DAM CAPITAL ADVISORS LIMITED *(Formerly IDFC Securities Limited)* One BKC, Tower C, 15th Floor, Unit No. 1511 Bandra Kurla Complex, Bandra (East) Mumbai 400051, Maharashtra, India **Telephone:** + 91 22 4202 2500 **Email:** syrma.ipo@damcapital.in **Investor grievance email:** complaint@damcapital.in **Website**: www.damcapital.in **SEBI Registration No**: MB/INM000011336 **CIN**: U99999MH1993PLC071865	**ICICI SECURITIES LIMITED** ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi Mumbai - 400025 Maharashtra, India **Tel:** +91 22 6807 7100 **Email:** syrma.ipo@icicisecurities.com **Investor grievance email**:customercare@icicisecurities.com **Website:** www.icicisecurities.com **SEBI Registration No.**: INM000011179 **CIN**: L67120MH1995PLC086241	**IIFL Securities Limited** 10th Floor, IIFL Centre Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013 Maharashtra, India **Telephone:** +91 22 4646 4600 **E-mail:** syrmasgs.ipo@iiflcap.com **Investor grievance email:** ig.ib@iiflcap.com **Website:** www.iiflcap.com **SEBI registration number:** INM000010940 **CIN:** L99999MH1996PLC132983

Ref No: DAM/SYRMA/SEBI/2022/01/04

January 27, 2022

Securities and Exchange Board of India
Corporation Finance Department
Division of Issues and Listing
SEBI Bhavan, Plot No. C4 A, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
Maharashtra, India

Kind Attention: Mr. Sathya Kumaran K S, Assistant General Manager

Dear Sir

Re: Proposed initial public offering of equity shares of face value of ₹ 10 each (the "Equity Shares") of Syrma SGS Technology Limited (the "Company") consisting of a fresh issue and an offer for sale by certain existing shareholders of the Company (the "Offer")

This is with reference to the email dated January 16, 2022 (the **"Initial Observations"**), issued by the Securities and Exchange Board of India ("**SEBI**"), in connection with the draft red herring prospectus of the Company dated December 13, 2021 (the "**Draft Red Herring Prospectus**" or "**DRHP**") filed with SEBI in relation to the Offer, wherein we have been advised to provide certain clarifications regarding the Draft Red Herring Prospectus.

In this regard, based on the information and / or documents made available to us, and our discussions with the representatives of the Company, we have enclosed in-seriatim responses to the Initial Observations as **Annexure A** hereto.

All capitalised terms not specifically defined in this letter and in **Annexure A** shall have the meaning ascribed to such terms in the DRHP.

Please feel free to contact any of the following officials of DAM Capital Advisors Limited in case you need any additional information or clarification:

Contact Person	Mobile number	Email
Sachin Chandiwal	+91 98205 31925	sachin@damcapital.in
Akshay Bhandari	+91 90044 14807	akshay@damcapital.in

Thanking you.

Sincerely

Encl: Annexure as above

DAM CAPITAL	ICICI Securities	IIFL SECURITIES
DAM CAPITAL ADVISORS LIMITED *(Formerly IDFC Securities Limited)* One BKC, Tower C, 15th Floor, Unit No. 1511 Bandra Kurla Complex, Bandra (East) Mumbai 400051, Maharashtra, India **Telephone:** + 91 22 4202 2500 **Email:** syrma.ipo@damcapital.in **Investor grievance email**: complaint@damcapital.in **Website**: www.damcapital.in **SEBI Registration No**: MB/INM000011336 **CIN**: U99999MH1993PLC071865	**ICICI SECURITIES LIMITED** ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi Mumbai - 400025 Maharashtra, India **Tel:** +91 22 6807 7100 **Email:** syrma.ipo@icicisecurities.com **Investor grievance email**: customercare@icicisecurities.com **Website:** www.icicisecurities.com **SEBI Registration No.**: INM000011179 **CIN**: L67120MH1995PLC086241	**IIFL Securities Limited** 10th Floor, IIFL Centre Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013 Maharashtra, India **Telephone:** +91 22 4646 4600 **E-mail:** syrmasgs.ipo@iiflcap.com **Investor grievance email:** ig.ib@iiflcap.com **Website:** www.iiflcap.com **SEBI registration number:** INM000010940 **CIN:** L99999MH1996PLC132983

Signature page to the letter to be submitted to SEBI for the IPO of Syrma SGS Technology Limited

For DAM Capital Advisors Limited
(Formerly IDFC Securities Limited)

Sachin Chandiwal

DAM Capital Advisors Limited (Formerly IDFC Securities Ltd)

Authorized Signatory
Name: Sachin K. Chandiwal
Designation: MD – Corporate Finance
Contact Number: +91 22 4202 2500
Email: syrma.ipo@damcapital.in

DAM CAPITAL ADVISORS LIMITED *(Formerly IDFC Securities Limited)* One BKC, Tower C, 15th Floor, Unit No. 1511 Bandra Kurla Complex, Bandra (East) Mumbai 400051, Maharashtra, India **Telephone:** + 91 22 4202 2500 **Email:** syrma.ipo@damcapital.in **Investor grievance email**: complaint@damcapital.in **Website**: www.damcapital.in **SEBI Registration No**: MB/INM000011336 **CIN**: U99999MH1993PLC071865	**ICICI SECURITIES LIMITED** ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi Mumbai - 400025 Maharashtra, India **Tel:** +91 22 6807 7100 **Email:** syrma.ipo@icicisecurities.com **Investor grievance email**: customercare@icicisecurities.com **Website:** www.icicisecurities.com **SEBI Registration No.**: INM000011179 **CIN**: L67120MH1995PLC086241	**IIFL Securities Limited** 10th Floor, IIFL Centre Kamala City, Senapati Bapat Marg, Lower Parel (West), Mumbai 400 013 Maharashtra, India **Telephone:** +91 22 4646 4600 **E-mail:** syrmasgs.ipo@iiflcap.com **Investor grievance email:** ig.ib@iiflcap.com **Website:** www.iiflcap.com **SEBI registration number:** INM000010940 **CIN:** L99999MH1996PLC132983

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For ICICI Securities Limited

Authorized Signatory
Name: Hitesh Mandot
Designation: Senior Vice President & Co-Head - Capital Markets Execution
Contact Number: +91 22 6807 7141
Email: hitesh.mandot@icicisecurities.com

DAM CAPITAL	ICICI Securities	IIFL SECURITIES
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Signature page to the letter to be submitted to SEBI for the IPO of Syrma SGS Technology Limited

For IIFL Securities Limited

Authorized Signatory
Name: Pawan Jain
Designation: Assistant Vice President
Contact Number: +91 9004072913
Email: pawan.jain@iiflcap.com

ANNEXURE A

Response to the Initial Observations

S. No.	Observation	Response
	With reference to the Draft Red Herring Prospectus of the captioned IPO filed with SEBI, you are advised to comply with / clarify the following points:	
1.	LM is advised to ensure that the company make necessary disclosures and statements in respect of exemption application filed with SEBI from exemption of Regulation 2 (1) (pp) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") in the offer document. LM is advised to ensure that the approval letter, if received from SEBI, shall form part of the material documents for inspection.	Noted for compliance.
2.	It is noted that in various instances, disclosures have been made in the DRHP stating *'we believe...'*. LM is advised to provide the basis for making such disclosures in the DRHP while also explaining compliance of the same with Regulation 24 (1) of the ICDR Regulations.	Complied with and noted for compliance. The term 'we believe' has been used primarily in the sections titled *Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation*", "*Objects of the Offer*", *"Our Business"*, *"Risk Factors"*, *"Management's Discussion and Analysis of Financial Position and Results of Operations"* and *"Proforma Financial Information"* in the DRHP, and in the context of disclosures relating to the business and operations of the Company and its Subsidiaries and the industry in which it operates, to the extent that such disclosures are qualitative in nature and not entirely quantifiable. The term 'we believe' has been used in certain statements while describing the expected effect or possible outcome of a particular factor which cannot be quantifiably expressed (since either the factor itself or its effect cannot be expressed in quantifiable terms) or where the effect of a singular factor could not be distinguished and expressed in isolated terms from other factors that may have also affected a particular outcome. Further, such statements have also been used in these sections to describe the Company's belief in the strategies adopted by the Company in various aspects of its operations and its impact on the growth of its business. Further, "we believe" statements are used in these sections of the DRHP only in relation to the Company's and its Subsidiaries' businesses and operations. Therefore, while the disclosures made in the DRHP are adequate so as to enable investors to make an informed

S. No.	Observation	Response
		investment decision, to the extent that any disclosures are qualitative in nature and not entirely quantifiable or ascribable to a particular cause, such disclosures have been qualified by the term 'we believe' in order to highlight to potential investors that such statements, while based on reasonable assumptions, cannot be confirmed in tangible terms or by an independent source. Further, we submit that the phrase 'we believe' has not been used in relation to the Company's market standing or position relative to its competitors. Any statements in relation to the market standing of the Company or its position relative to its competitors have been included based on the statements derived from the F&S Report. Statements containing 'we believe' which will be retained in the RHP and the Prospectus to be filed in connection with the Offer will continue to be those which meet the rationale set out above. Accordingly, the DRHP is in compliance with Regulation 24(1) of the SEBI ICDR Regulations.
3.	It is noted that financial unit like lakhs, crores, million and billion are used at different places of the DRHP. In this context, LM is advised to ensure compliance with point (g) under Instructions of Part A to Schedule VI of the ICDR Regulations which states that for currency of presentation, only one standard financial unit shall be used.	Noted for compliance, to the extent appropriate.
4. Forward Looking Statements		
1.	Page 19 – It is disclosed in the DRHP that – *"This Draft Red Herring Prospectus contains certain statements which are not statements of historical fact and may be described as "forward-looking statements"*. It may be noted that point (e) under Instructions of Part A to Schedule VI of the ICDR Regulations, states that the offer document should not make any forward looking statements that cannot be substantiated. In view of the same, you are advised to confirm and explain compliance with aforesaid provision with respect to all such forward looking statements made in the DRHP.	Complied with and noted for compliance. Paragraph (11)(I)(C)(ii) of Part A of Schedule VI of the SEBI ICDR Regulations requires that factors that may affect the results of operations of the issuer shall be disclosed in the offer documents. Further, Paragraph (10)(B)(2) of Part A of Schedule VI of the SEBI ICDR Regulations requires that statements about the business strategy of the issuer shall be disclosed in its offer documents, without any forecast of projections relating to the financial performance of the issuer. Further, in accordance with Paragraph (5)(D)(1) of Part A of Schedule VI of the SEBI ICDR Regulations, details of risks envisaged by the issuer are required to be disclosed in the offer documents.

S. No.	Observation	Response
		In light of these disclosure requirements, certain forward-looking statements have been included in the DRHP to describe, among other things, the business strategies of the Company, the potential effect or outcome of certain risks which cannot be quantified, and to indicate certain significant factors which could potentially have an impact on the results of operations or financial condition of the Company. In terms of point (e) under Instructions of Part A of Schedule VI of the SEBI ICDR Regulations, there is a restriction to include in the offer documents, any forward-looking statements, unless such statements can be substantiated. As set out in the section "*Forward-Looking Statements*" on page 19 of the DRHP, Company believes that the assumptions based on which such forward-looking statements have been made in the DRHP are reasonable and reflect the views of the Company's management as of the date of the DRHP. Accordingly, in our understanding, such statements included in the DRHP can be substantiated and are in compliance with point (e) under Instructions of Part A of Schedule VI of the SEBI ICDR Regulations.
5. Summary of the Issue Document		
(a)	Page 20 – LM is advised to disclose the date of appointment of Frost & Sullivan (India) Private Limited and that the "F&S Report" is exclusively commissioned only for the purpose of this DRHP/IPO. LM is also advised to mention the same in the Risk Factors, Main Heading of the Risk Factors and shall ensure that the letter of appointment of Frost & Sullivan (India) Private Limited be a part of material documents for inspection. The disclosures shall be made at/updated at all/any relevant section(s) of the DRHP.	Noted for compliance. The details of the appointment letter of F&S shall be updated in the manner suggested in the heading of the relevant risk factor in the "Risk Factors" section, and appointment letter of F&S Report shall be included as a material document for inspection. In addition, Risk factor 59 shall be updated in the RHP in the following manner: ***This Draft Red Herring Prospectus contains information from an industry report which we have paid for and commissioned from F&S. There can be no assurance that such third-party statistical, financial and other industry information is either complete or accurate.*** *This Draft Red Herring Prospectus includes industry-related information that is derived from the industry report titled "Assessment of Electronics Manufacturing Services (EMS) Industry in India" dated December 13, 2021 ("**Report**"), prepared by F&S, pursuant to an engagement with the Company. Frost & Sullivan was appointed by our Company by way of a letter of agreement dated July 30, 2021. We commissioned and paid for this report for the purpose of confirming our understanding of the EMS sector in India only for the purpose of the Offer. Our Company, our Promoters, and our Directors are not related to Frost & Sullivan. Frost & Sullivan has advised that while it has taken reasonable care to ensure the*

S. No.	Observation	Response
		accuracy and completeness of the commissioned report, it believes that the Report presents a true and fair view of the industry within the limitations of, among others, secondary statistics and primary research, and does not purport to be exhaustive, and that the results that can be or are derived from these findings are based on certain assumptions and parameters/conditions. As such, a blanket, generic use of the derived results or the methodology is not encouraged. *The commissioned report also highlights certain industry and market data, which may be subject to assumptions. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions vary widely among different industry sources. Further, such assumptions may change based on various factors. We cannot assure you that Frost & Sullivan's assumptions are correct or will not change and, accordingly, our position in the market may differ, favourably or unfavourably, from that presented in this Draft Red Herring Prospectus. Further, the commissioned report is not a recommendation to invest or disinvest in our Company. Prospective Investors are advised not to unduly rely on the commissioned report or extracts thereof as included in this Draft Red Herring Prospectus, when making their investment decisions."*
(b)	Page 20 – It is disclosed in the DRHP that – *"According to the F&S Report, among the large bouquet of EMS players in India, we are one of the fastest growing Indian-headquartered ESDM"*. In this context, LM is advised to provide the following information, which are considered specific to electronics manufacturing services industry, pertaining to STL and its peers viz. Bharat FIH Pvt Ltd (prev. Rising Star Mobile India), Dixon Technologies India Ltd, Amber Enterprises India Ltd., SFO Technologies Pvt Ltd, Elin Electronics Ltd, Kaynes Technology India Pvt Ltd, Avalon Technologies Pvt Ltd, VVDN Technologies Pvt Ltd and Sanmina-SCI Technology India Pvt Ltd etc., for the period 2019 to 2021, in one place, for better presentation and in order to substantiate the said disclosure in the DRHP: i. Compounded Annual Growth Rate (CAGR) of (a) Revenue from operations, (b) Operating EBITDA, (c) RoE; (d) ROCE, (e) RoA; (f) Operating expense; (g) PAT; ii. Current ratio i.e. liquidity ratio;	Noted for compliance, to the extent the necessary information for this purpose is available in public domain.

S. No.	Observation	Response
	iii. Quick ratio; iv. Average collection period; v. Average payment period; vi. Days Cash on Hand, All Sources; vii. Cash ratio; viii. Net Working Capital; ix. Debt equity ratio; x. Capital Gearing Ratio; xi. Debt Service Coverage Ratio; xii. Interest Coverage Ratio; xiii. Total Assets Turnover Ratio; xiv. Fixed Assets Turnover Ratio; xv. Capital Turnover Ratio; xvi. Current Asset Turnover Ratio; xvii. Inventory Turnover Ratio; xviii. Receivables Turnover Ratio; xix. Payables Turnover Ratio; xx. EPS; xxi. NAV.	
(c)	All the aforementioned ratios of the company and its peers / competitors shall be disclosed in the *Industry Overview* section.	Noted for compliance, to the extent the necessary information for this purpose is available in public domain.
(d)	Contribution of revenue of each of the 11 manufacturing units operated by the company for the period 2019 to 2021 in each of the relevant end-use industries shall be disclosed in the *Our Business* section.	Noted for compliance. Accordingly, the section "*Our Business – Our Manufacturing Facilities*" of the RHP will be updated to include the information set out in **Schedule I**.
6. Risk Factors		
(a)	LM is advised to rearrange the risk factors based on materiality.	Complied with and noted for compliance. The risk factors included in the DRHP were arranged and disclosed in order of materiality as perceived by the Company. This approach of disclosure of risk factors will also be

S. No.	Observation	Response
		followed for disclosure in the RHP and the Prospectus. Specific suggestions on re-arrangement of risk factors on the basis of initial observations issued by SEBI and observations issued by the Stock Exchanges, if any, will be suitably incorporated in the RHP and the Prospectus.
(b)	Risk Factors – In all risk factors, wherever either only percentages or the absolute values are mentioned, LM shall ensure to disclose both the absolute values and percentages adequately.	Noted for compliance.
(c)	LM is advised to mention proposals, if any, to address the specific risk(s) taking into consideration the requirement specified in Clause 5(D) of Schedule VI to ICDR Regulations.	Complied with and noted for compliance.
(d)	**Risk Factor 1 and 4**: LM is advised to disclose if there are any past instances during the last 3 Financial Years where the company was affected because of the risk of this nature. The past instances and the steps taken by the company to mitigate this risk shall be specifically mentioned. This will enable to ascertain the impact of this risk. Additionally, absolute values and percentages shall be specified to ascertain the impact of this risk on the business, results of operations and financial condition.	In respect of Risk Factor 1, we confirm that there was no adverse effect on the Company's business and financial condition, pursuant to cancellation, reduction, changes or delays in orders by the customers of the Company in the last three Fiscals. However, the Company believes that any such event in future, if it happens, may be a potential risk for the Company's business. Further, in respect of Risk Factor 4, considering the nature of the business of the Company, the Company does not enter into any fixed long-term arrangements with any of its customers. Based on the requirements of the customers, such customers issue purchase orders to our Company for specified quantities from time to time. Accordingly, to be able to determine the 'loss' of relationship with a customer, the Company would need to identify whether such customer has not placed any orders with the Company over an extended period of time, the reasons for the same to be able to determine where it is attributable to the Company or if it include factors beyond the Company's control, such as the customer becoming insolvent or ceasing the relevant line of business, or change in product mix of the customer. In light of this, the Company is unable to conclusively determine whether there has been a 'loss' of relationship with any specific customer in the last three Fiscals. Accordingly, no amendment to Risk Factor 1 or Risk Factor 4 is required.
(e)	**Risk Factor 2**: It is, *inter-alia*, disclosed in the DRHP that – *"The strict quality requirements required to be complied with by us result in us incurring significant expenses to maintain our product quality. Any failure may adversely affect our reputation, financial conditions, cash*	Noted for compliance. Risk factor 2 shall be updated in the RHP in the following manner:

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	flows and results of operations." In this context, LM is advised to disclose in detail the strict quality requirements required to be complied with by the company. The past instances during the last 3 Financial Years and the steps taken by the company to mitigate this risk shall be specifically mentioned. This will enable to ascertain the impact of this risk.	***"The strict quality requirements required to be complied with by us result in us incurring significant expenses to maintain our product quality. Any failure may adversely affect our reputation, financial conditions, cash flows and results of operations.*** *Given the nature of our products, our customers have high and exacting standards for product quality as well as delivery schedules. Adherence to quality standards is a critical factor in our manufacturing process as any defects in the products manufactured by our Company or failure to comply with the technical specifications of our customers may lead to cancellation of the orders placed by our customers. These quality specifications and requirements include, among others, absence of functional failure, passing of the parametric and functional testing as per the relevant specifications, completion of AOI process, completion of reliability tests at various moisture levels and 4-corner testing and such other specifications specified by our customers. Further, any failure to make timely deliveries of products in the desired quantity as per our customers' requirements could also result in the cancellation of orders placed by our customers and may adversely affect our reputation and goodwill. Additionally, prior to placing the orders, there is a detailed review process that is undertaken by certain customers. This may involve inspection of our manufacturing facilities, review of the manufacturing processes, review of the raw materials, review of our financial capabilities, technical review of the designs and specification of the proposed product, review of our logistical capabilities across geographies, review of the target price by the purchase team of the customer and multiple inspection and review of prototypes of the product. Where we manufacture finished products, deliveries are further subject to laboratory validation by certain customers. This is an extensive and stringent process undertaken by our customers. We are therefore subject to a stringent quality control mechanism at each stage of the manufacturing process and are required to maintain the quality and precision level for each product. As a result, we are required to incur expenses to maintain our quality assurance systems such as forming a separate team of engineers responsible for quality and assurance both in the manufacturing facilities and machineries, and in the manufacturing processes. This is undertaken by an independent quality control department in our Company which is responsible for ensuring quality in respect of all aspects of our operations.*

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		Additionally, certain customers have high and stringent standards for product quantity and quality as well as delivery schedules. Any failure to meet our customers' expectations and specifications could result in the cancellation or non-renewal of contracts or purchase orders. We will continue to spend a portion of our future revenues to manage our product quality and to maintain our quality control a failure of which may negatively impact our profitability." Further, there have been no instances in the last three Fiscals and the current Fiscal, where the Company has failed to meet the relevant quality requirements in respect of the products manufactured by it, that have materially impacted the Company's business and operations. However, the Company believes that any such event in future, if it happens, may be a potential risk for the Company's business. Accordingly, no further amendment to Risk Factor 2, except to the extent set out above, is required.
(f)	**Risk Factor 3**: It is, *inter-alia*, disclosed in the DRHP that – *"The COVID-19 pandemic and related volatility in financial markets and deterioration of national and global economic conditions could affect our business and operations in a variety of ways".* In this context, LM is advised to clarify how the COVID-19 factor has materially affected both the operations and financials of the company. This aspect has to be supported with facts and figures.	As was highlighted in Risk Factor 3 on pages 31- 32 of the DRHP, the Company's manufacturing facilities were closed from March 23, 2020 to April 18, 2020, following which the Company continued to operate at less than 50% of its original capacity till July 2020. In addition, the Company also faced certain disruptions in the supply of raw materials from its domestic and international suppliers during the months of April 2020 - July 2020 and disruptions in supply chain and inventory management, as well as delays in orders. Separately, as set out in Risk Factor 3, the full extent to which the COVID-19 pandemic impacts the Company's financial condition, business, and results of operations will depend on numerous evolving factors that are uncertain and that the Company may not be able to quantify or accurately predict. Further, to the extent possible, the impact of the COVID-19 pandemic has been adequately disclosed in the Restated Standalone Financial Information (including in *Note 47 - Additional regulatory information as required by Schedule III to the Companies Act, 2013* and *Note 48 – COVID 19* of the Restated Standalone Financial Information), Restated Consolidated Financial Information (including in *Note 48 – COVID 19* of the Restated Consolidated Financial Information), and the sections titled "*Risk Factors*" and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" in the DRHP.

S. No.	Observation	Response
(g)	**Risk Factor 5**: It is, *inter-alia*, disclosed in the DRHP that – *"In relation to our customers, they are also subject to various risks in relation to their business and any economic uncertainty in some of the geographic regions in* which *they operate in, could result in the disruption of commerce and negatively impact cash flows from our operations in those areas."* The rationale provided in this risk factor is vague and forward looking. LM is advised to reassess this risk factor. If the risk factor is felt material, this aspect has to be supported with facts and figures.	The Company intends to elaborate the risks associated with their products being sold outside of India, to the extent applicable, through Risk Factor 5. There are no specific instances covered under the ambit of this risk factor in the last three Fiscals that materially and adversely impacted the Company. However, the Company believes that any such event in future, if it happens, may be a potential risk for the Company's business. Further, please note that, in compliance with Paragraph (5)(C)(3) of Schedule VI of the SEBI ICDR Regulations, the Company has sought to include details of risks that may not have material impact at present, but may have a material impact in the future.
(h)	**Risk Factor 6**: The rationale provided in this risk factor is generic in nature. LM is advised to clarify how this particular risk factor has materially affected both the operations and financials of the company during the last 3 Financial Years. This aspect has to be supported with facts and figures.	The Company has not been materially and adversely affected in the past three Fiscals due to shortage of, or increase in the cost of raw materials, as the Company, in many instances has been able to pass on the increase in the cost of raw materials to its customers. However, considering that the Company is entirely dependent on third parties for its supply of raw materials, including through its imports, it has included details of such instances or risks that may occur in the future in this regard, which may have a significant impact on the Company's business, results of operations and financial condition.
(i)	**Risk Factor 7**: The concrete steps taken by the company for commissioning any manufacturing facilities in newer territories during the last 3 Financial Years and setbacks encountered in this regard shall be explained in detail. This will enable to ascertain the impact of this risk.	Noted for compliance. Risk Factor 7 shall be updated in the RHP in the following manner: ***Delay in schedule of our expansion into new territories may subject our Company to risks related to time and cost overrun which may have a material adverse effect on our business, results of operations and financial condition.*** *Our Company may face risks relating to the commissioning of any new manufacturing facilities in newer territories or failure to expand our manufacturing capacity to meet future demand for our products on account of reasons including but not limited to changes in the general economic and financial conditions in India. For details of the manufacturing facilities proposed to be commissioned by our Company, see "Objects of the Offer" on page 95. Our future contracts which contemplate change of technical requirements of existing contracts for new products may require us to set up new facilities, develop suitable technologies and install and commission new equipment, which will require considerable capital infusion and time.* *While commissioning any manufacturing facilities in newer territories, we may also*

S. No.	Observation	Response
		encounter various setbacks such as adverse weather conditions, delay in receiving required government approvals, construction defects and delivery failures by suppliers, unexpected delays in obtaining permits and authorizations, or legal actions brought by third parties. In the last three Fiscals, we have commissioned a manufacturing facility in Bangalore and Chennai. For details of our manufacturing facilities, see "Our Business – Our Manufacturing Facilities on page [●]. Some of the measures that we undertake when we commission a new manufacturing facility include the appointment of competent contractors, and appointment of the necessary persons / agencies to help us obtain the required approvals for such facility. Further as and when we commission our planned manufacturing facilities, our raw material requirements and costs as well as our staffing requirements and employee expenses may increase and we may face other challenges in extending our financial and other controls to our new manufacturing facilities as well as in realigning our management and other resources and managing our consequent growth. Further, there have been no significant setbacks experienced by the Company in the last three Fiscals and the current Fiscal, while commissioning new manufacturing facilities by it. However, the Company believes that any such event in future, if it happens, may be a potential risk for the Company's business. Accordingly, no further amendment to Risk Factor 7, except to the extent set out above, is required.
(j)	**Risk Factor 8, 9 and 11**: LM is advised to disclose if there are any past instances during the last 3 Financial Years where the company was affected because of the risk of this nature. The past instances and the steps taken by the company to mitigate this risk shall be specifically mentioned. This will enable to ascertain the impact of this risk. Additionally, absolute values and percentages shall be specified to ascertain the impact of this risk on the business, results of operations and financial condition.	In respect of Risk Factor 8, the Company has not been subject to claims from its customers in respect of the products manufactured by it in the last three Fiscals. Accordingly, no amendment to Risk Factor 8 is required. Further, in respect of Risk Factor 9, please note that the R&D capabilities of the Company are typically utilized towards development of products jointly with the engineering / R&D teams of its customers. The Company is dependent on its R&D capabilities to be able to successfully undertake its business. Accordingly, it has included details of the possible risk of not being able to derive desired results from its R&D efforts, along with the potential instances in the future that may impact the Company's competitiveness and profitability in this regard. While the Company has not faced any specific instances in this regard that have materially and adversely impacted the Company's competitiveness and profitability, the Company believes that any such event in future, if it happens, may be a potential risk for the Company's business. Accordingly, no amendment to Risk Factor 9 is required.

S. No.	Observation	Response
		In respect of Risk Factor 11, as highlighted therein, please note that the Company's manufacturing facilities were closed from March 23, 2020 to April 18, 2020, following which the Company continued to operate at less than 50% of its original capacity till July 2020. Further, the impact of the COVID-19 pandemic and consequent shutdown, to the extent possible, has been adequately disclosed in the Restated Consolidated Financial Information and the sections titled "*Risk Factors*" and "*Management's Discussion and Analysis of Financial Position and Results of Operations*" in the DRHP. Apart from this, there are no instances of unplanned slowdowns or shutdowns in the manufacturing operations of the Company. Accordingly, no amendment to Risk Factor 11 is required.
(k)	**Risk Factor 10**: It is, *inter-alia*, disclosed in the DRHP that – *"…most recently, our acquisition of SGS Tekniks and Perfect ID in September 2021 and October 2021 respectively. Further, as part of our business strategy, we intend to continue pursuing strategic acquisition opportunities in India and abroad to enhance our capabilities and address gaps in industry expertise, technical expertise and geographic coverage and thereby to expand our business. There can be no assurance that we will be able to identify suitable acquisition, strategic investment or joint venture opportunities at acceptable cost and on commercially reasonable terms... Any failure to achieve successful integration of such acquisitions or investments could have a material adverse effect on our business, results of operations or financial condition…"* The rationale provided in this risk factor is generic in nature. LM is advised to reassess this risk factor. If the risk factor is felt material, this aspect has to be supported with facts and figures.	The Company intends to elaborate the risks associated with their future acquisitions, through Risk Factor 10, particularly in light of the Company's business strategy to pursue inorganic growth through strategic acquisitions. The Company has been able to successfully integrate the businesses acquired by it in the past. However, the Company believes that any such event in future, if it happens, may be a potential risk for the Company's business. Further, to ensure further clarity in the disclosure being made in this regard, Risk Factor 10 shall be updated in the following manner: ***"Failure to integrate acquired businesses into our operations successfully, as well as liabilities or claims relating to such acquired businesses, could adversely affect our business.*** *Our acquisitions include the acquisition of Tovya Automation in December 2014, the merger of 3G Communication Private Limited effective from April 2016, and most recently, our acquisition of SGS Tekniks and Perfect ID in September 2021 and October 2021 respectively. Further, as part of our business strategy, we intend to continue pursuing strategic acquisition opportunities in India and abroad to enhance our capabilities and address gaps in industry expertise, technical expertise and geographic coverage and thereby to expand our business. There can be no assurance that we will be able to identify suitable acquisition, strategic investment or joint venture opportunities at acceptable cost and on commercially reasonable terms, obtain the financing necessary to complete and support such acquisitions*

<table>
<tr><th>S. No.</th><th>Observation</th><th>Response</th></tr>
<tr><td></td><td></td><td>
<p>or investments, integrate such businesses or investments or that any business acquired or investment made will be profitable.</p>
<p>In respect of our recent acquisitions of Perfect ID and SGS Tekniks, or in case of we acquire any other company or business in the future, we could have difficulty in assimilating that company’s personnel, operations, and customer base. In addition, the key personnel of the acquired company may decide not to work with us or there may be difference or conflict in understanding of their and our key personnel. In addition, we may not be able to retain the customer base of the acquired company. We could also have difficulty in integrating the acquired services or technologies into our operations. These difficulties could disrupt our ongoing business, divert focus of our management and increase our expenses. The Details of the revenue from operations as per our Proforma Combined Financial Information attributable to SGS Tekniks and Perfect ID, in the last three Fiscals:</p>
<table>
<tr><th></th><th>Fiscal 2021</th><th>Fiscal 2020</th><th>Fiscal 2019</th></tr>
<tr><td>Revenue from operations attributable to SGS Tekniks (in ₹ million)</td><td>4,197.89</td><td>4,258.34</td><td>4,298.83</td></tr>
<tr><td>% of total revenue from operations attributable to SGS Tekniks</td><td>47.31%</td><td>49.19%</td><td>54.09%</td></tr>
<tr><td>Revenue from operations attributable to Perfect ID (in ₹ million)</td><td>293.07</td><td>427.40</td><td>108.60</td></tr>
<tr><td>% of total revenue from operations attributable to Perfect ID</td><td>3.30%</td><td>4.94%</td><td>1.37%</td></tr>
</table>
<p>We may not be able to realise the benefits we currently anticipate from these acquisitions. If we attempt to acquire companies incorporated / formed outside India, we may not be able to satisfy certain Indian regulatory requirements for such acquisitions and may also need regulatory approval which we may not obtain. Such acquisitions also involve risks related to integration of operations across different cultures and languages, risks associated</p>
</td></tr>
</table>

S. No.	Observation	Response
		with foreign exchange fluctuations, and the risks associated with the economic, political and regulatory setting of such countries. In addition, acquisitions and investments involve a number of risks, including possible adverse effects on our operating results, diversion of management's attention, failure to retain key personnel, risks associated with unanticipated events or liabilities and difficulties in the assimilation of the operations, technologies, systems, services and products of the acquired businesses or investments. *Any failure to achieve successful integration of such acquisitions or investments could have a material adverse effect on our business, results of operations or financial condition. In addition, the anticipated benefits of our future acquisitions may not materialise. Future acquisitions could also result in potentially dilutive issuances of our equity shares, the incurrence of debt, contingent liabilities or amortisation expenses, or write-offs of goodwill, any of which could harm our financial condition and results of operations, and may have an adverse impact on the price of our Equity Shares."*
(l)	**Risk Factor 12**: It is, *inter-alia*, disclosed in the DRHP that – *"Non-compliance with and changes in, safety, health, environmental and labour laws and other applicable regulations, may adversely affect our business, results of operations and financial condition"* In this context, it is to be noted that STL, as an issuer company, is bound to comply with the *safety, health, environmental and labour laws and other applicable regulations* and it cannot claim any allowance or exemption. It is a known fact that any investor will expect a listed company to comply with the matters, in particular compliance with statutory requirements, stated in the prospectus based on which it has raised money from the public. Considering the said facts, LM is advised to reassess inclusion of this risk factor in the DRHP.	The Company intends to elaborate the risks associated with any non-compliance with safety, health, environmental and labour laws and other applicable regulations, by the Company that may occur pursuant to either any inadvertent actions or inaction by the Company or factors that may be outside the direct control of the Company. Considering the nature of this risk and the exposure of the Company to potential liabilities arising due to such possible non-compliances in the future, the Company has included this risk factor.
(m)	**Risk Factor 13**: It is, *inter-alia*, disclosed in the DRHP that – *"Our high level of inventory increases the risk of loss and storage costs to us as well as increasing the need for working capital to operate our business."* In this context, LM is advised to provide Inventory Turnover Ratio, storage cots, loss, if any, in this regard and Net Working Capital of the company for the last 3 financial years. This should be substantiated with facts and figures.	Noted for compliance. Risk factor 13 shall be updated in the RHP in the following manner: ***"Our inability to accurately forecast demand for our products, and accordingly manage our inventory or plan capacity increases, may have an adverse effect on our business, cash flows, financial condition and results of operations.***

<table>
<tr><th>S. No.</th><th>Observation</th><th>Response</th></tr>
<tr><td></td><td>It is also, <i>inter-alia</i>, disclosed in the DRHP that – <i>“in the event that the demand we have forecasted is lower than the actual demand of our products, and we are unable to ramp up manufacturing to match such demand, we may be unable to supply the requisite quantity of products to our customers in a timely manner.”</i> In this context, LM is advised to provide the projected and actual demand of the products of the company for the last 3 financial years. This should be substantiated with facts and figures.</td><td><i>Our inability to accurately forecast demand for our products and manage our inventory may have an adverse effect on our business, cash flows, financial condition and results of operations. We do not have firm commitment long-term supply agreements with our customers and instead rely on short term purchase orders to govern the volume and other terms of the sales of products. Accordingly, we plan our manufacturing volumes based on our forecast of the demand for our products. We typically plan capacity increases of our manufacturing facilities on the basis of anticipated demand, which we gauge on the basis of our estimated demand for our products. Any error in forecasting could result in surplus stock which would have an adverse effect on our profitability.</i>

<i>We maintain a high level of inventory of raw materials, work in progress and finished goods. In order to pursue our expansion strategy, we have increased manufacturing levels and our inventory of raw materials and finished goods. ~~As of the three months ended June 30, 2021 and the Fiscals 2021, 2020 and 2019, our inventory of raw materials and finished goods amounted to ₹ 1,935.55 million, ₹ 1,951.91 million, ₹ 1,027.51 million, ₹ 898.31 million, respectively.~~ Set out below are the details of our Inventory Turnover Ratio, inventory of raw materials and finished goods, and Net Working Capital as of and for the Fiscals 2021, 2020 and 2019:</i>

<i>(in ₹ million, unless otherwise specified)</i>
<table>
<tr><th></th><th><i>Fiscal 2021</i></th><th><i>Fiscal 2020</i></th><th><i>Fiscal 2019</i></th></tr>
<tr><td><i>Inventory Turnover Ratio(1)</i></td><td><i>3.88</i></td><td><i>3.45</i></td><td><i>4.01</i></td></tr>
<tr><td><i>Inventory of raw materials and finished goods</i></td><td><i>770.75</i></td><td><i>682.25</i></td><td><i>636.78</i></td></tr>
<tr><td><i>Net Working Capital(2)</i></td><td><i>1,073.74</i></td><td><i>928.12</i></td><td><i>451.11</i></td></tr>
</table>
<i>(1) Inventory Turnover Ratio = Cost of raw materials consumed, purchases of stock-in-trade and changes in inventories /average of opening and closing Inventory</i>
<i>(2) Net Working Capital = Total current assets - Total Current Liabilities</i>
<i>Total Current Liabilities excludes short term borrowings and current tax liabilities (net)</i></td></tr>
</table>

S. No.	Observation	Response
		Further, based on our Proforma Condensed Combined Financial Information, as of the three months ended June 30, 2021 and the Fiscals 2021, 2020 and 2019, our proforma inventory of raw materials and finished goods amounted to ₹ 2,559.04 million, ₹ 1,788.75 million, ₹ 1,419.21 million and ₹ 1,427.38 million, respectively. Our high level of inventory increases the risk of loss and storage costs to us as well as increasing the need for working capital to operate our business. Further, as our customers are not obliged to purchase our products or provide us with a binding long-term commitment, there can be no assurance that customer demand will match our manufacturing levels. *On the other hand, in the event that the demand we have forecasted is lower than the actual demand of our products, and we are unable to ramp up manufacturing to match such demand, we may be unable to supply the requisite quantity of products to our customers in a timely manner. Any increase in our turn-around time could affect our manufacturing schedules and disrupt our supply, which could have an adverse effect on our business, cash flows, financial condition and results of operations.”* Further, please note that the projected demand is determined solely based on the internal management estimates of the Company, which is further based on the past experience of the Company and proposed marketing initiatives for the relevant period. In light of this, it may not be possible to independently verify the details of the projected demand and may be misleading to investors, if included in the RHP. Accordingly, no further amendment to Risk Factor 13, except to the extent set out above, is required.
(n)	**Risk Factor 14**: LM is advised to disclose if there are any past instances during the last 3 Financial Years where the company was affected because of the risk of this nature. The past instances and the steps taken by the company to mitigate this risk shall be specifically mentioned. This will enable to ascertain the impact of this risk. Additionally, absolute values and percentages shall be specified to ascertain the impact of this risk on the business, results of operations and financial condition.	In order to compete effectively, the Company, like other companies in a similar line of business, needs to align its products and services with the latest industry trends and applicable regulatory requirements to ensure that it meets the latest preferences of its customers. In addition, the Company operates in the electronic manufacturing services industry, which is a continuously evolving industry that involves constant development in technology. Keeping in mind the above, the Company intends to elaborate the risks that may arise in the event it fails to identify and understand evolving industry trends and preferences. While

S. No.	Observation	Response
		the Company has not faced any specific instances in the last three Fiscals where a risk of this nature has materially and adversely impacted the Company's business, the Company believes that any such event in future, if it happens, may be a potential risk for the Company's business. Accordingly, no amendment to Risk Factor 14 is required.
(o)	**Risk Factor 15**: LM is advised to disclose if there are any past instances of information technology Breach or any instance of cyber-attack in the company and material impact of the same during the last 3 FinancialYears.	We confirm that there have been no instances of the loss / leakage of confidential information from the Company's IT systems or cyber-attacks on the Company in the last three Fiscals. However, the Company believes that any such event in future, if it happens, may be a potential risk for the Company's business. Accordingly, no amendment to Risk Factor 15 is required.
(p)	**Risk Factor 16**: LM is advised to disclose the litigation details and expenses incurred by the company during the last 3 Financial Years while engaging in multiple legal actions in respect of its intellectual property rights. Further, any future developments in context of application filed with the concerned Registrar seeking registration of intellectual property rights as mentioned in this risk factor shall be adequately disclosed.	We confirm that the Company has not been subject to any claims in relation to infringement of intellectual property rights, or otherwise was a party to any legal proceedings in relation to intellectual property rights in the last three Fiscals. Further, please note that the Company has applied for the registration of the wordmark and trademark 'Syrma SGS'. These applications are currently pending. These details shall be updated and incorporated, as appropriate, in Risk Factor 16 in the RHP.
(q)	**Risk Factor 17**: LM is advised to disclose if there are any past instances i.e. during the last 3 Financial Years where the confidential technical information of the company has been leaked. The steps taken by the company to mitigate this risk shall be specifically mentioned. This will enable to ascertain the impact of this risk.	We confirm that the no confidential technical information of the Company has been leaked in the last three Fiscals. However, the Company believes that any such event in future, if it happens, may be a potential risk for the Company's business. In addition, the steps to mitigate this risk shall be incorporated in Risk Factor 17 of the RHP in the following manner: "***Our failure to keep our technical knowledge confidential could erode our competitive advantage.*** *Like many of our competitors, we possess extensive technical knowledge about our products, including in relation to their manufacturing process. Such technical knowledge has been built up through our own experiences and through our agreements to avail technical know-how, which grant us access to new technologies. Our technical knowledge is a significant independent asset, which may not be adequately protected by intellectual property rights such as patent registration. As a result, we cannot be certain that our*

S. No.	Observation	Response
		technical knowledge will remain confidential in the long run. Our Company has taken various steps to protect its technical confidential information, which include entering into non-disclosure agreements with our senior employees, restricting access to our computer systems through eternal storage devices, and setting up dual-factor authentication processes for login into the IT systems of our Company. *Certain proprietary knowledge may be leaked, either inadvertently or wilfully, at various stages of the manufacturing process. A significant number of our employees have access to confidential product information and there can be no assurance that this information will remain confidential. Moreover, certain of our employees may leave us and join our various competitors. Although we may seek to enforce non-disclosure agreements in respect of certain key employees, we cannot guarantee that we will be able to successfully enforce such agreements. We also enter into non-disclosure agreements with a number of our customers and suppliers but we cannot assure you that such agreements will be successful in protecting our technical knowledge. The potential damage from such disclosure is increased as our products are not patented, and thus we may have no recourse against copies of our products that enter the market subsequent to such leakages. In the event the confidential technical information in respect of our products or business becomes available to third parties or to the general public, any competitive advantage we may have over other companies in the EMS sector could be harmed. If a competitor is able to reproduce or otherwise capitalise on our technology, it may be difficult, expensive or impossible for us to obtain necessary legal protection. Consequently, any leakage of confidential technical information could have an adverse effect on our business, results of operations, financial condition and future prospects."*
(r)	**Risk Factor 18**: It is, *inter-alia*, disclosed in the DRHP that – *"Default or delays in payments by a significant portion of our customers may have an adverse effect on cash flows, results of operations and financial condition."* In this context, LM is advised to provide Receivables Turnover Ratio of the company for the last 3 financial years. This should be substantiated with facts and figures. Further, the past instances and the steps taken by the company to mitigate this risk shall also be	Noted for compliance. Risk factor 18 shall be updated in the RHP in the following manner: ***"Any defaults or delays in payment by a significant portion of our customers, may have an adverse effect on cash flows, results of operations and financial condition.***

<table>
<tr><th>S. No.</th><th>Observation</th><th>Response</th></tr>
<tr><td></td><td>specifically mentioned. This will enable to ascertain the impact of this risk.</td><td><i>In the ordinary course of business, we extend credit to our customers. Consequently, we are exposed to the risk of the uncertainty regarding the receipt of the outstanding amounts. As on March 31, 2021, our trade receivables was ₹ 1,278.72 million. Further, based on our Proforma Condensed Combined Financial Information, as on March 31, 2021, our proforma trade receivables was ₹ 2,084.34 million. Further, set out below are the details of our Receivables Turnover ratio for Fiscals 2021, 2020 and 2019:</i>
<i>(in ₹ million, unless otherwise specified)</i>
<table>
<tr><th></th><th><i>Fiscal 2021</i></th><th><i>Fiscal 2020</i></th><th><i>Fiscal 2019</i></th></tr>
<tr><td><i>Receivables Turnover Ratio</i>(1)</td><td><i>4.01</i></td><td><i>3.77</i></td><td><i>3.93</i></td></tr>
</table>
(1) <i>Receivables Turnover Ratio = Sale of products, services, scrap sales and GST component on such sales/ average of opening and closing trade receivables</i>

<i>Our results of operations and profitability depend on the credit worthiness of our customers. Certain of these customers may have weak credit histories and we cannot assure that these counterparties will always be able to pay us in a timely fashion, or at all. Any adverse change in the financial condition of our customers may adversely affect their ability to make payments to us. Default or delays in payments by a significant portion of our customers may have an adverse effect on cash flows, results of operations and financial condition”</i>

There have been no instances of delays or default in payments by the Company’s customers in the last three Fiscals and the current Fiscal that have materially impacted the Company’s business and operations. Accordingly, no further amendment to Risk Factor 18, except to the extent set out above, is required.</td></tr>
<tr><td>(s)</td><td>Risk Factor 19 and 20: LM is advised to disclose if there are any past instances during the last 3 Financial Years where the company was affected because of the risk of this nature. The past instances and the steps taken by the company to mitigate this risk shall be specifically mentioned. This will enable to ascertain the impact of this risk. Additionally, absolute values and percentages shall be specified to ascertain the impact of this risk on the business, results of operations and financial condition.</td><td>The Company is dependent on the end-use industries i.e. the industries that its customers operate in. Accordingly, based on the continuously evolving requirements of these industries and the preferences of the end-users, the Company needs to ensure that its products are suitably customized or upgraded to meet such requirements.

Keeping in mind the above, in Risk Factor 19, the Company intends to elaborate the risks associated with the end-user industries. Considering the continuously evolving nature of these industries, it would be difficult for the Company to ascertain any specific instance that would have adversely affected its business, financial condition or results of operation.</td></tr>
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<table>
<tr><th>S. No.</th><th>Observation</th><th>Response</th></tr>
<tr><td></td><td></td><td>However, the Company believes that any failure by it in the future to meet the industry requirements or end-user preferences, may be a potential risk for the Company’s business. Accordingly, no amendment to Risk Factor 19 is required.

Further, the cost management strategies are formulated based on the internal management estimates of the Company based on the past experience of the Company and are continuously evolving to factor any change in facts and assumptions applicable to the Company at any given point in time. In light of this, it may not be possible to ascertain any specific instance in this regard that would have adversely affected the Company. Accordingly, no amendment to Risk Factor 20 is required.</td></tr>
<tr><td>(t)</td><td>Risk Factor 21: The observations mentioned in para 4 (b) shall <i>mutatis-mutandis</i> apply to this risk factor as well. This aspect will provide better insight of the competition faced by the company with its peers in the industry.</td><td>Noted for compliance.</td></tr>
<tr><td>(u)</td><td>Risk Factor 22: LM is advised to disclose the Outstanding Litigations information in the Summary of the Offer Document section as per the below format :-
<table>
<tr><th>Name of Entity</th><th>Criminal Proceedings</th><th>Tax Proceedings</th><th>Statutory or Regulatory Proceedings</th><th>Disciplinary actions by the SEBI or Stock Exchanges against our Promoters</th><th>Material Civil Litigations</th><th>Aggregate amount involved (Rs in million)</th></tr>
<tr><td>Company</td><td></td><td></td><td></td><td></td><td></td><td></td></tr>
<tr><td>By the Company</td><td></td><td></td><td></td><td></td><td></td><td></td></tr>
<tr><td>Against the Company</td><td></td><td></td><td></td><td></td><td></td><td></td></tr>
</table>
</td><td>Noted for compliance.</td></tr>
</table>

<table>
<tr><th>S. No.</th><th>Observation</th><th>Response</th></tr>
<tr><td></td><td>
<table>
<tr><td>Directors</td><td></td><td></td><td></td><td></td><td></td><td></td></tr>
<tr><td>By our Directors</td><td></td><td></td><td></td><td></td><td></td><td></td></tr>
<tr><td>Against the Directors</td><td></td><td></td><td></td><td></td><td></td><td></td></tr>
<tr><td>Promoters</td><td></td><td></td><td></td><td></td><td></td><td></td></tr>
<tr><td>By Promoters</td><td></td><td></td><td></td><td></td><td></td><td></td></tr>
<tr><td>Against Promoters</td><td></td><td></td><td></td><td></td><td></td><td></td></tr>
<tr><td>Subsidiaries</td><td></td><td></td><td></td><td></td><td></td><td></td></tr>
<tr><td>By Subsidiaries</td><td></td><td></td><td></td><td></td><td></td><td></td></tr>
<tr><td>Against Subsidiaries</td><td></td><td></td><td></td><td></td><td></td><td></td></tr>
<tr><td colspan="7">*For further details of the outstanding litigation proceedings, see “Outstanding Litigation and Material
Developments”</td></tr>
</table>
</td><td></td></tr>
<tr><td>(v)</td><td>Risk Factor 23: It is, <i>inter-alia</i>, disclosed in the DRHP that – <i>We are required to obtain and maintain a number of statutory and regulatory permits, approvals, licenses, registrations and permissions for carrying out our business and 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.</i></td><td>Complied with, and noted for compliance. Details of the material approvals applicable to the business and operations of the Company, and details of applications made for such material approvals that have not been received by the Company as on the date of the DRHP have been disclosed in the section “<i>Government and Other Approvals</i>” on page 605 of the DRHP. In addition, a cross reference to this section has also been included in Risk Factor 23. However, to ensure further clarity in the risk factor, Risk Factor 23 shall be updated in the following manner:</td></tr>
</table>

S. No.	Observation	Response
	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…" In this context, although cross reference to other sections have been given, LM is advised to disclose the permits/ licenses / registrations / approvals pending before authorities, if any, to conduct operations in a particular state / country as on the date of filing the DRHP. Also, LM is advised to disclose the fact whether such license/approval will be received before filing of RHP withRoC.	***"We require various statutory and regulatory permits and approvals in the ordinary course of our business, and our failure to obtain, renew or maintain them in a timely manner may adversely affect our operations.*** *We are required to obtain and maintain a number of statutory and regulatory permits, approvals, licenses, registrations and permissions for carrying out our business and 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. If there is any failure by us to comply with the applicable regulations or if the regulations governing our business are amended, we may incur increased costs, be subject to penalties, have our approvals and permits revoked or suffer a disruption in our operations, any of which could adversely affect our business. We are also required to make payments pursuant to statutory requirements. There can be no assurance that delays will not occur in making such payments in the future and that the relevant authority will not initiate actions against us for such delays.* *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 details of applicable regulations relating to our business and operations, see "Key Regulations and Policies" on page 202. Further, see "Government and Other Approvals" on page 605 for details of the material approvals applicable to our business and operations including for details of applications made for certain regulatory approvals that have not been received by us as on the date of this Draft Red Herring Prospectus. These include, among others, authorisations under the Hazardous & Other Wastes (Management and Transboundary Movement) Rules, 2016 and E-Waste (Management) Rules, 2016, for our manufacturing facility at Bawal and fire no objection certificate for our manufacturing facility at Bengaluru. Our Company has also not applied for certain approvals, details of which have been provided in "Government and Other*

S. No.	Observation	Response
		Approvals" on page 605. We cannot assure you that the relevant regulatory or statutory authorities will not initiate actions against us for carrying out our operations without applying for and holding valid approvals. 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." Further, please note that, since these applications for such approvals have been made to various governmental / regulatory bodies, the timeline for the grant of such approvals is subject to the discretion of such governmental / regulatory bodies and accordingly, the Company is not able to determine whether such approvals will be granted prior to filing of the RHP with the RoC. Notwithstanding the above, the Company shall update the section "Government and Other Approvals" of the RHP and the Prospectus to ensure that the latest status of such approvals as on the date of the RHP and the Prospectus are reflected therein.
(w)	**Risk Factor 24, 26, 28, 30, 33 and 34**: LM is advised to disclose if there are any past instances during the last 3 Financial Years where the company was affected because of the risk of this nature. The past instances and the steps taken by the company to mitigate this risk shall be specifically mentioned. This will enable to ascertain the impact of this risk. Additionally, absolute values and percentages shall be specified to ascertain the impact of this risk on the business, results of operations and financial condition. **LM may note that the reply needs to be provided for each of the risk factors separately**.	**Risk Factor 24**: This risk factor seeks to elaborate the risks associated with any adverse changes in regulations governing the Company's business, its products and the products of its customers. The Company's business, prospects and results of operations have not been materially and adversely affected due to any adverse change in regulations in the last three Fiscals. However, the Company believes that any such event in future, if it happens, may be a potential risk for the Company's business. Accordingly, no amendment to Risk Factor 24 is required. **Risk Factor 26**: This risk factor seeks to elaborate the risks associated with the geographical concentration of the manufacturing facilities of the Company in India, considering the location of its manufacturing facilities in Tamil Nadu, Karnataka, Himachal Pradesh, Uttar Pradesh and Haryana . There are no instances linked to the location of the Company's manufacturing facilities in these states, that have materially and adversely affected business and operations of the Company. However, the Company believes that any such event in future, if it happens, may be a potential risk for the Company's business. Accordingly, no amendment to Risk Factor 26 is required. **Risk Factor 28**: We confirm that the Company has not been subject to, and the jurisdictions in which the Company operates have not been subject to economic sanctions, export controls or such other restrictions in the last three Fiscals and the current Fiscal. However,

S. No.	Observation	Response
		the Company believes that any such event in future, if it happens, may be a potential risk for the Company's business. Accordingly, no amendment to Risk Factor 26 is required. **Risk Factor 30**: We confirm that there have been no breach of the conditions and restrictions imposed on the Company under its financing arrangements that have resulted in a material adverse effect on the Company's business, operations and financial conditions in the last three Fiscals and the current Fiscal. We further confirm that the conditions and restrictions imposed on the Company under its financing arrangements have not restricted the Company's business and operations in a manner that resulted in a material adverse effect on the Company, in the last three Fiscals. However, the Company believes that any such event in future, if it happens, may be a potential risk for the Company's business. Accordingly, no amendment to Risk Factor 30 is required. **Risk Factor 33**: We confirm that there have been no instances of fraud or theft by the employees of the Company in their capacity as an employee of the Company, in the last three Fiscals and the current Fiscal. However, the Company believes that any such event in future, if it happens, may be a potential risk for the Company's business. Accordingly, no amendment to Risk Factor 33 is required. **Risk Factor 34**: We confirm that there have been no instances where the internal controls of the Company were ascertained to be inadequate by the Statutory Auditors in the last three Fiscals. However, the Company believes that any such event in future, if it happens, may be a potential risk for the Company's business. Accordingly, no amendment to Risk Factor 34 is required.
(x)	**Risk Factor 25**: The rationale provided in this risk factor is vague and forward looking. LM is advised to reassess inclusion of this riskfactor.	In Risk Factor 25, the Company intends to elaborate the risks associated with their potential failure to maintain their quality accreditations. Considering the nature of this risk and the exposure of the Company to potential risks arising in this regard in the future, we have included details of the possible risk, along with the potential instances in the future that may impact the Company in this regard. Further, please note that, in compliance with Paragraph (5)(C)(3) of Schedule VI of the SEBI ICDR Regulations, the Company has sought to include details of risks that may not have material impact at present, but may have a material impact in the future.

<table>
<tr><th>S. No.</th><th>Observation</th><th>Response</th></tr>
<tr><td>(y)</td><td>**Risk Factor 27**: The rationale provided in this risk factor is forward looking. LM is advised to reassess this risk factor.</td><td>Considering that potential investors in the Company may decide to invest in the Company based on the growth in its revenue as reflected in the Restated Financial Information, the Company intends to highlight the potential risk of the Company not being able to maintain its growth in the future. Considering the nature of this risk, the Company has included details of the possible risk, along with the potential instances in the future that may impact the Company in this regard. Further, please note that, in compliance with Paragraph (5)(C)(3) of Schedule VI of the SEBI ICDR Regulations, the Company has sought to include details of risks that may not have material impact at present, but may have a material impact in the future.</td></tr>
<tr><td>(z)</td><td>**Risk Factor 29 and 48**: It is, *inter-alia*, disclosed in the DRHP that – *"..continued increases in our working capital requirements may have an adverse effect on our financial condition and results of operations."* In this context, LM is advised to provide Net Working Capital, Cash ratio, Debt Service Coverage Ratio and Interest Coverage Ratio of the company for the last 3 financial years. This should be substantiated with facts and figures.</td><td>Noted for compliance.

Risk factor 29 shall be updated in the RHP in the following manner:

"We have working capital requirements and may require additional financing to meet those requirements, which could have an adverse effect on our business, results of operations and financial condition.

Our Company requires working capital to finance the purchase of raw materials and for the manufacture and other related work before payment is received from customers. As on June 30, 2021, our total outstanding indebtedness in respect of our working capital facilities was ₹ 224.84 million. Further, based on our Proforma Condensed Combined Financial Information, as on June 30, 2021, our total proforma outstanding indebtedness in respect of our working capital facilities was ₹ 704.15 million. In addition, set out below are the details of our net working capital, cash ratio, debt service coverage ratio and interest coverage ratio for the Fiscals 2021, 2020 and 2019:

(in ₹ million, unless otherwise specified)
<table>
<tr><th></th><th>Fiscal 2021</th><th>Fiscal 2020</th><th>Fiscal 2019</th></tr>
<tr><td>Debt Service Coverage Ratio(1)</td><td>4.91</td><td>8.74</td><td>4.27</td></tr>
<tr><td>Cash ratio(2)</td><td>0.99</td><td>0.82</td><td>0.73</td></tr>
<tr><td>Interest coverage ratio(3)</td><td>47.67</td><td>244.61</td><td>60.59</td></tr>
<tr><td>Net Working Capital(4)</td><td>1,073.74</td><td>928.12</td><td>451.11</td></tr>
</table>
</td></tr>
</table>

S. No.	Observation	Response
		(1) *Debt Service Coverage Ratio = Earnings available for debt services / Total interest and principal repayments* (2) *Cash ratio = (Current Assets - inventory) / current liabilities* (3) *Interest coverage ratio = Earnings available for debt services / total interest repayments* (4) *Net Working Capital = Total current assets – Total Current Liabilities* *Total Current Liabilities excludes short term borrowings and current tax liabilities (net)* *The actual amount and timing of our future working capital requirements may differ from estimates as a result of, among other factors, unforeseen delays or cost overruns, unanticipated expenses, regulatory changes, economic conditions, engineering design changes, weather related delays, technological changes and additional market developments and new opportunities in the EMS sector. Our sources of additional financing, required to meet our working capital requirements and capital expenditure plans, may include the incurrence of debt or the issue of equity or debt securities or a combination of both. If we decide to raise additional funds through the incurrence of debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows and we may be subject to additional covenants, which could limit our ability to access cash flows from operations. Any issuance of equity, on the other hand, could result in a dilution of your shareholding. Accordingly, continued increases in our working capital requirements may have an adverse effect on our financial condition and results of operations.”*
(aa)	**Risk Factor 31**: The rationale provided in this risk factor is forward looking. LM is advised to reassess this risk factor.	The Company intends to elaborate the risks associated with any potential joint ventures it may be a party to, through Risk Factor 31, in light of the Company’s growth strategies. Considering the nature of this risk and the exposure of the Company to potential risks arising in this regard in the future, the Company has included details of the possible risk, along with the potential instances in the future that may impact the Company in this regard. Further, please note that, in compliance with Paragraph (5)(C)(3) of Schedule VI of the SEBI ICDR Regulations, the Company has sought to include details of risks that may not have material impact at present, but may have a material impact in the future.
(bb)	**Risk Factor 35**: LM is advised to ensure that all RPTs are done at arm’s length price. LM is advised to ensure that RPTs are in compliance with the requirements stipulated in Companies Act, 2013, SEBI (LODR) Regulations, relevant Accounting Standards and other statuary	Complied with and noted for compliance.

S. No.	Observation	Response
	compliances. LM is advised to disclose the details of all/any conflicts of interest arised among the equity shareholders in relation to the RPTs in the past.	We confirm that all related party transactions have been conducted at arm's length price, and in compliance with the Companies Act, 2013, SEBI Listing Regulations, relevant Accounting Standards and other statutory compliances. Further, Risk Factor 35 shall be updated in the RHP in the following manner: "***We have, in the past, entered into certain transactions with related parties and may continue to do so in the future, which may potentially involve conflict of interests with equity shareholders. Any related party transactions that are not on an arm's length basis may adversely affect our business, results of operation and financial condition.*** We have, in the past, entered into certain transactions with related parties and may continue to do so in the future. *Such related party transactions may potentially involve conflicts of interest with equity shareholders.* For further details, see "*Summary of the Offer Document - Summary of related party transactions*" and "*Restated Financial Information"* on pages 23 and 244 respectively. While we believe that all such transactions have been conducted on an arms-length basis, we cannot assure you that we would not have achieved more favourable commercial terms had such transactions not been entered into with related parties. Further, we may enter into related party transactions in the future, and such transactions may potentially involve conflicts of interest. There can be no assurance that such transactions, individually or in the aggregate, *will always be in the best interests of our public shareholders and* will not have an adverse effect on our results of operations and financial condition."
(cc)	**Risk Factor 36**: Although cross reference to other sections have been given, a comparison of projected and actual capacity utilization of the manufacturing units of the company for the last 3 financial years needs to be provided with facts and figures. This will enable to ascertain the impact of thisrisk.	The Company seeks to elaborate the risks of possible under-utilisation of the existing manufacturing capacity of the Company. Please note that capacity utilisation is a function of various factors, including the type of products being manufactured, and the requirements and specifications of the customers of the Company which change from time to time, requirements as and when the product changes, due to which the Company will be unable to estimate (and have not estimated in the past) the projected capacity utilisation. Accordingly, no amendment to Risk Factor 36 is required.

S. No.	Observation	Response
(dd)	**Risk Factor 38**: The proportion of hedging and hedge ratio for foreign exchange shall be disclosed in detail.	Please note that the Company does not use any derivative instruments to hedge its foreign currency exposure. The exports of the Company help provide a natural hedge against losses arising out of exchange rate fluctuations in connection with its import of raw materials and components. Accordingly, the details of the hedging and hedge ratio requested, will not be applicable to the Company.
(ee)	**Risk Factor 39**: LM is advised to disclose the information of management team and key personnel who have resigned from the company in the last 3 financial years and any foreseeable impact due to such resignation(s) in absolute values. LM is advised to disclose if there are any past instances during the last 3 Financial Years where the company was affected because of the risk of this nature. The steps taken by the company to mitigate this risk shall also be specifically mentioned. This will enable to ascertain the impact of this risk.	We confirm that except for the Narendra Nagori who ceased to be the company secretary of the Company due to internal restructuring, none of the employees of the Company ceased to be the Key Managerial Personnel of the Company in the last three Fiscals. Details of the same have been set out in "*Our Management - Changes in the Key Managerial Personnel in last three years*" on page 232 of the DRHP. Accordingly, no amendment to Risk Factor 39 is required.
(ff)	**Risk Factor 40, 41 and 42**: LM is advised club all these three risk factors as the contents are more or less interrelated and move it into Top 5 risk factors.	Noted for compliance, to the extent applicable. Risk Factor 40 and Risk Factor 41 shall be clubbed together in the following manner. ***"We intend to utilise a portion of the Net Proceeds for funding our capital expenditure requirements for development of a R&D facility and expansion / setting up of manufacturing facilities and if the costs of setting up and the possible time or cost overruns related to these projects are higher than expected, it could have a material adverse effect on our financial condition, results of operations and growth prospects. Further, our management has discretion in how it may use the proceeds of the Offer. Any variation in the utilisation of our Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.*** *The Offer comprises a Fresh Issue of such number of Equity Shares aggregating up to ₹ 9,260.00 million by our Company and an Offer of Sale of up to 3,369,360 Equity Shares by the Selling Shareholder. However, the entire proceeds from the Offer for Sale will be paid to the Selling Shareholder and our Company will not receive any proceeds from the Offer for Sale. The proceeds from the Fresh Issue less the Offer related expenses applicable to the Fresh Issue constitute the Net Proceeds, which we intend to utilise towards the proposed objects of the Offer. We intend to utilise a portion of the Net Proceeds for funding our capital*

S. No.	Observation	Response
		expenditure requirements for development of a R&D facility and expansion / setting up of manufacturing facilities, among others. We have estimated the total cost of such capital expenditure to be ₹ 5,712.15 million, which has been certified by Rahul R Pujara & Associates, pursuant to their project reports dated December 12, 2021. However, such total estimated cost and related fund requirements have not been appraised by any bank or financial institution. The completion of the said projects is dependent on the performance of external agencies, which are responsible for inter alia construction of buildings, installation and commissioning of plant and machinery and supply and testing of equipment. We cannot assure you that the performance of external agencies will meet the required specifications or performance parameters. We may not be able to identify suitable replacement external agencies in a timely manner. If the performance of these agencies is inadequate in terms of the requirements, this may result in incremental cost and time overruns. *Further, we have not entered into any definitive agreements to utilize the Net Proceeds for this object of the Offer and have relied on the quotations received from third parties for estimation of the cost. While we have obtained the quotations from various vendors in relation to such capital expenditure, most of these quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors. Additionally, we are yet to place orders for any of the plant and machinery (in terms of the aggregate estimated cost of plant and machinery for the proposed capital expenditure). For further details please refer to "Objects of the Offer" on page [●]. Further, the estimated costs for these projects are based on management estimates and current conditions and are subject to change, owing to prospective changes in external circumstances, costs, and other financial conditions. There could be delays in the said expansion or upgradation as a result of, among other things, requirement of obtaining approvals from statutory or regulatory authorities, contractors' or external agencies' failure to perform, exchange rate fluctuations, unforeseen engineering problems, disputes with workers, increase in input costs of construction materials and labour costs, incremental preoperative expenses, taxes and duties, interest and finance charges, EPC and non-EPC costs, cost escalation and/or force majeure events (including the continuing impact of the COVID-19 pandemic), any of which could give rise to cost overruns and delays in our implementation schedules. Any variation in the planned use of the Net Proceeds would require Shareholders' approval and*

S. No.	Observation	Response
		may involve considerable time or cost overrun and in such an eventuality it may adversely affect our operations or business. In the event that there is such a change in the objects of the Offer, our Promoters shall provide an exit offer to dissenting shareholders as provided for in the Companies Act, 2013 and in terms of the conditions and manner prescribed under Schedule XX of the SEBI ICDR Regulations and applicable law. *If our actual capital expenditures on these significantly exceed our budgets, or even if our budgets were sufficient to cover these projects, we may not be able to achieve the intended economic benefits of these projects, which in turn may materially and adversely affect our financial condition, results of operations, cash flows, and prospects. There can be no assurance that we will be able to complete the aforementioned expansion or commissioning of our manufacturing facilities and additions in accordance with the proposed schedule of implementation and any delay could have an adverse impact on our growth, prospects, cash flows and financial condition."* However, Risk Factor 42 should continue to be disclosed separately, as this has been included as a separate risk factor in compliance with Paragraph (5)(G)(28) of Schedule VI of the SEBI ICDR Regulations. Further, these Risk Factors will be moved into the top 5 risk factors.
(gg)	**Risk Factor 43**: It is, *inter-alia*, disclosed in the DRHP that – *"…some of our lease deeds for our properties may not be registered and further some of our lease deeds may not be adequately stamped and consequently, may not be accepted as evidence in a court of law and we may be required to pay penalties for inadequate stamp duty."* It is to be noted that registration of an agreement as required under a particular Act i.e. Registration Act, 1908, is mandatory. This very fact itself tantamounts to non-compliance by the company with the basic requirements of the particular Act. It is a known fact that any investor will expect a listed company to comply with the matters, in particular compliance with statutory requirements, stated in the prospectus based on which it has raised money from the public. Considering the said facts, LM is advised to clarify the steps proposed to be taken by the company to address this risk.	Based on the information received from the Company, it is to be noted that the absence of registration for the lease deeds of its properties in itself does not result in the Company being non-compliant with the Registration Act, 1908. However, as set out Risk Factor 43, the absence of such registration may restrict the Company from producing such lease agreements as evidence in a court of law. Further, the steps that may be undertaken to address this risk will be updated in Risk Factor 43 in the following manner: ***"The land and premises for our manufacturing facilities are held by us on lease or leave and license or tenancy agreements which subject us to certain risks.*** *Most of our manufacturing facilities are on premises that have been leased by us from third parties through lease or leave and license or tenancy arrangements. For further details, see*

S. No.	Observation	Response
		"Our Business – Our Manufacturing Facilities" on page 196. Upon expiration of the relevant agreement for each such premise, we will be required to negotiate the terms and conditions on which the lease agreement may be renewed. We cannot assure you that we will be able to renew these agreements on commercially reasonable terms in a timely manner, or at all. *Termination of our leases may occur for reasons beyond our control, such as breaches of lease agreements by the landlords of our premises which is detrimental to our operations. If we, our current or future landlords breach the lease agreements, we may have to relocate to alternative premises or shut down our operations at that site. Once we obtain a lease, we incur significant expenses to install necessary furniture, fittings, machinery, lighting, security systems and air conditioning, to ensure such unit is designed in line with our requirements. Relocation of any part of our operations may cause disruptions to our business and may require significant expenditure, and we cannot assure you that in such a case, we will be able to find suitable premises on commercially reasonable terms in a timely manner, if at all or we may have to pay significantly higher rent or incur additional expenses towards interiors. Occurrence of any of these factors may materially and adversely affect our business, financial condition and results of operations.* *Certain of our lease agreements for our manufacturing facilities contain restrictive covenants, including but not limited to, requirements that we obtain consent from the lessor, which is typically the industrial development authority, prior to undertaking certain matters including changing the name and style under which we are doing business. For instance, by way of letter in November 2021, we sought consent from Development Commissioner, Madras Export Processing Zone, Special Economic Zone for change in name of the Company pursuant to the conversion of the company to a public limited company, pursuant to the Offer. As on date, no response has been received from the authority within the time frame set out by us in our letter to them. While we believe that we have taken adequate steps to seek their consent, we cannot assure that such authorities will not take any adverse action against us under the terms of their respective lease agreements.* *Further, some of our lease deeds for our properties may not be registered and further some of our lease deeds may not be adequately stamped and consequently, may not be accepted as evidence in a court of law and we may be required to pay penalties for inadequate stamp*

S. No.	Observation	Response
		duty. We shall, going forward, endeavour to arrange for the registration of such lease deeds. Further, we may not be able to assess or identify all risks and liabilities associated with any properties, such as faulty or disputed title, unregistered encumbrances or adverse possession rights, improperly executed, unregistered or insufficiently stamped instruments, or other defects that we may not be aware of. *In the event that these existing leases are terminated or they are not renewed on commercially acceptable terms or at all, we may suffer a disruption in our operations. If alternative premises are not available at the same or similar costs, size or locations, our business, financial condition and results of operations may be adversely affected.”*
(hh)	**Risk Factor 44**: LM is advised to move this risk factor in Top 10 risk factors.	Noted for compliance.
(ii)	**Risk Factor 45**: LM is advised to move this risk factor in Top 10 risk factors. It is, *inter-alia*, disclosed in the DRHP that – *“Our total insurance coverage as of June 30, 2021 was ₹ 24,702.29 million and our insurance coverage as a percentage of our total assets on a consolidated basis was 62.86%.”* In this context the details as on March 31, 2021, March 31, 2020 and March 31, 2019 shall also be disclosed.	Noted for compliance. Risk factor 45 shall be updated in the RHP in the following manner, and included in the top 10 Risk Factors: ***“Our insurance coverage could prove inadequate to satisfy potential claims and our insurance policies may not protect us against all potential losses, which could adversely affect our business and results of operations.*** *Our business operations are subject to various risks inherent in the manufacturing industry. While we believe that the insurance coverage which we maintain is in keeping with industry standards and would be reasonably adequate to cover the normal risks associated with the operation of our businesses, we cannot assure you that any claim under the insurance policies maintained by us will be covered entirely, in part or on time, or that we have taken out sufficient insurance to cover all our losses. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all.* *~~Our total insurance coverage as of June 30, 2021 was ₹ 24,702.29 million and our insurance coverage as a percentage of our total assets on a consolidated basis was 62.86%.~~The details of our total insurance coverage and our insurance coverage as a percentage of our*

<table>
<tr><th>S. No.</th><th>Observation</th><th>Response</th></tr>
<tr><td></td><td></td><td><i>total assets on a consolidated basis, as of June 30, 2021, March 31, 2021, March 2020, and March 31, 2019 as per our Proforma Condensed Combined Financial Information, has been set out below:</i>
<table>
<tr><th></th><th><i>As of June 30, 2021</i></th><th><i>As of March 31, 2021</i></th><th><i>As of March 31, 2020</i></th><th><i>As of March 31, 2019</i></th></tr>
<tr><td><i>Total insurance coverage (in ₹ million)</i></td><td><i>24,702.29</i></td><td><i>19,919.58</i></td><td><i>19,312.22</i></td><td><i>12,462.90</i></td></tr>
<tr><td><i>Total insured assets</i></td><td><i>6,410.13</i></td><td><i>5,706.50</i></td><td><i>5,087.47</i></td><td><i>4,971.64</i></td></tr>
<tr><td><i>Insured assets as a percentage of our total assets</i></td><td><i>62.86%</i></td><td><i>59.45%</i></td><td><i>64.65%</i></td><td><i>70.17%</i></td></tr>
</table>
<i>To the extent that we suffer loss or damage, or successful assertion of one or more large claims against us for events for which we are not insured, or for which we did not obtain or maintain insurance, or which is not covered by insurance, exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, financial performance and cash flows could be adversely affected. For further information on our insurance arrangements, see “Our Business – Insurance” on page 201.“</i></td></tr>
<tr><td>(jj)</td><td>Risk Factor 46: LM is advised to disclose the details of unsecured loan availed by the Subsidiary, Perfect ID.</td><td>Noted for compliance.
Risk Factor 46 shall be updated in the following manner:
<i>“Our Subsidiary has availed an unsecured loan which is repayable on demand.</i></td></tr>
</table>

S. No.	Observation	Response
		Our Subsidiary, Perfect ID had~~s~~ availed an unsecured loan of ₹ 1.00 million in the ordinary course of business from its erstwhile promoter at zero interest, and which is repayable on demand. As on June 30, 2021, ₹ 0.80 million remained outstanding. *In the event that the lender seeks a repayment of any such loan, we would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. If we are unable to procure such financing, any such demand may materially and adversely affect our business, cash flows, financial condition and results of operations."*
(kk)	**Risk Factor 50**: From the "*Capital Structure*" on page 82, it is noted that the company has made private placement, conversion of preference shares and bonus issue during the period September 16, 2021 to October 30, 2021. In this context, LM shall provide justification on the aforesaid allotments within 3 months before the filing of DRHP *"at a price that may be lower than the Offer Price"*. Further, the impact of such allotment post listing on the shareholders shall also be disclosed.	The private placement of Equity Shares that were undertaken by the Company between September 16, 2021 to October 27, 2021 were undertaken on the basis of the valuation report of the Company dated September 16, 2020 issued by CA Rohit Maloo (Registered Valuer). Further, the Company allotted Equity Shares on October 19, 2021 pursuant to the conversion of 104,002 0.01% compulsory convertible preference shares held by South Asia EBT Trust and South Asia Growth Fund II, Holdings LLC respectively in compliance with the terms of such preference shares. The consideration for such shares was paid at the time of allotment of such 0.01% compulsory convertible preference shares on November 2, 2020. Lastly, Equity Shares were allotted on October 30, 2021 at nil consideration as the allotment was conducted by way of a bonus issue. We also confirm that these allotments do not have any significant impact on the Shareholders post-listing.
(ll)	**Risk Factor 53**: LM is advised to move this risk factor in Top 10 risk factors.	Noted for compliance.
(mm	**Risk Factor 54**: LM is advised to disclose the absolute values and percentage of dividend paid by the company during the financial years 2019 to 2021	We confirm that the Company has not declared any dividends on its Equity Shares in Fiscal 2019, Fiscal 2020 and Fiscal 2021.
(nn)	**Risk Factor 55**: LM is advised to specifically mention in the RHP that all special rights available to the Shareholders, will cease to exist upon listing of Equity Shares on the Stock Exchanges pursuant to the Offer,	Noted for compliance. Please refer to our response to S. No. 11(a) of this Annexure A.

S. No.	Observation	Response
	(without requiring any further action) except for rights subject to approval of the Shareholders by way of a special resolution, in a general meeting post listing of the Equity Shares.	
(oo)	**Risk Factor 56**: LM is advised to move this risk factor in Top 5 risk factors.	Noted for compliance.
(pp)	**Risk Factor 59**: LM is advised to move this risk factor in Top 15 risk factors. Further, LM is advised to ensure that the requirement as specified in para 4 (a) is duly adhered to.	Noted for compliance.
(qq)	**Risk Factor 66**: LM is further advised to disclose all the relevant laws/acts/rules/regulations/standards that are applicable to the operations carried out by the company. LM is advised to disclose the details of non-compliance (if any) and subsequent actions faced by the company for violating such applicable laws in the past. This aspect has to be supported with facts and figures. The past instances i.e. during the last 3 financial years and steps taken by the company to mitigate this risk shall be specifically mentioned. This will enable to ascertain the impact of this risk.	Complied with. The details of the key laws, guidelines and regulations in India which are applicable to the Company and the business undertaken by the Company have been disclosed in the section "*Key Regulations and Policies*" on page 203 of the DRHP. Further, there are no pending actions by regulatory authorities and statutory authorities involving the Company. This has also been disclosed in the section "*Outstanding Litigation and Other Material Developments*" beginning on page 601 of the DRHP.
(rr)	**Risk Factor 69**: LM is advised to move this risk factor in Top risk factor under the category *"External Risks"*.	Noted for compliance.
(ss)	Under " *Risks relating to the Offer and the Equity Shares*", LM may be advised to include a risk factor - *"A downgrade in ratings of India may affect the trading price of the Equity Shares."* The reason being a downgrading of India's credit ratings may occur, for example, upon a change of government tax or fiscal policy, which are outside the control of the company. This could have an adverse effect on the ability of the company to fund its growth on favourable terms or at all, and consequently adversely affect the business and financial performance and the price of the Equity Shares. Further, LM is advised to move this risk factor in Top risk factor under the category " *Risks relating to the Offer and the Equity Shares* ".	Complied with. In this regard, we have included Risk Factor 69 titled "***Any downgrading of India's sovereign debt rating by rating agencies could have a negative impact on our business.***" on page 60 of the DRHP.
7. The Offer		

S. No.	Observation	Response
(a)	LM is advised to confirm whether the board resolution dated November 13 and 20, 2021, mentioned at page 64 has any content which may have any bearing on IPO/Listing.	We confirm that the Offer has been authorized by the resolution of the Board dated November 13, 2021 and the Fresh Issue has been authorized by a special resolution of the Shareholders dated November 20, 2021.
8. Capital Structure		
(a)	The build-up of the shareholding of the *selling shareholders* at various points of time along with the price and the weighted average price of acquisition shall be provided.	Complied with. The Selling Shareholder is Veena Kumari Tandon, who is also the Promoter of the Company. Accordingly, the details of (i) the build-up of the shareholding of the Selling Shareholder, (ii) average cost of acquisition of Equity Shares by her, and (iii) weighted average cost of acquisition of Equity Shares by her in the last one year have been disclosed the sections titled "*Capital Structure - Details of Shareholding of our Promoters and members of the Promoter Group in the Company - Build-up of the Promoters' shareholding in our Company*", "*Summary of the Offer Document - Average cost of acquisition*" and "*Summary of the Offer Document - Weighted average price at which specified securities were acquired by the Shareholders in the one year preceding the date of this Draft Red Herring Prospectus*" on pages 88 and 28 respectively.
9. Objects of the Offer		
(a)	The name of the selling shareholder shall be mentioned at all places in the Offer Document along with the tag *"selling shareholder"* in brackets.	Noted for compliance, to the extent applicable.
(b)	Amount of OFS shall be mentioned under OFS.	Noted for compliance
(c)	Issue/offer expenses shall be shared on a pro-rata basis even if the issue does not go through or does not get listed / traded.	Noted for compliance
(d)	The rationale for deciding the utilization of net proceeds over the next three years for various purposes as mentioned therein shall be clearly specified.	Complied with. The basis to determine the proposed deployment schedule of the Net Proceeds has been included in the section "*Objects of the Offer - Utilization of Net Proceeds and Proposed Schedule of Implementation and Deployment*" on page 97 of the DRHP.
10. Industry Overview		
(a)	LM is advised to disclose if Frost & Sullivan (India) Private Limited which had prepared the report is in any way related to the issuer company/directors/promoters. Further LM is advised to ensure that reports by Frost & Sullivan (India) Private Limited relied upon while making disclosures in the draft offer document is included among the material contracts and documents for inspection. Furthermore,	Complied with to the extent applicable, and noted for compliance. The source of disclosures has been included in the DRHP and shall be included in the RHP and Prospectus, for any updates.

S. No.	Observation	Response
	wherever (each instance) data from various reports have been used in support of disclosures made in the offer document, LM is advised to clearly qualify the source of such disclosures.	F&S is not related to the Company, its Directors or Promoters in any way. Further, the F&S Report shall be included as a material document for inspection.
11. History and Certain Corporate Matters		
(a)	LM is advised to disclose the special rights, if any, available to certain shareholders would continue to exercise, pursuant to listing of shares on exchange.	Noted for compliance. Following the listing of the Equity Shares on the Stock Exchanges pursuant to the completion of the Offer, there shall be no special rights available to any of the Shareholders. Accordingly, we shall include the following disclosure on page 210 of the DRHP, under the section *"History and Certain Corporate Matters – Shareholders' agreements – Amended and restated shareholders' agreement dated September 16, 2021, entered into between South Asia Growth Fund II Holdings LLC (the "Investor Fund"), South Asia EBT Trust (together with the Investor Fund, the "Investors"), Sandeep Tandon, Tancom Electronics Private Limited, Veena Kumari Tandon (together with Sandeep Tandon and Tancom Electronics Private Limited, the "Syrma Promoters"), Sanjiv Narayan, Jasbir Singh Gujral, Krishna Kumar Pant, Ranjeet Singh Lonial (together with Sanjiv Narayan, Jasbir Singh Gujral and Krishna Kumar Pant, the "SGS Shareholders") and our Company (all collectively, the "Parties", and such agreement, the "SHA"), as amended by the amendment agreement dated November 25, 2021, entered into amongst the Parties ("Amendment Agreement")"*: *"Following the listing of the Equity Shares on the Stock Exchanges pursuant to the completion of the Offer, there shall be no special rights available to any of the Shareholders."*
12. Our Management		
(a)	LM is advised to confirm that except as disclosed in this DRHP, there are no other nominee directors, KMPs or other persons etc., appointed by any of the shareholders.	We confirm that there are no other nominee directors, KMPs or other persons appointed by the Company pursuant to any arrangement with any of the Shareholders.
13. Financial Information		
(a)	LM is advised to ensure that the company is in compliance with the following advisory of SEBI to AIBI: *"LM shall ensure that all issuer companies filing offer document should provide Consolidated Financial Statements (CFS) prepared in*	Noted for compliance.

S. No.	Observation	Response
	accordance with Indian Accounting Standard (Ind AS) for all the three years and the stub period (if applicable) audited and certified by the statutory auditor(s) who holds a valid certificate by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI). The same shall be applicable for companies which are not falling under Phase 1 and Phase 2 of MCA Roadmap and have consequently provided proforma financial statements for any of the three financial years. *In cases where the draft offer documents have been filed with SEBI, LM shall ensure submission of audited financials as per Ind AS at the time of filing of the Red Herring Prospectus, if not complied with the above provisions."*	
(b)	In view of the above advisory, the Proforma Ind AS Financial Statements of the company for the financial year ended March 31, 2019, shall be *prepared in accordance with Ind AS.*	Complied with and noted for compliance.
(c)	Default of loans, if any, in the past may be disclosed at all the relevant places in the offer document.	We confirm that the Company has not defaulted in the payment of its loans in the last three Fiscals.
(d)	Page no. 295 – As regards contingent liabilities, the figure as disclosed in this section is in variance with the figure as disclosed in Risk factor 49. The reasons for the same shall be clearly specified and rectified accordingly.	The variance is because the details of the contingent liabilities set out on page 295 reflects the Company's position based on the Restated *Standalone* Financial Information, while the details of the set out in Risk Factor 49 reflects the Company's position based on the Restated *Consolidated* Financial Information. To ensure clarity in the disclosures in the RHP, Risk Factor 49 shall be updated in the following manner: ***"We have certain contingent liabilities and our cash flows, financial condition and profitability may be adversely affected if any of these contingent liabilities materialise.*** As of June 30, 2021, our contingent liabilities as per the Restated Consolidated Financial Information, that have not been provided for were as follows:

<table>
<tr><th>S. No.</th><th>Observation</th><th>Response</th></tr>
<tr><td></td><td></td><td>
<table>
<tr><th>Particulars</th><th>Amount (₹ in million)</th></tr>
<tr><td>Claims against the company not acknowledged as debt</td><td>56.17</td></tr>
<tr><td>Karnataka VAT related matters</td><td>14.02</td></tr>
<tr><td>Company's share of associate contingent liability</td><td>1.06</td></tr>
<tr><td>Total</td><td>71.25</td></tr>
</table>
<p><i>Further, as of June 30, 2021, our contingent liabilities as per the Restated Standalone Financial Information, that have not been provided for were as follows:</i></p>
<table>
<tr><th><i>Particulars</i></th><th><i>Amount (₹ in million)</i></th></tr>
<tr><td><i>Claims against the company not acknowledged as debt</i></td><td><i>56.17</i></td></tr>
<tr><td><i>Karnataka VAT related matters</i></td><td><i>14.02</i></td></tr>
<tr><td><i>Total</i></td><td><i>70.19</i></td></tr>
</table>
<p>Further, as of June 30, 2021, our contingent liabilities as per the Proforma Condensed Combined Financial Information, that have not been provided for were as follows:</p>
<table>
<tr><th>Particulars</th><th>Amount (₹ in million)</th></tr>
<tr><td>Claims against the company not acknowledged as debt</td><td>75.48</td></tr>
<tr><td>Total</td><td>75.48</td></tr>
</table>
<p>If any of these contingent liabilities materialise, our results of operations and financial condition may be adversely affected.”</p>
</td></tr>
<tr><td colspan="3">14. Related Party Transactions</td></tr>
<tr><td>(a)</td><td>LM is advised to ensure that all RPTs are done at arm’s length price. LM is advised to ensure that RPTs are in compliance with the requirements stipulated in Companies Act, 2013, SEBI (LODR)</td><td>Complied with and noted for compliance, to the extent applicable. Please refer to our response to S. No. 6(bb) of this Annexure A.</td></tr>
</table>

S. No.	Observation	Response
	Regulations, relevant Accounting Standards and other statuary compliances. LM is advised to disclose the details of all/any conflicts of interest arised among the equity shareholders in relation to the RPTs in the past.	
15. Financial Indebtedness		
(a)	LM is advised to provide cross referencing to the Risk factors with respect to the indebtedness as a part of disclosure.	Noted for compliance.
K. Legal and Other Information		
(b)	LM shall update the details of status of litigation with the latest/updated position of litigations against promoter/promoter group entities/company and the companies promoted by the issuer.	Noted for compliance, to the extent applicable. We confirm that, in accordance with the SEBI ICDR Regulations, details of: (i) all outstanding criminal litigation involving the Company, its subsidiaries, its Directors and its Promoters; (ii) all outstanding actions by regulatory authorities and statutory authorities involving the Company, its subsidiaries, its Directors and its Promoters; (iii) disciplinary action including penalty imposed by SEBI or stock exchanges against the Promoters in the last five financial years including outstanding action; (iv) claims related to direct and indirect taxes involving the Company, its subsidiaries, its Directors and its Promoters (in a consolidated manner, giving the number of cases and total amount); and (v) other pending litigation involving the Company, its subsidiaries, its Directors and its Promoters, as per the materiality policy adopted by the board of directors of the Company on November 20, 2021, have been disclosed in the section "*Outstanding Litigation and Other Material Developments*" beginning on page 601 of the DRHP. We undertake to update the RHP with any further developments in such matters and include further matters that may have been initiated since the date of filing of the DRHP, if any. Further, in terms of the SEBI ICDR Regulations, there is no requirement for the Company to disclose details of any litigation involving members of the Promoter Group or companies promoted by the Company. Accordingly, no disclosures for litigation involving members of the Promoter Group or companies promoted by the Company are sought to be made.
(c)	LM is advised to confirm that the existing litigations are not so major that the issuer's survival is dependent on the outcome of the pending litigation.	We confirm that the existing litigations involving the Company are not so major that the Company's survival is dependent on the outcome of the pending litigation.

S. No.	Observation	Response
(d)	LM is advised to ensure the disclosures of all actions taken by statutory and regulatory authorities.	Complied with. We confirm that there are no pending actions by regulatory authorities and statutory authorities involving the Company. This has also been disclosed in the section "*Outstanding Litigation and Other Material Developments*" beginning on page 601 of the DRHP. We undertake to include matters that may have been initiated since the date of filing of the DRHP, if any.
(e)	LM is advised to disclose brief details of all matters above materiality threshold.	Complied with. We confirm that details of all pending material litigations have been disclosed in the section "*Outstanding Litigation and Other Material Developments*" beginning on page 601 of the DRHP. We undertake to update the RHP with any further developments in such matters and include further matters that may have been initiated since the date of filing of the DRHP, if any.
17. Other Regulatory and Statutory Disclosures		
(a)	LM is advised to declare that w.r.t. the DRHP filed with SEBI, the issuer or any of its promoters or directors are not declared as 'Fraudulent Borrowers' by the lending banks or financial institution or consortium, in terms of RBI master circular dated July 01, 2016.	Complied with. The following disclosure in the section "*Other Regulatory and Statutory Disclosures*" on the RHP shall be updated in the manner set out below: "*Further, our Company, Promoters and Directors have not been declared as 'Fraudulent Borrowers' by any lending bank, financial institution or consortium, in terms of RBI master circular dated July 1, 2016.*"
(b)	<u>Page no. 366</u>: LM is advised to delete *"including our Company's website, www.medanta.org or any website of any member of the Promoter Group or affiliates of our Company or the Selling Shareholders"* under the head Disclaimer from our Company, the Selling Shareholders, our Directors and the BRLMs.	Noted for compliance.
18. General Clarifications		
(a)	LM is advised to ensure that at all places, where the Industry Report has been mentioned, such report to be provided in bibliography / or as weblink. The Report to be included as a material document.	Noted for compliance. The F&S Report shall be included as a material document for inspection, and shall be made available on the website of the Company from the date of the RHP until the Bid / Offer Closing Date. The details of the weblink shall be updated in the RHP.
(b)	With regard to the "Fees payable to the other advisors to the Offer", LM is advised to disclose the services offered by such advisors and consequent responsibilities, if any.	We confirm that no fees in connection with the Offer are separately allocated for advisors, and if any advisor is so appointed, the details of such advisor shall be updated in the RHP.
(c)	LM is advised to change the manner of payment of offer related expenses. The offer related expenses to be deducted from the	Noted for compliance.

S. No.	Observation	Response
	amounts received from 'Offer for Sale' and only the balance amount to be paid to the selling shareholders.	
(d)	LM is advised to ensure that the processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.	Noted for compliance.
(e)	LM is advised to ensure that the following paragraph (including content of similar nature) from any/all section(s) of DRHP is removed. *"None among our company, the selling shareholders or any member of the Syndicate shall be liable for any failure in (i) uploading the bids due to faults in any software/hardware system or otherwise; or (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism"*	Noted for compliance. This paragraph on page 609 of the DRHP shall stand replaced with the following: *"Prospective investors are advised to submit their Bids at the earliest to help avoid issues arising of or in connection with factors beyond the control of the Company including, (i) uploading the Bids due to faults in any software/ hardware system or otherwise, or (ii) the blocking of the Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on the account of any errors, omissions or non-compliance by various parties involved, or any other fault, malfunctioning, breakdown or otherwise, in the UPI Mechanism."*
(f)	LM is advised to include a reference to the circulars CFD/DIL2/CIR/P/2018/22 dated Feb 15, 2018 and CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 at all applicable sections in DRHP.	Complied with.
(g)	LM is advised to examine the applicability of SEBI (Framework for Rejection of Draft Offer Documents) Order, 2012, to the DRHP of Issuer Company and confirm whether the said general order is applicable to the instant public issue/DRHP. LM is further advised to provide a para-wise reply on the applicability of aforesaid order.	We have set forth a para-wise confirmation with respect to the non-applicability of each criteria specified under the SEBI (Framework for Rejection of Draft Offer Documents) Order, 2012 dated October 9, 2012 to the DRHP and/or the proposed Offer, as **Schedule II.**
(h)	LM is advised to examine the applicability of proviso to Regulation 14(4) of the ICDR Regulations.	We confirm that Regulation 14(4) of the SEBI ICDR Regulation is not applicable to the Company, as the Promoters hold sufficient Equity Shares for the purposes of the Promoters' Contribution.
(i)	LM is advised to submit whether there has been any instance of issuance of equity shares in the past by the issuer Company, the Group	Based on the confirmations and documents received from the Company, Group Companies and entities forming part of the Promoter Group, we confirm that there has been no

S. No.	Observation	Response
	Companies or entities forming part of the Promoter Group to more than 49 investors in violation of: • Section 67(3) of Companies Act, 1956; or • relevant section(s) of Companies Act, 2013, including Section 42 and the rules notified thereunder; or the SEBI Regulations; or the SEBI (Disclosure and Investor Protection) Guidelines, 2000, as applicable.	instance of issuance of equity shares in the past by the Company, the Group Companies or entities forming part of the Promoter Group to more than 49 investors in violation of: • Section 67(3) of Companies Act, 1956; or • relevant section(s) of Companies Act, 2013, including Section 42 and the rules notified thereunder; or the SEBI Regulations; or the SEBI (Disclosure and Investor Protection) Guidelines, 2000, as applicable.
(j)	Any risk on pricing of the issue / basis of issue price, track record of BRLMs, average cost of acquisition of shares by selling shareholders etc. which is proposed to be included in the issue advertisement may be submitted.	Noted for compliance.
(k)	LM is advised to ensure following disclosures in the Issue advertisement for announcement of Price Band and all further advertisements as a box item below the price band: "Risks to Investors: i.a) The [to be disclosed] Merchant Bankers associated with the issue have handled [to be disclosed] public issues in the past three years out of which [to be disclosed] issues closed below the issue price on listing date." i.b) Any adverse data/ noting in the basis for issue price should be disclosed. For example: • "The Price/Earnings ratio based on diluted EPS for [latest full financial year] for the issuer at the upper end of the Price band is as high as [to be disclosed] as compared to the average industry peer group PE ratio of [to be disclosed]." • "Average cost of acquisition of equity shares for the selling shareholders in IPO is [to be disclosed] and offer price at upper end of the price band is [to be disclosed]." • "Weighted Average Return on Net Worth for [last three full financial years] is [to be disclosed] %." • The data on above disclosures shall be updated and disclosed prominently (in the same font size as the price band) in	Noted for compliance.

S. No.	Observation	Response
	advertisements of Price Band and all further advertisements, website of the company and the stock exchange. Further, any adverse ratio / data in basis for issue price should also be disclosed. LM shall submit the draft advertisement for announcement of Price Band with SEBI before its publication in the newspapers for our comments.	

SCHEDULE I

S. No.	Manufacturing Facility	Fiscal 2021		Fiscal 2020		Fiscal 2019	
		Amount of revenue contributed (in ₹ million)	% of revenue of operations	Amount of revenue contributed (in ₹ million)	% of revenue of operations	Amount of revenue contributed (in ₹ million)	% of revenue of operations
1.	Chennai – Unit 1	2,126.14	23.96%	2,501.55	28.90%	1,873.04	23.57%
2.	Chennai – Unit 2	1,621.79	18.28%	1,292.41	14.93%	1,641.17	20.65%
3.	Bargur*	-	0.00%	-	0.00%	-	0.00%
4.	Bawal	635.09	7.16%	176.88	2.04%	25.76	0.32%
5.	Manesar	2,061.89	23.24%	2,114.64	24.43%	2,329.25	29.31%
6.	Gurgaon	1,352.99	15.25%	1,419.89	16.40%	1,336.50	16.82%
7.	Bengaluru – Unit 1	330.67	3.73%	274.04	3.17%	210.75	2.65%
8.	Bengaluru – Unit 2	7.90	0.09%	2.93	0.03%	-	0.00%
9.	Baddi – Unit 1	62.07	0.70%	22.05	0.25%	0.21	0.00%
10.	Baddi – Unit 2	382.33	4.31%	424.76	4.91%	422.10	5.31%
11.	Ghaziabad	293.07	3.30%	427.40	4.94%	108.60	1.37%
Total		**8,873.94**	**100.00%**	**8,656.55**	**100.00%**	**7,947.38**	**100.00%**

** Output of this facility is transferred to other facilities for further processing and sale, due to which revenue attributable to this facility is nil.*

Contribution of each of the manufacturing facilities to revenue attributable to customers from the automotive industry

S. No.	Manufacturing Facility	Fiscal 2021		Fiscal 2020		Fiscal 2019	
		Amount of revenue contributed (in ₹ million)	% of revenue of operations attributable to our customers in this end use industry	Amount of revenue contributed (in ₹ million)	% of revenue of operations	Amount of revenue contributed (in ₹ million)	% of revenue of operations
1.	Chennai – Unit 1	-	0.00%	-	0.00%	-	0.00%
2.	Chennai – Unit 2	133.66	10.26%	111.80	8.39%	185.77	13.68%
3.	Bargur	-	0.00%	-	0.00%	-	0.00%
4.	Bawal	9.98	0.77%	20.42	1.53%	3.07	0.23%
5.	Manesar	1,118.61	85.85%	1,176.60	88.33%	1,148.27	84.55%
6.	Gurgaon	-	0.00%	9.78	0.73%	14.94	1.10%

S. No.	Manufacturing Facility	Fiscal 2021		Fiscal 2020		Fiscal 2019	
		Amount of revenue contributed (in ₹ million)	% of revenue of operations attributable to our customers in this end use industry	Amount of revenue contributed (in ₹ million)	% of revenue of operations	Amount of revenue contributed (in ₹ million)	% of revenue of operations
7.	Bengaluru – Unit 1	40.67	3.12%	13.48	1.01%	5.97	0.44%
8.	Bengaluru – Unit 2	-	0.00%	-	0.00%	-	0.00%
9.	Baddi – Unit 1	-	0.00%	-	0.00%	-	0.00%
10.	Baddi – Unit 2	-	0.00%	-	0.00%	-	0.00%
11.	Ghaziabad	-	0.00%	-	0.00%	-	0.00%
	Total	**1,302.92**		**1,332.08**		**1,358.02**	

Contribution of each of the manufacturing facilities to revenue attributable to customers from the consumer industry

S. No.	Manufacturing Facility	Fiscal 2021		Fiscal 2020		Fiscal 2019	
		Amount of revenue contributed (in ₹ million)	% of revenue of operations attributable to our customers in this end use industry	Amount of revenue contributed (in ₹ million)	% of revenue of operations	Amount of revenue contributed (in ₹ million)	% of revenue of operations
1.	Chennai – Unit 1	458.54	22.00%	504.86	25.96%	483.50	29.82%
2.	Chennai – Unit 2	8.72	0.42%	0.84	0.04%	-	0.00%
3.	Bargur	-	0.00%	-	0.00%	-	0.00%
4.	Bawal	126.44	6.07%	37.93	1.95%	4.75	0.29%
5.	Manesar	204.20	9.80%	199.52	10.26%	213.79	13.19%
6.	Gurgaon	543.72	26.08%	345.73	17.78%	404.07	24.92%
7.	Bengaluru – Unit 1	62.59	3.00%	41.10	2.11%	28.85	1.78%
8.	Bengaluru – Unit 2	-	0.00%	-	0.00%	-	0.00%
9.	Baddi – Unit 1	62.07	2.98%	22.05	1.13%	0.21	0.01%
10.	Baddi – Unit 2	382.33	18.34%	424.76	21.84%	422.10	26.04%
11.	Ghaziabad	235.99	11.32%	368.15	18.93%	63.95	3.94%
	Total	**2,084.60**		**1,944.94**		**1,621.22**	

Contribution of each of the manufacturing facilities to revenue attributable to customers from the healthcare industry

S. No.	Manufacturing Facility	Fiscal 2021		Fiscal 2020		Fiscal 2019	
		Amount of revenue contributed (in ₹ million)	% of revenue of operations attributable to our customers in this end use industry	Amount of revenue contributed (in ₹ million)	% of revenue of operations	Amount of revenue contributed (in ₹ million)	% of revenue of operations
1.	Chennai – Unit 1	1,186.04	95.36%	1,736.01	83.98%	1,198.52	62.91%
2.	Chennai – Unit 2	57.75	4.64%	331.11	16.02%	706.60	37.09%
3.	Bargur	-	0.00%	-	0.00%	-	0.00%
4.	Bawal	-	0.00%	-	0.00%	-	0.00%
5.	Manesar	-	0.00%	-	0.00%	-	0.00%
6.	Gurgaon	-	0.00%	-	0.00%	-	0.00%
7.	Bengaluru – Unit 1	-	0.00%	-	0.00%	-	0.00%
8.	Bengaluru – Unit 2	-	0.00%	-	0.00%	-	0.00%
9.	Baddi – Unit 1	-	0.00%	-	0.00%	-	0.00%
10.	Baddi – Unit 2	-	0.00%	-	0.00%	-	0.00%
11.	Ghaziabad	-	0.00%	-	0.00%	-	0.00%
Total		**1,243.79**		**2,067.12**		**1,905.12**	

Contribution of each of the manufacturing facilities to revenue attributable to customers from the industrial industry

S. No.	Manufacturing Facility	Fiscal 2021		Fiscal 2020		Fiscal 2019	
		Amount of revenue contributed (in ₹ million)	% of revenue of operations attributable to our customers in this end use industry	Amount of revenue contributed (in ₹ million)	% of revenue of operations	Amount of revenue contributed (in ₹ million)	% of revenue of operations
1.	Chennai – Unit 1	275.81	7.02%	245.07	7.45%	191.02	6.24%
2.	Chennai – Unit 2	1,314.22	33.45%	840.18	25.55%	745.61	24.37%
3.	Bargur	-	0.00%	-	0.00%	-	0.00%
4.	Bawal	498.28	12.68%	118.43	3.60%	17.94	0.59%
5.	Manesar	739.08	18.81%	738.53	22.46%	967.19	31.61%

S. No.	Manufacturing Facility	Fiscal 2021		Fiscal 2020		Fiscal 2019	
		Amount of revenue contributed (in ₹ million)	% of revenue of operations attributable to our customers in this end use industry	Amount of revenue contributed (in ₹ million)	% of revenue of operations	Amount of revenue contributed (in ₹ million)	% of revenue of operations
6.	Gurgaon	809.27	20.60%	1,064.38	32.37%	917.49	29.99%
7.	Bengaluru – Unit 1	227.41	5.79%	219.46	6.67%	175.92	5.75%
8.	Bengaluru – Unit 2	7.90	0.20%	2.93	0.09%	-	0.00%
9.	Baddi – Unit 1	-	0.00%	-	0.00%	-	0.00%
10.	Baddi – Unit 2	-	0.00%	-	0.00%	-	0.00%
11.	Ghaziabad	57.08	1.45%	59.25	1.80%	44.65	1.46%
	Total	**3,929.05**		**3,288.23**		**3,059.82**	

Contribution of each of the manufacturing facilities to revenue attributable to customers from the IT industry

S. No.	Manufacturing Facility	Fiscal 2021		Fiscal 2020		Fiscal 2019	
		Amount of revenue contributed (in ₹ million)	% of revenue of operations attributable to our customers in this end use industry	Amount of revenue contributed (in ₹ million)	% of revenue of operations	Amount of revenue contributed (in ₹ million)	% of revenue of operations
1.	Chennai – Unit 1	205.03	100.00%	15.28	100.00%	-	0.00%
2.	Chennai – Unit 2	0.00	0.00%	-	0.00%	3.18	100.00%
3.	Bargur	-	0.00%	-	0.00%	-	0.00%
4.	Bawal	-	0.00%	-	0.00%	-	0.00%
5.	Manesar	-	0.00%	-	0.00%	-	0.00%
6.	Gurgaon	-	0.00%	-	0.00%	-	0.00%
7.	Bengaluru – Unit 1	-	0.00%	-	0.00%	-	0.00%
8.	Bengaluru – Unit 2	-	0.00%	-	0.00%	-	0.00%
9.	Baddi – Unit 1	-	0.00%	-	0.00%	-	0.00%
10.	Baddi – Unit 2	-	0.00%	-	0.00%	-	0.00%
11.	Ghaziabad	-	0.00%	-	0.00%	-	0.00%
	Total	**205.03**		**15.28**		**3.18**	

Contribution of each of the manufacturing facilities to revenue attributable to customers from the railways industry

S. No.	Manufacturing Facility	Fiscal 2021		Fiscal 2020		Fiscal 2019	
		Amount of revenue contributed (in ₹ million)	% of revenue of operations attributable to our customers in this end use industry	Amount of revenue contributed (in ₹ million)	% of revenue of operations	Amount of revenue contributed (in ₹ million)	% of revenue of operations
1.	Chennai – Unit 1	0.71	0.65%	0.32	3.63%	-	0.00%
2.	Chennai – Unit 2	107.45	98.98%	8.48	95.29%	-	0.00%
3.	Bargur	-	0.00%	-	0.00%	-	0.00%
4.	Bawal	0.40	0.37%	0.10	1.09%	-	0.00%
5.	Manesar	-	0.00%	-	0.00%	-	0.00%
6.	Gurgaon	-	0.00%	-	0.00%	-	0.00%
7.	Bengaluru – Unit 1	-	0.00%	-	0.00%	-	0.00%
8.	Bengaluru – Unit 2	-	0.00%	-	0.00%	-	0.00%
9.	Baddi – Unit 1	-	0.00%	-	0.00%	-	0.00%
10.	Baddi – Unit 2	-	0.00%	-	0.00%	-	0.00%
11.	Ghaziabad	-	0.00%	-	0.00%	-	0.00%
Total		**108.56**		**8.90**		**0.00**	

Schedule II

Para wise compliance with the Securities and Exchange Board of India (Framework for Rejection of Draft Offer Documents) Order, 2012

S. No.	Rejection Criteria	Response
1.1	Where Capital Structure involves any of the following	
(i)	Existence of circular transactions for building up the capital / net worth of the issuer.	Not applicable
(ii)	Ultimate promoters are unidentifiable.	Not applicable
(iii)	Promoters' contribution not complying with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 in letter or in spirit.	Not applicable
1.2	Where Object of the Issue	
(i)	Is vague for which a major portion of the issue proceeds are proposed to be utilized.	Not applicable
(ii)	Is repayment of loan or inter corporate deposit or any other borrowing of similar nature, and the issuer is not in a position to disclose the ultimate purpose for which the loan was taken or demonstrate utilization of the same for the disclosed purpose.	
(iii)	Is such where the major portion of the issue proceeds is proposed to be utilized for the purpose which does not create any tangible asset for the issuer, such as, expenses towards brand building, advertisement, payment to consultants, etc., and there is not enough justification for creation of such assets in terms of past performance, experience and concrete business plan of the issuer.	
(iv)	Is to set up a plant and the issuer has not received crucial clearances / licenses / permissions / approvals from the required competent authority which is necessary for commencement of the activity and because of such non-receipt of clearances / licenses / permissions / approvals, the issue proceeds might not be utilized towards the stated objects of the issue.	
(v)	Is such where the time gap between raising the funds and proposed utilization of the same is unreasonably long.	
1.3	Where business model of an issuer is	
	Exaggerated, complex or misleading and the investors may not be able to assess the risks associated with such business models.	Not applicable
1.4	Where scrutiny of Financial Statements shows	
(i)	Sudden spurt in the business just before filing the draft offer document and reply to clarifications sought is not satisfactory. This will include spurt in line items such as Income, Debtors/Creditors, intangible assets, etc.	Not applicable
(ii)	Qualified audit reports or the reports where auditors have raised doubts / concerns over the accounting policies. This would also be applicable for the subsidiaries, joint ventures and associate companies of the issuer which significantly contributes to the business of the issuer. This would also be applicable for the entities where the issue proceeds are proposed to be utilized.	Not applicable
(iii)	Change in accounting policy with a view to show enhanced prospects for the issuer in contradiction with accounting norms.	Not applicable
(iv)	Majority of the business is with related parties or where circular transactions with connected / group entities exist with a view to show enhanced prospects of the issuer.	Not applicable

S. No.	Rejection Criteria	Response
1.5	Where there exists litigation including regulatory action	
(i)	Which is so major that the issuer's survival is dependent on the outcome of the pending litigation.	Not applicable
(ii)	Which is wilfully concealed or covered.	Not applicable
1.6	Other General Criteria	
(i)	Failure to provide complete documentation in terms of requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.	Not applicable
(ii)	Non-furnishing of information or delay in furnishing of information or furnishing of incorrect / vague / misleading / incomplete / false / non satisfactory information to the Board.	Not applicable
(iii)	Failure to resolve conflict of interest, whether direct or indirect, between the issuer and Merchant Banker appointed by the issuer to undertake the book building process. Quantification of conflict of interest may not always be possible but it would largely depend upon the Board's assessment on whether such conflict of interest may affect the judgment and ability of the Merchant Banker in conducting due diligence activity of issuer.	Not applicable