

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE AUDIT COMMITTEE OF THE COMPANY  
AT ITS MEETING HELD ON 14<sup>TH</sup> OCTOBER, 2024**

**ITEM NO.- 2**

**APPROVAL OF KEY PERFORMANCE INDICATORS TO BE DISCLOSED IN THE DRAFT RED HERRING PROSPECTUS (DRHP), RED HERRING PROSPECTUS (RHP) AND PROSPECTUS**

**"RESOLVED THAT** pursuant to the applicable provisions of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **"SEBI ICDR Regulations"**) as amended from time to time and other applicable provisions of law, the key performance indicators pertaining to the Company (**"KPIs"**), listed in certificate issued by M/s. Shah Mehta & Bakshi LLP, Chartered Accountants, dated October 14, 2024 and attached as **"Annexure A"**, be and are hereby approved and be disclosed in the in draft red herring prospectus proposed to be filed with SME Platform of BSE Limited (**"BSE SME"** / **"Stock Exchange"**) and Securities and Exchange Board of India (**"SEBI"**) and Red Herring Prospectus and the Prospectus proposed to be filed with Registrar of Companies, Gujarat, Dadra and Nagar Haveli at Ahmedabad (**"RoC"**), SEBI, and Stock Exchange.

**RESOLVED FURTHER THAT** the Audit Committee hereby takes on record that except as disclosed in Draft red herring prospectus (**"DRHP"**), Red Herring Prospectus (**"RHP"**) and the Prospectus (**"Prospectus"**) to the offer, the Company has not disclosed the details of any key performance indicators, to any investors during the three years prior to the date of the DRHP, RHP and Prospectus proposed to be filed by the Company.

**RESOLVED FURTHER THAT** the Audit Committee hereby takes on record, the certificate issued by M/s. Shah Mehta & Bakshi LLP, Chartered Accountants, dated October 14, 2024, as tabled in the Meeting, and confirms that verified and audited details for all the KPIs pertaining to the Company that have been disclosed to the earlier investors, for raising funds, at any point of time during the three years period prior to the proposed date of filing of the DRHP, will be disclosed under the **"Basis for Offer Price"** section of the DRHP.

**RESOLVED FURTHER THAT** any of the Director or Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things in their absolute discretion, deem necessary or desirable to implement the above resolution and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions and/or additions, as may be deemed fit and proper in the best interest of the Company.

**YASH HIGHVOLTAGE LTD.**

CIN: U401099GJ2002PLC40833

**An ISO 9001: 2015 Certified Company**



Regd. Factory : 84/1-B, P.O. Khakhariya, B/h. General Motors, Halol – Champaner Road, Tal.- Savli ,

Dist.: Vadodara-391510, Gujarat (India). <mailto:sales@yashhv.com>

Corporate Office: 601 & 602, "OZONE" Sarabhai Compound, Sarabhai Marg, Near Genda Circle, Wadiwadi, Gorwa, Vadodara – 390003, Gujarat



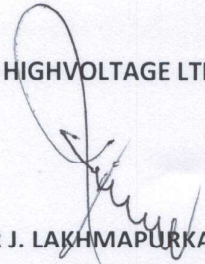
RESOLVED FURTHER THAT any of the Director or Key Managerial Personnel of the Company, be and are hereby severally authorized to issue certified true copies of this resolution as may be required from time to time."

DATE : 14<sup>TH</sup> October, 2024

PLACE : VADODARA

FOR YASH HIGHVOLTAGE LTD.



  
TUSHAR J. LAKHMAPURKAR  
COMPANY SECRETARY  
FCS NO. 3809

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2<sup>nd</sup> Floor, Prasanna House, Associated Society,  
Opp. Radhakrishna Park, Nr. Akota Stadium,  
Akota, Vadodara - 390020

Cell : +91-91732-02343 / 63552-89986  
Email: office@smb-ca.com



To  
The Board of Directors  
**Yash Highvoltage Limited**  
84/1B, PO Khakharia, TA: Savli,  
Vadodara 391510 Gujarat.

Dear Sir/ Madam,

**Ref: Proposed initial public offering of equity shares of face value of ₹ 5 each (the "Equity Shares") of Yash Highvoltage Limited (the "Company"/ "the "Issuer") comprising a fresh issue of the Equity Shares by the Company (the "Fresh Issue" / "Offer")**

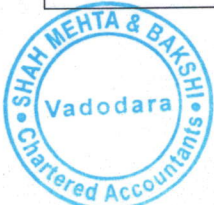
In connection with the proposed offer of equity shares (the "Issue") of **Yash Highvoltage Limited** (the "Company"), the Company is required to obtain a report from the Statutory Auditors, with regard to the Key Performance Indicators ("KPIs") as identified by the Company for the purposes of disclosure in the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus (the "Offer Document"/collectively, the "Offer Documents"), as required by Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations").

The accompanying statement containing details of GAAP measures, Non-GAAP Financial measures and Non-Financial measures (part of financial reporting) as described in the Technical Guide on Disclosure and Reporting of Key Performance Indicators (KPIs) in Offer Documents (herein, referred to as the "KPIs") identified by the Company for the period ended June 30, 2024 and for the years ended March 31, 2024, 2023 and 2022 as per the requirement of the ICDR Regulations (the "Statement") is prepared by the Management of the Company, which we have initialed for identification purposes only.

(Amount in Rs. Lakhs)

Particulars	3 month ended June 30, 2024	Fiscal year 2023-24	Fiscal year 2022-23	Fiscal year 2021-22
REVENUE FROM OPERATIONS	2,762.88	10,848.08	9,036.21	6,505.71
EBITDA	522.48	2,015.08	1,915.72	1,451.16
EBITDA MARGIN	18.91%	18.58%	21.20%	22.31%
PAT	312.75	1,206.27	1,142.22	871.23
PAT MARGIN	11.32%	11.12%	12.64%	13.39%
NET WORTH	4,526.20	4,213.45	3,208.21	2,450.65
RETURN ON NET WORTH (RoNW)	7.16%	32.51%	40.37%	42.02%
DBT-EQUITY RATIO (times)	0.28	0.17	0.24	0.30
BUSHINGS SOLD (Units)	1,109	4,538	4,576	3108
INCREASE IN NUMBER OF CLIENTS	16	48	50	81

KPI	FORMULA
REVENUE FROM OPERATIONS	Revenue From Operations (Excluding Other Income)
EBITDA	EBITDA is calculated as = Profit Before Tax + Depreciation & Amortisation expense + Finance Cost - Other Income
EBITDA MARGIN %	EBITDA Margin (%) is calculated as EBITDA for the year/period as a percentage of Revenue from Operations (%)
PAT	Profit after Tax Means Profit for the period/year as appearing in the Restated Financial Statements. Profit After Tax from Continuing Operations
PAT MARGIN %	PAT Margin (%) is calculated as Profit for the year/period as a percentage of Revenue from operations. PAT / Total revenue from operation
NET WORTH	Net Worth is calculated as= Share Capital + Balance in Profit and Loss + Security Premium
RETURN ON NET WORTH (RoNW) %	Return on Net Worth is calculated by comparing the proportion of net income against the amount of average shareholder equity.
DEBT-EQUITY RATIO	Debt to Equity ratio is calculated as Long-Term Debt + Short Term Debt divided





	by shareholder equity.
BUSHINGS SOLD (Units)	Number of RIP/RIS, OIP and High Current bushings sold have been considered.
INCREASE IN NUMBER OF CLIENTS	The increase in clients added in Financial year 21-22, 22-23 and 23-24 along with 3 month ended June 2024.

KPI	Explanation
REVENUE FROM OPERATIONS	Revenue from operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of the Company and size of our business.
EBITDA	EBITDA provides information regarding the operational efficiency of our business as it considers all sources of our core income.
EBITDA MARGIN %	EBITDA Margin is an indicator of the operational profitability and financial performance of Company's business
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT MARGIN %	PAT margin is an indicator of the overall profitability and financial performance of our business.
NET WORTH	Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the Company
RETURN ON NET WORTH (RoNW) %	Return on Net Worth is an indicator of our efficiency as it measures our profitability. It shows how efficiently we generate profits from our shareholders funds.
DEBT-EQUITY RATIO	Debt / Equity Ratio is used to measure the financial leverage of the Company and provides comparison benchmark against peers
BUSHINGS SOLD (Units)	Number of bushings units which includes RIP/RIS, OIP and High Current bushings has been considered
INCREASE IN NUMBER OF CLIENTS	The increase in number of clients shows that how company is growing, and new clients places their trust on company every year.

#### Management's Responsibility for the Statement

The preparation of the accompanying Statement is the responsibility of the Management of the Company. This responsibility includes designing, implementing, and maintaining adequate internal controls that were operating effectively and testing of such controls for ensuring the accuracy and completeness of information relating to KPIs including such accounting records relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

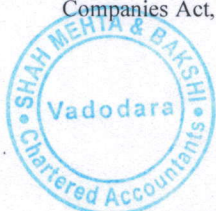
The Management is responsible for:

- Identification, definition, completeness, accuracy, relevance, appropriateness and sufficiency of the KPIs included in the Statement;
- Providing access to the accounting and other records to the reporting Auditor including information and explanations required for reporting on the KPIs;
- Maintenance of the accounting and other records in relation to point (a) and (b) above; and
- Compliance with the ICDR Regulations, the Technical Guide on Disclosure and Reporting of Key Performance Indicators (KPIs) in Offer Documents and other regulatory requirements.

#### Auditor's Responsibility:

Pursuant to the requirements of the ICDR Regulations, it is our responsibility to obtain limited assurance and conclude as to whether (i) the financial details provided in the Statement are in agreement with the audited financial statements and Restated Financial Information (as applicable) as at and for the quarter ended June 30, 2024 and for the years ended March 31, 2024, 2023 and 2022 and the underlying books of account maintained by the Company used for the purpose of preparation of the financial statements / Restated Financial Information and (ii) KPIs included in the Statement are mathematically accurate.

The audited financial statements referred to above, have been audited by previous auditor M/s Naresh & Co. for the Financial Year ended March 31, 2024, March 31, 2023 and 2022. We have relied upon the unmodified audit reports of their previous Auditors M/s. Naresh & Co. dated 29<sup>th</sup> June 2024, 21<sup>st</sup> July 2023 & 19<sup>th</sup> July 2022. Our audit of the financial statements for the period ended June 30<sup>th</sup> 2024 was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, as amended (the "Act"). Those standards require that we plan and perform the audit to obtain reasonable





assurance about whether the financial statements are free of material misstatement. Our audit was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.

The restated financial information referred to above, have been examined by us on which we have issued our examination report dated . Our examination of these restated financial information was conducted taking into consideration the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the restated financial information and the requirements of Section 26 of Part I of Chapter III of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Technical Guide. Our work was not planned and performed in connection with any transactions to identify matters that may be of potential interest to third parties.

We conducted our examination of the Statement in accordance with the Technical Guide on Disclosure and Reporting of Key Performance Indicators (KPIs) in Offer Documents and Guidance Note on Reports or Certificates for Special Purposes (Revised 2016), which require that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence that vary in nature, timing and extent from a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement. Accordingly, we have performed the following procedures in relation to the Statement:

- a. Obtained list of KPIs from the management and compared the specific components of KPIs as mentioned in the Statement to source of KPIs as maintained by management which includes books of account, audited financial statements and restated financial information maintained by the Company as described above;
- b. Recomputed the mathematical accuracy of the KPIs included in the Statement; and
- c. Conducted relevant management inquiries and obtained necessary representation.

We have no responsibility to update this report for events and circumstances occurring after the respective dates of the reports on the financial statements mentioned above.

We have no responsibility for identification, definition, completeness, relevance, appropriateness and sufficiency of the KPIs included in the Statement.

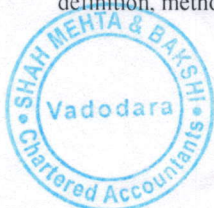
The procedures we have performed do not constitute an audit or review made in accordance with generally accepted auditing standards. Furthermore, they will not necessarily reveal matters of significance with respect to any material misstatement of the information related to KPIs of the Company.

We did not perform procedures on the KPIs of subsidiaries and joint ventures included in the Statement whose KPIs have been furnished to us by the Company's management and our conclusion on the KPIs of the Group, in so far as it relates to the KPIs included in respect of these components, is based solely on the reports furnished by Company's management.

#### **Inherent Limitations**

Our work and conclusion shall not in any way constitute advice or recommendations (and we accept no liability in relation to any advice or recommendations) regarding any commercial decisions associated with the Issue, including, in particular, but without limitation, any which may be taken by the Company, the Bankers/ Book Running ss Managers or the Syndicate Members in the capacity of investor or in providing investment advice to their clients or the Company.

We, however, state that this is not an assurance as to the future viability of the Company or whether the KPIs have been considered / have a bearing for arriving at the basis for issue price. We further state that our reporting is based on the facts up to the date of the report and we neither give any guarantee nor any assurance that the KPIs reported will continue to perform and/or report in similar manner in future. It should be noted that the KPIs contained in the Statement may not be measures of operating performance or liquidity defined by generally accepted accounting principles. We make no comment about the Company's definition, methodology or presentation of the KPIs in the Statement or its usefulness for any purposes.





The KPIs included in the Statement should not be considered in isolation from, or as a substitute for, analysis of Company's historical financial performance, as reported and presented in the restated financial information of the Company included in the Offer Document. These KPIs (other than GAAP measures) are not defined in Accounting Standards (AS) notified under section 133 of the Act, are not presented in accordance with AS and have limitations. These KPIs may differ from similarly titled information used by certain peer companies, who may calculate such information differently and hence their comparability with the measures used by the Company may be limited. Therefore, such KPIs should not be viewed as substitutes for measures of performance under AS or as indicators of Company's financial position, financial performance or its cash flows.

#### Conclusion:


Based on the limited procedures performed by us and based on the audit reports issued by the previous auditors, as above, and the information and explanations given to us, nothing has come to our attention that causes us to believe that (i) the financial details provided in the Statement are not in agreement with the audited financial statements and Restated Financial Information for the quarter ended June 30, 2024 and for the years ended March 31, 2024, 2023 and 2022 and the underlying books of account maintained by the Company used for the purpose of preparation of the Restated Financial Information and (ii) KPIs included in the Statement are not mathematically accurate.

#### Restriction on Use

This report is addressed to, and provided to, the Board of Directors of the Company for the limited purpose to comply with the requirements of ICDR Regulations [and for use of Practitioners of the issuer company and should not be used by any other person or for any other purpose. This report should not be relied upon by existing or prospective investors for their investment purposes and by the bankers/ Book Running Lead Manager involved in the Offer for their due diligence purposes. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come.

The report is issued solely for the limited purpose to comply with Indian [ICDR Regulations] on KPIs. Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in jurisdictions outside India (including in the United States of America), and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices. This report should not be relied upon by prospective investors outside India (including persons who are Qualified Institutional Buyers as defined under (i) Rule 144A or (ii) Regulation S under the United States Securities Act of 1933, as amended) participating in the Offering. We accept no responsibility and deny any liability to any person who seeks to rely on this report and who may seek to make a claim in connection with any offering of securities on the basis that they had acted in reliance on such information under the protections afforded by United States of America law and regulation or any other laws other than laws of India.

For Shah Mehta & Bakshi  
Chartered Accountants  
Firm's Registration No: 103824W

  
Daxal Pandya  
Partner  
Membership No: 177345  
Date: 14<sup>th</sup> October, 2024  
UDIN: 24177345BKBFJ08401



Place: Vadodara

Internal Ref No: 239