



(Please scan this QR Code to view the RHP)

This is an abridged prospectus containing salient features of the Red Herring Prospectus of Elin Electronics Limited dated December 12, 2022 filed with the Registrar of Companies, Kolkata, West Bengal, the ("RHP" or "Red Herring Prospectus"). You are encouraged to read greater details available in the RHP, which is available at <https://www.sebi.gov.in/sebiweb/home/HomeAction.do?doListing=yes&sid=3&ssid=15&smid=11>. Unless otherwise specified all capitalised terms used herein and not specifically defined bear the same meaning as ascribed to them in the RHP.

THIS ABRIDGED PROSPECTUS CONSISTS OF FOUR PAGES OF BID CUM APPLICATION FORM ALONG WITH INSTRUCTIONS AND EIGHT PAGES OF ABRIDGED PROSPECTUS. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.



ELIN ELECTRONICS LIMITED

Corporate Identity Number: U29304WB1982PLC034725; **Date of Incorporation:** March 26, 1982

Registered office	Corporate office	Contact Person	Telephone and Email	Website
143, Cotton Street, Kolkata – 700 007, West Bengal, India	4771, Bharat Ram Road, 23, Daryaganj, New Delhi – 110002, India	Lata Rani Pawa, Company Secretary and Compliance Officer	Tel: + 011 43000400 Email: cs@elinindia.com	www.elinindia.com

OUR PROMOTERS: MANGI LALL SETHIA, KAMAL SETHIA, KISHORE SETHIA, GAURAV SETHIA, SANJEEV SETHIA, SUMIT SETHIA, SUMAN SETHIA, VASUDHA SETHIA AND VINAY KUMAR SETHIA

Details of Offer to Public

Type of Offer	Fresh Issue Size	Offer for Sale size	Total Offer Size (by amount in ₹)	Offer under Regulation 6(1)	Share Reservation among QIBs, NIBs & RIBs		
					QIBs	NIBs	RIBs
Fresh Issue and an Offer for Sale	Fresh issue of up to [●] Equity Shares aggregating up to ₹ 1,750 million	Offer for sale of up to [●] Equity Shares aggregating up to ₹ 3,000 million	Up to ₹ 4,750 million	The Offer is being made pursuant to Regulation 6(1) of the SEBI ICDR Regulations. For details in relation to share reservation among QIBs, NIIs and RIBs, see "Offer Structure" on page 354 of the RHP.	Not more than 50% of the Offer	Not less than 15% of the Offer	Not less than 35% of the Offer

The Equity Shares are proposed to be listed on National Stock Exchange of India Limited and BSE Limited (Designated Stock Exchange).

Details of Offer for Sale by Selling Shareholders:

Name of Selling Shareholder	Type	Number of Equity Shares offered/ Amount (₹ In Million)	Weighted Average Cost Of Acquisition [^] (In ₹)
Kamal Sethia	Promoter Selling Shareholder	Up to [●] Equity Shares aggregating up to ₹ 171.82 million	0.94
Suman Sethia	Promoter Selling Shareholder	Up to [●] Equity Shares aggregating up to ₹ 305.16 million	0.75
Kishore Sethia	Promoter Selling Shareholder	Up to [●] Equity Shares aggregating up to ₹ 280.88 million	1.27
Vasudha Sethia	Promoter Selling Shareholder	Up to [●] Equity Shares aggregating up to ₹ 83.30 million	2.66
Gaurav Sethia	Promoter Selling Shareholder	Up to [●] Equity Shares aggregating up to ₹ 253.76 million	0.12
Vinay Kumar Sethia	Promoter Selling Shareholder	Up to [●] Equity Shares aggregating up to ₹ 49.61 million	1.55
Sumit Sethia	Promoter Selling Shareholder	Up to [●] Equity Shares aggregating up to ₹ 66.62 million	1.07
Dhani Devi Sethia Trust	Other Selling Shareholder	Up to [●] Equity Shares aggregating up to ₹ 8.09 million	0.00
Kamal Sethia & Sons HUF	Other Selling Shareholder	Up to [●] Equity Shares aggregating up to ₹ 20.52 million	0.66
Vijay Singh Sethia	Other Selling Shareholder	Up to [●] Equity Shares aggregating up to ₹ 76.29 million	1.17

[^]As per the certificate dated December 12, 2022 issued by Oswal Sunil & Company, Chartered Accountants.

For more details of the Promoter Selling Shareholders and Other Selling Shareholders, see "List of Selling Shareholders" on page 14 of the RHP.

PRICE BAND, MINIMUM BID LOT & INDICATIVE TIMELINES

Price Band	₹ [●] per Equity Share to ₹ [●] per Equity Share of face value of ₹ 5 each.
For details of the Price Band and the basis for the Offer Price, please refer to the price band advertisement and the section titled "Basis for Offer Price" on page 109 of the RHP.	
Minimum Bid Lot Size	[●] Equity Shares
Bid/Offer Opens On	December 20, 2022 ⁽¹⁾
Bid/ Offer Closes On	December 22, 2022 ⁽²⁾
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Tuesday, December 27, 2022
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about Wednesday, December 28, 2022
Credit of Equity Shares to demat accounts of Allottees	On or about Thursday, December 29, 2022
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Friday December 30, 2022

(1) Our Company, in consultation with the BRLMs, may consider participation by Anchor Investors. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date, i.e., Monday, December 19, 2022, in accordance with the SEBI ICDR Regulations.

(2) UPI mandate end time and date shall be at 05.00 PM on the Bid/Offer Closing date.

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- * In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked; (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding four Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Bid/ Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The post Offer BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and 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 Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.

The Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended ("Securities Act") or any state securities laws in the United States, and unless so registered, and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U. S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S and the applicable laws of each jurisdictions where such offers and sales are made.

THE WEIGHTED AVERAGE COST OF ACQUISITION OF ALL EQUITY SHARES TRANSACTED IN THE PRECEDING EIGHTEEN MONTHS FROM THE DATE OF THE RED HERRING PROSPECTUS

Period	Weighted average cost of acquisition (in ₹)	Cap price (₹ [•]) is 'X' times the weighted Average Cost of Acquisition	Range of acquisition price: lowest price – highest price (in ₹)
Last eighteen months preceding the date of the Red Herring Prospectus	85.29	[•]	85-100

* As certified by Oswal Sunil & Company, Chartered Accountants by way of certificate dated December 12, 2022.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 5 each. The Floor Price, the Offer Price or the Price Band (determined by our Company in consultation with the BRLMs and 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 Offer Price" on page 109 of the RHP), 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 of our Company, or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 26 of the RHP.

PROCEDURE

You may obtain a physical copy of the Bid-cum-Application Form and the RHP from the Stock Exchanges, Syndicate Members, Registrar to the Offer, Registrar and Share Transfer Agents ("RTAs"), Collecting Depository Participants ("CDPs"), Registered Brokers, Banker to the Offer, Investors' Associations or Self Certified Syndicate Banks ("SCSBs").

If you wish to know about processes and procedures applicable to the Offer, you may request for a copy of the RHP and/or the General Information Document (GID) from the BRLMs or download it from the website of SEBI at www.sebi.gov.in, the websites of NSE and BSE at www.nseindia.com and www.bseindia.com, respectively, and the websites of the BRLMs at www.axiscapital.co.in and www.jmfl.com, respectively.

PRICE INFORMATION OF BRLMs

Sr. No.	Issue name	Merchant Banker(s)	+/- % change in closing price, +/- % change in closing benchmark		
			30th calendar day from listing	90th calendar day from listing	180th calendar day from listing
1	Uniparts India Limited	Axis, JM	-	-	-
2	Keystone Realtors Limited	Axis	-	-	-
3	Bikaji Foods International Limited	Axis, JM	-	-	-
4	DCX Systems Limited	Axis	+17.10%, [+0.63%]	-	-
5	Harsha Engineers International Limited (formerly known as Harsha Engineers International Private Limited and Harsha Abakus Solar Private Limited)	Axis, JM	+31.92%, [+3.76%]	-	-
6	Tamilnad Mercantile Bank Limited	Axis	-8.43%, [-3.36%]	-	-
7	Paradeep Phosphates Limited	Axis, JM	-10.24%, [-3.93%]	+27.50%, [+7.65%]	+31.19%, [+11.91%]

PRICE INFORMATION OF BRLMs					
Sr. No.	Issue name	Merchant Banker(s)	+/- % change in closing price, +/- % change in closing benchmark		
			30th calendar day from listing	90th calendar day from listing	180th calendar day from listing
8	Archean Chemical Industries Limited	JM	-	-	-
9	Global Health Limited	JM	-	-	-
10	Fusion Micro Finance Limited	JM	-	-	-
11	Electronics Mart India Limited	JM	46.02% [6.31%]	-	-

Source: www.nseindia.com and www.bseindia.com.

Notes:

- Issue Size derived from Prospectus/final post issue reports, as available.
- The CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.
- 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.
- In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered.
- Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

For further details, please refer to "Other Regulatory and Statutory Disclosures - Price information of past issues handled by the BRLMs" beginning on page 345 of the RHP.

BOOK RUNNING LEAD MANAGERS	
AXIS CAPITAL LIMITED Tel: +91 22 4325 2183 E-mail: elin.ipo@axiscap.in Investor Grievance E-mail: complaints@axiscap.in	JM Financial Limited Tel: +91 22 6630 3030 E-mail: elin.ipo@jmfl.com Investor Grievance E-mail: grievance.ibd@jmfl.com
Name of Syndicate Member	JM Financial Services Limited
Name of Registrar to the Offer	KFin Technologies Limited Tel: +91 40 6716 2222; E-mail: elinindia.ipo@kfintech.com ; Investor grievance E-mail: einward.ris@kfintech.com
Name of Statutory Auditor	Oswal Sunil & Company, Chartered Accountants
Name of Credit Rating Agency and the rating or grading obtained, if any	Not Applicable
Name of Debenture trustee, if any	Not Applicable
Self Certified Syndicate Banks	The list of SCSBs notified by SEBI for the ASBA process is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 , or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Bidder (other than a RII using the UPI Mechanism), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, CRTA or CDP may submit the Bid cum Application Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 , or at such other websites as may be prescribed by SEBI from time to time.
SCSBs eligible as Issuer Banks for UPI Mechanism and eligible mobile applications	In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, UPI Bidders using the UPI Mechanism may only apply through the SCSBs and mobile applications using the UPI handles specified on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 , https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) and updated from time to time.
Syndicate SCSB Branches	In relation to Bids (other than Bids by Anchor Investors and RIIs) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35 , which may be and updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes&intmId=35 or any such other website as may be prescribed by SEBI from time to time.
Non Syndicate Registered Brokers	The list of the Registered Brokers eligible to accept ASBA Forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com , as updated from time to time.
Details regarding website address(es)/ link(s) from which the investor can obtain a list of RTAs, CDPs and stock brokers who can accept applications from investors, as applicable:	The list of the Registered Brokers eligible to accept ASBA Forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com , as updated from time to time. The list of the CRTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm , respectively, as updated from time to time. The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm , respectively, as updated from time to time. For further details, see "Offer Procedure" on page 357 of the RHP.

PROMOTERS OF OUR COMPANY

Sr. No.	Name	Individual / Corporate	Experience & Educational Qualification
1	Mangi Lall Sethia	Individual	He is the Chairman & Wholetime Director of our Company. He is also a Promoter of our Company and has been associated since its incorporation. He holds a master's degree in arts from Jain Vishva Bharati Institute (Deemed University), Ladnun. He has 64 years of experience in electronic manufacturing services sector. He is currently associated with Kanchan Commercial Company Private Limited.
2	Kamal Sethia	Individual	He is the Managing Director of our Company. He is also a Promoter of our Company and has been a part of our Company since 1992. He holds a bachelor's degree in commerce from University of Delhi. He has approximately 41 years of experience in electronic manufacturing services sector. He was previously associated with L.K.M Electronic Corporation as a partner since 1978 and the director of Kanchan Commercial Co. Private Limited since 1988.
3	Kishore Sethia	Individual	He is the Director (Operations) of our Company. He has been associated with our Company since 1992. He holds a bachelor's degree in commerce from University of Delhi. He has approximately 41 years of experience in electronic manufacturing services sector. He was previously associated with LKM Electronic Corporation as a partner since 1978 and director of Kanchan Commercial Co. Private Limited since 1988.
4	Gaurav Sethia	Individual	He holds a bachelor's degree in engineering from Visveswaraiiah Technological University, Belgaum, Karnataka. He is a wholetime director of Elin Appliances Private Limited since 2020. He has approximately 11 years of experience in business development and communication. He is associated with Mavika Estate Creators Private Limited since 2011.
5	Sanjeev Sethia	Individual	He is the Wholetime Director of our Company. He is also a Promoter of our Company and has been a part of our Company since 1994. He holds a bachelor of science in electrical engineering from the University of Texas at Austin. He has approximately 27 years of experience in electronic manufacturing services sector.
6	Sumit Sethia	Individual	He is the Wholetime Director of our Company. He is also a Promoter of our Company and has been a part of our Company since 1998. He holds a bachelor's degree in Commerce from University of Calcutta. He has approximately 24 years of experience in electronic manufacturing services sector.
7	Suman Sethia	Individual	Except for Suman Sethia and Vasudha Sethia, our Promoters have adequate experience in the business activities undertaken by our Company.
8	Vinay Kumar Sethia	Individual	He holds a bachelor's degree in commerce from University of Calcutta. He has approximately 50 years of experience in electronic manufacturing services sector. He was previously associated with Electronic Industries of India from 1972 to 1982.
9	Vasudha Sethia	Individual	She holds a bachelor's degree in arts from University of Delhi. Except for Suman Sethia and Vasudha Sethia, our Promoters have adequate experience in the business activities undertaken by our Company.

OUR BUSINESS OVERVIEW AND STRATEGY

Company Overview: We are a leading electronics manufacturing services ("EMS") manufacturer of end-to-end product solutions for major brands of lighting, fans, and small/ kitchen appliances in India, and are one of the largest fractional horsepower motors manufacturers in India. Based on our overall market, we are projected to be the largest players in this category, with a market share of 12% in Fiscal 2021. (Source: F&S Report) In addition, we are one of the key players in LED lighting and flashlight with EMS market share of approximately 7% in Fiscal 2021, and are also one of the key players in small appliances vertical with EMS market share of 10.7% in Fiscal 2021. (Source: F&S Report)

Product/ Service Offerings: We have decades of experience in EMS sector. We manufacture and assemble a wide array of products and provide end-to-end product solutions. We serve under both original equipment manufacturer ("OEM") and original design manufacturer ("ODM") business models. For details of our product vertical wise revenue, see "Our Business - Our Products and Services" on page 192 of the RHP.

Geographies Served: India. Further, we generate operating revenue from export incentives as well. For details, see "Our Business - Our Products and Services" on page 192 of the RHP.

Key performance indicators:

Particulars	Period/ fiscal ended			
	March 31, 2020	March 31, 2021	March 31, 2022	September 30, 2022
Revenue from operations (₹ in million)	7,855.84	8,623.78	10,937.54	6,044.57
Net worth (₹ in million)	2,277.52	2,622.54	3,030.70	3,201.49
EBITDA (₹ in million)	562.43	690.03	799.31	433.64
EBITDA (%)	7.16	8.00	7.31	7.17
Profit after tax (₹ in million)	274.87	348.57	391.47	206.68
PAT margin (%)	3.50	4.03	3.58	3.42
ROE (%)	12.88	14.23	13.85	6.63*
ROCE (%)	15.44	14.90	15.82	8.09*
Asset turnover ratio	2.03	1.70	2.05	1.03*
Net working capital days	48	53	46	46
Debt to equity ratio	0.27	0.42	0.32	0.32
Interest coverage ratio	4.00	5.91	5.16	4.72

* Not annualised.

Further, for details of the table setting out our production volume across our key product portfolio for the period indicated as certified by Er. B.P. Singh, independent chartered engineer, vide certificate dated November 18, 2022, see "Our Business - Our Manufacturing Facilities" on page 189 of the RHP.

Client's profile or Industries Served: We have decades of experience in EMS sector. Our customers include leading international and national consumer electronics brands. Our top 5 customers accounted, cumulatively, for 69.03%, 62.93%, 63.20% and 65.43% of our revenue from operations in Fiscals 2020, 2021 and 2022 and the six-month

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period ended September 30, 2022, respectively. Further, our top 10 customers accounted, cumulatively, for 80.81%, 77.90%, 77.14% and 81.04% of our revenue from operations in Fiscals 2020, 2021 and 2022 and six-month period ended September 30, 2022, respectively..

Intellectual Property: As on date of the Red Herring Prospectus, the Company has obtained a copyright for its artistic work and 10 trademark registrations under the Trademarks Act, 1999. We have registered the “Elin” trademark under various classes with the Registrar of Trademarks in India under the Trademarks Act, 1999, which are currently valid. These trademarks are registered in the name of the Company. The other registered trademarks we have are “Asian” and “Ventis”.

Market Share: We are a leading electronics manufacturing services (“EMS”) manufacturer of end-to-end product solutions for major brands of lighting, fans, and small/kitchen appliances in India, and are one of the largest fractional horsepower motors manufacturers in India. Based on our overall market, we are projected to be the largest players in this category, with a market share of 12% in Fiscal 2021. (Source: F&S Report) In addition, we are one of the key players in LED lighting and flashlight with EMS market share of approximately 7% in Fiscal 2021, and are also one of the key players in small appliances vertical with EMS market share of 10.7% in Fiscal 2021. (Source: F&S Report)

Manufacturing Plant: We have three manufacturing facilities which are strategically located in Ghaziabad (Uttar Pradesh), Baddi (Himachal Pradesh) and Verna (Goa).

Employee Strength: As on October 31, 2022, we had 2,935 permanent employees and also employed around 1,682 contract labour at our manufacturing facilities.

For details, see ‘Our Business – Human Resources’ on pages 202 of the RHP.

BOARD OF DIRECTORS				
Sr. No.	Name	Designation	Experience & Educational Qualification	Directorships in other companies
1	Mangi Lall Sethia	Chairman and Wholetime Director	He is also a Promoter of our Company and has been associated since its incorporation. He holds a master’s degree in arts from Jain Vishva Bharati Institute (Deemed University), Ladnun. He has 64 years of experience in electronic manufacturing services sector. He is currently associated with Kanchan Commercial Company Private Limited.	Indian Companies • Kanchan Commercial Co. Private Ltd. • Gaurav Resources Company Private Ltd • KLJ Plasticizers Limited Foreign Companies: Nil
2	Kamal Sethia	Managing Director	He is also a Promoter of our Company and has been a part of our Company since 1992. He holds a bachelor’s degree in commerce from University of Delhi. He has approximately 41 years of experience in electronic manufacturing services sector. He was previously associated with L.K.M Electronic Corporation as a partner since 1978 and the director of Kanchan Commercial Co. Private Limited since 1988.	Indian Companies • Kanchan Commercial Co. Private Ltd. • Gaurav Resources Company Private Ltd • Magtronic Devices Pvt Ltd Foreign Companies: Nil
3	Sanjeev Sethia	Wholetime Director	He is also a Promoter of our Company and has been a part of our Company since 1994. He holds a bachelor of science in electrical engineering from the University of Texas at Austin. He has approximately 27 years of experience in electronic manufacturing services sector.	Indian Companies • Sanpre Designs Private Limited Foreign Companies: Nil
4	Sumit Sethia	Wholetime Director	He is also a Promoter of our Company and has been a part of our Company since 1998. He holds a bachelor’s degree in Commerce from University of Calcutta. He has approximately 24 years of experience in electronic manufacturing services sector.	Indian Companies • Sethia Realty Private Limited Foreign Companies: Nil
5	Kamal Singh Baid	Independent Director	He holds a bachelor’s degree in law from University of Delhi. He has several years of experience in electronic manufacturing services sector. He is also a partner in Durga Manufacturing Industries.	Indian Companies • Elin Appliances Private Limited Foreign Companies: Nil
6	Shilpa Baid	Independent Director	She holds a bachelor’s degree in Commerce from Tribhuvan University, Nepal. She was a President of Ladies Circle India from the year 2003 to 2013.	Indian Companies: Nil Foreign Companies: Nil
7	Shanti Lal Sarnot	Independent Director	He holds a master’s degree in science from Indian Institute of Technology, Delhi. He was previously associated as Director General, Standardisation, Testing and Quality Certification at Department of Electronics, Government of India and has experience in policy, fiscal and administrative matters.	Indian Companies: Nil Foreign Companies: Nil
8	Ashis Chandra Guha	Independent Director	He holds a bachelor’s degree in mechanical engineering from Jadavpur University. He was previously associated with Signify (China) Investment Co., Ltd (formerly known as Philips Lighting (China) Investment Co., Ltd. He has several years of experience in planning and control in lighting industry.	Indian Companies: Nil Foreign Companies: Nil

For further details in relation to our Board of Directors, see “Our Management” beginning on page 213 of the RHP.

OBJECTS OF THE OFFER

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders.

Fresh Issue

Our Company proposes to utilise the Net Proceeds of the Fresh Issue towards funding the following objects:

1. Repayment/ prepayment, in full or part, of certain borrowings availed by our Company;
2. Funding capital expenditure towards upgrading and expanding our existing facilities at (i) Ghaziabad, Uttar Pradesh, and (ii) Verna, Goa; and
3. General corporate purposes (collectively, referred to herein as the “Objects”).

In addition, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges and enhancement of our Company’s visibility and brand image and creation of a public market for our Equity Shares in India.

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The main objects clause and objects incidental and ancillary to the main objects as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities proposed to be funded from the Net Proceeds.

Proposed schedule of implementation and deployment of Net Proceeds

We propose to utilise the Net Proceeds for the following Objects in accordance with the estimated schedule of utilisation of funds set forth in the table below:

(₹ in million)

S. No.	Particulars	Amount proposed to be funded from Net Proceeds	Total estimated cost	Amount deployed	Estimated Utilisation of Net Proceeds		
					Fiscal 2023	Fiscal 2024	Fiscal 2025
1	Repayment/ prepayment, in full or part, of certain borrowings availed of by our Company	880.00	N.A.	-	295.88	176.00	408.12
2	Funding capital expenditure towards upgrading and expanding our existing facilities at (i) Ghaziabad, Uttar Pradesh, and (ii) Verna, Goa	375.89	375.89	-	-	170.83	205.06
3	General corporate purposes ⁽¹⁾	[●]	[●]	[●]	[●]	[●]	[●]

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

Means of finance: Fund requirements for the Objects are proposed to be met from the Net Proceeds and our internal accruals. Accordingly, we confirm that there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue or through existing identifiable internal accruals as required under Regulation 7(1)(e) the SEBI ICDR Regulations.

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilisation of issue proceeds of past public offers / rights issues, if any, of our Company in the preceding 10 years: Not Applicable.

Terms of Issuance of Convertible Security, if any: Not Applicable.

Name of Monitoring Agency: Axis Bank Limited.

Shareholding Pattern as on the date of the RHP:

Category of shareholder	Pre Offer number of Equity Shares	% Holding of Pre Offer
Promoters and Promoter Group	22,983,150	53.98
Public	19,591,050	46.02
Total	42,574,200	100.00

Number / amount of equity shares proposed to be sold by Selling Shareholders , if any:

S. No.	Name of Selling Shareholders	No. of Equity shares offered in the Offer for Sale (in million)
1.	Kamal Sethia	Up to [●] Equity Shares aggregating up to ₹ 171.82 million
2.	Suman Sethia	Up to [●] Equity Shares aggregating up to ₹ 305.16 million
3.	Kishore Sethia	Up to [●] Equity Shares aggregating up to ₹ 280.88 million
4.	Vasudha Sethia	Up to [●] Equity Shares aggregating up to ₹ 83.30 million
5.	Gaurav Sethia	Up to [●] Equity Shares aggregating up to ₹ 253.76 million
6.	Vinay Kumar Sethia	Up to [●] Equity Shares aggregating up to ₹ 49.61 million
7.	Sumit Sethia	Up to [●] Equity Shares aggregating up to ₹ 66.62 million
8.	Other selling shareholders	Up to [●] Equity Shares aggregating up to ₹ 1788.85 million

For more details of our Promoters Selling Shareholders and Other Selling Shareholders, see "List of Selling Shareholders" on page 14 of the RHP.

SUMMARY OF RESTATED CONSOLIDATED FINANCIAL STATEMENTS

(₹ in million, except per share data)

Particulars	As at and for the six months ended September 30, 2022	For the year ending March 31,		
		2022	2021	2020
Revenue from Operations	6,044.57	10,937.54	8623.78	7855.84
Profit before tax	275.78	528.73	474.92	351.05
Profit after tax	206.68	391.47	348.57	274.87
Equity share capital	204.20	204.20	68.07	68.07
Other Equity	2,997.29	2,826.50	2,554.47	2,209.45
Total Equity	3,201.49	3,030.70	2,622.54	2,277.52
Earnings per share				
- Basic	5.06*	9.59	8.53	6.73
- Diluted	5.06*	9.59	8.53	6.73
Return on net worth (%)	6.46*	12.92	13.29	12.07
Net asset value per Equity Share**	78.39	74.21	64.21	55.77

* Not annualized

** Net asset value (per Equity Share) means total equity as restated divided by number of Equity Shares outstanding at the end of the year adjusted for the impact of bonus and split issue after the end of the year but before the date of filing of the Red Herring Prospectus

INTERNAL RISK FACTORS

Below mentioned risks are the top 5 risk factors as per the RHP:

1. We are highly dependent on certain key customers for a substantial portion of our revenues. Loss of relationship with any of these customers may have a material adverse effect on our profitability and results of operations.
2. Our inability to manage the expansion of our products range, customer base and manufacturing capacities, and execute our growth strategy in a timely manner or within budget estimates, or our inability to meet the expectations to track the changing preferences of our customers or other stakeholders could have an adverse effect on our business, results of operations and financial condition. Any negative impact on growth, performance and reputation of our key customers may also have an adverse effect on our business.
3. Our past profitability ratios have been low. There is no guarantee that the profitability ratios will improve in future and our company will be able to generate higher returns.
4. The COVID-19 pandemic, or a similar public health threat, could adversely affect our business, financial condition and results of operations.
5. We have incurred significant capital expenditure in the past and will continue to incur significant capital expenditure in the future, and such expenditure may not yield the benefits we anticipate.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

- A. A summary of outstanding litigation proceedings as on the date of the Red Herring Prospectus as disclosed in the section titled “*Outstanding Litigation and Other Material Developments*” in terms of the SEBI ICDR Regulations and the Materiality Policy is provided below.

(in ₹ million, unless otherwise specified)

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory proceedings	Disclosures actions by the SEBI or stock Exchanges against our Promoters [#]	Material Civil Litigations	Aggregate amount involving (₹ In million)*
Our Company						
By our Company	Nil	Nil	Nil	N.A.	Nil	Nil
Against our Company	1	23	3	N.A.	Nil	13.63
Directors						
By our Directors	Nil	Nil	Nil	N.A.	Nil	Nil
Against the Directors	Nil	Nil	Nil	N.A.	Nil	Nil
Promoters						
By Promoters	Nil	Nil	Nil	N.A.	Nil	Nil
Against Promoters	1	Nil	Nil	Nil	Nil	Not quantifiable
Our Subsidiary						
By Subsidiaries	Nil	Nil	Nil	N.A.	Nil	Nil
Against Subsidiaries	Nil	5	Nil	N.A.	Nil	31.18

[#] This is in the last five years, including outstanding action.

* To the extent quantifiable

- B. Brief details of top 5 material outstanding litigation / legal proceedings initiated against the Company and amount involved:

Sr. No.	Particulars	Litigation filed by	Current status	Amount involved (in ₹ million)
Outstanding criminal proceeding				
1.	Our Company was issued a Closure Letter dated July 28, 2018 (“ Closure Letter ”) by the Regional Office of the U.P. Pollution Control Board, Ghaziabad (the “ Board ”) pursuant to a report by the Hon’ble National Green Tribunal (the “ Tribunal ”) dated July 6, 2018 listing out 119 industries that were found to be non-compliant with the effluent discharge standards, including our unit at BS Road, Industrial Area, Ghaziabad and demanding the stoppage of discharge of effluents from all units concerned. Our Company replied to the said Closure Letter on July 30, 2018 stating in absence of a show cause notice and an opportunity for hearing, the principles of natural justice have been violated by the Board and have also asked for a copy of the report given by the Tribunal (the “ Report ”). Subsequently, on August 4, 2018, our Company received a letter from the Board stating regarding compliance of the mandatory provisions of the Water (Prevention of Pollution and Control) Act, 1974, directing that our unit maintains and operates properly, the installed effluent treatment plant and also confirm to the Report, to which we issued a reply dated August 10, 2018, stating that our Company has always found to be achieving norms laid down by the Board and the Central Pollution Control Board. Our Company further issued a letter to the Board dated August 13, 2018, regarding compliance of the order passed by the Tribunal requesting for our name to be removed from the list of non-complying units. Subsequently, the Board filed a complaint No. 3165/2018 (the “ Complaint ”) against our Company and one of our Promoters, Mr Kishore Sethia before the Special Court of Judicial Magistrate (Water & Air Pollution Control), Lucknow (the “ Magistrate ”) under section 43 of the Water (Prevention & Control of Pollution) Act, 1974. Subsequently, our Company filed a criminal miscellaneous petition dated September 16, 2019 before the High Court of Allahabad at Lucknow (the “ Court ”) under section 482 of the Code of Criminal Procedure, 1973 seeking quashing of the proceedings under the Complaint pending before the Magistrate and challenged the summoning order dated April 20, 2019. The Court passed an order on November 6, 2019 granting a stay in the proceedings in the Complaint and proceedings of order dated April 20, 2019.	U.P. Pollution Control Board, Ghaziabad	Pending	Not quantifiable

IN THE NATURE OF ABRIDGED PROSPECTUS - MEMORANDUM CONTAINING SALIENT FEATURES OF THE RED HERRING PROSPECTUS

Sr. No.	Particulars	Litigation filed by	Current status	Amount involved (in ₹ million)
Regulatory or statutory authorities				
2.	Dinesh Kumar Sharma, an erstwhile employee of the Company (the “ Claimant ”), had filed an application under section 2-A of the U.P. Industrial Disputes Act, 1987 dated August 3, 2009, before the Assistant Labour Commissioner, Ghaziabad, Uttar Pradesh (the “ Commissioner ”), stating that his services were terminated illegally and contrary to the principles of social and natural justice. Our Company submitted a written statement before the Presiding Officer, Labour Court, U.P. at Ghaziabad, (the “ Court ”) dated November, 2011, stating that the Claimant was involved in grave acts of misconducts and also failed to comply with the provisions of Rule 12(1) of the U.P. Industrial Dispute Rules, 1957, rendering him ineligible to claim relief from the Court. Subsequently, our Company also submitted a rebuttal of the affidavit and claim statement of the Claimant before the Court in case no. 19/2011, on August 16, 2013 denying the claims made by the claimant as they were false and vague and stating that the services of the workman were terminated properly and legally.	Dinesh Kumar Sharma	Pending	Not quantifiable
3.	Harish Chand, an erstwhile employee of the Company (the “ Workman ”), filed an application under section 2-A of the U.P. Industrial Disputes Act, 1987 dated June 16, 2010, before the Assistant Labour Commissioner, Ghaziabad, Uttar Pradesh (the “ Commissioner ”), stating that he was wrongly relieved from his duty and was not paid the amount of compensation due to him. Our Company submitted a written statement before the Presiding Officer, Labour Court, U.P. at Ghaziabad, (the “ Court ”) dated November 29, 2013, stating that there existed relation of the Company and the Workman in continuity on the alleged date of termination and that he failed to comply with the provisions of Rule 12(1) of the U.P. Industrial Dispute Rules, 1957, rendering him ineligible to claim relief from the Court. Subsequently, our Company also submitted a rebuttal of the affidavit and claim statement of the Claimant before the Court in case no. 83/2013, on December 5, 2014, denying the claims made by the claimant and stating that the workman had been paid the wages due to him.	Harish Chand	Pending	Not quantifiable
4.	An order was passed against our Company on May 26, 2017 by the Assistant Provident Fund Commissioner, Goa (the “ Commissioner ”) under section 7A of the Employees’ Provident Fund and Miscellaneous Provisions Act, 1952, assessing and determining certain provident fund dues for the period from October 1995 to September 2011 (the “ Order ”) and determining an amount of ₹ 4,664,751 as dues from our Company. Our Company filed an appeal dated July 5, 2017 before the Employee Provident Fund Appellate Tribunal (“ Tribunal ”) against the impugned Order. The Tribunal granted a stay on the proceedings before the Commissioner vide order dated July 14, 2017. Subsequently, our Company intimated the Employee Provident Fund Organisation, Panaji, Goa, vide letter dated July 27, 2017, regarding the stay and also attached cheque no. 000001 dated July 27, 2017 for ₹ 11,66,188.	Assistant Provident Fund Commissioner, Goa	Pending	₹ 4.66 million

C. **Disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any:** None.

D. **Brief details of outstanding criminal proceedings against the Promoters:** For details in relation to notice issued by the U.P. Pollution Control Board, Ghaziabad, to one of our Promoters, Kishore Sethia, see point B above.

For further details of the outstanding litigation proceedings, see “*Outstanding Litigation and Other Material Developments*” on page 332 of the RHP

ANY OTHER IMPORTANT INFORMATION AS PER BOOK RUNNING LEAD MANAGERS/COMPANY - NIL

DECLARATION BY OUR COMPANY

We hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by SEBI established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, SCRA, SCRR, and the SEBI Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements in the Red Herring Prospectus are true and correct.

DECLARATION BY THE SELLING SHAREHOLDERS

I hereby confirm and certify that all statements, disclosures and undertakings made or confirmed by me in the Red Herring Prospectus about or in relation to myself, as the Selling Shareholder and my portion of the Offered Shares, are true and correct. I assume no responsibility as a Selling Shareholder, for any other statements, disclosures, and undertakings, including, any of the statements made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in the Red Herring Prospectus.