by Rs. 1,100 crore (US\$ 128.4 million) from four leading ATMA members, the project aims to bring two lakh hectares under natural rubber cultivation while enhancing infrastructure and skills in rubber-growing regions. Despite these steps, he noted that further intervention is essential to meet growing demand and boost exports.

Source: [India's tyre exports rise 9% to Rs. 25,051 crore \(US\\$ 2.93 billion\) in FY25 despite global headwinds | IBEF](#)

➤ **Tyre industry to see 7-8% revenue growth this fiscal year on replacement demand**

The Indian tyre industry is projected to achieve a revenue growth of 7-8% this FY26, primarily propelled by robust replacement demand, which constitutes half of the annual sales. While off-take by original equipment manufacturers (OEMs) is anticipated to be subdued, the increasing trend of premiumisation is expected to provide a slight boost to realisations. Operating profitability for the sector is forecast to remain stable at 13-13.5%, supported by consistent input costs and healthy capacity utilisation. This stable outlook, combined with strong accruals, lean balance sheets, and controlled capital spending, is expected to maintain a stable credit profile for the industry. An analysis of India's top six tyre manufacturers, which collectively account for 85% of the sector's Rs. 1,00,000 crore (US\$ 11.61 billion) revenue and cater to all vehicle segments, supports these projections.

Domestic demand remains the primary driver, contributing 75% of the total volume, with exports making up the remainder. However, the export momentum faces risks, particularly from escalating trade tensions and the potential for dumping by Chinese producers. The US, which accounted for 17% of India's tyre export volume last fiscal year, has imposed reciprocal tariffs on several Indian goods, potentially eroding price competitiveness. Furthermore, steep US tariffs restricting China's access to that market raise the risk of excess supply being diverted into price-sensitive markets like India. To mitigate cheap imports, India has implemented anti-dumping and countervailing duties, including a 17.57% levy on large trucks and buses from China. However, the report warns that a broader influx of low-cost tyres across other segments could pressure domestic realisations without timely safeguards.

Source: [Tyre industry to see 7-8% revenue growth this fiscal year on replacement demand: Report | IBEF](#)

➤ **India-UK Free Trade Agreement (FTA) to boost competitiveness of local tyre makers in British market: Automotive Tyre Manufacturers' Association (ATMA)**

The India-United Kingdom (UK) Free Trade Agreement (FTA) is set to enhance the global competitiveness of Indian tyre manufacturers by removing import duties on tyre and rubber products exported to the UK. According to the Automotive Tyre Manufacturers' Association (ATMA), this immediate tariff elimination is expected to give Indian companies a significant price advantage, deepen their presence in the British market, and build on existing export momentum. In FY25, India exported tyres worth Rs. 732 crore (US\$ 84.2 million) to the UK, registering 11% YoY growth. This follows a 10% increase from the previous year. With the elimination of duties, Indian tyre exporters are poised for an accelerated growth trajectory in one of Europe's key markets. The move comes at a time when Indian tyre companies are strengthening their Research and Development (R&D) capabilities and global market strategies.

Simultaneously, the FTA takes a calibrated approach towards inbound trade. Imports of key tyre categories from the UK to India have been placed in the E10 staging category, meaning tariffs on these items will be phased out over 10 years. This staggered liberalisation ensures that while Indian manufacturers benefit from immediate export gains, the domestic market is shielded from sudden import competition. ATMA described this dual-track framework as a well-balanced approach that promotes both growth and sustainability for India's tyre sector. With total tyre exports crossing Rs. 25,000 crore (US\$ 2.87 billion) in FY25, the agreement is likely to cement further India's position as a major global player in tyre manufacturing.

Source: [India-UK Free Trade Agreement \(FTA\) to boost competitiveness of local tyre makers in British market: Automotive Tyre Manufacturers' Association \(ATMA\) | IBEF](#)

## OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section “Forward-Looking Statements” for a discussion of the risks and uncertainties related to those statements and also the section “Risk Factors” for a discussion of certain factors that may affect our business, financial condition, or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the Twelve-month period ended March 31 of that year. In this section, any reference to “we”, “us” or “our” refers to **VK Tyre India Limited**.

Unless stated otherwise, the financial data in this section is as per our restated financial statements prepared in accordance with Indian Accounting Policies set forth elsewhere in this Draft Red Herring Prospectus. For further information, see “**Restated Financial Information**” beginning on page 156 of this Draft Red Herring Prospectus.

### **Overview**

Our Company was incorporated in 2014 and is engaged in the manufacturing of tyres for Off-the-Road (OTR) vehicles, including agriculture and industrial vehicles, commercial vehicles such as small commercial vehicles (SCVs), light commercial vehicles (LCVs) and heavy commercial vehicles (HCVs), as well as two-wheelers, three-wheelers and e-vehicles including e-rickshaws and e-bikes. Our products are supplied to end-use sectors such as construction, mining, logistics, agriculture and transportation, catering to both urban and rural markets across domestic and international geographies.

We are recognized in the market under our corporate brand name “VK Tyre”. In addition, we market our tyre products under brand names such as “Pradhan Plus”, “Agri King”, “Flotking”, “Speedking”, “Milestar”, “Mine Gold”, “Smart Rider” and “Power Rider Plus”, among others, catering to different customer segments. We supply our products to both the Original Equipment Manufacturer (OEM) segment and the replacement market in domestic as well as international geographies. Our distribution network includes OEMs, fleet operators, distributors and retailers, and we also sell through e-commerce platforms such as Flipkart.

Our product portfolio includes tyres for earthmoving and construction equipment (such as loaders, graders, compactors and dumpers), material handling vehicles (such as forklifts, cranes and container handlers), agricultural machinery (including tractors, harvesters, tillers and trailers), and commercial vehicles (including trucks, SCVs, LCVs and HCVs). We also manufacture tyres for two-wheelers and three-wheelers, including motorcycles, scooters and e-rickshaws. In addition, we are engaged in the trading of tubes and flaps, which are procured from third-party suppliers and sold along with our tyres or independently in the replacement market. We primarily manufacture cross-ply (bias) tyres, which are designed to provide features such as heat resistance, puncture resistance and suitability for load-bearing applications.

Our registered office and manufacturing facility is located at Pawanpuri, behind Sybly Industries Ltd., Muradnagar, 201206, Ghaziabad, Uttar Pradesh, India and is spread over an area of 14,530 square meters with an installed capacity of 24 metric tonnes per day. The plant is equipped with tyre-building machines, curing presses, extruders, kneaders, bead-building machines and compound mixing systems. For quality assurance, the facility has endurance and plunger testing machines, dynamic balancers, and laboratory equipment for testing tensile strength, rheological properties, thermal and ozone resistance, and other physical parameters of raw materials and finished products. We follow a quality control process covering raw material inspection, process monitoring and final product testing.

Our Company holds ISO 9001:2015 certification for Quality Management Systems and ISO 14001:2015 certification for Environmental Management Systems. Our products have also received quality-related accreditations required for specific markets, including the SONCAP Product Certificate for exports to Nigeria, EU homologation and REACH certification for exports to European markets, and certification from the Saudi Standards, Metrology and Quality Organization (SASO) for exports to the Kingdom of Saudi Arabia.

Our business operations are divided into two divisions: (i) domestic sales; and (ii) exports. As of Fiscal 2025, 2024 and 2023, we had a presence in 28 states and 6 union territories in India. Internationally, we export our products to North America, Latin America, Europe, Eastern Europe, Central Europe, the Middle East and the Far East, including South East Asia. For Fiscals 2025, 2024 and 2023, our revenue from exports was ₹7,332.95 lakhs, ₹6,081.33 lakhs and ₹4,122.02 lakhs, contributing 61.14%, 58.39% and 50.63%, respectively, to our revenue from operations. Our Company has received recognitions, including the “Distinct Product Quality Award” from the Department of MSME, Government of Uttar Pradesh, and in 2023, was awarded Gold Seller Status on the Flipkart marketplace.

The principal raw materials used in tyre manufacturing include natural rubber, synthetic rubber, carbon black, nylon fabric, oils, rubber chemicals, compounds and bead wire. These are procured from domestic and international suppliers, depending on market availability, pricing and quality standards. The cost of materials consumed, including purchases of stock-in-trade and changes in

## VK Tyre India Limited

inventory, accounted for 61.64%, 60.77% and 60.07%% of revenue from operations for the financial years ended March 31, 2025, 2024 and 2023, respectively. Tubes and flaps, which are traded products, are procured as finished goods from third-party suppliers.

Our Company is managed by our Promoters and Key Managerial Personnel (KMP), including Raj Kumar Dhingra, Sushant Dhingra and Prashant Kumar Dhingra. Raj Kumar Dhingra, Chairman and Managing Director, has approximately 35 years of experience in the tyre and rubber industry and is responsible for business planning and development, and formulation and implementation of strategies. Sushant Dhingra, Whole-time Director and Chief Financial Officer, has approximately 14 years of experience in the tyre and rubber industry and is responsible for finance, export sales and marketing. Prashant Kumar Dhingra, Whole-time Director, has approximately 14 years of experience in the tyre and rubber industry and is responsible for production, procurement and human resources. Other Promoters, namely Lata Dhingra, Pooja Dhingra and Geeta Dhingra, are associated with the Company's operations.

### Key Performance Indicators of our company:

(₹ In Lakhs except percentages and ratios)

Key Performance Indicators	For the period/ year ended as on		
	March 31, 2025	March 31, 2024	March 31, 2023
Revenue from Operations	11992.81	10415.29	8141.60
EBITDA	1040.95	1185.82	532.01
EBITDA Margin	8.68%	11.39%	6.53%
PAT	533.37	500.28	162.42
PAT Margin	4.45%	4.80%	1.99%
Net Worth	1,947.09	1413.71	913.44
RoE (%)	31.74%	42.99%	19.44%
RoCE (%)	15.58%	19.32%	9.11%

#### Notes:

- (1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements
- (2) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income
- (3) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations
- (4) 'PAT' is calculated as Profit Before Tax – Tax Expenses
- (5) PAT Margin is calculated as PAT for the period/year divided by revenue from operations.
- (6) Net worth means the aggregate value of the paid-up share capital and reserves and surplus of the company.
- (7) Return on Equity is ratio of Profit after Tax and Average Shareholder Equity
- (8) Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total borrowings {current & non-current}.

### Our Competitive Strengths

#### Revenue from multiple geographies from various countries across the Globe:

Our Company has a geographically diversified revenue profile with presence in both domestic and export markets. Export sales accounted for approximately 61.14%, 58.39% and 50.63% of our total revenue, while domestic sales contributed 38.86%, 41.61% and 49.37% for the financial years ended March 31, 2025, 2024 and 2023, respectively. During the same periods, approximately 35.47%, 36.54% and 29.64% of our total revenue was derived from sales to our top five export markets, which include countries such as United States of America, Jordan, Poland, Indonesia, United Arab Emirates, Egypt, Iraq, Malasia and Singapore.

As of the date of this Draft Red Herring Prospectus, our products are sold in more than 30 countries. In the domestic market, our sales are spread across key regions including West Bengal, Uttar Pradesh, Rajasthan, Delhi, Gujarat, Uttarakhand and Haryana among others. A diversified geographical presence enables our Company to reduce concentration risk associated with dependence on any single market and provides access to varied customer segments, industry practices and regulatory environments.

#### Below is the geographical revenue of our company:

Our Revenue from top 5 geographies in India as follows:

(Rs. in lakhs except percentage)

State	F.Y 2024-25		F.Y 2023-24		F.Y. 2022-23	
	Amount	% to total sales	Amount	% to total sales	Amount	% to total Sales
West Bengal	1,217.09	10.15%	185.48	1.78%	148.03	1.82%
Uttar Pradesh	740.53	6.17%	1,113.62	10.69%	759.14	9.32%
Delhi	548.83	4.58%	542.58	5.21%	225.79	2.77%
Uttarakhand	538.12	4.49%	369.32	3.55%	434.22	5.33%
Maharashtra	343.74	2.87%	325.47	3.12%	335.10	4.12%

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Others	1,271.52	10.60%	1,797.49	17.26	2,117.29	26.01
<b>Total Sales</b>	<b>4,659.85</b>	<b>38.86%</b>	<b>4,333.96</b>	<b>41.61%</b>	<b>4,019.58</b>	<b>23.36%</b>

**Our Revenue from top 5 Countries are as follows:****(Rs. in lakhs except percentage)**

Particulars	F.Y 2024-25		F.Y 2023-24		F.Y. 2022-23	
	Amount	% to total Sales	Amount	% to total Sales	Amount	% to total Sales
United States of America (USA)	2,188.91	18.25%	1,095.91	10.52%	985.38	12.10%
Jordan	601.99	5.02%	535.12	5.14%	342.91	4.21%
Poland	589.77	4.92%	188.41	1.81%	63.03	0.77%
Indonesia	481.74	4.02%	222.26	2.13%	439.9	5.40%
United Arab Emirates (UAE)	390.83	3.26%	0	0.00%	26.68	0.33%
Others	3,079.71	25.68%	4,039.63	38.79%	2,264.11	27.81%
<b>Total Sales</b>	<b>7,332.95</b>	<b>61.14%</b>	<b>6,081.33</b>	<b>58.39%</b>	<b>4,122.02</b>	<b>22.82%</b>

**Diverse Product Portfolio with Customised Offerings:**

Our Company offers a diversified range of tyres catering to various vehicle categories and end-use applications. Our product portfolio includes tyres for earthmoving and construction equipment (such as loaders, graders, compactors and dumpers), material handling vehicles (such as forklifts, cranes and container handlers), agricultural machinery (including tractors, harvesters, tillers and trailers), and commercial vehicles (including trucks, SCVs, LCVs and HCVs). We also manufacture tyres for two-wheelers and three-wheelers, including motorcycles, scooters and e-rickshaws

We are engaged in the manufacture of cross-ply (bias) tyres with specifications designed for attributes such as heat resistance, puncture protection, tread design, reinforced sidewalls and load-handling capacity. These tyres are manufactured in accordance with application-specific usage conditions and industry requirements. Our diverse product range enables us to cater to a wide base of customers across domestic and international markets.

Below is our product category wise revenue bifurcation:

**(Rs. in lakhs except percentage)**

Products Category	F.Y. 2024-25		F.Y. 2023-24		F.Y. 2022-23	
	Sales Amount	% to total Sales	Sales Amount	% to total Sales	Sales Amount	% to total Sales
Agriculture Tyres	4800.33	40.90%	4504.52	43.60%	3415.13	43.41%
Industrial & OTR Tyres	2435.28	20.75%	1947.89	18.86%	804.15	10.22%
Two & Three-Wheeler Tyres	1687.99	14.38%	2452.55	23.74%	1986.16	25.25%
Commercial Tyres	1942.89	16.55%	1031.72	9.99%	828.24	10.53%
Tubes	264.76	2.26%	196.02	1.90%	186.71	2.37%
Others	606.65	5.17%	197.66	1.91%	646.92	8.22%
<b>Total</b>	<b>11737.89</b>	<b>100.00%</b>	<b>10330.36</b>	<b>100.00%</b>	<b>7867.31</b>	<b>100.00%</b>

**Quality and Certifications**

Our Company adheres to established quality and environmental standards to ensure consistent manufacturing outcomes and regulatory compliance. Our manufacturing facility is certified under ISO 9001:2015 for Quality Management Systems and ISO 14001:2015 for Environmental Management Systems, covering processes such as procurement, production, inspection, and environmental compliance. In addition, our products comply with standards applicable in certain export markets, including the Standards Organisation of Nigeria Conformity Assessment Programme (SONCAP), relevant European Union (EU) regulatory requirements, the Registration, Evaluation, Authorisation and Restriction of Chemicals (REACH) regulation for exports to the EU, and the Saudi Standards, Metrology and Quality Organization (SASO) certification for exports to the Kingdom of Saudi Arabia. These certifications and approvals enable our Company to supply products to markets where conformity with specific technical and regulatory standards is required.

**Strong Manufacturing Capabilities**

Our Company has developed in-house manufacturing capabilities to produce a range of cross-ply (bias) tyres for multiple vehicle categories including construction equipment, agricultural machinery, material handling vehicles, two-wheelers, three-wheelers and

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commercial vehicles. Our facility at Muradnagar, Ghaziabad, has an installed capacity of 24 metric tonnes per day and is equipped with machinery for tyre building, curing, mixing and quality testing.

The facility includes infrastructure for endurance and, plunger testing, ozone testing, rheological, thermal and physical testing, as well as laboratory evaluation of tensile strength, abrasion, hardness and heat resistance. The Company's in-house manufacturing capabilities allow for internal control over production processes and quality monitoring. The location of the facility is strategically positioned to facilitate raw material procurement and product distribution.

### ***Strong Distribution Network across Domestic and International Markets***

Our distribution framework covers OEMs, fleet operators, retailers and online platforms such as Flipkart, enabling presence across multiple domestic states and a union territory as well as exports to several international markets. Exports have consistently contributed over 61.14% of our total revenue in recent financial years. The combination of offline and online channels allows us to cater to institutional as well as retail customers, supporting broad market reach and reducing dependence on any single channel of distribution.

### ***Experienced and dedicated management team***

Our Company is led by a management team with experience across various aspects of the tyre industry. Mr. Raj Kumar Dhingra, Chairman and Managing Director, has over 35 years of industry experience and is involved in business planning, strategy, and overall management. Mr. Sushant Dhingra, Whole-Time Director and Chief Financial Officer, has around 14 years of experience and is responsible for finance, export sales, and marketing. Mr. Prashant Kumar Dhingra, Whole-Time Director, also has about 14 years of experience and oversees production, procurement, and human resources. The promoter directors are supported by senior managers who handle plant operations, domestic and international sales, product development, procurement, and logistics. The collective experience of the management team contributes to oversight of operations and decision-making in line with the Company's business objectives.

## **Our Business Strategies**

### ***Expansion of Manufacturing Capabilities:***

We plan to enhance our manufacturing infrastructure by modernising our existing facilities and establishing a radial tyre production line at our existing unit located at Pawanpuri, behind Sybly Industries Ltd., Muradnagar, 201206, Ghaziabad, Uttar Pradesh, India. The planned expansion will involve upgrades to certain existing machinery, along with the installation of equipment specifically required for radial tyre manufacturing.

The proposed additions include a calendaring machine, 3D tread strip winding machine, radial tyre building machine, rotary screw air compressor, new-size moulds, and curing presses. These upgrades are expected to enable production of radial tyres alongside our current cross-ply range, thereby expanding our product portfolio and increasing overall manufacturing capacity. For details on the associated capital expenditure and its proposed funding from the Net Proceeds of the Issue, refer to the chapter titled "***Objects of the Issue***" on page 79 of this Draft Red Herring Prospectus.

### ***Continue to reduce operating costs and improve operational efficiencies***

We intend to strengthen our profitability by focusing on cost optimisation and operational efficiency. Our strategy includes improving capacity utilisation at our manufacturing facilities, increasing overall production volumes, and leveraging economies of scale to better absorb fixed costs. We also plan to manage supply chain costs through measures such as maintaining optimal inventory levels, placing economic order quantities, and streamlining procurement practices. In addition, we plan to invest in strengthening our team, systems, and processes to improve productivity and reduce operating costs. These measures are expected to enhance our ability to achieve long-term growth and maintain profitability.

### ***Leveraging our Market skills and Relationships:***

We aim to strengthen and expand long-term relationships with our customers by leveraging our market knowledge and established business relationships. Our strategy is to enhance our customer base by building on our expertise, extending our capabilities, and maintaining consistency in the quality of products we deliver.

We intend to focus on improving customer engagement, ensuring timely delivery, and addressing requirements effectively to achieve stable revenues and minimise customer-related issues. Sustaining strong relationships with OEMs, fleet operators, retailers, and distributors remains central to our business strategy and future growth.

**Continue to expand our customer base in India and in international markets**

As of March 31, 2025, our products were sold to global customers across more than 30 countries, and domestic customer across 28 states and 6 Union territories within India. We believe that our long-standing customer relationships have contributed to our growth. Our sales and marketing team, supported by our business development team, focuses on acquiring new orders, offering competitive quotations, and understanding customer requirements.

We intend to increase our share of business with existing customers by offering a wider range of products and strengthening our engagement with them. In addition, we plan to leverage our established sales and marketing network and our diversified product portfolio to expand our presence in both domestic and international markets.

**Expansion of Product Categories**

We intend to continue investing in the development of new products for both domestic and international markets. As part of this strategy, we plan to introduce an agricultural and industrial radial tyre range for various applications, as well as additional sizes in Electric Vehicle (“EV”) tyres and pneumatic tyres.

Our product portfolio expansion will include developing variants tailored to specific applications and customer requirements. Product development initiatives will be overseen by our Promoters and senior management team, including our Chairman and Managing Director, Mr. Raj Kumar Dhingra. These initiatives are aimed at broadening our product range and addressing evolving market demands.

**Optimal Utilization of Resources**

Our Company continuously endeavours to enhance manufacturing processes and increase production efficiency to optimize resource utilization. We have invested, and intend to further invest, in developing customized systems and processes to support effective management control. We regularly review and analyze our policies and procedures to identify potential bottlenecks and implement corrective measures, with the objective of improving efficiency and utilizing resources effectively. Additionally, we aim to foster a culture that promotes employee engagement and commitment, which we believe supports effective operations and consistent product and service delivery.

**OUR PRODUCTS PORTFOLIO**

Products	Description	Range	Sample Pictures
Agriculture Tyres	Tyres for tractors and farm machinery, suitable for use under diverse soil and field conditions. Designed to provide appropriate traction and reduce soil compaction during operations	<ul style="list-style-type: none"> <li>- Tractor Rear Tyres</li> <li>- Tractor Front Tyres</li> <li>- Farm Implement Tyres</li> <li>- Flootation Implement Tyres</li> <li>- Implement Traction Tyres</li> <li>- Tractor Trailer Tyres</li> </ul>	

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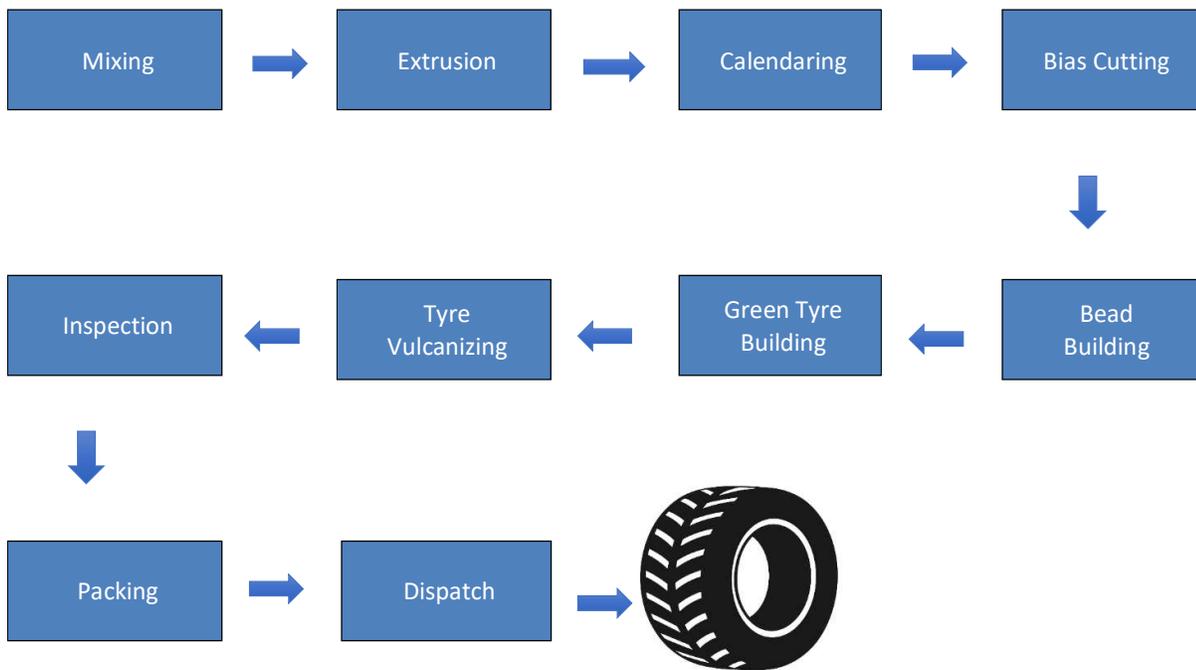
<p>Industrial &amp; OTR Tyres</p>	<p>Tyres for industrial machinery and off-the-road applications, suitable for use under demanding conditions. Designed to carry high loads, these tyres are used on equipment such as loaders, graders, and forklifts, and are suitable for environments like mines and construction sites</p>	<ul style="list-style-type: none"> <li>- Grader Tyres</li> <li>- R4 Tyres</li> <li>- All Traction Tyres</li> <li>- Excavator Tyres</li> <li>- Fork Lift Tyres</li> <li>- E3/L3 Tyres</li> <li>- Industrial Tractor Tyres</li> <li>- Compactor C1 Tyres</li> </ul>	
<p>Two &amp; Three Wheeler Tyres</p>	<p>Tyres for motorcycles and scooters, available in standard sizes and multiple tread patterns for handling and safety. Offered in tube-type and tubeless variants.</p>	<ul style="list-style-type: none"> <li>- Motorcycle Tyres</li> <li>- Scooter Tyres</li> <li>- E-Bike Tyres</li> <li>- E-Rickshaw Tyres</li> <li>- 3 Wheeler Tyres</li> </ul>	
<p>Commercial Tyres</p>	<p>Tyres for trucks, light commercial vehicles (LCVs), small commercial vehicles (SCVs), and utility vehicles, designed for heavy load applications. These tyres are suitable for use on highways and semi-urban roads and are built to provide durability and consistent performance over extended use.</p>	<ul style="list-style-type: none"> <li>- Truck &amp; Bus Tyres</li> <li>- Light Truck Tyres</li> <li>- LCV Tyres</li> <li>- SCV Tyres</li> <li>- Utility Vehicle Tyres</li> </ul>	

**OUR MANUFACTURING FACILITY**

Our manufacturing facility is located at Pawanpuri, behind Sybly Industries Ltd., Muradnagar, 201206, Ghaziabad, Uttar Pradesh, India.



## OUR MANUFACTURING PROCESS



### Mixing Process

The process begins with the preparation of rubber compounds based on predetermined formulations. Raw materials are mixed and heated to form rubber sheets known as master batches, which contain non-reactive ingredients essential for further processing. To enhance the properties of the compound, the master batch is subsequently mixed with vulcanizing agents such as sulphur and other additives. The resulting rubber compound undergoes partial testing for physical properties, including viscosity and tensile strength. A dedicated quality control team verifies whether the batch meets the required specifications. Batches that pass are approved for further use, while those that fail are either rejected or sent for reprocessing.

### Extrusion Process

Approved rubber compound proceeds to the extrusion stage, where it is fed into a mill that heats and presses the material to improve elasticity. The rubber is then extruded into the desired size and shape (tread), as per product specifications. The extruded tread passes through a cooling conveyor to solidify and stabilize its shape. A skyver cutter is used to cut the tread to the required angle and dimension, particularly for motorcycle tyre production. The output is weighed, and non-conforming batches are sent for rework.

### Calendaring and Bias Cutting Process

In this stage, the rubber compound is applied to reinforcement fabrics such as nylon or polyester, procured from external vendors. The fabric is processed through a splicing machine to align and strengthen the material, followed by application of a bonding solution to ensure proper adhesion. The laminated fabric passes through cooling and air-removal systems before being re-rolled. Automated bias cutters then cut the fabric according to the type of tyre being manufactured, and the resulting plies are sent to the tyre building department.

### Bead Building Process

The bead forms the core structural component that maintains tyre shape and ensures proper rim fitment. Brass-coated bead wires are aligned and clubbed using a bead winding machine, coated with rubber compound, and compressed through rollers to ensure uniform bonding. The bead rings are then formed according to tyre size and stored for use in tyre assembly.

### Tyre Building Process

This process involves assembling all tyre components. Fabric plies are layered onto a rotating drum, followed by application of tread and bead components. Adhesive solutions facilitate proper bonding. The assembled 'green tyre' undergoes initial shaping and

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manual air removal before being sent for curing. The number of fabric layers and construction method vary depending on the end-use requirements, and the Company manufactures tyres for motorcycles, off-the-road (OTR) vehicles, agriculture, and heavy-duty applications.

### **Curing Process**

The green tyre is placed in a mould designed to match the specific shape and tread pattern of the final product. Curing is carried out under controlled heat and pressure via an automated control panel, allowing the rubber to vulcanize and conform to the mould. After the curing cycle, cooling air stabilizes the tyre before it is removed and transferred for inspection.

### **Inspection and Packing**

each cured tyre undergoes thorough inspection for structural and visual defects. Tyres meeting quality standards are packed and moved to the dispatch area. Tyres with minor defects are sent for rework, while irreparable units are scrapped. Reworked tyres are re-inspected before final approval. Approved products are cleaned, labelled, packaged according to client requirements, and stored for shipment.

## **QUALITY MANAGEMENT**

Our Company is committed to providing quality products and maintaining a systematic quality check framework to ensure timely delivery. Products are manufactured under controlled conditions with a suitable working environment. Standard operating procedures are adopted to maintain product quality and customer satisfaction, ensuring compliance with applicable standards and continuous improvement in quality management systems. The Company has an in-house quality testing laboratory equipped to perform incoming material inspection, in-process inspection, and final inspection. As of June 30, 2025, the Company had 6 employees in the Quality & Maintenance division responsible for quality management.

## **PLANT AND MACHINERY**

The manufacturing facility is equipped with machinery required for tyre production, including Banbury mixers and kneaders for rubber compounding, mixing mills for homogenizing rubber batches, extrusion lines for shaping components, tread building machines, tyre curing presses, calendaring machines, and bead wire winding machines. These machines are operated in accordance with specified process parameters to meet production requirements and ensure product quality.

## **PRODUCTION AND INSTALLED CAPACITY**

We have an installed production capacity of 7488 MT. On the date of this Draft Red Herring Prospectus, our product range covers a wide range of agriculture and Off-the-road tyres as well as two- wheeler, three wheelers and commercials etc. Our Company has the flexibility in our manufacturing facility to address market requirements.

The following tables set forth the annual installed capacity of the Manufacturing Facility for the the past **three Fiscals**:

<b>Particulars</b>	<b>2024-25</b>	<b>2023-24</b>	<b>2022-23</b>	<b>Existing Installed Capacity</b>
<b>Installed Capacity (in MT*)</b>	7,488	7,488	6,100	7,488
<b>Actual Production (in MT*)</b>	5,162.94	4,851.19	3,952.74	
<b>Capacity Utilisation (%)</b>	69%	65%	65%	

MT\*: - Metric Tones

*\*As Certified by Mr. Vinay Kumar Wadhawan, Chartered Engineer, by their certificate dated September 01, 2025*

## **COLLABORATIONS/TIE UPS/ JOINT VENTURES**

Except as disclosed in this Draft Red Herring Prospectus and in the normal course of business, we do not have any Collaboration/Tie Ups/ Joint Ventures as on date.

## **SALES AND MARKETING:**

Our Company adopts a multi-channel sales and marketing approach to support its domestic and international business operations. Internationally, the Company participates in trade exhibitions such as AgriTechnica Expo (Hanover), Automechanika (Dubai), CTT Expo (Moscow), and Latin America Tyre Expo (Panama), The Tire Colonge, Colonge (Germany) which facilitate engagement with overseas distributors and customers, while also enabling the Company to observe global market developments and product trends.

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In the domestic market, the Company participates in key industry exhibitions, including PDFA Agri Expo (Ludhiana), Krishi Darshan Expo (Hisar), and Agri Asia (Gandhinagar), which provide platforms to interact with stakeholders in the agriculture and automotive sectors and support distribution and customer relationship activities within India.

As of June 30, 2025, the Company had 8 employees engaged in sales and marketing functions. The Company's sales and marketing strategy focuses on expanding its geographic reach, enhancing engagement with distributors, and supporting brand visibility through participation in relevant industry events.



*Auto Mechanika Dubai 2022*



*Agri Technica Germany 2023*



*The Tire Cologne, Germany 2024*

## COMPETITION

The tyre industry is large and global in nature, and the Company faces competition from various domestic and international players. The industry in which the Company operates is highly competitive, organized, and also fragmented, with numerous small and medium-sized entities. The Company competes with both organized and unorganized sector participants based on its ability to supply products that meet quality standards, offer competitive pricing, cater to specific customer segments, provide after-sales support, ensure product availability, and maintain a diverse product range.

Competitors include major tyre manufacturers from India and overseas, as well as regional mid-size players from both the organized and unorganized sectors. Prominent domestic competitors include MRF Limited, Apollo Tyres Limited, CEAT Limited, JK Tyre & Industries Limited, and TVS Srichakra Limited. The Company also faces competition from other established and regional players such as Balkrishna Industries Limited (BKT), Ralson India Limited and Metro Tyres, among others. The Company continuously seeks to enhance its capabilities to respond effectively to competitive pressures and intends to compete actively to expand its market share and manage its growth in a sustainable manner.

## INFRASTRUCTURE & UTILITIES:

**Raw Material:** The principal raw materials used in tyre manufacturing include natural rubber, synthetic rubber, carbon black, nylon fabric, oils, rubber chemicals, compounds and bead wire. The company sources its raw materials from suppliers in India as well as through imports. It believes that this helps them reduce our dependence on few large vendors and thereby minimize risks of supply disruption and price.

(Rs. in lakhs except percentage)

Particular	F.Y. 2024-25		F.Y. 2023-24		F.Y. 2022-23	
	Purchase Amount	% of Total Purchase	Purchase Amount	% of Total Purchase	Purchase Amount	% of Total Purchase
Domestic Purchases	3559.03	44.28%	4,218.59	61.39%	3,350.37	56.44%
Import Purchases	4477.76	55.72%	2,653.60	38.61%	2,585.67	43.56%
<b>Total Purchase</b>	<b>8036.80</b>	<b>100.00%</b>	<b>6,872.20</b>	<b>100.00%</b>	<b>5,936.04</b>	<b>100.00%</b>

**Power:** We have made necessary arrangements for regular power supply at our manufacturing unit and registered office. The requirement of power for our operations, including lighting and operation of plant, machinery, and equipment, is met through the Uttar Pradesh Power Corporation Limited (UPPCL), the state electricity distribution utility.

Also, we have also installed generator set for power back up with combined capacity of 1000 KVA.

**Water:** We require water for various processes in our manufacturing operations. Our Company procures water from the local suppliers for its production activities and also utilizes groundwater sources to meet part of its requirements, subject to applicable approvals from the relevant regulatory authorities.

## HUMAN RESOURCES

Our Company believe that our employees are key contributors to our business success and its ability to maintain growth depends to a large extent on our strength in attracting, training, motivating and retaining employees. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for its kind of business.

We hereby confirm that, as on June 30, 2025, our company has employed 394 permanent full-time employees including managerial personnel. The breakup of our manpower is as follows:

S. No.	Department	No. of Employees
1.	Director and KMP	4
2.	Account Department	5
3.	Admin Department	24
4.	Human Resource Department	4
5.	Maintenance Department	56
6.	Operation Department	261
7.	Procurement Department	4
8.	Quality Control Department	6
9.	Sales and Marketing Department	8
10.	Technical Department	22
	<b>Total</b>	<b>394</b>

Moreover, we also utilize services from contractors to engage contract or casual labour at our factory and it varies considering factors such as location, orders in hand, nature of order, scheduled deliveries, complexity of work etc.

**Details of Employees Provident Fund and Employees State Insurance Corporation contributions for financial year ended on March 31, 2025:**

As on March 31, 2025, our Company has 395 employees registered with the Employees' Provident Fund and the amount deposited by our Company with the Employee Provident Fund Organisation for the month of March 2025 was Rs. 11,36,938. As on March 31, 2025, our Company has 353 employees registered with the Employees State Insurance Corporation and the amount deposited by our Company with the Employees State Insurance Corporation for the month of March 2025 was Rs.150,490.

**INSURANCE**

Our Company maintains insurance policies to safeguard its assets and operations against risks, losses, and damages. The coverage extends to factory buildings, boundary walls, guard rooms, godown, plant and machinery, office premises, furniture, fixtures, computer equipment, and laboratory equipment, as well as stock of raw materials, semi-finished and finished goods, packing materials, consumables, and chemicals. We also maintain insurance for depots, vehicles, and marine cargo transit risks for goods transported by air, sea, road, and rail within India and abroad.

We believe that the insurance coverage presently maintained is adequate for our business requirements; however, there can be no assurance that such coverage will be sufficient to cover all potential losses. For further details, please refer to the section titled **“Risk Factors -Our insurance coverage may not be adequate to protect us against all potential losses, which could adversely affect our business, financial condition, and results of operations”** beginning on page 26 of this Red Herring Prospectus.

**PROPERTY**

**Immovable Property**

**1. List of properties /rented by the company:**

Sr. No.	Name of Lessor	Name of Lessee	Date of the Deed	Address of Property	Usage Purpose	Rent (₹)	Tenure
1.	Nafis Abass, 15 Rashid Market, Delhi 110051	Raj Kumar Dhingra (Managing Director) on behalf of VK Tyre India Limited	March 22,2025	Plot No. 17A, Sybly Industrial Area, Abupur, Muradnagar, Ghaziabad, UP 201206	Raw Material Storage	Rs. 12,000/- per month	11 months From March 15, 2025 to February 14, 2026

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2.	Roshan Lal Dhingra, 17 B, Gurunanak Pura, Modinagar, Ghaziabad 201204	Raj Kumar Dhingra (Managing Director) on behalf of VK Tyre India Limited	March 22,2025	Opposite Modipon, Hapur Road, Modinagar, Ghaziabad, UP 201204	Godown	Rs. 2500/- per month	11 months From March 15, 2025 to February 14, 2026
3.	Ajay Jindal, C-9 Rajkamal Enclave, Meerut, UP and Chaaya Jindal, B-601 Supertech Green, Meerut, UP	Raj Kumar Dhingra (Managing Director) on behalf of VK Tyre India Limited	March 22,2025	Khasra No. 188, Sybly Industrial Area, Pawanpuri, Muradnagar, Ghaziabad, UP 201206	Raw Material Storage	Rs. 70,000/- per month	11 months From March 15, 2025 to February 14, 2026

**2. List of properties owned by the company:**

S r. N o.	Name of Seller	Name of Buyer	Date of the Deed/Agreement to Sell	Address of Property	Usage Purpose	Registration details	Consideration (₹)
1.	Mr. Sachin, Mr. Neeraj Kumar & Mrs. Rajesh Devi, Tehsil Modinagar, Ghaziabad	Raj Kumar Dhingra (MD) on behalf of VK Tyre India Ltd	February 2, 2015	Bhumidhari Khatauni 1422–1427 Fasli, Khata No. 217, Khasra No. 171, Village Abupur, Pargana Jalalabad, Tehsil Modinagar, Ghaziabad, UP (0.1012 ha)	Manufacturing Plant	Registered on 25 Feb 2015, Document No. 2495, Book No. 01, Volume 7643, Pages 367–384, Sub-Registrar Ghaziabad	18,22,000/-
2.	Mr. Husan Singh, Tehsil Modinagar, Ghaziabad	Raj Kumar Dhingra (MD) on behalf of VK Tyre India Ltd	September 03, 2014	Bhumidhari Khatauni 1422–1427 Fasli, Khata No. 217, Khasra No. 171, Village Abupur, Pargana Jalalabad, Tehsil Modinagar, Ghaziabad, UP (0.1012 ha)	Manufacturing Plant	Registered on 3 Sep 2014, Document No. 12251, Book No. 01, Volume 7295, Pages 173–196, Sub-Registrar Ghaziabad	18,22,000/-
3.	Mr. Mahendra Singh, Abupur, Modinagar, Ghaziabad	Raj Kumar Dhingra (MD) on behalf of VK Tyre India Ltd	September 03, 2014	Bhumidhari Khatauni 1422–1427 Fasli, Khata No. 217, Khasra No. 171, Village Abupur, Pargana Jalalabad, Tehsil Modinagar, Ghaziabad, UP (0.1012 ha)	Manufacturing Plant	Registered on 4 Sep 2014, Document No. 12272, Book No. 01, Volume 7295, Pages 381–404, Sub-Registrar Ghaziabad	18,22,000/-
4.	Mr. Satish Kumar & Mr. Ajay	Raj Kumar Dhingra	September 03, 2014	Bhumidhari Khatauni 1422–1427 Fasli, Khata	Manufacturing Plant	Registered on 3 Sep 2014, Document No.	18,22,000/-

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	Kumar, Abupur, Modinagar, Ghaziabad	(MD) on behalf of VK Tyre India Ltd		No. 217, Khasra No. 171, Village Abupur, Pargana Jalalabad, Tehsil Modinagar, Ghaziabad, UP (0.1012 ha)		12249, Book No. 01, Volume 7295, Pages 125–148, Sub-Registrar Ghaziabad	
5.	Mr. Rann Singh, Abupur, Modinagar, Ghaziabad	Raj Kumar Dhingra (MD) on behalf of VK Tyre India Ltd	September 03, 2014	Bhumidhari Khatauni 1422–1427 Fasli, Khata No. 217, Khasra No. 171, Village Abupur, Pargana Jalalabad, Tehsil Modinagar, Ghaziabad, UP (0.1012 ha)	Manufacturing Plant	Registered on 4 Sep 2014, Document No. 12270, Book No. 01, Volume 7295, Pages 335–358, Sub-Registrar Ghaziabad	18,22,000/-
6.	Mr. Bhawar Singh, Abupur, Modinagar, Ghaziabad	Raj Kumar Dhingra (MD) on behalf of VK Tyre India Ltd	September 03, 2014	Bhumidhari Khatauni 1422–1427 Fasli, Khata No. 217, Khasra No. 171, Village Abupur, Pargana Jalalabad, Tehsil Modinagar, Ghaziabad, UP (0.1012 ha)	Manufacturing Plant	Registered on 3 Sep 2014, Document No. 12245, Book No. 01, Volume 7295, Pages 25–48, Sub-Registrar Ghaziabad	18,22,000/-
7.	Mr. Satish Kumar & Mr. Ajay Kumar, Abupur, Modinagar, Ghaziabad	Raj Kumar Dhingra (MD) on behalf of VK Tyre India Ltd	February 25, 2020	Bhumidhari Khatauni 1422–1427 Fasli, Khata No. 217, Khasra No. 171, Village Abupur, Pargana Jalalabad, Tehsil Modinagar, Ghaziabad, UP (0.0411 ha)	Manufacturing Plant	Registered on 25 Feb 2020, Document No. 2514, Book No. 01, Volume 11895, Pages 147–194, Sub-Registrar Ghaziabad	27,62,000/-
8.	Mr. Sachin, Mr. Neeraj Kumar & Mrs. Rajesh Devi, Abupur, Modinagar, Ghaziabad	Raj Kumar Dhingra (MD) on behalf of VK Tyre India Ltd	July 12, 2018	Bhumidhari Khatauni 1422–1427 Fasli, Khata No. 217, Khasra No. 171, Village Abupur, Pargana Jalalabad, Tehsil Modinagar, Ghaziabad, UP (0.0882 ha)	Manufacturing Plant	Registered on 29 Sep 2018, Document No. 11454, Book No. 01, Volume 10406, Pages 147–198, Sub-Registrar Ghaziabad	17,64,000/-
9.	Mr. Mahender Singh, Abupur, Modinagar, Ghaziabad	Raj Kumar Dhingra (MD) on behalf of VK Tyre India Ltd	July 12, 2018	Bhumidhari Khatouni for the period 1422 to 1427 fasli, khata No. 217, khasra no. 171 is located in Village Abupur, Pargana Jalalabad, Tehsil Modinagar, District Ghaziabad Area (0.0882 hectares)	Manufacturing Plant	Registered on 29 Sep 2018, Document No. 11453, Book No. 01, Volume 10406, Pages 99–146, Sub-Registrar Ghaziabad	17,64,000/-
10.	Mr. Pradeep Kumar &	Raj Kumar	July 12, 2018	Bhumidhari Khatauni 1422–	Manufacturing Plant	Registered on September 29,	17,64,000/-

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	Mr. Sunder Singh, Abupur, Modinagar, Ghaziabad	Dhingra (MD) on behalf of VK Tyre India Ltd		1427 Fasli, Khata No. 217, Khasra No. 171, Village Abupur, Pargana Jalalabad, Tehsil Modinagar, Ghaziabad, UP (0.0882 ha)		2018 as Document no. 11452 in Book no. 01 volume no. 10406 at pages 49 to 98 with sub-registrar, Ghaziabad	
11.	Mr. Hussain Singh, Tehsil Modinagar, Ghaziabad	Raj Kumar Dhingra (MD) on behalf of VK Tyre India Ltd	July 12, 2018	Bhumidhari Khatauni 1422-1427 Fasli, Khata No. 217, Khasra No. 171, Village Abupur, Pargana Jalalabad, Tehsil Modinagar, Ghaziabad, UP (0.0882 ha)	Manufacturing Plant	Registered on 29 Sep 2018, Document No. 11451, Book No. 01, Volume 10406, Pages 1-48, Sub-Registrar Ghaziabad	17,64,000/-
12.	Shri Pankaj Jain, B-79, Chander Nagar, Ghaziabad	VK Tyre India Ltd, represented by MD Shri Raj Kumar Dhingra	March 12, 2025	Khasra No. 172, Village Abupur, Pargana Jalalabad, Modinagar, Ghaziabad, UP (2,980 sq. yards)	Industrial Usage	Usage Registered on 12 Mar 2025, Registration No. 5313, Book No. 01, Volume 16109, Pages 345-360, Sub-Registrar Ghaziabad	2,21,25,000/-

**Note: Company has purchased land for a factory from different sellers but the land is part of a single contiguous land mass.**

**3. Details of Intellectual Properties.**

Sr. No.	Description	Registration Number/Mark/Label	Class	Applicable Laws	Issuing Authority	Current Status	Date of Validity	Date of Expiry
1.	Registration for Trade Mark Type "Device"	Trademark No. 3802868 - 	12	Trade Marks Act, 1999	Trade Mark registrar, Mumbai	Registered	April 11, 2018	April 11, 2028
2.	Registration for Trade Mark Type "Word"	Trademark No. 5583175 - <b>Cammy</b>	12	Trade Marks Act, 1999	Trade Mark registrar, Mumbai	Registered	August 25, 2022	August 25, 2032
3.	Registration for Trade Mark Type "Word"	Trademark No. 5583165 - <b>Mud Blaster</b>	12	Trade Marks Act, 1999	Trade Mark Registrar, Mumbai	Registered	August 25, 2022	August 25, 2032
4.	Registration for Trade Mark Type "Word"	Trademark No. 5583168 - <b>Mud Power</b>	12	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	Registered	August 25, 2022	August 25, 2032

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5.	Registration for Trade Mark Type "Word"	Trademark No. 5583162 - <b>Power Rider</b>	12	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	Registered	August 25, 2022	August 25, 2032
6.	Registration for Trade Mark Type "Word"	Trademark No. 5583177 - <b>Pradhan Plus</b>	12	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	Registered	August 25, 2022	August 25, 2032
7.	Registration for Trade Mark Type "Word"	Trademark No. 5583170 - <b>Rain Master</b>	12	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	Registered	August 25, 2022	August 25, 2032
8.	Registration for Trade Mark Type "Word"	Trademark No. 5583167 - <b>Smart Rider</b>	12	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	Registered	August 25, 2022	August 25, 2032
9.	Registration for Trade Mark Type "Word"	Trademark No. 5583176 - <b>Trimiler</b>	12	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	Registered	August 25, 2022	August 25, 2032
10.	Registration for Trade Mark Type "Device"	Trademark No. 5905644 - 	32	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	Registered	April 22, 2023	April 22, 2033
11.	Registration for Trade Mark Type "Device"	Trademark No. 5905645 - 	32	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	Registered	April 22, 2023	April 22, 2033
12.	Registration for Trade Mark Type "Word"	Trademark No. 3802869 - <b>VK TYRE</b>	12	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	Registered	April 11, 2018	April 11, 2028
13.	Registration for Copyright	Copyright NOC Application No. - 89383 	Not available in the Copyright Application	The Copyright Act, 1957	Deputy Registrar of Trademark	Registered	March 3, 2020	March 3, 2080

## **KEY INDUSTRY REGULATIONS AND POLICIES**

*Except as otherwise specified in this Draft Red Herring Prospectus, we are subject to several central and state legislations which regulate substantive and procedural aspects of our business.*

*Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business. Taxation statutes such as the I.T. Act, GST and applicable Labour laws, contractual laws, and intellectual property laws as the case may be, apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be exhaustive and are only intended to provide general information to Investors and are neither designed nor intended to be a substitute for professional legal advice.*

### **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 number 222 of this Draft Red Herring Prospectus.

### **BUSINESS AND/OR KEY INDUSTRY AND/OR TRADE RELATED LAWS AND REGULATIONS**

#### **The Factories Act, 1948**

The primary goal of the Factories Act is to safeguard employees in a factory from industrial and occupational risks. It governs the legal framework with respect to factory labour. The Factories Act, 1948, as amended, defines a “factory” to cover any premises including the precincts thereof 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 or is ordinarily so carried on; but this does not include a mine, or a mobile unit belonging to the armed forces of the union, a railway running shed or a hotel, restaurant or eating place. 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.

The Factories Act, 1948 is a beneficial legislation. The aim and object of the Act is essentially to safeguard the interests of workers, stop their exploitation and take care of their safety, hygiene and welfare at their places of work. It casts various obligations, duties and responsibilities on the occupier of a factory and also on the factory manager. Amendments to the Act and court decisions have further extended the nature and scope of the concept of occupier, especially vis-a-vis hazardous processes in factories.

#### **The Rubber Act, 1947**

The rubber industry in India is regulated by the Rubber Act, 1947 ("Rubber Act") and the rules framed thereunder. The Rubber Act provides for the constitution of a Rubber Board with the purpose of development of rubber industry. Under the Rubber Act, the central government has been conferred with the power to prohibit or control imports and exports of rubber. Further, the Rubber Act provides that a person shall not possess, sell or acquire rubber without a general or special license issued by the Rubber Board. Every general license is published by the Rubber Board in the Official Gazette and in such newspapers as directed by the Rubber Board, while the special license is accorded for a limited period and is subject to extension by the Rubber Board. In the event of default of the provisions of the rubber Act, the defaulter will be punishable with imprisonment for the term which may extend to one year or with fine which may extend to one thousand rupees or both.

#### **The Rubber (Amendment) Act, 2009**

The Rubber (Amendment) Act, 2009, was enacted to amend the Rubber Act of 1947 and came into force on January 21, 2010. The amendments introduced in the Act included defining the term "processor," modifying the composition of the Rubber Board, and establishing the Rubber Development Fund. These changes aimed to address the evolving needs of the rubber industry and enhance its regulatory framework to ensure better development and management of the sector.

### **The Rubber Rules, 1955**

The Rubber Rules, 1955, were established under the Rubber Act, 1947, and came into force on August 1, 1955. These rules govern various aspects of rubber production, marketing, and regulation in India. They include provisions related to the constitution and functioning of the Rubber Board, licensing of rubber growers, quality standards, and other regulatory measures to ensure the orderly development of the rubber industry. These rules govern multiple aspects of rubber production, marketing, and regulation to ensure the orderly development and management of the rubber sector. These rules have undergone periodic amendments, including the Rubber (Amendment) Rules of 2009, 2016, and 2023. These amendments ensure that the regulatory framework remains relevant and effective in addressing the evolving needs and administrative structures of the rubber industry.

### **The National Rubber Policy, 2019**

The National Rubber Policy, 2019 aims to promote sustainable growth in India's rubber sector by addressing various challenges. It emphasizes sustainable production practices, ensuring the complementary growth of the value chain, and promoting synergy between central and state governments. The policy includes provisions for balancing import-export policies, addressing livelihood issues for small growers and laborers, and integrating climate change concerns. The policy is applicable to various stakeholders, including rubber growers, processors, manufacturers, exporters, and research institutions. It involves central and state government bodies, including the Rubber Board, to implement and monitor various initiatives under the policy.

### **The Rubber (Promotion and Development) Bill, 2022**

The Rubber (Promotion and Development) Bill, 2022, was introduced to promote and develop the Indian rubber industry, replacing the outdated Rubber Act of 1947 and was notified on January 10, 2022. This bill addresses modern challenges such as falling rubber prices, high labor costs, and rising competition from imports. It includes provisions for quality standards related to the marking, labeling, and packing of rubber products, whether produced domestically, exported, or imported. Additionally, the bill proposes changes to the structure of the Rubber Board by appointing a Chief Executive Officer who will also serve as the member-secretary. Stakeholder representation, including that of growers, dealers, and manufacturers, will be revised, with Kerala's representation on the board decreasing from eight to six members. To engage stakeholders and gather feedback on the draft, the Rubber Board will conduct open house sessions across various locations.

### **The Central Motor Vehicles Rules, 1989**

The Central Motor Vehicles Rules, 1989 ("Motor Vehicles Rules") contains certain provisions regulating the manufacture of tyres for agricultural tractors as well as other vehicles. The Motor Vehicles Rules direct the tyre manufacturers to specify the load carrying capacity of the tyres, and further gives directions relating to aspects such as the non-skid depth and size of the tyres.

## **ENVIRONMENTAL LEGISLATIONS**

### **The Environment Protection Act, 1986 and The Environment (Protection) Rules, 1986**

The Environmental Protection Act, 1986 ("EPA") is an "umbrella" legislation designed to provide a framework for coordination of the activities of various Central and State authorities established under various laws. The potential scope of the Act is broad, with "environment" defined to include water, air and land and the interrelationships which exist among water, air and land, and human beings and other living creatures such as plants, micro-organisms and property. Further, the Ministry of Environment and Forests looks into Environment Impact Assessment. The Ministry receives proposals for expansion, modernization and setting up of projects and the impact which such projects would have on the environment which is assessed by the Ministry in detail before granting clearances for such proposed projects. Penalties for violation of the EPA include fines up to ₹1,00,000 or imprisonment of up to five years, or both. The imprisonment can extend up to seven years if the violation of the EPA continues.

### **The National Environmental Policy, 2006**

This Policy seeks to extend the coverage, and fill in gaps that still exist, in light of present knowledge and accumulated experience. This policy was prepared through an intensive process of consultation within the Government and inputs from experts. It does not displace, but builds on the earlier policies. It is a statement of India's commitment to making a positive contribution to international efforts. This is a response to our national commitment to a clean environment, mandated in the Constitution in Articles 48 A and 51 A (g), strengthened by judicial interpretation of Article 21. 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 Water (Prevention and Control of pollution) Act, 1974 (the “Water Act”)**

The Water Act aims to prevent and control water pollution as well as restore water quality by establishing and empowering the Central Pollution Control Board and the State Pollution Control Boards. Under the Water Act, any person establishing any industry, operation or process, any treatment or disposal system, use of any new or altered outlet for the discharge of sewage or new discharge of sewage, must obtain the consent of the relevant State Pollution Control Board, who is empowered to establish standards and conditions that are required to be complied with. In certain cases the State Pollution Control Board may cause the local Magistrates to restrain the activities of such a person who is likely to cause pollution. Penalties for the contravention of the provisions of the Water Act include imposition of fines or imprisonment or both.

**The Air (Prevention and Control of Pollution) Act, 1981 (the “Air Act”)**

Pursuant to the provisions of The Air (Prevention and Control of Pollution) Act, 1981 has been enacted to provide for the prevention, control and abatement of air pollution. Pursuant to the provisions of the Air Act, any person, establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant State Pollution Control Board prior to establishing or operating such industrial plant. The State Pollution Control Board is required to grant consent within a period of four months on receipt of an application and may ask the Company to take necessary steps for the prevention, control or abatement of air pollution.. No person operating any industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the State Pollution Control Board. If an area is declared by the State Government to be an air pollution control area, then, no industrial plant may be operated in that area without the prior consent of the State Pollution Control Board. Air (Prevention and Control of Pollution) Rules, 1982 deal with the procedural aspects of the Air Act.

**The Legal Metrology Act, 2009 (“Legal Metrology Act”):**

The Legal Metrology Act, 2009 came into effect on January 14, 2010 and has repealed and replaced the Standard of Weights and Measures Act, 1976 and the Standards of weights and Measures (Enforcement) Act, 1985. The Legal Metrology Act seeks 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 incidental thereto. The Legal Metrology (General) Rules, 2011 and the Legal Metrology (Approval of Models) Rules, 2011, set forth the procedures for obtaining approval for models of weighing and measuring instruments. These rules require manufacturers or importers to submit models of their products to a designated authority for evaluation before they can be marketed or used commercially. The Legal Metrology Act, inter alia, provides for: (a) approval of model of weight or measure; (b) verification of prescribed weight or measure by Government approved Test Centre; (c) exempting regulation of weight or measure or other goods meant for export; (d) nomination of a Director by a company who will be responsible for complying with the provisions of the enactment; (e) empowering the Central Government to make rules for enforcing the provisions of the enactment; and (f) penalty for offences and compounding of offences.

**The Bureau of Indian Standards Act, 2016 (the “BIS Act”):**

The BIS Act was notified on March 22, 2016 and came into effect from October 12, 2017. The BIS Act was enacted to establish a bureau (“Bureau”) for the harmonious development of the activities of standardization, marking and quality certification of goods and for matters connected therewith. “Indian Standard” means the standard (including any tentative or provisional standard) established and published by the Bureau, in relation to any article or process indicative of the quality and specification of such article or process and includes - (i) any standard recognized by the Bureau under clause (b) of section 10 of the BIS Act; and (ii) any standard established and published, or recognized, by the Indian Standards Institution and which is in force immediately before the date of establishment of the Bureau. the Bureau of Indian Standards (BIS) as the National Standards Body of India. It has broadened BIS’s ambit and allows the Central Government to make it mandatory for certain notified goods, articles, processes etc. to carry standard marks.

**The Bureau of Indian Standards Rules, 2018 (the “Bureau of Indian Standards Rules”).**

The Bureau of India Standards Rules, 2018, as amended, have been notified, in supersession of the Bureau of Indian Standards Rules, 1987, in so far as they relate to Chapter IV A of the said rules relating to registration of the articles notified by the Central Government, and in supersession of the Bureau of Indian Standards Rules, 2017 except in relation to things done or omitted to be done before such supersession. Under the Bureau of Indian Standards Rules, the bureau is required to establish Indian standards in relation to any goods, article, process, system or service and shall reaffirm, amend, revise or withdraw Indian standards so established as may be necessary.

## **GENERAL STATUTORY LEGISLATIONS**

### **The Micro, Small and Medium Enterprises Development Act, 2006**

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the Act was enacted. With effect from April 01, 2025 the Manufacturing enterprises and enterprises rendering Services have been re-classified as Micro enterprise, where the investment in plant and machinery does not exceed Rs.2.5 Crore and annual turnover does not exceed Rs. 10 Crore; Small enterprise, where the investment in plant and machinery does not exceed Rs.25 crore and annual turnover does not exceed Rs. 100 Crore; a medium enterprise, where the investment in plant and machinery does not exceed Rs. 125 crore and annual turnover does not exceed Rs. 500 Crore.

## **LAWS RELATING TO SPECIFIC STATE WHERE ESTABLISHMENT IS SITUATED**

### **The Uttar Pradesh Dookan Aur Vanijya Adhishthan Adhiniyam, 1962**

As per the provisions of local Shops and Establishments law applicable in the State of Uttar Pradesh, establishments are required to be registered. Such laws regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

### **The Indian Stamp Act, 1899**

The purpose of the Stamp Act was to streamline and simplify transactions of immovable properties and securities by the Central as well as State Government. The Stamp Act provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule IA of the Stamp Act. Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the states. Therefore, the State Government of Uttar Pradesh, is empowered to prescribe or alter the stamp duty as per their need.

## **TAX RELATED LEGISLATIONS**

### **The Income Tax Act, 1961**

The IT Act is applicable to every Company, whether domestic or foreign whose income is taxable under the provisions of the IT Act or Rules made thereunder depending upon its Residential Status and Type of Income involved. The IT 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. U/s 139 (1) Every Company which is assessed to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and like. Every such Company is also required to file its returns for every Previous Year by 30th September of the Assessment..

### **The Goods and Services Tax Act, 2017 (“the GST Act”)**

The GST Act levies indirect tax throughout India to replace many taxes levied by the Central and State Governments. The GST Act was applicable from July 1, 2017 and combined the Central Excise Duty, Commercial Tax, Value Added Tax (VAT), Food Tax, Central Sales Tax (CST), Introit, Octroi, Entertainment Tax, Entry Tax, Purchase Tax, Luxury Tax, Advertisement Tax, Service Tax, Customs Duty, Surcharges. GST is levied on all transactions such as sale, transfer, purchase, barter, lease, or import of goods and/or services. India has adopted a dual GST model, meaning that taxation is administered by both the Union and State Governments. Transactions made within a single state are levied with Central GST (CGST) by the Central Government and State GST (SGST) by the government of that state. For inter-state transactions and imported goods or services, an Integrated GST (IGST) is levied by the Central Government. GST is a consumption-based tax; therefore, taxes are paid to the state where the goods or services are consumed and not the state in which they were produced.

## **EMPLOYMENT AND LABOUR LAWS**

### **The Contract Labour (Regulation and Abolition) Act, 1970**

The Contract Labour (Regulation and Abolition) Act, 1970 requires establishments that employ or have employed on any day in the preceding twelve months, 20 or more workers as contract labour to be registered. The Act requires the principal employer of an establishment to which the Contract Labour Act applies to make an application for registration of the establishment to employ

contract labour in the establishment. A Contractor to whom the Contract Labour Act applies is required to obtain a license and not to undertake or execute any work through contract labour except under and in accordance with the license issued. The Contract Labour Act imposes certain obligations on the contractor including the establishment of canteens, rest rooms, washing facilities, first aid facilities and provision of drinking water and payment of wages. In the event that the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time.

### **The Employees' Compensation Act, 1923 ("EC Act")**

The Employees' Compensation Act, 1923 provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the course of employment. Under the EC Act, the amount of compensation to be paid depends on the nature and severity of the injury. The EC Act also lays down the duties/obligations of an employer and penalties in cases of non-fulfilment of such obligations. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees' Compensation a report regarding any fatal or serious bodily injury suffered by an employee within 7 days of death/serious bodily injury.

### **The Employees' State Insurance Act, 1948 (ESI Act)**

All the establishments to which the Employees State Insurance (ESI) Act applies are required to be registered under the Act with the Employees State Insurance Corporation. The Act applies to those establishments where 20 or more persons are employed. The Act requires all the employees of the factories and establishments to which the Act applies to be insured in the manner provided under the Act. Further, employers and employees both are required to make contributions to the fund. The return of the contribution made is required to be filed with the ESI department. The Employees' State Insurance Rules, 1950 ensure implementation of the provisions of the Employees' State Insurance Act, 1948.

The other labour laws applicable to the Company are:

- The Industrial (Development and Regulation) Act, 1951
- The Industrial Employment Standing Orders Act, 1946
- The Industrial Disputes Act, 1947
- Minimum Wages Act, 1948
- Payment Of Wages Act, 1936
- Payment Of Bonus Act, 1965
- The Equal Remuneration Act, 1976 And Equal Remuneration Rules, 1976
- Apprentices Act, 1961

The Government of India has consolidated 29 central Labour laws into four Codes namely Code of Wages 2019, The Code on Social Security, 2020, The Industrial Relations Code, 2020 and Occupational Safety, Health and Working Conditions Code, 2020. All these codes have received the assent of the President of India but none of them has been made effective till date. Brief descriptions of each of the codes are given below:

### **The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 ("EPF Act") and the schemes formulated there under ("schemes")**

The EPF Act was introduced with the object to institute compulsory provident fund for the benefit of employees in factories and other establishments. The EPF Act provides for the institution of provident funds and pension funds for employees in establishments where more than 20 employees are employed and factories specified in Schedule I of the EPF Act and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees' provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make an equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees' Provident Scheme, 1952.

Under the EPF Act, the Central Government has framed the "Employees Provident Fund Scheme", "Employees Deposit-linked Insurance Scheme" and the "Employees Family Pension Scheme". Liability is imposed on the employer and the employee to contribute to the funds mentioned above, in the manner specified in the statute. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

### **The Payment of Gratuity Act, 1972**

The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which 10 or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which 10 or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf. A shop or establishment to which this Act has become applicable shall be continued to be governed by this Act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five-year period shall be relaxed in case of termination of service due to death or disablement.

### **The Maternity Benefit Act, 1961**

The Act provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The Act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which 10 or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this Act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

### **The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (the "SHWPPR Act")**

In order to curb the rise in sexual harassment of women at workplace, this Act was enacted for prevention and redressal of complaints and for matters connected therewith or incidental thereto. The terms 'sexual harassment' and 'workplace' are both defined in the Act. Every employer should constitute an "Internal Complaints Committee" at each office or branch of an organization employing at least 10 employees and every officer and member of the Committee shall hold office for a period of not exceeding three years from the date of nomination. Any aggrieved woman can make a complaint in writing to the Internal Committee in relation to sexual harassment of female at workplace. Every employer has a duty to provide a safe working environment at workplace which shall include safety from the persons coming into contact at the workplace, organizing awareness programs and workshops, display of rules relating to the sexual harassment at any conspicuous part of the workplace, provide necessary facilities to the internal or local committee for dealing with the complaint, such other procedural requirements to assess the complaints.

### **The Child Labour (Prohibition and Regulation) Act, 1986 (the "CLPR Act")**

The CLPR Act seeks to prohibit the engagement of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Part B of the Schedule to the CLPR Act strictly prohibits employment of children in cloth printing, dyeing and weaving processes and cotton ginning and processing and production of hosiery goods. Under this Act the employment of child labour in the building and construction industry is prohibited.

## **EMPLOYMENT AND LABOUR LAWS CODIFICATION**

### **\*The Code on Wages, 2019**

The Code received the assent of the President of India on August 8, 2019. The provisions of the Code shall come into effect from the date notified in the Official Gazette by the Central Government. This code will replace the four existing ancient laws namely (i) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976. This code will apply to all employees and allows the Central Government to set a minimum statutory wage.

*\*Certain provisions of this code have been notified as on date.*

### **\*The 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. In addition to above, we are subject to wide variety of generally applicable labour laws concerning condition of working, benefit and welfare of our laborers and employees such as the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Employees (Provident Fund and Miscellaneous Provision) Act, 1952.

*\*Certain provisions of this code have been notified as on date.*

### **The Occupational Safety, Health and Working Conditions Code, 2020 (“OSH Code”)**

The Government of India enacted ‘The Occupational Safety, Health and Working Conditions Code, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume 13 labour 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., that concern our business.

New establishments covered by the OSH Code must register themselves (within 60 days of commencement of the Code) with registering officers appointed by the appropriate government. Establishments already registered under any other federal law will not be required to register again.

Every employer is directed to undertake the following obligations by the OSH Code:

- Ensure that the workplace is free from hazards can cause injury or occupational disease to the employees and comply with the OSH Code and the government's directions on the same;
- Provide free annual health examination or testing, free of cost, to certain classes of employees;
- Provide and maintain, as reasonably practical, a working environment that is safe and without risk to the health of the employees;
- Issue letters of appointments to employees; and
- Ensure that no charge is levied on any employee for maintenance of safety and health at the workplace , including the conduct of medical examination and investigation for the purpose of detecting occupational diseases.

Further, the Code directs employers with respect to factories, mines, dock work, building and other construction work, or plantations to ensure: (i) safety arrangements in the workplace and absence of risk to health in connection with the use, storage, and transport of articles and substances; (ii) provision of such information, instruction, training, and supervision as are necessary to ensure the health and safety of all employees at work, etc. This Code shall subsume more than 10 labour laws including Factories Act 1948, Contract Labour Act 1970 and Mines Act 1952.

### **Industrial Relations Code, 2020**

The Government of India enacted ‘The Industrial Relations Code, 2020’ which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. For the benefit of the employers, the Code has introduced various aspects such as increasing the threshold of workers to three hundred (300) for obtaining the consent of the concerned government in case of lay off, retrenchment or closure of the establishment, notice of change not required to be given subject to the conditions stipulated in the Code, increasing the wage threshold to INR 18,000 (Indian Rupees Eighteen Thousand) for exclusion from the definition of worker, etc. the Industrial Relations Code also introduces the concept of deemed certification of standing orders. 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 Code on Social Security, 2020**

The Government of India enacted ‘The Code on Social Security, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume existing nine 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 Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959 and the Payment of Gratuity Act, 1972, The Cine

Workers Welfare Fund Act, 1981, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganised Workers' Social Security Act, 2008.

## **INTELLECTUAL PROPERTY LEGISLATIONS**

### **Trade Marks Act, 1999 (“TM Act”)**

The Trademarks Act, 1999 provides for the application and registration of trademarks in India for granting exclusive rights to marks such as a brand, label and heading and obtaining relief in case of infringement for commercial purposes as a trade description. The TM Act prohibits any registration of deceptively similar trademarks or chemical compounds among others. It also provides for penalties for infringement, falsifying and falsely applying for trademarks.

### **Indian Patents Act, 1970**

A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling, importing the patented product or process producing that product. The term invention means a new product or process involving an inventive step capable of industrial application

### **The Copyright Act, 1957**

Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, inter alia, rights of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work.

## **FOREIGN TRADE RELATED LAWS**

### **Foreign Trade (Development and Regulation) Act, 1992 (“Foreign Trade Act”)**

The FTDR is the main legislation concerning foreign trade in India. The FTDR, read along with the Foreign Trade (Regulation) Rules, 1993, provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and all other matters connected therewith or incidental thereto. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given wide powers to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The FTDR read with the Foreign Trade Policy, 2015-20, prohibits anybody from undertaking any import or export except under an importer-exporter code (“IEC”) number granted by the Director General of Foreign Trade. Hence, every entity in India engaged in any activity involving import/export is required to obtain an IEC unless specifically exempted from doing so. The IEC shall be valid until it is cancelled by the issuing authority. An IEC number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract a penalty under the FTDR.

### **Foreign Exchange Management Act, 1999 (“FEMA”) & Rules 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 thereunder, as issued by the RBI from time to time and the FEMA Rules and the Consolidated FDI Policy prescribed by the Department of Promotion of Industry and Internal Trade. 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 FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Offer of Security by a Person Resident Outside India) Regulations, 2000 (“FEMA Regulations”), as amended from time to time to prohibit, restrict or regulate, transfer by or Offer security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2000 for regulation on exports of goods and services.

The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 as amended in 2019, provide that the total holding by any individual NRI, on a repatriation basis, shall not exceed 5 percent of the total paid-up equity capital on a fully diluted basis or shall not exceed five percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

## **GENERAL LAWS**

Apart from the above list of laws, which is inclusive in nature and not exhaustive, general laws like the following are also applicable to our Company:

The Bharatiya Nyaya Sanhita, 2023  
The Bharatiya Nagarik Suraksha Sanhita, 2023  
The Bharatiya Sakshya Adhinyam, 2023  
The Negotiable Instrument Act, 1881  
The Consumer Protection Act, 2019  
The Transfer of Property Act, 1882  
The Arbitration & Conciliation Act, 1996  
The Information Technology Act, 2000  
The Companies Act, 2013  
The Sale of Goods Act, 1930  
The Registration Act, 1908  
The Indian Contract Act, 1872  
The Specific Relief Act, 1963  
The Competition Act, 2002  
The Electricity Act, 2003  
The Code of Civil Procedure, 1908  
The Code of Criminal Procedure Code, 1973  
Indian Copyright Act, 1957  
The Patents Act, 1970 (“Patents Act”)  
The Insolvency and Bankruptcy Code, 2016  
The Public Liability Insurance Act, 1991 (“PLI Act”) and the Public Liability Insurance Rules, 1991

**HISTORY AND CORPORATE STRUCTURE**

**Brief History of our Company:**

Our Company was originally incorporated as a Limited Company under the name “VK Tyre India Limited” on August 26, 2014 bearing CIN U25203UP2014PLC065687 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Uttar Pradesh.

Raj Kumar Dhingra, Sushant Dhingra, Prashant Kumar Dhingra, Roshan Lal Dhingra, Sharda Rani, Lata Dhingra, Geeta Jaswant Thapa (Geeta Dhingra) and Pooja Gulati (Pooja Dhingra) were the initial subscribers to the Memorandum of Association of our Company.

For information on our Company’s profile, activities, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major Vendors and suppliers, please refer the sections titled “*Our Business*”, “*Industry Overview*”, “*Our Management*”, “*Financial information of the Company*” and “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” on pages 105, 97, 134, 156 and 209 respectively of this Draft Red Herring Prospectus.

**Our Locations:**

<b>Registered Office &amp; Factory Unit</b>	Pawan Puri Behind Sybly Industries Ltd., Muradnagar, 201206, Ghaziabad, Uttar Pradesh, India.
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**Changes in the Registered Office of the Company since Incorporation:**

Except as mentioned below, there has not been any change in our Registered Office since inception till the date of the Draft Red Herring Prospectus.

Effective Date	From	To	Reason for Change
Upon Incorporation	B-17, Gurunanak Pura, Modinagar - 201204, Uttar Pradesh, India		-
June 25, 2015	B-17, Gurunanak Pura, Modinagar - 201204, Uttar Pradesh, India	Pawan Puri Behind Sybly Industries Ltd., Muradnagar, 201206, Ghaziabad, Uttar Pradesh, India.	For Administrative Convenience

**Main Objects of our Company as per the Memorandum of Association:**

The main objects of our Company, as set forth in our Memorandum of Association, are as follows:

1. To manufacture tyres used in Automobile Industry and various rubber & plastic components used in Indian Railway, Defence Sector and other sectors in India and Abroad.
2. To manufacture and supply various rubber and plastic components in India and abroad
3. To manufacture retread tyres for automobile industry and to manufacture reclaimed rubber for own consumption and also for supplying to rubber components manufacturers and also to manufacture rubber and plastic components for other manufacturers on job work basis.
4. To undertake and execute projects awarded by various departments of Railways and other Government Departments.
5. To sell and purchase residential flats, plots and industrial lands.
6. To act as a dealer and broker for selling and purchasing residential flats, plots and industrial land.
7. To act as a dealer and/or stockiest of plastic raw material and natural rubber, synthetic rubber, rubber chemicals or any other items.

**Amendments to the Memorandum of Association of our Company:**

Except as stated below there has been no change in the Memorandum of Association of our Company since its Incorporation:

Date of Shareholder’s resolution	Amendments
April 30, 2015	Alteration in Clause V by increase in the authorized share capital of the Company from ₹250.00 Lakhs divided into 25,00,000 Equity Shares of ₹10/- each to ₹600.00 Lakhs divided into 60,00,000 Equity Shares of ₹10/- each.

<p>January 10, 2019</p>	<p>Alteration in Clause III(B) by inserting sub-clause No. 33 to 35 after existing sub-Clause No. 32 as mentioned below:</p> <p>33. To borrow money or to receive money or deposits for the purpose of financing the business of the Company either with security or mortgage or other security charged on the undertaking or all or any of the assets of the Company including capital and to increase, reduce or pay off any such securities.</p> <p>34. To give guarantees and in particular to guarantee the payment of any principal moneys, interest or other moneys secured by or payable under any debentures, bonds, debenture stocks, mortgages, charges, contracts, obligations and securities and the payment of dividends and the repayment of the capital stocks and shares.</p> <p>35. To lend money on property or on mortgage of immovable property or against Bank Guarantee and to make advances of money against future supply of goods and services on such terms as the Directors may consider necessary and to invest money of the Company in such manner as the Director may consider necessary and to invest money of the Company in such manner as the Directors may think fit and to sell, transfer or deal with the same.</p>
<p>February 18, 2019</p>	<p>Alteration in Clause V by increase in the authorized share capital of the Company from ₹600.00 Lakhs divided into 60,00,000 Equity Shares of ₹10/- each to ₹800.00 Lakhs divided into 80,00,000 Equity Shares of ₹10/- each.</p>
<p>December 06, 2024</p>	<p>Alteration in Clause V by increase in the authorized share capital of the Company from ₹800.00 Lakhs divided into 80,00,000 Equity Shares of ₹10/- each to ₹1800.00 Lakhs divided into 1,80,00,000 Equity Shares of ₹10/- each.</p>
<p>April 01, 2025</p>	<p>Alteration in Clause III(B) by inserting sub-clause No. 36 to 41 after existing sub-Clause No. 35 as mentioned below:</p> <p>36. Subject to provision of Companies Act, 2013 to take, subscribe or acquire, hold, sell, exchange, pledge, mortgage or otherwise deal in any shares, stocks, debentures, debentures stock, bonds' fixed deposits, warrants, any other financial instruments, bond obligations and Securities issued or guaranteed by any company constituted or carrying on the business in India or in any foreign country or Government, State Government, Semi Government Authorities, local authorities, Public sector undertakings, financial institutions, Public Body, any other persons or otherwise in accordance with applicable laws and generally subject to approval under the provision of companies Act, 2013 and to invest and deal with the money's of the company of the Company in such manner and extent from time to time may be thought proper, and to hold, sell or otherwise deal with such investment may be deemed necessary.</p> <p>37. Subject to the provisions of Section 179 of the Companies Act, 2013 and other applicable provisions, if any, to invest the surplus funds of the Company, from time to time, by acquiring shares, securities, stocks, debentures, bonds, units or Government securities or other securities, stocks, or otherwise and in such manner as may from time to time sell or vary such investments as may be determined by the Directors and to exercise and enforce all rights and powers conferred by or incidental to such investments and execute all such assignments, endorsements, transfers, receipts and documents that may be necessary in that behalf.</p> <p>38. To sell, improve, manage, develop, exchange, loan, lease or let, underlease, sublet, mortgage, dispose of, turn to account or otherwise deal with any property of the Company or any portion of any premise for residential, trade or business purposes or other private or public purposes and collect rents and incomes therefrom.</p> <p>39. To purchase, hire or use all kinds of vehicles including cars, heavy transports vehicles, and aircraft, for the purpose of transportation of equipment, materials, employees and managerial personnel or for any other purpose.</p> <p>40. To let on lease or hire the whole or any part of the movable or immovable property and undertaking of the Company or any part or the property of the Company as may not be immediately required for the principal business of the company on such terms, as the Company shall determine.</p> <p>41. Subject to the provisions of the Companies Act, 2013, to undertake and execute any trust or discretion the undertaking whereof may seem desirable and the distribution amongst the beneficiaries, pensioner or other persons, entitled thereto, of any income capital of annuity, whether periodically or otherwise, and whether in money or spice, in furtherance of any trust, directions, discretion obligation or permission.”</p>

**Adopting new Articles of Association of the Company:**

Our Company has adopted a new set of Articles of Association of the Company in accordance with applicable provisions of the Companies Act 2013, in the Extra Ordinary General Meeting of the Company dated February 24, 2025.

**Major Key Events, Milestone and Achievements of our Company:**

The Table below sets forth some of the major events in the history of our company:

Year/ F.Y.	Key Events / Milestone / Achievements
2014	Incorporated as VK Tyre India Limited
2017	Started operations by Manufacturing two wheeler tyres
2018	Started production of commercial tyres
2019	Entered into Agricultural and Industrial Tyre
2020	First global quality certificate received
2020	Achieved ISO 9001:2015 certification, cementing our commitment to quality
2022	First global event participated in Dubai
2024	Crossed Turnover of Rs.10000 Lakhs

**Other details about our Company:**

For details of our Company’s activities, products, growth, awards & recognitions, capacity, location of stores, technology, marketing strategy, competition and our customers, please refer section titled **“Our Business”, “Management’s Discussion and Analysis of Financial Conditions and Results of Operations”** and **“Basis for Issue Price”** on pages 105, 209 and 86 respectively of this Draft Red Herring Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled **“Our Management”** and **“Capital Structure”** beginning on page 134 and 65 of this Draft Red Herring Prospectus respectively.

**Capital Raising (Debt / Equity):**

For details in relation to our capital raising activities through equity, please refer to the chapter titled **“Capital Structure”** beginning on page 65 of this Draft Red Herring Prospectus. For details of our Company’s debt facilities, see **“Statement of Financial Indebtedness”** on page 205 of this Draft Red Herring Prospectus.

**Changes in activities of our Company during the last five (5) Years:**

There has not been any change in the activity of our Company during the last five (5) years preceding the date of this Draft Red Herring Prospectus.

**Our Holding Company:**

As on the date of the Draft Red Herring Prospectus, our Company is not a subsidiary of any company.

**Our Subsidiary:**

As on the date of this Draft Red Herring Prospectus our Company does not have any Subsidiary Company.

**Our Associates Company:**

Our Company does not have any Associate Company as on the date of this Draft Red Herring Prospectus.

**Joint Ventures:**

The Company has not formed any joint ventures as on the date of this Draft Red Herring Prospectus.

**Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last ten years**

Our Company has not made any material acquisitions or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last 10 years preceding the date of this Draft Red Herring Prospectus.

**Revaluation of assets in the last 10 years**

Our Company has not revalued its assets in last 10 years.

**Injunction or Restraining Order:**

Except as disclosed in the section titled “***Outstanding Litigations and Material Developments***” beginning on page 218 of this Draft Red Herring Prospectus, there are no injunctions/ restraining orders that have been passed against the Company.

**Capacity/ Facility Creation, Location of Plants**

For details pertaining to capacity / facility creation, location of plant refers section “***Our Business***” on page 105 of this Draft Red Herring Prospectus.

**Number of shareholders of our Company:**

Our Company has 08 (Eight) shareholders as on the date of this Draft Red Herring Prospectus. For further details on the shareholding pattern of our Company, please refer to the chapter titled “***Capital Structure***” beginning on page 65 of the Draft Red Herring Prospectus.

**Accumulated Profits or Losses**

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses that have not been accounted by our Company.

**Changes in the Management:**

For details of change in Management, please see chapter titled “***Our Management***” on page 134 of this Draft Red Herring Prospectus.

**Agreement with key managerial personnel or Directors or Promoters or any other employee of the Company:**

There are no agreements entered into by key managerial personnel or Directors or Promoters or any other employee, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

**Agreement that may impact the management or control of our Company or impose any restriction or create any liability upon our Company**

As of the date of this Draft Red Herring Prospectus, there are no agreements entered into by the Shareholders, Promoters, Promoter related parties, Directors, KMPs, employees of our Company or of our Subsidiaries, among themselves or with our Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of our Company or impose any restriction or create any liability upon our Company, whether or not our Company is a party to such agreements.

**Shareholders Agreements:**

There are no subsisting shareholder’s agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same as on the date of the Draft Red Herring Prospectus.

**Collaboration Agreements:**

As on date of this Draft Red Herring Prospectus, Our Company is not a party to any collaboration agreements.

**Material Agreement:**

As on the date of this Draft Red Herring Prospectus, our Company has not entered into any material agreements other than in the ordinary course of business of our Company.

**Strategic or Financial Partners:**

Except as disclosed in this Draft Red Herring Prospectus, Our Company does not have any strategic or financial partners as on the date of this Draft Red Herring Prospectus.

**Time and Cost Overruns in Setting up Projects:**

There has been no time or cost over-runs in respect of our business operations.

**Defaults or Rescheduling of Borrowings with Financial Institutions/Banks:**

There have been no defaults or rescheduling of borrowings with any financial institutions/ banks as on the date of the Draft Red Herring Prospectus.

**Other Agreements:**

**i. Non-Compete Agreement:**

Our Company has not entered into any No- compete Agreement as on the date of filing of this Draft Red Herring Prospectus.

**ii. Joint Venture Agreement:**

Our Company has not entered into any Joint Venture Agreement as on the date of filing of this Draft Red Herring Prospectus.

**OUR MANAGEMENT****Board of Directors:**

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

<b>Name, Father's Name, Age, Designation, Date of Birth, Address, Experience, Occupation, Qualification, Current term, Period of Directorship and DIN</b>	<b>Other Directorships</b>
<p><b>Raj Kumar Dhingra</b>  <b>Father's Name:</b> Mr. Roshan Lal Dhingra  <b>Age:</b> 62 years  <b>Date of Birth:</b> May 18, 1964  <b>Designation:</b> Chairman &amp; Managing Director  <b>Address:</b> House No. B 17, Street No 2, Gurunanakpura, Modi Nagar, Ghaziabad, Uttar Pradesh, India- 201204  <b>Experience:</b> 35 years  <b>Occupation:</b> Business  <b>Qualification:</b> Not Available^  <b>Current Term:</b> Re-appointment as Chairman &amp; Managing Director of the Company for a period of 5 years, w.e.f. October 01, 2024 and shall not be liable to retire by rotation  <b>Period of Directorship:</b> Since Incorporation  <b>Nationality-</b> Indian  <b>DIN:</b> 00982525</p>	NIL
<p><b>Sushant Dhingra</b>  <b>Father's Name:</b> Mr. Raj Kumar Dhingra  <b>Age:</b> 38 years  <b>Date of Birth:</b> March 25, 1987  <b>Designation:</b> Whole-Time Director and Chief Financial Officer (CFO)  <b>Address:</b> House No. B 17, Street No 2, Gurunanakpura, Modi Nagar, Ghaziabad, Uttar Pradesh, India- 201204  <b>Experience:</b> 14 Years  <b>Occupation:</b> Business  <b>Qualification:</b> Post Graduate in Management Studies  <b>Current Term:</b> Change in designation as Whole Time Director of the Company for a period of 3 years, w.e.f. March 19, 2025 and shall be liable to retire by rotation  <b>Period of Directorship:</b> Since Incorporation  <b>Nationality-</b> Indian  <b>DIN:</b> 01070380</p>	NIL
<p><b>Prashant Kumar Dhingra</b>  <b>Father's Name:</b> Mr. Raj Kumar Dhingra  <b>Age:</b> 37 years  <b>Date of Birth:</b> October 31, 1988  <b>Designation:</b> Whole-time Director  <b>Address:</b> House No. B 17, Street No 2, Gurunanakpura, Modi Nagar, Ghaziabad, Uttar Pradesh, India - 201204  <b>Experience:</b> 14 years  <b>Occupation:</b> Business  <b>Qualification:</b> 12<sup>th</sup> Pass  <b>Current Term:</b> Change in designation as Whole Time Director of the Company for a period of 3 years, w.e.f. March 19, 2025 and shall be liable to retire by rotation  <b>Period of Directorship:</b> Since Incorporation  <b>Nationality-</b> Indian  <b>DIN:</b> 06952369</p>	NIL
<p><b>Geeta Dhingra</b>  <b>Father's Name:</b> Mr. Jaswant J Thappa  <b>Age:</b> 40 years  <b>Date of Birth:</b> February 19, 1985</p>	NIL

**VK Tyre India Limited**

Name, Father's Name, Age, Designation, Date of Birth, Address, Experience, Occupation, Qualification, Current term, Period of Directorship and DIN	Other Directorships
<p><b>Designation:</b> Non-Executive Director  <b>Address:</b> House No. B 17, Street No 2, Gurunanakpura, Modi Nagar, Ghaziabad, Uttar Pradesh- 201204  <b>Experience:</b> 5 years  <b>Occupation:</b> Business  <b>Qualification:</b> Post Graduate in Management Studies  <b>Current Term:</b> Change in Designation as Non-Executive Director w.e.f. February 21, 2025 and shall be liable to retire by rotation  <b>Period of Directorship:</b> Appointed as Additional Director w.e.f. February 21, 2025 and re-designated as Non-Executive Director on February 24, 2025  <b>Nationality-</b> Indian  <b>DIN:</b> 06952361</p>	
<p><b>Kuldeep Bansal</b>  <b>Father's Name:</b> Mr. Jagdish Saran  <b>Age:</b> 68 years  <b>Date of Birth:</b> June 07, 1957  <b>Designation:</b> Independent Director  <b>Address:</b> 331/1, Aashiana Devpuri, Meerut Cantt, Meerut, Uttar Pradesh, India-250001  <b>Experience:</b> 40 Years  <b>Occupation:</b> Retired from Public Sector Bank  <b>Qualification:</b> Bachelor of Science  <b>Current Term:</b> For a period of 5 years, w.e.f. February 21, 2025  <b>Period of Directorship:</b> w.e.f February 21, 2025  <b>Nationality-</b> Indian  <b>DIN:</b> 10892128</p>	NIL
<p><b>Ravi Kant Jain</b>  <b>Father's Name:</b> Mr. Hoshiar Singh Jain  <b>Age:</b> 68 years  <b>Date of Birth:</b> September 15, 1957  <b>Designation:</b> Independent Director  <b>Address:</b> House no. D-24, Street no. 04, Gurunanakpura, Modinagar, Ghaziabad, Uttar Pradesh, India-201204  <b>Experience:</b> 37 Years  <b>Occupation:</b> Retired from Public Sector Bank  <b>Qualification:</b> Bachelor of Science  <b>Current Term:</b> For a period of 5 years, w.e.f. February 21, 2025  <b>Period of Directorship:</b> w.e.f February 21, 2025  <b>Nationality-</b> Indian  <b>DIN:</b> 10909885</p>	NIL

*^Raj Kumar Dhingra is not able to trace his educational qualification marksheet or degree due to lapse of time.*

**Brief Profile of Directors:**

- 1. Raj Kumar Dhingra** is the Promoter and Chairman & Managing Director of our Company. He is the founder of the Company and has been associated with it since incorporation. He has over 35 years of experience in managing manufacturing operations, with a focus on rubber products, Tyres, and supply chain management. He is responsible for providing strategic direction to the Company and has been closely involved in the formulation and implementation of its business policies. His responsibilities include overseeing overall business operations, identifying new business opportunities, and participating in key decision-making processes.  
*^Raj Kumar Dhingra is not able to trace his educational qualification marksheet or degree due to lapse of time.*
- 2. Sushant Dhingra**, is the Promoter, Whole-time Director and Chief Financial Officer of our Company and has been serving on the Board of Directors since the Company's incorporation. He holds a Master's degree in Management from MIT School of Telecom Management, Pune, awarded in 2010. He has around 14 years of experience in the rubber products and Tyres manufacturing industry. In his current role, he is responsible for managing the Company's import-export operations, sales and marketing activities, brand development, and accounting and financial functions. He is instrumental in formulating and implementing the Company's financial strategy and contributes significantly to its overall business growth and strategic direction.

- 3. Prashant Kumar Dhingra**, is the Promoter and Whole-time Director of our Company and has been serving on the Board of Directors since its incorporation. He has approximately 14 years of experience in the rubber products manufacturing industry. He is responsible for overseeing the Company's production operations, human resource functions, supply chain management, and procurement.
- 4. Geeta Dhingra**, is the Promoter and Non-Executive Director of our Company and has been appointed as Non-Executive Director on the Board from February 21, 2025. She has completed her Master's degree in Management from MIT School of Telecom Management, Pune in the year 2010. She has around 5 years of experience of handling Marketing department of V K Enterprises.
- 5. Kuldeep Bansal**, is an Independent Director of our Company. He has completed his education in Bachelor of Science from Meerut University in the year 1976, He has over 4 decades of experience in the Banking Industry and retired from the post of Internal Senior Auditor from Punjab National Bank in the year 2017. He has been appointed on the Board for a period of five (5) years w.e.f. February 21, 2025.
- 6. Ravi Kant Jain**, is an Independent Director of our Company. He has completed his education in Bachelor of Science from Meerut University in the year 1976, He has over 37 years of experience in the Banking Industry and retired from the post of Manager from Bank of Baroda in the year 2017. He has been appointed on the Board for a period of five (5) years w.e.f. February 21, 2025.

**Confirmations:**

As on the date of this Draft Red Herring Prospectus:

- a) None of our Directors have held or currently hold directorship in any listed company whose shares have been or were suspended from being traded on any of the stock exchanges in the five years preceding the date of filing of this Draft Red Herring Prospectus with the SEBI, during the term of his/ her directorship in such company.
- b) None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the tenure of their directorship in such company.
- c) None of our Directors have been identified as a wilful defaulter or a fraudulent borrower, as defined under Regulation 2(1)(III) of SEBI (ICDR) Regulation 2018 and there are no violations of securities laws committed by them in the past and no prosecution or other proceedings for any such alleged violation are pending against them.
- d) Neither Company nor our Directors are declared as fugitive economic offenders as defined in Regulation 2(1) (p) of the SEBI ICDR Regulations, and have not been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.
- e) None of our Directors have been debarred from accessing capital markets by the Securities and Exchange Board of India. Additionally, none of our directors are or were, associated with any other company which is debarred from accessing the capital market by the Securities and Exchange Board of India.

**Nature of any family relationship between any of the Directors:**

Except as detailed below, none of our Key Management Personnel or Directors are related to each other, within the meaning of section 2(77) of the Companies Act, 2013

<b>Sr. No.</b>	<b>Names</b>	<b>Relationship with other Directors</b>
1.	Raj Kumar Dhingra	Father of Sushant Dhingra and Prashant Kumar Dhingra and Father-in law of Geeta Dhingra
2.	Sushant Dhingra	Spouse of Geeta Dhingra, Son of Raj Kumar Dhingra, Brother of Prashant Kumar Dhingra
3.	Prashant Kumar Dhingra	Son of Raj Kumar Dhingra, Brother of Sushant Dhingra
4.	Geeta Dhingra	Spouse of Sushant Dhingra and daughter in law of Raj Kumar Dhingra

**Arrangements with major Shareholders, Customers, Suppliers or Others:**

We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which any of our directors were selected as Directors or members of the senior management.

**Service Contracts:**

The Directors of our Company have not entered into any service contracts with our company which provides for benefits upon termination of their employment.

**Details of Borrowing Powers of Directors**

Pursuant to a special resolution passed at an Extra-ordinary General Meeting of our Company held on February 24, 2025 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company have been authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained/ to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹ 100 crores (Rupees One Hundred Crores Only).

**Compensation of our Director**

The compensation payable to our Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2(54), 188, 196, 197, 198 and 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V thereto and the rules made there under (including any statutory modification(s) or reenactment thereof or any of the provisions of the Companies Act, 1956 for the time being in force).

**The following compensation has been approved for Managing Director and Whole Time Director and Non-Executive Director**

*a. Managing Director and Whole Time Director*

**Raj Kumar Dhingra: Managing Director**

Pursuant to the resolutions passed by our Board and our Shareholders on September 05, 2024 and September 30, 2024 respectively, Raj Kumar Dhingra was Re-appointed as Chairman and Managing Director for a period of Five (5) years with effect from October 01, 2024 at a remuneration of upto Rs. 21.00 Lakhs per annum, which includes, basic salary, dearness allowance, perquisites and other allowances or any other combination thereof. Further, the remuneration was revised to ₹48.00 lakhs per annum in terms of the special resolution passed by the shareholders at the Extraordinary General Meeting held on April 1, 2025.

**Sushant Dhingra: Whole Time Director**

Pursuant to the resolutions passed by our Board and our Shareholders on March 19, 2025 and April 01, 2025 respectively, Sushant Dhingra was designated as Whole Time Director for a period of three (3) years with effect from March 19, 2025 at a remuneration of upto Rs. 35.00 Lakhs per annum, which includes, basic salary, dearness allowance, perquisites and other allowances or any other combination thereof.

**Prashant Kumar Dhingra: Whole Time Director**

Pursuant to the resolutions passed by our Board and our Shareholders on March 19, 2025 and April 01, 2025 respectively, Sushant Dhingra was designated as Whole Time Director for a period of three (3) years with effect from March 19, 2025 at a remuneration of upto Rs. 35.00 Lakhs per annum, which includes, basic salary, dearness allowance, perquisites and other allowances or any other combination thereof.

*b. Non-Executive Directors*

**Geeta Dhingra: Non-Executive Director**

Pursuant to the resolutions passed by our Board and our Shareholders on February 21, 2025 and February 24, 2025 respectively, Geeta Dhingra was designated as Non-Executive Director with effect from February 21, 2025 at a remuneration of upto Rs. 12.00 Lakhs per annum, which includes, sitting fees, basic salary, dearness allowance, perquisites and other allowances or any other combination thereof.

**Payments or benefits to Directors**

**The remuneration paid to our Directors in Fiscal 2025 is as follows:**

Name of Director	Remuneration/ Professional fees paid (Rs. in lakhs) (Per annum)
Raj Kumar Dhingra	21.00
Sushant Dhingra	15.00
Prashant Kumar Dhingra	15.00
Geeta Dhingra	-

**Bonus or Profit-Sharing Plan for our Directors:**

We have no bonus or profit-sharing plan for our Directors.

**Sitting Fees:**

The Articles of Association of our Company provides for the payment of sitting fees to the Directors (other than Managing Director & Whole-time Directors), not exceeding ₹ 1.00 Lakhs, as may be fixed by the Board of Directors from time to time, for attending a meeting of the Board and Committees thereof. Our Board of Directors have resolved at their meeting held on September 05, 2025 for the payment of an amount not exceeding ₹ 1.00 Lakhs as sitting fees to all the Non-Executive Directors (including Independent Director) for attending each such meeting of the Board and Committee thereof.

**Shareholding of our Directors as on the date of this Draft Red Herring Prospectus:**

Sr. No.	Name of the Directors	No. of Shares Held	Holding in %
1.	Raj Kumar Dhingra	38,50,000	29.33
2.	Sushant Dhingra	26,42,500	20.13
3.	Prashant Kumar Dhingra	26,42,500	20.13
4.	Geeta Dhingra	8,57,500	6.53
	<b>Total</b>	<b>99,92,500</b>	<b>76.13</b>

None of the Independent Directors of the Company holds any Equity Shares of Company as on the date of this Draft Red Herring Prospectus.

Our Articles of Association do not require our Directors to hold any qualification Equity Shares in the Company.

**INTEREST OF DIRECTORS**

All the Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them under the Articles, and to the extent of remuneration paid to them for services rendered as an officer or employee of the Company. For further details, please refer to Chapter titled **"Our Management"** beginning on page 134 of this Draft Red Herring Prospectus.

Our Directors may also be regarded as interested to the extent of their shareholding and dividend payable thereon, if any, and to the extent of Equity Shares, if any held by them in our Company or held by their relatives. Further our Directors are also interested to the extent of unsecured loans, if any, given by them to our Company or by their relatives or by the companies/ firms in which they are interested as directors/ Members/ Partners. Further our Directors are also interested to the extent of loans, if any, taken by them or their relatives or taken by the companies/ firms in which they are interested as Directors/Members/Partners and for the details of Personal Guarantee given by Directors towards Financial facilities of our Company please refer to **"Statement of Financial Indebtedness"** on page 205 of this Draft Red Herring Prospectus.

Except as stated otherwise in this Draft Red Herring Prospectus, our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of the Draft Red Herring Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be entered into with them.

Except as stated in this section **"Our Management"** or the section titled **"Financial information of the Company –Annexure Z - Related Party Disclosure"** beginning on page 134 and 194 respectively of this Draft Red Herring Prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in our business.

**Interest in the property of Our Company:**

Our directors do not have any interest in any property acquired by our Company during the period of two years before filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on date of this Draft Red Herring Prospectus.

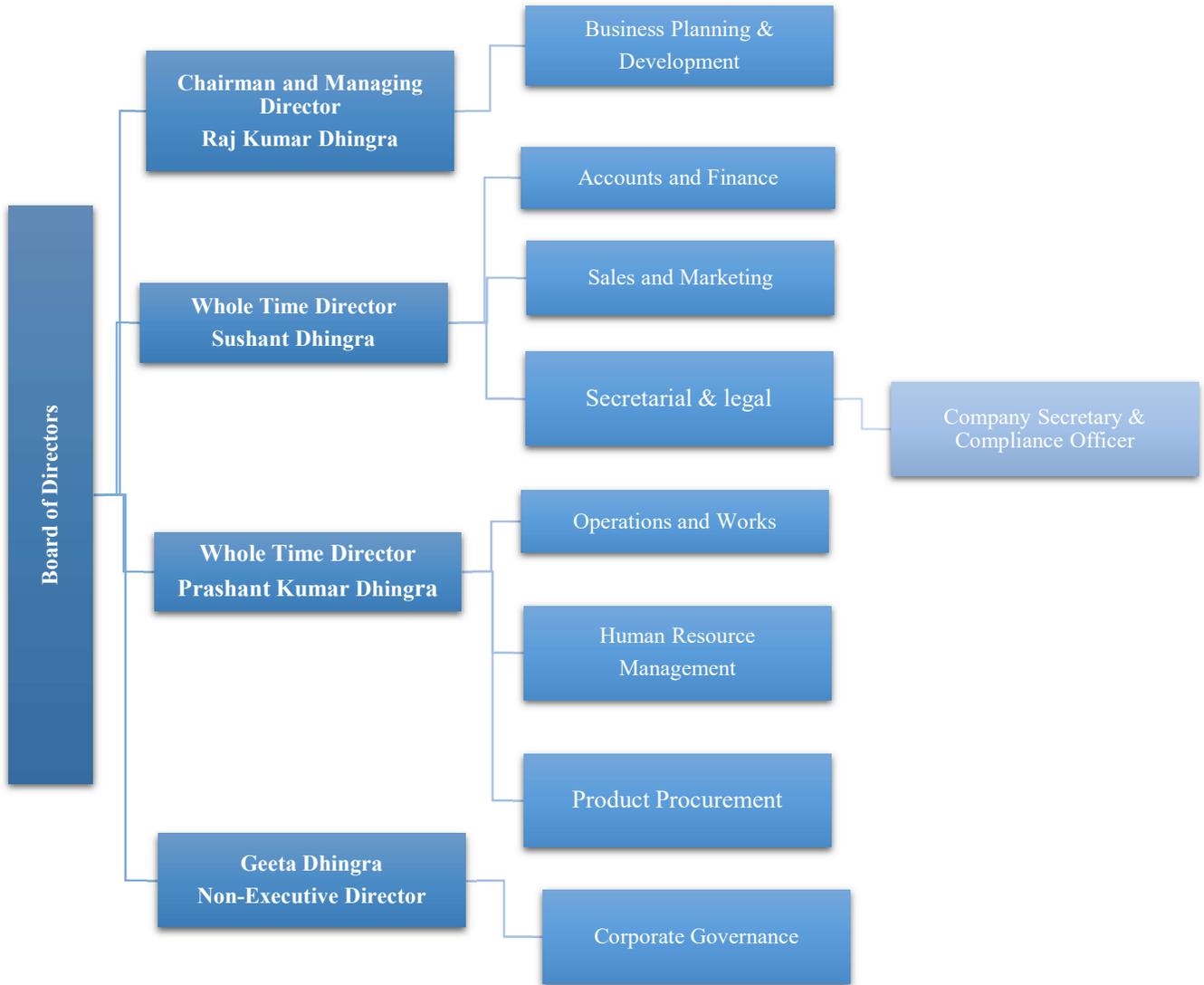
**Changes in Board of Directors in Last 3 Years**

Except as mentioned hereunder, there is no change in Board of Directors of the Company in last 3 years: -

Sr. No.	Name of Director	Date of Appointment / Re - Appointment	Reasons for Change
1	Raj Kumar Dhingra	Re-Appointed as Managing Director w.e.f October 01, 2024 in the AGM Dated September 30, 2024 for a period of 5 years	To ensure better Corporate Governance and compliance with Companies Act, 2013
2	Geeta Dhingra	Appointed as an Additional Director w.e.f February 21, 2025 and regularized as Non-Executive Director in the EGM dated February 24, 2025	
3	Kuldeep Bansal	Appointed as Additional Independent Director w.e.f. February 21, 2025 and regularized as Independent Director in the EGM dated February 24, 2025 for a period of 5 years	
4	Ravi Kant Jain	Appointed as Additional Independent Director w.e.f. February 21, 2025 and regularized as Independent Director in the EGM dated February 24, 2025 for a period of 5 years	
5	Sushant Dhingra	Change in designation as Whole time Director for a period of 3 years w.e.f. March 19, 2025 vide EGM dated April 01, 2025	
6	Prashant Kumar Dhingra	Change in designation as Whole time Director for a period of 3 years w.e.f. March 19, 2025 vide EGM dated April 01, 2025	

**MANAGEMENT ORGANISATION STRUCTURE**

The following chart depicts our Management Organization Structure: -



## COMPLIANCE WITH CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act, 2013, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and SEBI (ICDR) Regulations, 2018 in respect of corporate governance will be applicable to our Company immediately upon the listing of our Company's Equity Shares on the Stock Exchanges. We are in compliance with the requirements of corporate governance with respect to composition of Board and constitution of the committees of the Board, including the Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee and Corporate Social Responsibility Committee, by our Company and formulation and adoption of policies, as prescribed under the SEBI Listing Regulations. Our Board undertakes to take all necessary steps to continue to comply with all the requirements of Listing Regulations and the Companies Act, 2013.

Our Board has been constituted in compliance with the Companies Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors function either as a full board or through various committees constituted to oversee specific operational areas.

Our Board of Directors consist of Six (6) directors of which two (2) are Independent Directors, and we have four director on the Board. In compliance with Section 152 of the Companies Act, 2013, not less than two thirds of the Directors (excluding Independent Directors) are liable to retire by rotation.

### Committees of the Board:

The Board of Directors functions either as a full board or through various committees constituted to oversee specific operational areas. In addition to the Committees detailed below, our Board of Directors may, from time to time constitute Committees for various functions.

Details of the Committees as on the date of this Draft Red Herring Prospectus are set forth below:

#### 1. Audit Committee

Our Company at its Board Meeting held on March 19, 2025 as constituted an Audit Committee ("Audit Committee") in compliance with the provisions of the Section 177 of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The constituted Audit Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Kuldeep Bansal	Chairman	Independent Director
Ravi Kant Jain	Member	Independent Director
Geeta Dhingra	Member	Non-Executive Director

The Company Secretary of our Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the shareholders in any matter relating to accounts. The scope and function of the Audit Committee and its terms of reference shall include the following.

#### A. Tenure:

The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

#### B. Meetings of the Committee:

The committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher with at least two independent directors.

#### C. Role and Powers:

The Role of Audit Committee together with its powers as Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 shall be as under:

#### The Audit Committee shall have powers, including the following:

- a) to investigate any activity within its terms of reference;
- b) to seek information from any employee;
- c) to obtain outside legal or other professional advice;

- d) to secure attendance of outsiders with relevant expertise, if it considers necessary as may be prescribed under the Companies Act, 2013 (together with the rules thereunder) and SEBI Listing Regulations; and
- e) To have full access to information contained in records of Company.

**The role of the Audit Committee shall include the following:**

- 1) Oversight the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
- 2) Recommending to the Board the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditors of the Company;
- 3) Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
- 4) Approving payments to the statutory auditors for any other services rendered by the statutory auditors;
- 5) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions; and
  - g. Qualifications and modified opinions in the draft audit report.
- 6) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- 7) Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by the Company;
- 8) Approval or any subsequent modifications of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
- 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) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
- 13) Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
- 14) 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;
- 15) Discussing with internal auditors on any significant findings and follow up thereon;
- 16) 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;
- 17) Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 18) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- 19) Reviewing the functioning of the whistle blower mechanism;
- 20) Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;
- 21) ensuring that an information system audit of the internal systems and process is conducted at least once in two years to assess operational risks faced by the Company;
- 22) Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding ₹1,000 million or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
- 23) Considering and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders; and
- 24) Such roles as may be delegated by the Board and/or prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law.
- 25) Carrying out any other functions as is mentioned in the terms of reference of the audit committee or containing into SEBI (LODR) Regulations 2015.

Further, the audit committee shall mandatorily review the following information:

- 1) management discussion and analysis of financial condition and results of operations;
- 2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- 3) management letters / letters of internal control weaknesses issued by the statutory auditors;
- 4) internal audit reports relating to internal control weaknesses; and
- 5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- 6) statement of deviations:
  - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations.
  - b. annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.

## **2. Nomination and Remuneration Committee**

Our Company at its Board Meeting held on March 19, 2025 has constituted the Nomination and Remuneration Committee in compliance with the provisions of Section 178, Schedule V and all other applicable provisions of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 and Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The constituted Nomination and Remuneration Committee comprises following members:

<b>Name of the Director</b>	<b>Status in Committee</b>	<b>Nature of Directorship</b>
Kuldeep Bansal	Chairman	Independent Director
Ravi Kant Jain	Member	Independent Director
Geeta Dhingra	Member	Non-Executive Director

The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The Chairman of the Nomination and Remuneration committee is entitled to attend the General Meetings of the Company to answer shareholder's queries, however, it shall be upto the chairperson to decide who shall answer the queries. The scope and function of the Committee and its terms of reference shall include the following;

### **A. Tenure:**

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

### **B. Meetings:**

The committee shall meet as and when the need arises, subject to at least one meeting in a year. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher, including at least one independent director in attendance. The Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders' queries; however, it shall be up to the chairperson to decide who shall answer the queries.

### **C. Scope and terms of reference:**

The terms of reference of the Nomination and Remuneration Committee as per Regulation 19 and Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 shall be as under:

- 1) Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- 2) For the appointment of an independent director, the committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the board of directors of the Company 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 external agencies, if required,
  - b. consider candidates from a wide range of backgrounds, having due regard to diversity, and
  - c. consider the time commitments of the candidates;
- 3) Formulation of criteria for evaluation of the performance of independent directors and the Board;
- 4) Devising a policy on diversity of our Board;
- 5) Identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance;

- 6) Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- 7) Recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of our Company;
- 8) Recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;
- 9) Recommending to the Board, all remuneration, in whatever form, payable to senior management;
- 10) Performing such functions as are required to be performed by the compensation committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;
- 11) Engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
- 12) Analyzing, monitoring and reviewing various human resource and compensation matters;
- 13) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- 14) Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
  - a. The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended; or
  - b. The SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended; and
- 15) Performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, Companies Act, each as amended or other applicable law.

### 3. Stakeholders Relationship Committee

Our Company at its Board Meeting held on March 19, 2025 has approved the constitution of the Stakeholders Relationship Committee in compliance with the provisions of the Section 178(5) and all other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The constituted Stakeholders Relationship Committee comprises the following:

Name of the Director	Status in Committee	Nature of Directorship
Kuldeep Bansal	Chairman	Independent Director
Geeta Dhingra	Member	Non-Executive Director
Raj Kumar Dhingra	Member	Managing Director

The Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship Committee. The Chairperson of the Stakeholders Relationship Committee shall be present at the General Meetings of the Company to answer queries of the security holders of the Company. The scope and function of the Stakeholders Relationship Committee and its terms of reference shall include the following:

#### A. Tenure:

The Stakeholder Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Stakeholder Relationship Committee as approved by the Board.

#### B. Meetings:

The Stakeholder Relationship Committee shall meet at least once a year, and shall report to the Board on a quarterly basis regard the status of redressal of complaints received from the shareholders of the Company. The quorum for the Stakeholders Relationship Committee Meeting shall either be two members or one third of the members of the Stakeholders Relationship Committee, whichever is higher. The Chairperson of the Stakeholders Relationship Committee shall be present at the annual general meetings to answer queries of the security holders.

#### C. Scope and terms of reference:

The terms of reference of the Stakeholders Relationship Committee as per Regulation 20 and Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 shall be as under:

- 1) Consider and resolve grievances of 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) Review of measures taken for effective exercise of voting rights by shareholders;
- 3) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;

- 4) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- 5) Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
- 6) To approve, register, refuse to register transfer or transmission of shares and other securities;
- 7) To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
- 8) To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
- 9) To dematerialize or rematerialize the issued shares;
- 10) Ensure proper and timely attendance and redressal of investor queries and grievances;
- 11) Carrying out any other functions contained in the Companies Act, 2013 and/or equity listing agreements (if applicable), as and when amended from time to time; and
- 12) To perform such functions as may be delegated by the Board and to further delegate all or any of its power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).
- 13) Such terms of reference as may be prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law.

**Policy on Disclosures & Internal procedure for prevention of Insider Trading:**

The provisions of Regulation 8 and 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the Stock Exchange. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of our Equity Shares on stock exchange. Further, Board of Directors have approved and adopted the policy on insider trading in view of the proposed public issue. Our Board is responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the code of conduct under the overall supervision of the board.

**KEY MANAGERIAL PERSONNEL & SENIOR MANAGEMENT PERSONNEL**

Our Company is supported by a team of professionals having exposure to various operational aspects of our business. A brief detail about the Key Managerial Personnel & Senior Management Personnel of our Company is provided below:

<b>Name, Designation &amp; Educational Qualification</b>	<b>Age (Years)</b>	<b>Year of joining</b>	<b>Compensation paid for F.Y. ended 2024-25 (in Rs. Lacs)</b>	<b>Overall experience (in years)</b>	<b>Previous employment</b>
<b>Raj Kumar Dhingra</b> <b>Designation:</b> Chairman and Managing Director <b>Educational Qualification:</b> <b>Term of office:</b> 5 years w.e.f. October 1, 2024	62	2014	21.00	35	-
<b>Sushant Dhingra</b> <b>Designation:</b> Whole Time Director and CFO <b>Educational Qualification:</b> Post Graduate in Management <b>Term of office:</b> 3 years w.e.f March 19, 2025	38	2014	15.00	14	-
<b>Prashant Kumar Dhingra</b> <b>Designation:</b> Whole Time Director <b>Educational Qualification – 12<sup>th</sup> Pass</b> <b>Term of office:</b> 3 years w.e.f March 19, 2025	37	2014	15.00	12	-
<b>Deepika Gupta</b> <b>Designation:</b> Company Secretary and Compliance Officer <b>Educational Qualification – Members of the Institute of Company Secretaries of India</b>	33	2025	4.38	7	New Age Market in Electricity Private Limited
<b>Virender Kumar Ohri</b> <b>Designation:</b> Purchase Head <b>Educational Qualification – B.Com</b>	62	2021	10.80	43	Metro Tyres Limited
<b>Pooja Dhingra</b> <b>Designation:</b> Vice President-Human Resource Manager <b>Educational Qualification – Masters in Commerce</b>	36	2025	12.00	5	-

**BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL**

**Raj Kumar Dhingra-** Please refer to section “**Brief Profile of our Directors**” beginning on page 134 of this Draft Red Herring Prospectus for details.

**Sushant Dhingra-** Please refer to section “**Brief Profile of our Directors**” beginning on page 134 of this Draft Red Herring Prospectus for details.

**Prashant Kumar Dhingra-** Please refer to section “**Brief Profile of our Directors**” beginning on page 134 of this Draft Red Herring Prospectus for details.

**Deepika Gupta** is the Company Secretary and Compliance Officer of our Company. She is a qualified Company Secretary and an Associate member of the Institute of Company Secretaries of India since year 2014 and has been appointed as Company Secretary and Compliance Officer in our Company with effect from March 19, 2025. She has an experience of 7 years in the Regulatory Compliance Management, Risk Management and Secretarial areas. She looks after the overall corporate governance and secretarial matters of our Company.

**BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL**

In addition to the above, the details of our Senior Management Personnel in terms of the SEBI ICDR Regulations, as of the date of this Draft Red Herring Prospectus are set forth below:

**Virender Kumar Ohri**, is a Senior Management Personnel (“SMP”) of our Company and serves as Purchase Head and handling the Material Management, Procurement and Vendor Development. He completed his Bachelor of Commerce in 1982 from the University of Meerut. He has a total of 43 years of experience in handling of Raw materials for Automobile Tyres and Tubes Manufacturing, including 4 years with our Company. He efficiently oversees the Company’s business as Purchase head for procurement of raw materials.

**Pooja Dhingra**, is a Senior Management Personnel (“SMP”) of our Company and serves as Vice President-Human Resource Manager (“HR”). She completed her Masters in Commerce (“M. Com”) in 2012 from the Ch. Charan Singh University, Meerut. She has a total of Five years of experience in handling of Recruiting and Onboarding of Resource in our Company. She efficiently looks after the Company’s Human Resource department as Vice President of the Company.

**We confirm that:**

- a. All the persons named as our Key Managerial Personnel & Senior Management Personnel above are the permanent employees of our Company.
- b. There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above-mentioned Key Managerial Personnel & Senior Management Personnel have been recruited.
- c. None of our KMPs and SMPs except Raj Kumar Dhingra, Sushant Dhingra and Prashant Kumar Dhingra are part of the Board of Directors.
- d. In respect of all above mentioned Key Managerial Personnel & Senior Management Personnel there has been no contingent or deferred compensation accrued for the period ended on March, 2025.
- e. Except for the terms set forth in the appointment letters, the Key Managerial Personnel & Senior Management Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the issuer.
- f. Our Company does not have any bonus/profit sharing plan for any of the Key Managerial Personnel & Senior Management Personnel.
- g. None of the Key Managerial Personnel & Senior Management Personnel in our Company hold any shares of our Company as on the date of filing of this Draft Red Herring Prospectus except as under:-

Sr. No.	Name of the KMP's	No. of Shares Held	Holding in %
1.	Raj Kumar Dhingra	38,50,000	29.33
2.	Sushant Dhingra	26,42,500	20.13
3.	Prashant Kumar Dhingra	26,42,500	20.13
	<b>Total</b>	<b>91,35,000</b>	<b>69.59</b>

**Nature of any family relationship between our Directors and Key Managerial Personnel (KMP) and & Senior Management Personnel**

Except as detailed below, none of our Key Management Personnel or Directors are related to each other, within the meaning of section 2(77) of the Companies Act, 2013

Sr. No.	Name of the Director/ KMP/ SMP	Relationship with other Directors/ KMPs/SMPs
1.	Raj Kumar Dhingra	Father of Sushant Dhingra and Prashant Dhingra and Father-in law of Geeta Dhingra
2.	Sushant Dhingra	Son of Raj Kumar Dhingra, Brother of Prashant Kumar Dhingra and Spouse of Geeta Dhingra
3.	Prashant Kumar Dhingra	Son of Raj Kumar Dhingra and Brother of Sushant Dhingra
4.	Geeta Dhingra	Spouse of Sushant Dhingra, Daughter in law of Raj Kumar Dhingra and Sister-in law of Prashant Kumar Dhingra
5.	Pooja Dhingra	Spouse of Prashant Dhingra, Daughter in law of Raj Kumar Dhingra, Sister in Law of Sushant Dhingra

**Payment of benefits to officers of Our Company (non-salary related)**

Except as disclosed in this Draft Red Herring Prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards super-annuation, ex-gratia/rewards.

Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards Provident Fund, Gratuity Fund and Employee State Insurance.

**Changes in the Key Managerial Personnel & Senior Management Personnel in last three years:**

There have been no changes in the Key Managerial Personnel of our Company during the last 3 (three) year except as stated below:

Sr. No.	Name of Director	Designation and period	Appointment/ Cessation/ Re-designation	Reasons
1	Raj Kumar Dhingra	Re-appointed as Managing Director and Chairman for a period of 5 years w.e.f. October 01, 2024 vide AGM dated September 30, 2024	Re-Appointment	To comply with the provisions of Companies Act 2013 and to ensure better Corporate Governance
2	Sushant Dhingra	Change in designation as Whole Time Director for a period of 3 years w.e.f. March 19, 2025 vide EGM dated April 01, 2025	Change in Designation	
		Appointment as Chief Financial Officer w.e.f. March 19, 2025	Appointment	
3	Prashant Kumar Dhingra	Change in designation as Whole Time Director for a period of 3 years w.e.f. March 19, 2025 vide EGM dated April 01, 2025	Change in Designation	
4	Deepika Gupta	Appointment as Company Secretary and Compliance Officer w.e.f. March 19, 2025	Appointment	
5	Pooja Dhingra	Appointment as Vice President-Human Resource Manager w.e.f. March 19, 2025	Appointment	
6	Virender Kumar Ohri	Appointment as Purchase Head w.e.f. March 19, 2025	Appointment	

**Interest of Our Key Managerial Persons and Senior Management Personnel**

Apart from the shares held in the Company and to extent of remuneration allowed and reimbursement of expenses incurred by them for or on behalf of the Company and to the extent of loans and advances made to or borrowed from the Company, none of our Key

Managerial Personal & Senior Management Personnel is interested in our Company. For details, please refer section titled "***Financial information of the Company – Annexure - Z - Related Party Disclosures***" beginning on page 194 of this Draft Red Herring Prospectus.

**Interest in KMP's and SMP's in the property of our Company**

Except as disclosed in chapter titled "***Our Management***" beginning on page 134 of this Draft Red Herring Prospectus, our KMPs do not have any interest in any property acquired by our Company in a period of two years before filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on date of filing the Red Herring Prospectus with ROC.

**Details of Service Contracts of the Key Managerial Personnel**

Except for the terms set forth in the appointment letters, the Key Managerial Personnel & Senior Management Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

**Loans given/ availed by Directors/ Key Managerial Personnel/ Senior Management Personnel of Our Company**

For details of unsecured loan taken from or given to our Directors/ KMPs/SMPs and for details of transaction entered by them in the past please refer to "***Annexure - Z - Related Party Disclosures***" page 194 of this Draft Red Herring Prospectus.

**ESOP/ESPS SCHEME TO EMPLOYEES**

Presently, we do not have any ESOP/ ESPS Scheme for our employees.

**OUR PROMOTERS & PROMOTER GROUP**

**A. Our Promoters:**

The Promoters of our Company are **Raj Kumar Dhingra, Sushant Dhingra, Prashant Kumar Dhingra, Lata Dhingra, Geeta Dhingra and Pooja Dhingra.**

As on date of this Draft Red Herring Prospectus, the Promoters, in aggregate, hold 1,20,75,000 Equity shares of our Company, representing 92.00% of the pre-issue paid-up Equity Share capital of our Company. Our Promoters and Promoter Group will continue to hold the majority of the post-issue paid-up Equity Share Capital of our Company. For details of the build-up of the Promoters’ shareholding in our Company, see **“Capital Structure – Capital Buildup in respect of Shareholding of our Promoters”**, on pages 65 of this Draft Red Herring Prospectus.

**Brief Profile of our Promoters is as under:**

	<p><b>Raj Kumar Dhingra – Chairman &amp; Managing Director (MD)</b></p> <p>Raj Kumar Dhingra aged 62 years, is our Promoter and also the Chairman &amp; Managing Director on our Board. For further details, i.e., his date of birth, residential address, educational qualifications, experience in business or employment, business and financial activities, special achievements, positions/posts held in the past and other directorships, see <b>“Our Management –Brief profile of Directors”</b> on page 134 of this Draft Red Herring Prospectus.</p> <p><b>Other ventures of our Promoter</b> – Except as disclosed below and set out in the chapter titled <b>‘Our Management’</b>, our Promoters are not involved with any other venture, as a shareholder/ stakeholder, proprietor, partner, promoters or director.</p> <p>His permanent account number is ACKPD6525B.</p> <p>For details of his shareholding, please see <b>“Capital Structure”</b> on page 65 of this Draft Red Herring Prospectus.</p>
	<p><b>Sushant Dhingra – Whole Time Director (WTD) &amp; Chief Financial Officer (CFO)</b></p> <p>Sushant Dhingra aged 38 years, is our Promoter, Whole-time Director and CFO of our Company. For further details, i.e., his date of birth, residential address, educational qualifications, experience in business or employment, business and financial activities, special achievements, positions/ posts held in the past and other directorships, see <b>“Our Management –Brief profile of Directors”</b> on page 134 of this Draft Red Herring Prospectus.</p> <p><b>Other ventures of our Promoter</b> – Except as disclosed below and set out in the chapter titled <b>‘Our Management’</b>, our Promoters are not involved with any other venture, as a shareholder/ stakeholder, proprietor, partner, promoters or director.</p> <p>His permanent account number is AIOPD4786G.</p> <p>For details of his shareholding, please see <b>“Capital Structure”</b> on page 65 of this Draft Red Herring Prospectus.</p>
	<p><b>Prashant Kumar Dhingra – Whole-Time Director (WTD)</b></p>

	<p>Prashant Kumar Dhingra aged 37 years, is our Promoter and Whole-Time Director on our Board. For further details, i.e., his date of birth, residential address, educational qualifications, experience in business or employment, business and financial activities, special achievements, positions/ posts held in the past and other directorships, see “<i>Our Management –Brief profile of Directors</i>” on page 134 of this Draft Red Herring Prospectus.</p> <p><b>Other ventures of our Promoter</b> – Except as disclosed below and set out in the chapter titled ‘<i>Our Management</i>’, our Promoters are not involved with any other venture, as a shareholder/ stakeholder, proprietor, partner, promoters or director.</p> <p>His permanent account number is AMQPD3012K.</p> <p>For details of his shareholding, please see “<i>Capital Structure</i>” on page 65 of this Draft Red Herring Prospectus.</p>
	<p><b>Lata Dhingra</b></p> <p>Lata Dhingra aged 59 years, is our Promoter of the Company. She was born on July 25, 1966, residing at, B-17, Gurunanak Pura, Modi Nagar, Ghaziabad, 31-Uttar Pradesh, 91-India-201204.</p> <p>She has over 25 years of experience in administration and operations</p> <p>She holds 12,25,000 equity shares of the Company, which accounts for 9.33% of the pre-issue paid-up share capital of the company.</p> <p>Her permanent account number is ABAPD5435D.</p> <p><b>Other ventures of our Promoter</b> –our Promoters are not involved with any other venture, as a shareholder/ stakeholder, proprietor, partner, promoters or director.</p> <p>For details of her shareholding, please see “<i>Capital Structure</i>” on page 65 of this Draft Red Herring Prospectus.</p>
	<p><b>Geeta Dhingra – Non-Executive Director</b></p> <p>Geeta Dhingra aged 40 years, is our Promoter and Non-Executive Director on our Board. For further details, i.e., her date of birth, residential address, educational qualifications, experience in business or employment, business and financial activities, special achievements, positions/ posts held in the past and other directorships, see “<i>Our Management –Brief profile of Directors</i>” on page 134 of this Draft Red Herring Prospectus.</p> <p><b>Other ventures of our Promoter</b> – Except as disclosed below and set out in the chapter titled ‘<i>Our Management</i>’, our Promoters are not involved with any other venture, as a shareholder/ stakeholder, proprietor, partner, promoters or director.</p> <p>Her permanent account number is AFAPT3278C.</p> <p>For details of her shareholding, please see “<i>Capital Structure</i>” on page 65 of this Draft Red Herring Prospectus.</p>
	<p><b>Pooja Dhingra</b></p>

	<p>Pooja Dhingra aged 36 years, is our Promoter of the Company. She was born on June 22, 1989, residing at, House no B 17, street no 2, Gurunanakpura, Modinagar, Ghaziabad, Uttar Pradesh, India-201204.</p> <p>She holds a Master's degree in M.Com from CH. Charan Singh University, Meerut. She has overall work experience of more than 6 years in the field of Human Resource.</p> <p>She holds 8,57,500 equity shares of the Company, which accounts for 6.53% of the pre-issue paid-up share capital of the company.</p> <p><b>Other ventures of our Promoter</b> –our Promoters are not involved with any other venture, as a shareholder/ stakeholder, proprietor, partner, promoters or director.</p> <p>Her permanent account number is BJNPG2362N.</p> <p>For details of her shareholding, please see “<b>Capital Structure</b>” on page 65 of this Draft Red Herring Prospectus.</p>
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For brief biography of our Individual Promoters, please refer to Chapter titled “**Our Management**” beginning on page 134 of this Draft Red Herring Prospectus.

#### **Confirmations/ Declarations:**

Our Company undertakes that the details of Permanent Account Number, Bank Account Number(s), Aadhar Card Number, Driving License Number and Passport Number of our Individual Promoters will be submitted at the time of submission of this Draft Red Herring Prospectus with Stock Exchange for listing of the securities of our Company on SME Platform of BSE (“BSE SME”).

#### **Undertaking/ Confirmations:**

None of our Promoters or Promoter Group or Group Company or person in control of our Company has been:

- Prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority.
- Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.
- No material regulatory or disciplinary action is taken by any by a stock exchange or regulatory authority in the past one year in respect of our Promoters, Group Company and Company promoted by the Promoters of our company.
- There are no defaults in respect of payment of interest and principal to the debenture / bond / fixed deposit holders, banks, FIs by our Company, our Promoters, Group Company and Company promoted by the Promoter during the past three years.
- Our Company or any of our Promoters or Group Companies or Directors are not declared as ‘Wilful Defaulter’ or ‘Fraudulent Borrower’ by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.
- The litigation record, the nature of litigation, and status of litigation of our Company, Promoters, Group company and Company promoted by the Promoters is disclosed in chapter titled “**Outstanding Litigations and Material Developments**” beginning on page 218 of this Draft Red Herring Prospectus.
- None of our Promoters, person in control of our Company is or have ever been promoters, director or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

#### **Change in the control of our Company**

There has not been any change in the control of our Company in the five years immediately preceding the date of this Draft Red Herring Prospectus.

#### **Interest of our Promoters:**

- Interest in promotion and shareholding of Our Company:*

Our Promoters are interested in the promotion of our Company and also to the extent of their shareholding and shareholding of their relatives, from time to time, for which they are entitled to receive dividend payable, if any, and other distribution in respect of the Equity Shares held by them and their relatives. As on the date of this Draft Red Herring Prospectus, Our Promoters, Raj Kumar Dhingra, Sushant Dhingra, Prashant Kumar Dhingra, Lata Dhingra, Geeta Dhingra and Pooja Dhingra collectively hold 1,20,75,000 Equity Shares in our Company i.e. 92.00% of the pre issue paid up Equity Share Capital of our Company. Our Promoters may also be deemed to be interested to the extent of their remuneration, as per the terms of their appointment and reimbursement of expenses payable to them for the rent, purchase and sale transactions. For details, please refer to “***Annexure Z – “Related Party Transactions”***” beginning on page 194 of this Draft Red Herring Prospectus.

Our Promoters may also be deemed to be interested to the extent of the remuneration, as per the terms of their appointment and reimbursement of expenses payable to them for the rent, purchase and sale transactions. For details, please refer to “***Related Party Disclosures***” beginning on page 194 of this Draft Red Herring Prospectus

***ii. Interest in the property of Our Company:***

Our Promoters do not have any other interest in any property acquired by our Company in a period of two years before filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on date of this Draft Red Herring Prospectus.

***iii. In transactions for acquisition of land, construction of building and supply of machinery:***

Except as mentioned in the Draft Red Herring Prospectus, none of our promoters or directors is interested in any transaction for the acquisition of land, construction of building or supply of machinery.

***iv. Other Interests in our Company:***

For transactions in respect of loans and other monetary transactions entered in past please refer “***Related Party Transactions***” on page 194 forming part of “Financial Information of the Company” of this Draft Red Herring Prospectus.

Further, our promoters may be interested to the extent of personal guarantees given by them in favour of the Company, for the details of Personal Guarantee given by Promoters towards Financial facilities of our Company please refer to “***Statement of Financial Indebtedness***” and “***Financial Information of Our Company***” on page 205 and page 156 respectively of this Draft Red Herring Prospectus.

No sum has been paid or agreed to be paid to our Promoters or to a firm or company in cash or shares or otherwise by any person either to induce such person to become, or qualify them as a director or Promoter, or otherwise for services rendered by them or by such firm or company in connection with the promotion or formation of our Company, in respect of a firm or a company in which our Promoters are interested as a member.

For the transactions with our Promoter Group entities please refer to section titled “***Related Party Disclosures***” page 194 of this Draft Red Herring Prospectus.

Except as stated in “***Related Party Disclosures***” beginning on page 194 of this Draft Red Herring Prospectus, and as stated therein, our Promoters or any of the Promoter Group Entities do not have any other interest in our business.

**Payment or Benefits to our Promoter and Promoter Group during the last 2 years:**

For details of payments or benefits paid to our Promoter and promoter group, please refer to the paragraph “***Compensation of our Managing Director***” in the chapter titled “***Our Management***” beginning on page 134 also refer Annexure-Z on “***Related Party Transactions***” on page 194 forming part of “***Financial Information of the Company***” and Paragraph on “***Interest of Promoter***” in chapter titled “***Our Promoters & Promoter Group***” beginning on page 149 of this Draft Red Herring Prospectus.

**Material Guarantees**

Except as stated in the “***Financial Indebtedness***” and “***Financial Information of the Company***” beginning on page 205 and page 156 of this Draft Red Herring Prospectus. Our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Draft Red Herring Prospectus. However, our Promoters have provided personal guarantees to lender banks on behalf of the Company for the loans availed by the Company, which remain outstanding as of the date of this Draft Red Herring Prospectus.

**Companies/ Firms with which our Promoters have disassociated in the last (3) three years:**

## ***VK Tyre India Limited***

None of our Promoters have disassociated themselves from any of the Company, Firms or other entities during the last three years preceding the date of this Draft Red Herring Prospectus.

### **Other ventures of our Promoters:**

Save and except as disclosed in this section titled “***Our Promoters & Promoter Group***” beginning on page 149 of this Draft Red Herring Prospectus, there are no other ventures, in which our Promoters have any business interests/ other interests.

### **Outstanding Litigation details pertaining to our Promoters:**

For details on litigations and disputes pending against the Promoters and defaults made by the Promoters please refer to the section titled “***Outstanding Litigations and Material Developments***” beginning on page 218 of this Draft Red Herring Prospectus.

### **Experience of Promoters in the line of business:**

Our Promoters, Raj Kumar Dhingra, Sushant Dhingra, Prashant Kumar Dhingra, Lata Dhingra, Geeta Dhingra and Pooja Dhingra have an experience of more than 35, 14, 14, 25, 5 and 5 years respectively in the same line of business. The Company shall also endeavor to ensure that relevant professional help is sought as and when required in the future.

### **Related Party Transactions:**

Except as stated in “***Related Party Transactions***” beginning on page 194 forming part of “***Restated Financial Statements***” of this Draft Red Herring Prospectus, and as stated therein, our Promoter or any of the Promoter Group Entities do not have any other interest in our business.

## **B. OUR PROMOTER GROUP:**

In addition to the Promoters named above, the following natural persons are part of our Promoter Group:

### **1. Natural Persons who are part of the Promoter Group:**

As per Regulation 2(1)(pp)(ii) of the SEBI (ICDR) Regulations, 2018, the Natural persons who are part of the Promoter Group (due to their relationship with the Promoters) are as follows:

Relationship	Name of the Relatives					
	Raj Kumar Dhingra	Sushant Dhingra	Prashant Kumar Dhingra	Lata Dhingra	Geeta Dhingra	Pooja Dhingra
Father	Roshan Lal Dhingra	Raj Kumar Dhingra	Raj Kumar Dhingra	Late Subaram	Jaswantsingh Trilok Singh Thapa	Jitendra Kumar
Mother	Sharda Rani Dhingra	Lata Dhingra	Lata Dhingra	Late Ram Pyari Jhamb	Govindi Jaswantsingh Thappa	Preeti Gulati
Spouse	Lata Dhingra	Geeta Dhingra	Pooja Dhingra	Raj Kumar Dhingra	Sushant Dhingra	Prashant Kumar Dhingra
Brother	NA	Prashant Kumar Dhingra	Sushant Dhingra	Naresh Kumar	1. Tej Singh Thappa 2. Narendra Thappa	Sumit Gulati
Sister	Anita Arora	NA	NA	Reeta Devi	NA	NA
Son	1. Sushant Dhingra 2. Prashant Kumar Dhingra	NA	1. Yug Dhingra 2. Yohaana Dhingra	1. Sushant Dhingra 2. Prashant Kumar Dhingra	NA	Yug Dhingra Yohaana Dhingra
Daughter	NA	Myra Dhingra Aarna Dhingra	NA	NA	1. Myra Dhingra 2. Aarna Dhingra	NA
Spouse's Father	Late Subaram	Jaswantsingh Triloksingh Thapa	Jitendra Kumar	Roshan Lal Dhingra	Raj Kumar Dhingra	Raj Kumar Dhingra
Spouse's Mother	Late Ram Pyari Jhamb	Govindi Jaswantsingh Thappa	Preeti Gulati	Sharda Rani Dhingra	Lata Dhingra	Lata Dhingra
Spouse's Brother	Naresh Kumar	1. Tej Singh Thappa	Sumit Gulati	NA	Prashant Kumar Dhingra	Sushant Dhingra

**VK Tyre India Limited**

		2. Narendra Thappa				
Spouse's Sister	Reeta Devi	NA	NA	Anita Arora	NA	NA

**2. Corporate Entities or Firms forming part of the Promoter Group:**

As per Regulation 2(1)(pp)(iv) of the SEBI (ICDR) Regulations, 2018, the following entities would form part of our Promoter Group:

S. No.	Nature of Relationship	Name of Entities
A.	Any Body Corporate in which 20% or more of the Equity Share Capital is held by Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family (HUF) in which Promoter or any one or more of his immediate relatives are a member.	NIL
B.	Any Body Corporate in which a body corporate as provided in (A) above holds twenty per cent. or more, of the equity share capital; and	NIL
C.	Any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than twenty per cent. of the total capital;	VK Enterprises (Partnership Firm)

**3. Other persons included in Promoter Group:**

None of other persons forms part of Promoter group for the purpose of shareholding of the Promoter Group under Regulation 2(1)(pp)(v) of SEBI (ICDR) Regulations 2018.

### **DIVIDEND POLICY**

Under the Companies Act, 2013, our Company can pay dividends upon a recommendation by its Board of Directors and approval by a majority of the shareholders at the General Meeting and as per provisions of Articles of Association of our Company. The shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal 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. All Dividends upon recommendation by our Board of Directors and approved by the shareholders at the General Meeting will be paid to credit of registered shareholders by way of cheque or warrant or in any electronic mode.

Our Company does not have a formal dividend policy for declaration of dividend in respect of Equity shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has not declared any dividend on the Equity Shares in the last three financial years. Further, Our Company has not declared any dividend in the current Fiscal. There is no guarantee that any dividends will be declared or paid in future. 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. For details in relation to the risk involved, please refer section titled "***Risk Factors***" on Page No. 26 of this Draft Red Herring Prospectus.

**SECTION VI- FINANCIAL INFORMATION OF THE COMPANY**

**RESTATED FINANCIAL INFORMATION**

**INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL INFORMATION**

To,  
**The Board of Directors of**  
**VK Tyre India Limited**  
Pawan Puri, Behind Sybly Industries Ltd.  
Muradnagar, 201206, Ghaziabad,  
Uttar Pradesh, India.

Dear Sir,

**Reference:** - Proposed Public Issue of Equity Shares of **VK Tyre India Limited**.

1. We have examined the attached Restated Financial Statement of **VK Tyre India Limited** (hereunder referred to "the Company", "Issuer") comprising the Restated Statement of Assets and Liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023, the Restated Statement of Profit & Loss, the Restated Cash Flow Statement for the year ended March 31, 2025, March 31, 2024 and March 31, 2023, the statement of Significant Accounting Policies and other explanatory Information (Collectively the Restated Financial Statement) as approved by the Board of Directors in their meeting held on 10<sup>th</sup> September, 2025 for the purpose of inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus ("**Offer Document**") in connection with its proposed Initial Public Offering (IPO) of equity shares, prepared by the Company in connection with its Initial Public Offer of Equity Shares (IPO) prepared in terms of the requirement of:  
-

- a) Section 26 & 32 of Part I of Chapter III of the Companies Act, 2013 as amended (the "Act");
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 as amended ("SEBI ICDR Regulations"); and
- c) The Guidance Note on Reports in Company Prospectuses (Revised 2020) issued by the Institute of Chartered Accountants of India as amended from time to time. ("The Guidance Note")

2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Statement for the purpose of inclusion in the Offer Document to be filed with Stock Exchange, Securities and Exchange Board of India, and Registrar of Companies, Delhi in connection with the proposed IPO. The Restated Financial Statements have

been prepared by the management of the Company for the year ended on March 31, 2025, March 31, 2024 and March 31, 2023 on the basis of notes to restatement in Annexure IV to the Restated Financial Statement. The Board of Directors of the company's responsibility includes designing, implementing, and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Statement. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the Companies Act, SEBI (ICDR) Regulations and the Guidance Note.

3. We, **M/s. S.R. Goyal & Co**, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and our peer Review Certificate dated 08<sup>th</sup> August, 2024 is valid till 30<sup>th</sup> September, 2027. We confirm that there is no express refusal by the peer review board of ICAI to renew the certificate and the process to renew the peer review certificate has been initiated by us.

We have examined such Restated Financial Statement taking into consideration:

- a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 23<sup>rd</sup> December, 2024 in connection with the proposed IPO of equity shares of the Company;
- 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 Statements; and

- d) The requirements of Section 26 & 32 of the Act and the SEBI ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the SEBI ICDR Regulations and the Guidance Note in connection with the IPO.
4. These Restated Financial Statements have been compiled by the management from the Audited Financial Statements of the company as at and for the year ended on March 31, 2025, March 31, 2024 and March 31, 2023 prepared in accordance with the Accounting Standards as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, and other accounting principles generally accepted in India.

Based on our examination report dated 10<sup>th</sup> September, 2025 and according to the information and explanation given to us, we report that the Restated Financial Information have been prepared:

- a) after incorporating adjustments for the changes in accounting policies, material error and regrouping/ reclassifications retrospectively, if any in the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 to reflect the same accounting treatment as per the accounting policies and grouping/classifications; and
- b) There are no qualifications in the auditor's reports on the financial statements of as at and for the year ended March 31, 2025, March 31, 2024 and March 31, 2023, which require any adjustments to the Restated Financial Statements.
- c) In accordance with the Act, SEBI ICDR Regulations and the Guidance Note.
5. For the purpose of our examination, we have relied on: Auditors' Report issued by the Previous Auditor dated 5<sup>th</sup> September, 2025, 5<sup>th</sup> September, 2024, and 4<sup>th</sup> September, 2023 for the year ended March 31, 2025, March 31, 2024 and March 31, 2023 respectively. These Financial Statements were audited by V.V. Kale & Company for the F.Y. 2024-25 and Rahul Sunit Jain & Associates for the F.Y. 2022-23 and 2023-24. (the "Previous Auditors").
6. The modification in Restated Financial Statements was carried out based on the modified reports, if any, issued by Previous Auditor which is giving rise to modifications on the financial statements as at and for the years ended March 31, 2025, March 31, 2024 and March 31, 2023.
- a) The Restated Financial Statement have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;
- b) The Restated Financial Statement have been made after incorporating adjustments for prior period and other material amounts in the respective financial year to which they relate;
- c) Extra-ordinary items that need to be disclosed separately in the accounts have been disclosed wherever required;
- d) 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 read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in Annexure IV to this report;
- e) Adjustments in Restated Financial Statement have been made in accordance with the correct accounting policies,
- f) There was no change in accounting policies, which needs to be adjusted in the Restated Financial Statement.
- g) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statement
- h) The Company has not paid dividend during FY 2022-23 to FY 2024-25.
- i) The Restated Financial Statements does not contain any qualifications requiring adjustments.
7. In accordance with the requirements of the Act including the rules made there under, SEBI ICDR Regulations, Guidance Note and Engagement Letter, we report that:
- a) The "**Restated Statement of Asset and Liabilities**" of the Company as at March 31, 2025, March 31, 2024 and March 31, 2023 examined by us, as set out in Annexure I to this report read with significant accounting policies in Annexure IV has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the restated summary statements to this report.
- b) The "**Restated Statement of Profit and Loss**" of the Company for the period March 31, 2025, March 31, 2024 and March 31, 2023 examined by us, as set out in Annexure II to this report read with significant accounting policies in Annexure IV has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the restated summary statements to this report.
- c) The "**Restated Statement of Cash Flows**" of the Company for the year ended March 31, 2025, March 31, 2024 and March 31, 2023 examined by us, as set out in Annexure III to this report read with significant accounting policies in Annexure IV has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the restated summary statements to this report.

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 for

**VK Tyre India Limited**

Financial year ended March 31, 2025, March 31, 2024 and March 31, 2023 proposed to be included in the Offer Document for the proposed IPO.

Restated Statement of Share Capital, Reserves and Surplus	Annexure-A
Restated Statement of Long Term, Statement of principle Term of Secured Term loan and Assets charges as security and Statement of terms & Condition of Unsecured Loans.	Annexure-B, B(A) and B(B)
Restated Statement of Deferred Tax (Assets) / Liabilities	Annexure-C
Restated Statement of Other long-term liabilities	Annexure-D
Restated Statement of Long-term provision	Annexure-E
Restated Statement of Short-term Borrowings	Annexure-B
Restated Statement of Trade Payables	Annexure-F
Restated Statement of Other Current Liabilities	Annexure-G
Restated Statement of Short-Term Provisions	Annexure-H
Restated Statement of Property, Plant & Equipment and Intangible Assets	Annexure-I
Restated Statement of Other Non-Current Assets	Annexure-J
Restated Statement of Inventories	Annexure-K
Restated Statement of Trade Receivable	Annexure-L
Restated Statement of Cash & Bank Balances	Annexure-M
Restated Statement of Short-Term Loans & Advances	Annexure-N
Restated Statement of Other Current Assets	Annexure-O
Restated Statement of Revenue from Operation	Annexure-P
Restated Statement of Other Income	Annexure-Q
Restated Statement of Cost of Material Consumed	Annexure-R
Restated Statement of Purchase of Stock in Trade	Annexure-S
Restated Statement of Changes in Inventories	Annexure-T
Restated Statement of Employee Benefits Expenses	Annexure-U
Restated Statement of Finance Cost	Annexure-V
Restated Statement of Depreciation & Amortisation	Annexure-W
Restated Statement of Other Expenses	Annexure-X
Restated Statement of Contingent Liabilities	Annexure-Y
Restated Statement of Related Party Transaction	Annexure-Z
Restated Statement of Tax Shelter	Annexure-ZA
Restated Statement of Capitalisation	Annexure-ZB
Restated Statement of Mandatory Accounting Ratios	Annexure-ZC
Other Disclosures as Per Schedule-III Of the Companies Act, 2013	Annexure-ZD
Other Disclosures	Annexure-ZE
Normal Operating Cycle and Classification of Assets and Liabilities into Current and Non- Current	Annexure-ZF
Undisclosed Income	Annexure-ZG
Transaction with Struck Off Companies	Annexure-ZH
CSR Expenditure	Annexure-ZI
Restated Standalone Statement of Gratuity	Annexure-ZJ
Other Information	Annexure-ZK
Director Personal Expenses	Annexure-ZL
Pending registration / satisfaction of charges with ROC and Other Disclosure	Annexure-ZM
Trade Receivables, Trade Payables, Borrowings, Loans & Advances and Deposits	Annexure-ZN
Material Regroupings	Annexure-ZO
Restated Statement of Other Financial Ratio	Annexure-ZP
Significant Accounting Policy and Notes to The Restated Financial Statements	Annexure-IV
Material Adjustment to the Restated Financial Statements	Annexure-V

In our opinion and to the best of information and explanation provided to us, the Restated Financial Statement of the Company, read with significant accounting policies and notes to accounts as appearing in Annexure IV are prepared after providing appropriate adjustments and regroupings as considered appropriate.

- The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and SEBI ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.
- The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other Firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.

10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
11. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
12. In our opinion, the above Financial Statements along with Annexure A to ZP of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in Annexure IV and V are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Companies Act, SEBI ICDR Regulations, Engagement Letter and Guidance Note issued by ICAI and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable.
13. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the Proposed SME IPO of Equity Shares of the Company and our report should not be used, referred to or distributed for any other purpose without 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, S.R. Goyal & Co.**  
Chartered Accountant  
**FRN: 001537C**

**A.K. Atolia**  
(Partner)  
M. No. 077201

**Place:** Jaipur  
**Date:** 10-09-2025  
**UDIN:**25077201BMLJRK8882

## RESTATED STANDALONE STATEMENT OF ASSETS AND LIABILITIES

(Amount in Rs. Lakhs)

PARTICULARS	Annexure No.	As at		
		31-03-2025	31-03-2024	31-03-2023
<b>A) EQUITY AND LIABILITIES</b>				
1. Shareholders' Funds				
(a) Share Capital	A	1312.50	750.00	750.00
(b) Reserves & Surplus	A	634.59	663.71	163.44
(c) Money received against share warrants		-	-	-
		<b>1947.09</b>	<b>1413.71</b>	<b>913.44</b>
<b>2. Non-Current Liabilities</b>				
(a) Long Term Borrowings	B	611.79	619.36	675.40
(b) Deferred Tax Liabilities (Net)	C	-	-	-
(c) Other Long-Term Liabilities	D	62.50	182.81	202.06
(d) Long Term Provisions	E	73.76	53.08	35.22
		<b>748.05</b>	<b>855.25</b>	<b>912.67</b>
<b>3. Current Liabilities</b>				
(a) Short Term Borrowings	B	3890.70	3177.41	2712.64
(b) Trade Payables	F			
(i) total outstanding dues of micro enterprises and small enterprises; and		567.95	166.41	900.58
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		530.98	1416.26	498.38
(c) Other Current Liabilities	G	853.45	216.10	204.09
(d) Short Term Provisions	H	206.64	283.64	24.10
		<b>6049.72</b>	<b>5259.82</b>	<b>4339.79</b>
<b>Total</b>		<b>8744.86</b>	<b>7528.78</b>	<b>6165.90</b>
<b>B) ASSETS</b>				
<b>1. Non-Current Assets</b>				
(a) Property, Plant & Equipment and Intangible Assets	I			
i) Property, Plant & Equipment		2337.14	2007.54	1757.32
ii) Intangible Assets		0.75	0.23	0.16
iii) Capital Work in Progress		-	-	-
iv) Intangible Assets under development		-	-	-
		<b>2337.90</b>	<b>2007.77</b>	<b>1757.47</b>
(b) Non-Current Investment		-	-	-
(c) Deferred Tax Assets (Net)	C	45.63	46.69	15.72
(d) Long Term Loans and Advances		-	-	-
(e) Other Non-Current Assets	J	1.66	4.80	57.61
		<b>47.29</b>	<b>51.49</b>	<b>73.33</b>
<b>2. Current Assets</b>				
(a) Current Investments		-	-	-
(b) Inventories	K	4601.57	3956.71	3413.44
(c) Trade Receivables	L	1550.29	1329.06	795.29
(d) Cash and Bank Balances	M	47.69	59.41	7.04
(e) Short-Term Loans and Advances	N	49.35	56.06	59.75
(f) Other Current Assets	O	110.77	68.28	59.58
		<b>6359.68</b>	<b>5469.52</b>	<b>4335.10</b>
<b>Total</b>		<b>8744.86</b>	<b>7528.78</b>	<b>6165.90</b>

The accompanying summary of significant accounting policies, restated notes to accounts and notes on adjustments for restated standalone financial Statement (Annexure IV & V) are an integral part of this statement.

As per our report of even date

**For S.R. Goyal & Co.**  
Chartered Accountants  
FRN: 001537C

**For and on behalf of**  
**VK TYRE INDIA LIMITED**

**A.K. Atolia**

(Partner)  
(M. No. : 077201)

**Raj Dhingra Kumar**

Managing Director  
DIN: 00982525

**Sushant Dhingra**

Whole Time  
Director & Chief  
financial Officer  
DIN: 01070380

**Place: Jaipur**

**Date: 10-09-2025**

**UDIN: 25077201BMLJRK8882**

**Prashant Kumar Dhingra**

Whole time director  
DIN: 06952369

**Deepika Gupta**

Company Secretary  
M No. A49974

**Annexure II**  
**RESTATED STANDALONE STATEMENT OF PROFIT AND LOSS**

(Amount in Rs. Lakhs)

PARTICULARS		Annexure No.	For the Year ended on		
			31-03-2025	31-03-2024	31-03-2023
1	<b>Revenue From Operation</b>	P	11992.81	10415.29	8141.60
2	<b>Other Income</b>	Q	288.10	100.69	82.39
3	<b>Total Income (1+2)</b>		<b>12280.91</b>	<b>10515.98</b>	<b>8223.99</b>
4	<b>Expenditure</b>				
(a)	Cost of Material Consumed	R	7265.62	6516.85	5779.58
(b)	Purchases of Stock in Trade	S	248.15	171.59	163.22
(c)	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	T	(121.84)	(359.51)	(1052.03)
(d)	Employee Benefit Expenses	U	1184.25	908.99	640.57
(e)	Finance Cost	V	264.01	266.63	194.43
(f)	Depreciation and Amortisation Expenses	W	324.49	279.69	222.32
(g)	Other Expenses	X	2368.60	1985.10	2072.51
5	<b>Total Expenditure 4(a) to 4(g)</b>		<b>11533.28</b>	<b>9769.33</b>	<b>8020.60</b>
6	<b>Profit/(Loss) Before Exceptional &amp; extraordinary items &amp; Tax (3-5)</b>		<b>747.63</b>	<b>746.65</b>	<b>203.39</b>
7	Exceptional item		-	-	-
8	Profit/(Loss) Before extraordinary items (6-7)		747.63	746.65	203.39
9	Extraordinary Items		-	-	-
10	<b>Profit before tax (8-9)</b>		<b>747.63</b>	<b>746.65</b>	<b>203.39</b>
11	Tax Expense:				
(a)	Tax Expense for Current Year	ZA	213.20	277.34	62.75
(b)	Deferred Tax		1.06	(30.97)	(21.78)
	<b>Net Current Tax Expenses</b>		<b>214.26</b>	<b>246.37</b>	<b>40.97</b>
12	<b>Profit/(Loss) for the Year (10-11)</b>		<b>533.37</b>	<b>500.28</b>	<b>162.42</b>
13	<b>Earnings Per Equity Share (EPES)</b>				
	<b>Basic EPS (in INR)</b>		<b>4.06</b>	<b>3.81</b>	<b>1.24</b>
	<b>Diluted EPS (in INR)</b>		<b>4.06</b>	<b>3.81</b>	<b>1.24</b>

The accompanying summary of significant accounting policies, restated notes to accounts and notes on adjustments for restated standalone financial Statement (Annexure IV & V) are an integral part of this statement.

As per our report of even date

**For S.R. Goyal & Co.**  
Chartered Accountants  
FRN: 001537C

**For and on behalf of**  
**VK TYRE INDIA LIMITED**

**A.K. Atolia**  
  
(Partner)  
(M. No. : 077201)

**Raj Dhingra Kumar**  
Managing Director  
DIN: 00982525

**Sushant Dhingra**  
Whole time  
Director & Chief  
financial Officer  
DIN: 01070380

**Place: Jaipur**  
**Date: 10-09-2025**  
**UDIN: 25077201BMLJRK8882**

**Prashant Kumar Dhingra**  
Whole time director  
DIN: 06952369

**Deepika Gupta**  
Company Secretary  
M No. A49974

**Annexure III**  
**RESTATED STANDALONE CASH FLOW STATEMENT**

(Amount in Rs. Lakhs)

PARTICULARS	For the year ended on		
	31-03-2025	31-03-2024	31-03-2023
<b>A) Cash Flow From Operating Activities :</b>			
Net Profit before tax	747.63	746.65	203.39
Adjustment for :			
Depreciation	324.49	279.69	222.32
Interest Paid	256.93	260.17	188.69
Interest Income	(4.54)	(3.26)	(1.47)
Adjustment made in Opening Reserve	(24.24)	-	(82.10)
<b>Operating profit before working capital changes</b>	<b>1300.28</b>	<b>1283.25</b>	<b>530.84</b>
<b>Changes in Working Capital</b>			
(Increase)/Decrease in Inventory	(644.86)	(543.27)	(1045.27)
(Increase)/Decrease in Trade Receivables	(221.25)	(533.77)	(76.41)
(Increase)/Decrease in Short Term Loans & Advances	6.72	3.69	27.40
(Increase)/Decrease in Other Current Assets	(42.49)	(8.70)	260.98
Increase/(Decrease) in Trade Payables	(483.74)	183.71	312.23
Increase/(Decrease) in Other Current Liabilities	637.35	12.01	29.14
Increase/(Decrease) in Short Term Provisions	54.26	3.37	(98.15)
Increase/(Decrease) in other Long-Term Liabilities	(120.31)	(19.25)	(44.62)
Increase/(Decrease) in Long Term Provisions	20.67	17.87	35.22
<b>Cash generated from operations</b>	<b>506.66</b>	<b>398.90</b>	<b>(68.64)</b>
Less:- Income Taxes paid	(320.22)	(21.18)	(71.43)
<b>Net cash flow from operating activities</b>	<b>186.43</b>	<b>377.73</b>	<b>(140.07)</b>
<b>B) Cash Flow From Investing Activities :</b>			
Increment in Fixed Assets including CWIP	(654.61)	(529.98)	(485.65)
(Increase)/Decrease in Long Term Loans and Advances	-	-	30.00
(Increase)/Decrease in Other Non-Current Assets	3.14	52.81	(3.33)
Interest Income	4.54	3.26	1.47
<b>Net cash flow from investing activities</b>	<b>(646.93)</b>	<b>(473.92)</b>	<b>(457.51)</b>
<b>C) Cash Flow From Financing Activities :</b>			
Proceeds from Issue of Share Capital	-	-	50.00
Increase/(Decrease) in Long Term Borrowings	(7.57)	(56.04)	(1491.17)
Increase/(Decrease) in Short Term Borrowings	713.29	464.77	2227.89
Interest Paid	(256.93)	(260.17)	(188.69)
<b>Net cash flow from financing activities</b>	<b>448.79</b>	<b>148.56</b>	<b>598.03</b>
Net Increase/(Decrease) In Cash & Cash Equivalents	(11.71)	52.37	0.45
Cash equivalents at the beginning of the year	59.41	7.04	6.59
<b>Cash equivalents at the end of the year</b>	<b>47.69</b>	<b>59.41</b>	<b>7.04</b>
Notes :-	<b>31-03-2025</b>	<b>31-03-2024</b>	<b>31-03-2023</b>
<b>1.Component of Cash and Cash equivalents</b>			
Cash in hand	9.40	3.80	3.18
Balance With banks	3.60	30.92	3.86
Other Bank Balance	34.69	24.70	0.00
<b>Total</b>	<b>47.69</b>	<b>59.41</b>	<b>7.04</b>

The accompanying summary of significant accounting policies, restated notes to accounts and notes on adjustments for restated standalone financial Statement (Annexure IV & V) are an integral part of this statement.

As per our report of even date

**For S.R. Goyal & Co.**  
Chartered Accountants  
**FRN: 001537C**

**For and on behalf of**  
**VK TYRE INDIA LIMITED**

**A.K. Atolia**

(Partner)  
(M. No. : 077201)

**Raj Dhingra Kumar**

Managing Director  
DIN: 00982525

**Sushant Dhingra**

Whole time Director  
& Chief financial  
Officer  
DIN: 01070380

**Place: Jaipur**

**Date: 10-09-2025**

**UDIN: 25077201BMLJRK8882**

**Prashant Kumar Dhingra**

Whole time director  
DIN: 06952369

**Deepika Gupta**

Company Secretary  
M No. A49974

**SIGNIFICANT ACCOUNTING POLICY AND NOTES TO THE RESTATED FINANCIAL STATEMENTS****1. Corporate Information**

Company was originally incorporated as “VK Tyre India Limited” a Public unlisted company under the Companies Act, 2013 at Uttar Pradesh, pursuant to a certificate of incorporation dated August 26, 2014 issued by the Additional Registrar of Companies, Kanpur, Uttar Pradesh. Company’s Corporate Identity Number is U25203UP2014PLC065687.

The Company engaged in manufacturing of tyres used in Automobile Industry and various rubber & plastic components used in Indian Railway, Defense Sector and other sectors in India and Abroad.

**2. Summary of significant accounting policies****2.1. Basis of accounting and preparation of financial statements**

The Restated Statement of Assets and Liabilities of the Company as on March 31, 2025, March 31, 2024 and March 31, 2023 and the Restated Statement of Profit and Loss and Restated Statements of Cash Flows for the year ended on March 31, 2025, March 31, 2024 and March 31, 2023 and the annexure thereto (collectively, the “**Restated Financial Statements**”) have been extracted by the management from the Audited Financial Statements of the Company for the year ended on March 31, 2025, March 31, 2024 and March 31, 2023, approved by the respective Board of Directors of the companies.

These Restated Financial Statements have been prepared by the management in connection with its proposed SME Initial Public Offer of equity shares (“SME IPO”) prepared in terms of the requirements of:

- a) Section 26 of Part I of Chapter III of the Companies Act, 2013 as amended (the “Act”);
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”); and
- c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“ICAI”), as amended from time to time (the “Guidance Note”).

These financial statements of the company have been prepared and presented in accordance with the Generally Accepted Accounting Principles (GAAP). GAAP comprises the Accounting Standards notified under the Companies Act, 2013. The accounting policies have been framed, keeping in view the fundamental accounting assumptions of Going Concern, Consistency and Accrual, as also basic considerations of Prudence, Substance over form, and Materiality. These have been applied consistently, except where a newly issued accounting standard is initially adopted or a revision in the

existing accounting standards require a revision in the accounting policy so far in use. The need for such a revision is evaluated on an ongoing basis.

The Financial Statements have been prepared on a going concern basis, in as much as the management neither intends to liquidate the company nor to cease operations. Accordingly, assets, liabilities, income and expenses are recorded on a Going Concern basis. Based on the nature of products and services, and the time between the acquisition of assets and realization in cash or cash equivalents, the company has ascertained its operating cycle as 12 months for the purposes of current and non-current classification of assets and liabilities.

**2.2. Basis of Measurement**

The Restated Financial Statements have been prepared on accrual basis and under historical cost convention, except for certain financial assets and liabilities which are measured at fair value.

The Restated financial statements have been prepared on a going concern basis. The accounting policies are applied consistently to all the period presented in the Restated financial statements except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires change in accounting policy hitherto in use.

The Functional and presentation currency of the company is Indian Rupees (“INR”) which is the currency of the primary economic environment in which the Company operates.

Transactions and balances with values below the rounding off norm adopted by the Company have been reflected as “(Zero)” in the relevant notes to Restated financial statements.

**2.3. Use of estimates**

The preparation of these financial statements in conformity with the recognition and measurement principles of GAAP requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected.

Key source of estimation of uncertainty at the date of the financial statements, which may Cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of valuation of deferred tax assets and provisions and contingent liabilities.

#### **2.4. Revenue recognition**

##### **a) Sale of goods**

Revenue from sale of goods is recognised when the significant risks and rewards of ownership of the goods have been sold and is transferred to our customer and when there are no longer any unfulfilled obligations. The performance obligations in our contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on the customer terms.

##### **b) Income from services**

Revenue from services is recognised when services have been rendered and there should be no uncertainty regarding consideration and its ultimate collection.

##### **c) Interest Income**

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

#### **2.5. Inventories**

Inventories are valued at cost or market price whichever is low.

#### **2.6. Property, Plant and Equipment**

Property, Plant and Equipment are stated at cost net of recoverable taxes, trade discounts and rebates, less accumulated depreciation and impairment loss, if any. The cost of Property, Plant and Equipment comprises its purchase price, borrowing cost and any cost directly attributable to bringing the asset to its working condition for its intended use, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the assets. Subsequent expenditures related to an item of Property, Plant and Equipment are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

#### **2.7. Depreciation**

Depreciation on Property, Plant and Equipment has been provided on the Written Down Value Method as per the useful life and residual value as prescribed in Schedule II to the Companies Act, 2013.

#### **2.8. Revaluation of Property, Plant and Equipment**

As per the Management's view of the company, the figures reported in financial statements of the relevant financial year for Property, Plant and Equipment, is demonstrating a true and fair view. So, the Company has not revalued its Property, Plant, and Equipment during the relevant financial year and disclosure requirement as to "whether the revaluation is based on the valuation by a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017" is not applicable to the company.

#### **2.9. Intangible Assets under Development**

The Company does not have any Intangible Assets under Development as on reporting date.

#### **2.10 Intangible assets**

Intangible assets are non-physical Assets such as patent, license agreement, copyright, software. Intangible Assets must be amortized over their useful life, if possible, sum assets, such as Brand Name have indefinite life and cannot be capitalize or

amortized, other intangible assets such as license agreement have useful life determined in the license agreement, item with a defined useful life must be amortized. Intangible assets purchased are measured at cost or fair value as on the date of acquisition less accumulated amortisation and accumulated impairment, if any. Amortisation is provided on a WDV basis over estimated useful lives of the intangible assets. The amortisation period for intangible assets with finite useful lives is reviewed at least at each year-end. Changes in expected useful lives are treated as changes in accounting estimate

**2.10. Foreign currency transactions and translations**

The functional currency of the Company is Indian rupee (Rs.).

**2.11. The gains or losses resulting from such transaction are included in the Statement of profit and loss.**

Foreign-currency denominated monetary assets and liabilities if any are translated at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from the transactions relating to purchase of current assets like Raw Material etc. are included in the Statement of Profit and Loss. Revenue, expense and cash-flow items denominated in foreign currencies are translated using the exchange rate in effect on the date of the transaction.

**2.12. Employee benefits**

**a) Defined contribution plans**

Short term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.

The Company's contribution to Provident Fund and Employees State Insurance Scheme is determined based on a fixed percentage of the eligible employees' salary and charged to the Statement of Profit and Loss on accrual basis.

**b) Defined Benefit Plans:**

The Company has a defined benefit gratuity plan. Employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme of gratuity is unfunded.

The Company has made provision for payment of Gratuity to its employees. This Provision is made as per the method prescribed under the Payment of Gratuity Act. The cost of providing gratuity under this plan is determined on the basis of actuarial valuation at year/period end.

**2.13. Earnings per share**

Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per shares and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

**2.14. Government Grants and Subsidies**

Government grants and subsidies are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants / subsidy will be received. Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire capital assets are presented by deducting them from the carrying value of the assets. The grant is recognised as income over the life of a depreciable asset by way of a reduced depreciation charge.

When the grant or subsidy relates to an expense item, it is recognized as income over the periods necessary to match them on a systematic basis to the costs, which it is intended to compensate.

**2.15. Cash Flow Statement**

Cash flows are reported using Accounting Standard -3 Cash Flow Statement- indirect method, whereby net profits before tax is adjusted for the effects of transactions of a 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 regular revenue generating (operating activities), investing and financing activities of the Company are segregated.

**2.16. Taxes on Income**

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

Income taxes are accrued in the same period that the related revenue and expense arise. A provision is made for income tax, based on the tax liability computed, after considering tax allowances and exemptions. Provision is recorded when it is estimated that a liability due to disallowance or other matter is probable....

The difference that results between the profit considered for income taxes and the profit as per financial statements are identified, and thereafter a deferred tax assets or deferred tax liability is recorded for timing differences, namely the differences that originate in one accounting period and reverse in another, based on the tax effects of the aggregate amount of timing difference. The tax effect is calculated on the accumulated timing differences at the end of an accounting period based on enacted or substantively enacted regulation.

The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

**2.17. Impairment of assets**

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the profit and loss account in the year in which an asset is identified as impaired. The impairment loss is recognized in prior accounting period is reversed if there has been change in the estimates of recoverable amount.

**2.18. Provisions and contingencies**

A Provision is recognized if, as a result of a past event, the Company has present legal obligation that is reasonably estimable and it is probable that an outflow of economics benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where 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.

**2.19. GST Input Credit**

Company collects GST on sales made by it from the customer. The GST paid on purchases made across the country is debited to GST input account which is adjusted periodically with aforesaid GST payable account. Any credit balance in GST payable account is deposited periodically with GST authorities. However, GST paid on purchases on cases where GST input tax credit is blocked under GST and it is not allowed to be set off for input tax credit, such GST included in the respective heads of cost.

GST input not adjusted against GST payable at the end of the financial year and available for credit in future is carried forward in the Balance Sheet, if not available for future credit is charged off to Profit and loss account for the period.

**2.20. Contingencies and events occurring after the Balance Sheet date**

Events that occur between balance sheet date and date on which these are approved, might suggest the requirement for an adjustment(s) to the assets and the liabilities as at balance sheet date or might need disclosure. Adjustments are required to assets and liabilities for events which occur after balance sheet date which offer added information substantially affecting the determination of the amounts which relates to the conditions that existed at balance sheet date.

**2.21. Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks, cash on hand and term deposits with highly liquid investments.

**2.22. Related Party Transactions**

Related parties as defined under Accounting Standard - 18 'Related Party Disclosures' have been identified based on representations made by management and information available with the Company. All transactions with related parties are in the ordinary course of business and on arms' length basis.

**2.23. Leases**

Currently there are no Properties or Assets taken on Lease by the Company. Any Future Lease Purchase or Agreements will be recorded in Accordance with AS-19.

**2.24. Capital Advances**

The company does not have any capital advance except as disclosed in the balance sheet as on date received by the company during the period.

**2.25. Investments**

Investment held as long-term investments by the company are stated at the cost of acquisition including interest and other related expenses and in accordance with the provision of AS – 13. Provision is made, where there is a permanent fall in the value of investment.

**2.26. Borrowing costs**

Borrowing costs include interest, amortization of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilized for qualifying assets, pertaining to the period from commencement of activities relating to construction/development of the qualifying asset up to the date of capitalization of such asset is added to the cost of the assets.

**2.27. Compliance with number of layers of companies**

The Company is in Compliance with Number of Layers of Companies in accordance with clause 87 of Section 2 of the Act read with the Companies (Restrictions on number of Layers) Rules, 2017 for the year ended March31, 2025, March 31 ,2024 and 2023.

**A. CHANGES IN ACCOUNTING POLICIES IN THE YEARS COVERED IN THE RESTATED FINANCIAL STATEMENTS**

There was no change in accounting policies, which needs to be adjusted in the Restated Financial Statement.

**B. NOTES ON RESTATEMENTS MADE IN THE RESTATED FINANCIAL STATEMENTS**

1. The financial statements including other 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. Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have been reported to the extent of information memorandum received from the suppliers.
3. **Employee benefits:**  
The Company has adopted the Accounting Standard 15 (revised 2005) on Employee Benefits as per an actuarial valuation carried out by an independent actuary. The disclosures as envisaged under the standard are as under:-

**GRATUITY**

(Amount in Lakhs)

Particulars	31-Mar-25	31-Mar-24	31-Mar-23
<b>1.The amounts recognized in the Balance Sheet are as follows:</b>			
Present value of unfunded obligations Recognized	85.58	61.09	41.35
<b>Net Liability</b>	<b>85.58</b>	<b>61.09</b>	<b>41.35</b>
<b>2.The amounts recognized in the Profit &amp; Loss A/c are as follows:</b>			
Current Service Cost	32.61	26.57	17.12
Interest Cost	4.43	3.00	2.14
Expected Return on Plan Assets			
Net actuarial losses (gains) recognized in the year	(12.56)	(9.83)	(7.44)
Total, Included in “Salaries, Allowances & Welfare”	<b>24.48</b>	<b>19.74</b>	<b>11.82</b>
<b>3.Changes in the present value of defined benefit obligation:</b>			
Defined benefit obligation as at the beginning of the year Net of Fair Value of Opening Plan Assets	61.09	41.35	29.54
Interest Cost	4.43	3.00	2.14
Current Service cost	32.61	26.57	17.12
Benefit paid by the Company	0.00	0.00	0.00
Actuarial (gain)/loss on obligation	(12.56)	(9.83)	(7.44)
<b>Defined benefit obligation as at the end of the year</b>	<b>85.58</b>	<b>61.09</b>	<b>41.35</b>
<b>Benefit Description</b>			
Benefit type:	Gratuity Valuation as per Act		
Retirement Age:	58 years	58 years	58 years

**VK Tyre India Limited**

Vesting Period:	5 years	5 years	5 years
<b>The principal actuarial assumptions for the above are:</b>			
Future Salary Rise:	8.00% P.A.	8.00% P.A.	8.00% P.A.
Discount rate per annum:	7.25% P.A.	7.25% P.A.	7.25% P.A.
Attrition Rate:	10% Per Annum		
Mortality Rate:	100% of IALM (2012 - 14)		

**4. Provisions, Contingent Liabilities and Contingent Assets (AS 29)**

Contingent liabilities and commitments (to the extent not provided for). There are no contingent liabilities as on the end of respective year except as mentioned in Annexure -Y, for any of the years covered by the statements.

**5. Related Party Disclosure (AS 18)**

Related party transactions are reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Annexure – Z of the enclosed financial statements.

**6. Accounting for Taxes on Income (AS 22)**

Deferred Tax liability/Asset in view of Accounting Standard – 22: “Accounting for Taxes on Income” as at the end of the year is reported as under:

(Amount in Lakhs)

Particulars	As at		
	31-03-2025	31-03-2024	31-03-2023
Major Components of deferred tax arising on account of timing differences are:			
Timing Difference Due to WDV	68.59	38.10	15.15
Deferred Tax Assets/(Liabilities) (A)	17.26	10.60	4.21
Provision of Gratuity as at the year end	85.58	61.09	41.35
Provision of warranty	15.16		
Timing Difference	100.74	61.09	41.35
Deferred Tax Assets/(Liabilities) (B)	25.35	17.00	11.50
Timing Difference Due to disallowance u/s 43B(h)	11.96	68.64	0.00
Deferred Tax Assets/(Liabilities) (C)	3.01	19.10	0.00
<b>Cumulative Balance of Deferred Tax Assets/(Liability) (Net) (A+B)</b>	<b>45.63</b>	<b>46.69</b>	<b>15.72</b>

**7. Earnings Per Share (AS 20):**

Particulars	For the year ended		
	31-Mar-25	31-Mar-24	31-Mar-23
A. Total Number of equity shares outstanding at the end of the year	1,31,25,000	75,00,000	75,00,000
B. Weighted Average Number of Equity shares after considering Bonus Issue of Shares	1,31,25,000	1,31,25,000	1,31,25,000
C. Net profit after tax available for equity shareholders (excluding exceptional and extraordinary items) (as restated) (In Lakhs)	533.37	500.28	162.42
D. Basic and Diluted earnings per share (Rs.) (C/B)	4.06	3.81	1.24

**8. Segment Reporting**

The Company is having revenue; from its customers which are located outside India; of more than 10% of its total revenue. Accordingly, as per AS-17 Segment Reporting, the company has identified geographic segment as its reportable segment.

The company has maintained records for cost of services consumed, purchase of stock in trade and other expenses incurred in accounting system for all the products and services provided. However, the company provides same services which are sold in Indian Market to outside India at similar cost of service and products. Accordingly, the expenses incurred on export segment is not identifiable.

Similarly, Assets of outside India is identifiable to the extent of Continent Wise Outstanding Trade Receivables only.

However, revenue generated for the products varies on the basis of sale price of domestic sale and export sale.

Accordingly, we have disclosed geographic Segment Revenue and Segment Assets in table below for Domestic (India) and Export (Outside India):

*(Rupees in Lakhs excepts percentage)*

<b>Geographical Areas</b>	<b>FY 2024-25</b>	<b>%</b>	<b>FY 2023-24</b>	<b>%</b>	<b>FY 2022-23</b>	<b>%</b>
Domestic	4659.85	38.86	4333.96	41.61	4019.58	49.37
International	7332.95	61.14	6081.33	58.39	4122.02	50.63
<b>Total</b>	<b>11992.81</b>	<b>100.00</b>	<b>10415.29</b>	<b>100.00</b>	<b>8141.60</b>	<b>100.00</b>

**9. 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.

**10. Contractual liabilities**

All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

**11. Amounts in the financial statements**

Amounts in the financial statements are reported in Indian Rupees in lakhs and rounded off to second digit of decimal. Figures in brackets indicate negative values.

**12. Auditors Qualifications –**

Details of Auditors qualifications and their impact on restated financial statement is given below.

- a) Qualification which required adjustment in restated financial statements- NIL
- b) Qualification which does not require adjustment in restated financial statements – NIL

**NOTES ON ADJUSTMENTS**

- 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) Figures have been rearranged and regrouped wherever practicable and considered necessary.
- 4) 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.
- 5) The balances of trade payables, trade receivables, loans and advances are unsecured and considered as good are subject to confirmations of respective parties concerned.
- 6) 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.
- 7) Contractual liabilities: All other contractual liabilities connected with business operations of the Company have been appropriately provided for.
- 8) Amounts in the financial statements: Amounts in the financial statements are rounded off to nearest lakhs. Figures in brackets indicate negative values.

**ANNEXURE-V****MATERIAL ADJUSTMENTS [AS PER THE SEBI (ICDR) REGULATION]**

Appropriate adjustments have been made in the restated financial statements, whenever required, by reclassification of the corresponding items of assets, liabilities and cash flow statement, in order to ensure consistency and compliance with requirement of Company Act 2013, and Accounting Standards.

The Summary of results of restatements made in the audited financial statements of the Company for the respective years and their impact on the profit/(losses) of the Company is as under.

**Statement of adjustments in the Financial Statements****Reconciliation of Surplus in Profit and Loss Account****(Amount in Lakhs)**

<b>Particulars</b>	<b>31-03-2025</b>	<b>31-03-2024</b>	<b>31-03-2023</b>
<b>Reserves and Surplus as per audited accounts but before adjustments for restated accounts</b>	<b>672.07</b>	<b>692.80</b>	<b>172.00</b>
<b>Adjustment on Account of -:</b>			
Cumulative Adjustments made in Profit & Loss Account	18.90	27.30	47.82
Cumulative Adjustments made in Opening Reserves & Surplus	(56.38)	(56.38)	(56.38)
<b>Reserves and Surplus after adjustments</b>	<b>634.59</b>	<b>663.71</b>	<b>163.44</b>
<b>Reserves and Surplus as per Restated Accounts</b>	<b>634.59</b>	<b>663.71</b>	<b>163.44</b>

**Reconciliation of Profit and Loss after Tax**

The reconciliation of Profit after tax as per audited results and the Profit/(loss) after tax as per Restated accounts is presented below. This summarizes the results of restatements made in the audited accounts for the respective years and its impact on the respective year profit & losses of the company.

**(Amount in Lakhs)**

<b>Particulars</b>	<b>31-03-2025</b>	<b>31-03-2024</b>	<b>31-03-2023</b>
<b>Net Profit/(loss) after Tax as per audited accounts but before adjustments for restated accounts:</b>	<b>541.77</b>	<b>520.80</b>	<b>114.60</b>
Adjustment made in Provision for Tax	17.37	(59.24)	(18.55)
Adjustment made in Deferred Tax	(25.45)	17.66	11.31
Adjustment made in Gratuity	61.09	(19.74)	(11.82)
Adjustment made in Depreciation	3.34	(14.21)	6.01
Adjustment made in pre-operative expenses	0.00	14.56	10.73
Adjustment made in Interest Income	(2.61)	1.65	0.95
Adjustment made in RoDTEP & Duty Drawback	(11.64)	11.64	0.00
Adjustment made in Insurance expenses and Prepaid insurance	(0.09)	0.00	0.00
Adjustment made in current tax	24.82	1.09	0.00
Adjustment made in foreign exchange fluctuation gain	(75.24)	26.07	49.18
<b>Net Adjustment in Profit and Loss Account</b>	<b>(8.40)</b>	<b>(20.52)</b>	<b>47.82</b>
<b>Net Profit/(Loss) After Tax as per Restated Accounts:</b>	<b>533.37</b>	<b>500.28</b>	<b>162.42</b>
<b>Net Profit/(Loss) After Tax as per Restated Accounts:</b>	<b>533.37</b>	<b>500.28</b>	<b>162.42</b>

**a) Adjustment on account of Provision of Deferred Tax Assets/Liability:**

Due to changes in assumptions and reclassification of timing difference of certain items the deferred tax liability and deferred tax assets was recalculated at the end of respective year ended at the rate of normal tax rate applicable for the respective year in the restated financial statements. For more details refer table of Reconciliation of Statement of Profit and loss after tax as above.

**b) Adjustment of Provision for CSR Expenses:**

The Company was required to spend on Corporate Social Responsibility (CSR) activities during the financial year 2024-25, as the net profit of the immediately preceding financial year 2023-24 had exceeded the threshold limit of ₹5 crores as prescribed under Section 135 of the Companies Act, 2013. Against the required CSR expenditure of ₹6,92,248.80, the Company has actually spent an amount of ₹7,03,245.30 during the year. Accordingly, the Company has spent ₹10,996.50 in excess of the statutory requirement on CSR activities.

**c) Adjustment for compliance of AS-15 (Employee Benefits):**

During the restatement, Actuarial valuation of gratuity was made for all the restated periods and provision for gratuity was expensed in the profit and loss account of the restated financial statement in compliance with the Accounting Standard-15 (Employee Benefits).

**d) Adjustment on account of Provision for doubtful debts booked:**

The company has not made the provisioning for doubtful debts, however, during the restatement, the necessary provision for doubtful debts has been recognized.

**e) Adjustment for calculation of depreciation:**

During the restatement, the method for calculating Depreciation on Property, Plant and Equipment has been provided on the Written Down Value Method as per the useful life and residual value prescribed in Schedule II to the Companies Act, 2013.

**f) Adjustment for Prior Period Expenses:**

During the restatement, Income tax expenses of prior period have been regrouped and adjusted in reserve & surplus. Regrouping typically involves moving certain financial items from one category to another for better presentation or to comply with accounting standards. Adjusting in reserve and surplus suggests that these expenses were accounted for in a different manner to ensure accuracy and transparency in the financial reporting.

**For, S.R. Goyal & Co.**  
Chartered Accountant  
FRN: 001537C

**A.K. Atolia**  
(Partner)  
M. No. 077201

**Place:** Jaipur  
**Date:** 10-09-2025  
**UDIN:** 25077201BMLJRK8882

**ANNEXURE – A**  
**RESTATED STANDALONE STATEMENT OF SHARE CAPITAL, RESERVES AND SURPLUS**

*(Amt. in Rs. Lakhs, Except Share Data)*

Particulars	As at		
	31-03-2025	31-03-2024	31-03-2023
<b>Share Capital</b>			
<b>Authorised Share Capital</b>			
No of Equity shares of Rs.10 each	1,80,00,000	80,00,000	80,00,000
Equity Share Capital	1800.00	800.00	800.00
<b>Issued, Subscribed and Paid-up Share Capital</b>			
No of Equity Shares of Rs. 10 each fully paid up	1,31,25,000	75,00,000	75,00,000
Equity Share Capital	1312.50	750.00	750.00
<b>Total</b>	<b>1312.50</b>	<b>750.00</b>	<b>750.00</b>

**Notes:****1. Terms/rights attached to equity shares:**

- i. The company has only one class of shares referred to as equity shares having a par value of Rs.10/- as at 31st March, 2025.
- ii. Each holder of equity shares is entitled to one vote per share.
- iii. In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

**2. The reconciliation of the number of Equity shares outstanding as at: -**

Particulars	31-03-2025	31-03-2024	31-03-2023
Number of shares (Face value Rs 10) at the beginning	75,00,000	75,00,000	70,00,000
Add: Issue of Shares (Face value Rs 10)	-	-	5,00,000
Add: Issue of Shares by conversion of share warrants (Face value Rs10)	-	-	-
Add: Bonus Shares	56,25,000	-	-
<b>Number of shares (Face value Rs 10) at the end of Period/year</b>	<b>1,31,25,000</b>	<b>75,00,000</b>	<b>75,00,000</b>

**3. The detail of shareholders holding more than 5% of Total Equity Shares: -**

Name of Shareholders	31-03-2025	31-03-2024	31-03-2023
Mr. Raj Kumar Dhingra	38,50,000	22,00,000	22,00,000
Mr. Sushant Dhingra	26,42,500	15,10,000	15,10,000
Mr. Prashant Kumar Dhingra	26,42,500	15,10,000	15,10,000
Mrs. Lata Dhingra	12,25,000	7,00,000	7,00,000
Mrs. Geeta Dhingra	8,57,500	4,90,000	4,90,000
Ms. Pooja Gulati	8,57,500	4,90,000	4,90,000
<b>Total</b>	<b>1,20,75,000</b>	<b>69,00,000</b>	<b>69,00,000</b>

**4. Shares held by promoters at the end of the respective year is as under****4a) Shares held by promoters for the year ended 31st March 2025**

Promoter Name	No of shares	% of total shares	% Change during the year
Mr. Raj Kumar Dhingra	38,50,000	29.33%	0.00%
Mr. Sushant Dhingra	26,42,500	20.13%	0.00%
Mr. Prashant Kumar Dhingra	26,42,500	20.13%	0.00%
Mrs. Lata Dhingra	12,25,000	9.33%	0.00%
Mrs. Geeta Dhingra	8,57,500	6.53%	0.00%
Ms. Pooja Gulati	8,57,500	6.53%	0.00%
<b>Total</b>	<b>1,20,75,000</b>	<b>92.00%</b>	<b>0.00%</b>

**4b) Shares held by promoters for the year ended 31st March 2024**

Promoter Name	No of shares	% of total shares	% Change during the year
Mr. Raj Kumar Dhingra	22,00,000	29.33%	0.00%
Mr. Sushant Dhingra	15,10,000	20.13%	0.00%
Mr. Prashant Kumar Dhingra	15,10,000	20.13%	0.00%
Mrs. Lata Dhingra	7,00,000	9.33%	0.00%
Mrs. Geeta Dhingra	4,90,000	6.53%	0.00%
Ms. Pooja Gulati	4,90,000	6.53%	0.00%

<b>Total</b>	<b>69,00,000</b>	<b>92.00%</b>	<b>0.00%</b>
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**4c) Shares held by promoters for the year ended 31st March 2023**

Promoter Name	No of shares	% of total shares	% Change during the year
Mr. Raj Kumar Dhingra	22,00,000	29.33%	-2.10%
Mr. Sushant Dhingra	15,10,000	20.13%	1.56%
Mr. Prashant Kumar Dhingra	15,10,000	20.13%	1.56%
Mrs. Lata Dhingra	7,00,000	9.33%	-0.67%
Mrs. Geeta Dhingra	4,90,000	6.53%	0.10%
Ms. Pooja Gulati	4,90,000	6.53%	0.10%
<b>Total</b>	<b>69,00,000</b>	<b>92.00%</b>	<b>1.03%</b>

**Reserves and Surplus**

(Amount in Rs. Lakhs)

Particulars	As at		
	31-03-2025	31-03-2024	31-03-2023
<b>A. Securities Premium account</b>			
Opening Balance	0.00	0.00	0.00
Add: Changes during the year	-	-	-
<b>Closing Balance (A)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>B. Surplus in Profit and Loss account</b>			
Opening Balance	663.71	163.44	1.02
Less: Bonus Issue of Equity Shares	(562.50)		
Add: Profit for the Year	533.37	500.28	162.42
<b>Closing Balance (B)</b>	<b>634.59</b>	<b>663.71</b>	<b>163.44</b>
<b>Total (A+B)</b>	<b>634.59</b>	<b>663.71</b>	<b>163.44</b>

**Note:**

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- Company does not have any Revaluation Reserve.
- The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, I, II and III.
- Pursuant to Shareholders' resolution dated December 6, 2024 the Increase in the authorized share capital of the Company from ₹800.00 Lakhs divided into 80,00,000 Equity Shares of ₹10/- each to ₹1800.00 Lakhs divided into 1,80,00,000 Equity Shares of ₹10/- each ranking Pari-passu with the existing share capital.
- Pursuant to Board resolution dated on 18th December, 2024, bonus issue of 56,25,000 equity shares of face value of Rs 10/- in the ratio of 3:4 i.e. Three (3) bonus equity share for every Four (4) equity shares held by shareholder has been issued.

**ANNEXURE – B****RESTATED STANDALONE STATEMENT OF BORROWINGS**

(Amount in Rs. Lakhs)

Particulars	As at		
	31-03-2025	31-03-2024	31-03-2023
<b>Long Term Borrowings</b>			
<b>(a)Secured</b>			
<b>Term loans</b>			
From Banks	611.79	619.36	675.40
<b>Sub-total</b>	<b>611.79</b>	<b>619.36</b>	<b>675.40</b>
<b>Total</b>	<b>611.79</b>	<b>619.36</b>	<b>675.40</b>
<b>Short Term Borrowings</b>			
<b>(a)Secured</b>			
<b>Loan Repayable on Demand</b>			
From Banks	3180.05	2506.79	2108.62
<b>Sub-total (a)</b>	<b>3180.05</b>	<b>2506.79</b>	<b>2108.62</b>
<b>(b) Loans and advances from related parties &amp; shareholders (Unsecured)</b>			
From Directors	434.66	449.55	329.55
From Relatives of Directors	-	46.00	46.00

**VK Tyre India Limited**

<b>Sub-total (b)</b>	<b>434.66</b>	<b>495.55</b>	<b>375.55</b>
<b>(b)Current Maturities of Long -Term Debt</b>	275.99	175.07	228.48
<b>Sub Total (c)</b>	<b>275.99</b>	<b>175.07</b>	<b>228.48</b>
<b>Total (a+b+c)</b>	<b>3890.70</b>	<b>3177.41</b>	<b>2712.64</b>

**Note**

- 1.The terms and conditions and other information in respect of Secured Loans and Unsecured Loans are given in Annexure -B (A) and Annexure-B (B)
- 2.The Company does not have any continuing default in repayment of loans and interest as on the reporting date.
- 3.The Company has not taken any loan from financial institution or banks for any specified purpose for which it is not utilised.
- 4.The company is not declared as "willful defaulter" by any bank or financial Institution or other lender as on the reporting date.
- 5.The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, I, II and III.
- 6.Quarterly statements of current assets filed with banks/financial institutions are not in agreement with the books of accounts. Reasons for the differences are provided in Annexure BA.
- 7.There are few charges of Axis bank which are yet to be satisfied. However, NOC for no dues has been received by the company.

## RESTATED STANDALONE STATEMENT OF PRINCIPAL TERMS OF SECURED TERMS LOANS AND ASSETS CHARGED AS SECURITY

## (A) RESTATED STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY

Name Of Lender	Purpose of Credit Facility	Sanctioned Amount (Lakhs)	Rate of interest (P.A.)	Prime & Collateral Securities offered	Re-Payment Schedule		Moratorium (In Months)	Outstanding amount as on (as per Books) (in Rs. Lakhs)		
					No of EMI (No of Months)	EMI Amount (In Rs.)		31-03-2025	31-03-2024	31-03-2023
Axis Bank Term Loan	To meet the working capital requirements	336.6	12 Months MCLR + 0.20% i.e. 10.05% p.m	Primary Security : Extension of second charge on hypothecation of present and future current assets of the company Collateral Security : Note-1	51	300000 Plus Interest as and when levied	2	-	-	11.10
Axis Bank Term Loan	To meet the liquidity mismatch during out of Covid 19	153.50	Repo Rate + 0.85% i.e. 7.85% p.a	Primary Security : Extension of second charge on hypothecation of present and future current assets of the company Collateral Security : Note-2	36	425091 plus Interest as and when levied	12	-	-	63.76
Axis Bank Term Loan	Working Capital assistance under the ECLGS 1.0 Extension scheme for meeting the liquidity mismatch due to Covid-19	81.00	Rep rate + 3.50% i.e. 7.50% p.a	Primary Security : Extension of second charge on hypothecation of present and future current assets of the company Collateral Security : Note-2	36	225000 plus Interest as and when levied	24	-	-	81.00
Axis Bank Term Loan	For building construction and installation of Plant & Machinery and reimbursement of plant and machinery.	500.00	Repo Rate + 3.50% i.e. 7.50% p.a (presently Repo Rate is 4.00% p.a) payable at monthly intervals	Primary Security : NA Collateral Security : Note-2	77	650000 plus Interest as and when levied	7	-	-	415.76
Axis Bank Term Loan	Towards Procurement of Machinery	250.00	Repo + 2.90% (presently 8.80% p.a.),	Primary Security : Hypothecation of entire movable fixed assets	78	320000 plus Interest	6	-	(0.25)	128.07

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			payable at monthly intervals	(except Vehicles funded by other Banks/FIs) and Plant and machinery both present and future on exclusive basis. Collateral Security : Note-3		as and when levied				
Axis Bank Term Loan	Towards Procurement of Miscellaneous/Used Machineris	250.00	Repo + 2.90% (presently 8.80% p.a.), payable at monthly intervals		72	347000 plus Interest as and when levied	12	-	-	182.55
Axis Bank Cash Credit	To meet the working Capital requirement	1000.00	Repo +2.50% i.e. 8.40% p.a. at present		NA	Running A/c	NA	(0.41)	282.67	845.00
Axis Bank Packing Credit	Packing Credit Loan	1250.00	Repo +3.00% i.e. 8.90% p.a. at present FCY Loans: Pricing linked to SOFR; at 6M FTP +1.50% p.a		NA	Running A/c	NA	-	696.57	1249.91
Axis Bank Vehicle Loan	Vehicle Loan	9.00	9.5% p.a	Primary Security : Hypothecated against Vehicle Collateral Security : Note-4	60	18902	NA	5.59	7.24	8.74
Axis Bank Vehicle Loan	Vehicle Loan	8.50	9.5% p.a		59	18082	NA	5.23	6.82	8.27
Axis Bank Vehicle Loan	Vehicle Loan	8.29	9.75 p.a		84	13656	NA	1.99	3.37	4.61
Axis Bank-Buyer Credit	For Purchase & Import of Raw Materials, Stores & Spares	500.00	Commission @ 0.60% p.a. + Applicable taxes	Primary Security : Goods procured under LC	NA	NA	NA	-	-	13.70
Punjab National Bank Term Loan	Takeover of existing term loan from Axis Bank Ltd	364.00	RLLR + BSP i.e. 9.00% + 0.25% + 0.60% (Spread) - 0.25% (ZO Concession) = 9.60%	Primary Security: 1. Exclusive charge on Entire fixed/ block assets of the firm (present & future) 2. EM of factory property at Khata no 217, Khasra no 171, behind Sybly Industries, Pawanpuri Ind Area, Abupur, Jalalabad, Modinagar, Ghaziabad Collateral Security : Note-5	58	661818 Plus Interest	NA	258.11	337.53	-
Punjab National Bank Term Loan	Takeover of existing term loan from Axis Bank Ltd	230.00	RLLR + BSP i.e. 9.00% + 0.25% + 0.60% (Spread) - 0.25% (ZO		65	365079 Plus Interest	NA	170.32	214.13	-

**VK Tyre India Limited**

			Concession) = 9.60%							
Punjab National Bank Term Loan	Takeover from Axis Bank	250.00	RLLR + BSP i.e. 9.00% + 0.25% + 0.60% (Spread) - 0.25% (ZO Concession) = 9.60%		72	352112 Plus Interest.	1	183.35	225.61	-
Punjab National Bank Packing Credit	To meet working Capital requirement	1800.00	<b>Up to 270 days</b> RLLR (9.00%) + BSP (0.25%) - 1.25% i.e. 8.00% p.a <b>Above 270 days &amp; up to 360 days</b> RLLR (9.00%) + BSP (0.25%) -1.25% i.e. 8.00% p.a	Primary Security : Note-6	NA	Running A/c	NA	1799.83	553.48	-
Punjab National Bank Cash Credit	To meet working Capital requirement	1125.00	RLLR + BSP i.e. 9.00% + 0.25% + 0.60% (Spread) - 0.25% (ZO Concession) = 9.60%	Primary Security : Note-7	NA	Running A/c	NA	1332.20	974.07	-
Punjab National Bank Vehicle Loan	Vehicle Loan	24.00	RLLR (9.15%) + BSP (0.10%) = 9.25% - 0.40% = 8.80% PA; subject to change as per bank guidelines	Primary Security : Hypothecation of Vehicle Purchased out of bank finance Collateral Security : Note-8	60	49587	NA	23.02	-	-
Punjab National Bank Term Loan	Term Loan for Capacity Enhancement (Purchase and Installation of Plant & Machinery)	600.00	RLLR + BSP i.e. 9.00% + 0.25% + 0.60% (Spread) - 0.25% (ZO Concession) = 9.60%	Primary Security : Exclusive Charge on Entire fixed/ block assets of the firm (present & future) Collateral Security : NA	75	800000 PLUS Int	9	240.17	-	-

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Punjab National Bank Buyer Credit	Purchase & Import of goods under merchanting trade	500.00	Commission @ 25% inbuilt concession under MSME Prime plus scheme	FLC shipping documents, DP bills covering bills of lading/RR/MTR/Airway Bill and other documents covering consignment.	NA	NA	NA	48.43	-	-
								<b>4067.84</b>	<b>3301.22</b>	<b>3012.49</b>

**Note-1****Collateral Security:**

Extension of Second Charge on EM Factory Property at Khata no. 217, Khasra no. 171, Behind Sybly Industries Ltd. Pawanpuri Industrial Area Pawanpuri, Village Abupur, pargana Jalalabad, Tehsil Modinagar, Distt. Ghaziabad admeasuring 14119.00 Sq.mt owned by M/s VK Tyre India Limited.

**Personal Guarantee:**

1. Raj Kumar Dhingra
2. Roshan Lal Dhingra
3. Sushant Dhingra
4. Prashant Kumar Dhingra

**Corporate Guarantee:**

- 1.V.K. Enterprises

**Note -2**

Extension of Second Charge on EM Factory Property at Khata no. 217, Khasra no. 171, Behind Sybly Industries Ltd. Pawanpuri Industrial Area Pawanpuri, Village Abupur, pargana Jalalabad, Tehsil Modinagar, Distt. Ghaziabad admeasuring 14119.00 Sq.mt owned by M/s VK Tyre India Limited

**Note-3****Collateral Security:**

Extension of Second Charge on EM Factory Property at Khata no. 217, Khasra no. 171, Behind Sybly Industries Ltd. Pawanpuri Industrial Area Pawanpuri, Village Abupur, pargana Jalalabad, Tehsil Modinagar, Distt. Ghaziabad admeasuring 14119.00 Sq.mt owned by M/s VK Tyre India Limited

**Personal Guarantee:**

1. Raj Kumar Dhingra
2. Roshan Lal Dhingra
3. Sushant Dhingra
4. Prashant Kumar Dhingra

**Corporate Guarantee:**

1. V.K. Enterprises

**Note-4****Collateral Security:**

These are the vehicle loan and there is no collateral security and personal guarantee.

**Note-5****Collateral Security:**

**VK Tyre India Limited**

Nature of Limit	Details of security*	SARFAE SI Complaint (Y/N)	Name of Owner and ownership details	Value (Rs. In Cr)		Basis for Valuation	NEC Details
				Present Market Value	Realisable Value		
Cash Credit and Term Loan	EM of factory property at Khata no 217, Khasra no 171, behind Sybly Industries, Pawanpuri Ind Area, Abupur, Jalalabad, Modinagar, Ghaziabad having area of 14530 sqr meter	Yes	Property is registered in name of M/s VK Tyre India Ltd and is Self-occupied by the borrower	36.32	30.86*	M/s CEMG Architects dated 19.08.2023	Report of Sh. Sandeep Goel dated 11.08.2023
				40.5	34.42	Sh. Ajay Kumar Chaturvedi dated 11.10.2023	

**Personal Guarantee :**

Name of Guarantor	Relationship with borrower	Net Worth		Immovable Property		Date of confidential report	
		Prev. as at	Present as at 31.03.2022	Prev. as at	Present as at 31.03.2022	Prev.	Present
Mr. Sushant Dhingra	Guarantor	NA	2.88	0	NIL	NA	21.08.2023
Mr. Prashant Kumar Dhingra	Guarantor	NA	3.1	0	NIL	NA	21.08.2023
Mr. Raj Kumar Dhingra	Guarantor	NA	7.97	0	2.25	NA	21.08.2023
Mr. Roshan Lal Dhingra	Guarantor	NA	6.25	0	6.25	NA	21.08.2023
M/s V.K. Enterprises	Guarantor	NA	4.47	0	4.47	NA	21.08.2023

**Note-6**

- a. 1<sup>st</sup> charge on entire current assets, present & future, including entire stocks, book debts, loans & advances etc. and in case of consortium / multiple advances, 1<sup>st</sup> charge to be held on Pari-passu basis with other banks. DP, however, to be allowed against stocks only as per Item No. 5 of CC(H&BD) facility.
- b. Deposits of confirmed orders and/or original irrevocable LCs of approved foreign banks in all PC accounts.

OR

In case of exports from Merchant Exporters/ Export House/ Export Order Holder (EOH), Borrower to submit purchase orders from Export Order Holder along with letter of disclaimer from the EOH for not having availed any limits against the order accompanied by bank's certificate that no PC has been availed by EOH against the Export Contract / Order.

**Note-7**

Hypothecation of all types of Current Assets (Present & Future) including Stocks of Raw Materials, Stock-In-Process, Finished Goods, Stores & Spares and entire receivables and all other current assets. DP will be allowed against Stocks and debtors up-to 90 days.

**Note-8**

**Collateral Security:**

These are the vehicle loan and there is no collateral security and personal guarantee.

**VK Tyre India Limited**

Quarterly statements of current assets filed by the Company with the banks are in agreement with the books of accounts.

As at March 31, 2025

(Amount in Rs. Lakhs)

Quarter	Name of the Bank	Particulars of Securities provided	Amount as per books of accounts	Amount as reported in quarterly return/statement	Amount of difference	Reason
Q1	Punjab National bank	Trade Receivables	959.48	1356.22	(396.73)	Refer Note 1 and 2
		Trade Payables	1455.32	1312.71	142.61	
		Inventories	3491.87	3491.87	0.00	
Q2	Punjab National bank	Trade Receivables	1287.60	1524.70	(237.10)	
		Trade Payables	1738.82	1083.28	655.54	
		Inventories	4296.52	4274.38	22.14	
Q3	Punjab National bank	Trade Receivables	1013.30	1636.66	(623.36)	
		Trade Payables	935.08	801.90	133.18	
		Inventories	3593.88	3593.88	0.00	
Q4	Punjab National bank	Trade Receivables	1418.37	1512.97	(94.60)	
		Trade Payables	1071.57	799.64	271.93	
		Inventories	4641.43	4439.37	202.06	

As at March 31, 2024

(Amount in Rs. Lakhs)

Quarter	Name of the Bank	Particulars of Securities provided	Amount as per books of accounts	Amount as reported in quarterly return/statement	Amount of difference	Reason
Q1	Punjab National bank	Trade Receivables	798.53	1082.05	(283.52)	Refer Note 1 and 2
		Inventories	3221.61	2159.61	1062.00	
Q2	Punjab National bank	Trade Receivables	617.48	973.62	(356.14)	
		Inventories	3036.81	2058.59	978.22	
Q3	Punjab National bank	Trade Receivables	721.04	986.94	(265.90)	
		Inventories	3242.03	2360.14	881.89	
Q4	Punjab National bank	Trade Receivables	1127.37	1278.68	(151.31)	
		Trade Payables	1523.64	1271.08	252.56	
		Inventories	3913.57	3610.13	303.44	

As at March 31, 2023

(Amount in Rs. Lakhs)

**VK Tyre India Limited**

Quarter	Name of the Bank	Particulars of Securities provided	Amount as per books of accounts	Amount as reported in quarterly return/statement	Amount of difference	Reason
Q1	Axis Bank	Trade Receivables	490.11	630.19	(140.08)	Refer Note 1 and 2
		Trade Payables	983.53	453.04	530.49	
		Inventories	2634.99	2634.99	0.00	
Q2	Axis Bank	Trade Receivables	565.01	491.50	73.51	
		Trade Payables	1194.01	979.09	214.92	
		Inventories	2700.86	2700.86	0.00	
Q3	Axis Bank	Trade Receivables	663.21	776.60	(113.39)	
		Inventories	2916.91	2916.90	0.01	
Q4	Axis Bank	Trade Receivables	599.03	800.07	(201.04)	
		Trade Payables	1360.25	829.74	530.51	
		Inventories	3353.47	3305.03	48.44	

**Note:**

1) The quarterly statements submitted to banks are based on unaudited financial information in the interim period and are extracted from the books and records of the Company which are net of advances received from customers.

**2) Reason for Variance:**

- The Company submits the quarterly stock statement with the stock data to the extent required to meet the balance of the sanctioned facility limit assigned by the Banks.
- The discrepancy is on account of the details being submitted on the basis of provisional books. Adjustments pertaining to cut offs, goods in transit, overhead allocation on work-in-progress and finished goods, etc. are done only on finalisation of books of accounts/financial statements.

**ANNEXURE – B(B)  
RESTATED STANDALONE STATEMENT OF TERMS & CONDITIONS OF UNSECURED LOANS**

Name of Lender	Purpose	Rate of interest (P.A)	Re-Payment Schedule	Moratorium	Outstanding amount as at (Amount in Rs. Lakhs)		
					31-03-2025	31-03-2024	31-03-2023
Prashant Kumar Dhingra-Loan	Business Purpose	-	on demand	NA	133.50	143.00	88.00
Raj Kumar Dhingra-Loan	Business Purpose	-	on demand	NA	176.73	167.50	157.50
Sushant Dhingra-Loan	Business Purpose	-	on demand	NA	124.43	139.05	84.05
Roshan Lal Dhingra-Loan	Business Purpose	-	on demand	NA	0.00	36.00	36.00
Sharda Rani Dhingra-Loan	Business Purpose	-	on demand	NA	0.00	10.00	10.00
<b>Total</b>					<b>434.66</b>	<b>495.55</b>	<b>375.55</b>

A) Details of Unsecured Loans outstanding as at the end of the latest Reporting period from Directors/Promoters/Promoter Group /Associates/Relatives of Directors/Group Companies/other entities

B) Unsecured Loans from Promoters/Directors are interest free and all are taken without any preconditions attached towards repayments.

**ANNEXURE – C**  
**RESTATED STANDALONE STATEMENT OF DEFERRED TAX ASSETS /(LIABILITIES)**

(Amount in Rs. Lakhs)

Particulars	As at		
	31-03-2025	31-03-2024	31-03-2023
Major Components of deferred tax arising on account of timing differences are:			
Timing Difference Due to Depreciation	68.59	38.10	15.15
Deferred Tax Assets/(Liabilities) (A)	17.26	10.60	4.21
Provision of Gratuity as at the year end	85.58	61.09	41.35
Provision of warranty	15.16		
Timing Difference	100.74	61.09	41.35
Deferred Tax Assets/(Liabilities) (B)	25.35	17.00	11.50
Timing Difference Due to disallowance u/s 43B(h)	11.96	68.64	0.00
Deferred Tax Assets/(Liabilities) (C)	3.01	19.10	0.00
<b>Cumulative Balance of Deferred Tax Assets/(Liability) (Net) (A+B)</b>	<b>45.63</b>	<b>46.69</b>	<b>15.72</b>

**Note**

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- The Company has created/reversed DTA/DTL as per AS-22 issued by ICAI.
- The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE – D**  
**RESTATED STANDALONE STATEMENT OF OTHER LONG-TERM LIABILITIES**

(Amount in Rs. Lakhs)

Particulars	As at		
	31-03-2025	31-03-2024	31-03-2023
Security Deposits from Customers	62.50	182.81	202.06
<b>Total</b>	<b>62.50</b>	<b>182.81</b>	<b>202.06</b>

**ANNEXURE – E**  
**RESTATED STANDALONE STATEMENT OF LONG-TERM PROVISIONS**

(Amount in Rs. Lakhs)

Particulars	As at		
	31-03-2025	31-03-2024	31-03-2023
<b>Provision for Employee Benefits</b>			
Provision for Gratuity	73.76	53.08	35.22
<b>Total</b>	<b>73.76</b>	<b>53.08</b>	<b>35.22</b>

**ANNEXURE – F**  
**RESTATED STANDALONE STATEMENT OF TRADE PAYABLES**

(Rs. in Lakhs)

Particulars	As at		
	31-03-2025	31-03-2024	31-03-2023
<b>Trade Payables</b>			
<b>For Goods &amp; Services</b>			
Micro, Small and Medium Enterprises	567.95	166.41	900.58
Others	530.98	1416.26	498.38
<b>Total</b>	<b>1098.93</b>	<b>1582.67</b>	<b>1398.96</b>

**Trade Payables ageing schedule: As at 31st March,2025**

(Amount in Rs. Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	567.95	0.00	0.00	0.00	<b>567.95</b>
(ii) Others	526.45	2.59	1.95	0.00	<b>530.98</b>
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Trade Payables ageing schedule: As at 31st March,2024

(Amount in Rs. Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	166.41	0.00	0.00	0.00	<b>166.41</b>
(ii) Others	1411.19	5.07	0.00	0.00	<b>1416.26</b>
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Trade Payables ageing schedule: As at 31st March,2023

(Amount in Rs. Lakhs)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	884.14	16.44	0.00	0.00	<b>900.58</b>
(ii) Others	494.45	3.93	0.00	0.00	<b>498.38</b>
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

**Note:**

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have been identified on the basis of information available with the Company.
- Ageing of the Supplier, along with any amount involved in disputes as required by Schedule III of Companies Act, 2013 is disclosed below after it becomes due for payment. In case of no credit terms defined the break-up of age wise supplier balance is given below after considering from the date of transactions.
- The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE – G**  
**RESTATED STANDALONE STATEMENT OF OTHER CURRENT LIABILITIES**

(Amount in Rs. Lakhs)

Particulars	As at		
	31-03-2025	31-03-2024	31-03-2023
<b>Other Current Liabilities</b>			
Statutory Payables	27.58	18.66	16.48
Advances Received from Customers	573.42	114.05	150.85
Salary & Wages Payable	83.86	46.38	35.50
Expense Payable	168.60	37.01	1.25
<b>Total</b>	<b>853.45</b>	<b>216.10</b>	<b>204.09</b>

**Notes:**

- The above statement should be read with the significant accounting policies and notes to restated standalone statements of assets and liabilities, standalone Statement of profits and losses and standalone Statement of cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE – H**  
**RESTATED STANDALONE STATEMENT OF SHORT-TERM PROVISIONS**

(Amount in Rs. Lakhs)

Particulars	As at		
	31-03-2025	31-03-2024	31-03-2023
<b>Short Term Provisions</b>			
<b>Provision for Employee Benefits</b>			
Provision for Gratuity	11.82	8.01	6.14
<b>Total (A)</b>	<b>11.82</b>	<b>8.01</b>	<b>6.14</b>
<b>Other Provisions</b>			
Provision for Audit Fees	2.13	2.00	0.50
Provision for Income tax	142.37	273.63	17.46
Provision for Warranty	15.16	-	-
Provision for Expenses	35.16	-	-
<b>Total (B)</b>	<b>194.82</b>	<b>275.63</b>	<b>17.96</b>
<b>Total (A+B)</b>	<b>206.64</b>	<b>283.64</b>	<b>24.10</b>

## ANNEXURE – I

## Restated Standalone Statement of Property, Plant &amp; Equipment and Intangible Assets

FY 2022-23

(Amount in Rs. Lakhs)

Particulars	Gross Block				Depreciation				Net Block	
	Value as at 01-04-2022	Addition during the year	Deduction during the year	Value as at 31-03-2023	Value as at 01-04-2022	Addition during the year	Deduction during the year	Value as at 31-03-2023	WDV as on 31-03-2023	WDV as on 31-03-2022
<b>Property, Plant and Equipment</b>										
<b>Tangible Assets</b>										
Land	319.34	0.00	-	319.34	0.00	0.00	-	0.00	319.34	319.34
Factory Building	394.70	20.08	-	414.78	48.31	34.24	-	82.55	332.23	346.39
Furniture & Fixture	0.54	0.00	-	0.54	0.38	0.06	-	0.45	0.09	0.16
Plant & Machinery	1372.15	445.48	-	1817.63	559.19	182.30	-	741.49	1076.14	812.96
Office Equipment	7.41	5.51	-	12.91	4.92	1.11	-	6.04	6.88	2.48
Lab Equipment	9.49	0.00	-	9.49	5.55	1.02	-	6.57	2.92	3.94
Vehicles	19.52	14.15	-	33.67	12.70	2.66	-	15.36	18.31	6.82
Computer & Printers	3.41	0.43	-	3.84	1.56	0.87	-	2.43	1.41	1.85
<b>TOTAL (A)</b>	<b>2126.56</b>	<b>485.65</b>	<b>-</b>	<b>2612.21</b>	<b>632.62</b>	<b>222.26</b>	<b>-</b>	<b>854.89</b>	<b>1757.32</b>	<b>1493.94</b>
<b>Previous Year (A)</b>	<b>1696.50</b>	<b>430.05</b>		<b>2126.56</b>	<b>487.71</b>	<b>144.91</b>	<b>-</b>	<b>632.62</b>	<b>1493.94</b>	<b>1638.85</b>
<b>Intangible Assets</b>										
Tally Software	0.59	-	-	0.59	0.38	0.06	-	0.44	0.16	0.21
<b>TOTAL (B)</b>	<b>0.59</b>	<b>-</b>	<b>-</b>	<b>0.59</b>	<b>0.38</b>	<b>0.06</b>	<b>-</b>	<b>0.44</b>	<b>0.16</b>	<b>0.21</b>
<b>Previous Year (B)</b>	<b>0.59</b>	<b>-</b>	<b>-</b>	<b>0.59</b>	<b>0.28</b>	<b>0.10</b>	<b>-</b>	<b>0.38</b>	<b>0.21</b>	<b>0.31</b>
<b>GRAND TOTAL (A+B) (Current Year)</b>	<b>2127.15</b>	<b>485.65</b>	<b>-</b>	<b>2612.80</b>	<b>633.00</b>	<b>222.32</b>	<b>-</b>	<b>855.32</b>	<b>1757.47</b>	<b>1494.15</b>
<b>GRAND TOTAL (A+B) (Previous Year)</b>	<b>1697.10</b>	<b>430.05</b>	<b>-</b>	<b>2127.15</b>	<b>487.99</b>	<b>145.01</b>	<b>-</b>	<b>633.00</b>	<b>1494.15</b>	<b>1639.16</b>

FY 2023-24

(Amount in Rs. Lakhs)

Particulars	Gross Block				Depreciation				Net Block	
	Value as at 01-04-2023	Addition during the year	Deduction during the year	Value as at 31-03-2024	Value as at 01-04-2023	Addition during the year	Deduction during the year	Value as at 31-03-2024	WDV as on 31-03-2024	WDV as on 31-03-2023
<b>Property, Plant and Equipment</b>										
<b>Tangible Assets</b>										
Land	319.34	0.00	-	319.34	0.00	0.00	-	0.00	319.34	319.34
Factory Building	414.78	37.16	-	451.94	82.55	31.58	-	114.14	337.81	332.23
Furniture & Fixture	0.54	0.00	-	0.54	0.45	0.04	-	0.48	0.06	0.09
Plant & Machinery	1817.63	484.48	-	2302.11	741.49	236.94	-	978.44	1323.67	1076.14
Office Equipment	12.91	4.76	-	17.67	6.04	3.60	-	9.64	8.03	6.88
Lab Equipment	9.49	1.70	-	11.19	6.57	0.76	-	7.33	3.85	2.92

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Vehicles	33.67	0.00	-	33.67	15.36	5.72	-	21.08	12.59	18.31
Computer & Printers	3.84	1.70	-	5.54	2.43	0.93	-	3.35	2.18	1.41
<b>Total (A)</b>	<b>2612.21</b>	<b>529.80</b>	<b>0.00</b>	<b>3142.00</b>	<b>854.89</b>	<b>279.57</b>	<b>0.00</b>	<b>1134.46</b>	<b>2007.54</b>	<b>1757.32</b>
<b>Previous Year (A)</b>	<b>2126.56</b>	<b>485.65</b>	<b>0.00</b>	<b>2612.21</b>	<b>632.62</b>	<b>222.26</b>	<b>0.00</b>	<b>854.89</b>	<b>1757.32</b>	<b>1493.94</b>
<b>Intangible Assets</b>										
Tally Software	0.59	0.18	0.00	0.78	0.44	0.11	0.00	0.55	0.23	0.16
<b>TOTAL (B)</b>	<b>0.59</b>	<b>0.18</b>	<b>0.00</b>	<b>0.78</b>	<b>0.44</b>	<b>0.11</b>	<b>0.00</b>	<b>0.55</b>	<b>0.23</b>	<b>0.16</b>
<b>Previous Year (B)</b>	<b>0.59</b>	<b>0.00</b>	<b>0.00</b>	<b>0.59</b>	<b>0.38</b>	<b>0.06</b>	<b>0.00</b>	<b>0.44</b>	<b>0.16</b>	<b>0.21</b>
<b>GRAND TOTAL (A+B) (Current Year)</b>	<b>2612.80</b>	<b>529.98</b>	<b>0.00</b>	<b>3142.78</b>	<b>855.32</b>	<b>279.69</b>	<b>0.00</b>	<b>1135.01</b>	<b>2007.77</b>	<b>1757.47</b>
<b>GRAND TOTAL (A+B) (Previous Year)</b>	<b>2127.15</b>	<b>485.65</b>	<b>0.00</b>	<b>2612.80</b>	<b>633.00</b>	<b>222.32</b>	<b>0.00</b>	<b>855.32</b>	<b>1757.47</b>	<b>1494.15</b>

**FY 2024-25**

(Amount in Rs. Lakhs)

Particulars	Gross Block				Depreciation				Net Block	
	Value as at 01-04-2024	Addition during the year	Deduction during the year	Value as at 31-03-2025	Value as at 01-04-2024	Addition during the year	Deduction during the year	Value as at 31-03-2025	WDV as on 31-03-2025	WDV as on 31-03-2024
<b>Property, Plant and Equipment</b>										
<b>Tangible Assets</b>										
Land	319.34	239.05	-	558.39	0.00	0.00	-	0.00	558.39	319.34
Factory Building	451.94	28.06	-	480.00	114.14	34.33	-	148.46	331.54	337.81
Furniture & Fixture	0.54	2.04	-	2.58	0.48	0.35	-	0.83	1.75	0.06
Plant & Machinery	2302.11	354.54	-	2656.65	978.44	275.03	-	1253.47	1403.18	1323.67
Office Equipment	17.67	5.90	-	23.58	9.64	5.01	-	14.65	8.93	8.03
Lab Equipment	11.19	0.00	-	11.19	7.33	1.00	-	8.33	2.86	3.85
Vehicles	33.67	18.98	-	52.65	21.08	5.38	-	26.45	26.19	12.59
Computer & Printers	5.54	5.32	-	10.85	3.35	3.19	-	6.54	4.32	2.18
<b>Total (A)</b>	<b>3142.00</b>	<b>653.88</b>	<b>0.00</b>	<b>3795.88</b>	<b>1134.46</b>	<b>324.28</b>	<b>0.00</b>	<b>1458.74</b>	<b>2337.14</b>	<b>2007.54</b>
<b>Previous Year (A)</b>	<b>2612.21</b>	<b>529.80</b>	<b>0.00</b>	<b>3142.00</b>	<b>854.89</b>	<b>279.57</b>	<b>0.00</b>	<b>1134.46</b>	<b>2007.54</b>	<b>1757.32</b>
<b>Intangible Assets</b>										
Tally Software	0.78	0.14	0.00	0.91	0.55	0.15	0.00	0.70	0.22	0.23
Trade Mark		0.60		0.60		0.06		0.06	0.54	
<b>TOTAL (B)</b>	<b>0.78</b>	<b>0.73</b>	<b>0.00</b>	<b>1.51</b>	<b>0.55</b>	<b>0.21</b>	<b>0.00</b>	<b>0.76</b>	<b>0.75</b>	<b>0.23</b>
<b>Previous Year (B)</b>	<b>0.59</b>	<b>0.18</b>	<b>0.00</b>	<b>0.78</b>	<b>0.44</b>	<b>0.11</b>	<b>0.00</b>	<b>0.55</b>	<b>0.23</b>	<b>0.16</b>
<b>GRAND TOTAL (A+B) (Current Year)</b>	<b>3142.78</b>	<b>654.61</b>	<b>0.00</b>	<b>3797.39</b>	<b>1135.01</b>	<b>324.49</b>	<b>0.00</b>	<b>1459.49</b>	<b>2337.90</b>	<b>2007.77</b>
<b>GRAND TOTAL (A+B) (Previous Year)</b>	<b>2612.80</b>	<b>529.98</b>	<b>0.00</b>	<b>3142.78</b>	<b>855.32</b>	<b>279.69</b>	<b>0.00</b>	<b>1135.01</b>	<b>2007.77</b>	<b>1757.47</b>

1.1 The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company

1.2 The Company has not revalued its Property Plant & Equipment.

2. Title deeds of all the immovable property are held in the name of the company

3. No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transaction (Prohibition) Act, 1988 and the Rules made thereunder and as amended from time to time.

**ANNEXURE-J**  
**RESTATED STANDALONE STATEMENT OF OTHER NON-CURRENT ASSETS**

(Amount in Rs. Lakhs)

Particulars	As at		
	31-03-2025	31-03-2024	31-03-2023
<b>Other Non-Current Assets</b>			
Fixed Deposit with Axis Bank	0.33	-	57.61
Fixed Deposit with PNB	1.33	4.80	-
<b>Total</b>	<b>1.66</b>	<b>4.80</b>	<b>57.61</b>

**Note:**

1. Maturity Period of FDR is more than 12 Months.
2. Fixed Deposits with banks are pledged against OD and BG Facility taken by company.

**ANNEXURE-K**  
**RESTATED STANDALONE STATEMENT OF INVENTORIES**

(Amount in Rs. Lakhs)

Particulars	As at		
	31-03-2025	31-03-2024	31-03-2023
Raw Materials	1329.82	806.80	623.04
Work in Progress	750.21	752.68	682.24
Traded Goods	41.92	30.16	29.01
Finished Goods	2479.62	2367.07	2079.14
<b>Total</b>	<b>4601.57</b>	<b>3956.71</b>	<b>3413.44</b>

**Note:**

1. Inventory has been physically verified by the management of the Company at the end of respective year.
2. The above statement should be read with the significant accounting policies and notes to restated standalone statements of assets and liabilities, standalone Statement of profits and losses and standalone Statement of cash flows appearing in Annexures IV, I, II and III.
3. Refer Significant Accounting Policy Annexure IV for valuation

**ANNEXURE-L**  
**RESTATED STANDALONE STATEMENT OF TRADE RECEIVABLES**

(Amount in Rs. Lakhs)

Particulars	As at		
	31-03-2025	31-03-2024	31-03-2023
<b>Unsecured Considered good</b>			
Trade receivables outstanding for a period not exceeding six months from the date they are due for payment	1525.56	1243.77	743.54
Trade receivables outstanding for a period exceeding six months from the date they are due for payment	24.73	85.29	51.75
Dues From Directors, Related parties/Common Group Company, etc.			
Others			
<b>Sub Total (A)</b>			
<b>Secured Considered good</b>			
Outstanding for a period not exceeding 6 months (Secured and considered Good)	-	-	-
Dues From Directors, Related parties/Common Group Company, etc.	-	-	-
Others	-	-	-
<b>Sub Total (B)</b>			
<b>Total</b>	<b>1550.29</b>	<b>1329.06</b>	<b>795.29</b>

1. The above statement should be read with the significant accounting policies and notes to restated standalone statements of assets and liabilities, standalone Statement of profits and losses and standalone Statement of cash flows appearing in Annexures IV, I, II and III.
2. List of persons/entities classified as 'Promoters' and 'Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

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3. Ageing of the Trade receivable, along with any amount involved in disputes, if any as required by Schedule III of Companies Act, 2013 is disclosed as below. Ageing of debtors is based on the date of transaction in case there is no credit period agreed at the time of Supply.

4. There are no unbilled trade receivables.

**Trade Receivables ageing schedule as at 31st March, 2025**

(Amount Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	1525.56	3.91	14.39	5.32	1.11	1550.29
(i) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-
<b>Sub Total</b>	<b>1525.56</b>	<b>3.91</b>	<b>14.39</b>	<b>5.32</b>	<b>1.11</b>	<b>1550.31</b>
Undue-considered good	-	-	-	-	-	-
Undue - considered doubtful	-	-	-	-	-	-
Provision for doubtful debts	-	-	-	-	-	-
<b>Total</b>	<b>1525.58</b>	<b>3.91</b>	<b>14.39</b>	<b>5.32</b>	<b>1.11</b>	<b>1550.31</b>

**Trade Receivables ageing schedule as at 31st March, 2024**

(Amount Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	1243.77	37.91	25.58	18.44	3.36	1329.06
(i) Undisputed Trade receivables - considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-
<b>Sub Total</b>	<b>1243.77</b>	<b>37.91</b>	<b>25.58</b>	<b>18.44</b>	<b>3.36</b>	<b>1329.06</b>
Undue-considered good	-	-	-	-	-	-
Undue - considered doubtful	-	-	-	-	-	-
Provision for doubtful debts	-	-	-	-	-	-
<b>Total</b>	<b>1243.77</b>	<b>37.91</b>	<b>25.58</b>	<b>18.44</b>	<b>3.36</b>	<b>1329.06</b>

**Trade Receivables ageing schedule as at 31st March, 2023**

(Amount Rs. in Lakhs)

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables -considered good	743.54	29.46	18.71	3.58	0.00	795.29
(i) Undisputed Trade receivables -considered doubtful	-	-	-	-	-	-
(iii) Disputed trade receivables considered good	-	-	-	-	-	-
(iv) Disputed trade receivables considered doubtful	-	-	-	-	-	-
<b>Sub Total</b>	<b>743.54</b>	<b>29.46</b>	<b>18.71</b>	<b>3.58</b>	<b>0.00</b>	<b>795.29</b>
Undue-considered good	-	-	-	-	-	-

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Undue - considered doubtful	-	-	-	-	-	-
Provision for doubtful debts	-	-	-	-	-	-
<b>Total</b>	<b>743.54</b>	<b>29.46</b>	<b>18.71</b>	<b>3.58</b>	<b>0.00</b>	<b>795.29</b>

**ANNEXURE – M  
RESTATED STANDALONE STATEMENT OF CASH & BANK BALANCES**

(Amount in Rs. Lakhs)

Particulars	As at		
	31-03-2025	31-03-2024	31-03-2023
<b>a) Balances with banks</b>			
In current accounts	3.60	30.92	3.86
b) Cash on hand	9.40	3.80	3.18
<b>c) Others</b>			
<b>Fixed deposits with Bank (maturity less than 3 months)</b>			
Fixed Deposits not earmarked	6.04	16.89	-
<b>d) Other bank balances</b>			
<b>Fixed deposits with Bank (maturity more than 3 months)</b>			
Fixed Deposits not earmarked	28.65	7.81	-
<b>Total</b>	<b>47.69</b>	<b>59.41</b>	<b>7.04</b>

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

**ANNEXURE – N  
RESTATED STANDALONE STATEMENT OF SHORT-TERM LOANS AND ADVANCES**

(Amount in Rs. Lakhs)

Particulars	As at		
	31-03-2025	31-03-2024	31-03-2023
Advances to Employees	4.67	4.15	3.91
Advance to Suppliers	44.68	51.91	55.84
<b>Total</b>	<b>49.35</b>	<b>56.06</b>	<b>59.75</b>

1. The above statement should be read with the significant accounting policies and notes to restated standalone statements of assets and liabilities, standalone Statement of profits and losses and standalone Statement of cash flows appearing in Annexures IV, I, II and III.

2. List of persons/entities classified as 'Promoters' and 'Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

3. The Company has not granted any loans or advances in the nature of Loan to promoters, directors, KMPs and the related parties either severally or jointly with any other person, that are repayable on demand or without specifying any terms or period of repayment

**ANNEXURE-O  
RESTATED STANDALONE STATEMENT OF OTHER CURRENT ASSETS**

(Amount in Rs. Lakhs)

Particulars	As at		
	31-03-2025	31-03-2024	31-03-2023
Balances with government authorities	20.29	21.00	21.31
Security deposit	29.21	22.71	29.88
TDS Receivables	-	0.01	0.01
Duty Drawback Receivable	10.59	7.40	2.37
RoDTEP Receivable	35.64	8.16	2.44
Prepaid Expenses	7.49	8.56	0.01
MAT Credit Available	-	0.00	3.12
Deferred Expense	7.12	0.00	0.00
Income tax refundable	0.43	0.43	0.43
<b>Total</b>	<b>110.77</b>	<b>68.28</b>	<b>59.58</b>

1. The above statement should be read with the significant accounting policies and notes to restated standalone statements of assets and liabilities, standalone Statement of profits and losses and standalone Statement of cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE – P**  
**RESTATED STATEMENT OF REVENUE FROM OPERATION**

(Amount in Rs. Lakhs)

Particulars	for the Year ended on		
	31-03-2025	31-03-2024	31-03-2023
<b>(i) turnover of products manufactured by the issuer (net of excise Duty)</b>	11473.13	10134.34	7680.61
<b>(ii) turnover of products traded in by the issuer; and</b>	264.76	196.02	186.71
<b>* (iii) turnover in respect of products not normally dealt in by the issuer but included in (ii) above</b>	-	-	-
<b>Total (A)</b>	<b>11737.89</b>	<b>10330.36</b>	<b>7867.31</b>
<b><u>(iv) Other operating revenues comprise</u></b>			
Freight Outward	247.74	78.06	271.65
Incidental Charges	-	0.22	0.79
Job Work	1.66	2.38	0.17
Packing Charges	0.06	0.44	0.99
Other Charges	3.53	2.91	0.70
Inspection Charges	0.99	0.25	-
Brand Plate	0.93	0.68	-
<b>Total (B)</b>	<b>254.92</b>	<b>84.93</b>	<b>274.29</b>
<b>Total (A+B)</b>	<b>11992.81</b>	<b>10415.29</b>	<b>8141.60</b>

**Note:**

\*As per information provided to us by the Issuer, there is no such item.

1. The above statement should be read with the significant accounting policies and notes to restated standalone statements of assets and liabilities, standalone Statement of profits and losses and standalone Statement of cash flows appearing in Annexures IV, I, II and III.
2. Sale of product doesn't include the GST amount.

**ANNEXURE – Q**  
**RESTATED STANDALONE STATEMENT OF OTHER INCOME**

(Amount in Rs. Lakhs)

Particulars	for the Year ended on		
	31-03-2025	31-03-2024	31-03-2023
(i) Interest income			
- Interest on Fixed Deposits	3.05	3.02	1.37
- Interest on Security Deposits	1.49	0.24	0.09
(ii) Discount Received	0.59	1.42	0.49
(iii) Foreign Exchange Fluctuation Gain	180.71	58.28	61.72
(iv) Export Duty Drawback Income	37.47	8.84	4.42
(v) Gateway Freight Subsidy	11.81	23.15	12.92
(vi) RoDTEP Income	52.60	5.73	1.36
(vii) Warranty Claim	0.18	-	-
(viii) Balance written off	0.20	0.02	-
<b>Total</b>	<b>288.10</b>	<b>100.69</b>	<b>82.39</b>

1. The classification of other income as recurring/not-recurring, related/not-related to business activity is based on the current operations and business activity of the Company as determined by the management.

2. The above statement should be read with the significant accounting policies and notes to restated standalone statements of assets and liabilities, standalone Statement of profits and losses and standalone Statement of cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE -R**  
**RESTATED STANDALONE STATEMENT OF COST OF MATERIAL CONSUMED**

(Amount in Rs. Lakhs)

Particulars	for the year ended on		
	31-03-2025	31-03-2024	31-03-2023
<b>Cost of Material Consumed</b>			
Opening Stock of raw material	806.80	623.04	629.80
Purchase of raw materials	7788.65	6700.61	5772.82

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Less: Closing Stock of raw material	1329.82	806.80	623.04
<b>Total</b>	<b>7265.62</b>	<b>6516.85</b>	<b>5779.58</b>

1. The above statement should be read with the significant accounting policies and notes to restated standalone statements of assets and liabilities, standalone Statement of profits and losses and standalone Statement of cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE- S**  
**RESTATED STANDALONE STATEMENT OF PURCHASE OF STOCK IN TRADE**

(Amount in Rs. Lakhs)

Particulars	for the year ended on		
	31-03-2025	31-03-2024	31-03-2023
<b>Purchase of Stock in Trade</b>			
Purchase of Tubes	248.15	171.59	163.22
<b>Total</b>	<b>248.15</b>	<b>171.59</b>	<b>163.22</b>

1. The above statement should be read with the significant accounting policies and notes to restated standalone statements of assets and liabilities, standalone Statement of profits and losses and standalone Statement of cash flows appearing in Annexures IV, I, II and III.

**ANNEXURE-T**  
**RESTATED STANDALONE STATEMENT OF CHANGES IN INVENTORIES**

(Amount in Rs. Lakhs)

Particulars	for the year ended on		
	31-03-2025	31-03-2024	31-03-2023
<b>Closing Inventories</b>			
Work in Progress	750.21	752.68	682.24
Stock In Trade Goods	41.92	30.16	29.01
Finished Goods	2479.62	2367.07	2079.14
<b>Sub Total (A)</b>	<b>3271.75</b>	<b>3149.91</b>	<b>2790.40</b>
<b>Opening Inventories</b>			
Work in Progress	752.68	682.24	209.37
Stock In Trade Goods	30.16	29.01	28.15
Finished Goods	2367.07	2079.14	1500.84
<b>Sub Total (B)</b>	<b>3149.91</b>	<b>2790.40</b>	<b>1738.37</b>
<b>Changes in Inventories</b>	<b>(121.84)</b>	<b>(359.51)</b>	<b>(1052.03)</b>

1. The Inventory has been physically verified on periodic basis by the management.

2. The above statement should be read with the significant accounting policies and notes to restated statements of assets and liabilities, Statement of profits and losses and Statement of cash flows appearing in Annexures I, II, III and IV.

**ANNEXURE-U**  
**RESTATED STANDALONE STATEMENT OF EMPLOYEE BENEFITS EXPENSES**

(Amount in Rs. Lakhs)

Particulars	for the Year ended on		
	31-03-2025	31-03-2024	31-03-2023
Salary and Wages	1016.91	762.56	524.29
Contribution to Provident Fund and Other Fund	108.25	87.88	57.10
Staff Welfare Expenses	8.10	7.55	8.18
Directors Remuneration	51.00	51.00	51.00
<b>Total</b>	<b>1184.25</b>	<b>908.99</b>	<b>640.57</b>

**ANNEXURE-V**  
**RESTATED STANDALONE STATEMENT OF FINANCE COST**

(Amount in Rs. Lakhs)

Particulars	for the Year ended on		
	31-03-2025	31-03-2024	31-03-2023
Interest expense	256.93	260.17	188.69
Other Borrowing Costs	7.07	6.46	5.74
<b>Total</b>	<b>264.01</b>	<b>266.63</b>	<b>194.43</b>

**ANNEXURE-W**  
**RESTATED STANDALONE STATEMENT OF DEPRECIATION & AMORTISATION**

(Amount in Rs. Lakhs)

Particulars	for the Year ended on		
	31-03-2025	31-03-2024	31-03-2023
Depreciation on Property, Plant and Equipment	324.28	279.57	222.26
Amortization of Intangible assets	0.21	0.11	0.06
<b>Total</b>	<b>324.49</b>	<b>279.69</b>	<b>222.32</b>

**ANNEXURE-X**  
**RESTATED STANDALONE STATEMENT OF OTHER EXPENSES**

(Amount in Rs. Lakhs)

Particulars	for the year ended		
	31-03-2025	31-03-2024	31-03-2023
<b>Manufacturing Expenses</b>			
Consumables	436.50	554.70	682.71
Custom Duty on Import	32.79	6.80	0.00
Repair & Maintenance Expenses- Building	18.40	7.64	7.44
Testing Charges	0.00	0.00	0.71
Labour Charges	119.63	91.42	86.38
Packing Material	5.93	10.62	2.67
Boiler Operation Expenses	0.00	0.00	0.95
Factory Expenses	67.98	67.56	45.64
<b>Administration Expenses</b>			
Rent, Rates and Taxes	19.19	5.71	1.51
Insurance Expenses	19.21	10.26	18.41
Auditors Remuneration	2.13	2.00	0.50
Detention Charges	0.00	0.00	0.18
E-Mark Certificate charges	0.00	0.00	5.13
License and Registration Fees	3.04	3.50	2.12
Trade Mark Fees	0.00	0.00	0.81
Legal and Professional Fees	27.60	12.18	12.43
Internet charges	1.15	0.04	0.00
Postage and courier	7.60	2.60	0.66
Office Expenses	4.00	0.35	1.73
Forward Contract Cancellation Charges	0.00	0.00	9.23
Repair and Maintenance Expenses - Machinery	17.69	19.20	11.41
Interest on TDS	0.14	0.07	0.01
Interest paid on Customer Security Deposit	5.49	6.52	12.63
Interest on Custom Duty	0.00	0.04	0.13
Interest on Late payment of tax	0.03	0.00	0.16
Interest on Building CESS	0.00	0.58	0.00
Charity & donation Expenses	7.03	1.21	0.00
Printing & Stationery	2.93	1.41	0.54
Short & excess	0.00	0.00	0.03
Telephone Exp	0.76	1.02	1.87
Repair and Maintenance Expenses - others	21.70	16.80	10.78
Travelling Exp.	76.75	75.07	49.05
Diwali Expense	1.88	3.97	1.64
Commission Expense	17.28	20.83	25.31
Miscellaneous Expenses	5.56	7.01	1.09
Inspection Charges	3.40	0.87	0.04
Research, Development & Testing Exp.	3.82	2.87	5.50
ROC Fess	0.00	0.06	0.01
Watch & Ward Exp.	15.46	17.62	17.51
Interest on income Tax	0.00	0.00	1.75

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Website & Cloud Services	0.58	0.88	0.00
Preliminary Expenses	0.00	0.00	1.71
Environmental Expenses	27.36	0.00	0.00
Capitalization Expenses	0.00	0.00	0.00
Balance Written Off	0.85	0.00	0.00
Bank Charges	27.18	9.80	16.67
Electricity Exp.	434.76	444.99	307.28
<b>Selling &amp; Distribution Expenses</b>			
Freight & Cartage	834.85	503.42	695.66
Rebate and Discount	0.00	3.84	1.20
Loading, Unloading & Packaging	0.94	1.84	0.42
Warranty Expense	15.16	0.70	0.60
Advertisement expenses	0.00	21.70	10.15
Flipkart Expenses	8.12	13.59	5.59
Business promotion expenses	73.72	33.78	14.59
<b>Total</b>	<b>2368.60</b>	<b>1985.10</b>	<b>2072.51</b>

**ANNEXURE – Y**  
**RESTATED STANDALONE STATEMENT OF CONTINGENT LIABILITIES**

(Amount in Rs. Lakhs)

Particulars	As at		
	31-03-2025	31-03-2024	31-03-2023
<b>Contingent liabilities in respect of:</b>			
Income tax demand			
Income tax demand pertaining to AY 2020-21	10.54	10.54	10.54
Income tax demand pertaining to AY 2023-24	11.18	11.18	11.18
GST Demand	-	-	-
TDS demand	1.67	1.30	1.15
<b>Total</b>	<b>23.40</b>	<b>23.03</b>	<b>22.88</b>

- The above statement should be read with the significant accounting policies and notes to restated standalone statements of assets and liabilities, standalone Statement of profits and losses and standalone Statement of cash flows appearing in Annexures IV, I, II and III.
- Income tax demand for A.Y. 2020-21 of Rs. 7,27,200 respectively is outstanding on the Income Tax Portal. The company has filed an appeal against both the demands on the Income tax Portal on 22.04.2025.
- Income tax demand for A.Y. 2023-24 of Rs. 9,47,700 respectively is outstanding on the Income Tax Portal. The company has filed an appeal against both the demands on the Income tax Portal on 24.04.2025.
- An outstanding demand of Rs. 1,57,109.03 pertaining to years prior to A.Y. 2022-23 is appearing on the TRACES portal.

**ANNEXURE – Z**  
**RESTATED STANDALONE STATEMENT OF RELATED PARTY TRANSACTION**

(Amount in Rs. Lakhs)

**List of Related Parties as per AS - 18**

Particulars	Names of related parties	Nature of Relationship
Directors and Key Managerial Personnel (KMP)	Raj Kumar Dhingra	Director (Since Incorporation), Chairman & Managing Director (w.e.f. 01/10/2024)
	Sushant Dhingra	Director (Since Incorporation), Whole time director & Chief Financial Officer (w.e.f. 19/03/2025)
	Prashant Kumar Dhingra	Director (Since Incorporation), Whole time director (w.e.f. 19/03/2025)
	Geeta Dhingra	Additional Director ( Appointed as Additional Director w.e.f. February 21, 2025 and re-designated as Non-Executive Director on 24/02/2025)
	Kuldeep Bansal	Independent Director (w.e.f. 21/02/2025)
	Ravi Kant Jain	Independent Director (w.e.f. 21/02/2025)
	Deepika Gupta	Company Secretary (w.e.f. 19/03/2025)
Relatives of Key Managerial Personnel	Roshan Lal Dhingra	Relative of KMP
	Sharda Rani Dhingra	Relative of KMP
Enterprises in which Directors & Key	M/s VK Enterprises	KMP's are partners

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Management Personnel (KMP) are Interested		
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Particulars	31-03-2025	31-03-2024	31-03-2023
<b>(i) Transactions with Director and KMP</b>			
<b>A) Remuneration/Professional fees (Dr)</b>			
Raj Kumar Dhingra	21.00	21.00	21.00
Sushant Dhingra	15.00	15.00	15.00
Prashant Kumar Dhingra	15.00	15.00	15.00
Deepika Gupta	4.38	-	-
<b>(ii) Transactions with Entities where Director/ KMP or their Relatives hold substantial Interest</b>			
<b>M/s VK Enterprises</b>			
Sales of Goods by the Company (Cr)	(511.25)	(353.74)	(416.36)
Purchase of Goods by the Company (Dr)	8.57	14.23	33.41
<b>(iii) Balance outstanding as at the end of the year</b>			
<b>Remuneration/Professional fee Payable (Cr)</b>			
Raj Kumar Dhingra	(7.74)	(2.32)	4.25
Sushant Dhingra	(0.74)	7.83	5.60
Prashant Kumar Dhingra	(0.74)	9.23	5.99
<b>Trade Receivables (Dr)</b>			
M/s VK Enterprises	(435.49)	(11.71)	1.00
<b>Borrowings (Cr)</b>			
Raj Kumar Dhingra	(176.73)	(167.50)	(157.50)
Sushant Dhingra	(124.43)	(139.05)	(84.05)
Prashant Kumar Dhingra	(133.50)	(143.00)	(88.00)
Roshan Lal Dhingra	-	(36.00)	(36.00)
Sharda Rani Dhingra	-	(10.00)	(10.00)

**Note - :**

1. List of Related parties has been identified by the management and relied upon by the Auditor.
2. In case there is no transaction with any of the above related parties, only name of such related parties has been disclosed as required by AS- 18.
3. The remuneration to Key Managerial Personnel (KMP), Director and other related employees excludes the provisions made for gratuity as these are determined on an actuarial basis for the Company as a whole.

**ANNEXURE – ZA  
RESTATED STANDALONE STATEMENT OF TAX SHELTER**

(Amount in Rs. Lakhs)

Particulars	for the year ended on		
	31-03-2025	31-03-2024	31-03-2023
A Profit before taxes as restated	747.63	746.65	203.39
B Tax Rate Applicable %	25.168	27.820	27.820
C Tax Impact (A*B)	188.16	207.72	56.58
Adjustments:			
<b>D Permanent Differences</b>			
Expenses disallowed Under Section 36 of the IT Act 1961	14.46	48.46	0.00
Expenses disallowed Under Section 37 of the IT Act 1961	23.22	0.72	1.91
Expenses disallowed Under Section 40 of the IT Act 1961	-	1.16	0.00
<b>Total Permanent Differences</b>	<b>37.68</b>	<b>50.33</b>	<b>1.91</b>
<b>E Timing Difference</b>			
Difference between tax depreciation and book depreciation	30.49	22.95	4.53
Expenses Disallowed Under Section 43 B(h)	11.96	68.64	-
Expenses disallow under section 43B(h) in previous year but allowable during the previous year	(68.64)		

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	Expenses disallowed Under Section 40A(7) of the IT Act 1961	24.48	19.74	11.82
	Gratuity paid during the year as per valuation	0.00	0.00	0.00
	<b>Total Timing Differences</b>	<b>(1.71)</b>	<b>111.33</b>	<b>16.35</b>
	Set off of Carried forwarded Business Losses			
F	Net Adjustment (F) = (D+E)	35.98	161.66	18.26
G	Tax Expenses/ (Saving) thereon (F*B)	9.06	44.97	5.08
<b>H</b>	<b>Tax Liability, After Considering the effect of Adjustment (C +G)</b>	<b>197.22</b>	<b>252.69</b>	<b>61.66</b>
I	Book Profit as per MAT *			
J	MAT Rate	-	-	-
K	Tax liability as per MAT (I*J)	0.00	0.00	0.00
L	Current Tax being Higher of H or K	197.22	252.69	61.66
M	Interest U/s 234A, B and C of Income Tax Act	15.98	24.65	1.09
<b>N</b>	<b>Total Tax expenses (L+M+N)</b>	<b>213.20</b>	<b>277.34</b>	<b>62.75</b>
P	Tax Paid Under (Normal/MAT) in Income Tax Return Filed by Company	Normal	Normal	Normal

\* MAT refers to Minimum Alternative Tax as referred to in section 115 JB of the Income Tax Act,1961

**Notes:**

1. The aforesaid statement of tax shelters has been prepared as per the restated Summary statement of profits and losses of the Company. The permanent/timing differences have been computed considering the acknowledged copies of the income-tax returns/Provisional computation of total income of respective years as stated above.
2. The above statement should be read with the significant accounting policies and notes to restated standalone statements of assets and liabilities, standalone Statement of profits and losses and standalone Statement of cash flows appearing in Annexures IV, I, II and III.
3. 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).
4. Statutory tax rate includes applicable surcharge, education cess and higher education cess of the year concerned
5. Tax payable under Normal Tax regime U/s 115BAA option, thus not MAT entitlement available to Company

**ANNEXURE – ZB**  
**RESTATED STANDALONE STATEMENT OF CAPITALISATION**

(Amount in Rs. Lakhs)

Particulars	Pre Issue	Post Issue*
<b>Debt</b>		
Short Term Debt	3614.71	-
Long Term Debt	887.78	-
<b>Total Debt</b>	<b>4502.50</b>	
<b>Shareholders' Fund (Equity)</b>		
Share Capital	1312.50	-
Reserves & Surplus	634.59	-
Less: Miscellaneous Expenses not w/off	-	-
<b>Total Shareholders' Fund (Equity)</b>	<b>1947.09</b>	
<b>Long Term Debt/Equity</b>	<b>0.46</b>	-
<b>Total Debt/Equity</b>	<b>2.31</b>	-

**Notes:**

1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.
  2. Long term Debts represent debts other than Short term Debts as defined above but includes installment of term loans repayable within 12 months grouped under other current liabilities.
  3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31/03/2025.
- \* The corresponding post issue figures are not determinable at this stage.

**ANNEXURE – ZC**  
**RESTATED STANDALONE STATEMENT OF MANDATORY ACCOUNTING RATIOS**

(Amount in Lakhs Rs. Except Per Share Data)

Particulars	As at		
	31-03-2025	31-03-2024	31-03-2023
Net Worth (A)	1947.09	1413.71	913.44
Restated Profit after tax	533.37	500.28	162.42
Less: Prior Period Item	-	-	-

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Adjusted Profit after Tax (B)	533.37	500.28	162.42
Number of Equity shares (Face Value Rs 10) outstanding as on the end of Year	1,31,25,000	75,00,000	75,00,000
Weighted Average Number of Equity shares (Face Value Rs 10) after considering conversion of debentures and conversion of share warrants (C)	1,31,25,000	75,00,000	75,00,000
Weighted Average Number of Equity shares (Face Value Rs 10) after considering Bonus Issue of Shares (D)	1,31,25,000	1,31,25,000	1,31,25,000
Current Assets (E)	6359.68	5469.52	4335.10
Current Liabilities (F)	6049.72	5259.82	4339.79
Face Value per Share	10.00	10.00	10.00
Basic Earning Per Share (Rs.) (B/C)	4.06	6.67	2.17
Restated Basic and Diluted Earning Per Share (Rs.) (B/D) (After Bonus)	4.06	3.81	1.24
Return on Net worth (%) (B/A)	27.39%	35.39%	17.78%
Net asset value per share (A/C) (Face Value of Rs. 10 Each) Based on actual number of shares	14.83	18.85	12.18
Net asset value per share (A/D) (Face Value of Rs. 10 Each) Based on Weighted average number of shares	14.83	10.77	6.96
Current Ratio (E/F)	1.05	1.04	1.00
Restated Earnings Before Interest Tax Depreciation and Amortisation and Other Income (EBITDA)	1040.95	1185.82	532.01

**Note:**

1) The ratios have been computed as below:

(a) Basic earnings per share (Rs. ) - : Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year

(b) Diluted earnings per share (Rs. ) - : Net profit after tax as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period or year for diluted EPS

(c) Return on net worth (%) - : Net profit after tax (as restated) / Net worth at the end of the period or year

(d) Net assets value per share - : Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year

(e) EBITDA has been calculated as Profit before Tax+Depreciation+Interest Expenses-Other Income

2) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.

3) Net worth for ratios mentioned is equals to Equity share capital + Reserves and surplus (including Securities Premium, General Reserve and surplus in statement of profit and loss).

4)The figures disclosed above are based on the standalone restated summary statements.

5) Pursuant to Shareholders' resolution dated December 2, 2024 the Increase in the authorized share capital of the Company from ₹800.00 Lakhs divided into 80,00,000 Equity Shares of ₹10/- each to ₹1800.00 Lakhs divided into 1,80,00,000 Equity Shares of ₹10/- each ranking Pari Passu with the existing share capital.

6)Pursuant to Board resolution dated on 6th December, 2024, bonus issue of 56,25,000 equity shares of face value of Rs 10/- in the ratio of 3:4 i.e. Three (3) bonus equity share for every Four (4) equity shares held by shareholder has been issued.

7) The above statement should be read with the significant accounting policies and notes to restated summary statements of assets and liabilities, profits and losses and cash flows appearing in Annexures IV, I, II and III.

**Annexure-ZD**
**OTHER DISCLOSURES AS PER SCHEDULE-III OF THE COMPANIES ACT, 2013**
**ZD1-Value of imports calculated on C.I.F basis by the company during the financial year in respect of**

(Amount in Rs. Lakhs)

Particulars		As at		
		31-03-2025	31-03-2024	31-03-2023
(a)	Raw Material/Traded Goods	4676.25	2660.39	2531.88
(b)	Component/Spare parts	-	-	-
(c)	Capital Goods	-	-	-

**ZD2-Expenditure in foreign currency during the financial year on account of royalty, know-how, professional and consultation fees, interest, and other matters;**

Particulars		As at		
		31-03-2025	31-03-2024	31-03-2023
(a)	Travelling Expenses	-	-	
(b)	Other	47.63	20.43	10.11
	<b>Total</b>	<b>47.63</b>	<b>20.43</b>	<b>10.11</b>

**ZD3-Earnings in foreign exchange**

Particulars		As at		
		31-03-2025	31-03-2024	31-03-2023
(a)	Export of goods calculated on FOB basis	7098.91	6002.18	3891.06
(b)	Export of services calculated on FOB basis	0.00	0.00	0.00

**ZD4-Amounts remitted in foreign currency during the year on account of dividend**

Particulars		As at		
		31-03-2025	31-03-2024	31-03-2023
(a)	Amount of dividend remitted in foreign currency	-	-	-

**ZE2-Leases**

SN	Particulars	As at		
		31-03-2025	31-03-2024	31-03-2023
1	Future minimum rentals payable under non-cancellable operating Lease	-	-	-
	- Not later than one Year	-	-	-
	- Later than one Year and not later than five years	-	-	-
2	Lease payments recognized in the Statement of profit and loss for the period, with separate amount	-	-	-

**ZE3-Foreign Exchange exposure as on year-end are as under:**

SN	Particulars	As at		
		31-03-2025	31-03-2024	31-03-2023
(a)	Amount Receivable	1309.14	904.92	326.42
(b)	Advance received for supply of goods	102.95	86.02	121.46

**ZE4- Auditors Remuneration:**

Particulars		For the year ended on		
		31-03-2025	31-03-2024	31-03-2023
<b>Payment to the auditor as :</b>				
(a)	auditor	2.13	2.00	0.50
(b)	for taxation matters	-	-	-
(c)	for company law matters	-	-	-
(d)	for management services	-	-	-
(e)	for other services	-	-	-
(f)	for reimbursement of expenses	-	-	-
	<b>Total</b>	<b>2.13</b>	<b>2.00</b>	<b>0.50</b>

**ZD5- Segment Reporting:**

**1. Primary Segment (Business Segment)- NA**

**2. Secondary Segment (Geographical Segment)**

As a part of secondary reporting, revenues are attributed to geographical areas based on the location of the customers.

The following table presents information relating to geographical segments for the year ended 31st March, 2025.

Net Sales	31-03-2025	31-03-2024	31-03-2023
Domestic	4659.85	4333.96	4019.58
Export	7332.95	6081.33	4122.02
<b>Total</b>	<b>11992.8</b>	<b>10415.29</b>	<b>8141.6</b>

**Annexure-ZE  
OTHER DISCLOSURES**

**ZE1-Disclosures related to Micro, Small and Medium Enterprises.**

The details relating to Micro, Small and medium enterprise disclosed as under:

Particulars	As at		
	31-03-2025	31-03-2024	31-03-2023
The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year	601.46	166.41	962.75
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-	-
The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-	-

**Annexure- ZF**

**Normal Operating Cycle and Classification of Assets and Liabilities into Current and Non- Current**

- In accordance with the requirement of Schedule III, Normal Operating Cycle of the Company's business is determined and duly approved by the Board of Directors.
- Assets and Liabilities of the above Business have been classified into Current and Non-Current using the above Normal Operating Cycle and applying other criteria prescribed in Schedule III.

**Annexure-ZG**

**Undisclosed Income**

The Company does not have any transaction or undisclosed income which are reported by tax authorities under any assessment year under tax Assessment (such as, search or survey or any other relevant provisions) under the income tax Act- 1961 and rules made thereunder.

**Annexure-ZH**

**Transaction with Struck Off Companies**

The company has not transacted with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

**ANNEXURE – ZI**

**RESTATED STANDALONE STATEMENT OF CSR EXPENDITURE**

(Amount in Rs. Lakhs)

Particulars	for the year ended on		
	31-03-2025	31-03-2024	31-03-2023
a) Amount required to be spent during the year	6.92	0.00	0.00
b) Amount of expenditure incurred	7.03	0.00	0.00
c) (Excess)/Short at the end of the year	(0.11)	0.00	0.00

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d) Total of previous years shortfall	NA	0.00	0.00
e) Reason for shortfall	NA	NA	NA
f) Nature of CSR activities	1. Ensuring Environmental sustainability, ecological balance 2. Employment Enhancing Vocational Skills	NA	NA
g) Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	NA	NA	NA
h) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately	NA	NA	NA

**Note:-**

CSR is applicable from FY 2024-25 as the threshold limit is met.

**ANNEXURE – ZJ  
RESTATED STANDALONE STATEMENT OF GRATUITY**

(Amount in Rs. Lakhs)

Particulars	31-03-2025	31-03-2024	31-03-2023
<b>1.The amounts recognized in the Balance Sheet are as follows:</b>			
Present value of unfunded obligations Recognized	85.58	61.09	41.35
<b>Net Liability</b>	<b>85.58</b>	<b>61.09</b>	<b>41.35</b>
<b>2.The amounts recognized in the Profit &amp; Loss A/c are as follows:</b>			
Current Service Cost	32.61	26.57	17.12
Interest Cost	4.43	3.00	2.14
Expected Return on Plan Assets	-	-	-
Net actuarial losses (gains) recognised in the year	(12.56)	(9.83)	(7.44)
Total, Included in “Salaries, Allowances & Welfare”	<b>24.48</b>	<b>19.74</b>	<b>11.82</b>
<b>3.Changes in the present value of defined benefit obligation:</b>			
Defined benefit obligation as at the beginning of the year/period	61.09	41.35	29.54
Net of Fair Value of Opening Plan Assets	4.43	3.00	2.14
Current Service Cost	32.61	26.57	17.12
Benefit paid by the Company	0.00	0.00	0.00
Actuarial (gain)/loss on obligation	(12.56)	(9.83)	(7.44)
<b>Defined benefit obligation as at the end of the year/period</b>	<b>85.58</b>	<b>61.09</b>	<b>41.35</b>
<b>Benefit Description</b>			
Benefit type:	Gratuity Valuation as per Act		
Retirement Age:	<b>58 years</b>	<b>58 years</b>	<b>58 years</b>
Vesting Period:	<b>5 years</b>	<b>5 years</b>	<b>5 years</b>
<b>The principal actuarial assumptions for the above are:</b>			
Future Salary Rise:	<b>8.00%P.A</b>	<b>8.00%P.A</b>	<b>8.00%P.A</b>
Discount rate per annum:	<b>7.00%P.A</b>	<b>7.25%P.A</b>	<b>7.25%P.A</b>
Attrition Rate:	<b>10% Per Annum</b>		
Mortality Rate:	<b>IALM (2012 - 14)</b>		
<b>Non-Current Liability</b>	<b>73.76</b>	<b>53.08</b>	<b>35.22</b>
<b>Current Liability</b>	<b>11.82</b>	<b>8.01</b>	<b>6.14</b>
	<b>85.58</b>	<b>61.09</b>	<b>41.35</b>

**Annexure-ZK  
Other Information**

1. During the period of restatement, The Company has not Traded or invested in Crypto Currency or Virtual Currency.

2. The Company have not advanced or loaned or invested fund to any other person or entity, including foreign entities (intermediaries) with the understanding that the intermediaries shall:
  - a. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries)
  - b. Provide any guarantee, security or the like to or on behalf of Ultimate Beneficiaries
3. The Company have not received any fund from any person or entity, including foreign entities (Funding Parties) with the understanding (whether recorded in writing or otherwise) that The Company shall:
  - a. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries)
  - b. Provide any guarantee, security or the like to or on behalf of Ultimate Beneficiaries
4. The Company does not use derivative financial instruments such as forward exchange contracts or options to hedge its risks associated with foreign currency fluctuations or for trading/speculation purpose.
5. Number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017, is not applicable on the company.
6. There are no proposed or arrears of dividend to be distributed to equity or preference shareholders for the period.
7. In opinion of board, none of the assets other than property, plant and equipment, Intangible assets and non-current investments which have a value on realization in the ordinary course of business less than the amount at which they are stated.
8. Company has not revalued its Property, Plant and Equipment.
9. During the financial years ended 2024-25, 2023-24 & 2022-2023, company has no extra ordinary items to be disclosed in accordance with the requirements of AS - 5.

**Annexure-ZL**

**Director Personal Expenses**

There are no Direct Personal expenses debited to profit & loss account. However, personal expenditure if included in expenses like telephone, vehicle expenses etc. are not identifiable or separable.

**Annexure-ZM**

**Pending registration / satisfaction of charges with ROC and Other Disclosure**

1. As on 31st March 2025, There are few charges of Axis Bank which are yet to be satisfied. However, NOC for no dues has been received by the company
2. The Company does not have any Benami Property, where any proceeding has been initiated or pending against the company for holding any Benami Property.
3. The Company has not been declared wilful defaulter by any Banks or any other Financial Institution at any time during the period of restatement.
4. The Company has not revalued its Property, Plant and Equipment or Intangible assets during the period of restatement.
5. The Company did not have any material Transactions with companies struck-off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act , 1956 during the restatement period.
6. During the period of restatement, The Company has not Traded or invested in Crypto Currency or Virtual Currency during the year.

**Annexure-ZN**

**Trade Receivables, Trade Payables, Borrowings, Loans & Advances and Deposits**

Balances of Trade Receivables, Trade Payables, Borrowings and Loans & Advances and Deposits are subject to confirmation.

**Annexure-ZO**

**Material Regroupings**

Appropriate adjustments have been made in the restated summary statements of Assets and Liabilities Profits and Losses and Cash flows wherever required by reclassification of the corresponding items of income expenses assets and liabilities in order to bring them in line with the requirements of the SEBI Regulations and Schedule III of Companies Act, 2013.

**ANNEXURE – ZP**

**Restated Statement of Other Financial Ratio**

Sr. No.	Ratio	31-03-2025	31-03-2024	31-03-2023
1	Current Ratio (No of Times)	1.05	1.04	1.00
2	Debt Equity Ratio (No of Times)	2.31	2.69	3.71
3	Debt Service Coverage Ratio (No of Times)	2.06	1.77	1.52
4	Return On Equity Ratio (%)	31.74%	42.99%	19.44%
5	Inventory Turnover Ratio (No. of Times)	1.70	1.77	2.00
6	Trade Receivable Turnover Ratio (No. of Times)	8.33	9.81	10.75
7	Trade Payable Turnover Ratio (No. of Times)	5.99	4.61	4.78

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8	Net Capital Turnover Ratio (No Of Times)	46.16	101.61	10.00
9	Net Profit Ratio (%)	4.45%	4.80%	1.99%
10	Return On Capital Employed (%)	15.58%	19.32%	9.11%
11	Return On Investment/Total Assets (%)	0.00%	0.00%	0.00%

**Note :**

Details of numerator and denominator for the above ratio are as under

- (1) Current Ratio = Current Assets / Current Liabilities.
- (2) Debt- equity ratio = Total debt / Shareholders' equity.
- (3) Debt service coverage ratio = (Net Profit After Tax+Depreciation+Interest)/(Principal + Interest).
- (4) Return on equity ratio= Net profit after taxes / Average Shareholder's Equity.
- (5) Inventory turnover ratio=Cost of goods sold or sales/Average inventory.
- (6) Trade receivables turnover ratio= Revenue from Operations /Average trade receivables.
- (7) Trade payables turnover ratio=Purchase/Average trade payables.
- (8) Net Capital turnover ratio=Net sales/Average working capital.
- (9) Net profit ratio=Net profit after taxes/Total Revenue.
- (10) Return on capital employed=Earnings before interest and taxes/Capital employed.
- (11) Return on investment=Profit on Investment/Weighted Average Investment.

**Variation between FY 2024-25 & FY 2023-24**

S. No.	Particulars	Variation	Reason for more than 25% Variance
1	Current Ratio (No of Times)	1.09	-
2	Debt Equity Ratio (No of Times)	(13.90)	-
3	Debt Service Coverage Ratio (No of Times)	16.91	-
4	Return On Equity Ratio (%)	(26.17)	Due to Decrease in profit after tax and Increase in average of shareholder fund.
5	Inventory Turnover Ratio (No. of Times)	(3.99)	
6	Trade Receivable Turnover Ratio (No. of Times)	(15.05)	-
7	Trade Payable Turnover Ratio (No. of Times)	30.03	
8	Net Capital Turnover Ratio (No Of Times)	(54.57)	Due to Increase in Sales & Decrease in Average Working Capital
9	Net Profit Ratio (%)	(7.41)	-
10	Return On Capital Employed (%)	(19.39)	-

**Variation between FY 2023-24 & FY 2022-23**

S. No.	Particulars	Variation	Reason for more than 25% Variance
1	Current Ratio (No of Times)	4.10	
2	Debt Equity Ratio (No of Times)	-27.59	Due to Increase in Total Debt and Shareholder Equity.
3	Debt Service Coverage Ratio (No of Times)	15.80	
4	Return On Equity Ratio (%)	121.15	Due to increase in average of shareholders fund and profit after tax.
5	Inventory Turnover Ratio (No. of Times)	-11.55	
6	Trade Receivable Turnover Ratio (No. of Times)	-8.82	-
7	Trade Payable Turnover Ratio (No. of Times)	-3.49	

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<b>8</b>	Net Capital Turnover Ratio (No Of Times)	915.84	Due to increase in revenue from operations and Decrease in working capital.
<b>9</b>	Net Profit Ratio (%)	140.78	Due to increase in revenue from operations in profit after tax.
<b>10</b>	Return On Capital Employed (%)	111.99	Due to Increase in EBIT and Capital Employed.

**OTHER FINANCIAL INFORMATION**

The audited financial statements of our Company for the financial year ended March 31, 2025, March 31, 2024 and March 31, 2023 and their respective Audit reports thereon (Audited Financial Statements) are available at <https://www.vktyre.com/>. Our Company is providing a link to this website solely to comply with the requirements specified in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018. The Audited Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) Red Herring Prospectus; or (iii) prospectus, a statement in lieu of a prospectus, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision. Neither our Company, nor BRLM, nor any of their respective Employees, Directors, Affiliates, Agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

*(Amount in ₹ Lakhs, Except Share Data)*

<b>Particulars</b>	<b>31-03-2025</b>	<b>31-03-2024</b>	<b>31-03-2023</b>
Profit After Tax	533.37	500.28	162.42
Basic & Diluted Earnings per Share (Based on Weighted Average Number of Shares)	4.06	3.81	1.24
Return on Net Worth (%)	<b>27.39%</b>	<b>35.39%</b>	<b>17.78%</b>
NAV per Equity Shares (Based on Actual Number of Shares)	14.83	18.85	12.18
NAV per Equity Shares (Based on Weighted Average Number of Shares)	14.83	10.77	6.96
Earnings before interest, tax, depreciation and amortization (EBITDA)	1040.95	1185.82	532.01

**STATEMENT OF FINANCIAL INDEBTEDNESS**

To,

**The Board of Directors**

**VK Tyre India Limited**

Pawan Puri, Behind Sybly Industries Ltd,  
Muradnagar, 201206, Ghaziabad, Uttar Pradesh, India

Dear Ma'am/Sir,

Based on the independent examination of Books of Accounts, Audited Financial Statements and other documents of **VK Tyre India Limited** and further explanations and information provided by the management of the Company, which we believe to be true and correct to the best of our information and belief, the sanction amount of financial indebtedness, principal terms of security for loan and other related details as on March 31st, 2025 are mentioned below.

**A. SECURED LOANS**

**STATEMENT OF PRINCIPAL TERMS OF SECURED LOANS AND ASSETS CHARGED AS SECURITY AS ON MARCH 31<sup>st</sup>, 2025:**

*(Amount in Lakhs)*

Name of Lender	Type of Credit Facility	Purpose of Credit Facility	Sanctioned Amount	Rate of interest	Primary & Collateral Security	Re- Payment Schedule	Balance as on 31.03.2025
Axis Bank	Term Loan	Vehicle Loan	9.00	9.5% p.a.	Note 1	Repayment will be done in 60 Equated Monthly Installments of Rs 18,902.	5.59
Axis Bank	Term Loan	Vehicle Loan	8.50	9.5% p.a.	Note 1	Repayment will be done in 59 Equated Monthly Installments of Rs 18,082.	5.23
Axis Bank	Term Loan	Vehicle Loan	8.29	9.5% p.a.	Note 1	Repayment will be done in 84 Equated Monthly Installments of Rs 13,656.	1.99
Punjab national Bank	Term Loan	Takeover of existing term loan from Axis Bank Ltd	364.00	RLLR + BSP i.e. 9.00% + 0.25% + 0.60% (Spread) - 0.25% (ZO Concession) = 9.60%	Note 2	Repayment will be done in 58 Equated Monthly Installments of Rs 6,61,818 Plus Interest.	258.11
Punjab national Bank	Term Loan	Takeover of existing term loan from Axis Bank Ltd	230.00	RLLR + BSP i.e. 9.00% + 0.25% + 0.60% (Spread) - 0.25% (ZO Concession) = 9.60%	Note 2	Repayment will be done in 65 Equated Monthly Installments of Rs 3,65,079 Plus Interest	170.32

**VK Tyre India Limited**

Punjab national Bank	Term Loan	Takeover of existing term loan from Axis Bank Ltd	250.00	RLLR + BSP i.e. 9.00% + 0.25% + 0.60% (Spread) - 0.25% (ZO Concession) = 9.60%	Note 2	Repayment will be done in 72 Equated Monthly Installments of Rs 3,52,112 Plus Interest	183.35
Punjab national Bank	Packing Credit	To meet working Capital requirement of the firm	1800.00	<b>Upto 270 days</b> RLLR (9.00%) + BSP (0.25%) - 1.25% i.e. 8.00% p.a <b>Above 270 days &amp; upto 360 days</b> RLLR (9.00%) + BSP (0.25%) - 1.25% i.e. 8.00% p.a	Note 3	Running A/C	1799.83
Punjab national Bank	Cash Credit	To meet working Capital requirement of the firm	1125.00	RLLR + BSP i.e. 9.00% + 0.25% + 0.60% (Spread) - 0.25% (ZO Concession) = 9.60%	Note 4	Running A/C	1332.30
Punjab national Bank	Term Loan	Vehicle Loan	24.00	RLLR (9.15%) + BSP (0.10%) = 9.25% - 0.40% = 8.80% PA; subject to change as per bank guidelines	Note 5	Repayment will be done in 60 Equated Monthly Installments of Rs 49,587.	23.02
Punjab national Bank	Term Loan	Term Loan for Capacity Enhancement (Purchase and Installation of Plant & Machinery)	600.00	RLLR + BSP i.e. 9.00% + 0.25% + 0.60% (Spread) - 0.25% (ZO Concession) = 9.60%	Note 6	Repayment will be done in 72 Equated Monthly Installments of Rs 8,00,000 Plus Interest	240.17
Punjab national Bank	Buyer Credit	Purchase & Import of goods under merchanting trade	500.00	Commission @ 25% inbuilt concession under MSME Prime plus scheme	Note 7	Running A/C	48.43
<b>Total (Fund Based)</b>							<b>4,068.34</b>

**NOTES**

Sr.No.	Particulars
<b>Note 1</b>	(a) <b>Primary Security-</b> Hypothecation on Vehicle.
<b>Note 2</b>	(a) <b>Primary Security-</b> 1. Exclusive charge on Entire fixed/ block assets of the firm (present & future). 2. EM of factory property at Khata no 217, Khasra no 171, behind Sybly Industries, Pawanpuri Ind Area, Abupur, Jalalabad, Modinagar, Ghaziabad. (b) <b>Collateral Security-</b> <ul style="list-style-type: none"> <li>• <b>Nature of Limit:</b> Cash Credit and Term Loan</li> <li>• <b>Details of Security:</b> EM of factory property at Khata no. 217, Khasra no. 171, behind Sybly Industries, Pawanpuri Industrial Area, Abupur, Jalalabad, Modinagar, Ghaziabad having area of 14,530 sq. meters.</li> <li>• <b>SARFAESI Complaint (Y/N):</b> Yes</li> </ul>

	<ul style="list-style-type: none"> <li>• <b>Name of Owner &amp; Ownership Details:</b> Property is registered in the name of M/s V.K. Tyre India Ltd and is self-occupied by the borrower.</li> <li>• <b>Value (Rs. in Cr):</b> <ul style="list-style-type: none"> <li>○ Present Market Value: 36.32   Realisable Value: 30.86* (Valuation by M/s CEMG Architects dated 19.08.2023)</li> <li>○ Present Market Value: 40.50   Realisable Value: 34.42 (Valuation by Sh. Ajay Kumar Chaturvedi dated 11.10.2023 Avg)</li> <li>○ Realisable Value: 32.64</li> <li>○ Present Market Value: 38.41   Realisable Value: 32.64</li> </ul> </li> <li>• <b>NEC Details:</b> Report of Sh. Sandeep Goel dated 11.08.2023</li> <li>• <b>Fresh/Existing:</b> Fresh</li> <li>• <b>Personal Guarantee of:</b> <ol style="list-style-type: none"> <li>1. Mr. Sushant Dhingra</li> <li>2. Mr. Prashant Dhingra</li> <li>3. Mr. Raj Kumar Dhingra</li> <li>4. Mr. Roshan Lal Dhingra</li> <li>5. M/s V.K. Enterprises</li> </ol> </li> </ul>
<p><b>Note 3</b></p>	<p>(a) <b>Primary Security-</b></p> <ol style="list-style-type: none"> <li>i. Ist charge on entire current assets, present &amp; future, including entire stocks, book debts, loans &amp; advances etc. and in case of consortium / multiple advances, Ist charge to be held on pari passu basis with other banks. DP, however, to be allowed against stocks only as per Item No. 5 of CC (H&amp;BD) facility.</li> <li>ii. Deposits of confirmed orders and/or original irrevocable LCs of approved foreign banks in all PC accounts.</li> </ol> <p style="text-align: center;">OR</p> <ol style="list-style-type: none"> <li>i. In case of exports from Merchant Exporters/ Export House/ Export Order Holder (EOH), Borrower to submit purchase orders from Export Order Holder along with letter of disclaimer from the EOH for not having availed any limits against the order accompanied by bank's certificate that no PC has been availed by EOH against the Export Contract / Order.</li> </ol>
<p><b>Note 4</b></p>	<p>(a) <b>Primary Security-</b></p> <p>Hypothecation of all types of Current Assets (Present &amp; Future) including Stocks of Raw Materials, Stock-In-Process, Finished Goods, Stores &amp; Spares and entire receivables and all other current assets. DP will be allowed against Stocks and debtors upto 90 days.</p>
<p><b>Note 5</b></p>	<p>(a) <b>Primary Security-</b> Hypothecation of Vehicle purchased out of bank finance</p>
<p>Note 6</p>	<p>(a) <b>Primary Security-</b> Exclusive Charge on Entire fixed/ block assets of the firm (present &amp; future).</p>
<p>Note 7</p>	<p>(a) <b>Primary Security-</b> FLC shipping documents, DP bills covering bills of lading/RR/MTR/Airway Bill and other documents covering consignment.</p>

**B. UNSECURED LOANS**

**STATEMENT OF UNSECURED LOANS TAKEN FROM OTHERS**

(Amount in Lakhs)

Name of Lender	Purpose	Sanctioned Amount (Lakhs Rs.)	Rate of Interest	Re-Payment Schedule	Moratorium	Balance as on 31.03.2025
Prashant Dhingra	Business Purpose	-	-	On-Demand	NA	133.50
Raj Kumar Dhingra	Business Purpose	-	-	On-Demand	NA	176.73
Sushant Dhingra	Business Purpose	-	-	On-Demand	NA	124.43
<b>Total</b>						<b>434.66</b>

Yours faithfully,

**For SR Goyal and Co**  
**Chartered Accountants**  
**Firm Registration No: 001537C**

**Ajay Kumar Atolia**  
**(Partner)**  
**M. No. 077201.**  
**UDIN: 25077201BMLJRU6866**

**Date:** September 12, 2025  
**Place:** Jaipur

## **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS**

*You should read the following discussion in conjunction with our restated financial statements attached in the chapter titled “Financial Information of the Company” beginning on page 156. You should also read the section titled “Risk Factors” on page 26 and the section titled “Forward Looking Statements” on page 18 of this Draft Red Herring Prospectus, which discusses a number of factors and contingencies that could affect our financial condition and results of operations. The following discussion relates to us, and, unless otherwise stated or the context requires otherwise, is based on our Restated Financial Statements.*

*Our 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 auditor dated September 11, 2025 which is included in this Draft Red Herring Prospectus under “Financial Statements”. The Restated Financial Information has been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. Our financial year ends on March 31 of each year, and all references to a particular financial year are to the twelve-month period ended March 31 of that year.*

### **Business Overview**

Our Company was incorporated in 2014 and is engaged in the manufacturing of tyres for Off-the-Road (OTR) vehicles, including agriculture and industrial vehicles, commercial vehicles such as small commercial vehicles (SCVs), light commercial vehicles (LCVs) and heavy commercial vehicles (HCVs), as well as two-wheelers, three-wheelers and e-vehicles including e-rickshaws and e-bikes. Our products are supplied to end-use sectors such as construction, mining, logistics, agriculture and transportation, catering to both urban and rural markets across domestic and international geographies.

We are recognized in the market under our corporate brand name “VK Tyre”. In addition, we market our tyre products under brand names such as “Pradhan Plus”, “Agri King”, “Flotking”, “Speedking”, “Milestar”, “Mine Gold”, “Smart Rider” and “Power Rider Plus”, among others, catering to different customer segments. We supply our products to both the Original Equipment Manufacturer (OEM) segment and the replacement market in domestic as well as international geographies. Our distribution network includes OEMs, fleet operators, distributors and retailers, and we also sell through e-commerce platforms such as Flipkart.

Our product portfolio includes tyres for earthmoving and construction equipment (such as loaders, graders, compactors and dumpers), material handling vehicles (such as forklifts, cranes and container handlers), agricultural machinery (including tractors, harvesters, tillers and trailers), and commercial vehicles (including trucks, SCVs, LCVs and HCVs). We also manufacture tyres for two-wheelers and three-wheelers, including motorcycles, scooters and e-rickshaws. In addition, we are engaged in the trading of tubes and flaps, which are procured from third-party suppliers and sold along with our tyres or independently in the replacement market. We primarily manufacture cross-ply (bias) tyres, which are designed to provide features such as heat resistance, puncture resistance and suitability for load-bearing applications.

Our registered office and manufacturing facility is located at Pawanpuri, behind Sybly Industries Ltd., Muradnagar, 201206, Ghaziabad, Uttar Pradesh and is spread over an area of 14,530 square meters with an installed capacity of 24 metric tonnes per day. The plant is equipped with tyre-building machines, curing presses, extruders, kneaders, bead-building machines and compound mixing systems. For quality assurance, the facility has endurance and plunger testing machines, dynamic balancers, and laboratory equipment for testing tensile strength, rheological properties, thermal and ozone resistance, and other physical parameters of raw materials and finished products. We follow a quality control process covering raw material inspection, process monitoring and final product testing.

Our Company holds ISO 9001:2015 certification for Quality Management Systems and ISO 14001:2015 certification for Environmental Management Systems. Our products have also received quality-related accreditations required for specific markets, including the SONCAP Product Certificate for exports to Nigeria, EU homologation and REACH certification for exports to European markets, and certification from the Saudi Standards, Metrology and Quality Organization (SASO) for exports to the Kingdom of Saudi Arabia.

Our business operations are divided into two divisions: (i) domestic sales; and (ii) exports. As of Fiscal 2025, 2024 and 2023, we had a presence in 28 states and 6 union territories in India. Internationally, we export our products to North America, Latin America, Europe, Eastern Europe, Central Europe, the Middle East and the Far East, including South East Asia. For Fiscals 2025, 2024 and 2023, our revenue from exports was ₹7,332.95 lakhs, ₹6,081.33 lakhs and ₹4,122.02 lakhs, contributing 61.14%, 58.39% and 50.63%, respectively, to our revenue from operations. Our Company has received recognitions, including the “Distinct Product Quality Award” from the Department of MSME, Government of Uttar Pradesh, and in 2023, was awarded Gold Seller Status on the Flipkart marketplace.

The principal raw materials used in tyre manufacturing include natural rubber, synthetic rubber, carbon black, nylon fabric, oils, rubber chemicals, compounds and bead wire. These are procured from domestic and international suppliers, depending on market availability, pricing and quality standards. The cost of materials consumed, including purchases of stock-in-trade and changes in inventory,

## VK Tyre India Limited

accounted for 61.64%, 60.77% and 60.07% of revenue from operations for the financial years ended March 31, 2025, 2024 and 2023, respectively. Tubes and flaps, which are traded products, are procured as finished goods from third-party suppliers.

Our Company is managed by our Promoters and Key Managerial Personnel (KMP), including Raj Kumar Dhingra, Sushant Dhingra and Prashant Kumar Dhingra. Raj Kumar Dhingra, Chairman and Managing Director, has approximately 35 years of experience in the tyre and rubber industry and is responsible for business planning and development, and formulation and implementation of strategies. Sushant Dhingra, Whole-time Director and Chief Financial Officer, has approximately 14 years of experience in the tyre and rubber industry and is responsible for finance, export sales and marketing. Prashant Kumar Dhingra, Whole-time Director, has approximately 14 years of experience in the tyre and rubber industry and is responsible for production, procurement and human resources. Other Promoters, namely Lata Dhingra, Pooja Dhingra and Geeta Dhingra, are associated with the Company's operations.

### Key Performance Indicators of our Company

(₹ in Lakhs except percentages and ratios)

Key Financial Performance	As at the Period/Year ended		
	FY 2024-25	FY 2023-24	FY 2022-23
Revenue from operations <sup>(1)</sup>	11992.81	10415.29	8141.6
EBITDA <sup>(2)</sup>	1040.95	1185.82	532.01
EBITDA Margin <sup>(3)</sup>	8.68%	11.39%	6.53%
PAT <sup>(4)</sup>	533.37	500.28	162.42
PAT Margin <sup>(5)</sup>	4.45%	4.80%	1.99%
RoE (%) <sup>(6)</sup>	31.74%	42.99%	19.44%
RoCE (%) <sup>(7)</sup>	15.58%	19.32%	9.11%
Net Worth <sup>(8)</sup>	1,947.09	1413.71	913.44

#### Notes:

<sup>(1)</sup> Revenue from operation means Revenue from Operations as appearing in the Restated Financial Statements

<sup>(2)</sup> EBITDA is calculated as Profit before tax + Depreciation + Finance Cost - Other Income

<sup>(3)</sup> 'EBITDA Margin' is calculated as EBITDA divided by Revenue from Operations

<sup>(4)</sup> PAT is calculated as Profit before tax – Tax Expenses

<sup>(5)</sup> 'PAT Margin' is calculated as PAT for the period/ year divided by Revenue from Operations.

<sup>(6)</sup> Return on Equity is ratio of Profit after Tax and Average Shareholder Equity.

<sup>(7)</sup> Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus total borrowings {current & non-current}.

<sup>(8)</sup> Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss) - Preliminary Expenses to the extent not written-off.

#### Explanation for KPI metrics:

KPI	Explanations
Revenue from Operations	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
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.
RoE (%)	RoE provides how efficiently our Company generates profits from shareholders' funds.
RoCE (%)	RoCE provides how efficiently our Company generates earnings from the capital employed in the business.
Net Worth	Net Worth is used by management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity.

### STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

For details in respect of Statement of Significant Accounting Policies, please refer to “*Restated Financial Statements*” beginning on page 156 of this Draft Red Herring Prospectus.

1. General economic and business conditions in the automotive sector, the replacement tyre market, and in the local, regional, national and international economies in which we operate;

2. Our ability to respond to technological changes, including new tyre designs, automation in manufacturing processes, and sustainable production methods;
3. The effect of wage pressures, availability of skilled labour, seasonal hiring patterns, and the time required to train and productively utilize new employees at our manufacturing facilities;
4. Any change in government policies resulting in increases in taxes, duties, or levies applicable to tyre manufacturing or sales;
5. Our ability to comply with changes in safety, health, environmental, pollution control, and labour laws and other applicable regulations relating to the tyre industry;
6. Our ability to manage our manufacturing operations, capacity utilization, supply chain and business growth effectively;
7. Our ability to finance our business growth, capital expenditure and working capital requirements, and obtain financing on favourable terms;
8. Changes in the competition landscape, including pricing pressures and entry of new domestic or international tyre manufacturers;
9. Our ability to retain our key managerial personnel, engineers, technical experts and other employees critical to our operations;
10. Our ability to compete effectively, particularly in new market segments such as radial tyres, two-wheeler tyres, off-the-road tyres and export markets;
11. Inflation, deflation, and unanticipated turbulence in raw material prices (such as natural rubber, synthetic rubber, carbon black, and crude derivatives), interest rates, equity prices or other macroeconomic factors;
12. Any adverse outcome in legal, regulatory or environmental proceedings in which we are involved;
13. Our Company's ability to successfully implement its business strategy, capacity expansion, growth and technological initiatives;
14. Failure to comply with regulations prescribed by statutory and regulatory authorities in India or other jurisdictions to which we export our products;
15. Inability to successfully obtain or renew registrations, licenses, permits, approvals and certifications required for our operations;
16. Potential conflicts of interest with affiliated companies, the promoter group and other related parties;
17. Global or regional disruptions due to pandemics, war, geopolitical tensions, or other crises affecting supply chains, trade or demand;
18. Concentration of ownership among our Promoters, which may allow them to exercise significant influence over our business decisions.

### Discussion on Result of Operations

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements for financial years ended on March 31, 2025, March 31, 2024 and March 31, 2023.

*(Amount in ₹ Lakhs)*

Particulars	31-Mar-2025	% of Total Income	31-Mar-2024	% of Total Income	31-Mar-2023	% of Total Income
Revenue From Operation	11992.81	97.65	10415.29	99.04	8141.60	99.00
Other Income	288.10	2.35	100.69	0.96	82.39	1.00
<b>Total Income</b>	<b>12280.91</b>	<b>100.00</b>	<b>10515.98</b>	<b>100.00</b>	<b>8223.99</b>	<b>100.00</b>
<b>Expenditure</b>						
Cost of Material Consumed	7265.62	59.16	6516.85	61.97	5779.58	70.28
Purchases of Stock in Trade	248.15	2.02	171.59	1.63	163.22	1.98
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	(121.84)	(0.99)	(359.51)	(3.42)	(1052.03)	(12.79)
Employee Benefit Expenses	1184.25	9.64	908.99	8.64	640.57	7.79
Finance Cost	264.01	2.15	266.63	2.54	194.43	2.36
Depreciation and Amortisation Expenses	324.49	2.64	279.69	2.66	222.32	2.70
Other Expenses	2368.60	19.29	1985.10	18.88	2072.51	25.20
<b>Total Expenditure</b>	<b>11533.28</b>	<b>93.91</b>	<b>9769.33</b>	<b>92.90</b>	<b>8020.60</b>	<b>97.53</b>
<b>Profit/(Loss) Before Exceptional &amp; extraordinary items &amp; Tax</b>	<b>747.63</b>	<b>6.09</b>	<b>746.65</b>	<b>7.10</b>	<b>203.39</b>	<b>2.47</b>
Exceptional item	-	-	-	-	-	-
<b>Profit/(Loss) Before Extraordinary items</b>	<b>747.63</b>	<b>6.09</b>	<b>746.65</b>	<b>7.10</b>	<b>203.39</b>	<b>2.47</b>
Extraordinary Item	-	-	-	-	-	-
<b>Profit before Tax</b>	<b>747.63</b>	<b>6.09</b>	<b>746.65</b>	<b>7.10</b>	<b>203.39</b>	<b>2.47</b>
Tax Expense:	-	-	-	-	-	-
Tax Expense for Current Year	213.20	1.74	277.34	2.64	62.75	0.76
Deferred Tax	1.06	0.01	(30.97)	(0.29)	(21.78)	(0.26)

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<b>Net Current Tax Expenses</b>	<b>214.26</b>	<b>1.74</b>	<b>246.37</b>	<b>2.34</b>	<b>40.97</b>	<b>0.50</b>
<b>Profit/(Loss) for the Year (10-11)</b>	<b>533.37</b>	<b>4.34</b>	<b>500.28</b>	<b>4.76</b>	<b>162.42</b>	<b>1.97</b>

**Revenue from operations:**

Revenue from Operations mainly consists of revenue from sale of tyres for two-wheelers, three-wheelers, trucks, and commercial vehicles.

**Other Income:**

Other income comprises of Interest on Fixed deposits, Foreign Exchange Fluctuation Gain, Export Duty Drawback Income, Gateway Freight Subsidy, RoDTEP Income etc.

**Total Expenses:**

Total expenses consist of operating cost like cost of material consumed, purchase of stock in trade, employee benefit expenses, finance costs, Depreciation and amortization expenses and other expenses.

**Cost of Material Consumed:**

Our cost of material consumed comprises of indigenous purchases and imported goods of raw material.

**Purchases of stock-in-trade:**

Purchases of stock-in-trade consists of stock-in-trade purchases during the period.

**Employee benefit expenses:**

Employee benefit expenses primarily comprise of Salaries & wages, Director Remuneration, Contribution to Provident and other funds, and Staff Welfare Expenses.

**Finance Costs:**

Finance cost includes Interest expenses, and other borrowing costs.

**Depreciation and Amortization Expenses:**

Depreciation includes depreciation on PPE and amortization of Intangible assets.

**Other Expenses:**

Other Expenses consists of Consumables, Labour Charges, Factory expenses, Rent Rates & Taxes, Insurance, Legal & Professional fees, Repair & maintenance, Travelling expenses, watch & ward expenses, Environmental expenses, Bank Charges, Electricity expenses, Freight & Cartage expenses & Business promotion, etc.

**Financial Year 2025 Compared to Financial Year 2024 (Based on Restated Financial Statements)****Total Income:**

Total income for the financial year 2024-25 stood at ₹ 12280.91 Lakhs whereas in financial year 2023-24 the same stood at ₹ 10515.98 Lakhs representing an increase of 16.78%. The main reason of increase was due to increase in the revenue from operations and other income of the company.

**Revenue from Operations:**

During the financial year 2024-25, the net revenue from operations of our Company increased to ₹ 11992.81 Lakhs as against ₹ 10415.29 Lakhs in the financial year 2023-24 representing an increase of 15.15%. Such increase was mainly due to increase in sales of Tyres & Tubes.

**Other Income:**

During the financial year 2024-25, the other income of our Company increased to ₹ 288.10 Lakhs as against ₹ 100.69 lakhs in the financial year 2023-24 representing an increase of 186.13%. The main reason of increase in other income in the financial year 2024-25 was due to increase of gain in foreign exchange fluctuation income & RoDTEP income in the year 2024-25.

**Total Expenses**

The total expenses for the financial year 2024-25 increased to ₹ 11533.28 Lakhs from ₹ 9769.33 lakhs in the financial year 2023-24 representing an increase of 18.06%. Such increase was due to increase in employee benefit expenses from ₹ 908.99 in year 2023-24 to ₹ 1184.25 lakhs in year 2024-25 representing an increase of 30.28%, increase in purchase of Stock in Trade from ₹ 171.59 in year 2023-24 lakhs to ₹ 248.15 in year 2024-25 representing an increase of 44.62%, Increase in other expenses from ₹ 1985.10 Lakhs in 2023-24 to ₹ 2368.60 Lakhs in 2024.25 representing an increase of 19.32%.

**Cost of Material Consumed:**

Cost of material consumed increased to ₹7265.62 in F.Y. 2024-25 from ₹ 6516.85 in F.Y. 2023-24 representing an increase of 11.49%. Main reason of increase in cost of material consumed was due to increase in purchases of raw material in F.Y. 2024-25 of ₹7788.65 as compared to ₹6700.61 in F.Y. 2023-24.

**Purchases of stock-in-trade:**

The Total Purchase of Stock in Trade for the financial year 2024-25 increased to ₹248.15 lakhs from ₹171.59 lakhs in the Financial Year 2023-24 representing a increase of 44.62%.

**Employee benefits expense:**

Our Company has incurred ₹ 1184.25 Lakhs as Employee benefit expenses during the financial year 2024-25 as compared to ₹ 908.99 Lakhs in the financial year 2023-24. The increase of 30.28% was due to increase in salary and wages in F.Y. 2024-25.

**Finance costs:**

Finance costs for the financial Year 2024-25 decreased to ₹ 264.01 Lakhs as against ₹ 266.63 Lakhs during the financial year 2023-24. The decrease of 0.98% was due to decrease in Interest expense in F.Y. 2024-25.

**Depreciation and Amortization Expenses:**

Depreciation for the financial year 2024-25 stood at ₹324.49 Lakhs as against ₹ 279.69 Lakhs during the financial year 2023-24. The increase in depreciation was around 16.02% in comparison to the previous year.

**Other Expenses:**

Our Company has incurred ₹ 2368.60 Lakhs during the Financial Year 2024-25 on other expenses as against ₹ 1985.10 Lakhs during the financial year 2023-24. There was an increase of 19.32% in comparison to the previous year. The main reason of increase was due to increase in labor charges, Environmental expenses, Bank charges, Repair & Maintenance expenses in F.Y. 2024-25 etc.

**Restated profit before tax:**

Net profit before tax for the financial year 2024-25 increased to ₹ 747.63 Lakhs as compared to ₹ 746.65 Lakhs in the financial year 2023-24 which was majorly due to factors as mentioned above.

**Restated profit for the year:**

The Company reported Restated profit after tax for the financial year 2024-25 of ₹ 533.37 Lakhs in comparison to ₹ 500.28 lakhs in the financial year 2023-24. The increase of 6.62% was majorly due to factors mentioned above.

**Financial Year 2024 Compared to Financial Year 2023 (Based on Restated Financial Statements)**

**Total Income:**

## ***VK Tyre India Limited***

Total income for the financial year 2023-24 stood at ₹ 10515.98 Lakhs whereas in Financial Year 2022-23, the same stood at ₹ 8223.99 Lakhs representing an increase of 27.87%. The main reason of increase was due to increase in the revenue from operations and other income of the company.

### **Revenue from Operations**

During the financial year 2023-24, the net revenue from operations of our Company increased to ₹ 10415.29 Lakhs as against ₹ 8141.60 Lakhs in the Financial Year 2022-23 representing an increase of 27.93%. The main reason of increase was due to increase in sales of Tyres & Tubes.

### **Other Income:**

During the financial year 2023-24, the other income of our Company has increased to ₹ 100.69 Lakhs as against ₹ 82.39 lakhs in the Financial Year 2022-23 representing an increase of 22.21 %. The major reason for increase was majorly due to increase in Gateway Freight Subsidy Income in F.Y. 2023-24.

### **Total Expenses**

The total expenses for the financial year 2023-24 increased to ₹ 9769.33 Lakhs from ₹ 8020.60 lakhs in the financial year 2023-24 representing an increase of 21.80%. Main reason of increase of total expenses was due to increase in employee benefit expenses from ₹640.57 in year 2022-23 to ₹ 908.99 in year 2023-24 representing an increase of 41.90%, increase in Finance cost from ₹ 194.43 Lakhs in year 2022-23 lakhs to ₹ 266.63 in year 2023-24 representing an increase of 37.13%.

### **Cost of Material Consumed:**

Cost of material consumed increased to ₹6516.85 in F.Y. 2023-24 from ₹ 5779.58 in F.Y. 2022-23 representing an increase of 12.76%. Main reason of increase in cost of material consumed was due to increase in purchases of raw material in F.Y. 2023-24 of ₹6700.61 as compared to ₹5772.82 in F.Y. 2022-23.

### **Purchases of stock-in-trade:**

The Total Purchase of Stock in Trade for the financial year 2023-24 increased to ₹171.59 lakhs from ₹163.22 lakhs in the Financial Year 2023-24 representing a increase of 5.13%.

### **Employee benefits expense:**

Our Company has incurred ₹ 908.99 Lakhs as Employee benefits expense during the financial year 2023-24 as compared to ₹ 640.57 Lakhs in the financial year 2022-23 representing an increase of 41.90% mainly due to increase of Salary and wages.

### **Finance costs:**

Finance costs for the financial Year 2023-24 increased to ₹ 266.63 Lakhs as against ₹ 194.43 Lakhs during the financial year 2022-23. The increase of 37.13% is due to increase in Interest expense in F.Y. 2023-24.

### **Depreciation and Amortization Expenses:**

Depreciation for the financial year 2023-24 stood at ₹ 279.69 Lakhs as against ₹ 222.32 Lakhs during the financial year 2022-23. The increase in depreciation was around 25.80% in comparison to the previous year.

### **Other Expenses:**

Our Company has incurred ₹ 1985.10 Lakhs during the Financial Year 2023-24 on other expenses as against ₹ 2072.51 Lakhs during the financial year 2022-23. There was decrease of 4.22% in comparison to the previous year. Main reason of decrease in other expenses was due to decrease in expenses like Freight & Cartage, Consumables etc. in F.Y. 2023-24.

### **Restated profit before tax:**

Restated profit before tax for the financial year 2023-24 has increased to ₹ 746.65 Lakhs as compared to ₹203.39 Lakhs in the financial year 2022-23. The increase of 267.11% which was majorly due to factors as mentioned above.

**Restated profit for the year:**

The Company reported Restated profit after tax for the financial year 2023-24 of ₹ 500.28 Lakhs in comparison to ₹ 162.42 Lakhs in the financial year 2022-23. The increase of 208.02% which was majorly due to factors as mentioned above.

**Information required as per Item (II)(C)(iv) of Part A of Schedule VI to the SEBI Regulations:**

**An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:**

**1. *Unusual or infrequent events or transactions***

There has not been any unusual trend on account of our business activity. Except as disclosed in this Draft Red Herring Prospectus, there are no unusual or infrequent events or transactions in our Company.

**2. *Significant economic changes that materially affected or are likely to affect income from continuing operations.***

There are no significant economic changes that may materially affect or likely to affect income 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.***

Apart from the risks as disclosed under Section “**Risk Factors**” beginning on page 26 of the Draft Red Herring Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

**4. *Future changes in relationship between costs and revenues***

Other than as described in the sections “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 26, 105 and 209 respectively, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

**5. *Segment Reporting***

Our business activity primarily falls within a single business and geographical segment, other than as disclosed in “**Restated Financial Statements**” on page 156, we do not follow any other segment reporting

**6. *Status of any publicly announced New Products or Business Segment***

Except as disclosed in the Chapter “**Our Business**” on page 105 of this Draft Red Herring Prospectus, our Company has not announced any new product or service.

**7. *Seasonality of business***

Our business is not subject to seasonality. For further information, see “**Industry Overview**” and “**Our Business**” on pages 97 and 105 respectively of this Draft Red Herring Prospectus.

**8. *Dependence on single or few customers***

Given the nature of our business operations, we do not believe our business is dependent on any single or a few customers

**9. *Competitive conditions***

Competitive conditions are as described under the Chapters “**Industry Overview**” and “**Our Business**” beginning on pages 97 and 105 respectively of this Draft Red Herring Prospectus.

**10. Details of material developments after the date of last balance sheet i.e., March 31, 2025.**

1. The Company has passed Special resolution at the Extra Ordinary General Meeting held on April 01, 2025 to alter the Clause III(B) by inserting sub-clause No. 36 to 41 after existing sub-Clause No. 35.
2. The Company has been authorized to proceed with the Issue, pursuant to the resolution passed by the Board of Directors at its meeting held on August 5, 2025 and Shareholders meeting dated August 16, 2025.

**CAPITALISATION STATEMENT**

The following table sets forth our Capitalization as at March 31, 2025, on the basis of our Restated Financial Statements:

(₹ in lakhs)

Particulars	Pre-Issue as on 31-03-2025	Post-Issue
<b>Borrowings</b>		
Short Term Debt	3614.71	*
Long Term Debt (including current maturities of long-term borrowing)	887.78	*
<b>Total debts</b>	<b>4502.50</b>	*
<b>Shareholders' funds</b>		
Equity share capital	1312.50	*
Reserve and surplus - as restated	634.59	*
<b>Total Shareholders' funds</b>	<b>1947.09</b>	*
<b>Long term debt / Shareholders funds</b>	<b>0.46</b>	*
<b>Total debt / Shareholders funds</b>	<b>2.31</b>	*

(\*) The corresponding post issue figures are not determinable at this stage pending the completion of public issue and hence have not been furnished.

**Notes:**

1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.
2. Long term Debts represent debts other than Short term Debts as defined above but includes installment of term loans repayable within 12 months grouped under other current liabilities.
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31/03/2025.

## SECTION VII – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except as stated below, as on the date of this Draft Red Herring Prospectus, there are no outstanding (i) criminal proceedings (including matters at FIR stage where no / some cognizance has been taken by any court or any judicial authority); (ii) actions by statutory or regulatory authorities; (iii) claims related to direct or indirect tax liabilities; or (iv) proceedings (other than proceedings covered under (i) to (ii) above) which have been determined to be material pursuant to the Materiality Policy (as disclosed herein below), involving our Company, our Directors, our Promoters, our Subsidiary, (the “**Relevant Parties**”).

Further, except as disclosed in this section, there are no (a) disciplinary actions including penalty imposed by the SEBI or any stock exchange against any of our Promoters in the last five Financial Years preceding the date of this Draft Red Herring Prospectus; (b) outstanding criminal proceedings (including matters at FIR stage where no / some cognizance has been taken by any court or any judicial authority), involving our Key Managerial Personnel and members of Senior Management; (c) outstanding actions by statutory or regulatory authorities against our Key Managerial Personnel and Senior Managerial Personnel; or (d) pending litigation involving our Group Companies which may have a material impact on our Company.

For the purpose of identification and disclosure of material litigation in relation to (iv) above, our Board in its meeting held on September 12<sup>th</sup>, 2025 has considered and adopted the following policy on materiality with regard to material outstanding litigation involving the Relevant Parties, to be disclosed by our Company in this Draft Red Herring Prospectus (“**Materiality Policy**”).

(i) the monetary amount of the claim/dispute made by or against the Relevant Parties in any such pending litigation/ arbitration proceeding, to the extent quantifiable, exceeds the lower of the following:

(a) two percent of turnover, as per the latest annual restated financial statements i.e. ₹ 239.86 lakhs; or

(b) two percent of net worth, as per the latest annual restated financial statements of the Company, except in case the arithmetic value of the net worth is negative i.e. ₹ 38.94 lakhs; or

(c) five percent of the average of absolute value of profit or loss after tax, as per the last three annual restated financial statements of the Company i.e. ₹ 19.93 lakhs.”

(ii) where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in individual litigation does not exceed the amount determined as per clause (a) above, and the amount involved in all of such cases taken together exceeds the amount determined as per clause (i) above; and

(iii) where monetary liability is not quantifiable or does not exceed the threshold mentioned in point (i) above, the outcome of any such pending proceedings may have a material bearing on the business, operations, performance, prospects, financial position or reputation of the Company.

The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI (ICDR) Regulations, 2018 as amended for creditors where outstanding due to any one of them exceeds 5% of the Company’s total trade payables as per the latest restated financial statements.

#### **A. LITIGATION INVOLVING THE COMPANY**

##### **(a) Criminal proceedings against the Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Company.

##### **(b) Criminal proceedings filed by the Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the Company.

##### **(c) Other pending material litigations against the Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding material litigation initiated against the Company.

##### **(d) Other pending material litigations filed by the Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding material litigation initiated by the Company.

**(e) Actions by statutory and regulatory authorities against the Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Company.

**B. LITIGATIONS INVOLVING THE PROMOTERS & DIRECTORS OF THE COMPANY**

**(a) Criminal proceedings against the Promoters & Directors of the Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Promoters & Directors of the Company.

**(b) Criminal proceedings filed by the Promoters & Directors of the Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated by the Promoters & Directors of the Company.

**(c) Other pending litigations against the Promoters & Directors of the Company**

As on the date of this Draft Red Herring Prospectus, there are no other pending litigations initiated against the Promoters & Directors.

**(d) Other pending material litigations filed by the Promoters & Directors of the Company**

As on the date of this Draft Red Herring Prospectus, there are no other pending litigations initiated by the Promoters & Directors.

**(e) Actions by statutory and regulatory authorities against the Promoters & Directors of the Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions initiated by the statutory and regulatory authorities against the Promoters & Directors.

**(f) Disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoters in the last five financial years, including outstanding action**

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by SEBI or stock exchanges against the Promoters, nor any penalties have been imposed in the last five years.

**C. LITIGATIONS INVOLVING THE SUBSIDIARY/ GROUP COMPANY OF THE COMPANY**

As on the date of this Draft Red Herring Prospectus, there is no Group/Subsidiary Company of the Issuer Company.

**D. PROCEEDINGS INVOLVING THE KEY MANAGERIAL PERSONNEL (KMPs EXCLUDING MANAGING DIRECTOR AND WHOLE TIME DIRECTOR) AND SENIOR MANAGERIAL PERSONS (SMPs) OF THE COMPANY**

**(a) Criminal proceedings against the KMPs and SMPs**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Key Managerial Personnel and Senior Management Personnel of the Company.

**(b) Criminal proceedings filed by the KMPs and SMPs**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings filed by the Key Managerial Personnel and Senior Management Personnel of the Company.

**(c) Actions by statutory and regulatory authorities against the KMPs and SMPs**

**VK Tyre India Limited**

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Key Managerial Personnel and Senior Management Personnel.

**E. TAX PROCEEDINGS**

Nature of Proceedings	Number of cases	Amount involved* (Rs. in lakhs)	Status (Description)
<b>Of the Company - VK Tyre India Limited</b>			
Direct Tax (Income Tax – Outstanding Demand)	2	21.73	1. Outstanding Demand of Rs. 7,27,200 and the Accrued Interest of Rs. 3,27,240 dated, April 03, 2025 for AY 2020-21 u/s 154 which makes a sum total of Rs. <b>10,54,440.</b> 2. Outstanding Demand of Rs. 9,47,700 and the Accrued Interest of Rs. 1,70,586, dated, March 26, 2024 for AY 2023-24 u/s 143 1a which makes a sum total of Rs. <b>11,18,286</b>
Direct Tax (Income Tax – E Proceedings)	01	Unascertainable	ITR – 6 Defective Notice u/s 139(9) for A.Y. 2016-17
Direct Tax (TDS)	8	1.66	The TRACES portal indicates TDS defaults amounting to a total outstanding liability of Rs.1,65,660.00 for the year 2021-22 (Rs. 61,260.00), 2022-23 (Rs. 29,610.00), 2023-24 (Rs. 14,890.00), 2024-25 (Rs. 37,500.00), 2019-20 (Rs. 3,100.00), 2018-19 (Rs. 780.00), 2017-18 (Rs. 120.00) and 2020-21 (18400.00)
Indirect Tax (GST Uttar Pradesh)	02	8.72*	1. One Show Cause notice GST DRC-01 u/s 74 (9) r.w. section 162(2) 2 of GST ACT 2017 for F.Y. 2019-20, dated January 05, 2022 for the outstanding amount of Rs. 8,71,740 has been received. 2. One ASMT – 10 Notice for intimating discrepancies in One ASMT – 10 Notice for intimating discrepancies in return after scrutiny u/s 61 rule 99(1) of GST Act, 2017, for F.Y. 2023-24, dated January 03, 2024 in which there is a difference between ITC claimed in GSTR-3B and ITC declared in GSTR-2A/B.
<b>Of the Promoters/Directors - Nil</b>			

\*To the extent Quantifiable

**F. AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS:**

The Board of Directors of our Company considers dues exceeding 5% of our Company’s total Trade payables as per Restated financial statements, to small scale undertakings and other creditors as material dues for our Company. Our Board of Directors considers dues owed by our Company to the creditors exceeding Rs. 54.95 lakhs of the Company’s trade payables as per the last restated financial statements as material dues for the Company. The trade payables for the year period ended on March 31, 2025 were Rs.1098.93 lakhs. Accordingly, a creditor has been considered ‘material’ if the amount due to such creditor exceeds Rs. 54.95 lakhs. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on September 12<sup>th</sup>, 2025. Based on these criteria, details of outstanding dues owed as on March 31<sup>st</sup>, 2025 by our Company on are set out below:

(₹ in lakhs)

Types of creditors	Number of creditors	Amount involved
A. Micro, small and medium enterprises	147	567.95
B. Other Creditors	108	129.52
<b>Total (A+B)</b>	<b>255</b>	<b>697.47</b>
C. Material Creditors	3	401.46

The details pertaining to net outstanding dues towards our material creditors as on March 31<sup>st</sup>, 2025 (along with the names and amounts involved for each such material creditor) are available on the website of our Company at [www.vktyre.com](http://www.vktyre.com) . It is clarified that such details available on our website do not form a part of this Draft Red Herring Prospectus.

**MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE:**

Except as disclosed in Chapter titled “*Management’s Discussion & Analysis of Financial Conditions & Results of Operations*” beginning on page 209 of this Draft Red Herring Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date

## **GOVERNMENT AND OTHER APPROVALS**

Except as mentioned below, our Company has received the necessary consents, licenses, permissions, registrations and approvals from the Central and State Governments and other government agencies/ regulatory authorities/ certification bodies required to undertake the Issue or continue our business activities and no further approvals are required for carrying on our present or proposed business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Red Herring Prospectus.

For details in connection with the regulatory and legal framework within which we operate, see the section titled “**Key Industrial Regulations and Policies**” at page 120 of this Draft Red Herring Prospectus. The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

The Company has got following licenses/ registrations/ approvals/ consents/ permissions from the Government and various other Government agencies required for its present business.

### **I. APPROVALS FOR THE ISSUE**

The following approvals have been obtained in connection with the Issue:

#### **Corporate Approvals:**

- a) The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on August 05, 2025 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
- b) The shareholders of our Company have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a Special Resolution passed in the Extra Ordinary General Meeting held on August 16, 2025 authorized the Issue.
- c) Our Board approved the Draft Red Herring Prospectus pursuant to its resolution dated [●].

#### **Approval from the Stock Exchange:**

In-principle approval dated [●] from BSE for using the name of the Exchange in the offer documents for listing of the Equity Shares on SME Platform of BSE, issued by our Company pursuant to the Issue.

#### **Agreements with NSDL and CDSL:**

- a) The company has entered into an agreement dated May 26, 2025 with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent, who in this case is Bigshare Services Pvt Ltd for the dematerialization of its shares.
- b) Similarly, the Company has also entered into an agreement dated January 21, 2025 with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who in this case is Bigshare Services Pvt Ltd for the dematerialization of its shares.
- c) The International Securities Identification Number (ISIN) of our Company is INE0S6T01015.

#### **Lenders’ No Objection Certificate(“NOC”)**

NOC for the proposed IPO received from Punjab National Bank on March 21, 2025.

**II. APPROVALS PERTAINING TO INCORPORATION, NAME AND CONSTITUTION OF OUR COMPANY**

Sr. No.	Nature of Registration	Certificate is in the name of	CIN	Applicable Laws	Issuing Authority	Date of Certificate	Date of Expiry
1.	Certificate of Incorporation	VK Tyre India Limited	U25203UP2014PLC065687	The Companies Act, 2013	Registrar of Companies, Kanpur	August 26, 2014	Valid Until Cancelled

**III. OTHER APPROVALS**

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

**A. TAX RELATED APPROVALS:**

Sr. No	Description	Certificate is in the name of	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
1.	Permanent Account Number (PAN)	V K Tyre India Limited	AAECV8813F	Income Tax Act, 1961	Income Tax Department, Government of India	August, 26, 2014	Valid Until Cancelled
2.	Tax Deduction Account Number (TAN)	V K Tyre India Limited	MRTV02629E	Income Tax Act, 1961	Income Tax Department, Government of India	Verified from TRACES portal	Valid Until Cancelled
3.	Certificate of Registration of Goods and Services Tax (Uttar Pradesh)	V K Tyre India Limited	09AAECV8813F1Z4	Centre Goods and Services Tax Act, 2017	Department of State Taxes, Uttar Pradesh	February 26, 2024 w.e.f. July 01, 2017	Valid Until Cancelled
4.	Certificate of Registration of Goods and Services Tax (Punjab)	V K Tyre India Limited	03AAECV8813F1ZG	Centre Goods and Services Tax Act, 2017	Taxation Commissionerate, Department of Excise & Taxation, Government of Punjab	April 24, 2023 w.e.f. April 10, 2019	Valid Until Cancelled

**B. BUSINESS OPERATIONS RELATED APPROVALS:**

Sr. No	Description	Certificate is in the name of	Registration number	Applicable laws	Authority	Date of Certificate /Validity	Date of Expiry
1.	Udyam Registration Certificate	V K Tyre India Limited	UDYAM -UP-29-0013354	MSME Development Act, 2006	Ministry of Micro Small & Medium Enterprises, Government of India	February 11, 2021	Valid Until Cancelled
2.	Legal Entity Identifier Certification	VK Tyre India Limited	984500EEFVCF068DF994	RBI Guidelines	Legal Entity Identifier India Limited	October 01, 2021	October 06, 2027
3.	Certificate of Importer-Exporter Code (IEC)	VK Tyre India Limited	AAECV8813F	The Foreign Trade (Development and	Director General of Foreign Trade, Ministry of	June 26, 2018	Valid Until Cancelled

**VK Tyre India Limited**

Sr. No	Description	Certificate is in the name of	Registration number	Applicable laws	Authority	Date of Certificate /Validity	Date of Expiry
				Regulation) Act, 1992	Commerce and Industry, Government of India		
<b>Licenses pertaining to Manufacturing Unit</b>							
4.	Registration and Licence to work a Factory	VK Tyre India Limited	UPFA09003323	Factories Act, 1948	Labour Department, Uttar Pradesh	November 7, 2024	December 31, 2025
5.	Consent to Establish the Factory	VK Tyre India Limited	160202/UPPCB /Ghaziabad (UPPCBRO)/CTE/Ghaziabad/2022	Section 25 of the Water (prevention and control of pollution) Act, 1974, Section 21 of the Air (Prevention and control of Pollution) Act, 1981	Uttar Pradesh Pollution Control Board	Issued on August 03, 2021 w.e.f. July 10, 2022	July 09, 2026
6.	Consolidated Consent to Operate and Authorisation (CCA) for the Factory	VK Tyre India Limited	192691/UPPCB/Ghaziabad(UPPCBRO)/C TO/Both/GHAZIABAD/2023	Section-25 of the Water (Prevention & Control of Pollution) Act, 1974 and Section-21 of the Air (Prevention & Control of Pollution) Act, 1981	Uttar Pradesh Pollution Control Board	September 18, 2023	July 31, 2027
7.	Certificate of Stability of Factory or Part of Factory	VK Tyre India Limited	NA	Rule 3 (3) of Factories Act, 1948	Sandesh Aterkar, Chartered Engineer M.Tech (E. quake Engg.) IIT Roorkee (M-131826-2)	March 20, 2025	Valid Until Cancelled
8.	Permission under Electricity Act/ Load Sanction of 1300 KVA	V.K. Tyre India Limited	Account no. 5480790697	Electricity Act, 1948	Paschimanchal Vidyut Vitran Nigam Limited	February, 06, 2025 (Bill Date)	Valid Until Cancelled
9.	NOC from Fire Department	VK Tyre India Limited	UPFS/2024/138949/ GZB/GHAZIABAD/ 7783/DD	The Uttar Pradesh Fire Prevention and Fire Safety Act, 2005	Deputy Director, Uttar Pradesh Fire and Emergency Services, Government of Uttar Pradesh	December 14, 2024	December 14, 2027

**VK Tyre India Limited**

Sr. No	Description	Certificate is in the name of	Registration number	Applicable laws	Authority	Date of Certificate /Validity	Date of Expiry
10.	Registration under Legal Metrology (Packaged Commodities)	VK Tyre India Limited	UP/25209014PC002	The Legal Metrology Act, 2009	Controller, Legal Metrology (Weigh and Measure) Uttar Pradesh, Lucknow	April 09, 2025	Valid Until Cancelled

**C. LABOUR LAW RELATED APPROVALS:**

Sr. No	Description	Certificate is in the name of	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
1.	Registration for Employees' Provident Funds	V K Tyre India Limited	MRMRT1653015000	Employees (Provident Fund and Miscellaneous Provisions) Act, 1952	Employees' Provident Fund Organisation	October 11, 2017 w.e.f. September 01, 2017	Valid until Cancelled
2.	Registration for Employees' State Insurance	V K Tyre India Limited	67000649580001099	Employees' State Insurance Act, 1948	Employees' State Insurance Corporation	Verified from ESIC portal	Valid until Cancelled
3.	Shops & Establishments Registration Certificate: Godown (Opp. Modipon, Hapur Road, Modinagar, Ghaziabad)	VK Tyre India Limited	UPSA09731823	Uttar Pradesh Shops and Establishment Act, 1962	Labour Commissioner Organisation, UP	March 27, 2025	Valid until Cancelled
4.	Shops & Establishments Registration Certificate (WH 98, old Adda, Kapurthala, Jalandhar)	VK Tyre India Limited	JUC/N06/00326241	Punjab Shops and Commercial Establishments Act, 1958	Department of Labour, Govt. of Punjab	June 12, 2025	Valid until Cancelled
5.	Shops & Establishments Registration Certificates (WH-188, SYBLY Industrial Area, Pawanpuri, Murad Nagar, Ghaziabad)	VK Tyre India Limited	SA09748598	Uttar Pradesh Shops and Establishment Act, 1962	Labour Commission Organisation	June 05, 2025	Valid until Cancelled
6.	Shops & Establishments Registration Certificates (WH-17A, SYBLY)	VK Tyre India Limited	SA09748595	Uttar Pradesh Shops and Establishment Act, 1962	Labour Commission Organisation	June 05, 2025	Valid until Cancelled

**VK Tyre India Limited**

Sr. No	Description	Certificate is in the name of	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
	Industrial Area, Pawanpuri, Murad Nagar, Ghaziabad						
7.	Registration Certificate under Contract Labour (Regulation & Abolition) Act, 1970	VK Tyre India Limited	UPCLA09000568	Contract Labour (Regulation & Abolition) Act, 1970	Labour Commission Organisation	March 27, 2025	Valid until Cancelled
8.	Labour Identification Number (LIN) Certification	VK Tyre India Limited	1-7520-3109-8	Labour Laws	Ministry of Labour and Employment	Verified from Shram Suvidha Portal	Valid until Cancelled

**Note:** Since the registered office is part of the factory's premises, and the factory is duly licensed under the Factories Act, Registration under Shops and Establishments Act is not applicable for that office.

**D. QUALITY CERTIFICATIONS:**

Sr. No	Nature of Registration	Certificate is in the name of	Certificate No.	Issuing Authority	Date of Issue	Date of Expiry
1.	Certificate for Environmental Management System of the Company under ISO 14001:2015 with the following scope: Manufacture & supply of Pneumatic Tyres & Tubes for Automobiles, Cycle and Animal Driven Vehicles; Manufacture of Grooved Rubber Sole Plate, Composite Rubber Sole Plate, Glass filled Nylon liners & Polyethylene Dowels for Indian Railways	V K Tyre India Limited	EL - 2110030	Innovative Systemcert Pvt. Ltd	Issued on November 20, 2024 w.e.f. November 20, 2021	November 19, 2025
2.	Certificate for Quality Management System of the Company under Quality management Standard ISO 9001:2015 with the following scope: Manufacture & supply of Pneumatic Tyres & Tubes for Automobiles, Cycle and Animal Driven Vehicles; Manufacture of Grooved Rubber Sole Plate, Composite Rubber Sole Plate, Glass filled Nylon liners & Polyethylene Dowels for Indian Railways	V K Tyre India Limited	EL - 2011003	Innovative Systemcert Pvt. Ltd.	Issued on November 21, 2023 w.e.f. November 21, 2020	November 20, 2025

**E. APPROVALS OBTAINED IN RELATION TO INTELLECTUAL PROPERTY RIGHT (IPR)**

Sr. No.	Description	Registration Number/Mark/Label	Class	Applicable Laws	Issuing Authority	Current Status	Date of Validity	Date of Expiry
1.	Registration for Trade Mark Type "Device"	Trademark No. 3802868 -	12	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	Registered	April 11, 2018	April 11, 2028

**VK Tyre India Limited**

									
2.	Registration for Trade Mark Type "Word"	Trademark No. 5583175 - <b>Cammy</b>	12	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	Registered	August 25, 2022	August 25, 2032	
3.	Registration for Trade Mark Type "Word"	Trademark No. 5583165 - <b>Mud Blaster</b>	12	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	Registered	August 25, 2022	August 25, 2032	
4.	Registration for Trade Mark Type "Word"	Trademark No. 5583168 - <b>Mud Power</b>	12	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	Registered	August 25, 2022	August 25, 2032	
5.	Registration for Trade Mark Type "Word"	Trademark No. 5583162 - <b>Power Rider</b>	12	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	Registered	August 25, 2022	August 25, 2032	
6.	Registration for Trade Mark Type "Word"	Trademark No. 5583177 - <b>Pradhan Plus</b>	12	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	Registered	August 25, 2022	August 25, 2032	
7.	Registration for Trade Mark Type "Word"	Trademark No. 5583170 - <b>Rain Master</b>	12	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	Registered	August 25, 2022	August 25, 2032	
8.	Registration for Trade Mark Type "Word"	Trademark No. 5583167 - <b>Smart Rider</b>	12	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	Registered	August 25, 2022	August 25, 2032	
9.	Registration for Trade Mark Type "Word"	Trademark No. 5583176 - <b>Trimiler</b>	12	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	Registered	August 25, 2022	August 25, 2032	
10.	Registration for Trade Mark Type "Device"	Trademark No. 5905644 - 	32	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	Registered	April 22, 2023	April 22, 2033	
11.	Registration for Trade Mark Type "Device"	Trademark No. 5905645 - 	32	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	Registered	April 22, 2023	April 22, 2033	
12.	Registration for Trade Mark Type "Word"	Trademark No. 3802869 - <b>VK TYRE</b>	12	Trade Marks Act, 1999	Trade Mark Registry, Mumbai	Registered	April 11, 2018	April 11, 2028	
13.	Registration for Copyright	Copyright Application No. - 89383	NOC	Not available in the Copyright Application	The Copyright Act, 1957	Deputy Registrar of Trademark	Registered	March 3, 2020	March 3, 2080

**VK Tyre India Limited**

								
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\*All IPR entities mentioned in this table are in the name of the Company represented as “VK Tyre India Limited”

**F. THE DETAILS OF DOMAIN NAME REGISTERED ON THE NAME OF THE COMPANY:**

SL No.	Domain Name	Name of Registrar/ IANA ID	Creation Date	Expiry Date
1.	vktyre.com	BigRock Solutions Ltd/1495	August 27, 2014	August 27, 2026

**IV. APPROVALS OR LICENSES APPLIED BUT NOT RECEIVED:**

NIL

**V. APPROVALS OR LICENSES PENDING TO BE APPLIED:**

NIL

**OUR GROUP COMPANY**

In accordance with the provisions of the SEBI (ICDR) Regulations, 2018, for the purpose of identification of Group Company, Our Company has considered those companies (other than our Subsidiaries) as our Group Company with which there were related party transactions as per the Restated Financial Statements of our Company in any of the last three financial years and stub period (if any) and other Company as considered material by our Board. Further, pursuant to a resolution of our Board dated September 12, 2025 for the purpose of disclosure in relation to Group Companies in connection with the Issue, a company shall be considered material and disclosed as a Group company if such company fulfills both the below mentioned conditions: -

- a. the companies with which there were related party transactions (in accordance with AS-18), as disclosed in the Restated Financial Statements (“**Restated Financial Statements**”); or
- b. if such company fulfills both the below mentioned conditions: -
  - i. such company that forms part of the Promoter Group of the Company in terms of Regulation 2(1)(pp) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; and
  - ii. the Company has entered into one or more transactions with such company in preceding fiscal or audit period as the case may be exceeding 10.00% of total revenue of the Company as per Restated Financial Statements.

Accordingly, based on the parameters outlined above, as on the date of this Draft Red Herring Prospectus, there are no company/ entity falling under definition of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 which are to be identified as group company/entity (“**Group Company**”).

## **OTHER REGULATORY AND STATUTORY APPROVALS**

### **AUTHORITY FOR THE ISSUE**

#### ***Corporate Approvals***

The Board of Directors has, pursuant to a resolution passed at its meeting held on August 05, 2025 authorized the Issue, subject to the approval of the shareholders of the Company under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

The shareholders of the Company have, pursuant to a special resolution passed in Extra Ordinary General Meeting held on August 16, 2025 authorized the Issue under Section 62(1)(c) and all other applicable provisions of the Companies Act, 2013.

#### **In-principal listing Approval**

Our Company has obtained an In-Principle Approval from SME Platform of BSE (BSE SME) for using its name in the Red Herring Prospectus/ Prospectus pursuant to an approval letter dated [●] for listing our shares. BSE is the Designated Stock Exchange.

#### **Prohibition by the Securities and Exchange Board of India (“SEBI”) OR Governmental Authorities.**

We confirm that our Company, Promoters, Promoter Group or Directors have not been prohibited from accessing or operating in the capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

- Neither our Company, nor Promoters, nor Promoter Group, nor any of our Directors or persons in control of our Company are/ were associated as promoter, directors or persons in control of any other Company which is debarred from accessing or operating in the capital markets under any order or directions made by the SEBI or any other regulatory or Governmental Authorities.
- None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as Promoter or Director.
- Neither our Promoters, nor Promoter Group, nor any of our Directors is declared as Fugitive Economic Offender.
- Neither our Company, nor our Promoters, nor Promoter Group nor our Directors, are Wilful Defaulters or fraudulent borrowers.
- There are no outstanding convertible securities or any other right which would entitle any person with any option receive equity shares of the issuer.

#### **Prohibition by the Reserve Bank of India (“RBI”)**

Neither our Company, nor Promoters, nor Promoter Group, nor any of our Directors or the person(s) in control of our Company have been identified as a wilful defaulter or fraudulent borrowers by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided under chapter titled “*Outstanding Litigations and Material Developments*” beginning on page 218 of this Draft Red Herring Prospectus.

Neither our Company, nor our Promoters, nor the relatives (as defined under the Companies Act) of our Promoters, nor Group Companies/Entities have been identified as wilful defaulters or Fraudulent Borrowers by the RBI or any other governmental authority.

### **PROHIBITION BY SECURITIES MARKET REGULATIONS**

Our Company, our Promoters, our Directors and our Promoter’s Group, person(s) in control of the promoters or issuer, have not been prohibited from accessing the capital market or debarred from buying, selling, or dealing in securities under any order or direction passed by the Board or any securities market regulators in any other jurisdiction or any other authority/court.

### **PROHIBITION WITH RESPECT TO WILFUL DEFAULTER OR A FRAUDULENT BORROWER**

Neither our Company, our Promoter, our Directors, Group Companies, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as willful defaulter or a fraudulent borrower as defined by the SEBI (ICDR) Regulations, 2018.

**COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018**

Our Company, Promoter and Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 to the extent applicable to each of them as on the date of the Draft Red Herring Prospectus.

**Confirmations**

Our Company confirms that it is not ineligible to make the Issue in terms of Regulation 228 of the SEBI ICDR Regulations. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:

- i. Neither our company, nor any of its promoters, promoter group or directors are debarred from accessing the capital market by the Board.
- ii. Neither our promoters, nor any directors of our company are a promoter or director of any other company which is debarred from accessing the capital market by the Board.
- iii. Neither our Company, nor our Promoters or our directors, is a Willful Defaulter or a fraudulent borrower.
- iv. Neither our Promoters nor any of our directors is declared as Fugitive Economic Offender.
- v. 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.

**ELIGIBILITY FOR THE ISSUE**

Our Company has complied with the conditions of Regulation 230 of SEBI (ICDR) Regulations, 2018 for this Issue.

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations; and this Offer is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 229(1) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, we are an Issuer whose post Offer paid up capital is more than 10 crores but less or equal to 25 crore rupee and we may hence Issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange {in this case being the “SME Platform of BSE (BSE SME)”}.

**In terms of Regulation 229(3) of the SEBI ICDR Regulations, we confirm that we have fulfilled the eligibility criteria for SME Platform of BSE Limited, which are as follows:**

- (a) The Company was originally incorporated as a limited Company under the name of “VK Tyre India Limited” on August 26, 2014 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Uttar Pradesh bearing registration number as U25203UP2014PLC065687.
- (b) As on the date of this Draft Red Herring Prospectus, the Company has a Paid-up Capital of ₹1312.50 Lakhs comprising 1,31,25,000 Equity shares and the Post Issue Paid up Capital (face value) of the company will be ₹[●] Lakh comprising [●] Equity Shares, which is less than ₹25 Crores.
- (c) The Company has a track record of at least 3 years as on the date of filing Draft offer Document/offer document.
- (d) The Company has net tangible assets of ₹ 1946.33 lakhs as on March 31, 2025 which is more than ₹ 300 lakhs (Rs. 3 Crore).
- (e) The Company confirms that it has operating profits (earnings before interest, depreciation and tax) from operations for at least 2 financial years out of preceding three financial years is more than ₹100 Lakhs and its net worth as on March 31, 2025, March 31, 2024 and March 31, 2023 is positive.

*(Amount in ₹ Lakhs)*

<b>Particulars</b>	<b>March 31, 2025</b>	<b>March 31, 2024</b>	<b>March 31, 2023</b>
EBITDA	1040.95	1185.82	532.01
Net worth	1947.09	1413.71	913.44

**VK Tyre India Limited**

- (f) The Leverage ratio (Total Debts to Equity) of the Company as on March 31, 2025 was 2.31:1 which is less than the limit of 3:1. The working is given below:

*(Amount in ₹ Lakhs)*

Particulars	March 31, 2025
Long Term Borrowings	611.79
Short Term Borrowings	3890.70
<b>Total Debt (A)</b>	<b>4502.50</b>
Paid-up Share Capital	1312.50
Reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account	634.59
<b>Net worth (B)</b>	<b>1947.09</b>
Debt-Equity Ratio (A / B)	2.31

- (g) In case of name change within the last one year, at least 50% of the revenue calculated on a restated and consolidated basis for the preceding 1 full financial year has been earned by our Company from the activity indicated by our new name: **Not Applicable**
- (h) 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 draft offer document: **Not Applicable**
- (i) In cases where there is a complete change of promoter of the Company 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 draft offer document only after a period of one year from the date of such final change(s): **Not Applicable**
- (j) There has been 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.
- (k) None of our Promoter(s) or directors have been promoter(s) or directors (other than independent directors) of compulsory delisted companies by the Exchange. Accordingly, there is no applicability of compulsory delisting is attracted and none of our Promoter(s) or directors have been promoter(s) or directors (other than independent directors) of companies that are suspended from trading on account of non-compliance.
- (l) None of our directors are disqualified/ debarred by any of the Regulatory Authority.
- (m) There are no pending defaults in respect of payment of interest and/or principal to the debenture/ bond/ fixed deposit holders by our Company, promoters/ promoting company(ies), Subsidiary Companies.
- (n) The Company confirms that there is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoter, Group Companies, companies promoted by the promoter of the Company;
- (o) The net worth computation is computed as per the definition given in SEBI ICDR Regulations.
- (p) The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR) or no proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies;
- (q) Our Company has not been referred to the National Company Law Tribunal (NCLT) under Insolvency and Bankruptcy Code, 2016.
- (r) None of the Directors of our Company have been categorized as a Wilful Defaulter or fraudulent borrowers.
- (s) There is no winding up petition against the Company that has been admitted by the Court or a liquidator has not been appointed of competent Jurisdiction against the Company.
- (t) No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company
- (u) The directors of the issuer are not associated with the securities market in any manner, and there is no outstanding action against them initiated by the Board in the past five years.
- (v) There has been no change in the promoter(s) having significant change in control over the affairs of the Company in the one year preceding the date of filing application to SME Platform of BSE (“BSE SME”).

- (w) The composition of the board is in compliance with the requirements of Companies Act, 2013 at the time of in-principle approval.
- (x) There are no litigations record against the applicant, promoters/promoting company(ies), group companies, companies & promoted by the promoters/promoting company(ies) except as stated in the section titled “***Outstanding Litigation and Material Developments***” of the Draft Red Herring Prospectus.
- (y) There are no criminal cases/investigation/offences filed against the director of the company except as stated in the section titled “***Outstanding Litigation and Material Developments***” of the Draft Red Herring Prospectus.
- (z) None of the Issues managed by BRLM are returned by BSE in last six months from the date of this Draft Red Herring Prospectus.
- (aa) 100% of the Promoter’s shareholding in the Company is in Dematerialised form.
- (bb) Our Company has a website i.e. <https://www.vktyre.com/>

We further confirm that we comply with all the above requirements/ conditions so as to be eligible to be listed on the SME Platform of BSE.

**In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, we confirm that:**

1. In accordance with regulation 260 of the SEBI ICDR Regulations, this Issue is 100% underwritten by the BRLM in compliance of Regulations 260(1) and 260(2) of the SEBI (ICDR) Regulations, 2018. For details pertaining to underwriting by BRLM, please refer to Section titled “***General Information***” beginning on page 54 of this Draft Red Herring Prospectus.
2. In accordance with Regulation 261(1) of the SEBI (ICDR) Regulations, we hereby confirm that we will enter into an agreement with the Book Running Lead Manager and with Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the SME Platform of BSE (“***BSE SME***”). For further details of the arrangement of market making please refer to section titled “***General Information-Details of the Market Making Arrangements for this Issue***” beginning on page 61 of this Draft Red Herring Prospectus.
3. In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, 2018, we shall ensure that the total number of proposed allottees in the Offer is greater than or equal to two-hundred (200), otherwise, the entire application money will be refunded forthwith. If such money is not repaid within 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 four days, be liable to repay such application money, with interest at rate of fifteen per cent per annum and within such time as disclosed in the Offer document and BRLM shall ensure the same.
4. Further, in terms of Regulation 246 (4) of the SEBI (ICDR) Regulations, 2018 the prospectus will be displayed from the date of filling in terms of sub-regulation (1) on the website of the SEBI, the Book Running Lead Manager and the BSE SME.
5. In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our Book Running Lead Manager submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies. However, as per Regulation 246 (2) of the SEBI (ICDR) Regulations, 2018, the SEBI shall not issue any observation on the offer document.
6. In accordance with Regulation 228(a) of the SEBI (ICDR) Regulations, our Company, its promoters, promoter group or directors are not debarred from accessing the capital markets by the Board;
7. In accordance with Regulation 228(b) of the SEBI (ICDR) Regulations, the companies with which our promoters or directors are associated as a promoter or director are not debarred from accessing the capital markets by the Board;
8. In accordance with Regulation 228(c) of the SEBI (ICDR) Regulations, Neither the issuer nor any of its promoter or directors is a wilful defaulter or a fraudulent borrower.
9. In accordance with Regulation 228(d) of the SEBI (ICDR) Regulations, None of the Issuer’s promoter or directors is a fugitive economic offender.
10. In accordance with Regulation 228(e) of the SEBI (ICDR) Regulations there are no any outstanding convertible securities or any other right which would entitle any person with any option to receive equity shares of the issuer.

11. In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, Application is being made to SME Platform of BSE (“BSE SME”) is the Designated Stock Exchange.
12. In accordance with Regulation 230(1)(b) of the SEBI (ICDR) Regulations, our Company has entered into agreement with depositories for dematerialisation of specified securities already issued and proposed to be issued.
13. In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all the present Equity share Capital is fully Paid-up.
14. In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoters is already in dematerialised form.

We confirm that there is no material clause of Article of Association that has been left out from disclosure having bearing on the IPO.

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.

1. Our Company has facilitated trading in demat securities and has entered into an agreement with both the depositories. Our Company has entered into an agreement with Central Depository Services Limited (CDSL) dated May 26, 2025 and National Securities Depository Limited (NSDL) dated January 21, 2025 for dematerialization of its Equity Shares already issued and proposed to be issued.
2. Our Company has a website i.e. <https://www.vktyre.com/>
3. The Equity Shares of our Company held by our Promoter are in dematerialised form; and
4. All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus.
5. There has been no change in the promoter(s) having significant change in control over the affairs of the Company in the one year preceding the date of filing application to SME Platform of BSE (“BSE SME”).

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT OFFER DOCUMENT/ OFFER DOCUMENT 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 ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT. THE BOOK RUNNING LEAD MANAGER, HEM SECURITIES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT, THE BOOK RUNNING LEAD MANAGER, HEM SECURITIES LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, HEM SECURITIES LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 30, 2025. IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.**

**THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/ OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE**

**PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE DRAFT OFFER DOCUMENT/ OFFER DOCUMENT.**

All legal requirements pertaining to the Issue will be complied with at the time of filing of the Red Herring Prospectus/ Prospectus with the Registrar of Companies, Telangana in terms of sections 26, 30, 32 and 33 of the Companies Act, 2013.

**Statement on Price Information of Past Issues handled by Hem Securities Limited:**

Sr. No.	Issue name	Issue size (₹ in Cr.)	Issue Price (₹)	Listing date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar days from listing
<b>SME IPO's</b>								
1.	Readymix Construction Machinery Limited	37.66	123.00	February 13, 2025	123.00	-33.25% [-2.75%]	-34.88% [6.72%]	-8.94% [6.75%]
2.	Tankup Engineers Limited	19.53	140.00	April 30, 2025	175.00	75.25% [2.05%]	144.96% [1.42%]	N.A.
3.	Unified Data- Tech Solutions Limited	144.47	273.00	May 29, 2025	285.00	16.25% [2.97%]	19.07% [-1.04%]	N.A.
4.	Monolithisch India Limited	82.02	143.00	June 19, 2025	231.55	195.94% [0.71%]	218.53% [1.80%]	N.A.
5.	Safe Enterprises Retail Fixtures Limited	169.74	138.00	June 27, 2025	151.00	62.50% [-3.12%]	48.19% [-2.27%]	N.A.
6.	Shri Hare-Krishna Sponge Iron Limited	29.91	59.00	July 01, 2025	64.80	8.74% [-2.69%]	6.27% [-3.47%]	N.A.
7.	PRO FX Tech Limited	40.30	87.00	July 03, 2025	95.00	26.44% [-3.31%]	-3.45% [-3.13%]	N.A.
8.	Meta Infotech Limited	80.13	161.00	July 11, 2025	225.00	-0.12% [-3.20%]	N.A.	N.A.
9.	Takyon Networks Limited	20.47	54.00	August 06, 2025	55.85	-2.67% [0.22%]	N.A.	N.A.
10.	Ecoline Exim Limited	76.42	141.00	September 30, 2025	140.85	N.A.	N.A.	N.A.

Source: Price Information [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com), Issue Information from respective Prospectus.

- 1) The scrip of Tankup Engineers Limited, Unified Data- Tech Solutions Limited, Monolithisch India Limited, Safe Enterprises Retail Fixtures Limited, Shri Hare-Krishna Sponge Iron Limited, PRO FX Tech Limited have not completed its 180<sup>th</sup> day from the date of listing; Meta Infotech Limited, Takyon Networks Limited have not completed its 90<sup>th</sup> day from the date of listing and Ecoline Exim Limited has not completed its 30<sup>th</sup> day from the date of listing.

**Summary statement of Disclosure:**

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ Cr.)	No. of IPOs trading at discount- 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at Premium- 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at discount- 180 <sup>th</sup> calendar days from listing			No. of IPOs trading at Premium- 180 <sup>th</sup> calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2023-24	21 <sup>(1)</sup>	680.45	-	-	1	12	5	3	-	-	2	12	5	2
2024-25	26 <sup>(2)</sup>	2,152.13	-	1	5	11	2	7	-	5	2	11	2	6

**VK Tyre India Limited**

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ Cr.)	No. of IPOs trading at discount- calendar days from 30th listing			No. of IPOs trading at Premium- calendar days from 30th listing			No. of IPOs trading at discount- calendar days from 180th listing			No. of IPOs trading at Premium- calendar days from 180th listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2025-26	9 <sup>(3)</sup>	662.99	-	-	2	3	1	2	-	-	-	-	-	-

- 1) The scrip of Vasa Denticity Limited was listed on June 02, 2023; Hemant Surgical Industries Limited was listed on June 05, 2023; Greenchef Appliances Limited was listed on July 06, 2023; Kaka Industries Limited was listed on July 19, 2023; Asarfi Hospital Limited was listed on July 26, 2023; Kahan Packaging Limited was listed on September 15, 2023; Madhusudan Masala Limited was listed on September 26, 2023; Saakshi Medtech And Panels Limited was listed on October 03, 2023; Arabian Petroleum Limited was listed on October 09, 2023, E Factor Experiences Limited was listed on October 09, 2023, Paragon Fine and Speciality Chemical Limited was listed on November 03, 2023, Deepak Chemtex Limited was listed on December 06, 2023, S J Logistics (India) Limited was listed on December 19, 2023, Siyaram Recycling Industries Limited was listed on December 21, 2023, Shanti Spintex Limited was listed on December 27, 2023, Shri Balaji Valve Components Limited was listed on January 03, 2024, New Swan Multitech Limited was listed on January 18, 2024, Harshdeep Hortico Limited was listed on February 05, 2024, Megatherm Induction Limited was listed on February 05, 2024, Sona Machinery Limited was listed on March 13, 2024 and Enfuse Solutions Limited was listed on March 22, 2024.
- 2) The scrip of Aspire & Innovative Advertising Limited was listed on April 03, 2024, Blue Pebble Limited was listed on April 03, 2024, Amkay Products Limited was listed on May 08, 2024, TGIF Agribusiness Limited was listed on May 15, 2024, Energy-Mission Machinerics (India) Limited was listed on May 16, 2024, Aztec Fluids & Machinery Limited was listed on May 17, 2024, Premier Roadlines Limited was listed on May 17, 2024, Vilas Transcore Limited was listed on June 03, 2024, Aimtron Electronics Limited was listed on June 06, 2024; Ganesh Green Bharat Limited was listed on July 12, 2024; Chetana Education Limited was listed on July 31, 2024, Aprameya Engineering Limited was listed on August 01, 2024, Sunlite Recycling Industries Limited was listed on August 20, 2024, Aeron Composite Limited was listed on September 04, 2024, Namo eWaste Management Limited was listed on September 11, 2024, My Mudra Fincorp Limited was listed on September 12, 2024, Vision Infra Equipment Solutions Limited was listed on September 13, 2024, Shubhshree Biofuels Energy Limited was listed on September 16, 2024, Wol 3D India Limited was listed on September 30, 2024, Manba Finance Limited was listed on September 30, 2024, Unilex Colours and Chemicals Limited was listed on October 03, 2024, Sahasra Electronic Solutions Limited was listed on October 04, 2024, Forge Auto International Limited was listed on October 04, 2024, Danish Power Limited was listed on October 29, 2024, Enviro Infra Engineers Limited was listed on November 29, 2024 and Readymix Construction Machinery Limited was listed on February 13, 2025.
- 3) The scrip of Tankup Engineers Limited was listed on April 30, 2025, Unified Data- Tech Solutions Limited was listed on May 29, 2025, Monolithisch India Limited was listed on June 19, 2025, Safe Enterprises Retail Fixtures Limited was listed on June 27, 2025, Shri Hare-Krishna Sponge Iron Limited was listed on July 01, 2025, PRO FX Tech Limited was listed on July 03, 2025, Meta Infotech Limited was listed on July 11, 2025, Takyon Networks Limited was listed on August 06, 2025 Ecoline Exim Limited was listed on September 30, 2025.

**Note:**

- a) Based on date of listing.
- b) CNX NIFTY and BSE SENSEX have been considered as the benchmark index.
- c) Price on NSE or BSE is considered for all of the above calculations as per the designated stock exchange disclosed by the respective issuer at the time of the issue, as applicable.
- d) In case the 30<sup>th</sup>/90<sup>th</sup>/180<sup>th</sup> calendar day is a holiday or scrips are not traded, then data from previous trading day has been considered.
- e) N.A. – Period not completed.
- f) As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect max. 10 issues (initial public offerings) managed by the Book Running Lead Manager. Hence, disclosures is restricted to last 10 equity issues handled by Book Running Lead Manager.

**Track Record of past issues handled by Hem Securities Limited:**

For details regarding track record of Book Running Lead Manager to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the Book Running Lead Manager at [www.hemsecurities.com](http://www.hemsecurities.com).

**DISCLAIMER FROM OUR COMPANY, OUR DIRECTORS AND THE BOOK RUNNING LEAD MANAGER**

Our Company, the Directors and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in this Draft Red Herring Prospectus or, in case of the Company, in the advertisements or any other material issued by or at the instance of the Company and anyone placing reliance on any other source of information would be doing so at their own risk.

The Book Running Lead Manager accept no responsibility, save to the limited extent as provided in the Agreement entered between the Book Running Lead Manager, and our Company on September 23, 2025 and the Underwriting Agreement dated [●] entered into between the Underwriter, and our Company and the Market Making Agreement dated [●] entered into among the Market Maker and our Company. All information shall be made available by our Company, and the Book Running Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The Book Running Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, Group Companies, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Companies, and our affiliates or associates for which they have received and may in future receive compensation.

**Note:**

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company, and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and 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 and approvals to acquire Equity Shares of our Company. Our Company, the Underwriter and their respective Directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the issue.

**DISCLAIMER IN RESPECT OF JURISDICTION**

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹ 2,500.00 Lakhs and pension funds with a minimum corpus of ₹ 2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Draft Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe for Equity Shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in Bihar 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, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

**DISCLAIMER CLAUSE OF THE SME PLATFORM OF BSE**

As required, a copy of this Offer Document has been submitted to BSE Limited (hereinafter referred to as “BSE”).

BSE has given vide its letter [●] permission to the Issuer to use the Exchange’s name in this Offer Document as one of the stock exchanges on which this Issuer’s securities are proposed to be listed. The Exchange has scrutinized draft offer document for its limited

internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by BSE should not in any way be deemed or construed that the offer document has been cleared or approved by BSE; nor does it 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 Issuer's securities will be listed or will continue to be listed on the Exchange; or
- iii. take any responsibility for the financial or other soundness of this Issuer, its Promoter, its management or any scheme or project of this Issuer.
- 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 issue 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.

The Company has chosen the SME platform 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 and the related services are subject to Indian laws and Courts exclusively situated in Hyderabad.

#### **DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT**

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 Regulations under 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 offshore 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 OF OFFER DOCUMENT WITH THE DESIGNATED STOCK EXCHANGE/ SEBI/ ROC**

The Draft Red Herring Prospectus is being filed with BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001, Maharashtra, India.

The Draft Red Herring Prospectus 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, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Red Herring Prospectus/ Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>

## ***VK Tyre India Limited***

A copy of Draft Red Herring Prospectus will be available on the website of the company [www.vktyre.com](http://www.vktyre.com), Book Running Lead Manager [www.hemsecurities.com](http://www.hemsecurities.com) and stock exchange <https://www.bseindia.com/> and a copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 26 & 32 of the Companies Act, 2013 will be filed to the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 will be filed to the RoC through the electronic portal at <http://www.mca.gov.in>.

## **LISTING**

Application will be made to the SME Platform of BSE for obtaining permission to deal in and for an official quotation of our Equity Shares. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

Our Company has received an In-Principle Approval letter dated [●] from BSE for using its name in this offer document for listing our shares on the SME Platform of BSE.

BSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the offer. If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by BSE, our Company shall forthwith repay, all moneys received from the applicants in pursuance of the Draft Red Herring Prospectus. If such money is not repaid within the prescribed time, then our Company becomes liable to repay it, then our Company and every officer in default shall, shall be liable to repay such application money, with interest, as prescribed under the applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the BSE SME mentioned above are taken within Three (3) Working Days of the Issue Closing Date. If Equity Shares are not Allotted pursuant to the Issue within Three (3) Working Days from the Issue Closing Date or within such timeline as prescribed by the SEBI, our Company shall repay with interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period Subject to applicable law.

## **IMPERSONATION**

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-

- i. Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- ii. 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
- iii. 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, Our Promoters, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Peer Review Auditor, Our Banker to the Company, Book Running Lead Manager, Registrar to the Issue, Legal Advisor to the Issue, Banker to the Issue/ Sponsor Bank\*, Syndicate Members\*, Underwriter to the Issue\* and Market Maker to the Issue\* to act in their respective capacities have been obtained as required under section 26 and 32 of the Companies Act, 2013 and shall be filed along with a copy of the Red Herring Prospectus/ Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Red Herring Prospectus/ Prospectus for filing with the RoC.

*\*The aforesaid will be appointed prior to filing of Red Herring Prospectus with RoC and their consents as above would be obtained prior to the filing of the Red Herring Prospectus/ Prospectus with RoC.*

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s. V. V. Kale & Company, Chartered Accountants (FRN:000897N) Statutory Auditors and M/s. S.R. Goyal & Co., Chartered Accountants (FRN: 001537C) Peer Review Auditor of the Company has 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 restated financial statements as included in this Draft Red Herring Prospectus / Red Herring Prospectus / 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 filing of the Red Herring Prospectus/ Prospectus for filing with the RoC.

## **EXPERTS OPINION**

Except for the reports in the section “*Statement of Special Tax Benefits*”, “*Financial Information of the Company*” “*Statement of Financial Indebtedness*” on page 93, page 156 and page 205 respectively of this Draft Red Herring Prospectus from the Peer Review Auditor, our Company has not obtained any expert opinions. We have received written consent from the Statutory Auditor and Peer Review Auditor for inclusion of their name in this Draft Red Herring Prospectus, as required under Companies Act read with SEBI (ICDR) Regulations as “Expert”, defined in section 2(38) of the Companies Act and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “**expert**” shall not be construed to mean an “**expert**” as defined under the U.S. Securities Act, 1933.

## **FEES, BROKERAGE AND SELLING COMMISSION PAYABLE**

The total fees payable to the Book Running Lead Manager will be as per the (i) Issue Agreement dated September 23, 2025 with the Book Running Lead Manager, (ii) the Underwriting Agreement dated [●] with the Underwriter and (iii) the Market Making Agreement [●] with the Market Maker, a copy of which is available for inspection at our Corporate Office from 10.00 AM to 5.00 PM on Working Days from the date of the Draft Red Herring Prospectus until the Bid/ Issue Closing Date.

## **FEES PAYABLE TO THE REGISTRAR TO THE ISSUE**

The fees payable to the Registrar to the Issue for processing of applications, data entry, printing of CAN, tape and printing of bulk mailing register will be as per the agreement between our Company, and the Registrar to the Issue dated August 04, 2025, a copy of which is available for inspection at our Company’s Registered Office.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty, and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable it to send allotment advice by registered post/speed post.

## **PARTICULARS REGARDING PUBLIC OR RIGHTS ISSUES DURING THE LAST FIVE (5) YEARS**

Our Company has not made any previous public or rights issue in India or Abroad the five (5) years preceding the date of this Draft Red Herring Prospectus.

## **PREVIOUS ISSUES OF EQUITY SHARES OTHERWISE THAN FOR CASH**

For detailed description please refer to the section titled “*Capital Structure*” beginning on page 65 of this Draft Red Herring Prospectus.

## **UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION ON PREVIOUS ISSUES**

Since this is the initial public offering of our Company’s Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares in last five (5) years.

## **PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED SUBSIDIARIES/ ASSOCIATES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 186 OF THE COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS**

Neither our Company nor any other companies under the same management within the meaning of Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three years

## **PERFORMANCE VIS-À-VIS OBJECTS**

Except as stated in the chapter titled “*Capital Structure*” beginning on page 65 our Company has not undertaken any previous public or rights issue..

## **OUTSTANDING DEBENTURES OR BOND ISSUES OR REDEEMABLE PREFERENCE SHARES**

As on the date of this Draft Red Herring Prospectus, our Company has no outstanding debentures, bonds or redeemable preference shares.

## **PARTLY PAID-UP SHARES**

As on the date of this Draft Red Herring Prospectus, there are no partly paid-up Equity Shares of our Company.

## **OUTSTANDING CONVERTIBLE INSTRUMENTS**

Our Company does not have any outstanding convertible instruments as on the date of filing this Draft Red Herring Prospectus.

## **OPTION TO SUBSCRIBE**

- a. Investors will get the allotment of specified securities in dematerialization form only.
- b. The equity shares, on allotment, shall be traded on stock exchange in Demat segment only.

## **STOCK MARKET DATA FOR OUR EQUITY SHARES**

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations, and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations. Thus, there is no stock market data available for the Equity Shares of our Company.

## **MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES:**

The Registrar Agreement provides for the retention of records with the Registrar to the Issue for a minimum period of three years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for longer period, to enable the investors to approach the Registrar to the Issue for redressal of their grievances. The Registrar Agreement provides for the retention of records with the Registrar to the Issue for a minimum period of three years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for longer period, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

In terms of SEBI Master Circular, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2021 and SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs at the rate higher of ₹100 per day or 15% per annum of the application amount in the events of delayed or withdrawal of applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for nonallotted/partially allotted applications for the stipulated period. In an event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the Book Running Lead Manager shall compensate the investors at the rate higher of ₹100 per day or 15% per annum of the application amount.

SEBI pursuant to its circular bearing reference number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the time taken for listing of specified securities after the closure of public issue to 3 working days (T+3 days) as against the present requirement of 6 working days (T+6 days). ‘T’ being issue closing date. In partial modification to circulars dated March 16, 2021 and April 20, 2022, the compensation to investors for delay in unblocking of ASBA application monies (if any) shall be computed from T+3 day. The provisions of this circular shall be applicable, on voluntary basis for public issues opening on or after September 1, 2023 and on mandatory basis for public issues opening on or after December 1, 2023. Our Company shall follow the timeline prescribed under the SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023. The timelines prescribed for public issues as mentioned in SEBI circulars dated November 1, 2018, June 28, 2019, November 8, 2019, March 30, 2020, March 16, 2021, June 2, 2021, and April 20, 2022 shall stand modified to the extent stated in this Circular.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, Bid application number, number of Equity Shares Bid for, amount paid on Bid 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 Registrar to the Issue with a copy to the relevant SCSB or the

## ***VK Tyre India Limited***

member of the Syndicate (in Specified Cities) or the Sponsor Bank, as the case may be, where the Application Form was submitted by the ASBA Bidder or through UPI Mechanism, giving full details such as name, address of the Bidder, Bid application number, UPI Id, number of Equity Shares applied for, amount blocked on application and designated branch or the collection center of the SCSBs or the member of the Syndicate (in Specified Cities), as the case may be, where the Application Form was submitted by the ASBA Bidder or Sponsor Bank.

Our Company has obtained authentication on the SCORES in terms of SEBI circular no. CIR/OIAE/1/2013 dated April 17, 2013 and complied with the SEBI circular (CIR/OIAE/1/2014/CIR/OIAE/1/2013) dated December 18, 2014 in relation to redressal of investor grievances through SCORES. Our Company has not received any complaints as on the date of this Draft Red Herring Prospectus.

### **DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY**

The Company has appointed Registrar to the Issue, to handle the investor grievances in co-ordination with our Company. All grievances relating to the present Issue 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 the Issue to ensure that the investor grievances are settled expeditiously and satisfactorily. The Registrar to the Issue will handle investor's grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be coordinating with the Registrar to the Issue 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 Issue or the SCSBs for the redressal of routine investor grievances will be seven (7) 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.

The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA applicants or UPI Payment Mechanism Applicants. Our Company, the Book Running Lead Manager and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs/ Sponsor Bank including any defaults in complying with its obligations under applicable SEBI (ICDR) Regulations.

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](http://www.scores.gov.in)

Our Company has constituted a Stakeholders Relationship Committee of the Board vide resolution passed on March 19, 2025. For further details, please refer to section titled "***Our Management***" beginning on page 134 of this Draft Red Herring Prospectus.

Our Company has also appointed Deepika Gupta as the Company Secretary and Compliance Officer of our company, for this Issue he may be contacted in case of any pre-issue or post-issue related problems at the following address:

**Deepika Gupta**

**Company Secretary & Compliance Officer**

**VK Tyre India Limited**

Pawan Puri Behind Sybly Industries Ltd., Muradnagar,  
201206, Ghaziabad, Uttar Pradesh, India.

**Tel. No.:** +91-8126607887

**E-mail:** [cs@vktyre.com](mailto:cs@vktyre.com)

**Website:** [www.vktyre.com](http://www.vktyre.com)

Till date of this Draft Red Herring Prospectus, our Company has not received any investor complaint and no complaints is pending for resolution.

### **STATUS OF INVESTOR COMPLAINTS**

We confirm that we have not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Draft Red Herring Prospectus.

**DISPOSAL OF INVESTOR GRIEVANCES BY LISTED COMPANIES UNDER THE SAME MANAGEMENT AS OUR COMPANY**

We do not have any listed company under the same management.

**TAX IMPLICATIONS**

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled “*Statement of Special Tax Benefits*” beginning on page 93 of this Draft Red Herring Prospectus.

**PURCHASE OF PROPERTY**

Other than as disclosed in Section “*Our Business*” beginning on page 105 of this Draft Red Herring Prospectus there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Draft Red Herring Prospectus.

Except as stated elsewhere in this Draft Red Herring Prospectus, our Company has not purchased any property in which the Promoter and/or Directors have any direct or indirect interest in any payment made there under.

**CAPITALIZATION OF RESERVES OR PROFITS**

Save and except as stated in “*Capital Structure*” on page 65 of this Draft Red Herring Prospectus, our Company has not capitalized its reserves or profits at any time since inception.

**REVALUATION OF ASSETS**

There has not been any revaluation of assets since incorporation of the Company.

**SERVICING BEHAVIOR**

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

**PAYMENT OR BENEFIT TO OFFICERS OF OUR COMPANY**

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 or superannuation.

Except as disclosed under chapter titled “*Our Management*” beginning on page 134 and chapter “*Financial Information*” beginning on page 156 of this Draft Red Herring Prospectus none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

**EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY**

As on date of the Draft Red Herring Prospectus, our Company has not availed any exemption from complying with any provisions of securities laws granted by SEBI.

## **SECTION VIII: ISSUE RELATED INFORMATION**

### **TERMS OF THE ISSUE**

*The Equity Shares being issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of the Draft Red Herring Prospectus, Prospectus, Bid cum Application Form, any Confirmation of Allocation Note (“CAN”), the Revision Form, Allotment advices, 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 Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the Issue of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchange, the RoC, the RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, the GoI, the Stock Exchange, the RoC and/or any other authorities while granting its approval for the Issue.*

*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 issue 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, SEBI through its UPI 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 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From December 1, 2023, the UPI Mechanism for Individual Investors applying through Designated Intermediaries was made effective along-with the existing process existing timeline of T+3 days.*

*Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Bid cum Application Forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.*

#### **Authority for the Issue**

The present Public Issue of upto 47,20,000 Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on August 05, 2025 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on August 16, 2025 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

#### **Ranking of Equity Shares**

The Equity Shares being Issued shall be subject to the provisions of the Companies Act, 2013 and our MOA and AOA and shall rank pari-passu in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends 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 287 of this Draft Red Herring Prospectus.

#### **Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and the Shareholders at their discretion and will depend on a number of 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 provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors. For further details, please refer to section titled “**Dividend Policy**” and “**Main Provisions of Article of Association**” beginning on page 155 and 287 respectively of this Draft Red Herring Prospectus.

#### **Face Value and Issue Price, Floor Price and Price Band**

The face value of each Equity Share is ₹ 10.00/- and the Issue Price at the lower end of the Price Band is ₹ [●] per Equity Share (“Floor Price”) and at the higher end of the Price Band is ₹ [●] per Equity Share (“Cap Price”). The Anchor Investor Issue Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot size will be decided by our Company in consultation with the Book Running Lead Manager, and will be advertised, at least two Working Days prior to the Bid/ Issue Opening Date, in all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and Hindi edition of [●], a regional newspaper each with wide circulation and shall be made available to the Stock Exchange for the purpose of uploading on its 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 on the website of the Stock Exchange. The Issue Price shall be determined by our Company and in consultation with the Book Running Lead Manager, after the Bid/ Issue Closing Date, on the basis of assessment of market demand for the Equity Shares Issued by way of 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 SEBI ICDR Regulations, 2018**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

### **Compliance with Disclosure and Accounting Norms**

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

### **Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- a) Right to receive dividend, if declared;
- b) Right to receive Annual Reports and notices to members;
- c) Right to attend general meetings and exercise voting rights, unless prohibited by law;
- d) Right to vote on a poll either in person or by proxy;
- e) Right to receive Issue for rights shares and be allotted bonus shares, if announced;
- f) Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- g) Right of free transferability of the Equity Shares; and
- h) Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., please refer to section titled “**Main Provisions of the Articles of Association**” beginning on page 287 of this Draft Red Herring Prospectus.

### **Allotment only in Dematerialized Form**

As per the provisions of the Depositories Act, 1996 and the regulations made under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must 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. Hence, the Equity Shares being Issued can be applied for in the dematerialized form only.

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite Agreement dated January 21, 2025 between NSDL, our Company and Registrar to the Issue; and
- Tripartite Agreement dated May 26, 2025 between CDSL, our Company and Registrar to the Issue.

### **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 per application. Provided that the minimum application value shall be above Rs. 2 Lakhs.

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the

Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares and is subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

### **Minimum Number of Allottees**

Further in accordance with the Regulation 268(1) of SEBI (ICDR) Regulations, 2018 the minimum number of allottees in this the Issue shall be 200 shareholders. In case the minimum number of prospective allottees is less than 200, no allotment will be made pursuant to this Issue and all the monies blocked by SCSBs collected shall be unblocked forthwith.

### **Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/ authorities in Ghaziabad, Uttar Pradesh, India.

**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 Issued or sold within the United States, or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S under 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 are only being will be Issued or and sold outside the United States in compliance with Regulation S under of the U.S. Securities Act, 1933 and the applicable laws of the jurisdictions 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 Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

### **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.

### **Nomination Facility to Investor**

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, 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 in accordance with Section 72 of the Companies Act, 2013 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 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 the Corporate Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- (a) to register himself or herself as the holder of the Equity Shares; or
- (b) 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 himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

**Issue Program**

<b>Event</b>	<b>Indicative Dates</b>
Bid/ Issue Opening Date <sup>1</sup>	[●] <sup>1</sup>
Bid/ Issue Closing Date <sup>2</sup>	[●] <sup>2,3</sup>
Finalization of Basis of Allotment with the Designated Stock Exchange (T+1)	On or about [●]
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI ID Linked Bank Account* (T+2)	On or about [●]
Credit of Equity Shares to Demat Accounts of Allottees (T+2)	On or about [●]
Commencement of Trading of the Equity Shares on the Stock Exchange (T+3)	On or about [●]

*Note* <sup>1</sup>Our Company in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI ICDR Regulations

<sup>2</sup>Our Company in consultation with the Book Running Lead Manager, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.

<sup>3</sup>UPI mandate end time and date shall be at 5.00 p.m. on Bid/Issue Closing Date

\*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Bid/ Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day for the entire duration of delay exceeding four Working Days from the Bid/ Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The Book Running Lead Manager shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.

**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 three Working Days of the Bid/ Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Issue Period by our 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.**

**Any circulars or notifications from the SEBI after the date of this Draft Red Herring Prospectus may result in changes to the above-mentioned timelines. Further, the Issue procedure is subject to change to any revised circulars issued by the SEBI to this effect.**

In terms of the UPI Circulars, in relation to the Issue, the BRLMs will be required to submit reports of compliance with listing timelines and activities prescribed by the SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Bid-Cum- Application Forms and any revisions to the same will be accepted only between 10:00 A.M. to 04:00 P.M. (IST) during the Issue Period (except for the Bid/ Issue Closing Date). On the Bid/ Issue Closing Date, the Bid-Cum- Application Forms will be accepted only between 10:00 A.M. to 03:00 P.M. (IST) for all bidders. The time for applying for Individual Bidders Applicants on Bid/ Issue Closing Date maybe extended in consultation with the Book Running Lead Manager, RTA and BSE taking into account the total number of applications received up to the closure of timings.

On the Bid/ Issue Closing Date, the Bids shall be uploaded until 4.00 P.M. IST in case of Bids by QIBs, Non-Institutional Bidders and Individual Bidders.

On the Bid/ Issue Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Individual Bidders after taking into account the total number of Bids received and as reported by the Book Running Lead Manager to the Stock Exchange.

The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the Book Running Lead Manager and the RTA on a daily basis.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to the limitation of time available for uploading the Bid-Cum-Application Forms on the Bid/ Issue Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Issue Closing Date and, in any case, not later than 3.00 P.M. (IST) on the Bid/ Issue Closing Date. Any time mentioned in this Draft 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/ Issue Closing Date, as is typically experienced in public Issue, 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 Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the BRLM 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, 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.

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 Issue shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

Our Company in consultation with the Book Running Lead Manager, reserves the right to revise the Price Band during the Bid/ Issue 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 case of any revision to the Price Band, the Bid/ Issue Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/ Issue Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the Book Running Lead Manager, for reasons to be recorded in writing, extend the Bid/ Issue Period for a minimum of one Working Day, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the Book Running Lead Manager and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

### **Minimum Subscription and Underwriting**

Minimum subscription in the Issue is 90% and the Issue is 100% underwritten 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 the Prospectus, or such other period as may be specified by the SEBI the application money has to be returned within such period as may be prescribed. If the stated minimum amount has not been subscribed and the sum payable on application is not received within the period specified therein, then the application money shall be repaid within a period of fifteen days from the closure of the Issue and if any such money is not so repaid within such period, the directors of the company who are officers in default shall jointly and severally be liable to repay that money with interest at the rate of fifteen percent per annum.

Further, in accordance with Regulation 268(1) 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).

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four 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 Issue is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled ***“General Information - Underwriting”*** on page 61 of this Draft Red Herring Prospectus.

Further, in accordance with Regulation 267 of the SEBI (ICDR) Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Two (2) Lots. Provided that minimum application size shall be above ₹2 lakhs.

## 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 BSE 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-issue 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 of capital by the Company by way of rights issue, preferential issue, bonus issue, etc. the Company shall migrate its equity shares listed on 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 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 paid-up capital pursuant to further issue of capital including by way of rights issue, preferential issue, bonus issue, is likely to increase beyond ₹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).”

If the Paid-up Capital of the company is more than ₹10 crores but below ₹25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the 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.

Any company voluntarily desiring to migrate to the Main board from the SME Platform of BSE Limited (“BSE SME”), amongst others, has to fulfill following conditions:

Parameter	Listing Criterion
Paid up Capital & Market Capitalisation	Paid-up equity capital is not less than INR 10 crores and Average capitalisation shall not be less than INR 100 crores.  For this purpose, capitalisation will be the product of the price (average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange for 3 months preceding the application date) and the post issue number of equity shares
Revenue from Operation & EBIDTA	The revenue from operations should be greater than INR 100 Cr in the last financial year. and Should have positive operating profit from operations for at least 2 out 3 financial years.
Listing period	Should have been listed on SME platform of the Exchange for at least 3 years.
Public Shareholders	The total number of public shareholders should be at least 500 on the date of application.
Promoter & Promoter Group Holding	Promoter and Promoter Group shall be holding at least 20% of the Company at the time of making application. Further, as on date of application for migration the holding of Promoter’s should not be less than 50% of shares held by them on the date of listing.
Other Listing conditions	<ul style="list-style-type: none"> <li>• No proceedings have been admitted under Insolvency and Bankruptcy Code against Applicant company and promoting company.</li> <li>• The company has not received any winding up petition admitted by NCLT/IBC.</li> <li>• The net worth of the company should be at least 75 crores.</li> <li>• No Material regulatory action in the past 3 years like suspension of trading against the applicant Company and Promoter by any Exchange.</li> <li>• No debarment of Company/Promoter, subsidiary Company by SEBI.</li> <li>• No Disqualification/Debarment of director of the Company by any regulatory authority.</li> </ul>

	<ul style="list-style-type: none"><li>• The applicant company has no pending investor complaints in SCORES.</li><li>• Cooling period of two months from the date the security has come out of the trade-to-trade category or any other surveillance action, by other exchanges where the security has been actively listed.</li><li>• No Default in respect of payment of interest and /or principal to the debenture/bond/fixed deposit holders by the applicant, promoter/ Subsidiary Company.</li></ul>
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### **Market Making**

The shares Issued through this offer are proposed to be listed on the BSE (SME platform of BSE), wherein the Book Running Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the BSE (SME platform of BSE).

For further details of the agreement entered into between the Company the BRLM (Book Running Lead Manager) and the Market Maker please refer to section titled **“General Information - Details of the Market Making Arrangements for this Issue”** on page 61 of this Draft Red Herring Prospectus.

### **Arrangements for disposal of odd lots**

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, 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 BSE (SME platform of BSE)

### **As per the extent Guideline of the Government of India, OCBs cannot participate in this Issue:**

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.

### **Allotment of Equity Shares in Dematerialized Form**

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Issue shall be allotted only in dematerialized form. Further, as per the SEBI (ICDR) Regulations, the trading of the Equity Shares shall only be in dematerialized form on the Stock Exchange.

### **New Financial Instruments**

There are no new financial instruments such as deeply discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this Issue.

### **Application by Eligible NRI's, FPI's, VCF's, AIF's 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.

### **Restrictions on transfer and transmission of shares or debentures and on their consolidation or splitting**

Except for lock-in of the Pre- Issue Equity Shares and Promoters minimum contribution in the Issue as detailed under section titled **“Capital Structure”** beginning on page 65 of this Draft Red Herring Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfers of Equity Shares. There are no restrictions on transfer and transmission of shares/ debentures and on their consolidation/ splitting except as provided in the Articles of Association. For further details, please refer to section titled **“Main Provisions of the Articles of Association”** beginning on page 287 of this Draft Red Herring Prospectus.

Subject to Section 30 of the Companies Act, 2013 our Company shall, after filling the Red Herring Prospectus with the RoC publish a Pre-Issue and Price Band advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper with wide circulation where the Registered Office of our Company is situated at least two Working Days prior to the Issue Opening Date.

### **Withdrawal of the Issue**

Our Company in consultation with the BRLM, reserve the right to not to proceed with the Issue after the Bid/ Issue Opening date but before the Allotment. In such an event, our Company would Issue a public notice in the newspaper in which the pre-Issue and Price Band advertisements were published, within two days of the Bid/ Issue Closing date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The BRLM through, the Registrar of the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one working day from the date of receipt of such notification. Our Company shall also inform the same to the stock exchange on which equity shares are proposed to be listed. If the Issue is withdrawn after the designated Date, amounts that have been credited to the Public Issue Account shall be transferred to the Refund Account.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within three Working Days of the Issue Closing Date or such other time period as prescribed under Applicable Law and also inform the Bankers to the Issue to process refunds to the Anchor Investors, as the case may be. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an Issue or Issue for sale of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with the Stock Exchanges. The notice of withdrawal will be issued in the same newspapers where the pre- Issue and Price Band advertisements have appeared, and the Stock Exchanges will also be informed promptly.

*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 Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Draft 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 and regulations.*

**ISSUE STRUCTURE**

This Issue is being made in terms of Regulation 229(2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is more than or equal to ten Crore rupees but less than twenty-five crore rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the BSE SME i.e. SME platform of BSE). For further details regarding the salient features and terms of such an issue please refer chapter titled “*Terms of the Issue*” and “*Issue Procedure*” on page 244 and 256 of this Draft Red Herring Prospectus.

**Issue Structure:**

Initial Public Issue of upto 23,16,000 Equity Shares of ₹10 each (the “Equity Shares”) for cash at a price of ₹[●] per Equity Share (including a Share Premium of ₹[●] per Equity Share), aggregating up to ₹[●] Lakhs (“the Issue”) by the issuer Company (the “Company”). The Issue comprises a reservation of upto [●] 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 aggregating to ₹[●] Lakhs will be reserved for subscription by Market Maker to the issue (the “Market Maker Reservation Portion”). The Issue less the Market Maker Reservation Portion i.e., Net Issue to Public of [●] Equity Shares of face value of ₹10/- each at a price of ₹[●] per equity share including a share premium of ₹[●] per equity share aggregating to ₹[●] lakhs (“the Net Issue”).

The Issue and the Net Issue will constitute 26.45% and [●]%, respectively of the post Issue paid up equity share capital of the Company. The Issue is being made through the Book Building Process.

Particulars of the Issue <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Investors	Individual Investors
<b>Number of Equity Shares available for allocation</b>	Upto [●] Equity Shares of face value of Rs. 10/- each	Not more than [●] Equity Shares of face value of Rs. 10/- each	Not less than [●] Equity Shares of face value of Rs. 10/- each	Not less than [●] Equity Shares of face value of Rs. 10/- each
<b>Percentage of Issue Size available for allocation</b>	[●] of the Issue Size	Not more than 50% of the Net Issue being available for allocation to QIB Bidders.  However, 5% of the Net QIB Portion (excluding the Anchor Investor Portion) will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining Net QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs	Not less than 15% of the Net Issue Subject to the following:  (a) 1/3 <sup>rd</sup> 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) 2/3 <sup>rd</sup> of the portion available to NIBs shall be reserved for applicants with an application size of more than ₹ 10 Lakhs  Provided that the unsubscribed portion in either of the aforementioned subcategories may be allocated to Non-Institutional Bidders in the other subcategory of Non-Institutional Bidders.	Not less than 35.00% of the Issue or the Issue less allocation to QIB Bidders and Non-Institutional Bidders shall be available for allocation.
<b>Basis of Allotment<sup>(3)</sup></b>	Firm Allotment	Proportionate as follows (excluding the Anchor Investor Portion):  (a) Up to [●] Equity Shares of face value 10/- each	Allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB Application Size, subject to the availability of Equity Shares of face value of ₹10/- each in the	Allotment to each Individual Bidder shall not be less than the maximum Bid lot, subject to availability of

Particulars of the Issue <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Investors	Individual Investors
		<p>shall be available for allocation on a proportionate basis to Mutual Funds only; and</p> <p>(b) Up to [●] Equity Shares of face value 10/- each shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above.</p> <p>(c) Up to 60% of the QIB Portion (of up to [●] Equity Shares of face value 10/- each may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bids received from Mutual Funds at or above the Anchor Investor Allocation Price</p>	<p>Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis as follows –</p> <p>One-third of the Non-Institutional Category will be made available for allocation to Bidders with an application size of more than two lots and upto such lots equivalent to not more than ₹10 lakhs.</p> <p>Two-third of the Non-Institutional Category will be made available for allocation to Bidders with an application size of more than ₹10 lakhs.</p> <p>For details, see “<i>Issue Procedure</i>” beginning on page 256 of this Draft Red Herring Prospectus.</p>	<p>Equity Shares of face value of ₹10/- each in the Individual Investor Portion and the remaining available Equity Shares if any, shall be allotted on proportionate basis. For details, see “<i>Issue Procedure</i>” beginning on page 256 of this Draft Red Herring Prospectus.</p>
<b>Mode of Allotment</b>	Compulsorily in dematerialized form.			
<b>Minimum Bid Size</b>	[●] Equity Shares of face value 10/- each	Such number of Equity Shares and in multiples of [●] Equity Shares face value of ₹10/- that shall be more than 2 lots and the Bid Amount Exceeds ₹200,000	Such number of Equity Shares and in multiples of [●] Equity Shares that shall be more than 2 lots and the Bid Amount Exceeds ₹200,000	Such number of Equity Shares in two lots so that the Bid Amount exceeds ₹200,000
<b>Maximum Bid Size</b>	[●] Equity Shares of face value 10/- each	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹10/- each not exceeding the size of the Net Issue, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹10/- each not exceeding the size of the Net Offer (excluding the QIB portion), subject to applicable limits	Such number of Equity Shares in two lots so that the Bid Amount exceeds ₹200,000
<b>Trading Lot</b>	[●] Equity Shares of face value 10/- each, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.	[●] Equity Shares of face value of ₹10/- each and in multiples thereof	[●] Equity Shares of face value of ₹10/- each and in multiples thereof	[●] Equity Shares of face value of ₹10/- each and in multiples thereof
<b>Terms of Payment</b>	Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time			

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Particulars of the Issue <sup>(2)</sup>	Market Maker Reservation Portion	QIBs <sup>(1)</sup>	Non-Institutional Investors	Individual Investors
	of submission of the ASBA Form. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids <sup>(4)</sup>			
<b>Mode of Bid</b>	Only through the ASBA process.	Only through the ASBA process. (Except for Anchor investors)	Only through the ASBA process	Through ASBA Process via Banks or by using UPI ID for payment

\* Subject to finalization of basis of allotment.

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

- <sup>(1)</sup> Our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price.
- <sup>(2)</sup> In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Issue for at least 25% of the post issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.
- <sup>(3)</sup> Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.
- <sup>(4)</sup> Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Bid-cum- Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

The Bids by FPIs with certain structures as described under “**Issue Procedure - Bids by FPIs**” on pages 256 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.

If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

### Withdrawal of the Issue

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Bid/ Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Bid/ Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Issue, 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-Issue advertisements have appeared and the Stock Exchange will also be informed promptly.

If our Company withdraws the Issue after the Bid/ Issue 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 Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) filing of the Red Herring Prospectus/ Prospectus with ROC.

Issue Program

Event	Indicative Date
Bid/Issue Opening Date <sup>1</sup>	[●] <sup>1</sup>
Bid/Issue Closing Date <sup>2</sup>	[●] <sup>2,3</sup>
Finalization of Basis of Allotment with the Designated Stock Exchange (T+1)	On or about [●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account (T+2)	On or about [●]
Credit of Equity Shares to Demat accounts of Allottees (T+2)	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchange (T+3)	On or about [●]

The above time table is indicative and does not constitute any obligation on our Company. 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 BSE SME platform is taken within Three Working Days from the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period by our Company 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.

<sup>1</sup>Company in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Issue Period shall be one Working Day prior to the Bid/ Issue Opening Date in accordance with the SEBI ICDR Regulations.

<sup>2</sup>Our Company in consultation with the BRLM, consider closing the Bid/ Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations.

<sup>3</sup>UPI mandate end time and date shall be at 5.00 p.m. on Bid/ Issue Closing Date

Applications and any revisions to the same will be accepted only between 10:00 A.M. to 05:00 P.M. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Bid-Cum- Application Form.

Standardization of cut-off time for uploading of applications on the Bid/Issue Closing Date:

- a) A standard cut-off time of 03:00 P.M. for acceptance of applications.
- b) standard cut-off time of 4.00 P.M. for uploading of applications received from all bidders.

It is clarified that Applications not uploaded would be rejected. In case of discrepancy in the data entered in the electronic form vis-à-vis the data contained in the physical Bid-Cum- Application Form, for a particular applicant, the details as per physical Bid-Cum-application form of that Applicant may be taken as the final data for the purpose of allotment.

Bids will be accepted only on Working Days, i.e., Monday to Friday (excluding bank holidays).

## **ISSUE PROCEDURE**

All Applicants should review the General Information Document for Investing in Public offer, prepared and issued in accordance with the SEBI circular no CIR/CFD/DIL/12/2013 dated October 23, 2013 notified by SEBI and updated pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and updated pursuant to SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 (the "General Information Document") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of Stock Exchange, the Company and the Book Running Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Issue; (ii) maximum and minimum Issue size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Applicants; (v) Issuance of CAN and Allotment in the Issue; (vi) General instructions (limited to instructions for completing the Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Application Form; (x) other instructions (limited to joint applications in cases of individual, multiple applications and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiv) interest in case of delay in Allotment or refund.

SEBI through its UPI 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 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for Individual Investors 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"), as may be prescribed by SEBI. Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, and circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular is effective for initial public offers opening on/or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and the provisions of this circular are deemed to form part of this Draft Offer Document/ Offer Document. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual Investors in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism.

Furthermore, SEBI vide press release bearing number 12/2023 has approved the proposal for reducing the time period for listing of shares in Public Issue from existing 6 working days to 3 working days from the date of the closure of the Issue. The revised timeline of T+3 days shall be made applicable in two phases i.e. voluntary for all public Issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Further, SEBI has vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 reduced the time taken for listing of specified securities after the closure of a public Offer to three Working Days. Accordingly, the Offer will be made under UPI Phase III on a mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time.

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 Stockbrokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been notified by SME Platform of BSE ("BSE SME") to act as intermediaries for submitting Application Forms are provided on [www.bseindia.com](http://www.bseindia.com) For details on their designated branches for submitting Application Forms, please see the above mentioned website of Platform of BSE Limited ("BSE SME").

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 Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Book Running Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of Prospectus. Applicants are advised to make their independent investigations and ensure that their application 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 Draft Offer Document/ Offer Document.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Individual Applicants into the UPI mechanism.

Further, the Company and the BRLM are not liable for any adverse occurrence's consequent to the implementation of the UPI Mechanism for application in this Issue.

### **Phased implementation of Unified Payments Interface**

SEBI has issued the UPI Circulars in relation to streamlining the process of public Issue of inter alia, equity shares. Pursuant to the SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated June July 28, 26, 2019, 2019, SEBI SEBI circular circular bearing bearing number number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 ("Previous UPI Circulars") and the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by UPI Bidders through Designated Intermediaries with the objective to reduce the time duration from public Issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars and the Previous UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public Issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an Individual Investors had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public Issue closure to listing continued to be six working days.

**Phase II:** This phase has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020 decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the ASBA Form by Individual Investors through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public Issue closure to listing would continue to be six Working Days during this phase.

**Phase III:** This phase has become applicable on a voluntary basis for all Issues opening on or after September 1, 2023 and on a mandatory basis for all Issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Notification"). In this phase, the time duration from public Issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The Issue is being made under Phase III of the UPI (on a mandatory basis).

All SCSBs offering facility of making application in public Issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Individual Applicants into the UPI Mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Manager.

## **PART A**

### **Book Building Procedure**

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the “SCRR”) read with Regulation 252 of SEBI ICDR Regulations, 2018, the Issue is being made for at least 25% of the post-Issue Paid-up Equity Share capital of our Company. The Issue is being made under Regulation 229(1) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 50% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors (of which one third of the Non-Institutional Portion shall be reserved for Bidders with an application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs; and two-thirds of the Non-Institutional Portion shall be reserved for Bidders with an application size of more than ₹10 lakhs) and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other subcategory of Non-Institutional Portion, subject to valid Bids being received at or above the Issue Price and not less than 35% of the Net Issue shall be available for allocation to Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion of our Company, in consultation with the BRLM, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

*Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders’ depository account, including DP ID, Client ID, PAN, and UPI ID, as applicable, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Issue, subject to compliance with Applicable Laws.*

*Bidder must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021 and September 17, 2021, read with CBDT circular no.7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023, read with subsequent circulars issued in relation thereto.*

### **Bid cum Application Form**

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the Book Running Lead Manager, 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 the BSE, at least one day prior to the Bid/Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the Book Running Lead Manager.

ASBA Bidders (other than UPI Bidders 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. The ASBA Bidders shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder.

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

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are liable to be rejected. UPI Bidders using UPI Mechanism, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate Members, Registered Brokers, RTAs or CDPs. 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 Banks, as applicable at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked

Anchor Investors are not permitted to participate in the Issue through the ASBA process. For Anchor Investors, the Anchor Investor Application Form will be available at the office of the Book Running Lead Manager. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

<b>Category</b>	<b>Colour*</b>
Anchor Investor**	[•]
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	[•]
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	[•]

*\*Excluding Electronic Bid cum Application Form*

*\*\* Bid cum application for Anchor Investor shall be made available at the Office of the Book Running Lead Manager.*

In case of ASBA forms, the relevant Designated Intermediaries shall upload the relevant Bid details in the electronic bidding system of the Stock Exchanges. For ASBA Forms (other than through UPI Mechanism) shall be submitted/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Banks on a continuous basis to enable the Sponsor Banks to initiate the UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Banks shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Banks, NPCI or the Bankers to the Issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the bankers to an issue. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in the SEBI ICDR Master Circular. Pursuant to NSE circular dated July 22, 2022 with reference no. 23/2022, has mandated that trading members, Syndicate Members, RTA and Depository Participants shall submit Syndicate ASBA bids above ₹ 5.00 lakhs and NII and QIB bids, through SCSBs only.

For all pending UPI Mandate Requests, the Sponsor Banks shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5.00 pm on the Bid/Issue Closing Date (“Cut-Off Time”).

Accordingly, UPI Bidders Bidding using through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to 5.00 p.m. and all pending UPI Mandate Requests shall lapse.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation on compliance with the UPI Circulars. The Sponsor Banks will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Banks will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLM in the format and within the timelines as specified under the UPI Circulars. Sponsor Banks and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Banks on a continuous basis. The Sponsor Banks shall host a web portals for intermediaries (closed user group) from the date of Bid/Issue Opening Date until the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Bidding process.

An Investor, intending to subscribe to this Issue, 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 Issue 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:

<b>For Applications submitted by Investors to SCSB</b>	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.
<b>For applications submitted by investors to intermediaries other than SCSBs</b>	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 Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment</b>	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 Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

#### **Availability of Draft Red Herring 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 Book Running Lead Manager, 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.bsesme.com](http://www.bsesme.com)) at least one day prior to the Bid/ Issue Opening Date.

Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.

#### **Who can Bid?**

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 Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the Draft Red Herring Prospectus 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 Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: -Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. 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 Issue;
- 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) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- 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 corporate or foreign individuals only under the Non-Institutional Bidder 's category;
- j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k) Foreign Venture Capital Investors registered with the 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 ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) Pension Funds and Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) 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;
- r) Multilateral and bilateral development financial institution;
- 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 apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications not to be made by:**

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

**As per the existing regulations, OCBs are not eligible to participate in this Issue. 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 Issue 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.**

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**MAXIMUM AND MINIMUM APPLICATION SIZE**

**1. For Individual Bidders**

The Application must be for a minimum of two lots. Provided that the minimum application size shall be above ₹2 lakhs. In case of revision of Applications, the Individual Bidders have to ensure that the Application lots are two lots and amount exceeds Rs 2,00,000 as applicable.

**2. For Other than Individual Bidders (Non-Institutional Applicants and QIBs):**

The Application must be for more than two lots and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Issue 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 Issue 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 upward revision and that the Application is for more than two lots 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 Draft Red Herring Prospectus.**

**The above information is given for the benefit of the Bidders. The Company and the *Book Running Lead Manager* are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

**METHOD OF BIDDING PROCESS**

Our Company in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in all editions of the English national daily newspaper [●], and all editions of Hindi national daily newspaper [●] and Hindi edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid/ Issue Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid/ Issue Period.

- a) The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Issue Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be published in all editions of the English national daily newspaper [●], and all editions of Hindi national daily newspaper [●] and Hindi edition of Regional newspaper [●] where the registered office of the company 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/ Issue Period, Individual Bidders, should approach the Book Running Lead Manager or their authorized agents to register their Bids. The Book Running Lead Manager 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/ Issue Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the Book Running Lead Manager (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 Issue Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Issue 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 Book Running Lead Manager or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another Book Running Lead Manager 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 Issue. 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 Book Running Lead Manager /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 Book Running Lead Manager shall accept the Bids from the Anchor Investors during the Anchor Investor Bid/ Issue Period i.e. one working day prior to the Bid/ Issue 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 “***Issue Procedure***” beginning on page 256 of this Draft 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 finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue 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 Issue 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 Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

#### **BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS**

- a) Our Company in consultation with the Book Running Lead Manager, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% 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 the 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.
- b) Our Company in consultation with the Book Running Lead Manager, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c) 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.
- d) The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other applicants.

#### **Participation by Associates /Affiliates of BRLM and the Syndicate Members**

The Book Running Lead Manager and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, 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. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation.

Neither the BRLM nor any persons related to the BRLM (other than Mutual Funds sponsored by entities related to the BRLM), Promoters and Promoter Group can apply in the Issue under the Anchor Investor Portion. Further, the member of the Promoter Group shall not participate by applying for Equity Shares. Further, persons related to the Promoter and Promoter Group shall not apply in the Issue under the Anchor Investor Portion.

Further, an Anchor Investor shall be deemed to be an associate of the BRLMs, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, among the Anchor Investor and the BRLMs.

### **Option to Subscribe in the Issue**

- a) As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b) The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c) A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

### **Information for the Bidders**

1. Our Company and the Book Running Lead Manager shall declare the Bid/ Issue Opening Date and Bid/ Issue 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 prescribed format.
2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) days before the Bid/ Issue Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Draft Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Issue, and at the Corporate 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 Draft Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Corporate Office.
5. Bidders who are interested in subscribing for the 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 Applicants 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 Investors 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 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 Issue 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.

**BIDS BY ANCHOR INVESTORS:**

Our Company in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in the Issue 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 undersubscription 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 Bid cum Application Forms will be made available for the Anchor Investors at the offices of the Book Running Lead Manager.
- 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 in consultation with the Book Running Lead Manager, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion 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 upto ₹ 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 upto ₹ 2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹ 2500.00 Lakhs or part thereof 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/ Issue 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 Book Running Lead Manager before the Bid/Issue 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 Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Issue Closing Date. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue 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) 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.
- 11) The Book Running Lead Manager, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the Book Running Lead Manager) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the Book Running Lead Manager and made available as part of the records of the Book Running Lead Manager for inspection by SEBI.
- 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 Issue through the ASBA process.

**BIDS BY ELIGIBLE NRIS:**

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the BRLM and the Designated Intermediaries. 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”) ASBA 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 Bid cum Application Form.

- Eligible NRIs bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour).
- Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).

**BIDS BY FPI INCLUDING FIIS:**

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI including its investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of the post-Issue paid-up capital.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non-Residents ([●] in colour).

If the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates.

In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

The FEMA Non-Debt Instruments Rules was enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except as respects things done or omitted to be done before such supersession. FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Issue to ensure there is no breach of the investment limit, within the timelines for Issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as

its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms as specified by SEBI; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under the SEBI FPI Regulations (as mentioned above from points (a) to (d)); and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids:

- FPIs which utilise the multi investment manager (“MIM”) structure
- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments
- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration
- FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager
- Multiple branches in different jurisdictions of foreign bank registered as FPIs
- Government and Government related investors registered as Category 1 FPIs; and
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN).

In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

The FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for non-residents.

For details of restrictions on investment by NRIs, please see the section entitled “*Restrictions on Foreign Ownership of Indian Securities*” on page 284.

#### **BIDS BY SEBI REGISTERED VCF’S, AIF’S AND FVCI’S:**

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIF’s.

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 or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for

the purpose of allocation.

**BIDS BY HUFs:**

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Application is being made in the name of the HUF in the Bid cum 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”. Bid cum Applications by HUFs may be considered at par with Bid cum Applications from individuals.

**BIDS BY MUTUAL FUNDS:**

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company’s paid-up share capital carrying voting rights.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum 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 be treated as multiple applications provided that the Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

**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 Issue shall comply with all applicable legislations, regulations, directions, guidelines and circulars issued by RBI from time to time.

**BIDS BY LIMITED LIABILITY PARTNERSHIPS:**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any bid without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

**BIDS BY INSURANCE COMPANIES:**

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid by Insurance Companies without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

- 1) equity shares of a company: the least of 10% of the investee company’s subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- 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 (1), (2) and (3) above, as the case may be. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time

to time.

**BIDS UNDER POWER OF ATTORNEY:**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹2500 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 along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- a) With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.
- b) With respect to Bids 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 along with the Bid cum Application Form.
- c) With respect to Bids made by provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 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 Bid cum Application Form.
- d) With respect to Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form
- e) Our Company in consultation with the Book Running Lead Manager in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application form, subject to such terms and conditions that our Company and the Book Running Lead Manager may deem fit.

The above information is given for the benefit of the Bidders. Our Company, the Book Running Lead Manager and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Red Herring Prospectus.

**BIDS BY PROVIDENT FUNDS / PENSION FUNDS:**

In case of Bids made by provident funds with minimum corpus of ₹25 Crore (subject to applicable law) and pension funds with minimum corpus of ₹25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Bid cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

**BIDS BY BANKING COMPANY:**

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks' own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a nonfinancial services company in excess of 10% of such investee company's paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

**BIDS BY SCSB'S:**

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Bid cum 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 Bid cum application in public Offers and clear demarcated funds should be available in such account for such Bid cum applications.

**In accordance with existing regulations issued by the RBI, OCBs cannot participate in the Issue.**

**The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act of 1933, as amended, or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold outside of the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.**

**The above information is given for the benefit of the Bidders. Our Company, the Promoter and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus, or as will be specified in the Red Herring Prospectus/Prospectus.**

**ISSUANCE OF A CONFIRMATION NOTE (“CAN”) AND ALLOTMENT IN THE ISSUE:**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the Book Running Lead Manager or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder

**Issue 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 Draft 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 Issue 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 Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue 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

## **VK Tyre India Limited**

Amount in the relevant bank account blocked rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, none of the bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Issue 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 Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue 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 Issue 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 Issue 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 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: “[●]”
- b. In case of Non-Resident Anchor Investors: “[●]”

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 Issue to facilitate collections from the Anchor Investors.

### **Electronic Registration of Applications**

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 5:00 p.m. of the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - a) the applications accepted by them,
  - b) the applications uploaded by them
  - c) the applications accepted but not uploaded by them or
  - d) 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 Issue, 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 offer an electronic facility for registering applications for the Issue. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Issue 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 Issue 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 Issue 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. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the 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 as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-institutional Bidders and Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Draft 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 Draft 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 5:00 p.m. on the Bid/Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue 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/Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
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 Book Running Lead Manager at the end of the Bid/ Issue 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/ Issue Period.

### **Withdrawal of Bids**

None of the bidders can withdraw their Bids or 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 in consultation with the Book Running Lead Manager, shall finalise the Issue Price and the Anchor Investor Issue Price.
- b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue 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 the in consultation with the Book Running Lead Manager 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 Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the Red Herring Prospectus.
- 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.
- f) Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the Book Running Lead Manager, 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; 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.

<b>Bid Quantity</b>	<b>Bid Amount (₹)</b>	<b>Cumulative Quantity</b>	<b>Subscription</b>
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 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 **Book Running Lead Manager**, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue 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 has entered into an Underwriting Agreement dated [●]
- b) A copy of Red Herring Prospectus will be filed with the RoC and copy of Prospectus will be filed with RoC in terms of Section 32 of Companies Act, 2013 and Section 26 of Companies Act, 2013.

### **Pre-Issue and Price Band Advertisement**

Subject to Section 30 of the Companies Act 2013, our Company shall, after filing the Red Herring Prospectus with the ROC, publish a pre-Issue and Price Band advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) One Hindi regional newspaper where the registered office of the Company is situated, each with wide circulation. In the pre-Issue and Price Band advertisement, we shall state the Bid Opening Date and the Bid/Issue 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.

### **ADVERTISEMENT REGARDING ISSUE PRICE AND PROSPECTUS:**

Our Company will Issue a statutory advertisement after the filing of the Red Herring Prospectus/ Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Issue Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

### **GENERAL INSTRUCTIONS:**

Please note that none of the bidders are not permitted to withdraw their bids or lower the size of Bids in terms of quantity of Equity Shares or Bid Amount) at any stage.

Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

### **Do's:**

1. Check if you are eligible to apply as per the terms of the Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID, Client ID, UPI ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. If the first applicant is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
7. In case of Joint bids, ensure the 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 Bid cum Application Form;
8. QIBs, Non-Institutional Bidders and the Individual Investors Bidders should submit their Bids through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, Individual Investors may submit their bid by using UPI

mechanism for payment.

9. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
11. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process or application forms submitted by Individual Investors 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);
12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. 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 IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the 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;
14. Ensure that the Demographic Details are updated, true and correct in all respects;
15. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
16. 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;
17. Ensure that the category and the investor status is indicated;
18. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
19. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
20. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum 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 Bid cum 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 Bid cum Application Form;
21. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
22. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Bid cum Application Form;
23. 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 Issue;
24. 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;
25. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum 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 Bid cum Application Form at the time of submission of the Bid;
26. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

**Don'ts:**

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
8. Do not Bid for a Bid Amount for less than ₹ 2,00,000/- (for Applications by Individual Bidders);
9. Do not Bid for a Bid Amount exceeding ₹ 500,000 (for Bids by UPI Bidders)

10. Do not fill up the Bid cum Application Form such that the Equity Shares Application exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
11. Do not submit the General Index Register number instead of the PAN;
12. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;
13. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Applicant;
14. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
15. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
16. Do not submit a Bid by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Bids made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

### **Other instructions for the Bidders**

#### **Joint Bids**

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 favour 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 Bids**

Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

#### **Investor Grievance**

In case of any pre-Issue or post Issue related problems regarding demat credit/ refund orders/ unblocking etc. the Investors can contact the Compliance Officer of our Company.

#### **Nomination Facility to Bidders**

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

#### **Submission of Bids**

- a) During the Bid/Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- b) The Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- c) For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the DRHP.

### **GROUPS OF TECHNICAL REJECTIONS**

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;

- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;
- Bids at Cut-off Price;
- Bids for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the DRHP;
- The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors;
- Category not ticked;
- Multiple Bids as defined in the DRHP;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Bidder is missing;
- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/Issue Opening Date advertisement and the DRHP and as per the instructions in the DRHP and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges;
- Where no confirmation is received from SCSB for blocking of funds;
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
- Details of ASBA Account not provided in the Bid cum Application form.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the BID.

**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 Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the DRHP. 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 BRLM 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 Issue, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue. 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 Investors will be allotted less than the minimum Bid Lot subject to availability of shares in Individual Investors Category.

### **BASIS OF ALLOTMENT**

#### **a. For Individual Bidders**

Bids received from the Individual Bidders at or above the Issue 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 Issue Price.

The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue 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 of face value of Rs. 10/- at or above the Issue Price, the Allotment shall be made by draw of lots in such manner that the total numbers of shares allotted in that category is equal to the number of Shares allotted.

In the event of the Issue being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the BSE SME (The Designated Stock Exchange).

#### **b. For Non-Institutional Bidders**

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price. The allotment of specified securities to each non-institutional investor shall not be less than the minimum application size in the non-institutional investor category, and the remaining shares, if any, shall be allotted on proportionate basis.

The Issue size less Allotment to QIBs and Individual Investor shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue 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 of face value of ₹10/- each at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares of face value of ₹10/- each and in multiples of [●] Equity Shares of face value of ₹10/- each thereafter. The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) The number of Equity Shares to be allocated to the successful Bidders in a particular category shall be determined.
- b) The successful Bidders, from amongst all valid Bidders in that category, shall be determined by a draw of lots, such that the total number of Equity Shares allotted in that category equals the number of Equity Shares allocated.
- c) If the proportionate allotment to any Bidder results in a number that is not a multiple of [●] Equity Shares of face value ₹10/- each, the number of Equity Shares allotted shall be rounded off to the nearest multiple of [●] Equity Shares of face value ₹10/- each, subject to a minimum allotment of [●] Equity Shares of face value ₹10/- each.

If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares of face value of ₹10/- each, 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 Issue specified under the Capital Structure mentioned in this Draft Red Herring Prospectus.

**c. For QIBs**

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue 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 Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

- a) In the first instance allocation to Mutual Funds for [●]% of the QIB Portion shall be determined as follows:
- 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.
  - 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 Issue Price.
  - 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;
- b) In the second instance Allotment to all QIBs shall be determined as follows:
- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●]% of the QIB Portion.
  - 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, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, along with other QIB Bidders.
  - 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.

**d. ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)**

- 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:
- i) not more than 60% of the QIB Portion will be allocated to Anchor Investors;
  - ii) 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; and
  - iii) 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 Issue 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 Issue 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 Issue Price is lower than the Anchor Investor Allocation Price:**

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

**The Executive Director/ Managing Director of BSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue 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.**

**Flow of Events from the closure of Bidding period (T DAY) Till Allotment:**

- On T Day, RTA to validate the electronic bid details with the depository records and also reconcile the final certificates received from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details
- RTA identifies cases with mismatch of account number as per bid file / FC and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulates the rejections list with BRLM(s)/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The DSE, post verification approves the basis and generates drawal of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawal numbers in their system and generates the final list of allottees as per process mentioned below.

**Process for generating list of Allottees: -**

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawal of lots provided by Designated Stock Exchange (DSE) is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

**Issuance of Allotment Advice**

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) 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 Issue.

The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 4 working days of the Issue 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

**Designated Date:**

On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will Offer 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 4 working days of the Bid/Issue 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

**Instructions 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 Offers using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an Issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e., [www.bseindia.com](http://www.bseindia.com) and NSE i.e., [www.nseindia.com](http://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 Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect from 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](http://www.bseindia.com) and NSE i.e., [www.nseindia.com](http://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 Issue 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 Issue.

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 Issue, 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 Issue should be addressed to the Registrar to the Issue 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 Issue in case of any pre-Issue or post Issue 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 BSE SME, where the Equity Shares are proposed to be listed are taken within 3 (three) working days from Issue 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 Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2(two) working days of the Issue 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.

### **Right to Reject Applications**

In case of QIB Bidders, the Company in consultation with the Book Running Lead Manager may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

### **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**

We undertake as follows:

- 1) That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within six working days from Issue Closure date.
- 3) 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 Issue by our Company;
- 4) 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 Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

- 5) That our Promoter 's contribution in full has already been brought in;
- 6) That no further Issue of Equity Shares shall be made till the Equity Shares Issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, undersubscription etc.;
- 7) That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
- 8) If our Company does not proceed with the Issue after the Bid/Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre-Issue and price band advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 9) If our Company withdraws the Issue after the Bid/Issue Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock exchange/RoC/SEBI, in the event our Company subsequently decides to proceed with the Issue;
- 10) If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/ unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period.

#### **Utilization of Issue Proceeds**

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the Issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
- 5) Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- 6) The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

#### **Equity Shares in Dematerialized Form with NSDL or CDSL**

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:

1. Tripartite Agreement dated May 26, 2025 among CDSL, the Company and the Registrar to the Issue.
2. Tripartite Agreement dated January 21, 2025 among NSDL, the Company and the Registrar to the Issue.

The Company's equity shares bear an ISIN No. INE0S6T01015.

## **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.

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 Issue. 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 Issue in writing about such approval along with a copy thereof within the Issue Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue 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 Issue, 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 up to 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 recognized 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 2003/71/EC, together with any amendments) and implementing measures thereto, (the "Prospectus Directive") has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such Issue made under exemptions available under the Prospectus Directive, provided that no such Issue shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorized. 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 Draft 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.

***VK Tyre India Limited***

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The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. 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.

**SECTION IX- MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION OF OUR COMPANY**

Pursuant to Schedule I of the Companies Act, and the SEBI (ICDR) Regulations, the Main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and Transmission of equity shares or debentures, their consolidation or splitting are as provided below. Each provision below is numbered as per the corresponding article number in the articles of association and defined terms herein have the meaning given to them in the Articles of Association.

The following regulations comprised in the Articles of Association were adopted pursuant to the member's special resolution passed at the Extra Ordinary General Meeting held on February 24, 2025. In substitution for, and to the entire exclusion of, the earlier regulation comprised in the extant Articles of Association of the Company.

<b>INTERPRETATION</b>	
I	<p>1. In these regulations-</p> <p style="margin-left: 40px;">b. "the Act" means the Companies Act, 2013,</p> <p style="margin-left: 40px;">c. "the seal" means the common seal of the company.</p> <p>2. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.</p>
<b>SHARE CAPITAL AND VARIATION OF RIGHTS</b>	
II. 1.	Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the 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 and at such time as they may from time to time think fit.
2.	<p>i. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, -</p> <p style="margin-left: 40px;">a. one certificate for all his shares without payment of any charges; or</p> <p style="margin-left: 40px;">b. several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.</p> <p>ii. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid - up thereon.</p> <p>iii. In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.</p>
3.	<p>i. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.</p> <p>ii. The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.</p>
4.	Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
5.	<p>i. The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.</p>

	<ul style="list-style-type: none"> <li>ii. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.</li> <li>iii. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.</li> </ul>
6.	<ul style="list-style-type: none"> <li>i. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.</li> <li>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.</li> </ul>
7.	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari-passu therewith.
8.	Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.
<b>LIEN</b>	
9.	<ul style="list-style-type: none"> <li>i. The company shall have a first and paramount lien <ul style="list-style-type: none"> <li>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</li> <li>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 be wholly or in part exempt from the provisions of this clause.</li> </ul> </li> <li>ii. The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.</li> <li>iii. That fully paid shares shall be free from all lien and that in the case of partly paid shares the Issuer's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.</li> </ul>
10.	<p>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-</p> <ul style="list-style-type: none"> <li>a. unless a sum in respect of which the lien exists is presently payable; or</li> <li>b. until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.</li> </ul>
11.	<ul style="list-style-type: none"> <li>i. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof</li> <li>ii. The purchaser shall be registered as the holder of the shares comprised in any such transfer.</li> <li>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.</li> </ul>
12.	<ul style="list-style-type: none"> <li>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.</li> </ul>

	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.
<b>CALLS ON SHARES</b>	
13.	<p>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:</p> <p>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.</p> <p>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.</p> <p>iii. A call may be revoked or postponed at the discretion of the Board.</p> <p>iv. That any amount paid up in advance of calls on any share may carry interest but shall not in respect thereof confer a right to dividend or to participate in profits.</p>
14.	A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.
15.	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
16.	<p>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.</p> <p>The Board shall be at liberty to waive payment of any such interest wholly or in part.</p>
17.	<p>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.</p> <p>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.</p>
18.	<p>The Board -</p> <p>a. may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him and</p> <p>b. upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.</p>
<b>TRANSFER OF SHARES</b>	
19.	<p>i. The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.</p> <p>ii. 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.</p> <p>iii. That a common form of transfer shall be used.</p>
20.	<p>i. The Board may, subject to the right of appeal conferred by section 58 decline to register—</p> <p>ii. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or</p>

	iii. any transfer of shares on which the company has a lien.
21.	<p>The Board may decline to recognise any instrument of transfer unless—</p> <ul style="list-style-type: none"> <li>a. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;</li> <li>b. the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and</li> <li>c. the instrument of transfer is in respect of only one class of shares.</li> <li>d. 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 Issuer on any account whatsoever.</li> </ul>
22.	<p>On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:</p> <p>Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.</p>
<b>TRANSMISSION OF SHARES</b>	
23.	<ul style="list-style-type: none"> <li>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</li> <li>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.</li> <li>iii. That a common form of transmission shall be used.</li> </ul>
24.	<ul style="list-style-type: none"> <li>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- <ul style="list-style-type: none"> <li>a. to be registered himself as holder of the share; or</li> <li>b. to make such transfer of the share as the deceased or insolvent member could have made.</li> </ul> </li> <li>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.</li> </ul>
25.	<ul style="list-style-type: none"> <li>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.</li> <li>ii. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.</li> <li>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.</li> </ul>
26.	<p>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 be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:</p> <p>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.</p>
<b>FORFEITURE OF SHARES</b>	

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27.	If a member fails to pay any call, or installment 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 installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
28.	The notice aforesaid shall- <ol style="list-style-type: none"><li>name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and</li><li>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.</li></ol>
29.	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.
30.	<ol style="list-style-type: none"><li>A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.</li><li>At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.</li></ol>
31.	<ol style="list-style-type: none"><li>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.</li><li>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.</li></ol>
32.	<ol style="list-style-type: none"><li>A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;</li><li>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 favour of the person to whom the share is sold or disposed of;</li><li>The transferee shall thereupon be registered as the holder of the share; and</li><li>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.</li></ol>
33.	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.
<b>ALTERATION OF CAPITAL</b>	
34.	The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
35.	Subject to the provisions of section 61, the company may, by ordinary resolution- <ol style="list-style-type: none"><li>consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;</li><li>convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;</li><li>sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; and</li><li>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.</li></ol>

	v. Permission for sub-division/ consolidation of share certificates.
36.	<p>Where shares are converted into stock:</p> <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> <li>• 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.</li> <li>• such of the 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.</li> </ul>
37.	<p>The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law-</p> <ul style="list-style-type: none"> <li>• its share capital;</li> <li>• any capital redemption reserve account; or</li> <li>• any share premium account.</li> </ul>
<b>CAPITALISATION OF PROFITS</b>	
38.	<p>The company in general meeting may, upon the recommendation of the Board, resolve-</p> <ol style="list-style-type: none"> <li>i. that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the, profit and loss account, or otherwise available for distribution; and</li> <li>ii. that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</li> <li>iii. 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- <ol style="list-style-type: none"> <li>a. paying up any amounts for the time being unpaid on any shares held by such members respectively;</li> <li>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;</li> <li>c. partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);</li> </ol> </li> <li>iv. 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;</li> <li>v. The Board shall give effect to the resolution passed by the company in pursuance of this regulation.</li> </ol>
39.	<ol style="list-style-type: none"> <li>i. Whenever such a resolution as aforesaid shall have been passed, the Board shall- <ol style="list-style-type: none"> <li>a. make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all</li> <li>b. allotments and issues of fully paid shares if any; and</li> <li>c. generally, do all acts and things required to give effect thereto.</li> </ol> </li> <li>ii. The Board shall have power- <ol style="list-style-type: none"> <li>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</li> <li>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 capitalization, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;</li> </ol> </li> </ol>

	iii. Any agreement made under such authority shall be effective and binding on such members
<b>BUY-BACK OF SHARES</b>	
40.	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.
<b>GENERAL MEETINGS</b>	
41.	All general meetings other than annual general meeting shall be called extraordinary general meeting.
42.	<ul style="list-style-type: none"> <li>i. The Board may, whenever it thinks fit, call an extraordinary general meeting.</li> <li>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.</li> </ul>
<b>PROCEEDINGS AT GENERAL MEETINGS</b>	
43.	<ul style="list-style-type: none"> <li>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.</li> <li>ii. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.</li> </ul>
44.	The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
45.	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.
46.	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.
<b>ADJOURNMENT OF MEETING</b>	
47.	<ul style="list-style-type: none"> <li>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.</li> <li>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.</li> <li>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.</li> <li>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.</li> </ul>
<b>VOTING RIGHTS</b>	
48.	<p>Subject to any rights or restrictions for the time being attached to any class or classes of shares,</p> <ul style="list-style-type: none"> <li>i. on a show of hands, every member present in person shall have one vote;</li> <li>ii. and 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.</li> <li>iii. That option or right to call of shares shall not be given to any person except with the sanction of the Issuer in general meetings.</li> </ul>
49.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

50.	<p>i. 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.</p> <p>ii. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p>
51.	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
52.	Any business other than that upon which a poll has been demanded maybe proceeded with, pending the taking of the poll.
53.	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
54.	<p>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.</p> <p>ii. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.</p>
<b>PROXY</b>	
55.	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.
56.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105
57.	<p>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:</p> <p>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.</p>
<b>BOARD OF DIRECTORS</b>	
58.	<p>The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them. The following are the First Directors of the Company:</p> <ol style="list-style-type: none"> <li>1. Mr. Raj Kumar Dhingra</li> <li>2. Mr. Sushant Dhingra</li> <li>3. Mr. Prashant Kumar Dhingra</li> </ol>
59.	<p>The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.</p> <p>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-</p> <ul style="list-style-type: none"> <li>• in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or</li> <li>• in connection with the business of the company.</li> </ul>
60.	The Board may pay all expenses incurred in getting up and registering the company.

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61.	The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
62.	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.
63.	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.
64.	<ol style="list-style-type: none"><li>i. Subject to the provisions of section 149, 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.</li><li>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.</li></ol>
<b>PROCEEDINGS OF THE BOARD</b>	
65.	The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.  A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
66.	<ol style="list-style-type: none"><li>i. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.</li><li>ii. In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.</li></ol>
67.	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.
68.	<ol style="list-style-type: none"><li>i. The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.</li><li>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 directors present may choose one of their number to be Chairperson of the meeting.</li></ol>
69.	<ol style="list-style-type: none"><li>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.</li><li>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.</li></ol>
70.	<ol style="list-style-type: none"><li>i. A committee may elect a Chairperson of its meetings.</li><li>ii. If no such Chairperson is elected, or if at any meeting the 72 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.</li></ol>
71.	<ol style="list-style-type: none"><li>i. A committee may meet and adjourn as it thinks fit.</li><li>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.</li></ol>

72.	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.
73.	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.
<b>CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER</b>	
74.	Subject to the provisions of the Act, 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 a resolution of the Board;  ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer
75.	A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.
<b>THE SEAL</b>	
76.	i. The Board shall provide for the safe custody of the seal.  ii. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.
<b>DIVIDENDS AND RESERVE</b>	
77.	The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
78.	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
79.	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 applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.  ii. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
80.	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.

	<p>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. That there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.</p>
81.	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.
82.	<p>i. Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, 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.</p> <p>ii. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p>
83.	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.
84.	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
85.	No dividend shall bear interest against the company.
<b>ACCOUNTS</b>	
86.	<p>i. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.</p> <p>ii. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.</p>
<b>WINDING UP</b>	
87.	<p>Subject to the provisions of Chapter XX of the Act and rules made thereunder-</p> <p>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.</p> <p>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.</p> <p>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.</p>
<b>INDEMNITY</b>	
88.	Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

**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 the Company or entered into more than two years before the date of the Draft Red Herring Prospectus) which are or may be deemed material have been entered or to be entered into by the Company which are or may be deemed material will be attached to the copy of the Red Herring Prospectus/Prospectus, delivered to the Registrar of Companies, for filing. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Corporate Office between 10:00 a.m. to 05:00 p.m. on all Working Days from the date of this Red Herring Prospectus until the Bid/Issue Closing Date.

**Material Contracts**

1. Issue Agreement dated September 23, 2025 between our Company and the Book Running Lead Manager to the Issue.
2. Registrar Agreement dated September 01, 2025 executed between our Company and the Registrar to the Issue.
3. Banker to the Issue Agreement dated [●] among our Company, Book Running Lead Manager, Banker to the Issue and the Registrar to the Issue.
4. Market Making Agreement dated [●] between our Company, Book Running Lead Manager and Market Maker.
5. Underwriting Agreement dated [●] between our Company, Promoter Selling Shareholder and Underwriter.
6. Syndicate Agreement dated [●] among our Company, Book Running Lead Manager and Syndicate Members.
7. Tripartite Agreement dated May 26, 2025 among CDSL, the Company and the Registrar to the Issue.
8. Tripartite Agreement dated January 21, 2025 among NSDL, the Company and the Registrar to the Issue.

**Material Documents**

1. Certified copies of the Memorandum and Articles of Association of the Company as amended.
2. Certificate of Incorporation dated August 26, 2014 issued by the Registrar of Companies, Uttar Pradesh.
3. Copy of the Board Resolution dated August 05, 2025 authorizing the Issue and other related matters.
4. Copy of Shareholder's Resolution dated August 16, 2025 authorizing the Issue and other related matters.
5. Copies of Audited Financial Statements of our Company, for the financial year ended March 31, 2025, March 31, 2024 and March 31, 2023.
6. Peer Review Auditors Report dated September 10, 2025 on the Restated Financial Statements for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023.
7. Copy of the Statement of Special Tax Benefits dated September 12, 2025 from the Peer Review Auditor.
8. Certificate on Key Performance Indicators (KPI's) issued by Peer Review Auditor dated September 12, 2025.
9. Consents of the Book Running Lead Manager to the Issue, Legal Advisor to the Issue, Registrar to the Issue, Market Maker, Syndicate Member, Underwriter, Banker to the Issue / Sponsor Bank, Peer Review Auditor, Statutory Auditor of the Company, Monitoring Agency, Senior Management, Bankers to our Company, Directors, Promoters, Company Secretary and Compliance Officer and Chief Financial Officer, as referred to, in their respective capacities.
10. Board Resolution dated September 30, 2025 for approval of Draft Red Herring Prospectus and dated [●] for approval of Red Herring Prospectus and dated [●] for approval of Prospectus.
11. Due Diligence Certificate from Book Running Lead Manager dated September 30, 2025.
12. Site visit report prepared by the Book Running Lead Manager dated February 01, 2025.
13. Approval from BSE vide letter dated [●] to use the name of BSE in the Red Herring Prospectus/Prospectus for listing of Equity Shares on the SME Platform of BSE Limited.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the Shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

**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 Draft 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 Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Raj Kumar Dhingra Chairman & Managing Director DIN: 00982525	Sd/-

Date: September 30, 2025  
Place: Ghaziabad, Uttar Pradesh

**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 Draft 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 Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Sushant Dhingra Whole Time Director DIN: 01070380	Sd/-

Date: September 30, 2025  
Place: Ghaziabad, Uttar Pradesh

**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 Draft 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 Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Prashant Kumar Dhingra Whole Time Director DIN: 06952369	Sd/-

Date: September 30, 2025  
Place: Ghaziabad, Uttar Pradesh

**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 Draft 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 Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

Name and Designation	Signature
Geeta Dhingra Non-Executive Director DIN: 06952361	Sd/-

Date: September 30, 2025  
Place: Ghaziabad, Uttar Pradesh

**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 Draft 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 Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Kuldeep Bansal Independent Director DIN: 10892128	Sd/-

Date: September 30, 2025  
Place: Ghaziabad, Uttar Pradesh

**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 Draft 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 Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Ravi Kant Jain Independent Director DIN: 10909885	Sd/-

Date: September 30, 2025  
Place: Ghaziabad, Uttar Pradesh

**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 Draft 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 Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Sushant Dhingra Chief Financial Officer	Sd/-

Date: September 30, 2025  
Place: Ghaziabad, Uttar Pradesh

**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 Draft 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 Draft Red Herring Prospectus are true and correct.

**SIGNED BY THE COMPANY SECRETARY OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Deepika Gupta Company Secretary & Compliance officer M. No.: A49974	Sd/-

Date: September 30, 2025

Place: Ghaziabad, Uttar Pradesh