(Please scan this QR Code to view this Red Herring Prospectus and the Abridged Prospectus)

RED HERRING PROSPECTUS
Dated October 9, 2026
(Please read Section 32 of the Companies Act, 2013)
100% Book Built Offer

BONFIGLIOLI TRANSMISSIONS LIMITED

CORPORATE IDENTITY NUMBER: U29309TN1998PLC040717

REGISTERED OFFICE AND CORPORATE OFFICE	CONTACT PERSON	TELEPHONE AND E-MAIL	WEBSITE
Plot No.AC7-AC11, SIDCO Industrial Estate, Thirumudivakkam, Kancheepuram 600 132, Tamil Nadu, India	Sunil Kumar *Company Secretary and Compliance Officer*	**Telephone**: +91 63858 63934 **E-mail**: btl.secretarial@bonfiglioli.com	www.bonfiglioli.in

OUR PROMOTERS: SONIA BONFIGLIOLI, LUCIANO BONFIGLIOLI, LUISA LUSARDI, BON-FI S.R.L., AND BONFIGLIOLI S.P.A.

DETAILS OF THE OFFER TO PUBLIC

Type	Fresh Issue size	Offer For Sale size	Total Offer size	Eligibility and Share Reservation among Qualified Institutional Bidders, Non-Institutional Investors, Retail Individual Investors and Eligible Employees
Offer for Sale	Not applicable	Up to 43,239,042 Equity Shares of face value of ₹ 10 each aggregating to ₹ [●] million	Up to 43,239,042 Equity Shares of face value of ₹ 10 each aggregating to ₹ [●] million	The Offer is being made pursuant to Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, ("**SEBI ICDR Regulations**"). For details, see "***Other Regulatory and Statutory Disclosures – Eligibility for the Offer***" on page 410. For details of share reservation among Qualified Institutional Buyers ("**QIBs**"), Non-Institutional Investors ("**NIIs**"), Retail Individual Investors ("**RIIs**") and Eligible Employees (*as defined hereinafter*), see "***Offer Structure***" on page 436.

DETAILS OF THE SELLING SHAREHOLDER AND THE OFFERED SHARES

Name of the Selling Shareholder	Type	Maximum Number of Offered Shares	Weighted Average Cost of Acquisition Per Equity Share (₹)[(1)]
Bonfiglioli S.p.A.	Promoter Selling Shareholder	Up to 43,239,042 Equity Shares of face value of ₹ 10 each aggregating to ₹ [●] million	6.77

[(1)] *As certified by J.C. Bhalla & Co., Chartered Accountants, (FRN No. 001111N) by way of their certificate dated October 9, 2026.*

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of our Equity Shares is ₹ 10 each. The Floor Price, Cap Price and Offer Price (as determined by our Company, in consultation with the BRLMs) on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process and in accordance with SEBI ICDR Regulations, and as stated in "***Basis for Offer Price***" on page 109 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares offered in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does the SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the Bidders is invited to "***Risk Factors***" on page 20.

ISSUER'S AND PROMOTER SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held, and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, the Promoter Selling Shareholder, accepts responsibility for and confirms only statements and undertakings expressly made by it in this Red Herring Prospectus solely in relation to itself and the Offered Shares and confirms that such statements are true and correct in all material respects and are not misleading in any material respect.

LISTING

The Equity Shares offered through this Red Herring Prospectus are proposed to be listed on the stock exchanges being the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**", and together with the BSE, the "**Stock Exchanges**"). For the purposes of the Offer, BSE is the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGERS

NAME OF THE BOOK RUNNING LEAD MANAGER AND LOGO		CONTACT PERSON(S)	TELEPHONE AND E-MAIL
AXIS CAPITAL	**Axis Capital Limited**	Devika Kanani	**Telephone**: +91 22 4325 2183 **E-mail**: bonfiglioli.ipo@axiscap.in
BNP PARIBAS	**BNP Paribas**	Arpit Arora	**Telephone**: +91 22 3370 4000 **E-mail**: list.cib.bonfiglioliipo@asia.bnpparibas.com
ICICI Securities	**ICICI Securities Limited**	Shri Subramanyam / Namrata Ravasia	**Telephone**: +9122 6807 7100 **E-mail**: bonfigliolitransmissions.ipo@icicisecurities.com
Jefferies	**Jefferies India Private Limited**	Akshat Shah / Siddharth Dalmia	**Telephone**: +91 22 4356 6000 **E-mail**: bonfiglioli.transmission.ipo@jefferies.com

REGISTRAR TO THE OFFER

NAME OF REGISTRAR	CONTACT PERSON	TELEPHONE AND E-MAIL
MUFG Intime India Private Limited **(*Formerly, Link Intime India Private Limited*)**	Shanti Gopalkrishnan	**Telephone**: +91 810 811 4949 **E-mail**: bonfigliolitransmissions.ipo@in.mpms.mufg.com

BID/OFFER PERIOD

ANCHOR INVESTOR BIDDING DATE	WEDNESDAY, OCTOBER 14, 2026	BID/OFFER OPENS ON	THURSDAY, OCTOBER 15, 2026	BID/OFFER CLOSES ON[(1)]	MONDAY, OCTOBER 19, 2026

[(1)] *UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.*

RED HERRING PROSPECTUS
Dated October 9, 2026
Please read Section 32 of the Companies Act, 2013
100% Book Built Offer

BONFIGLIOLI TRANSMISSIONS LIMITED

Our Company was originally incorporated as 'Bonfiglioli Deepak Private Limited' at Chennai, Tamil Nadu, India, as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated June 23, 1998, issued by the Registrar of Companies, Tamil Nadu at Chennai ("**RoC**"). Subsequently, the name of our Company was changed from 'Bonfiglioli Deepak Private Limited' to 'Bonfiglioli Transmissions Private Limited', pursuant to a Board resolution dated August 31, 1998, a Shareholders' resolution dated September 15, 1998, and a fresh certificate of incorporation consequent upon change of name dated September 25, 1998 issued by the RoC. The name of our Company was changed to 'Bonfiglioli Transmissions Limited', pursuant to a Board resolution dated June 26, 2025, Shareholders' resolution dated September 1, 2025 and a fresh certificate of incorporation consequent upon conversion to public company dated September 16, 2025 issued by the Registrar of Companies, Central Processing Centre. For details, see "***History and Certain Corporate Matters – Brief History of our Company***" on page 249.

Registered and Corporate Office: Plot No. AC7-AC11, SIDCO Industrial Estate, Thirumudivakkam, Kancheepuram 600 132, Tamil Nadu, India
Contact Person: Sunil Kumar, Company Secretary and Compliance Officer; **Tel:** +91 63858 63934
E-mail: btl.secretarial@bonfiglioli.com; **Website**: www.bonfiglioli.in; **Corporate Identity Number**: U29309TN1998PLC040717

OUR PROMOTERS: SONIA BONFIGLIOLI, LUCIANO BONFIGLIOLI, LUISA LUSARDI, BON-FI S.R.L., AND BONFIGLIOLI S.P.A.

INITIAL PUBLIC OFFER OF UP TO 43,239,042 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF BONFIGLIOLI TRANSMISSIONS LIMITED ("OUR COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING A PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING TO ₹ [●] MILLION THROUGH AN OFFER FOR SALE (THE "OFFER") OF UP TO 43,239,042 EQUITY SHARES OF FACE VALUE OF ₹10 EACH AGGREGATING TO ₹ [●] MILLION (THE "OFFER FOR SALE" AND SUCH EQUITY SHARES, THE "OFFERED SHARES") BY BONFIGLIOLI S.P.A. ("PROMOTER SELLING SHAREHOLDER").

THE OFFER INCLUDES A RESERVATION OF UP TO 50,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AGGREGATING TO ₹ [●] MILLION (CONSTITUTING UP TO [●]% OF THE POST OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER SHALL CONSTITUTE [●]% AND [●]%, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. OUR COMPANY MAY, IN CONSULTATION WITH THE BRLMS, OFFER A DISCOUNT OF ₹[●] ON THE OFFER PRICE TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION ("EMPLOYEE DISCOUNT").

THE PRICE BAND, EMPLOYEE DISCOUNT (IF ANY) AND THE MINIMUM BID LOT SIZE WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLMS, AND WILL BE ADVERTISED IN ALL EDITIONS OF FINANCIAL EXPRESS (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITIONS OF JANSATTA (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER), AND THE CHENNAI EDITION OF MAKKAL KURAL (A WIDELY CIRCULATED TAMIL DAILY NEWSPAPER, TAMIL BEING THE REGIONAL LANGUAGE OF TAMIL NADU WHERE OUR REGISTERED AND CORPORATE OFFICE IS SITUATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE AND NSE FOR UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS.

In case of any revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/Offer Period not exceeding 10 Working Days. In cases of *force majeure*, banking strike or similar unforeseen circumstances, our Company, may in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a public notice and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable.

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "**SCRR**"), read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to QIBs (the "**QIB Portion**"), provided that our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company, in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations (the "**Anchor Investor Portion**"), of which, 40% shall be reserved in the following manner, (i) 33.33% shall be available for allocation to domestic Mutual Funds, and (ii) 6.67% shall be available for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the price at which allocation is made to Anchor Investors ("**Anchor Investor Allocation Price**"). In the event of under-subscription in (ii) above, the allocation may be made to domestic Mutual Funds. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) ("**Net QIB Portion**"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, subject to valid Bids being received at or above the Offer Price, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors ("**Non-Institutional Portion**") of which one-third of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹ 1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. Further, not less than 35% of the Net Offer shall be available for allocation to Retail Individual Investors ("**Retail Portion**"), in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Offer Price. All Bidders (except Anchor Investors) shall mandatorily participate in this Offer only through the Application Supported by Blocked Amount ("**ASBA**") process and shall provide details of their respective bank account (including UPI ID (defined hereinafter) in case of UPI Bidders (defined hereinafter)) in which the Bid

Amount will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") or the Sponsor Bank(s), as the case may be. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see "***Offer Procedure***" on page 441.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹ 10. The Offer Price, Floor Price, and Cap Price, as determined by our Company, in consultation with the BRLMs on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process and in accordance with the SEBI ICDR Regulations and as stated in "***Basis for Offer Price***" on page 109, should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of the Issuer and the Offer, including the risks involved. The Equity Shares have not been recommended or approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to "***Risk Factors***" on page 20.

ISSUER'S AND THE PROMOTER SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held, and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. Further, the Promoter Selling Shareholder, accepts responsibility for and confirms only statements and undertakings expressly made by it in this Red Herring Prospectus solely in relation to itself and the Offered Shares and confirms that such statements are true and correct in all material respects and are not misleading in any material respect. However, the Promoter Selling Shareholder, in such capacity, does not assume any responsibility for any other statements and undertakings, including without limitation, any and all of the statements and undertakings made by or in relation to our Company or its business or any other person, in this Red Herring Prospectus.

LISTING

The Equity Shares offered through this Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received in-principle approvals from BSE and NSE for listing of the Equity Shares pursuant to their letters each dated March 19, 2026. For the purposes of the Offer, BSE shall be the Designated Stock Exchange. A signed copy of this Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Section 32 and Section 26(4) of the Companies Act. For details of the material contracts and documents available for inspection from the date of this Red Herring Prospectus up to the Bid/Offer Closing Date, see "***Material Contracts and Documents for Inspection***" on page 500.

BOOK RUNNING LEAD MANAGERS				REGISTRAR TO THE OFFER
AXIS CAPITAL	BNP PARIBAS	ICICI Securities	Jefferies	MUFG Intime
Axis Capital Limited Axis House, 1st Floor P.B. Marg, Worli Mumbai 400 025, Maharashtra, India **Tel:** +91 22 4325 2183 **E-mail:** bonfiglioli.ipo@axiscap.in **Investor grievance e-mail:** complaints@axiscap.in **Website**: www.axiscapital.co.in **Contact person:** Devika Kanani **SEBI registration no.:** INM000012029	**BNP Paribas** 1 North Avenue, Maker Maxity Bandra-Kurla Complex, Bandra (E) Mumbai 400 051 Maharashtra, India **Tel:** +91 22 3370 4000 **E-mail:** list.cib.bonfiglioliipo@asia.bnpparibas.com **Investor grievance e-mail**: indiainvestors.care@asia.bnpparibas.com **Website:** www.bnpparibas.co.in **Contact Person:** Arpit Arora **SEBI Registration No.:** INM000011534	**ICICI Securities Limited** ICICI Venture House Appasaheb Marathe Marg Prabhadevi, Mumbai 400 025 Maharashtra, India **Tel:** +91 22 6807 7100 **E-mail:** bonfiglioli transmissions.ipo@icicisecurities.com **Investor grievance e-mail:** customercare@icicisecurities.com **Website:** www.icicisecurities.com **Contact Person:** Shri Subramanyam / Namrata Ravasia **SEBI Registration No.:** INM000011179	**Jefferies India Private Limited** Level 16, Express Towers Nariman Point Mumbai 400 021 Maharashtra, India **Tel:** +91 22 4356 6000 **E-mail:** bonfiglioli.transmission.ipo@jefferies.com **Investor grievance e-mail:** jipl.grievance@jefferies.com **Website:** www.jefferies.com **Contact Person:** Akshat Shah / Siddharth Dalmia **SEBI Registration No.:** INM000011443	**MUFG Intime India Private Limited** (Formerly, Link Intime India Private Limited) C-101, Embassy 247, L.B.S. Marg, Vikhroli (West) Mumbai 400 083 Maharashtra, India **Tel:** +91 810 811 4949 **E-mail:** bonfiglioli transmissions.ipo@in.mpms.mufg.com **Investor Grievance e-mail**: bonfiglioli transmissions.ipo@in.mpms.mufg.com **Website:** www.in.mpms.mufg.com **Contact Person:** Shanti Gopalkrishnan **SEBI Registration No**.: INR000004058

BID/OFFER PROGRAMME

ANCHOR INVESTOR BIDDING DATE	**WEDNESDAY, OCTOBER 14, 2026**	**BID/OFFER OPENS ON**	**THURSDAY, OCTOBER 15, 2026**	**BID/OFFER CLOSES ON[(1)]**	**MONDAY, OCTOBER 19, 2026**

[(1)] UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.

[This page is intentionally left blank]

TABLE OF CONTENTS

SECTION I: GENERAL 1

DEFINITIONS AND ABBREVIATIONS 1
CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA 16
FORWARD-LOOKING STATEMENTS 19

SECTION II: RISK FACTORS 20

SECTION III: INTRODUCTION 63

THE OFFER 63
SUMMARY OF FINANCIAL INFORMATION 65
SUMMARY OF CONTINGENT LIABILITIES 72
SUMMARY OF RELATED PARTY TRANSACTIONS 73
GENERAL INFORMATION 84
CAPITAL STRUCTURE 93
OBJECTS OF THE OFFER 106
BASIS FOR OFFER PRICE 109
STATEMENT OF SPECIAL TAX BENEFITS 124

SECTION IV: ABOUT OUR COMPANY 131

INDUSTRY OVERVIEW 131
OUR BUSINESS 205
KEY REGULATIONS AND POLICIES IN INDIA 242
HISTORY AND CERTAIN CORPORATE MATTERS 249
OUR MANAGEMENT 255
OUR PROMOTERS AND PROMOTER GROUP 274
DIVIDEND POLICY 280

SECTION V: FINANCIAL INFORMATION 281

RESTATED FINANCIAL INFORMATION 281
OTHER FINANCIAL INFORMATION 348
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS 355
CAPITALISATION STATEMENT 397
FINANCIAL INDEBTEDNESS 398

SECTION VI: LEGAL AND OTHER INFORMATION 400

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS 400
GOVERNMENT AND OTHER APPROVALS 404
OUR GROUP COMPANIES 407
OTHER REGULATORY AND STATUTORY DISCLOSURES 410

SECTION VII: OFFER INFORMATION 429

TERMS OF THE OFFER 429
OFFER STRUCTURE 436
OFFER PROCEDURE 441
RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES 463

SECTION VIII: MAIN PROVISIONS OF ARTICLES OF ASSOCIATION 465

SECTION IX: OTHER INFORMATION 500

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION 500
DECLARATION 503

SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarification as amended and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision. Further, the Offer related terms used but not defined in this Red Herring Prospectus shall have the meaning ascribed to such terms under the General Information Document. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

The words and expressions used in this Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meanings ascribed to such terms under the Companies Act, 2013, the SEBI ICDR Regulations, the SEBI Listing Regulations, the SCRA, the Depositories Act or the respective rules and regulations made thereunder.

*Notwithstanding the foregoing, terms in "**Basis for Offer Price**", "**Statement of Special Tax Benefits**", "**Industry Overview**", "**Key Regulations and Policies in India**", "**History and Certain Corporate Matters**", "**Restated Financial Information**", "**Other Financial Information**", "**Outstanding Litigation and Material Developments**", "**Offer Procedure**", "**Other Regulatory and Statutory Disclosures**", "**Restrictions on Foreign Ownership of Indian Securities**" and "**Main Provisions of Articles of Association**", on pages 109, 124, 131, 242, 249, 281, 348, 400, 441, 410, 463, and 465, respectively, will have the meaning ascribed to such terms in those respective sections.*

General Terms

Term	Description
Our Company/ the Company/the Issuer	Bonfiglioli Transmissions Limited, a public limited company incorporated under the Companies Act, 1956 with its registered and corporate office at Plot No.AC7-AC11, SIDCO Industrial Estate, Thirumudivakkam, Kancheepuram 600 132, Tamil Nadu, India.
we/ us/ our	Unless the context otherwise indicates or implies, refers to our Company

Company Related Terms

Term	Description
Articles of Association/AoA/Articles	The articles of association of our Company, as amended from time to time
Audit Committee	The audit committee of our Board, as described in "***Our Management – Corporate Governance – Committees of our Board***" on page 261
Auditors/Statutory Auditors	The current statutory auditors of our Company, being, S.R. Batliboi & Associates LLP
Board/Board of Directors	The board of directors of our Company, as described in "***Our Management - Board of Directors***" on page 255
Bonfiglioli Group	Any company (individually or in the aggregate, as the context may require) that is directly or indirectly owned or controlled by one of our Corporate Promoters, Bonfiglioli S.p.A.
BDSPL	Bonfiglioli Drive Solutions Private Limited
BSPA	Bonfiglioli S.p.A.
BTSPL	Bonfiglioli Technology Space Private Limited
Chairperson	The chairperson of our Company, being Ravindra Pisharody. For further details, please see "***Our Management – Board of Directors***" on page 255
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, being Sunil Kumar. For further details, see "***Our Management – Key Managerial Personnel***" on page 271
Corporate Promoters	The corporate promoters of our Company, being BON-FI S.r.l., and Bonfiglioli S.p.A. For further details, see "***Our Promoters and Promoter Group – Our Promoters***" on page 274
Corporate Social Responsibility Committee	The corporate social responsibility committee of our Board, as described in "***Our Management - Committees of our Board***" on page 261
Director(s)	Director(s) on our Board, as appointed from time to time, as described in "***Our Management – Board of Directors***" on page 255
Equity Shares	Equity shares of our Company of face value of ₹ 10 each, unless otherwise stated
F&S	Frost & Sullivan

Term	Description
F&S Report	Industry report titled *"Market Potential Assessment of Power Transmission Products Across Industry & Automation, Mobility and Wind Solutions"*, dated September 28, 2026, prepared by F&S, appointed by our Company pursuant to an engagement letter dated October 16, 2025, exclusively commissioned by and paid for in connection with the Offer and is available on the website of our Company at https://www.bonfiglioli.in/Investor_Relations, and has also been included in "***Material Contracts and Documents for Inspection – Material Documents***"on page 500
Group Companies	The companies (other than Corporate Promoters) with which there were related party transactions during the period as covered by the Restated Financial Information, as covered under relevant accounting standards (i.e., Ind AS 24) and other companies as have been considered material by our Board in accordance with the Materiality Policy as described in "***Our Group Companies***" on page 407
Independent Chartered Accountant	J.C. Bhalla & Co, Chartered Accountants, the independent chartered accountants appointed by our Company in connection with the Offer
Independent Chartered Engineer	Prabhakar Prabhu, the independent chartered engineer appointed by our Company in connection with the Offer
Independent Director(s)	Non-executive, Independent Director(s) of our Company, as described in "***Our Management – Board of Directors***" on page 255
Individual Promoters	The individual promoters of our Company, being Sonia Bonfiglioli, Luciano Bonfiglioli, and Luisa Lusardi. For further details, see "***Our Promoters and Promoter Group – Our Promoters***" on page 274
Intercompany Service Agreement	Intercompany Service Agreement between Bonfiglioli S.p.A., our Company and other companies forming part of the Bonfiglioli Group, dated January 1, 2024
Key Managerial Personnel/KMP	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations, as described in "***Our Management – Key Managerial Personnel***" on page 271
License Agreement	License for limited scope manufacturing agreement between Bonfiglioli S.p.A., and our Company, dated June 1, 2021, read with the amendments thereof.
Managing Director	The managing director of our Company, being Kennady V Kaippally. For further details, please see "***Our Management – Board of Directors***" on page 255
Materiality Policy	The policy adopted by our Board in its meeting held on February 5, 2026 for identification of (i) companies, considered material by our Company, for the purposes of disclosure as group companies in this RHP, (ii) material outstanding litigation involving our Company, our Promoters, and our Directors; and (iii) material creditors of our Company, in accordance with the disclosure requirements under the SEBI ICDR Regulations
Memorandum of Association/MoA	Memorandum of association of our Company, as amended from time to time
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, as described in "***Our Management – Committees of our Board***" on page 261
Non-Executive and Non-Independent Directors	The non-executive and non-independent Directors on the Board of our Company, as described in "***Our Management – Board of Directors***" on page 255
Promoters	Together, our Individual Promoters and our Corporate Promoters. For further details, see "***Our Promoters and Promoter Group – Our Promoters***" on page 274
Promoter Group	The persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as described in "***Our Promoters and Promoter Group – Promoter Group***" on page 278
Promoter Selling Shareholder	Bonfiglioli S.p.A.
Registered and Corporate Office	The registered and corporate office of our Company located at Plot No.AC7-AC11, SIDCO Industrial Estate, Thirumudivakkam, Kancheepuram 600 132, Tamil Nadu, India
Registrar of Companies/RoC	Registrar of Companies, Tamil Nadu at Chennai
Restated Financial Information	Restated financial information of our Company, comprising the restated summary statement of assets and liabilities as at June 30, 2026, June 30, 2025, December 31, 2025, December 31, 2024 and December 31, 2023, restated summary statement of profit and loss (including other comprehensive income), restated summary statement of cash flows and changes in equity for the six months periods ended June 30, 2026 and June 30, 2025, and for the financial years ended December 31, 2025, December 31, 2024 and December 31, 2023, and a summary statement of material accounting policies and other explanatory information of our Company, derived from: i. our audited interim financial statements as at and for the six months periods ended June 30, 2026 and June 30, 2025 prepared in accordance with Ind AS 34. The audited interim financial statements as at and for the six months periods ended June 30, 2025 has been adjusted by the management to give effect to the common control business combination which has been accounted in

Term	Description
	accordance with "pooling of interest method" as laid down in Appendix C - 'Business combinations of entities under common control' of Ind AS 103; ii. our audited financial statements as at and for the financial years ended December 31, 2025, December 31, 2024, and December 31, 2023, prepared in accordance with Indian Accounting Standards. The audited financial statements as at and for the financial years ended December 31, 2024, and December 31, 2023 has been adjusted by the management to give effect to the common control business combination which has been accounted in accordance with "pooling of interest method" as laid down in Appendix C - 'Business combinations of entities under common control' of Ind AS 103; and iii. restated in accordance with the requirements of: a. Section 26 of Part I of Chapter III of the Companies Act, 2013 as amended; b. The SEBI ICDR Regulations; and c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) (as amended) issued by the Institute of Chartered Accountants of India, as amended from time to time
Risk Management Committee	The risk management committee of our Board, as described in "***Our Management – Committees of our Board***" on page 261
Scheme of Arrangement for Demerger	The scheme of arrangement for demerger amongst Bonfiglioli Renewable Power Conversion India Private Limited, our Company, and their respective shareholders sanctioned pursuant to the order dated October 25, 2017 by the NCLT, Chennai under sections 230 to 232 of the Companies Act, as described in ***"History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc. in the last 10 years"*** on page 251
Senior Management/SMP	Senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations, as described in "***Our Management – Senior Management of our Company***" on page 271
Shareholder(s)	The holders of Equity Shares of our Company, from time to time
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Board, as described in "***Our Management – Committees of our Board***" on page 261
Whole-Time Director and Chief Financial Officer	The whole-time director and chief financial officer of our Company, being Gatham Anandhan Balaji. For further details, see "***Our Management – Board of Directors***" and "***Our Management – Key Managerial Personnel***" on pages 255 and 271, respectively.

Offer Related Terms

Term	Description
Abridged Prospectus	Abridged prospectus means the memorandum dated October 9, 2026, containing such salient features of this Red Herring Prospectus as may be specified by the SEBI in this behalf
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary(ies) to the Bidder as proof of registration of the Bid cum Application Form
Allot/Allotment/Allotted	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the transfer of the Offered Shares pursuant to the Offer for Sale to successful Bidders
Allotment Advice	The note or advice or intimation of Allotment sent to each successful Bidder who has been or is to be Allotted the Equity Shares after approval of the Basis of Allotment by the Designated Stock Exchange
Allottee(s)	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor(s)	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with SEBI ICDR Regulations and this Red Herring Prospectus, and who has Bid for an amount of at least ₹ 100 million
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors according to the terms of this Red Herring Prospectus and the Prospectus, which will be decided by our Company, in consultation with the BRLMs
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of this Red Herring Prospectus and the Prospectus
Anchor Investor Bidding Date	The date being one Working Day prior to the Bid/Offer Opening Date, i.e., October 14, 2026, Wednesday, on which Bids by Anchor Investors shall be submitted, prior to and after which BRLMs will not accept any Bids from Anchor Investors, and allocation to Anchor Investors shall be completed
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to Anchor Investors in terms of this Red Herring Prospectus and the Prospectus, which price will be equal to or higher

Term	Description
	than the Offer Price but not higher than the Cap Price The Anchor Investor Offer Price will be decided by our Company, in consultation with the BRLMs
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, not later than two Working Days after the Bid/Offer Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the BRLMs, to Anchor Investors and the basis of such allocation will be on a discretionary basis by our Company, in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations. Further, of which, 40% shall be reserved in the following manner, (i) 33.33% shall be available for allocation to domestic Mutual Funds, and (ii) 6.67% shall be available for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in (ii) above, the allocation may be made to domestic Mutual Funds.
ASBA/Application Supported by Blocked Amount	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid and authorizing an SCSB to block the Bid Amount in the relevant ASBA Account and will include applications made by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by the UPI Bidders
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids, which will be considered as the application for Allotment in terms of this Red Herring Prospectus and the Prospectus
Axis Capital	Axis Capital Limited
Banker(s) to the Offer	Collectively, the Escrow Collection Bank(s), the Refund Bank(s), the Public Offer Account Bank(s) and the Sponsor Bank(s), as the case may be
Basis of Allotment	Basis on which the Equity Shares will be Allotted to successful Bidders under the Offer, described in "***Offer Procedure***" on page 441
Bid(s)	An indication by an ASBA Bidder to make an offer during the Bid/Offer Period pursuant to submission of the ASBA Form, or on the Anchor Investor Bidding Date by an Anchor Investor, pursuant to the submission of the Anchor Investor Application Form, to subscribe to or purchase Equity Shares at a price within the Price Band, including all revisions and modifications thereto, to the extent permissible under the SEBI ICDR Regulations, in terms of this Red Herring Prospectus and the Bid cum Application Form. The term 'Bidding' shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form, and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid in the Offer, as applicable In the case of Retail Individual Investors Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Investors and mentioned in the Bid cum Application Form Eligible Employees applying in the Employee Reservation Portion can apply at the Cut-off Price and the Bid Amount shall be Cap Price net of Employee Discount, if any, multiplied by the number of Equity Shares Bid for by such Eligible Employee and mentioned in the Bid cum Application Form. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹ 500,000 (net of Employee Discount, if any). However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 200,000 (net of Employee Discount, if any). Only in the event of an undersubscription in the Employee Reservation Portion post initial allocation, such unsubscribed portion may be allocated on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 200,000 (net of Employee Discount, if any) subject to the maximum value of Allotment made to an Eligible Employee not exceeding ₹ 500,000 (net of Employee Discount, if any)
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares of face value of ₹ 10 each and in multiples of [●] Equity Shares of face value of ₹ 10 each thereafter

Term	Description
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being, October 19, 2026, Monday, which shall be notified in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and the Chennai edition of Makkal Kural (a widely circulated Tamil daily newspaper, Tamil being the regional language of the Tamil Nadu, where our Registered and Corporate Office is located), and in case of any revision, the extended Bid/Offer Closing Date shall also be widely disseminated by notification to the Stock Exchanges by issuing a public notice and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s) and shall also be notified in an advertisement in the same newspapers in which the advertisement for Bid / Offer Opening Date was published, as required under the SEBI ICDR Regulations
Bid/Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being, October 15, 2026, Thursday, which shall be notified in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and the Chennai edition of Makkal Kural (a widely circulated Tamil daily newspaper, Tamil being the regional language of the Tamil Nadu, where our Registered and Corporate Office is located) and in case of any revision, the extended Bid/Offer Opening Date will also be widely disseminated by notification to the Stock Exchanges by issuing a public notice and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as required under the SEBI ICDR Regulations
Bid/Offer Period	Except in relation to Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which Bidders (excluding Anchor Investors) can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of this Red Herring Prospectus. Provided that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders, other than Anchor Investors. In cases of *force majeure*, banking strike or similar unforeseen circumstances, our Company, may in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/Offer Period not exceeding 10 Working Days
Bidder/Applicant	Any prospective investor who makes a Bid pursuant to the terms of this Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an ASBA Bidder and an Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, i.e., Designated SCSB Branches for SCSBs, Specified Locations for Members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
BNPP	BNP Paribas
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
Book Running Lead Managers/BRLMs	The book running lead managers to the Offer, being, Axis Capital, BNPP, ICICI and Jefferies
Broker Centres	Broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com
CAN/Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, on or after the Anchor Investor Bidding Date
Cap Price	The higher end of the Price Band, above which the Offer Price and Anchor Investor Offer Price will not be finalized and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price and shall be less than or equal to 120% of the Floor Price
Cash Escrow and Sponsor Bank Agreement	The agreement dated October 9, 2026 entered into amongst our Company, the Promoter Selling Shareholder, the Syndicate Members, the Registrar to the Offer, the BRLMs, and the Banker(s) to the Offer in accordance with UPI Circulars, for inter alia, the appointment of the Banker(s) to the Offer, collection of the Bid Amounts from the Anchor Investors, transfer of funds to the Public Offer Account(s), and where applicable, remitting refunds, if any, to such Bidders, on the terms and conditions thereof
CDP(s)/Collecting Depository Participant(s)	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of

Term	Description
	the SEBI ICDR Master Circular and other applicable circulars issued by SEBI as per the lists available on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com, as updated from time to time
Client ID	Client identification number maintained with one of the Depositories in relation to the demat account
Collecting Registrar and Share Transfer Agents/CRTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of the SEBI ICDR Master Circular issued by SEBI as per the lists available on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com, as updated from time to time
Cut-Off Price	Offer Price, which shall be any price within the Price Band, finalized by our Company, in consultation with the BRLMs Only Retail Individual Investors under the Retail Portion and Eligible Employees Bidding under the Employee Reservation Portion Bidding are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Investors are not entitled to Bid at the Cut-off Price
Cut-Off Time	For all pending UPI Mandate Requests, the Sponsor Bank(s) shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date
Demographic Details	The details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation, bank account details and UPI ID, as applicable
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com as updated from time to time
Designated Date	The date on which the funds from the Escrow Account are transferred to the Public Offer Account(s) or the Refund Account, as appropriate, and the relevant amounts blocked in the ASBA Accounts are transferred to the Public Offer Account(s) and/or are unblocked, as applicable, in terms of this Red Herring Prospectus and the Prospectus, after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Equity Shares will be Allotted in the Offer
Designated Intermediary(ies)	SCSBs, Syndicate, sub-Syndicate, Registered Brokers, CDPs and RTAs who are authorized to collect ASBA Forms from the ASBA Bidders, in relation to the Offer In relation to ASBA Forms submitted by RIIs, NIIs Bidding with an application size of up to ₹ 500,000 (not using the UPI Mechanism) authorizing an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders, Designated Intermediaries shall mean Syndicate, sub-Syndicate/ agents, Registered Brokers, CDPs SCSBs and RTAs In relation to ASBA Forms submitted by QIBs (excluding Anchor Investors) and NIIs with an application size of more than ₹ 500,000 (not using the UPI Mechanism), Designated Intermediaries shall mean SCSBs, Syndicate, sub-Syndicate/agents, Registered Brokers, CDPs and RTA
Designated RTA Locations	Such locations of the RTAs where ASBA Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com, respectively) as updated from time to time
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms used by the Bidders, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, updated from time to time, or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	BSE
Draft Red Herring Prospectus/DRHP	The draft red herring prospectus dated February 9, 2026 filed with SEBI and the Stock Exchanges and issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer
Eligible Employees	Permanent employees of our Company, excluding such employees not eligible to invest

Term	Description
	in the Offer under applicable laws, rules, regulations and guidelines, as on the date of filing of this Red Herring Prospectus with the RoC and who continue to be a permanent employee of our Company until the submission of the ASBA Form and are based, working and present in India or abroad as on the date of submission of the ASBA Form; or a Director of our Company, whether a whole-time or otherwise, who is eligible to apply under the Employee Reservation Portion under applicable law as of the date of filing of this Red Herring Prospectus with the RoC and who continues to be a Director of our Company until submission of the ASBA Form and is based, working and present in India or abroad as on the date of submission of the ASBA Form, but not including (i) Individual Promoters; (ii) persons belonging to the Promoter Group; and (iii) Directors who either themselves or through their relatives or through any body corporate, directly or indirectly, hold more than 10% of the outstanding Equity Shares of our Company.
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid Cum Application Form and this Red Herring Prospectus will constitute an invitation to purchase the Equity Shares
Employee Discount	Our Company, in consultation with the BRLMs, may offer a discount of up to [●]% of the Offer Price (equivalent to ₹ [●] per Equity Share) to Eligible Employee(s) Bidding in the Employee Reservation Portion, which shall be announced at least two Working Days prior to the Bid/Offer Opening Date
Employee Reservation Portion	The portion of the Offer being 50,000 Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million which shall not exceed 5% of the post Offer Equity Share capital of our Company, available for allocation to Eligible Employees, on a proportionate basis.
Escrow Account(s)	Account(s) opened with the Escrow Collection Bank and in whose favour Anchor Investors will transfer the money through direct credit/NEFT/RTGS/NACH in respect of the Bid Amount while submitting a Bid
Escrow Collection Bank	Bank which is a clearing member and registered with SEBI as a banker to an issue under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, and with whom the Escrow Accounts in relation to the Offer for Bids by Anchor Investors has been opened, in this case being ICICI Bank Limited
First or sole Bidder	The Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalized and below which no Bids will be accepted
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018
General Information Document/GID	The General Information Document for investing in public offers, prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 issued by SEBI and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs
ICICI	ICICI Securities Limited
Jefferies	Jefferies India Private Limited
Life Insurance Companies	Life insurance companies registered with the Insurance Regulatory and Development Authority of India under the provisions of the Insurance Act, 1938
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 2026 or the erstwhile Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as applicable
Mutual Fund Portion	The portion of the Offer being 5% of the Net QIB Portion consisting of [●] Equity Shares of face value of ₹ 10 each which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
Net Offer	The Offer less the Employee Reservation Portion
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Net Offer consisting of [●] Equity Shares of face value of ₹ 10 each, available for allocation to Non-Institutional Investors, of which one-third shall be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds shall be available for allocation to Bidders with an application size of more than ₹ 1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to Applicants in the other sub-category of Non-Institutional Investors subject to valid Bids being received

Term	Description
	at or above the Offer Price
Non-Institutional Investors/NIIs	Bidders that are not QIBs or RIIs and who have Bid for Equity Shares for an amount more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
NPCI	National Payments Corporation of India
NR/Non-Resident	Person resident outside India, as defined under FEMA and includes non-resident Indians, FVCIs and FPIs
Offer	Initial public offering of up to 43,239,042 Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●] per Equity Share aggregating to ₹ [●] million comprising the Offer for Sale
Offer Agreement	The agreement dated February 9, 2026, among our Company, the Promoter Selling Shareholder and the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Offer
Offer for Sale	The offer for sale of up to 43,239,042 Offered Shares aggregating to ₹ [●] million by Bonfiglioli S.p.A., being the Promoter Selling Shareholder, in the Offer. For further information, see "***The Offer***" on page 63
Offer Price	The final price at which Equity Shares will be Allotted to successful ASBA Bidders in terms of this Red Herring Prospectus which will be decided by our Company, in consultation with the BRLMs, on the Pricing Date, in accordance with the Book-Building Process and in terms of this Red Herring Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price, which will be decided by our Company, in consultation with the BRLMs, on the Pricing Date, in accordance with the Book-Building Process and in terms of this Red Herring Prospectus A discount of [●] % on the Offer Price (equivalent of ₹ [●] per Equity Share) may be offered to Eligible Employees Bidding in the Employee Reservation Portion. This Employee Discount, if any, will be decided by our Company in consultation with the BRLMs, which shall be announced at least two Working Days prior to the Bid/Offer Opening Date
Offered Shares	Up to 43,239,042 Equity Shares of face value of ₹ 10 each aggregating to ₹ [●] million being offered for sale by the Promoter Selling Shareholder in the Offer
Pension Funds	Funds registered with the Pension Fund Regulatory and Development Authority under the provisions of the Pension Fund Regulatory and Development Authority Act, 2013
Price Band	The price band ranging from the Floor Price of ₹ [●] per Equity Share to the Cap Price of ₹ [●] per Equity Share, including any revisions thereto. The Cap Price shall be at least 105% of the Floor Price and shall not be greater than 120% of the Floor Price The Price Band and minimum Bid Lot, as decided by our Company, in consultation with the BRLMs, will be advertised in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and the Chennai edition of Makkal Kural (a widely circulated Tamil daily newspaper, Tamil being the regional language of the Tamil Nadu, where our Registered and Corporate Office is located), at least two Working Days prior to the Bid/Offer Opening Date with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites
Pricing Date	The date on which our Company, in consultation with the BRLMs, will finalise the Offer Price
Prospectus	The prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, and the SEBI ICDR Regulations containing, inter alia, the Offer Price, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account(s)	The bank account(s) opened with the Public Offer Account Bank(s) under Section 40(3) of the Companies Act, to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date, being Axis Bank Limited.
Public Offer Account Bank(s)	Bank(s) which is a clearing member and registered with SEBI as a banker to an issue, and with whom the Public Offer Account(s) has been opened
QIB Portion	The portion of the Offer being not more than 50% of the Net Offer or [●] Equity Shares of face value of ₹ 10 each, available for allocation to QIBs (including Anchor Investors) on a proportionate basis (in which allocation to Anchor Investors shall be on a discretionary basis, as determined by our Company, in consultation with the BRLMs), subject to valid Bids being received at or above the Offer Price
QIBs/Qualified Institutional Buyers	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Red Herring Prospectus/RHP	This Red Herring Prospectus dated October 9, 2026 issued in accordance with Section 32 of the Companies Act, and the provisions of the SEBI ICDR Regulations, which does

Term	Description
	not have complete particulars of the Offer Price and the size of the Offer, including any addenda or corrigenda thereto. This Red Herring Prospectus has been filed with the RoC at least three Working Days before the Bid/Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
Refund Account(s)	The account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to Anchor Investors shall be made
Refund Bank(s)	The Banker to the Offer with whom the Refund Account(s) has been opened, in this case being ICICI Bank Limited
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers) Regulations, 2026 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and eligible to procure Bids in terms of SEBI ICDR Master Circular, and other applicable circulars issued by SEBI
Registrar Agreement	The agreement dated February 5, 2026 entered into between our Company, the Promoter Selling Shareholder and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar to the Offer/Registrar	MUFG Intime India Private Limited (*Formerly, Link Intime India Private Limited*)
Resident Indian	A person resident in India, as defined under FEMA
Retail Individual Investors/RIIs	Individual Bidders, who have Bid for the Equity Shares for an amount which is not more than ₹ 200,000 in any of the bidding options in the Offer (including HUFs applying through their karta and Eligible NRI Bidders) and does not include NRIs (other than Eligible NRIs)
Retail Portion	The portion of the Offer being not less than 35% of the Net Offer consisting of [●] Equity Shares of face value of ₹ 10 each, available for allocation to Retail Individual Investors as per the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Forms or any previous Revision Form(s), as applicable QIB Bidders and Non-Institutional Investors are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/Offer Period and withdraw their Bids until the Bid/Offer Closing Date
RTAs/Registrar and Share Transfer Agents	The registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations as per the list available on the websites of BSE and NSE, and the UPI Circulars
Self Certified Syndicate Bank(s)/SCSB(s)	The banks registered with SEBI, offering services: (i) in relation to ASBA (other than through UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 or such other website as updated from time to time, and (ii) The banks registered with SEBI, enabled for UPI Mechanism, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time Applications through UPI in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues is appearing in the "list of mobile applications for using UPI in Public Issues" displayed on SEBI website at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43. The said list shall be updated on the SEBI website from time to time
Share Escrow Agent	The share escrow agent appointed pursuant to the Share Escrow Agreement, namely, MUFG Intime India Private Limited (*Formerly known as Link Intime India Private Limited*)
Share Escrow Agreement	The agreement dated October 9, 2026 entered into between our Company, the Promoter Selling Shareholder and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Promoter Selling Shareholder and credit of such Equity Shares to the demat account of the Allottees in accordance with the Basis of Allotment
Specified Locations	Bidding centres where the Syndicate shall accept ASBA Forms from Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time
Sponsor Bank(s)	Axis Bank Limited and ICICI Bank Limited, being banker(s) to the Offer, appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and/or payment instructions of UPI Bidders and carry

Term	Description
	out other responsibilities, in terms of the UPI Circulars
Stock Exchanges	Together, BSE and NSE
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms
Syndicate Agreement	The agreement dated October 9, 2026 entered into between our Company, the Registrar to the Offer, the Promoter Selling Shareholder, the BRLMs and the Syndicate Members in relation to the procurement of Bids by the Syndicate
Syndicate Member(s)	Intermediaries registered with SEBI who are permitted to accept Bids, applications and place order with respect to the Offer and carry out activities as an underwriter
Syndicate/Members of the Syndicate	Together, the BRLMs and the Syndicate Members
Underwriters	[●]
Underwriting Agreement	The agreement to be entered into between the Underwriters, our Company and the Promoter Selling Shareholder, on or after the Pricing Date but prior to filing of the Prospectus, with the RoC as the case may be
UPI	Unified Payments Interface, which is an instant payment mechanism, developed by the NPCI
UPI Bidders	Collectively, individual investors applying as Retail Individual Investors in the Retail Portion, individuals applying as Non-Institutional Investors with a Bid Amount of up to ₹ 500,000 in the Non-Institutional Portion, and Eligible Employees applying in the Employee Reservation Portion and with an application size of up to ₹ 500,000 (net of Employee Discount, if any), and Bidding under the UPI Mechanism through ASBA Form(s) submitted with the Members of the Syndicate, Registered Brokers, Collecting Depository Participants and Collecting Registrar and Share Transfer Agents Pursuant to SEBI ICDR Master Circular, all individual investors applying in public issues where the application amount is up to ₹ 500,000 shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a Member of the Syndicate, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI ICDR Master Circular along with the circular issued by the NSE having reference no. 25/2022 dated August 3, 2022 (to the extent any of these circulars are not rescinded by the SEBI RTA Master Circular), SEBI RTA Master Circular (to the extent it pertains to the UPI Mechanism), along with the circulars issued by the Stock Exchanges in this regard, including the circular issued by BSE having reference number 20220803-40 dated August 3, 2022, SEBI Circular no. SEBI/HO/DEPA-II/DEPA-II_SRG/P/CIR/2025/86 dated June 11, 2025, and any subsequent circulars or notifications issued by SEBI or Stock Exchanges in this regard from time to time
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI application, by way of an SMS directing the UPI Bidder to such UPI application) to the UPI Bidder initiated by the Sponsor Bank(s) to authorize blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that shall be used by a UPI Bidder to make an ASBA Bid in the Offer in accordance with the UPI Circulars
UPI PIN	Password to authenticate UPI transaction
Wilful Defaulter	Wilful defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Working Day(s)	All days on which commercial banks in Mumbai, Maharashtra, India are open for business; provided, however, with reference to (a) announcement of Price Band; and (b) Bid/Offer Period, the expression "Working Day" shall mean all days on which commercial banks in Mumbai, Maharashtra, India are open for business, excluding all Saturdays, Sundays or public holidays; and (c) with reference to the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, the expression 'Working Day' shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, in terms of the circulars issued by SEBI

Technical or Industry Related Terms

Abbreviation/Term	Full form/Definition
ASM	Additional Surveillance Measures
CAGR	Compound Annual Growth Rate
Crane – CT/LT	Crane - Cross Travel/Long Travel
CUF	Capacity Utilization Factor
EBITDA	Earnings before interest, tax, depreciation and amortization
ESG	Environmental, Social and Governance
GDS	Global Digital Services
GSM	Graded Surveillance Measures
I&A	Industry and Automation Solutions
India R&D Centre	R&D and IT center located in Chennai, Tamil Nadu, India
IIP	Index of Industrial Production
IE2/IE3	Energy efficient motor classifications where IE2 and IE3 are frame sizes
KNm	Kilonewton metre
KW	Kilowatt
MRP	Materials requirement planning
MTPA	Metric Tonnes per Annum
MW	Megawatt
Nm	Newton metre
OEMs	Original equipment manufacturers
OEE	Overall equipment efficiency
OLE	Overall labour effectiveness
OTD	On-time delivery
PLI	Production Linked Incentive
R&D	Research and development
RAV	Rotary Airlock Valve
RFID	Radio frequency identification
RTC	Round-the-clock
RVPD	Rotary Vacuum Paddle Dryer
SCADA	Supervisory control and data acquisition
SKUs	Stock keeping units
SOP	Start of production
WHRS	Waste Heat Recovery Systems

Key Performance Indicators ("KPIs") (under the section titled "*Basis for Offer Price*" on page 114)

KPI	Definition
Cash Conversion Cycle	Cash Conversion Cycle is calculated as receivable days plus inventory days minus payable days (in which receivable days is calculated as receivables divided by revenue from operations multiplied by number of days; inventory days is calculated as inventory divided by cost of goods sold multiplied by number of days; and payable days is calculated as payables divided by purchase of raw materials and components plus stock-in-trade multiplied by number of days; where cost of goods sold is the sum of cost of material consumed, change in inventory, purchases of stock-in-trade, receivables, inventory and payables taken as of end of period/year)
EBITDA (excluding Other Income)	EBITDA is calculated as Profit after tax for the period / year plus total tax expense plus finance costs plus depreciation and amortization. EBITDA (excluding Other Income) = EBITDA minus Other Income
EBITDA (excluding Other Income) Margin (%)	EBITDA (excluding Other Income) divided by revenue from operations
Fixed Assets Turnover Ratio	Fixed asset turnover is calculated as revenue from operations divided by Fixed Assets. Fixed Assets is calculated as sum of Property, Plant and Equipment and Capital work-in-progress at the end of the period
Inventory Days Outstanding (Days)	Inventory Days Outstanding measures the average number of days required by our Company to convert our inventory into sales
Net Debt	Net Debt is calculated as the sum of current borrowings, current lease liabilities, non-current borrowings and non-current lease liabilities minus cash and cash equivalents and bank balances other than cash and cash equivalents
PAT Margin (%)	Profit after tax for the period/year divided by Total Income

KPI	Definition
Payable Days Outstanding (Days)	Payable Days Outstanding provides the average number of days required by our Company to pay our suppliers
Profit after tax for the period/year	Profit after tax for the period/year represents profit for the relevant period/year
Receivable Days Outstanding (Days)	Receivable Days Outstanding measures the average number of days required for our Company to receive payments from our customers
Revenue from Operations	Revenue from operations (sale of products, sale of services and other operating revenue) for the period / year
Revenue from Customers in India (%)	Revenue from Customers in India divided by Total Revenue from Customers
Revenue from Customers Outside India (%)	Revenue from Customers from outside India divided by Total Revenue from Customers
Revenues from Verticals	
Industry & Automation (%)	Revenue from Industry and Automation Solutions vertical divided by Revenue from Operations
Off Highway Mobility Industry (%)	Revenue from Off Highway Mobility Industry vertical divided by Revenue from Operations
Wind Industry (%)	Revenue from Wind Industry vertical divided by Revenue from Operations
Others (%)	Revenue from non-core sales such as sale of components to vendors divided by Revenue from Operations
Return on Capital Employed (%)	Return on Capital Employed is calculated as earnings before interest and tax divided by capital employed; earnings before interest and tax is calculated as profit after tax for the period / year plus total tax expense plus finance costs; capital employed is calculated as the sum of tangible net worth and total debt; tangible net worth is calculated as total equity minus intangible assets minus intangible assets under development minus deferred tax assets (net); total debt is calculated as sum of current borrowings, current lease liabilities, non-current borrowings and non-current lease liabilities
Return on Equity (%)	Return on Equity is calculated as profit after tax for the period/year divided by average of opening and closing total equity for the period / year

Conventional and General Terms and Abbreviations

Term	Description
₹/ Rs./ Rupees/ INR	Indian Rupees
AIF(s)	Alternative Investment Funds as defined in and registered with SEBI under the SEBI AIF Regulations
AY	Assessment Year
Banking Regulation Act	The Banking Regulation Act, 1949
BSE	The BSE Limited
CAGR	Compounded annual growth rate
Category I AIF	AIFs registered as "Category I alternative investment funds" under the SEBI AIF Regulations
Category I FPIs	FPIs registered as "Category I foreign portfolio investors" under the SEBI FPI Regulations
Category II AIF	AIFs registered as "Category II alternative investment funds" under the SEBI AIF Regulations
Category II FPIs	FPIs registered as "Category II foreign portfolio investors" under the SEBI FPI Regulations
Category III AIF	AIFs registered as "Category III alternative investment funds" under the SEBI AIF Regulations
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
CIT-Appeals	Commissioner of Income Tax (Appeals)
CLRA	The Contract Labour (Regulation and Abolition) Act, 1970
Companies Act, 1956	The erstwhile Companies Act, 1956 read with the rules, regulations, clarifications and modifications thereunder
Companies Act/Companies Act, 2013	The Companies Act, 2013 read with rules, regulations, clarifications and modifications thereunder
Competition Act	The Competition Act, 2002
Consolidated FDI Policy	The Consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time
Consumer Protection Act	The Consumer Protection Act, 2019
CSR	Corporate social responsibility
CST	Central sales tax
Depositories Act	The Depositories Act, 1996, read with the rules, regulations, clarifications and

Term	Description
	modifications thereunder
Depository	A depository registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
DIN	Director Identification Number
DP ID	Depository Participant's identity number.
DP/Depository Participant	A depository participant as defined under the Depositories Act
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (formerly Department of Industrial Policy and Promotion), Government of India
ECS	Electronic Clearing Service
EPS	Earnings per share
Factories Act	The Factories Act, 1948
FC-GPR	Foreign Currency Gross Provisional Return
FCNR	Foreign Currency Non-Resident
FDI	Foreign direct investment
FDI Circular	The Consolidated FDI Policy Circular dated October 15, 2020, issued by the DPIIT (formerly Department of Industrial Policy & Promotion)
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder.
FEMA Rules	The Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year/Fiscal	The period of 12 months commencing on January 1 of the year and ending on December 31 of the same year
FIRC	Foreign Inward Remittance Certificate
FPIs	Foreign portfolio investor registered with SEBI pursuant to the SEBI FPI Regulations.
FRN	Firm registration number
FTA	The Foreign Trade (Development and Regulation) Act, 1992 and the rules framed thereunder
FVCI	Foreign venture capital investors registered with SEBI pursuant to the SEBI FVCI Regulations
GDP	Gross Domestic Product
GoI/Central Government	The Government of India
GST	The Goods and Services Tax
GVA	Gross Value Added
HUF(s)	Hindu undivided family(ies)
ICAI	Institute of Chartered Accountants of India
ICAI Guidance Note	Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, as updated from time to time
IFRS	The International Financial Reporting Standards issued by the International Accounting Standards Board
Income Tax Act, 2025	The Income-tax Act, 2025
Income Tax Act, 1961	The erstwhile Income-tax Act, 1961
Income-tax Rules, 2026	The Income-tax Rules, 2026
Income-tax Rules, 1962	The erstwhile Income-tax Rules, 1962
Ind AS	The Indian Accounting Standards notified under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Companies Act
Ind AS 24	Indian Accounting Standard 24, "Related Party Disclosures", notified under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules, 2015
Ind AS 37	Indian Accounting Standard 37, "Provisions, Contingent Liabilities and Contingent Assets", notified under Section 133 of the Companies Act read with Companies (Indian Accounting Standards) Rules, 2015
Ind AS - 108	Ind AS – 108, Operating Segments
Ind AS Rules	The Companies (Indian Accounting Standards) Rules, 2015
Indian GAAP	Generally Accepted Accounting Principles in India notified under Section 133 of the Companies Act and read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016
IPO	Initial public offer
IRDAI	Insurance Regulatory and Development Authority of India
IST	Indian Standard Time
IoT	Internet of Things
IT	Information Technology
IT Act	The Information Technology Act, 2000
KYC	Know Your Customer
Labour Codes	Collectively, the Code on Social Security, 2020, the Occupational Safety, Health and Working Conditions Code, 2020, the Industrial Relations Code, 2020 and the Code on Wages, 2019

Term	Description
MAT	Minimum Alternate Tax
MCA/Ministry of Corporate Affairs	The Ministry of Corporate Affairs, Government of India
MIDC	Maharashtra Industrial Development Corporation
MSME	Micro, Small or Medium Enterprise
MSME Act	Micro, Small and Medium Enterprises Development Act, 2006
NACH	National Automated Clearing House
N.A.	Not applicable
NEFT	National electronic fund transfer
NBFC-SI/ Systemically Important NBFCs	A systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
NCLT	National Company Law Tribunal
Non-Resident	A person resident outside India, as defined under FEMA
NRE	Non-Resident External
NRI	Non-Resident Indian
NRO	Non-Resident Ordinary
NSDL	National Securities Depository Limited
NSE	The National Stock Exchange of India Limited
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
P/E Ratio	Price/Earnings Ratio
PAN	Permanent account number
Patents Act	The Patents Act, 1970
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RTGS	Real Time Gross Settlement
Rule 144A	Rule 144A under the U.S. Securities Act
SCRA	The Securities Contracts (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
SCORES	SEBI complaints redress system
SEBI	The Securities and Exchange Board of India, constituted under section 3 of the SEBI Act.
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019.
SEBI FVCI Regulations	The Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI ICDR Master Circular	The SEBI master circular number SEBI/HO/49/14/14(2)2026-CFD-POD2/I/4518/2026 issued on June 21, 2023 and updated on February 9, 2026
SEBI Listing Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Merchant Bankers Regulations	The Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
SEBI RTA Master Circular	The SEBI master circular bearing number SEBI/HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 6, 2026
SEBI SBEBSE Regulations	The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	The erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996
SECI	Solar Energy Corporation of India
Social Security Code	Code on Social Security, 2020
STT	Securities Transaction Tax
TAN	Tax deduction account number

Term	Description
Trade Marks Act	The Trade Marks Act, 1999
U.S. GAAP	The Generally Accepted Accounting Principles in the United States of America
U.S. QIBs	Persons that are "qualified institutional buyers", as defined in Rule 144A
U.S. Securities Act	The U.S. Securities Act of 1933, as amended.
US$/USD/US Dollar	United States Dollar
USA/U.S./US	United States of America
VAT	Value added tax
VCF	Venture capital funds as defined in and registered with the SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

All references herein to the 'Government', 'Indian Government', 'GoI', 'Central Government' or the 'State Government' are to the Government of India, central or state, as applicable. Further, all references herein to: (i) "Italy", are to the Italian Republic, and its territories and possessions, (ii) "U.S.A.", are to the United States of America, and its territories and possessions, (iii) "China", are to the People's Republic of China, and its territories and possessions, and (iv) "Germany", are to the Federal Republic of Germany and its territories and possessions.

Unless otherwise specified, any time mentioned in this Red Herring Prospectus is in Indian Standard Time ("**IST**"). Unless indicated otherwise, all references to a year in this Red Herring Prospectus are to a Financial Year, as described below.

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

Currency and Units of Presentation

All references to "Rupee(s)", "Rs." or "₹" or "INR" are to Indian Rupees, the official currency of the Republic of India. All references to "US$" or "U.S. Dollars" or "USD" are to United States Dollars, the official currency of the United States of America. All references to "EUR" in this Red Herring Prospectus are to the Euro, the official currency of the Italian Republic, a member of the European Union.

Our Company has presented certain numerical information in this Red Herring Prospectus in 'million' units or in whole numbers where the numbers have been too small to represent in such units. One million represents 1,000,000, one billion represents 1,000,000,000 and one trillion represents 1,000,000,000,000.

Exchange Rates

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

Unless otherwise stated, the exchange rates referred to for the purpose of conversion of foreign currency amounts into Rupee amounts, are as follows:

Currency[(1)]	**Exchange rate as on[*]**				
	June 30, 2026	**June 30, 2025**	**December 31, 2025**	**December 31, 2024**	**December 31, 2023**
			(***in INR***)		
USD	94.60	85.54	89.91	85.60	83.17
EUR	107.85	100.56	105.59	88.93	91.90

[(1)] Source: https://www.ecb.europa.eu.

[*] In the event that any of the aforementioned date is a public holiday, the previous calendar day not being a public holiday has been considered. The exchange rate is rounded off to two decimal places.

Financial and other data

Our Company's Financial Year commences on January 1 and ends on December 31 of the same year. Accordingly, all references in this Red Herring Prospectus to Fiscal, unless stated otherwise, are to the 12-month period ended on December 31 of the same Financial Year.

Unless stated otherwise or the context otherwise requires, the financial data and financial ratios in this Red Herring Prospectus are derived from the Restated Financial Information of our Company.

Restated financial information of our Company, comprising the restated summary statement of assets and liabilities as at June 30, 2026, June 30, 2025, December 31, 2025, December 31, 2024 and December 31, 2023, restated summary statement of profit and loss (including other comprehensive income), restated summary statement of cash flows and changes in equity for the six months periods ended June 30, 2026 and June 30, 2025, and for the financial years ended December 31, 2025, December 31, 2024 and December 31, 2023, and a summary statement of material accounting policies and other explanatory information of our Company, derived from:

i. our audited interim financial statements as at and for the six months periods ended June 30, 2026 and June 30, 2025 prepared in accordance with Ind AS 34. The audited interim financial statements as at and for the six months periods ended June 30, 2025 has been adjusted by the management to give effect to the common control business combination which has been accounted in accordance with "pooling of interest method" as laid down in Appendix C - 'Business combinations of entities under common control' of Ind AS 103;

ii. our audited financial statements as at and for the financial years ended December 31, 2025, December 31, 2024, and December 31, 2023, prepared in accordance with Indian Accounting Standards. The audited financial statements as at and for the financial years ended December 31, 2024, and December 31, 2023 has been adjusted by the management to give effect to the common control business combination which has been accounted in accordance with "pooling of interest method" as laid down in Appendix C - 'Business combinations of entities under common control' of Ind AS 103; and

iii. restated in accordance with the requirements of:
   a. Section 26 of Part I of Chapter III of the Companies Act, 2013 as amended;
   b. The SEBI ICDR Regulations; and
   c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) (as amended) issued by the Institute of Chartered Accountants of India, as amended from time to time.

Financial information for the six months periods ended June 30, 2026 and June 30, 2025 may not be indicative of the financial results for the full year and are not comparable with financial information for the Financial Years ended December 31, 2025, December 31, 2024, and December 31, 2023.

There are differences between Ind AS, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our Company's financial data.

Prospective investors should consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar, and the impact on our financial data. The degree to which the financial information included in this Red Herring Prospectus will provide meaningful information is dependent on the reader's level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with these accounting principles and regulations on our financial disclosures presented in this Red Herring Prospectus would accordingly be limited. Also see "***Risk Factors – Differences exist between Ind AS used to prepare our financial information and other accounting principles, such as IFRS, Indian GAAP and U.S. GAAP, with which investors may be more familiar***" on page 52. All figures, including financial information, in decimals (including percentages) have been rounded off to two decimals. However, figures sourced from third-party industry sources may be expressed in denominations other than millions or may be rounded off other than to two decimal points in the respective sources, and such figures have been expressed in this Red Herring Prospectus in such denominations or rounded-off to such number of decimal points as provided in such respective sources. In this Red Herring Prospectus, (i) the sum or percentage change of certain numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. Any such discrepancies are due to rounding off.

Unless the context otherwise requires, any percentage, amounts, as set in "***Risk Factors***", "***Basis for Offer Price***", "***Our Business***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 20, 109, 205, and 355, respectively and elsewhere in this Red Herring Prospectus have been calculated on the basis of our Restated Financial Information unless otherwise stated.

Non-Generally Accepted Accounting Principles (Non-GAAP) Financial Measures

Certain non-GAAP financial measures included in this Red Herring Prospectus, for instance, EBITDA, and EBITDA Margin, PAT Margin, Net Debt, Cash Conversion Cycle, Fixed Asset Turnover Ratio, Return on Equity, Return on Capital Employed, etc. (the **"Non-GAAP Measures"**), are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with Ind AS, IFRS or U.S. GAAP. These Non-GAAP Measures and other statistical and other information relating to operations and financial performance should not be considered in isolation or construed as an alternative to cash flows, profit for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or U.S. GAAP. In addition, these Non-GAAP Measures and other statistical and other information relating to operations and financial performance, are not standardised terms and may not be computed on the basis

of any standard methodology that is applicable across the industry and therefore, may not be comparable to financial measures of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies. Further, they may have limited utility as a comparative measure. For further details, see "***Other Financial Information – Non-GAAP Financial Measures***" and "***Risk Factors – We have in this Red Herring Prospectus included certain non-generally accepted accounting principle ("Non-GAAP") financial measures related to our operations and financial performance. These Non-GAAP measures may vary from any standard methodology that is applicable across the industry in which we operate, and therefore may not be comparable with financial or statistical information of similar nomenclature computed and presented by other companies***" on pages 349 and 50, respectively.

Industry and Market Data

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources. The data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable. Accordingly, no investment decision should be made solely on the basis of such information. The extent to which industry and market data set forth in this Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in "***Risk Factors – We have used information from the F&S Report which has been commissioned and paid for by our Company for industry related data in this Red Herring Prospectus and any reliance on such information is subject to inherent risks***" on page 47.

Unless stated otherwise, industry and market data used in this Red Herring Prospectus has been obtained or is derived from the report titled, "*Market Potential Assessment of Power Transmission Products Across Industry & Automation, Mobility and Wind Solutions*" dated September 28, 2026 ("**F&S Report**") commissioned by and paid for by our Company, pursuant to an engagement letter dated October 16, 2025. The F&S Report has been prepared and issued by F&S, for the purpose of understanding the industry exclusively in connection with the Offer. Further, F&S, vide their consent letter dated September 28, 2026 ("**Letter**") has accorded their no objection and consent to use the F&S Report. F&S, *vide* their Letter has also confirmed that they are an independent agency, and confirmed that they are not a related party of our Company, Promoters, Directors, Key Managerial Personnel, Senior Management or the Book Running Lead Managers. The F&S Report is available on the website of our Company at https://www.bonfiglioli.in/Investor_Relations. Further, the F&S Report is subject to the following disclaimer:

*"Market Potential Assessment of Power Transmission Products Across Industry & Automation, Mobility and Wind Solutions" has been prepared for the proposed initial public offering of equity shares by Bonfiglioli Transmissions Limited (the "**Company**").*

Frost & Sullivan has taken due care and caution in preparing the F&S Report based on the information obtained by Frost & Sullivan from sources which it considers reliable. The F&S Report is not a recommendation to invest / disinvest in any entity covered in the F&S Report and no part of the F&S Report should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. Without limiting the generality of the foregoing, nothing in the Report is to be construed as Frost & Sullivan providing or intending to provide any services in jurisdictions where Frost & Sullivan does not have the necessary permission and/or registration to carry out its business activities in this regard. Bonfiglioli Transmissions Limited will be responsible for ensuring compliances and consequences of non-compliances for use of the F&S Report or part thereof outside India. No part of this Frost & Sullivan Report may be published/reproduced in any form without Frost & Sullivan's prior written approval."

References to various segments in the F&S Report and information derived from it are references to industry segments and in accordance with the presentation, analysis and categorisation in the F&S Report. Our segment reporting in our Restated Financial Information is based on the criteria set out in Ind AS - 108, Operating Segments and we do not present such industry segments as operating segments.

In accordance with the SEBI ICDR Regulations, the section "***Basis for Offer Price***" on page 109 includes information relating to our listed peer group companies, which has been derived from publicly available sources, and accordingly no investment decision should be made solely on the basis of such information.

FORWARD-LOOKING STATEMENTS

This Red Herring Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as *"**achieve**"*, "***aim***", "***believe***", *"**continue**"*, "***expect***", "***intend***", "***plan***", "***project***", "***seek to***", "***strive to***", "***will***", or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. All statements in this Red Herring Prospectus that are not statements of historical fact are 'forward-looking statements'.

These forward-looking statements are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements. This could be due to risks or uncertainties associated with expectations relating to, and including, regulatory changes pertaining to the industry in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, growth and expansion plans, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, changes in the incidence of any natural calamities and/or violence, regulations and taxes and changes in competition in the industry in which we operate. Certain important factors that could cause actual results to differ materially from our expectations include such factors as stated in "***Risk Factors***", "***Our Business***", and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 20, 205, and 355, respectively .

By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

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

Forward-looking statements reflect current views as on the date of this Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, Promoters (including the Promoter Selling Shareholder), the BRLMs nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with requirements of SEBI and as prescribed under applicable law, our Company will ensure that investors in India are informed of material developments pertaining to our Company and the Equity Shares forming part of the Offer from the date of this Red Herring Prospectus until the date of Allotment. In accordance with the requirements of SEBI and as prescribed under the applicable law, the Promoter Selling Shareholder, in respect of statements made by them in this Red Herring Prospectus, shall ensure (through our Company and the BRLMs) that the investors are informed of material developments in relation to statements specifically confirmed or undertaken by them in this Red Herring Prospectus and the Prospectus until the date of Allotment, with respect to their Offered Shares pursuant to the Offer.

SECTION II: RISK FACTORS

An investment in equity shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares.

The risks described in this section are those that we consider to be the most significant to our business, but these risks and uncertainties may not be the only risks relevant to us, the Equity Shares, or the industry in which we currently operate in and additional risks and uncertainties, not currently known to us or that we currently do not deem material, may arise or may become material in the future and may also adversely affect our business, financial condition, results of operations, cash flows and/or prospects. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with ***"Our Business", "Industry Overview", "Key Regulations and Policies", "Management's Discussion and Analysis of Financial Condition and Results of Operations"*** *and* ***"Restated Financial Information"*** *on pages 205, 131, 242, 355, and 281, respectively, as well as the other financial and statistical information contained in this Red Herring Prospectus.*

In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Offer including the merits and risks involved. Prospective investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Offer. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. If any or a combination of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, financial condition, results of operations, and cash flows and/or prospects could be adversely affected, the trading price of our Equity Shares could decline, and investors may lose all or part of their investment. Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment which may differ in certain respects from that of other countries.

*This Red Herring Prospectus also contains information relating to our strategies, future plans and forward-looking statements that involve known and unknown risks, assumptions, estimates, uncertainties and other factors. Accordingly, our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Red Herring Prospectus. For further information, see "****Our Business****" on page 205 and "****Forward-Looking Statements****" on page 19.*

*Our Company's financial year commences on January 1 and ends on December 31 of the same year, and references to a particular Fiscal are to the 12 months ended December 31 of that particular year. Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our "****Restated Financial Information****" included in this Red Herring Prospectus beginning on page 281. The manner of calculation and presentation of some of the operational and financial performance metrics, and the assumptions and estimates used in such calculations, may vary from that used by other companies in India and other jurisdictions.*

*Only to the extent explicitly indicated, industry and market data used in this section has been derived from the report titled "Market potential assessment of power transmission products across industry & automation, mobility, and wind solutions" dated September 28, 2026, prepared and issued by Frost and Sullivan (the "****F&S Report****"), commissioned by and paid for by our Company in relation to the Offer and any reliance on such information for making an investment decision in this Offer is subject to inherent risks. The F&S Report has been prepared and issued by Frost & Sullivan for the purpose of understanding the industry exclusively in connection with the Offer. The F&S Report will be made available on the website of our Company at https://www.bonfiglioli.in/Investor_Relations from the date of this Red Herring Prospectus until the Bid/Offer Closing Date. Unless otherwise indicated, all financial, operational, industry and other related information derived from the F&S Report and included herein with respect to any particular fiscal or calendar year, refers to such information for the relevant fiscal or calendar year. For further details, see "****– We have used information from the F&S Report which has been commissioned and paid for by our Company for industry related data in this Red Herring Prospectus and any reliance on such information is subject to inherent risks****" and "****Industry Overview****" on pages 47 and 131, respectively.*

*All references to "Bonfiglioli Group" refer to any company (individually or in the aggregate, as the context may require) that is directly or indirectly owned or controlled by one of our Corporate Promoters, Bonfiglioli S.p.A. ("****BSPA****").*

INTERNAL RISKS

1. ***We depend on a limited number of suppliers for procurement of raw materials and components required for our manufacturing operations. Our largest supplier is Bonfiglioli Riduttori S.p.A, a related party. Purchases from our related parties represented 15.53%, 16.75%, 15.18%, 17.00% and 19.98%, and purchases from our top 10 suppliers represented 40.84%, 41.74%, 41.20%, 45.62% and 47.52% of our total purchases of raw materials and components in the six months periods ended June 30, 2026 and 2025 and in Fiscals 2025, 2024 and 2023, respectively. As we do not have definitive agreements with our suppliers, any interruption in the availability of raw materials and components on account of any disruption, breakdown or shutdown of our suppliers' operations could adversely impact our operations.***

We depend on a limited number of suppliers for the procurement of raw materials and components required for our manufacturing operations. The table below highlights the percentage of purchases of raw materials and components sourced from our top-five suppliers, top-10 suppliers and related parties for the periods/years indicated:

Particulars	For the six months period ended June 30, 2026	For the six months period ended June 30, 2025	For the year ended December 31, 2025	For the year ended December 31, 2024	For the year ended December 31, 2023
Total purchases of raw materials and components (₹ million)	7,492.65	6,199.55	12,487.67	11,681.54	11,530.44
Purchases of raw materials and components from largest supplier (which is a related party) as a % of total purchases of raw materials and components (%)[(1)]	15.53%	16.75%	15.18%	17.00%	19.98%
Purchases of raw materials and components from top-five suppliers as a % of total purchases of raw materials and components (%)	30.50%	30.91%	29.34%	32.63%	35.64%
Purchases of raw materials and components from top-10 suppliers as a % of total purchases of raw materials and components (%)[(2)]	40.84%	41.74%	41.20%	45.62%	47.52%
Raw materials and components sourced from related parties as a % of total purchases of raw materials & components (%)	15.79%	17.37%	15.68%	17.90%	20.91%

Notes:

(1) Our largest supplier for the six months periods ended June 30, 2026 and 2025, and during Fiscals 2025, 2024 and 2023 was Bonfiglioli Riduttori S.p.A., a related party and one of our Group Companies.

(2) Our top 10 suppliers for the six months periods ended June 30, 2026 and 2025 and in Fiscals 2025, 2024 and 2023, included our Group Company Bonfiglioli Riduttori S.p.A.

We do not typically enter into long-term agreements with suppliers and generally do not have firm commitments from our suppliers. We instead source raw materials and components on a purchase order basis and negotiate prices and quantities with our suppliers with each purchase order, that set out the rights and obligations of the parties. We accordingly rely on short-term purchase orders to govern our relationships with our suppliers.

The table below sets forth the purchases of raw materials and components sourced from our top 10 suppliers, including as a percentage of total cost of raw materials and components for the periods/years indicated, and duration of relationship with such suppliers as of June 30, 2026:

Top 10 suppliers based on procurement attributable in the six months ended June 30, 2026 [(1)]	Duration of relationship as of June 30, 2026	For the six months period ended June 30, 2026		For the six months period ended June 30, 2025		For the year ended December 31, 2025		For the year ended December 31, 2024		For the year ended December 31, 2023	
		Purchase of raw materials and components consumed (₹ million)	% of total raw materials and components consumed	Purchase of raw materials and components consumed (₹ million)	% of total raw materials and components consumed	Purchase of raw materials and components consumed (₹ million)	% of total raw materials and components consumed	Purchase of raw materials and components consumed (₹ million)	% of total raw materials and components consumed	Purchase of raw materials and components consumed (₹ million)	% of total raw materials and components consumed
Supplier 1	26	1,163.34	15.53%	1,038.24	16.75%	1,896.23	15.18%	1,985.81	17.00%	2,303.32	19.98%
Supplier 2	19	378.62	5.05%	331.52	5.35%	658.33	5.27%	543.24	4.65%	511.11	4.43%
Supplier 3	26	287.05	3.83%	195.19	3.15%	379.91	3.04%	483.26	4.14%	483.55	4.19%
Supplier 4	12	247.73	3.31%	177.56	2.86%	365.20	2.92%	404.18	3.46%	426.36	3.70%

Top 10 suppliers based on procurement attributable in the six months ended June 30, 2026 [1]	Duration of relationship as of June 30, 2026	For the six months period ended June 30, 2026		For the six months period ended June 30, 2025		For the year ended December 31, 2025		For the year ended December 31, 2024		For the year ended December 31, 2023	
		Purchase of raw materials and components consumed (₹ million)	% of total raw materials and components consumed	Purchase of raw materials and components consumed (₹ million)	% of total raw materials and components consumed	Purchase of raw materials and components consumed (₹ million)	% of total raw materials and components consumed	Purchase of raw materials and components consumed (₹ million)	% of total raw materials and components consumed	Purchase of raw materials and components consumed (₹ million)	% of total raw materials and components consumed
Supplier 5	4	208.86	2.79%	173.70	2.80%	363.73	2.91%	395.71	3.39%	385.42	3.34%
Supplier 6	7	159.02	2.12%	139.70	2.25%	328.99	2.63%	379.63	3.25%	349.89	3.03%
Supplier 7	6	157.38	2.10%	139.23	2.25%	316.16	2.53%	336.21	2.88%	330.03	2.86%
Supplier 8	20	156.49	2.09%	133.63	2.16%	283.95	2.27%	290.87	2.49%	236.86	2.05%
Supplier 9	7	155.19	2.07%	133.58	2.15%	275.94	2.21%	271.65	2.33%	230.18	2.00%
Supplier 10	3	146.31	1.95%	125.06	2.02%	275.86	2.21%	238.01	2.04%	222.42	1.93%
Total		**3,059.98**	**40.84%**	**2,587.41**	**41.74%**	**5,144.30**	**41.20%**	**5,328.57**	**45.62%**	**5,479.12**	**47.52%**

Notes: (1) Supplier names have been masked as relevant consents for disclosure of supplier names along with purchase values have not been received.

As a result, we are largely dependent on our existing relationships with our suppliers. In addition, we provide detailed specifications for our raw materials and components to our suppliers, which includes drawings, documents, and samples. Any failure by our suppliers to provide parts and materials to us on time or at all, or as per our specifications and quality standards for reasons such as capacity limitations, breakdowns, or machine failures, industrial relations and safety issues, could have an adverse impact on our ability to meet our manufacturing and delivery schedules, which in turn may have an adverse impact on our operations, reputation, and ability to appropriately price our gearboxes and margins. While there have been no instances in the six months periods ended June 30, 2026 and 2025 and in Fiscals 2025, 2024 and 2023, where any of our top 10 suppliers has discontinued their business with us or were unable to deliver raw materials and components to us there can be no assurance that we will not experience significant delays in the future or that our suppliers will continue to engage with us in the future. In the event our suppliers are unable to meet our delivery timelines or refuse to supply raw materials and components to us in the future we may be unable to find suitable alternatives. Furthermore, as we do not have exclusive arrangements with our suppliers, our suppliers could engage with our competitors and prioritize supplies of their other customers, which could adversely impact our ability to procure a sufficient quantity of materials at competitive rates. Any disruption in the procurement of materials could have a material adverse effect on our business, financial condition, results of operations, and cash flows.

Furthermore, if we are unable to retain our key suppliers on commercially favourable terms, we may have to seek alternative suppliers as replacements which may result in increased costs, impact quality and cause delays in our manufacturing and sale schedules, which in turn could adversely affect our business, financial condition, results of operations, cash flows and reputation.

2. Any increase in the prices of raw materials and components required for our operations or levy of duties on the materials we import for our operations, could adversely affect our business, financial condition, results of operations, and cash flows.

We source raw materials and components such as electric motors, hydraulic motors, bearings and brake pads for our manufacturing operations from a combination of domestic and foreign suppliers. The table below shows the cost of raw materials and components consumed and changes in work-in-progress as a percentage of our revenue from operations – continuing operations and purchases of raw materials and components sourced from India and outside India as a percentage of total cost of raw materials and components consumed for the periods/years indicated:

Particulars	For the six months period ended June 30, 2026	For the six months period ended June 30, 2025	For the year ended December 31, 2025	For the year ended December 31, 2024	For the year ended December 31, 2023
Cost of raw materials and components consumed plus changes in inventories of work-in-progress (₹ million) (A)	7,205.36	6,060.67	12,388.49	11,932.29	10,928.47
Revenue from Operations – continuing operations (₹ million) (B)	11,318.69	9,603.55	20,135.26	18,541.83	16,873.30
Cost of raw materials and components consumed plus changes in inventories of work-	63.66%	63.11%	61.53%	64.35%	64.77%

Particulars	For the six months period ended June 30, 2026	For the six months period ended June 30, 2025	For the year ended December 31, 2025	For the year ended December 31, 2024	For the year ended December 31, 2023
in-progress as a % of revenue from operations (A)/(B)					
Purchase of raw materials and components sourced from India (₹ million)	5,093.87	4,220.93	8,808.63	8,352.73	7,145.80
Purchase of raw materials and components sourced from India as % of cost of raw material and components consumed	70.70%	69.64%	71.10%	70%	65.39%
Purchase of raw materials and components sourced from outside India (₹ million)	2,111.49	1,839.74	3579.86	3,579.56	3,782.67
Purchase of raw materials and components sourced from outside India as % of cost of raw material and components consumed	29.30%	30.36%	28.90%	30%	34.61%

Our ability to manufacture gearboxes at competitive prices depends on the continued availability of parts and materials including motors, gears, machined parts and other commercial components required for our manufacturing operations, at prices acceptable to us. The cost of such raw materials and components are typically tied to their underlying raw materials such as steel, aluminium and cast iron. As a result, our operations and our suppliers' ability to provide parts and materials to us at competitive prices is affected by global commodity prices, inflation and our ability to negotiate with our suppliers effectively. For example, pricing and availability of commodities like steel and aluminium can be volatile due to numerous factors beyond our control, including general domestic and international economic conditions, geopolitical tensions, import duties and tariffs and foreign currency exchange rates.

Continued or significant fluctuations in the cost of commodities, supply interruptions or shortages could cause our suppliers to increase their costs, which in turn may have an adverse impact on our ability to manufacture our gearboxes in line with targeted costs. While we seek to pass on the increase in cost of raw materials and components to our customers, an inability to do so may adversely impact our business, financial condition, results of operations, cash flows and lead to lower margins.

Although we source majority of our material consumed from suppliers based in India, we typically import parts from global suppliers in situations where parts and materials are not available in India, or available parts do not meet required quality standards, or are available at comparable costs, such as electric motors from Vietnam for our yaw and pitch drives that are imported at a concessional customs duty, and hydraulic motors from Japan that are imported free of duty. We additionally import bearings from suppliers in China, and components such as worm wheels, fan and box covers, rectifiers, brake rings and discs from our Corporate Promoter BSPA in Italy. We therefore depend on the economic and political conditions of these countries and geopolitical relations between these countries and India. Factors such as tariffs and economic or political conditions of the countries where we procure supplies from may also result in increases in costs of parts and materials, which could increase our production and delivery costs and reduce our margins. Although we have not experienced any material disruption in the supply of our material and components from such import geographies in the six months periods ended June 30, 2026 and 2025 and in Fiscals 2025, 2024 and 2023, negative incidents involving these regions in the future may materially impede our supply chain and operations.

3. Any unscheduled, unplanned or prolonged disruption of operations at our manufacturing facilities could materially and adversely affect our business, financial condition, results of operations and cash flows.

We manufacture products for original equipment manufacturers ("**OEMs**") engaged in industry and automation ("**I&A**") solutions, the off-highway mobility industry ("**Off-Highway Mobility**") and wind industry ("**Wind Industry**"). We manufacture products for the Off-Highway Mobility and Wind Industries at our facility at Thirumudivakkam (Tamil Nadu), and products for customers engaged in I&A in our facilities at Mannur (Tamil Nadu) and Talegaon (Maharashtra). Our business is therefore dependent on our ability to efficiently manage our manufacturing facilities, and the operational risks associated with it, including but not limited to:

- forced or voluntary closure, including as a result of regulatory inspections or natural or man-made disasters at our facilities;

- manufacturing shutdowns or equipment breakdown or failure and industrial accidents;
- labour disputes, strikes or lock-outs;
- local community, political or other opposition;
- shortage of personnel;
- interruptions in supply of water and electricity or other resources;
- changes in applicable laws and regulations impacting our operations;
- failure or bottlenecks in production processes, especially due to inadequate supply of utilities such as power and water.

There is no assurance that our business and financial results will not be adversely affected by any disruption of operations at our manufacturing facilities, including as a result of any of the factors mentioned above.

While we have not experienced significant disruptions in our manufacturing operations in the six months periods ended June 30, 2026 and 2025 and in Fiscals 2025, 2024 and 2023, there can be no assurance that we will not face disruptions in the future.

Any prolonged disruptions at our manufacturing facilities could result in a lower capacity utilisation, which in turn could have an adverse impact on our operations, our ability to meet our production schedules and our business, financial condition, results of operations, and cash flows. For risks related to strikes, see "***– Our manufacturing operations may be subject to strikes, work stoppages or increased wage demands by our employees or the employees of our sub-contractors***" on page 43. For risks related to machinery and equipment used at our manufacturing facilities, see "***– We use heavy machinery at our manufacturing facilities which could cause bodily harm and accidents, which in turn could adversely impact our operations***" on page 42. For risks related to underutilisation of our production capacity, see "***– Our inability to accurately forecast order volumes or optimally schedule production, may lead to under or over capacity utilisation, which could adversely affect our manufacturing schedules and related costs***" on page 31.

4. Any actual or perceived defects in our gearboxes and drive systems or the sales and after-sale services provided through dealers or third parties may adversely impact our brand, reputation, and ability to sell our products, which could have an adverse impact on our operations.

Our gearboxes and drive systems may have defects that may require us to remedy these defects through recalls, replacements, repairs or repurchases. In addition, we could be subject to civil or criminal penalties or may incur costs for recall, replacement, repairs or repurchases. Concerns about the quality and safety of our gearboxes and drive systems, whether raised internally or by regulators, could result in production delays, recalls, loss of sales, governmental investigations, regulatory action, claims, litigation and settlements and reputational damage. This in turn could result in substantial damage to brand and consumer trust in our gearboxes and drive systems.

While we have not experienced any product recalls in the six months periods ended June 30, 2026 and 2025, and in Fiscals 2025, 2024 and 2023, any perceived or actual defect in our gearboxes, drive systems or after-sale services provided by our dealers or third parties could also result in customer claims for damages. In defending such a claim, we could incur substantial costs and be subject to negative publicity. In addition, management resources could be diverted from our business towards defending such claims. As a result, our business, results of operations, financial condition and cash flows could suffer. Furthermore, our insurance does not cover product liability costs and losses related to the recall of gearboxes and drive systems for design defects or replacement of parts. While our purchase conditions under the purchase orders with critical suppliers include indemnification provisions for liabilities arising from product defects, such recourses are subject to limitations set for the contracts, and there is no assurance that we will be able to claim losses from suppliers due to product liability claims or recalls resulting for defective supplies.

5. We depend on BSPA, one of our Corporate Promoters, for certain aspects of our operations, including the license to manufacture and sell products under its intellectual property including the "Bonfiglioli" trade name and trademark for which we pay a consideration of 6% of our annual sales of the specified products (excluding sales to BSPA and net of discounts and allowances). Any adverse change in our

relationship with BSPA could have an adverse impact on our business, financial condition, results of operations, cash flows and reputation.

As of the date of this Red Herring Prospectus, BSPA, one of our Corporate Promoters owns 100% of the Equity Share capital of our Company.

BSPA owns the Bonfiglioli technology, know-how, production and trade secrets of a majority of the products we manufacture, and the "Bonfiglioli" trade name and trademark. We therefore depend on the intellectual property economically and legally owned by BSPA for the license to manufacture and supply a majority of our products, which has been granted to us and is governed by a License for Limited Scope Manufacturing Agreement dated June 1, 2021 entered into with BSPA (together with amendments thereto, the "**License Agreement**"). Under the License Agreement, we have been granted a non-exclusive, non-transferable and non-sublicensable license to manufacture and sell certain licensed products under BSPA's intellectual property relating to trademarks, patents, drawings, utility models, design rights, know-how pertaining to the products, as well as the right to use the Bonfiglioli trademark for manufacturing and sale of such products in the specified territories of India, Nepal, Bangladesh, Pakistan and Sri Lanka, and subject to BSPA's consent, any other country. The license has been granted to us subject to certain terms and conditions for a consideration of 6% of our annual sales of the specified products (excluding sales to BSPA and net of discounts and allowances). The License Agreement has a validity of one year and is automatically renewed for successive one-year terms.

Either party can terminate the License Agreement by giving the other party a notice within three months prior to December 31 of each fiscal year. In addition, the License Agreement may be terminated for breach of terms specified therein if such breach is not remedied within a reasonable periods following written notice. Any such termination could prevent us from being able to manufacture and sell our products under this arrangement, which in turn will adversely impact our business and operations. If any material adverse change occurs in our relationship with BSPA, or in BSPA's business, or if BSPA ceases to provide its inputs for our business operations, our business, financial condition, results of operations, and cash flows may be adversely affected. For further details on our arrangements with BSPA, see "***Our Promoter and Promoter Group - Interests of our Promoters***" on page 277, and see "***History and Certain Corporate Matters – Key terms of other subsisting material agreements – License for limited scope manufacturing agreement between Bonfiglioli S.p.A., and our Company, dated June 1, 2021, read with the amendments thereof*** " on page 253.

6. ***We depend on BSPA, one of our Corporate Promoters, and other companies in the Bonfiglioli Group for certain aspects of our operations including administrative and corporate services. Any adverse change in our relationship with BSPA and the companies in the Bonfiglioli Group could have an adverse impact on our business, financial condition, results of operations, cash flows and reputation.***

As our Promoter and significant entity of the Bonfiglioli Group, BSPA provides corporate services to its subsidiaries, including our Company for fees that vary between each cluster of services and is governed by an Intercompany Service Agreement dated January 1, 2024 (the "**Intercompany Service Agreement**"). Under the Intercompany Service Agreement, BSPA provides certain services to our Company (among the other entities forming part of the Bonfiglioli Group) using a combination of BSPA's own resources as well as resources available in other companies of the Bonfiglioli Group. These services relate to functions such as information technology, internal and external communication, administration and finance, legal and governance, human resources, quality and aftersales and other centralized services more connected with our business such as product marketing, sales development, operations and purchases related services, among others. The Intercompany Service Agreement has a validity of one year and is automatically renewed for successive one-year terms.

Either party can terminate the Intercompany Service Agreement by giving the other party a notice of 30 days prior to the year-end. If any material adverse change occurs in our relationship with BSPA, or in BSPA's business, or if BSPA ceases to provide its inputs for our business operations, our business, financial condition, results of operations, and cash flows may be adversely affected. For further details on our arrangements with BSPA, see "***Our Promoter and Promoter Group - Interests of our Promoters***" on page 277, and see "***History and Certain Corporate Matters – Key terms of other subsisting material agreements – License for limited scope manufacturing agreement between Bonfiglioli S.p.A., and our Company, dated June 1, 2021, read with the amendments thereof*** " on page 253.

7. ***We have entered into and will continue to enter into related party transactions with BSPA and companies within the Bonfiglioli Group that may involve conflicts of interest, which could adversely impact our business. The arithmetic aggregate absolute total of income from related parties represented 19.91%, 14.29%, 15.59%, 17.66% and 17.70% of our total income in the six months periods ended June 30, 2026 and 2025 and in Fiscals 2025, 2024 and 2023, respectively, while the arithmetic aggregate absolute total of expenses from related parties represented 32.71%, 32.38%,***

24.83%, 25.20% and 28.66% of our total expenses in the six months periods ended June 30, 2026 and 2025 and in Fiscals 2025, 2024 and 2023, respectively.

We enter into transactions with our related parties including, among others, for sale and purchase of goods and services, royalty payments for use of intellectual property rights, payments for intercompany services and payment of dividends, on an arm's length basis. The following table provides a brief overview of our related party transactions for the periods/years indicated, compared to Total Income and Total expense:

Particulars	For the six months period ended June 30, 2026	For the six months period ended June 30, 2025	For the year ended December 31, 2025	For the year ended December 31, 2024	For the year ended December 31, 2023
	(in ₹ million unless otherwise indicated)				
Total Income	**11,391.68**	**9,664.97**	**20,235.89**	**18,611.55**	**17,018.01**
Arithmetic aggregate absolute total of income from related parties	2,267.68	1,381.01	3,154.47	3,286.81	3,012.72
Arithmetic aggregate absolute total of income from related parties as a % of total income	19.91%	14.29%	15.59%	17.66%	17.70%
Total Expenses	**9,392.54**	**8,109.85**	**16,983.56**	**16,161.56**	**14,936.30**
Arithmetic aggregate absolute total of expenses incurred in transactions with related parties	3,072.37	2,625.80	4,216.22	4,073.25	4,280.98
Arithmetic aggregate absolute total of expenses incurred in transactions with related parties as a % of total expenses	32.71%	32.38%	24.83%	25.20%	28.66%

For further details, see "***Summary of Related Party Transactions***" on page 73.

Our related party transactions, as per Ind AS 24, have been conducted on an arm's length basis and in compliance with the Companies Act, 2013. It is likely that we may enter into related party transactions in the future. For instance, our Company proposes to acquire land held by Bonfiglioli Drive Solutions Private Limited ("**BDSPL**"), one of our Group Companies and a member of the Promoter Group, on a leasehold basis at Talegaon, Maharashtra. Our Company has received the requisite approval from the Maharashtra Industrial Development Corporation ("**MIDC**") and the process for transfer of the leasehold rights from BDSPL to our Company is currently ongoing. Further, certain of our Directors, namely Ravindra Pisharody, Sonia Bonfiglioli, Massimo Sarti, Kennady V Kaippally and Gatham Anandhan Balaji, are also directors of BDSPL. All related party transactions that we may enter into post-listing will be subject to the approval of our Audit Committee, Board or Shareholders, as necessary under the Companies Act, 2013 and the SEBI Listing Regulations, and there can be no assurance that such approvals will be issued to us in a timely manner, or at all. Any future transactions with our related parties could potentially involve conflicts of interest which may be detrimental to our Company, and we cannot assure you that such conflicts of interest will be resolved in our favour. Furthermore, we cannot assure you that any future transactions will perform as expected/ result in the benefits envisaged therein, or that we could not have undertaken such transactions on more favourable terms with any unrelated parties. While we have not encountered any conflicts of interests in the six months periods ended June 30, 2026 and 2025, and in Fiscals 2025, 2024 and 2023 from related party transactions with our related parties, there can be no assurance that we will be prioritized by the relevant related party, and that we will be able to address any conflicts of interest, that may arise in the future, in our favour.

8. We depend on a limited number of customers for our sales, and revenue from our top 10 OEM customers represented 31.72%, 37.83%, 36.60%, 34.38% and 32.82% of our total revenue from operations (continuing operations) in the six months periods ended June 30, 2026 and 2025 and in Fiscals 2025, 2024 and 2023, respectively. As we do not have long-term binding agreements with all

our customers, any reduction in orders from, or loss of, any of our major customers could adversely affect our business, financial condition, results of operations and cash flows.

We depend on a limited number of customers for our sales and revenue generation. The table below highlights the percentage of revenue sourced from our top OEM customer, top-five OEM customers and top-10 OEM customers for the periods/years indicated:

Particulars	For the six months period ended June 30, 2026	For the six months period ended June 30, 2025	For the year ended December 31, 2025	For the year ended December 31, 2024	For the year ended December 31, 2023
			(₹ million unless otherwise indicated)		
Total Revenue from Contract with Customers - Continuing Operations (A)	**11,185.23**	**9,420.99**	**19,826.95**	**18,161.30**	**16,689.15**
Revenue from largest customer					
Amount (B)	1,051.28	1,093.17	2,265.48	1,801.73	1,248.68
As a % of revenue from customers – continuing operations (C=B/A)	9.40%	11.60%	11.43%	9.92%	7.48%
Revenue from top-five customers					
Amount (D)	2,828.20	2,812.89	5,704.36	4,752.26	3,910.25
As a % of revenue from customers – continuing operations (E=D/A)	25.29%	29.86%	28.77%	26.17%	23.43%
Revenue from top-10 customers					
Amount (F)	3,548.19	3,564.16	7,257.58	6,243.61	5,477.94
As a % of revenue from customers – continuing operations (G=F/A)	31.72%	37.83%	36.60%	34.38%	32.82%

We typically engage with our customers through a combination of long-term framework agreements, annual contracts and purchase order-based arrangements. While we have framework agreements with certain key customers that establish commercial terms and pricing mechanisms, these agreements do not always guarantee minimum purchase volumes or commitments. A significant portion of our revenue is generated through purchase orders placed by customers based on their requirements, project timelines and market conditions. As a result, we are dependent on our existing customer relationships and our ability to maintain our position as a preferred supplier to our customers.

The table below sets forth the revenue from our top 10 OEM customers including as a percentage of total revenue from operations (continuing operations) for the periods/years indicated and duration of relationship with such customers as of June 30, 2026:

Top 10 customers based on revenue from continuing operations in the six months ended June 30, 2026 [1]	Duration of relationship as of June 30, 2026	For the six months period ended June 30, 2026		For the six months period ended June 30, 2025		For the year ended December 31, 2025		For the year ended December 31, 2024		For the year ended December 31, 2023	
		Revenue from customer (₹ million)	% of total revenue from operations (continuing operations)	Revenue from customer (₹ million)	% of total revenue from operations (continuing operations)	Revenue from customer (₹ million)	% of total revenue from operations (continuing operations)	Revenue from customer (₹ million)	% of total revenue from operations (continuing operations)	Revenue from customer (₹ million)	% of total revenue from operations (continuing operations)
Customer 1	20	1,051.28	9.40%	770.87	8.18%	1,646.40	8.30%	1,120.66	6.17%	558.32	3.35%
Customer 2	8	833.78	7.45%	1,093.17	11.60%	2,265.50	11.43%	1,801.73	9.92%	1,248.68	7.48%
Customer 3	15	455.50	4.07%	502.82	5.34%	862.70	4.35%	1,010.73	5.57%	1,047.88	6.28%
Customer 4	9	281.59	2.52%	235.84	2.50%	480.70	2.42%	464.02	2.55%	372.49	2.23%
Customer 5	6	206.05	1.84%	144.69	1.54%	449.10	2.26%	299.88	1.65%	246.82	1.48%
Customer 6	12	180.35	1.61%	151.40	1.61%	405.90	2.05%	298.16	1.64%	251.02	1.50%
Customer 7	16	179.76	1.61%	201.58	2.14%	363.60	1.83%	318.91	1.76%	447.32	2.68%
Customer 8	13	137.36	1.23%	130.36	1.38%	226.10	1.14%	248.00	1.37%	330.43	1.98%
Customer 9	12	113.15	1.01%	78.20	0.83%	162.20	0.82%	117.75	0.65%	97.00	0.58%
Customer 10	12	109.37	0.98%	108.73	1.15%	192.80	0.97%	219.30	1.21%	174.80	1.05%
Total		**3,548.19**	**31.72%**	**3,417.66**	**36.28%**	**7,054.98**	**35.58%**	**5,899.14**	**32.48%**	**4,774.76**	**28.61%**

Notes: (1) Customer names have been masked as relevant consents for disclosure of customer names along with revenue amounts have not been received.

Any reduction in orders from, or loss of, any of our major customers due to factors such as changes in their business strategies, financial difficulties, supply chain diversification, technological changes, competitive pressures, or their decision to manufacture components in-house or source from alternative suppliers, could have a material adverse effect on our revenue and profitability. Furthermore, customer concentration exposes us to the risk that deterioration in the financial condition or business prospects of any of our major customers could result in delayed payments, payment defaults, or cancellation of orders, which could adversely impact our working capital, cash flows and financial performance.

In addition, our major customers may have significant bargaining power due to the volume of their purchases, which could result in pricing pressures, extended payment terms, or demands for better commercial terms, volume discounts or value-added services, which could adversely affect our margins and profitability. While there have been no instances in the six months periods ended June 30, 2026 and 2025 and in Fiscals 2025, 2024 and 2023 where any of our top 10 customers has discontinued their business with us, there can be no assurance that we will be able to retain our existing customers or that our major customers will continue to place orders with us at current or increased volumes in the future. In the event we lose one or more of our major customers and are unable to replace them with new customers or increase sales to existing customers, it could have a material adverse effect on our business, financial condition, results of operations, cash flows and reputation.

Furthermore, certain of our top 10 customers are our Group Companies, including Bonfiglioli Riduttori S.p.A., Bonfiglioli USA Inc., Bonfiglioli Deutschland GmbH and Bonfiglioli Trading (Shanghai). The table below sets forth our revenue from related parties and Group Companies within our top 10 customers for the periods/years indicated:

Particulars	For the six months period ended June 30, 2026	For the six months period ended June 30, 2025	For the year ended December 31, 2025	For the year ended December 31, 2024	For the year ended December 31, 2023
			(₹ million unless otherwise indicated)		
Total Revenue from Contract with customers – continuing operations (A)	**11,185.23**	**9,420.99**	**19,826.95**	**18,161.30**	**16,689.15**
Revenue from related parties and Group Companies within top 10 customers					
Amount (B)	**1,284.09**	**544.65**	**1,260.31**	**1,232.93**	**1,074.15**
As a % of revenue from Contract with customers – continuing operations	11.48%	5.78%	6.36%	6.79%	6.44%
Revenue from related parties and Group Companies					
Amount (C)	**2,263.99**	**1,294.75**	**3,064.54**	**2,762.62**	**2,714.28**
As a % of revenue from customers – continuing operations	20.24%	13.74%	15.46%	15.21%	16.26%

Also see "– ***We have entered into and will continue to enter into related party transactions with BSPA and companies within the Bonfiglioli Group that may involve conflicts of interest, which could adversely impact our business. The arithmetic aggregate absolute total of income from related parties represented 19.91%, 14.29%, 15.59%, 17.66% and 17.70% of our total income in the six months periods ended June 30, 2026 and 2025 and in Fiscals 2025, 2024 and 2023, respectively, while the arithmetic aggregate absolute total of expenses from related parties represented 32.71%, 32.38%, 24.83%, 25.20% and 28.66% of our total expenses in the six months periods ended June 30, 2026 and 2025 and in Fiscals 2025, 2024 and 2023, respectively.***" on page 25.

9. Failure to successfully commercialise co-engineered products could adversely affect our business, financial condition, results of operations, and cash flows.

We co-engineer products with customers under our Off-Highway Mobility and Wind Industries verticals, where the intellectual property for the products remains with the Bonfiglioli Group. We have historically derived a majority of our revenue from operations from such products. The table below sets forth revenue generated from co-engineer products for the periods/years indicated:

Particulars	For the six months period ended June 30, 2026		For the six months period ended June 30, 2025		For the year ended December 31, 2025		For the year ended December 31, 2024		For the year ended December 31, 2023	
	Amount (₹ million)	Percentage of total revenue from operations – continuing operations (%)	Amount (₹ million)	Percentage of total revenue from operations – continuing operations (%)	Amount (₹ million)	Percentage of total revenue from operations – continuing operations (%)	Amount (₹ million)	Percentage of total revenue from operations – continuing operations (%)	Amount (₹ million)	Percentage of total revenue from operations – continuing operations (%)
Revenue from co-engineer products	5,980.50	52.84%	5,185.82	54.00%	10,817.98	53.73%	9,948.37	53.65%	8,886.26	52.66%

Co-engineering products involves multiple stages and can take up-to 30 months to complete. The extended gestation period inherent in co-engineering exposes us to material risks. For example, due to the limited visibility we have at the commencement of a long co-engineering process, we face the risk that the technology we are offering or utilising may become obsolete before the product reaches commercialisation, and any technological advancement or industry shift during the development cycle could render our solutions less competitive or outdated. Additionally, while we collaborate closely with customers to align with their product requirements, we may be unable to achieve intended results within the timeframe committed to the customer or at costs estimated at the outset. Changes in customer's operational priorities, or market conditions during the co-engineering cycle could result in misalignment between the final product and customer needs, potentially leading to rejection of the product, contract modifications, or loss of revenue.

Co-engineering projects are also subject to macroeconomic conditions, supply chain disruptions, technical challenges, or unforeseen complications during prototyping, testing, or validation phases, which could extend development timelines and increase costs beyond initial projections. Such delays or cost escalations could adversely impact our profitability, damage customer relationships, and result in contractual penalties or loss of business.

While the long gestation period of co-engineered products creates enduring relationships with customers and opportunities to evolve with market developments, our ongoing investments in co-engineering and product development could result in higher costs without a proportionate increase in revenues in the short term, or at all.

Although we have not been required to substantively alter our co-engineering processes due to technological advancements or industry shifts and our co-engineered products have not been rejected due to misaligned expectations with the needs of our customers in the six months ended June 30, 2026 and Fiscals 2025, 2024 and 2023, any such instances in the future may lead to a failure of commercializing our co-engineered products despite extended gestation periods, which could adversely impact our business, financial condition, results of operations and cash flows.

10. Certain corporate records and forms filed by us with the RoC, are not traceable. While we have conducted a search with the RoC, in respect of the unavailability of such forms and other records, we cannot assure you that such forms or records will be available at all or any time in the future.

Our Company is unable to trace certain corporate records and regulatory filings made by us. Such records including, inter alia, documents and their particulars are set out below:

S. No.	Forms/Documents	Description
1.	Form 1 and challan	Incorporation of our Company
2.	Form 2 and challan	Allotment of Equity Shares on August 20, 1999
3.	Form 2 and challan	Allotment of Equity Shares on March 20, 2000
4.	Challan for Form 2	Allotment of Equity Shares on November 23, 2001
5.	Board resolution	Secondary transfer of shares on November 24, 2000

We have included details of such allotments and appointments in the Red Herring Prospectus based on other corporate records such as the board and shareholders' resolutions. Accordingly, we had commissioned a physical and electronic search of the RoC records through an independent practicing company secretary, Pramod S, Company Secretaries. Pursuant to the foregoing, the practicing company secretary has issued a report dated February 6, 2026.

We have, through our letter dated February 6, 2026 written to the RoC, intimating them of the forms filed by us with them (as mentioned above) which are untraceable. We cannot assure you that the regulatory filings or corporate records which we have not been able to locate will be available in the future, or that the information gathered in this regard is correct, or that the regulatory filings were done in accordance with applicable law or at all or in timely manner. While there are no outstanding regulatory or legal proceedings, no notices, disputes or penalties have arisen or been imposed in connection with these corporate records and other documents as of the date of this Red Herring Prospectus, and accordingly no imminent penalties can be foreseen. While we have implemented measures such as digitization of records, maintenance of both physical and digital copies of our documents with digital copies in dedicated folders on our network server to minimize misplacement of corporate records in the future, we cannot assure you that no notices, dispute or penalties will arise or be imposed on us in this regard in the future.

11. We may not be able to compete successfully in the highly competitive, price sensitive, and fast evolving market for gearboxes and drive systems which could have an adverse impact on our operations.

In India, we face competition from domestic gearbox and drive systems manufacturers across multiple industrial segments. Competition has intensified in recent years amidst competitively priced, technologically advanced product launches by all players as well as recent entrants. According to the F&S Report, our competitors in India for I&A customers include SEW-Eurodrive India Private Limited, Elecon Engineering Company Limited, NORD Drive Systems Private Limited, Premium Transmission Limited, Shanthi Gears Limited and Flender Drives Private Limited; for the Off-Highway Mobility Industry include SUNGBO Industrial Co., DANA India Private Limited, Comer Industries India Private Limited and PMP Drive Systems India Private Limited; and for the Wind Industry include ZF Wind Power Coimbatore Private Limited and Liebherr India Private Limited. We compete based on the following factors:

- ability to accurately identify and respond to emerging technological, regulatory and industry trends and consumer demands for product features and performance characteristics;
- product performance, quality and reliability;
- successful and timely development of new and innovative products and manufacturing processes;

- competitive pricing;
- effectiveness of manufacturing and sales and marketing efforts;
- successful and timely expansion of production capacity;
- ability to provide a stable supply of products in a timely manner to our trade partners and consumers; and
- brand recognition and financial strength.

While we believe we have competed effectively in the six months periods ended June 30, 2026 and 2025 and in Fiscals 2025, 2024 and 2023, our existing and future competitors may have significantly greater financial resources and technical capabilities, manufacturing scale, distribution networks and brand recognition that is comparable to, or more developed than, our own. In addition, we compete with local manufacturers in our export markets that may have greater familiarity and experience in dealing in such markets. If competitors' solutions surpass ours in terms of quality, performance, technological advancement, or pricing, our market share, profitability, business, financial condition, results of operations, and cash flows may be materially and adversely affected. If competitors consolidate or enter strategic partnerships, they may achieve greater economies of scale and faster time-to-market. Any failure by us to develop new technologies or react to changes in existing technologies such as electric drivetrains, smart manufacturing systems, or IoT enabled solutions, could delay our product development, resulting in loss of competitiveness, decreased revenue and market share loss. Additionally, increased competition could lower unit sales volumes and create downward pricing pressure, adversely affecting our business, financial condition, results of operations, and cash flows. Since our business focuses on mechanical gearbox and drive systems, adoption of alternative technologies such as direct drive systems or technologies that bypass gearbox requirements may lead to declining demand for our products, which may have a material adverse effect on our business, financial condition, results of operations, and cash flows.

12. Our inability to accurately forecast order volumes or optimally schedule production, may lead to under or over capacity utilisation, which could adversely affect our manufacturing schedules and related costs.

The table below sets forth information on the available manufacturing capacity, utilization and utilization as a percentage of available capacity at our facilities for the periods/ years indicated:

Facility	Six months period ended June 30, 2026*	Six months period ended June 30, 2025*	Year ended December 31, 2025	Year ended December 31, 2024	Year ended December 31, 2023
			(*in hours, except for percentages*)		
Thirumudivakkam, Tamil Nadu					
Machine Shop					
Available Capacity	353,304	322,658	687,348	629,657	594,332
Utilization	285,262	261,661	556,670	500,737	443,805
Utilization as a percentage of Available Capacity	80.74%	81.10%	80.99%	79.53%	74.67%
Assembly					
Available Capacity	167,184	163,080	323,411	312,570	312,570
Utilization	102,746	88,634	181,709	162,655	151,406
Utilization as a percentage of Available Capacity	61.46%	54.35%	56.19%	52.04%	48.44%
Mannur, Tamil Nadu					
Assembly					
Available Capacity	35,938	24,468	54,040	48,320	112,368

Facility	Six months period ended June 30, 2026*	Six months period ended June 30, 2025*	Year ended December 31, 2025	Year ended December 31, 2024	Year ended December 31, 2023
			(*in hours, except for percentages*)		
Utilization	27,997	18,001	41,913	35,463	65,039
Utilization as a percentage of Available Capacity	77.90%	73.57%	77.56%	73.39%	57.88%
Machine Shop					
Available Capacity	5,663	-	-	-	-
Utilization	4,118	-	-	-	-
Utilization as a percentage of Available Capacity	72.72%	-	-	-	-
Talegaon, Maharashtra					
Assembly					
Available Capacity	86,146	66,818	140,950	129,105	91,482
Utilization	66,319	51,168	108,522	92,456	52,905
Utilization as a percentage of Available Capacity	76.99%	76.58%	76.99%	71.61%	57.83%

** Not annualized*

Notes:

(i) Our Company produced 8,780 SKUs, 8,014 SKUs, 11,857 SKUs, 11,517 SKUs and 9,959 SKUs of Gearbox & Gearmotors (SKU's) in the six months periods ended June 30, 2026 and June 30, 2025 and the financial years ended December 31, 2025, December 31, 2024 and December 31, 2023. Each SKU has multiple sub-components and there are multiple SKUs which require different machining and/or assembly processes. The time for machining and or assembly for each SKU is different. The capacity utilisation also depends on the SKU's that our Company manufactures as per demand. Hence, capacity utilization in the table above has been computed based on the number of available hours of machines used in the manufacturing processes during a period ("Available Capacity") and the number of hours for which such machines were utilized during the relevant period

(ii) The calculation of the hours for which machines were available during the periods included above is based on the following assumptions and estimates: (i) each of the machines operates for 22.5 hours a day (after deducting 30 minutes due for shift change) across 302 working days in a financial year (excluding one weekly holiday) (or 151 working days during the six months periods ended June 30, 2026 and June 30, 2025): (ii) in case of heat treatment plant at Thirumudivakkam which is continuous process plant, the Available Capacity is computed on 342 days in a financial year (excluding the mandatory maintenance period) (or 171 working days during the six months periods ended June 30, 2026 and June 30, 2025) ; and (iii) the manufacturing facilities located in Thirumudivakkam, Tamil Nadu and Talegaon, Maharashtra operated on a 3 shift basis, while the manufacturing facility located in Mannur, Tamil Nadu operated on a 2 shift basis in the financial year ended December 31, 2023 and one shift basis in the financial years ended December 31, 2024 and December 31, 2025 and the six months periods ended June 30, 2025 and June 30, 2026. Owing to these shifts, the year-on-year available capacity of the manufacturing facility in Mannur is not directly comparable.

(iii) In case of the manufacturing facility located in Mannur, Tamil Nadu, certain equipment have been relocated to the assembly plant located at Talegaon, Maharashtra in the financial years ended December 31, 2023 and December 31, 2024 due to business requirements. Hence, the same is reflected in the reduced available capacity for the respective periods in Mannur, Tamil Nadu facility. Furthermore, since establishing the assembly plant in Talegaon, our Company has gradually increased use of the facility resulting in an increase in available capacity from 91,482 hours in the financial year ended December 31, 2023, to 129,105 hours in the financial year ended December 31, 2024, to 140,950 hours in the financial year ended December 31, 2025 and to 86,146 hours in the six months period ended June 30, 2026. The increase in the available assembly capacity in Mannur during the financial year ended December 31, 2025 and the six months period ended June 30, 2026 was the result of addition of motor assembly and testing line in Q4 of the financial year ended December 31, 2025. The machine shop was added to the manufacturing facility at Mannur towards the end of the financial year ended December 31, 2025 as a result of a slump sale acquisition from Bonfiglioli Drive Solutions Private Limited pursuant to a business transfer agreement.

(iv) In case of the machine shop at the manufacturing facility located in Thirumudivakkam, Tamil Nadu, certain machines have been added in each of the periods, resulting in an increase in the Available Capacity.

If we fail to accurately forecast order volumes or plan production schedules, we may experience capacity utilisation inefficiencies that could impact our operational performance and financial results. Since a portion of our gearboxes and drive systems are manufactured for direct customers exclusively on order, our production planning relies on demand forecasting rather than inventory management to that extent.

The table below sets forth information on our inventories and inventory turnover ratio for the periods indicated:

Particulars	As of and for the six months period ended June 30		As of and for the year ended December 31		
	2026	2025	2025	2024	2023
Inventories (₹ million)	3,776.06	3,401.95	3,192.13	3,214.17	3,322.79
Inventory turnover ratio	1.98	1.82	3.91	3.61	3.64

Note: Inventory turnover ratio is calculated as Cost of Goods Sold divided by Average Inventory.

Timing mismatches between production planning cycles and fluctuating order patterns may create operational disruptions affecting manufacturing schedules, increasing costs, delaying deliveries, and potentially damaging our market reputation, thereby adversely affecting our business, financial condition, results of operations, and cash flows.

13. Our ongoing and proposed capacity addition plans are subject to the risk of unanticipated delays in implementation and cost overruns.

We have made and intend to continue making investments to add capacities through additional manufacturing facilities close to our existing facility in Maharashtra to aid our growth efforts. We have recently commenced manufacturing electric motors at our facility in Mannur (Tamil Nadu) in October 2025 and intend to establish a new manufacturing facility in Talegaon (Maharashtra), adjacent to our existing operational facility, to focus on manufacturing heavy-duty gearboxes. The land in Talegaon (Maharashtra) on which we propose to establish our new facility is currently held by one of our Group Companies, BDSPL, under a lease agreement entered into by BDSPL with MIDC, and the process for transfer of the leasehold rights in favour of our Company is ongoing, as of the date of this Red Herring Prospectus.

Our expansion plans remain subject to the potential problems and uncertainties that construction projects face including cost overruns or delays. Problems that could adversely affect our expansion plans include labour shortages, increased costs of equipment or manpower, delays or defects in design or construction, the possibility of unanticipated future regulatory restrictions, incremental preoperative expenses, taxes and duties, interest and finance charges, working capital margin, environment and ecology costs and other external factors which may not be within the control of our management. We may also face interruptions in the supply of electricity and water required for our construction efforts and operations. Further, there might be price fluctuations and the currently estimated project costs may increase on account of factors beyond our control, including increase in cost of machinery and associated transportation or other charges or taxes. Failure to complete the development on time and within budget could adversely affect our business, financial condition, results of operations, and cash flows.

Under Indian laws, manufacturing facilities such as ours are subject to government approvals and permits, including registration and licences under the Factories Act,1948 environment protection approvals, pollution discharge permits, drainage licences, work safety approvals, labour related approvals, fire protection approvals, among others. See "***Key Regulations and Policies in India***" and "***Government and Other Approvals***" on pages 242 and 404, respectively. There is no assurance that we will be able to comply with the requirements of such government supervision or procure the approvals in a timely manner or at all. As a result, we may be subject to administrative uncertainty, fines, or the delays of use of such projects. Any of the foregoing could materially and adversely affect our business operations. See also "**– *We require certain approvals and licences in the ordinary course of business, and the failure to obtain or retain them in a timely manner may adversely affect our operations***" on page 40.

14. We partly depend on our dealer network for the sale of our gearboxes and the provision of services, including after-sale services to customers under our Industry & Automation Solutions ("I&A") vertical. Any disruption in this network could adversely affect our business, financial condition, results of operations, and cash flows.

We rely on our network of 44 dealers to sell gearboxes and provide after-sale services across India to customers under our I&A Solutions vertical as of June 30, 2026. The table below sets forth channel-wise split of sales for the periods/years indicated:

Sales Channel	Six months period ended June 30, 2026		Six months period ended June 30, 2025		Year ended December 31, 2025		Year ended December 31, 2024		Year ended December 31, 2023	
	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)
Dealer sales	2,145.72	18.96%	1,865.11	19.42%	3,909.41	19.42%	3,535.58	19.07%	3,333.07	19.75%
Direct sales	6,741.06	59.56%	6,210.11	64.66%	12,746.32	63.30%	11,756.65	63.41%	10,556.18	62.56%
Inter-company sales [(1)]	2,263.99	20.00%	1,294.75	13.48%	3,064.77	15.22%	2,775.09	14.97%	2,722.21	16.13%
Others[(2)]	167.92	1.48%	233.59	2.44%	414.76	2.06%	474.51	2.56%	261.84	1.55%
Total	**11,318.69**	**100.00%**	**9,603.55**	**100.00%**	**20,135.26**	**100.00%**	**18,541.83**	**100.00%**	**16,873.30**	**100.00%**

Notes:

(1) Inter-company sales includes sale of finished goods such as yaw drives and swing drives to related parties for onward sale to their customers.

(2) Others includes non-core sales such as the sale of components to vendors.

We enter into agreements with our dealers for one-year terms that are automatically renewed yearly, and as a result, have long-standing relationships with most of our dealers. As of June 30, 2026, 16 out of 44 dealers had been engaged with us for 20 years or more. We are therefore dependent on our existing dealer network to the extent of the revenue we generate from sales to the network. Our dealers are incentivized through discounts they are entitled to claim depending on the sales they make. Our dealers' continued association with us is dependent to a large extent on our brand, price competitiveness, efficient and timely product deliveries, and consistent product quality, all of which impact the marketability of our products and therefore volume of sales by dealers. If we are unable to provide adequate gearboxes to meet the demand of our dealers for sales or after-sales services due to insufficient manufacturing capacity, miscommunications, inaccurate demand forecast or otherwise, our sales and after-sale services could be negatively affected. In addition, some of our dealers are not engaged with us on an exclusive basis and have the ability to distribute products of our competitors in India. If our relationship with a dealer is terminated or if a dealer prefers to focus on its business with our competitors and reduces purchases of our gearboxes, we may not be able to replace such relationship with a new dealer in a timely manner or at all. In addition, any such new relationship may take time to develop and may not be as favourable to us as the relationship it is replacing.

Furthermore, since dealers have direct contact with our customers when they purchase our gearboxes and during the after-sale services, their conduct has a significant impact on the customers' perception of our gearboxes and our brand. Our dealer network may also be affected by issues affecting dealers such as bankruptcy, non-compliance of legal requirements, failure of their information systems or any security breach or any labour unrest and slowdowns, and the adverse effects of the seasonality of sales, could lead to fluctuations in our revenue and could also negatively affect both, our financial performance and our reputation in the industry and amongst customers. For instance, we have previously had some dealers default on their payment obligations towards us for an amount of ₹5.69 million in Fiscal 2017. We have since initiated legal proceedings against such dealers to recover the sum owed to us. There can be no assurance that the legal proceedings will be decided in our favour or that we will not experience similar issues with our existing dealer network in the future. Any such disputes in the future or any failure to renew our existing arrangements with our dealer network on similar terms or at all, could impact our ability to access end-customers across a wide range of industries, which could adversely affect our business, financial condition, results of operations, and cash flows.

15. Our manufacturing facilities at Talegaon (Maharashtra) and Mannur (Tamil Nadu) are not located on land owned by us and we have only leasehold rights. In the event we lose or are unable to renew such leasehold rights, our business, financial condition, results of operations and cash flows may be adversely affected.

As on June 30, 2026, three of our operational manufacturing facilities are located on land that is not owned by us, and the land on which we propose to set up a new manufacturing facility to manufacture heavy-duty gear motors is not owned by us. The table below provides information on properties held by us on a leasehold basis as of the date of this Red Herring Prospectus:

S. No.	Facility	Address	Lessor	Lease/Freehold	Date of expiry of agreement
1.	Mannur, Tamil Nadu*	Survey No. 528/1, 528/3, 528/4, 528/5A, 528/5B and 528/5C, Mannur Village, Sriperumbudur Taluk, Chennai – 602105, Tamil Nadu, India	N. Vishal and V. Raahul	Leased	July 31, 2029

S. No.	Facility	Address	Lessor	Lease/Freehold	Date of expiry of agreement
2.	Talegaon, Maharashtra	Plot No. E-5/2, MIDC Talegaon - Phase II, Village – Badhalwadi Taluka – Mawal, Pune 410507, Maharashtra, India	Maharashtra Industrial Development Corporation	Leased	95 years starting from May 1, 2022

[*] *Includes an additional lease pursuant to agreement dated August 31, 2026, with Nalini S, at No. 109 (New No. 50) Mannur Village, Sriperumbudur Taluk, Kanchipuram District 602 105, Tamil Nadu, India.*

We occupy the premises for our Mannur Facility on a leasehold basis based on a lease agreement that was entered into for a period of three years with effect from August 1, 2026, and that may be terminated by either party with at least six months' notice. The premises for our manufacturing facility operational at Talegaon is owned by MIDC and has been leased to us pursuant to a lease agreement dated March 24, 2025 for a period of 95 years with effect from May 1, 2022. We are obligated to comply with certain covenants under the agreement, including restrictions on construction on the land, planting and maintaining trees along the periphery of the property and preferentially employing labourers who fulfil MIDC's criteria or are locals from the area near the facility.

In the event that these existing leases are terminated or they are not renewed on commercially acceptable terms, we may suffer a disruption in our operations. If alternative premises are not available at the same or similar costs, sizes or locations, our business, financial condition, results of operations and cash flows may be adversely affected. If we are unable to comply with the conditions of our lease arrangements, we may not be able to maintain use of such premises and may have to relocate our operations which may not be cost-effective. In addition, any regulatory non-compliance by the landlords or adverse development relating to the landlords' title or ownership rights to such properties, including as a result of any non-compliance by the landlords, may entail significant disruptions to our operations and expose us to reputational risks, especially if we are forced to vacate leased spaces following any such developments. If our sales do not increase in line with our rent and costs, including setup and interior design costs, our profitability, business, financial condition, results of operations, and cash flows could be adversely affected. While we have not faced any instances of difficulties in negotiating our lease arrangements or premature termination of existing lease agreements that led to any adverse effect on our business or operations in the six months periods ended June 30, 2026 and in Fiscals 2025, 2024 and 2023, we cannot assure you that such instances will not occur in the future.

16. Our global sales involve challenges and risks including in relation to inflation, exposure to foreign exchange fluctuations, trade restrictions, geopolitical developments and compliance with international laws, that could increase our costs, adversely affect our business, financial condition, results of operations, cash flows and require increased time and attention from our management.

We sell our gearboxes and drive systems in India and export them to various regions outside India, including the United States of America, Italy, Germany and China. The table below sets forth geography-wise revenue from contract with customers – continuing operations as per Ind AS – 108, Operating Segments ("**Ind AS-108**"), including as a percentage of total revenue from contracts with customers – continuing operations for the periods/years indicated:

Revenue from contract with customers – continuing operations	For the six months period ended June 30, 2026		For the six months period ended June 30, 2025		For the year ended December 31, 2025		For the year ended December 31, 2024		For the year ended December 31, 2023	
	Amount (₹ million)	Percentage of total revenue from contract with customers – continuing operations (%)	Amount (₹ million)	Percentage of total revenue from contract with customers – continuing operations (%)	Amount (₹ million)	Percentage of total revenue from contract with customers – continuing operations (%)	Amount (₹ million)	Percentage of total revenue from contract with customers – continuing operations (%)	Amount (₹ million)	Percentage of total revenue from contract with customers – continuing operations (%)
India	7,833.67	70.04%	6,981.67	74.11%	14,372.84	72.49%	13,546.37	74.59%	12,709.58	76.15%
USA	1,591.60	14.23%	1,451.28	15.40%	3,077.40	15.52%	2,405.17	13.24%	1,577.45	9.45%
Italy	342.68	3.06%	252.15	2.68%	607.63	3.06%	373.18	2.05%	371.31	2.22%
Germany	322.47	2.88%	194.49	2.06%	435.33	2.20%	642.25	3.54%	589.16	3.53%
China	108.15	0.97%	94.17	1.00%	186.70	0.94%	411.43	2.27%	592.70	3.55%
Other countries	986.66	8.82%	447.23	4.75%	1,147.05	5.79%	782.90	4.31%	848.95	5.09%
Total	**11,185.23**	**100.00%**	**9,420.99**	**100.00%**	**19,826.95**	**100.00%**	**18,161.30**	**100.00%**	**16,689.15**	**100.00%**

Notes: Other countries include the United Kingdom, Brazil, Spain, France, Vietnam, Singapore, Turkey, Slovakia, New Zealand, South Africa, South Korea, Chile, Kenya, Bangladesh and Australia.

Our global sales subject us to risks inherent in doing business in such geographies. Some of these risks include, (i) the unexpected deterioration of the relationship between India and countries to which we export our products to or from which we source parts and materials, including the imposition of trade and economic sanctions and the revocation of free trade agreements; (ii) the failure to comply with a variety of international, national and local legal and regulatory requirements, including consumer protection, data protection, intellectual property, tax and trade law, as well as tariffs, export quotas, customs duties or other trade restrictions; (iii) the potential for unexpected changes in legal, political, regulatory, social and economic conditions or policies in the countries in which our products are sold and in countries from which we source supplies from third-party suppliers; (iv) exposure to liabilities under various anti-corruption and anti-money laundering laws; (v) the need to adjust our business approach effectively to target customers in the various countries in which we sell our products, and adapt our product offering and our logistics, payment, fulfilment and customer care practices to take account of local preferences, customs and practices; and (vi) increasing rates of inflation and foreign exchange fluctuations, which would affect our profitability. The occurrence of any of the risks described above could have a material adverse effect on our business, financial condition, results of operations, cash flows and prospects. While none of these risks has materialized or had an adverse impact on our sales and operations in the six months periods ended June 30, 2026 and 2025 and Fiscals 2025, 2024 and 2023, any significant changes to global trade policies, particularly in respect of tariffs that may be imposed for imports into the United States from India, may materially impact our business, financial condition, results of operations, and cash flows.

17. There are outstanding legal proceedings involving our Company, directors and promoters. Any adverse outcome in such proceedings may have an adverse impact on our reputation, business, financial condition, results of operations and cash flows

There are outstanding legal proceedings involving our Company, directors and promoters. These proceedings are pending at different levels of adjudication before various courts and regulatory authorities. For further details, see "***Outstanding Litigation and Material Developments***" on page 400. A summary of the outstanding proceedings includes details of criminal proceedings, tax proceedings, statutory and regulatory actions including disciplinary actions by the SEBI or stock exchanges and material pending civil litigation. Our Company has adopted a Materiality Policy for disclosure of relevant outstanding litigations involving our Company, Promoters, Directors, KMPs, SMPs and Group Companies. For further details, see "***Outstanding Litigation and Material Developments***" on page 400.

The table set forth below provides the details of the litigations disclosed in this Red Herring Prospectus in accordance with our Materiality Policy.

Name	Number of Criminal Proceedings	Number of Tax Claims	Number of Statutory or regulatory actions	Number of Disciplinary actions by the SEBI or Stock Exchanges against the Promoter	Number of Material pending civil litigation	Aggregate amount involved (in ₹ million)*
Company						
By our Company	8	N.A	N.A	N.A	Nil	43.11
Against our Company	Nil	6[%]	Nil	N.A	Nil	354.35
Directors						
By our Directors	Nil	N.A	N.A	N.A	Nil	Nil
Against our Directors	1	Nil	Nil	N.A	Nil	0.08
Key Managerial Personnel and members of Senior Management						
By our KMPs and SMPs	Nil	N.A	N.A	N.A	N.A	Nil
Against our KMPs and SMPs	Nil	N.A	Nil	N.A	N.A	Nil
Promoters						

Name	Number of Criminal Proceedings	Number of Tax Claims	Number of Statutory or regulatory actions	Number of Disciplinary actions by the SEBI or Stock Exchanges against the Promoter	Number of Material pending civil litigation	Aggregate amount involved (in ₹ million)*
By our Promoters	Nil	N.A	N.A	N.A	Nil	Nil
Against our Promoters	Nil	4	Nil	Nil	Nil	36.36
Group Companies						
Outstanding litigation which may have a material impact on our Company			Nil			

** To the extent quantifiable.*

*% Our Company has filed a civil writ petition under Article 226 of the Constitution of India, before the Hon'ble High Court of Judicature at Madras challenging the SCN dated August 25, 2026, received from the Office of the Commissioner of GST & Central Excise. The SCN alleges excess and ineligible availing of input tax credit ("**ITC**") amounting to ₹316.85 million, including in respect of the suppliers charging 28% of GST instead of 18%. Our Company seeks to quash the SCN and has sought a stay on all further proceedings pending disposal of the writ petition. The matter is currently pending, and our Company has also sought an opinion confirming that the related exposure is remote. For further details, please see **"Outstanding Litigation and Material Developments – Material tax matters involving our Company"** on page 401.*

*# Our Company has filed an adjudication application under section 454 of the Companies Act, 2013 dated January 14, 2026, before the Adjudicating Officer, RoC, for seeking adjudication on non-compliance of section 203(1)(ii) of the Companies Act, 2013, read with Rule 8A of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for an unintentional delay in appointing a company secretary. The default has been rectified, and the Company has sought adjudication with no penalty or minimum penalty. The matter is currently pending. For further details, please see **"Outstanding Litigation and Material Developments – Litigation involving our Company"** on page 401.*

Involvement in such proceedings and any ongoing investigations by regulatory or tax authorities, could divert our management's time and attention and consume financial resources. For instance, please see "***Outstanding Litigations and Material Developments – Material tax matters involving our Company***" on page 401. Furthermore, unfavourable orders could have an adverse impact on our business, financial condition, results of operations, and cash flows. We cannot assure you that these legal proceedings or investigations will be decided in our favour and that no further liability will arise out of these proceedings or would not have a material adverse effect on the business, financial condition, results of operations, and cash flows of our Company. Even if we are successful in defending such cases, we may be subject to legal and other costs incurred pursuant to defending such litigation, and such costs may be substantial and not recoverable.

Our Company is in the process of litigating these matters and based on the assessment in accordance with applicable accounting standards, our Company has presently not made provisions of the specific pending legal proceedings (apart from those in relation to tax claims). While our Company has made provision for disputed matters in general, in the event of any adverse rulings in these proceedings or consequent levy of penalties including for amounts beyond the provisions currently made by us, we may need to make payments or make further provisions for future payments, which may increase expenses and current or contingent liabilities. For details of our contingent liabilities, see "***Summary of contingent liabilities***" on page 72, and "***– We have certain contingent liabilities as per Ind AS-37 "Provisions, Contingent Liabilities and Contingent Assets", and our business, financial condition, results of operations, and cash flows could be adversely affected if any of these contingent liabilities materialise***" on page 46. Furthermore, there may be certain outstanding matters, as on date or in the future, for which the aforementioned parties may not have been served with summons or relevant case documents, which may result in adverse findings against us. An adverse outcome in any of these proceedings, either individually or in aggregate, may affect our reputation, business, financial condition, results of operations, cash flows and prospects.

18. Our Statutory Auditor's examination report on our restated financial statements discloses certain modifications and certain matters specified in the Companies (Audit and Auditors) Rules, 2014 and Companies Auditor's Report Order, 2020, that were included in the reports for the audited financial statements for the six months periods ended June 30, 2026 and June 30, 2025, and Fiscals 2025, 2024 and 2023.

Our Statutory Auditors' report on the audited financial statements for Fiscals 2025, 2024 and 2023, under the section on other legal and regulatory requirements, included a modification which indicated that the daily back-up of the books of account and other relevant books and papers, maintained in electronic mode, has not been kept on servers physically located in India. In addition, our Statutory Auditor has made certain modifications in its reports on the audited financial statements for Fiscals 2025 and 2024 with respect to the accounting software as well as third-party accounting software used by us for maintaining our books of account. These modifications include, among others, that the audit trail (edit log) feature was not enabled for certain relevant transactions and, in certain cases, at the database level, throughout the relevant year. As a result, our Statutory Auditor was unable to comment upon whether there was any instance of audit trail feature being tampered with, where enabled, throughout the relevant year in respect of the accounting software as well as third-party accounting software.

In addition, our Statutory Auditor in the auditor's reports to the audited financial statements for Fiscals 2025, 2024 and 2023, issued under the Companies Auditor's Report Order, 2020 ("**CARO**"), included modifications which indicated that there have been delays in payment of certain statutory dues, including tax deducted at source, tax collected at source and professional tax, during the relevant years. Further, the CARO report for Fiscal 2025 also included observations relating to (i) the execution of one lease agreement in respect of an immovable property leased by our Company; and (ii) approvals of the Audit Committee in respect of related party transactions during the relevant period.

In addition, our Statutory Auditor in the audit report on the audited interim financial statements for the six months period ended June 30, 2025 included an "Other Matter" paragraph in respect of the unaudited comparative financial information for the six months period ended June 30, 2024 included therein. While these modifications and observations did not result in any adjustments being made to the Restated Financial Information, there can be no assurance that the audit reports for any future fiscal periods will not contain modifications that may require significant adjustments. Investors should consider these observations of our Statutory Auditor in evaluating our business, financial condition, results of operations and cash flows.

19. There have been delays in payment of statutory dues by our Company. Inability to make timely payment of our statutory dues could result us into paying interest on the delay in payment of statutory dues which could adversely affect our business, financial condition, results of operations, and cash flows.

Our Company, in the regular course of its operations, is required to pay certain statutory dues including the employee state insurance as per Employee State Insurance Act,1948, provident fund as per Employee' Provident Fund & Miscellaneous Provisions Act,1952, professional tax, income tax as per Income Tax Act, GST as per Central Goods and Service Tax Act, 2017, gratuity as per The Payment of Gratuity Act, 1972, bonus as per The Payment of Bonus Act,1965, and compliances under the Companies Act, 2013. For further information on the statutory dues payable by us, see "***Key Regulations and Policies in India***" on page 242.

Except as stated below, there have been no instances of delays in payment of statutory dues by our Company during the six months periods ended June 30, 2026 and 2025 and Fiscals 2025, 2024 and 2023:

Nature of Statutory Dues	For the six months period ended June 30, 2026			For the six months period ended June 30, 2025			For the year ended December 31, 2025			For the year ended December 31, 2024			For the year ended December 31, 2023		
	Number of instances	Due Amount including interest	Maximum days of delay	Number of instances	Due Amount including interest	Maximum days of delay	Number of instances	Due Amount including interest	Maximum days of delay	Number of instances	Due Amount including interest	Maximum days of delay	Number of instances	Due amount including interest	Maximum days of delay
	(in ₹ million, except otherwise stated)														
GST	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
TDS (u/s 194C)	-	-	-	-	-	-	-	-	-	1	0.01	29	2	0.01	84
TDS (u/s 192B)	-	-	-	-	-	-	-	-	-	1	0.33	60	-	-	-
TDS (u/s 194H)	-	-	-	-	-	-	-	-	-	-	-	-	1	0.00	55
TDS (u/s 194J)	1	0.83	166	-	-	-	-	-	-	-	-	-	1	0.00	115
TDS (u/s 194I)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
TDS (u/s 195)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
TCS (u/s 206C(1h)	-	-	-	-	-	-	-	-	-	-	-	-	10	0.06	328
Provident Fund	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
ESIC	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Professional	1	0.06	10	2	0.07	11	2	0.07	11	2	0.82	79	-	-	-

Nature of Statutory Dues	For the six months period ended June 30, 2026			For the six months period ended June 30, 2025			For the year ended December 31, 2025			For the year ended December 31, 2024			For the year ended December 31, 2023		
	Number of instances	Due Amount including interest	Maximum days of delay	Number of instances	Due Amount including interest	Maximum days of delay	Number of instances	Due Amount including interest	Maximum days of delay	Number of instances	Due Amount including interest	Maximum days of delay	Number of instances	Due amount including interest	Maximum days of delay
	(in ₹ million, except otherwise stated)														
Tax															

Note: 0.00 represents an amount less than ₹ 0.01 million

We cannot assure you that going forward we will be able to make payment of our statutory dues in a timely manner or at all, which could result in penal or other regulatory action including payment of interest on the delay in payment of statutory dues, which could adversely affect our business, financial condition, results of operations, and cash flows.

20. After the completion of the Offer, one of our Corporate Promoters, Bonfiglioli S.p.A will continue to hold substantial shareholding in our Company.

As on the date of this Red Herring Prospectus, one of our Corporate Promoters, Bonfiglioli S.p.A. holds 100% of the share capital of our Company including shares held by six nominees, on behalf of the BSPA. For details of their shareholding pre and post Offer, see "***Capital Structure***" on page 93. After the completion of the Offer, our Promoter will continue to hold substantial shareholding in our Company, and will continue to exercise significant influence over our business policies and affairs and all matters requiring Shareholders' approval, including the composition of our Board, the adoption of amendments to our articles of association, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditures. This concentration of ownership also may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of our shareholders. The interests of the BSPA as our controlling shareholder could conflict with our interests or the interests of its shareholders. We cannot assure you that the Promoter will act to resolve any conflicts of interest in our favour and any such conflict may adversely affect our ability to execute our business strategy or to operate our business. For further details in relation to the interests of our Promoter in the Company, see "***Our Promoters and Promoter Group***" and "***Our Management***" on pages 274 and 255, respectively.

21. We or BSPA may not succeed in continuing to establish, maintain and strengthen the "Bonfiglioli" brand and the brand could be harmed by complaints and negative publicity, in India and globally, which could have an adverse impact on our reputation, business, financial condition, results of operations, and cash flows.

We depend on BSPA for the use of the "Bonfiglioli" brand, and we share the brand name with other companies within the Bonfiglioli Group. The success of our business depends on our and BSPA's ability to develop, maintain and strengthen the "Bonfiglioli" brand. To promote the "Bonfiglioli" brand further, we may be required to evolve our marketing practices, which could result in an increase in our costs. Various factors, some of which are beyond our or BSPA's control, are critical for maintaining and enhancing our brand. These include our or BSPA ability to increase brand awareness among existing and potential customers, adopt new technologies or adapt our systems to customer requirements or emerging industry standards, and protect the intellectual property related to our brand. If we or BSPA fail to preserve the value of the "Bonfiglioli" brand, maintain our reputation, or attract consumers to our brand through, for example, quality after-sale services to our customers, our business could be adversely impacted. Furthermore, our and BSPA's reputation and the "Bonfiglioli" brand is vulnerable to threats that can be difficult to predict or control, and costly or unfeasible to remediate. In addition, any negative publicity about us, BSPA or the "Bonfiglioli" brand, whether as a result of our own or our third-party service providers' actual or alleged conduct, complaints or negative reviews by customers, alleged misconduct, unethical business practices, safety breaches or other improper activities, or rumours relating to our or BSPA's business, directors, officers, employees or shareholders, could harm our reputation, business, financial condition, results of operations, and cash flows. While we have not experienced any such instances of negative publicity in the six months periods ended June 30, 2026 and 2025 and in Fiscals 2025, 2024 and 2023, any allegations of this nature, even if not proved, may lead to inquiries, investigations, or other legal actions against us which could cause us to incur significant costs to defend ourselves.

The occurrence of any of these instances could create a negative perception of our brand and impact our reputation and operations. Any negative publicity regarding our business partners that we closely cooperate with, or any regulatory inquiries or investigations and lawsuits initiated against them, may also have an impact on the "Bonfiglioli" brand and our or BSPA's reputation, or subject us to regulatory inquiries or investigations or lawsuits. Our brand image may also be affected negatively if customers believe we are no longer able to offer high-quality

gearboxes and drive systems and parts and related services that meet evolving customer demands which, in turn, would affect our sales volumes, business, financial condition, results of operations, and cash flows.

22. We substantially depend on the sales of yaw and pitch drives to the Wind Industry, and low to medium duty gear motors to customers in the Industry & Automation vertical. Any decrease in the demand for or disruption in the manufacture of these products, could adversely impact our operations.

While we manufacture gearboxes and drive systems for a wide range of industries, we derive a significant portion of our revenue from operations from sale of yaw and pitch drives to our customers under the Wind Industry vertical and sale of low to medium duty gear motors to our customers under the Industry & Automation vertical. The table below sets forth revenue generated from sale of yaw and pitch drives and low to medium duty gear motors for the periods/years indicated:

Particulars	For the six months period ended June 30, 2026		For the six months period ended June 30, 2025		For the year ended December 31, 2025		For the year ended December 31, 2024		For the year ended December 31, 2023	
	Amount (₹ million)	Percentage of total revenue from operations – continuing operations (%)	Amount (₹ million)	Percentage of total revenue from operations – continuing operations (%)	Amount (₹ million)	Percentage of total revenue from operations – continuing operations (%)	Amount (₹ million)	Percentage of total revenue from operations – continuing operations (%)	Amount (₹ million)	Percentage of total revenue from operations – continuing operations (%)
Yaw and pitch drives	3,096.46	27.36%	3,092.33	32.20%	6,347.70	31.53%	5,994.29	32.33%	5,009.58	29.69%
Low to medium duty gear motors	4,272.25	37.75%	3,523.78	36.69%	7,346.77	36.49%	6,885.25	37.13%	6,487.40	38.45%

The continued demand for such drive systems is dependent on the continued growth and operational activity of the renewable energy industry while the demand for such gear motors is dependent on the continued shift toward integrated gear motor units, growing adoption of modular gear motors and development of manufacturing clusters in India (*Source: F&S Report*). If there is a decrease in the demand for wind turbines and worm gear technology due to technology advancements or reduced use of machinery involving our yaw and pitch drives or low to medium gear motors, or if our customers under the Wind Industry and Industry & Automation verticals experience disruptions in their operations, our business could be adversely impacted.

23. We require certain approvals and licences in the ordinary course of business, and the failure to obtain or retain them in a timely manner may adversely affect our operations.

Our operations are subject to extensive government regulations, and we are required to obtain and maintain several statutory and regulatory permits, approvals, registrations and licenses under various regulations, guidelines, circulars and statutes regulated by authorities such as the Government of India, the State Governments and certain other regulatory and government authorities, for operating our business such as consent to operate, consent to establish, registration and license to work a factory, no-objection certificate from fire department, amongst others, all of which are required to carry out/ undertake our operations. While we have obtained a number of approvals required for our operations, certain approvals that we have submitted applications for are currently pending. There is no assurance that we will receive these approvals on time or at all. In addition, to operate our manufacturing facilities, we require land use and environmental permits and other operating permits from central, state, and local government entities. While we currently have the necessary approvals to carry out and perform our current plans and operations at our manufacturing facilities, our approvals may expire in the ordinary course, and we may be required to make applications for such renewals. If we fail to obtain or retain any of these approvals or licences, or renewals thereof, in a timely manner, it may disrupt our operations, result in the imposition of penalties and may adversely affect our operations, business, financial condition, results of operations, and cash flows. Some of our approvals are valid for a limited duration or are subject to certain conditions. We cannot assure you that these approvals would not be suspended or revoked in the event of, an 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. See also "***Changing laws, rules and regulations in India and legal uncertainties may adversely affect our business, financial condition, results of operations, cash flows and prospects***" on page 53. In the future we will be required to apply for fresh approvals and permits for any new manufacturing facilities, including the proposed facility at Talegaon

(Maharashtra). For more details, please see "***Our ongoing and proposed capacity addition plans are subject to the risk of unanticipated delays in implementation and cost overruns***" on page 33.

24. Non-compliance with, and changes in, safety, health and environmental laws and various labour, workplace and related laws and regulations may increase our compliance costs and as such adversely affect our business, financial condition, results of operations, cash flows, and prospects.

We are subject to a broad range of safety, health, environmental, labour, workplace and related laws and regulations in the jurisdictions in which we operate, which impose controls on workplace safety, noise emissions, air and water discharges and other aspects of our operations. For further information on the laws and regulations applicable to our business, see "***Key Regulations and Policies in India***" on page 242.

The adoption of stricter environmental, labour, health and safety laws and regulations, stricter interpretations of existing laws, increased governmental enforcement of laws or other developments in the future may require that we make additional capital expenditures, incur additional expenses or take other actions in order to remain compliant and maintain our current operations. Compliance with, and changes in, these laws and regulations or terms of approval may increase our compliance costs and adversely affect our business, financial condition, results of operations, cash flows, and prospects. We are also subject to laws and regulations governing relationships with employees in areas such as minimum wage and maximum working hours, overtime, working conditions, hiring and termination of employees, contract labour and work permits.

While we have not been held to have violated applicable regulations in the six months ended June 30, 2026, and in Fiscals 2025, 2024 and 2023, there can be no assurance that we will continue to remain compliant in line with changes in the regulations. 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. For further information, see "***Government and Other Approvals***" on page 404.

25. We have not been able to obtain certain records of educational qualifications of one of our Individual Promoters.

One of our Individual Promoters, Luisa Lusardi, aged 93, has been unable to trace copies of documents pertaining to her educational qualification from the Elisabetta Sirani Institute in Bologna, Italy. While she has written to the relevant organisation seeking copies of the certification/attestation of her diploma from Elisabetta Sirani Institute, she has received a response from the institute stating that following a search of their historical archives there are no general class or exam registers dating back to 1950-1953. The details of her education qualifications have not been included in this Red Herring Prospectus and for further details of Luisa Lusardi, please see "***Promoter and Promoter Group – Details of our Individual Promoters***" on page 274. Further, there can be no assurances that such Individual Promoter will be able to trace the relevant documents pertaining to her educational qualifications in future, or at all.

26. Our business depends substantially on the continued efforts of our management including members of our Senior Management and other qualified personnel, and our operations may be disrupted if we lose their services.

Our success depends substantially on the continued efforts of our management including members of our Senior Management, engineers, technical personnel, and other qualified personnel with expertise in various areas. Our Managing Director as well as certain members of our KMP have been employed at our Company for more than 15 years, and have contributed significantly to the growth of our business in India. For details of our Managing Director and Senior Management, see "***Our Management – Board of Directors***" and "***Our Management – Our Key Managerial Personnel***" on pages 255 and 271, respectively. If one or more of our members of the Senior Management or Managing Director or other qualified personnel are unable or unwilling to continue their services with us, we might not be able to replace them easily, in a timely manner, or at all. This in turn could have a material adverse impact on our business, financial condition, results of operations, and cash flows.

Our industry is characterised by high demand and intense competition for talent, and therefore we cannot assure you that we will be able to attract or retain engineers, qualified staff, or other highly skilled employees. The table below provides our employee attrition rates for the periods/years indicated:

Particulars	As at and for the six months period ended June 30, 2026	As at and for the six months period ended June 30, 2025	As at and for the year ended December 31, 2025	As at and for the year ended December 31, 2024	As at and for the year ended December 31, 2023
Key Managerial Personnel and Senior Management					
Number of Key Managerial Personnel and Senior Management	9	8	9	9	10
Attrition rate[1] (Key Managerial Personnel including Senior Management) [3]	–	12.80%	25.30%	20.00%	9.40%
Total staff					
Total on-roll staff employed [2]	627	597	604	601	752
Attrition rate[1]	6.70%	8.71%	18.29%	15.91%	14.31%

(1) Attrition rate for a particular category is calculated as total number of employees who have resigned during the period divided by average number of employees as on 1st date of each month during such period.

*(2) During the year ended December 31, 2024, our Company transferred a portion of its business that undertook IT related and R&D functions to a newly incorporated entity under the Bonfiglioli Group. The R&D and IT center is currently located in Chennai (Tamil Nadu) ("**India R&D Centre**") and the transfer also involved employees that were exclusively engaged by the India R&D Centre, resulting in a decrease in total staff employed from 752 as of December 31, 2023 to 601 as of December 31, 2024.*

(3) Although the absolute number of Key Managerial Personnel and Senior Management who have ceased their engagement with our Company in the six months periods ended June 30, 2026 and 2025 and in Fiscals 2025, 2024 and 2023 is in the range of one to two personnel per period, the attrition rate is high due to a low base of Key Managerial Personnel and Senior Management in the relevant period.

While we have implemented measures to retain our workforce including by structuring our succession planning and focused talent initiatives such as performance-linked incentives, market-specific compensation benchmarking to ensure pay parity and deferred value index to enhance long-term engagement, there can be no assurance that such measures will be successful or that our employees will continue their engagements with us in the future.

If our Managing Director or any of the members of our Senior Management or other qualified personnel terminates their services with us due to disability or any other reason, or if their reputation is adversely impacted by personal actions or omissions or other events within or outside their control, our business may be disrupted, our business, financial condition, results of operations, and cash flows may be materially and adversely affected and we may incur additional expenses to recruit, train, and retain qualified personnel. If any of our Senior Management or other qualified personnel joins a competitor or forms a competing company, we may lose customers, vendor-relationships, know-how and key professionals and staff members. If we are unable to effectively manage our hiring needs or successfully integrate and retain new hires, our efficiency, ability to meet forecasts and productivity levels could suffer, which could adversely affect our business, financial condition, results of operations, and cash flows.

27. We use heavy machinery at our manufacturing facilities which could cause bodily harm and accidents, which in turn could adversely impact our operations.

The use of heavy equipment and machinery, which are an integral part of our production process, carries risks such as industrial accidents, bodily harm, fires, explosions, environmental hazards (such as the accidental release of pollutants or hazardous substances) and other unanticipated incidents, each of which may result in disruptions to our business, damage our manufacturing facilities, cause environmental pollution or result in injury and death. While we have not experienced any material injuries or any fatalities at any of our manufacturing facilities in the six months periods ended June 30, 2026 and 2025 and Fiscals 2025, 2024 and 2023, there can be no assurance that such accidents may not occur in the future, or that we will be able to settle the disputes on time or at all, which will negatively affect our reputation, business, financial condition, results of operations, and cash flows.

28. Our warranty reserves may be insufficient to cover future warranty claims, which could adversely affect our business, financial condition, results of operations, and cash flows.

We offer warranties to customers when they purchase our products. Under our general terms and conditions of sale and in accordance with industry practice, we typically provide a limited warranty on our products that is usually limited to repair or replacement of defective items or return of, or a credit with respect to, amounts paid for such items. The warranty period for our products is different across the different business units producing them and can range from 12 months to 24 months, and warranty reserves are calculated accordingly. For more details on our warranties, see "***Our Business – Product and Customer Service – Warranty***" on page 237. The following table shows the warranty provision created as per Ind AS 37 for the periods/years indicated:

Warranty provision created for the periods / year	As at and for the six months period ended June 30, 2026	As at and for the six months period ended June 30, 2025	As at and for the year ended December 31, 2025	As at and for the year ended December 31, 2024	As at and for the year ended December 31, 2023
			(₹ million unless otherwise stated)		
Provisions for warranty (net)	132.23	155.97	161.85	189.12	179.26
Number of warranty claims	205	149	372	313	251
Aggregate amount claimed/paid by our Company resulting from the warranty claims	44.10	37.71	88.12	72.39	78.76

Warranty provision created for the periods / year	As at and for the six months period ended June 30, 2026	As at and for the six months period ended June 30, 2025	As at and for the year ended December 31, 2025	As at and for the year ended December 31, 2024	As at and for the year ended December 31, 2023
			(₹ million unless otherwise stated)		
Aggregate amount claimed/paid by our Company resulting from the warranty claims as a percentage of provision of warranty (%)	33.35%	24.18%	54.45%	38.28%	43.94%

We are subject to warranty claims under warranty agreements with our customers. Although we have provision for warranties as per Ind AS 37, we may receive warranty claims that exceed our provisions and incur significant expenses. In addition, if there is an increase in our sales volumes in line with our business strategy, we could experience an increase in the number of warranty claims and be required to increase our warranty provisions. These factors in turn could affect our business, financial condition, results of operations, and cash flows.

29. We may be negatively impacted by any early obsolescence of our manufacturing equipment and the spare parts or software used in such equipment.

We depreciate the cost of our manufacturing equipment and the spare parts or software used in such equipment over their expected useful lives. However, product cycles or manufacturing technology may change periodically, and we may decide to update our gearboxes and drive systems, parts or manufacturing processes more quickly than expected. Moreover, improvements in engineering and manufacturing expertise and efficiency may result in our ability to manufacture our gearboxes and drive systems or parts using less of our currently installed equipment and the spare parts or software used in such equipment. Alternatively, as we ramp and mature the production of our gearboxes and drive systems to higher levels, we may discontinue the use of already installed equipment and the spare parts or software used in such equipment in favour of different or additional equipment, spare part or software. The useful life of any equipment, spare parts or software that would be retired early as a result would be shortened, causing the depreciation on such equipment, spare parts or software to be accelerated, and our business, financial condition, results of operations, and cash flows may be harmed.

30. Disruptions of transportation network and transportation infrastructure or deficiencies in service provided by our logistic service providers may have an adverse effect on our business, financial condition, results of operations, and cash flows.

We depend on transportation and logistics networks, and the connectivity and conditions of the road, rail, sea and general transportation infrastructure in India and outside India. Delays in supply and transportation of gearboxes and drive systems to dealers, or customers due to inadequacies of the transportation infrastructure in India, disruptions in railway, road or sea transportation networks due to weather related events, labour strikes, wars or otherwise, could impact our operations. For instance, to overcome supply disruptions on account of the crisis in the Red Sea involving the Houthis in 2023, we stocked higher inventories. While we were able to continue to meet our customer orders on a timely basis due to such inventory management, there is no assurance that such delays will not occur in the future or that we will continue to be able to mitigate the impacts of such disruptions in transportation. We also rely on third parties for transportation services for both domestic sales and exports. Any failure by these service providers to transport our gearboxes and drive systems to dealers on time and in marketable condition or any service deficiency caused by these service providers could have a material impact on our operations. We may also be affected by an increase in fuel costs, as it will have a corresponding impact on freight charges levied by our third party transportation providers that may have an adverse effect on our business, financial condition, results of operations, and cash flows.

31. Our manufacturing operations may be subject to strikes, work stoppages or increased wage demands by our employees or the employees of our sub-contractors.

As of June 30, 2026, we had a workforce of 1,032 personnel (inclusive of 627 on-roll employees and 405 contract labourers), of which 627 employees were directly engaged by us at our manufacturing sites and 405 employees were engaged as contract labour to carry out our manufacturing operations. The success of our operations depends on the availability of labour and maintaining good relationships with our workforce. Shortage of skilled and unskilled personnel or work stoppages caused by disagreements with employees. This could result in strikes, work stoppages or increased wage demands and could materially and adversely affect our business, financial condition, results of operations, and cash flows.

India has stringent labour legislations that protect the interests of workers. We are also subject to laws and regulations governing relationships with employees, in areas such as minimum wage and maximum working hours, overtime, working conditions, hiring and terminating of employees and work permits. See "***Key***

Regulations and Policies in India" on page 242. As of the date of this Red Herring Prospectus, employees at our manufacturing facility at Thirumudivakkam, Tamil Nadu are organised in a union, and we have entered into a 3.5-year wage settlement agreement with effect from October 2025 that prescribes fixed wage increments, bonus payments, leave and holiday entitlements and disciplinary protocols. If our remaining employees similarly unionise, it may become difficult for us to maintain flexible labour policies. While we have not experienced any disruption in our business operations due to disputes with our workforce in the six months periods ended June 30, 2026 and 2025 and in Fiscals 2025, 2024 and 2023, there can be no assurance that we will not experience disruptions in the future, which may adversely affect our business, financial condition, results of operations, and cash flows, and may also divert our management's attention and result in increased costs.

32. Our EBITDA (excluding Other Income) Margin and PAT Margin were the lowest among our listed industry peers in Fiscals 2024 and 2023, and lower than certain of our listed industry peers in Fiscal 2025. Our inability to improve our operating and profitability margins in the future may adversely affect our business, financial condition, results of operations and cash flows, and our ability to compete effectively with our listed peers.

Our EBITDA (excluding Other Income) Margin and PAT Margin were the lowest among our listed industry peers, namely, Elecon Engineering Company Limited, Shanthi Gears Limited, Schaeffler India Limited and Timken India Limited, in Fiscals 2024 and 2023. In Fiscal 2025, our EBITDA (excluding Other Income) Margin and PAT Margin were lower than certain of these listed industry peers.

Our comparatively lower EBITDA (excluding Other Income) Margin and PAT Margin may be attributable to a variety of factors, including our product and business vertical mix, our cost structure, our pricing arrangements with customers and other business and industry specific factors. For details, please see "**Management's Discussion and Analysis of Financial Condition and Results of Operations**" on page 355. There can be no assurance that our EBITDA (excluding Other Income) Margin and PAT Margin will improve in the future or reach the levels of our listed industry peers. Our inability to improve our margins in the future may adversely affect our business, financial condition, results of operations and cash flows, and our ability to compete effectively with our listed peers.

33. We may be unable to adequately protect our intellectual property rights and those of the Bonfiglioli Group and an infringement of such intellectual property may substantially harm our business.

Our Company does not hold any registered trademarks or patents or designs in its own name and our Company has a non-exclusive, non-transferable right and license to use intellectual property rights of one of our Corporate Promoters, Bonfiglioli S.p.A., including trademarks, patents, and other intellectual property. There can be no assurance that trademarks and patents under our pending applications will be granted or that we will be able to renew our registered trademarks and patents in a timely manner or at all. Any unauthorised or inappropriate use of the Bonfiglioli brand, trademarks and other related intellectual property rights by others in their corporate names, product brands or otherwise could harm our brand image, competitive advantages and business, and dilute or harm our reputation and brand recognition.

Despite our efforts to protect our proprietary rights, third parties may attempt to copy or otherwise obtain and use our intellectual property. Although we are not aware of any such infringement in the six months periods ended June 30, 2026 and 2025 and in Fiscals 2025, 2024 and 2023, monitoring unauthorised use of our intellectual property is difficult and costly, and we cannot assure you that the steps we have taken or will take will prevent misappropriation of our intellectual property. From time to time, we may have to resort to litigation to enforce our intellectual property rights, which could result in substantial costs and diversion of our resources.

In addition, our Company uses the Bonfiglioli brand and certain intellectual property owned by the Bonfiglioli Group pursuant to licenses granted to us for specific purposes, including under the License Agreement. While we have implemented measures to protect such intellectual property in dealings with third parties such as our dealer network and supplier base, our efforts to protect the intellectual property and other proprietary information of the Bonfiglioli Group may prove to be inadequate and there could be leakages through our employees, dealers, and vendors of the Bonfiglioli Group's intellectual property. While we have not experienced such instances in the six months periods ended June 30, 2026 and 2025 and in Fiscals 2025, 2024 and 2023, we may be required to indemnify BSPA for any losses arising out of our failure to ensure adequate protection of BSPA's intellectual property in the future. Any such instance may result in us defending such claims, which may involve being subject to legal and other costs which may be substantial and not recoverable, thereby adversely affecting our business, financial condition, results of operations, and cash flows.

34. We require power, fuel and water for our operations and any disruption to the supply of power, fuel or water could disrupt our manufacturing operations and increase our production costs, which could adversely affect our results of operations.

Adequate and uninterrupted supply of electrical power and water is critical to our operations. Although we maintain power back-ups through generators at each of our manufacturing facilities, we may experience disruptions in power supply due to natural calamities or scarcity of fuel supply at our manufacturing facilities from time to time. Any such disruption may lead us to use our back-up generators and prolonged use of such generators may increase our production costs. Significant and prolonged disruptions in the availability of power and fuel could require us to suspend our operations. We may also be affected by an increase in power and fuel costs that we may not be able to adequately pass on to our customers. Any significant increase in the cost of electricity and fuel could lead to an increase in production cost and adversely affect our profitability and operating margins. Operations at our manufacturing facilities also depend on a steady supply of water. While we have not faced disruptions in supply of water at our manufacturing facilities in the six months periods ended June 30, 2026 and 2025 and Fiscals 2025, 2024 and 2023, an insufficient supply of water any time in the future may result in a need to limit or delay or suspend our operations, which could adversely affect our business, financial condition, results of operations, and cash flows.

35. We rely primarily on third-party insurance policies to insure our operations-related risks. If our insurance coverage is inadequate, it may have an adverse effect on our business, financial condition, results of operations, and cash flows.

We maintain insurance which we believe is standard in our industry in India and in amounts which we believe to be commercially appropriate for a variety of risks, including insurance policies related to fire, natural disasters such as cyclones, earthquakes, burglary, theft, external accidental damage, terrorism, breakdowns (electronic or mechanical) of electronics, as required by applicable law and to protect our assets and operations and also in respect of our employees such as health and life insurance. The table below sets forth our insurance cover as a percentage of total assets for the periods/years indicated:

Particulars	As at June 30, 2026	As at June 30, 2025	As at December 31, 2025	As at December 31, 2024	As at December 31, 2023
			(₹ *million*)		
Tangible assets comprising of property, plant and equipment (excluding freehold land & leasehold improvements), Capital Work in Progress and inventories	6,507.17	6,006.46	5,903.61	5,887.81	5,983.31
Amount of insurance coverage*	11,634.73	11,539.12	11,127.45	10,519.10	8,600.91
Insurance coverage as a percentage to Tangible assets comprising of property, plant and equipment (excluding freehold land & leasehold improvements), Capital Work in Progress and inventories	178.80%	192.11%	188.49%	178.66%	143.75%

** Our Company's insurance policies are on reinstated value basis*

However, such insurance may not be adequate to cover all losses or liabilities that may arise from our operations, particularly when the loss suffered is not easily quantifiable. In addition, while the majority of our contracts with suppliers include indemnification provisions for liabilities arising from product defects, such recourses are subject to limitations set for the contracts, and there is no assurance that we will be able to claim losses from suppliers due to product liability claims or recalls resulting for defective supplies. Our insurance policies also contain exclusions and limitations on coverage, and, accordingly, we may not be able to assert claims for the full amount of any liability or losses. While we have not experienced any uninsured losses or liabilities in the six months periods ended June 30, 2026 and 2025 and in Fiscals 2025, 2024 and 2023, we may incur losses for which we are not insured in the future as such risks may either be uninsurable or not insurable on commercially acceptable terms.

Even if our insurance coverage is adequate to cover our direct losses, we may not be able to take remedial actions or other appropriate measures in a timely manner or at all. Furthermore, our claim records may affect the premiums which insurance companies may charge us in the future. Furthermore, there can be no assurance that in the future we will be able to maintain insurance of the types or at levels which we deem necessary or adequate or at premiums which we deem to be commercially acceptable. If we are unable to pass the effects of increased insurance costs on to our customers, the costs of higher insurance premiums could have a material adverse effect on our costs and profitability. Furthermore, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business. While certain of our insurance policies are due for renewal as of date, we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost

or at all. Additionally, some of our insurance claims may be rejected by the insurance companies in the future and there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part, or on time. The occurrence of an event for which we are not insured, where the loss is more than the insured limits or where we are unable to successfully assert insurance claims from losses, it could result in uninsured liabilities. Any uninsured losses or liabilities could result in an adverse effect on our business, financial condition, results of operations, and cash flows.

36. We have certain contingent liabilities as per Ind AS-37 "Provisions, Contingent Liabilities and Contingent Assets", and our business, financial condition, results of operations, and cash flows could be adversely affected if any of these contingent liabilities materialise.

We have disclosed certain contingent liabilities as per Ind AS-37 "*Provisions, Contingent Liabilities and Contingent Assets*", derived from our Restated Financial Statements. The following table sets forth details of our contingent liabilities as per Ind AS-37 "Provisions, Contingent Liabilities and Contingent Assets" as at the dates indicated:

Particulars	As at June 30, 2026	As at June 30, 2025	As at December 31, 2025	As at December 31, 2024	As at December 31, 2023
			(*₹ million*)		
Disputed Income-tax demands pending before various forums	28.06	28.06	28.06	86.50	17.10
Indirect tax matters	2.76	2.76	2.76	-	-

Disputed income-tax demands pending before various forums includes demand orders received under Income Tax Act,1961 with respect to certain disallowances of expenditure for AY 04-05 (proceedings pending before the High Court), AY 21-22 (proceedings pending with CIT-Appeals) and AY 22-23 (demand order received from Assessing Officer) amounting to ₹28.06 million (June 30, 2025 - ₹28.06 million and December 31, 2025 - ₹28.06 million, December 31, 2024 - ₹32.40 million, and December 31, 2023 - ₹17.10 million) and downward transfer pricing adjustments relating to certain corporate support charges for AY 15-16, 17-18, 18-19, 20-21 and 23-24 amounting to nil (June 30, 2025 – nil December 31, 2025 - nil, December 31, 2024 - ₹54.13 million, and December 31, 2023 - Nil).

The following table sets forth details of our contingent liabilities as per Ind AS-37 "Provisions, Contingent Liabilities and Contingent Assets" including as a percentage of our Net Worth as at the dates indicated:

Particulars	As at June 30, 2026	As at June 30, 2025	As at December 31, 2025	As at December 31, 2024	As at December 31, 2023
Contingent Liabilities *(₹ million)*	30.82	30.82	30.82	86.50	17.10
Net Worth *(₹ million)*	10,342.68	8,754.47	9,929.93	8,609.51	8,013.63
Contingent Liabilities as a percentage of Net Worth *(%)*	0.30%	0.35%	0.31%	1.00%	0.21%

Our contingent liabilities are related to disputed income tax demands. If we are not successful in defending against the levy of such taxes, we have to pay the outstanding dues to the governmental authorities, which could impact our business, financial condition, results of operations, and cash flows. There can be no assurance that we will not have similar or increased levels of contingent liabilities in the current Fiscal.

Our future contingent liabilities may crystallize and become actual liabilities. If any of our future contingent liabilities become actual liabilities, our business, financial condition, results of operations, and cash flows may be adversely affected. For further information on our contingent liabilities as per Ind AS-37, see "***Management's Discussion and Analysis of Financial Condition and Results of Operations – Contingent Liabilities and Commitments***" on page 381.

37. Our inability to collect receivables and default in payment from our customers could adversely affect our cash flows.

We are exposed to counterparty credit risk in the usual course of our business due to the nature of, and the inherent risks involved in, dealings and arrangements with customers who may delay or fail to make payments or perform other contractual obligations. The majority of our sales are on an open credit basis, generally with standard payment terms of 30 to 120 days, with certain customer arrangement extending up to 240 days. While we generally monitor the ability of our customers to pay these open credit arrangements and limit the credit we extend to what we believe is reasonable based on an evaluation of customer's financial condition and payment history, there is a risk that our estimates may not be accurate. As a result, we may still experience losses because of a client's inability to honour their commitments towards us.

The table below sets forth our trade receivables as of the dates stated:

Particulars	As at June 30, 2026	As at June 30, 2025	As at December 31, 2025	As at December 31, 2024	As at December 31, 2023
			(₹ million)		
Trade receivables	5,325.06	4,409.52	5,177.39	4,061.92	4,101.43

If we are unable to collect receivables or if our customers request modifications to their payment arrangements, it could increase our receivables or affect our working capital requirements. While we have had to write-off some receivables in the past that did not have a material impact on our results of operations in the six months periods ended June 30, 2026 and 2025, and in Fiscals 2025, 2024 and 2023, any lapse in honouring significant amounts/ receivables in the future may lead to us writing-off bad debts. An increase in bad debts or in defaults by our customers may compel us to utilize greater amounts of our operating working capital and result in increased interest costs, thereby adversely affecting our business, results of operations, cash flows and financial condition.

38. If we are unable to establish and maintain effective internal controls and a compliance system, our business and reputation could be adversely affected.

We are responsible for establishing and maintaining a system of internal controls over financial reporting and operations that are appropriate for the scale and complexity of our business. However, any system of internal control, regardless of how well it is designed and implemented, has inherent limitations. These include the possibility of human error, lapses in judgment, or the failure of internal processes and systems to address evolving operational risks. We periodically test and update our internal processes and systems and there have been no past instances in the six months periods ended June 30, 2026 and 2025, and Fiscals 2025, 2024 and 2023 of failure to maintain effective internal controls and compliance system. However, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to ensure effective internal checks and balances in all circumstances.

Furthermore, our operations are subject to anti-corruption laws and regulations. These laws prohibit us and our employees and intermediaries from bribing, being bribed or making other prohibited payments to government officials or other persons to obtain or retain business or gain some other business advantage. We participate in collaborations and relationships with third parties whose actions could potentially subject us to liability under these laws or other local anti-corruption laws. While our code of conduct requires our employees and intermediaries to comply with all applicable laws, and we continue to enhance our policies and procedures in an effort to ensure compliance with applicable anti-corruption laws and regulations, these measures may not prevent the breach of such anti-corruption laws, as there are risks of such breaches in emerging markets, such as India, including within the manufacturing sector. If we are not in compliance with applicable anti-corruption laws, we may be subject to criminal and civil penalties, disgorgement and other sanctions and remedial measures, and legal expenses, which could have an adverse impact on our business, financial condition, results of operations, cash flows and liquidity. Likewise, any investigation of any potential violations of anti-corruption laws by the relevant authorities could also have an adverse impact on our business and reputation.

A significant failure in our internal controls could result in our inability to produce reliable financial reports or prevent fraud. This could lead to a loss of investor confidence in our company and a decline in the market price of our Equity Shares, which would harm our business and reputation. While our internal audit function continually evaluates our processes and we have not identified any material weaknesses in our internal controls in the six months periods ended June 30, 2026 and 2025 and Fiscals 2025, 2024 and 2023, we cannot provide any assurance that such weaknesses will not be identified or that control failures will not occur in the future.

39. We have used information from the F&S Report which has been commissioned and paid for by our Company for industry related data in this Red Herring Prospectus and any reliance on such information is subject to inherent risks.

We have used the information from the F&S Report for industry related data in this Red Herring Prospectus, which has been commissioned and paid for by our Company, pursuant to an engagement letter dated October 16, 2025. The F&S Report has been prepared and issued by Frost & Sullivan for the purpose of understanding the industry, exclusively for the purpose of this Offer. The information is subject to various limitations, highlights certain industry and market data relating to us and our competitors which may not be based on any standard methodology and is based upon certain assumptions that are subjective in nature. Accordingly, investors should read the industry related disclosures in this Red Herring Prospectus. Neither our Company, nor the BRLMs are related to Frost & Sullivan. The F&S Report may use certain methodologies for market sizing and forecasting and may include numbers relating to our Company that differ from those we record internally. Industry sources and publications

are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Red Herring Prospectus. Accordingly, investors should not place undue reliance on, or base their investment decision solely on this information. For further details, see "***Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data***" on page 18.

40. Two of our manufacturing facilities are located in the Kancheepuram district of Tamil Nadu and any adverse development affecting such region may have an adverse effect on our business, prospects, financial condition and results of operations.

As of June 30, 2026, two of our operational manufacturing facilities were located in the Kancheepuram district of Tamil Nadu. Any materially adverse social, political or economic development, natural calamities, civil disruptions, or changes in the policies of the state or local government in this region could adversely affect manufacturing activities, result in modification of our business strategy, or require us to incur significant capital expenditure, or suspend our operations. Any such adverse development affecting continuing operations at our manufacturing facilities could result in significant loss from inability to meet customer contracts and production schedules and could materially affect our business reputation within the industry. We cannot assure you that there will not be any significant disruptions in our operations in the future. The occurrence of or our inability to effectively respond to, any such event, could have an adverse effect on our business, results of operations, financial condition and cash flows.

41. Internal or external fraud or misconduct by our employees could adversely affect our reputation, business, financial condition, results of operations, and cash flows.

We may be subject to instances of fraud, misappropriation, unauthorised acts and misconduct by our representatives and employees or any third parties employed by us which may go unnoticed for certain periods of time before corrective action is taken. While we have not been subject to such instances in the six months periods ended June 30, 2026 and 2025 and in Fiscals 2025, 2024 and 2023, fraudulent and unauthorised conduct by our employees could also bind us to transactions that exceed the scope of authorisation and present significant risks to us. As a result, we may be subject to regulatory sanctions, brand and reputational damage or financial harm. It is not always possible to deter fraud or misconduct by employees and the precautions we take and the systems we have put in place to prevent and deter such activities may not be effective in all cases. Further, since we employ third parties for certain operations, we are exposed to the risk of theft and embezzlement. In addition, we may be subject to regulatory or other proceedings in connection with such acts by our employees, which could adversely affect our goodwill. Such instances could also adversely affect our reputation, brand, business, financial condition, results of operations, and cash flows. Even when we identify such instances and pursue legal recourse or file claims with our insurance carriers, we cannot assure you that we will recover any amounts lost through such instances of fraud, misappropriation, unauthorised acts and misconduct by our representatives and employees.

42. Technology failures could disrupt our operations and adversely affect our business operations and financial performance.

IT systems are critical to our ability to manage our large manufacturing operations, including in terms of carrying out payroll processing and travel management functions, and implementing our manufacturing excellence system. If we do not allocate and effectively manage the resources necessary to build and sustain the proper IT infrastructure, we could be subject to disruptions in our key day to day operations. While we have not experienced any data leaks in our systems in the six months periods ended June 30, 2026 and 2025 and in Fiscals 2025, 2024 and 2023, any data leakage in the future, particularly in relation to our customers' information or proprietary technology, could adversely impact our reputation and business prospects.

We have also introduced IoT enabled software for our yaw and pitch drives. We are therefore exposed to challenges relating to the building of new IT structures which can subject us to certain errors, inefficiencies, disruptions and, in some instances, poor customer service. Our IT systems, and the systems of our third-party IT service providers may also be vulnerable to a variety of interruptions due to events beyond our control, including, but not limited to, natural disasters, terrorist attacks, telecommunications failures, computer viruses, hackers and other security issues. While we have not experienced any such technology failure that has resulted in any significant disruption in our operation in the six months periods ended June 30, 2026 and 2025 and in Fiscals 2025, 2024 and 2023, there can be no assurance that such events will not occur in the future. Although we have

security initiatives and disaster recovery plans in place to mitigate our risk to these vulnerabilities, such measures may not have been effectively implemented or may not be adequate to ensure that our operations are not disrupted.

43. A majority of our Directors do not have prior experience of holding a directorship in a company listed on the Stock Exchanges.

A majority of our Directors do not have any prior experience of holding directorship in a company listed on the Stock Exchanges. Post listing of the Equity Shares, our Company and our Directors will be subject to the applicable regulatory requirements, including the requirements prescribed under SEBI Listing Regulations. Upon listing of the Equity Shares, the responsibilities of our Directors *inter alia* include monitoring the effectiveness of our Company's governance practices and suggesting changes and overseeing our financial reporting systems along with the disclosures and communication made by our Company. We cannot assure you that we will be able to comply with the applicable regulatory requirements at all times. Any non-compliance with the regulatory framework, due to lack of experience or otherwise, may subject us to adverse regulatory actions, and have an impact on the listing price of our Equity Shares.

44. The withdrawal, cessation, reversal of benefits and exemptions availed by our Company could have a material adverse effect on our business, operations, prospects or financial results.

We currently avail benefits under certain schemes such as the Remission of Duties and Taxes on Exported Products ("**RoDTEP**") scheme, export promotion capital goods ("**EPCG**") scheme and duty drawbacks. As a result, we are able to import certain materials at concessional rates of duty and in some instances, free of duty, and avail certain benefits for products that we export from our facilities. We also benefit from certain free trade agreements between India and Asian countries from where we import electric motors and hydraulic motors. Any reduction or withdrawal of such benefits or our inability to meet any of the conditions prescribed under any of the schemes would adversely affect our business, financial condition, results of operations, and cash flows. Furthermore, the benefits/ incentives under such schemes are available to us for a fixed period subject to compliance with various terms and conditions and such incentive are not subject to renewal. There can be no assurance that we will continue to enjoy these benefits in the future or will be able to obtain timely disbursement of such benefits.

45. Information relating to the available capacity and capacity utilization of our manufacturing facilities included in this Red Herring Prospectus are based on various assumptions and estimates and future production and capacity may vary.

Information relating to the available capacity and capacity utilization of our manufacturing facilities included in this Red Herring Prospectus, specifically under "***Our Business – Our Operations – Manufacturing Facilities***" on page 232, are based on various assumptions and estimates of our management that have been taken into account by Prabhakar Prabhu, independent chartered engineer, in his certificate dated September 30, 2026, in the calculation of the available capacity, utilization and utilization as a percentage of available capacity at our manufacturing facilities and such calculations may not be computed on the basis of, or in accordance with, any standard methodology and may not be comparable to that employed by our competitors. These assumptions and estimates include the number of machine-working hours per day adjusted for deductions on account of shift changes, number of shifts, and seamless working of each machine cycle time.

Future capacity utilization rates may vary from the estimated production capacities of our manufacturing facilities and their historical capacity utilization rates. Undue reliance should therefore not be placed on the historical available capacity and capacity utilization for our facilities included in this Red Herring Prospectus.

46. Our Promoters may have interest other than reimbursement of expenses incurred and normal remuneration or benefits.

Our Promoters are interested in our Company, in addition to regular remuneration or benefits and reimbursement of expenses and such interests are to the extent of dividends, to the extent (i) that they have promoted our Company; (ii) of transactions entered into by our Company with them; (iii) of their direct and indirect shareholding in our Company; (iv) of the dividend payable, if any, and any other distributions in respect of the Equity Shares held by one of our Corporate Promoters, from time to time; and (v) agreements entered amongst our Company and our Promoters and payments made pursuant to such agreements. For payments that are made by our Company to related parties, see ***"Summary of Related Party Transactions***" on page 73.

For details of interests of our Directors and Promoter, see "***Our Management – Interest of Directors***" page 260 and "***Our Promoter and Promoter Group – Interests of our Promoters***" on page 277.

47. Certain of our Promoters and Directors may be involved with ventures which are in the same line of business as our Company. This may involve conflict of interests, which could adversely impact our business.

Certain of our Promoters and Directors, namely Bonfiglioli S.p.A. (Promoter), BON-FI S.r.l. (Promoter), Sonia Bonfiglioli (Promoter and Director), Luciano Bonfiglioli (Promoter), Luisa Lusardi (Promoter), Ravindra Pisharody (Chairperson and Independent Director), Kennady V Kaippally (Managing Director), Gatham Anandhan Balaji (Whole-Time Director and Chief Financial Officer), Massimo Sarti (Non-Executive and Non-Independent Director) and Marco Mossuto (Non-Executive and Non-Independent Director), may be involved with ventures which are in the same line of business as our Company. While exercising their duties as the Directors and rights as our shareholder, the Promoters and Directors may consider the interest of all ventures in which they are involved, which may not align with our interests. We cannot assure you that such Promoters and Directors, will not favour the interests of such other ventures or companies over our interests or that we will be able to suitably resolve any such conflict without an adverse effect on our business or operations. This in turn may give rise to various conflicts of interest between us and such Promoters and Directors, which could impact our business or operations. We will adopt the necessary procedures and practices as permitted by law and regulatory guidelines to address any conflict situations as and when they arise. For details of risks related to related party transactions, see " - ***We have entered into and will continue to enter into related party transactions with BSPA and companies within the Bonfiglioli Group that may involve conflicts of interest, which could adversely impact our business. The arithmetic aggregate absolute total of income from related parties represented 19.91%, 14.29%, 15.59%, 17.66% and 17.70% of our total income in the six months periods ended June 30, 2026 and 2025 and in Fiscals 2025, 2024 and 2023, respectively, while the arithmetic aggregate absolute total of expenses from related parties represented 32.71%, 32.38%, 24.83%, 25.20% and 28.66% of our total expenses in the six months periods ended June 30, 2026 and 2025 and in Fiscals 2025, 2024 and 2023, respectively.***" on page 25 below. For further details of the arrangement with our group companies, see "***Group Companies – Related business transactions within our Group Companies and significance on the financial performance of our Company***" on page 408.

48. We depend on contractors and sub-contractors for the timely and successful completion of construction works, and their failure to complete the project on time or at all may adversely affect our business and profitability.

We may engage contractors to perform some of our construction work at our proposed facility in Talegaon (Maharashtra). Any delays by our contractors to complete the construction of a project could result in our inability to meet project timelines. Our contractors may not be able to replace sub-contractors without any disruptions or adverse consequences to our operations and in certain situations, may be compelled to engage certain sub-contractors over multiple projects to derive cost efficiencies. There can be no assurance that the sub-contractors will continue to perform their obligations to the same standards as those required by us or that our contractors will be able to enter into new or continue our existing arrangements with sub-contractors on acceptable terms, which could have an adverse effect on our manufacturing costs and schedules, which may impact our business and profitability. Further, our sub-contractors may fail to comply with applicable laws including labour laws, regulations and governance requirements. While our sub-contractors have not failed to operate in compliance with applicable laws in the six months periods ended June 30, 2026 and 2025 and in Fiscals 2025, 2024 and 2023, we may be held accountable for the consequences of non-compliance by them in the future, which may result in fines, penalties or other regulatory actions, leading to disruption of operations and impact on financial performance.

49. We have in this Red Herring Prospectus included certain non-generally accepted accounting principle ("Non-GAAP") financial measures related to our operations and financial performance. These Non-GAAP measures may vary from any standard methodology that is applicable across the industry in which we operate, and therefore may not be comparable with financial or statistical information of similar nomenclature computed and presented by other companies.

Certain Non-GAAP financial measures relating to our operations and financial performance such as EBITDA, EBITDA (excluding Other Income) and EBITDA (excluding Other Income) Margin, PAT Margin, Net Debt, Return on Capital Employed, Return on Net Worth, etc., have been included in this Red Herring Prospectus. We compute and disclose such Non-GAAP financial measures and statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of other manufacturing companies, many of which provide such Non-GAAP financial measures and other industry related statistical and operational information. These Non-GAAP measures are a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or U.S. GAAP. Further, these Non-GAAP measures are not a measurement of

our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or U.S. GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or U.S. GAAP.

These Non-GAAP Measures and such other industry related statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and are not measures of operating performance or liquidity defined by generally accepted accounting principles, and therefore may not be comparable to financial measures and industry related statistical information of similar nomenclature that may be computed and presented by other manufacturing companies. For further information, see "***Other Financial Information – Non-GAAP Financial Measures***" on page 349.

50. The average cost of acquisition of Equity Shares by our Promoter may be less than the Offer Price.

The average cost of acquisition of Equity Shares by our Promoter may be less than the Offer Price. The details of the average cost of acquisition of Equity Shares held by our Promoters are provided below:

Name of the Promoter Selling Shareholder	Number of Equity Shares of ₹10 each	Average cost of acquisition per Equity Share (in ₹)*
Bonfiglioli S.p.A.	187,995,834	6.77

**As certified by J. C. Bhalla & Co., Chartered Accountants (FRN No. 001111N), by way of their certificate dated October 9, 2026.*

51. The Offer Price, enterprise-value to revenue multiple and enterprise-value-to-EBITDA ratio based on the Offer Price of our Company, may not be indicative of the market price of our Company on listing or thereafter.

Our revenue from operations and EBITDA (excluding other income) for Fiscal 2025 was ₹20,135.26 million and ₹3,707.70 million, respectively, and our enterprise-value to revenue from operations (Fiscal 2025) multiple is [●] times and our enterprise-value-to-EBITDA ratio (based on Fiscal 2025 profit for the year) is [●] at the upper end of the price band. The Offer Price of the Equity Shares is proposed to be determined on the basis of assessment of market demand for the Equity Shares offered through a book-building process, and certain quantitative and qualitative factors as set out in the section "***Basis for Offer Price***" on page 109 and the Offer Price, multiples and ratios may not be indicative of the market price of our Company on listing or thereafter.

Accordingly, any valuation exercise undertaken for the purposes of the Offer by our Company would not be based on a benchmark with our industry peers. The relevant financial parameters based on which the Price Band would be determined, shall be disclosed in the advertisement that would be issued for publication of the Price Band.

The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India, announcements by us or our competitors of significant acquisitions, strategic alliances, our competitors launching new products, announcements by third parties or governmental entities of significant claims or proceedings against us, volatility in the securities markets in India and other jurisdictions, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

52. The requirements of being a listed company may strain our resources which may have a material adverse impact on our operations.

The requirements of being a listed company may strain our resources. As a listed company, we will incur significant legal, accounting, corporate governance, and other expenses that we did not incur as an unlisted company. We will be subject to the SEBI Listing Regulations which will require us to file audited annual and unaudited quarterly reports with respect to our business, financial condition, results of operations, and cash flows. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our business, financial condition, results of operations, and cash flows as promptly as other listed companies. Furthermore, as a listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management's attention may be diverted from our business

concerns, which may adversely affect our business, financial condition, results of operations, cash flows, and prospects. If we fail to effectively implement sufficient disclosure controls and procedures and internal control procedures over financial reporting, we may be unable to successfully manage or accurately detect and report our future financial risks. In addition, we may need to hire additional legal and accounting staff with appropriate experience and technical accounting knowledge, but we cannot assure you that we will be able to do so in a timely manner or at all.

EXTERNAL RISKS

53. Differences exist between Ind AS used to prepare our financial information and other accounting principles, such as IFRS, Indian GAAP and U.S. GAAP, with which investors may be more familiar.

Our Restated Financial Information, comprising the restated summary statement of assets and liabilities as at June 30, 2026, June 30, 2025, December 31, 2025, December 31, 2024 and December 31, 2023, the restated summary statement of profit and loss (including other comprehensive income), the restated summary statement of cash flows and changes in equity for the six months periods ended June 30, 2026 and June 30, 2025 and for the financial years ended December 31, 2025, December 31, 2024 and December 31, 2023, and a summary statement of material accounting policies and other explanatory information of our Company, has been derived from (i) our audited interim financial statements as at and for the six months periods ended June 30, 2026 and June 30, 2025 prepared in accordance with Ind AS 34, of which the audited interim financial statements as at and for the six months period ended June 30, 2025 have been adjusted by the management to give effect to the common control business combination which has been accounted in accordance with the "pooling of interest method" as laid down in Appendix C – 'Business combinations of entities under common control' of Ind AS 103; and (ii) our audited financial statements as at and for the financial years ended December 31, 2025, December 31, 2024 and December 31, 2023, prepared in accordance with Indian Accounting Standards, of which the audited financial statements as at and for the financial years ended December 31, 2024 and December 31, 2023 have been adjusted by the management to give effect to the common control business combination which has been accounted in accordance with the "pooling of interest method" as laid down in Appendix C – 'Business combinations of entities under common control' of Ind AS 103, and restated in accordance with the requirements of (a) Section 26 of Part I of Chapter III of the Companies Act, 2013, as amended; (b) the SEBI ICDR Regulations; and (c) the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" (as amended) issued by the ICAI, as amended from time to time. Ind AS differs from accounting principles with which prospective investors may be familiar, such as IFRS and U.S. GAAP. We have not attempted to quantify the effects of U.S. GAAP or IFRS on the financial data included in this Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or IFRS. U.S. GAAP and IFRS differ in significant respects from Ind AS and Indian GAAP. Accordingly, the degree to which our Restated Financial Information included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Red Herring Prospectus should be limited accordingly.

54. Natural or man-made disasters, fires, epidemics, pandemics, acts of war, terrorist attacks, civil unrest and other events could materially and adversely affect our business.

Our operations may be adversely affected by fires, natural disasters and/or severe weather, including cyclones, storms, floods, earthquakes, tsunamis, tornadoes, explosions, pandemic diseases and man-made disasters including acts of terrorism and military actions, which can result in damage to our manufacturing infrastructure and generally reduce our productivity and may require us to evacuate personnel and suspend operations. Any terrorist attacks or civil unrest as well as other adverse social, economic and political events in India could have a negative effect on us. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the price of the Equity Shares.

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. Demand for our products may be adversely affected by an economic downturn in domestic, regional and global economies. Economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports, global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects the transportation of goods required for our manufacturing purposes. Consequently, any future slowdown in the Indian economy could harm our business, financial condition, results of operations, and cash flows. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions

prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margins.

55. Changing laws, rules and regulations in India and legal uncertainties may adversely affect our business, financial condition, results of operations, cash flows and prospects.

The regulatory and policy environment in which we operate is evolving and is subject to change. The Government of India ("**GoI**") may implement new laws or other regulations and policies that could affect hyperlocal commerce in general, which could lead to new compliance requirements, including requiring us to obtain approvals and licences from the government and other regulatory bodies, or impose onerous requirements, including requiring us to obtain approvals and licenses from the government and other regulatory bodies. New compliance requirements could increase our costs or otherwise adversely affect our business, financial condition, results of operations, and cash flows. Furthermore, the manner in which new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations. Any changes to such laws, including the instances mentioned below, may adversely affect our business, financial condition, results of operations, cash flows and prospects.

Furthermore, the GoI introduced new laws relating to social security, occupational safety, industrial relations and wages namely, the Code on Social Security, 2020 ("**Social Security Code**"), the Occupational Safety, Health and Working Conditions Code, 2020, the Industrial Relations Code, 2020 and the Code on Wages, 2019, which consolidate, subsume and replace numerous existing central labour legislations (collectively, the "**Labour Codes**") which have been made effective from November 21, 2025. As an immediate consequence, the coming into force of these codes has increased the financial burden on our Company. For instance, under the Social Security Code, a new concept of deemed remuneration has been introduced, such that where an employee receives more than half of their total remuneration in the form of allowances and other amounts that are not included within the definition of wages under the Social Security Code, the excess amount received shall be deemed as remuneration and accordingly be added to wages for the purposes of the Social Security Code and the compulsory contribution to be made towards the employees' provident fund. Subsequently, the Government has notified the Industrial Relations (Central) Rules, 2026, the Occupational Safety, Health and Working Conditions (Central) Rules, 2026, the Social Security (Central) Rules, 2026 and the Code on Wages (Central) Rules, 2026 on May 8, 2026.

In addition, the Government of India has introduced The Bharatiya Nyaya Sanhita, 2023, Bharatiya Nagarik Suraksha Sanhita, 2023 and Bharatiya Sakshya Adhiniyam, 2023, which have replaced the Indian Penal Code, 1860, Code of Criminal Procedure, 1973, and the Indian Evidence Act, 1872, respectively.

The Digital Personal Data Protection Act, 2023 ("**DPDP Act**"), which received presidential assent on August 11, 2023, provides for personal data protection and privacy of individuals, regulates cross border data transfer, and provides several exemptions for personal data processing by the Government. It also provides for the establishment of a Data Protection Board of India for taking remedial actions and imposing penalties for breach of the provisions of the DPDP Act. It imposes restrictions and obligations on data fiduciaries, resulting from dealing with personal data and further provides for levy of penalties for breach of obligations prescribed under the DPDP Act. The Ministry of Electronics and Information Technology, GoI ("**MeitY**") has also introduced the Digital Personal Data Protection Rules, 2025 which have been notified on November 13, 2025. The DPDP Rules pertain to operational aspects of the personal data protection framework, including manner of consent notice, form and manner of intimation of data breach, manner of obtaining verifiable consent, obligations of significant data fiduciaries, obligations of consent manager and establishment of a 'Data Protection Board'.

Unfavourable changes in the applicability, implementation, or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with new requirements under any laws applicable to us, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, financial condition, results of operations, cash flows and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. Additionally, if we are affected, directly or indirectly, by the application or interpretation of any provision of such laws and

regulations or any related proceedings or are required to bear any costs to comply with such provisions or to defend such proceedings, our business and financial performance may be adversely affected.

56. Any adverse application or interpretation of competition laws could adversely affect our business, financial condition, results of operations, and cash flows.

The Competition Act, 2002, as amended (the "**Competition Act**") was enacted for the purpose of preventing practices that have or are likely to have an appreciable adverse effect on competition ("**AAEC**") in relevant markets in India and has mandated the Competition Commission of India (the "**CCI**") to address such practices. Under the Competition Act, any arrangement, understanding or action in concert between enterprises, whether formal or informal, which causes or is likely to cause an AAEC is deemed void and attracts substantial penalties.

Furthermore, any agreement among competitors which directly or indirectly involves determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or provision of services or shares the market, source of production or provision of services in any manner by way of allocation of geographical area, type of goods or services or number of customers in the relevant market is presumed to have an appreciable adverse effect on competition in the relevant market in India resulting in bid-rigging or collusive bidding and shall be considered void. In addition, the Competition Act prohibits abuse of dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be guilty of the contravention and liable to be punished.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, certain agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an AAEC in India. The effects of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. However, since we pursue an acquisition driven growth strategy, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, any enforcement proceedings initiated by the CCI, any adverse publicity that may be generated due to scrutiny or prosecution by the CCI, or any prohibition or substantial penalties levied under the Competition Act, which would adversely affect our business, financial condition, results of operations, cash flows and prospects.

The GoI has also passed the Competition (Amendment) Act, 2023 ("**Competition Amendment Act**") was notified on April 11, 2023, which amends the Competition Act and give the CCI additional powers to prevent practices that harm competition and the interests of consumers. The Competition Amendment Act, *inter alia*, introduces deal value thresholds for assessing whether a merger or acquisition qualifies as a "combination", expedited merger review timelines, codification of the lowest standard of "control" and enhanced penalties for providing false information or a failure to provide material information, modifies the scope of certain factors used to determine AAEC, reduces the overall time limit for the assessment of combinations by the CCI from 210 days to 150 days and empowers the CCI to impose penalties based on the global turnover of entities, for anti-competitive agreements and abuse of dominant position.

If we pursue acquisitions in the future, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, any enforcement proceedings initiated by the CCI, any adverse publicity that may be generated due to scrutiny or prosecution by the CCI, or any prohibition or substantial penalties levied under the Competition Act, which would adversely affect our business, financial condition, results of operations, cash flows and prospects.

57. Investors may have difficulty enforcing foreign judgments against us or our management.

We are a limited liability company incorporated under the laws of India. Certain of our Directors are residents of India. A substantial portion of our assets and the assets of our Directors resident in India are located in India. As a result, you may be unable to:

- effect service of process in jurisdictions outside of India, including in the U.S., upon us and these other persons or entities;
- enforce in the Indian courts, judgments obtained in courts of jurisdictions outside of India against us and these other persons or entities, including judgments predicated upon the civil liability provisions of securities laws of jurisdictions outside India; and

- enforce judgements obtained in U.S. courts against us and these other persons or entities, including judgments predicated upon the civil liability provisions of the federal securities laws of the U.S.

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. The United Kingdom, Singapore, United Arab Emirates, and Hong Kong have been declared by the GoI to be reciprocating territories for purposes of Section 44A of the Civil Code. Section 44A of the Civil Code provides that where a foreign judgement has been rendered by a superior court, within the meaning of such section, in any country or territory outside of India which the GoI has by notification declared to be in a reciprocating territory, it may be enforced in India by proceedings in execution as if the judgement had been rendered by the relevant court in India. However, Section 44A of the Civil Code is applicable only to monetary decrees not being of the same nature as amounts payable in respect of taxes, other charges of a like nature or of a fine or other penalties. A judgement of a court of a country which is not a reciprocating territory may be enforced in India only by a suit on the judgement under Section 13 of the Civil Code, and not by proceedings in execution. Under the Civil Code, a court in India shall, on the production of any document purporting to be a certified copy of a foreign judgement, presume that the judgement was pronounced by a court of competent jurisdiction, unless the contrary appears on record. However, under the Civil Code, such presumption may be displaced by proving that the court did not have jurisdiction. The Civil Code only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties.

Judgments or decrees from jurisdictions which do not have reciprocal recognition with India cannot be enforced by proceedings in execution in India. The United States and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgments in civil and commercial matters. A final judgement for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgement in such a jurisdiction against us, our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court. Any such suit must be brought in India within three years from the date of the judgement in the same manner as any other suit filed to enforce a civil liability in India.

However, the party in whose favour such final judgement is rendered may bring a new suit in a competent court in India based on a final judgement that has been obtained in the United States or other such jurisdiction within three years of obtaining such final judgement. It is unlikely that an Indian court would award damages on the same basis as a foreign court if an action were brought in India. Moreover, it is unlikely that an Indian court will award damages to the extent awarded in a final judgement rendered outside India if it believes that the number of damages awarded were excessive or inconsistent with public policy or Indian law. In addition, any person seeking to enforce a foreign judgement in India is required to obtain the prior approval of the RBI under the FEMA to execute such a judgement or to repatriate any amount recovered.

58. Any adverse change in India's credit rating by an international rating agency could materially adversely affect our business and profitability.

India's sovereign rating could be downgraded due to several factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Any adverse change in India's credit ratings by international rating agencies may adversely impact the Indian economy and consequently our ability to raise additional financing in a timely manner or at all, as well as the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the price of our Equity Shares.

59. Political changes could adversely affect economic conditions in India.

Our business depends on a number of general macroeconomic and demographic factors in India which are beyond our control. In particular, our revenue and profitability are strongly correlated to demand of our products by industries, which is influenced by general economic conditions. Recessionary economic cycles, a protracted economic slowdown, a worsening economy, increased unemployment, increased energy prices, rising interest rates or other industry-wide cost pressures could also affect consumer behaviour.

Factors that may adversely affect the Indian economy and hence our business, financial condition, results of operations, and cash flows, may include the macroeconomic climate, including any increase in Indian interest rates or inflation; exchange rate fluctuations; scarcity of credit or other financing in India; prevailing income conditions among Indian consumers and Indian companies; epidemics, pandemics or any other public health crisis in India or in countries in the region or globally; volatility in, and actual or perceived trends in trading activity on

India's principal stock exchanges; changes in India's tax, trade, fiscal or monetary policies; political instability, terrorism or military conflict in India in particular the conflict in April and May of 2025 with Pakistan or in countries in the region or globally; occurrence of natural or man-made disasters; other significant regulatory or economic developments in or affecting India or its consumption sector; international business practices that may conflict with other customs or legal requirements to which we are subject, including anti-bribery and anti-corruption laws; protectionist and other adverse public policies, including local content requirements, import/export tariffs, increased regulations or capital investment requirements; logistical and communications challenges; downgrading of India's sovereign debt rating by rating agencies; changes in political environment on account of upcoming elections; difficulty in developing any necessary partnerships with local businesses on commercially acceptable terms or on a timely basis; and being subject to the jurisdiction of foreign courts, including uncertainty of judicial processes and difficulty enforcing contractual agreements or judgments in foreign legal systems or incurring additional costs to do so. Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, financial condition, results of operations, and cash flows and the price of our Equity Shares.

60. Financial instability in other countries may cause increased volatility in Indian financial markets.

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Currencies of a few Asian countries have in the past suffered depreciation against the U.S. Dollar owing to various factors. Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Financial instability in other parts of the world could have a global influence and thereby negatively affect the Indian economy. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy.

Recent US sanctions on Russian entities and secondary sanctions risks have created uncertainty regarding India's energy imports and payment mechanisms, potentially affecting trade flows and foreign exchange management. Any disruption to India's crude oil and coal imports from Russia due to sanctions compliance or payment channel restrictions could increase import costs, widen the trade deficit, and put pressure on foreign exchange reserves and the rupee exchange rate. Evolving sanctions regimes may require enhanced due diligence on supply chains and customer relationships, increasing operational complexity and compliance costs.

These developments, or the perception that any related developments could occur, have had and may continue to have a material adverse effect on global economic conditions and financial markets, and may significantly reduce global market liquidity, restrict the ability of key market participants to operate in certain financial markets or restrict our access to capital. This could have a material adverse effect on our business, financial condition, results of operations, and cash flows and reduce the price of our Equity Shares.

61. If inflation rises in India, increased costs may impact our ability to maintain or achieve profitability.

India has experienced high inflation relative to developed countries in the recent past. Increasing inflation in India could cause a rise in the costs of rent, wages, materials and other expenses. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Our Company has no control over fluctuations in the price and availability of materials or variations in products caused by these factors, any of which could impact the prices imposed by its suppliers, making the cost of raw materials and components or packaging materials more expensive for our suppliers and increase the prices of our products for customers. Any such increases may reduce demand and affect our overall financial performance.

62. Subsequent to listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measure and Graded Surveillance Measures by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.

SEBI and the Stock Exchanges, in the past, have introduced various pre-emptive surveillance measures with respect to the shares of listed companies in India (the "**Listed Securities**") in order to enhance market integrity, safeguard the interests of investors and potential market abuses. In addition to various surveillance measures already implemented, and in order to further safeguard the interest of investors, the SEBI and the Stock Exchanges have introduced additional surveillance measures ("**ASM**") and graded surveillance measures ("**GSM**").

ASM is conducted by the Stock Exchanges on Listed Securities with surveillance concerns based on certain objective parameters such as price-to-earnings ratio, percentage of delivery, client concentration, variation in volume of shares and volatility of shares, among other things. GSM is conducted by the Stock Exchanges on Listed Securities where their price quoted on the Stock Exchanges is not commensurate with, among other things, the financial performance and financial condition measures such as earnings, book value, fixed assets, net-worth, other measures such as price-to-earnings multiple and market capitalization.

Upon listing, the trading of our Equity Shares would be subject to differing market conditions as well as other factors which may result in high volatility in price, and low trading volumes as a percentage of combined trading volume of our Equity Shares. The occurrence of any of the above-mentioned factors or other circumstances may trigger any of the parameters prescribed by SEBI and the Stock Exchanges for placing our securities under the GSM and/or ASM framework or any other surveillance measures, which could result in significant restrictions on trading of our Equity Shares being imposed by SEBI and the Stock Exchanges. These restrictions may include requiring higher margin requirements, limiting trading frequency or freezing of price on upper side of trading, as well as mentioning of our Equity Shares on the surveillance dashboards of the Stock Exchanges. The imposition of these restrictions and curbs on trading may have an adverse effect on market price, trading and liquidity of our Equity Shares and on the reputation and conditions of our Company. Any such instance may result in a loss of our reputation and diversion of our management's attention and may also decrease the market price of our Equity Shares which could cause you to lose some or all of your investment.

63. Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares and dividends paid on the Equity Shares.

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares held as investments in an Indian company are generally taxable in India.

Any capital gain realised on the sale of listed equity shares on a recognised stock exchange will be subject to capital gains tax in India at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the recognised stock exchanges, time period for which the shares were held, etc. In case of non-resident seller, capital gains arising from the sale of the listed equity shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares. Accordingly, you may be subject to payment of long-term capital gains tax in India, on the sale of any listed equity shares held for more than 12 months immediately preceding the date of transfer. Further, any capital gains realised on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short-term capital gains tax in India. In addition to capital gains tax, Securities Transaction Tax ("**STT**"), will be levied on and collected by a domestic stock exchange on which the equity shares are sold as per the rates prescribed.

The Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 1, 2020 and clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of certain securities, other than debentures, on a delivery basis is currently specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount.

Additionally, the Government of India announced the Union Budget for the Fiscal 2027 on February 1, 2026. Following this, the Finance Bill 2026 was introduced, which proposes to introduce certain changes including in respect of reduction of rate of minimum alternate tax, shifting from old to new regime for minimum alternate tax, reduction of rates of tax collected at source and taxation of consideration received on buy-back of shares as capital gains. The Finance Bill has received the assent from the President of India on March 30, 2026 and has been enacted as the Finance Act, 2026 ("**Finance Act**") with effect from April 1, 2026. We are yet to determine the impact of all or some such laws on our business and operations, which may restrict our ability to grow our business in the future.

Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning, investing or trading in our Equity Shares. Any dividends paid by an Indian company will be subject to tax in the hands of the shareholders at applicable rates. Such taxes will be withheld by the Indian company paying dividends. Non-resident shareholders may claim benefit of the applicable tax treaty, subject to satisfaction of certain conditions. We may or may not grant the benefit of a tax treaty (where applicable) to a non-resident

shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares.

Unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

64. Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.

Subject to requisite approvals, on listing, our Equity Shares will be quoted in Indian Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time taken for such conversion and repatriation transaction charges incurred, if any, may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by Shareholders. For example, the exchange rate between the Indian Rupee and the Euro and U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the returns on our Equity Shares, independent of our operating results.

65. Our Company's Equity Shares have never been publicly traded and may experience price and volume fluctuations following the completion of the Offer, an active trading market for the Equity Shares may not develop, the price of our Equity Shares may be volatile may not be indicative of the market price of the Equity Shares after the Offer and you may be unable to resell your Equity Shares at or above the Offer Price or at all.

Prior to this Offer, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after this Offer. Listing and quotation do not guarantee that a market for our Equity Shares will develop or, if developed, the liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares is proposed to be determined through a book building process and may not be indicative of the market price of our Equity Shares at the time of commencement of trading of our Equity Shares or at any time thereafter. Furthermore, the price of the Equity Shares may be volatile, and the investors may be unable to resell the Equity Shares at or above the Offer Price, or at all. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India and volatility in the Stock Exchanges and securities markets elsewhere in the world.

There has been significant volatility in the Indian stock markets in the recent past, and the trading price of our Equity Shares after this Offer could fluctuate significantly as a result of market volatility or due to various internal or external risks, including but not limited to those described in this Red Herring Prospectus. The market price of our Equity Shares may be influenced by many factors, some of which are beyond our control, including:

- failure of security analysts to cover the Equity Shares after this Offer, or changes in the estimates of our performance by analysts;
- failure to launch new products;
- activities of competitors;
- future sales of the Equity Shares by us or our shareholders;
- investor perception of us, BSPA and/or the industry in which we operate;
- our quarterly or annual earnings or those of our competitors;
- the public's reaction to our press releases and adverse media reports; and
- general economic conditions

Furthermore, the stock market often experiences price and volume fluctuations that are unrelated or disproportionate to the operating performance of a particular company. Recent stock run-ups, divergences in valuation ratios relative to those seen during traditional markets, high-short interest or short squeezes, and strong and a typical retail investor interest in the markets may also affect the demand for and price of our Equity Shares that are not directly correlated to our operating performance. On some occasions, our stock price may be, or may be purported to be, subject to "short squeeze" activity. A "short squeeze" is a technical market condition that occurs when the price of the stock increases substantially, forcing market participants who have taken a position that its price would fall (i.e. who had sold the stock "short"), to buy it, which in turn may create significant, short-term demand for the stock not for fundamental reasons, but rather due to the need for such market participants to acquire the stock in order to forestall the risk of even greater losses. A "short squeeze" condition in the market for a stock can led to short-term conditions involving very high volatility and trading that may or may not track fundamental valuation models. As a result of these fluctuations, our Equity Shares may trade at prices significantly below the Offer Price. These broad market fluctuations and industry factors may materially reduce the market price of the Equity Shares, regardless of our Company's performance. There can be no assurance that the investor will be able to resell their Equity Shares at or above the Offer Price.

66. Our Company will not receive any proceeds from the Offer for Sale.

The Offer consists of an Offer for Sale. The Selling Shareholder shall be entitled to the net proceeds from the Offer for Sale, which comprise proceeds from the Offer for Sale net of Offer expenses shared by the Selling Shareholder, and our Company will not receive any proceeds from the Offer for Sale and will not benefit financially from the proceeds of the Equity Shares sold by the Selling Shareholder in the Offer. For details, see "***The Offer***" on page 63.

67. Investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Offer.

Subject to requisite approvals, the Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. Investors' book entry, or 'demat' accounts with depository participants in India, are expected to be credited within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in the Offer and the credit of such Equity Shares to the applicant's demat account with depository participant could take approximately two Working Days from the Bid/Offer Closing Date and trading in the Equity Shares upon receipt of final listing and trading approvals from the Stock Exchanges is expected to commence within three Working Days of the Bid/Offer Closing Date. There could be a failure or delay in listing the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in this risk factor. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

68. Any future issuance of Equity Shares or convertible securities or other equity linked instruments by us may dilute your shareholding and sale of Equity Shares by the Promoter may adversely affect the trading price of the Equity Shares.

We may be required to finance our growth, whether organic or inorganic, through future equity offerings. Any future equity issuances by us, including a primary offering, convertible securities or securities linked to Equity Shares including through exercise of employee stock options, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or disposal of our Equity Shares by the Promoter or any of our other principal shareholders or any other change in our shareholding structure to comply with minimum public shareholding norms applicable to listed companies in India or any public perception regarding such issuance or sales may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. There can be no assurance that we will not issue further Equity Shares or that our existing shareholders including our Promoter will not dispose of further Equity Shares after the completion of this Offer (subject to compliance with the lock-in provisions under the SEBI ICDR Regulations) or pledge or encumber their Equity Shares. Any future issuances could also dilute the value of shareholder's investment in the Equity Shares and adversely affect the trading price of our Equity Shares. Such securities may also be issued at prices below the Offer Price. We may also issue convertible debt securities to finance our future growth or fund our business activities. In addition, any

perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares.

69. Under Indian law, foreign investors are subject to investment restrictions that limit our ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares.

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then prior regulatory approval will be required. Furthermore, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. In accordance with the provisions of the Consolidated FDI Policy and FEMA Rules, our Company is a foreign owned and controlled company. As a foreign owned and controlled company, our Company is subject to certain additional requirements under the Consolidated FDI Policy and other Indian foreign investment laws. Furthermore, this is subject to the shares having been held on a repatriation basis and, either the security having been sold in compliance with the pricing guidelines or, the relevant regulatory approval having been obtained for the sale of shares and corresponding remittance of the sale proceeds.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Rules, investments where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy dated October 15, 2020 and the FEMA Rules. Furthermore, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. These investment restrictions shall also apply to subscribers of offshore derivative instruments. Subsequently, vide Press Note No. 2 (2026 Series), dated March 15, 2026 issued by the DPIIT, the Consolidated FDI Policy has been further amended to, inter alia, define the expression "beneficial owner" and to provide that prior approval of the Government of India shall be required only where citizen(s) and/or entity(ies) of a country sharing a land border with India have the ability to, directly or indirectly, individually or cumulatively, independently or collectively, whether acting together or otherwise, hold rights/entitlements more than 10% of the shares, capital or profits of the investor entity which is incorporated or registered in a country other than a country sharing land border with India, or exercise control over such investor entity, or exercise ultimate effective control over the investee entity in any manner. The amendments under Press Note No. 2 (2026 Series) have come into effect as on the date of this Red Herring Prospectus. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained with or without any particular terms or conditions or at all.

70. Qualified Institutional Buyers and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid, and Retail Individual Investors are not permitted to withdraw their Bids after Bid/Offer Closing Date.

Pursuant to the SEBI ICDR Regulations, Qualified Institutional Buyers and Non-Institutional Investors are required to block the Bid amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bids during the Bid/Offer Period and/or withdraw their Bids until the Bid/Offer Closing date, but not thereafter. While we are required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed, including Allotment, within three Working Days from the Bid/Offer Closing Date or such other period as may be prescribed by the SEBI, events affecting the investors' decision to invest in the Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, financial condition, results of operations, and cash flows may arise between the date of submission of the Bid and Allotment. We may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the investors' ability to

sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing. Therefore, QIBs and Non-Institutional Investors will not be able to withdraw or lower their bids following adverse developments in international or national monetary policy, financial, political or economic conditions, which may materially and adversely impact our business, financial condition, results of operations, cash flows or otherwise between the dates of submission of their Bids and Allotment.

71. Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby may suffer future dilution of their ownership position.

Under the Companies Act, 2013 a company having share capital and incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages before the issuance of any new equity shares, unless the pre-emptive rights have been waived by adoption of a special resolution by holders of three-fourths of the equity shares voting on such resolution. However, if the laws of the jurisdiction the investors are located in does not permit them to exercise their pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, the investors will be unable to exercise their pre-emptive rights unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for the investor's benefit. The value the custodian receives on the sale of such securities and the related transaction costs cannot be predicted. In addition, to the extent that the investors are unable to exercise pre-emption rights granted in respect of the Equity Shares held by them, their proportional interest in us would be reduced.

72. A third-party could be prevented from acquiring control of us post this Offer, because of anti-takeover provisions under Indian law.

As a listed Indian entity, there are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of our Company. Under the Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to acquire stake in our Company subsequent to completion of this Offer. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to our shareholders, such a takeover may not be attempted or consummated because of SEBI Takeover Regulations. Further, there are requirements under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Takeover Regulations if the shareholding of any entity exceeds the specified threshold.

73. There is no guarantee that our Equity Shares will be listed on the Stock Exchanges in a timely manner or at all.

In accordance with Indian law and practice, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until Allotment of Equity Shares pursuant to this Offer. In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on the BSE and NSE within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

74. Rights of shareholders of companies under Indian law may be more limited than under the laws of other jurisdictions

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive and widespread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholder in an Indian company than as a shareholder of an entity in another jurisdiction.

75. Our ability to raise foreign capital may be constrained by Indian law.

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions limit our financing sources and could constrain our ability to obtain financings on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that any required regulatory approvals for borrowing in foreign currencies will be granted to us without onerous conditions, or at all. Limitations on foreign debt may have an adverse effect on our business, financial condition, results of operations, and cash flows.

76. The current market price of some securities listed pursuant to certain previous issues managed by the BRLMs is below their respective issue prices. The determination of the Price Band is based on various factors and assumptions and the Offer Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Offer.

The factors that could affect the market price of our Equity Shares include, among others, broad market trends, financial performance and results of our Company post-listing, and other factors beyond our control. The determination of the Price Band is based on various factors and assumptions, and will be determined by our Company, in consultation with the BRLMs. Furthermore, the Offer Price of the Equity Shares will be determined by our Company, in consultation with the BRLMs through the Book Building Process. These will be based on numerous factors, including factors as described under "***Basis for Offer Price***" on page 109 and may not be indicative of the market price for the Equity Shares after the Offer. In addition to the above, the current market price of securities listed pursuant to certain previous initial public offerings managed by the BRLMs is below their respective issue price. For further details, see "***Other Regulatory and Statutory Disclosures - Price information of past issues handled by the Book Running Lead Managers***" on page 421. We cannot assure you that an active market will develop or that sustained trading will take place in the Equity Shares, nor provide any assurance regarding the price at which the Equity Shares will be traded after listing.

SECTION III: INTRODUCTION

THE OFFER

The following table summarizes details of the Offer:

Offer [(1)(2)]	
The Offer comprises:	
Offer for Sale [(2)]	Up to 43,239,042 Equity Shares of face value ₹ 10 each, aggregating to ₹ [●] million
which includes:	
Employee Reservation Portion[(6)]	Up to 50,000 Equity Shares of face value of ₹10 each, aggregating to ₹ [●] million
Net Offer	Up to [●] Equity Shares of face value of ₹10 each, aggregating to ₹[●] million
The Net Offer consists of:	
A) Qualified Institutional Buyers Portion [(3) (4)]	Not more than [●] Equity Shares of face value of ₹ 10 each aggregating to ₹ [●] million
of which:	
i. Anchor Investor Portion	[●] Equity Shares of face value of ₹ 10 each
ii. Net QIB Portion available for allocation to QIBs other than Anchor Investors (assuming Anchor Investor Portion is fully subscribed)	[●] Equity Shares of face value of ₹ 10 each
of which:	
a. Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	[●] Equity Shares of face value of ₹ 10 each
b. Balance of QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares of face value of ₹ 10 each
B) Non-Institutional Portion[(4) (5)]	Not less than [●] Equity Shares of face value of ₹ 10 each aggregating up to ₹ [●] million
of which:	
One-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000	[●] Equity Shares of face value of ₹ 10 each
Two-thirds of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹ 1,000,000	[●] Equity Shares of face value of ₹ 10 each
C) Retail Portion [(4)]	Not less than [●] Equity Shares of face value of ₹ 10 each aggregating to ₹ [●] million
Pre-Offer and Post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as at the date of this Red Herring Prospectus)	187,995,834 Equity Shares of face value of ₹ 10 each
Equity Shares outstanding after the Offer	187,995,834 Equity Shares of face value of ₹ 10 each
Use of proceeds of the Offer	Our Company will not receive any portion of the proceeds from the Offer. For further information, see "***Objects of the Offer***" on page 106

(1) The Offer has been authorized by a resolution of our Board passed at their meeting dated February 3, 2026. Further, our Board has taken on record the authorisation for the Offer for Sale by the Promoter Selling Shareholder pursuant to the Board resolution dated February 3, 2026 and the resolution passed by the IPO Committee dated October 6, 2026.

*(2) The Promoter Selling Shareholder has confirmed and authorized its participation in the Offer for Sale in relation to the Offered Shares. The Promoter Selling Shareholder confirms that the Offered Shares are in compliance with Regulation 8 of the SEBI ICDR Regulations and are otherwise eligible for being offered for sale in the Offer in accordance with the provisions of the SEBI ICDR Regulations. For details see "**Other Regulatory and Statutory Disclosures**" on page 410.*

(3) Our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which 40% shall be reserved in the following manner:(i) 33.33% shall be available for allocation to domestic Mutual Funds, and (ii) 6.67% shall be available for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in (ii) above, the allocation may be made to domestic Mutual Funds. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual

*Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "**Offer Procedure**" and "**Offer Structure**" on pages 441 and 436, respectively.*

(4) *Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories, as applicable, at the discretion of our Company, in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable law. Under-subscription, if any, in the QIB Portion (excluding the Anchor Investor Portion) will not be allowed to be met with spill-over from other categories or a combination of categories.*

(5) *Allocation to Bidders in all categories, except Anchor Investor Portion, Non-Institutional Portion and Retail Portion, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. The allocation to each Non-Institutional Investor shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.*

(6) *The Employee Reservation portion shall not exceed 5% of our post-Offer equity share capital. In the event of an under-subscription in the Employee Reservation Portion, the unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 200,000 (net of Employee Discount, if any), subject to the total Allotment to an Eligible Employee not exceeding ₹ 500,000 (net of Employee Discount, if any). The unsubscribed portion if any, in the Employee Reservation Portion (after allocation up to ₹ 500,000), shall be added back to the Net Offer. Further, an Eligible Employee Bidding in the Employee Reservation Portion can also Bid in the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits.*

Allocation to Investors in all categories shall be made in accordance with the SEBI ICDR Regulations. For further information, see "***Terms of the Offer***", "***Offer Structure***" and "***Offer Procedure***" on pages 429, 436, and 441, respectively.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth summary financial information derived from our Restated Financial Information. The summary financial information presented below should be read in conjunction with "***Restated Financial Information***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 281 and 355, respectively.

[The remainder of this page is intentionally left blank]

Summary Balance Sheet Data

Particulars	As at June 30, 2026	As at June 30, 2025	As at December 31, 2025	As at December 31, 2024	As at December 31, 2023
				in ₹ million	
Assets					
Non-current assets					
Property, plant and equipment	2,698.92	2,590.10	2,691.52	2,639.82	2,561.45
Capital work-in-progress	135.69	117.92	123.46	137.32	202.57
Intangible assets	2.97	4.16	3.38	3.04	23.18
Intangible assets under development	-	9.56	-	9.46	-
Right-of-use asset	285.38	329.08	306.97	343.07	381.04
Financial assets					
i. Investments	1.13	1.13	1.13	1.13	1.13
ii. Loans	69.30	92.40	69.30	92.40	-
iii. Other financial assets	67.95	57.56	38.30	55.56	54.59
Deferred tax assets (Net)	161.24	241.77	174.08	161.80	175.08
Non-Current tax assets (Net)	4.92	4.92	4.92	4.92	26.93
Other non-current assets	131.72	60.81	78.31	74.39	71.89
Total non-current assets	**3,559.22**	**3,509.41**	**3,491.37**	**3,522.91**	**3,497.86**
Current assets					
Inventories	3,776.06	3,401.95	3,192.13	3,214.17	3,322.79
Financial assets					
i. Trade receivables	5,325.06	4,409.52	5,177.39	4,061.92	4,101.43
ii. Cash and cash equivalents	1,401.70	250.81	1,531.81	1,446.67	905.32
iii. Bank balances other than (ii) above	-	1,638.33	100.15	0.94	1,700.12
iv. Loans	60.91	59.41	49.95	126.11	-
iv. Other financial assets	96.99	242.05	138.13	147.87	65.59
Current tax assets (net)	-	-	-	82.30	92.53
Other current assets	738.30	367.93	713.65	387.87	461.51
Total current assets	**11,399.02**	**10,370.00**	**10,903.21**	**9,467.85**	**10,649.29**
Total assets	**14,958.24**	**13,879.41**	**14,394.58**	**12,990.76**	**14,147.15**
Equity and liabilities					
Equity					
Equity share capital	1,879.96	1,253.31	1,253.31	1,253.31	1,311.23
Other equity	8,462.72	7,501.16	8,676.62	7,356.20	6,702.40
Total equity	**10,342.68**	**8,754.47**	**9,929.93**	**8,609.51**	**8,013.63**
Non-current liabilities					
Financial liabilities					
i. Lease liabilities	3.20	7.32	3.88	28.09	60.10
ii. Other financial liabilities	18.03	0.93	22.11	1.82	20.31
Provisions	122.36	107.51	121.30	106.35	107.59
Total non-current liabilities	**143.59**	**115.76**	**147.29**	**136.26**	**188.00**
Current liabilities					
Contract liabilities	83.45	52.98	56.43	50.40	31.33
Financial liabilities					
i. Borrowings	-	-	-	-	1,107.86
ia. Lease liabilities	4.69	40.05	24.24	37.48	36.56
ii. Trade payables					
Total outstanding dues of micro and small enterprises	594.62	484.11	516.43	382.72	595.84
Total outstanding dues of creditors other than micro and small enterprises	3,117.44	2,773.30	2,785.69	2,702.79	3,224.42
iii. Other financial liabilities	106.41	1,122.44	438.70	662.18	499.15
Current tax Liability (net)	155.32	170.35	30.59	-	-
Other current liabilities	271.98	183.38	209.16	201.90	135.81
Provisions	138.06	182.57	256.12	207.52	314.55
Total current liabilities	**4,471.97**	**5,009.18**	**4,317.36**	**4,244.99**	**5,945.52**
Total liabilities	**4,615.56**	**5,124.94**	**4,464.65**	**4,381.25**	**6,133.52**
Total equity and liabilities	**14,958.24**	**13,879.41**	**14,394.58**	**12,990.76**	**14,147.15**

Summary profit and loss account

Particulars	For the six months period ended June 30, 2026	For the six months period ended June 30, 2025	For the year ended December 31, 2025	For the year ended December 31, 2024	For the year ended December 31, 2023
			in ₹ million unless otherwise stated		
Continuing Operations					
Income					
Revenue from operations	11,318.69	9,603.55	20,135.26	18,541.83	16,873.30
Other income	72.99	61.42	100.63	69.72	144.71
Total Income	**11,391.68**	**9,664.97**	**20,235.89**	**18,611.55**	**17,018.01**
Expenses					
Cost of raw materials & components consumed	7,541.76	5,977.36	11,967.18	11,854.27	11,104.93
Changes in inventories of finished goods and work-in-progress	(633.04)	34.41	542.53	(64.11)	(268.86)
Employee benefits expense	589.61	492.28	1,062.70	982.19	896.70
Finance costs	40.72	36.56	77.77	104.18	130.92
Depreciation and amortisation expense	271.87	234.02	478.23	466.29	370.99
Other expenses	1,581.62	1,335.22	2,855.15	2,818.74	2,701.62
Total expenses	**9,392.54**	**8,109.85**	**16,983.56**	**16,161.56**	**14,936.30**
Restated Profit before tax from continuing operations	**1,999.14**	**1,555.12**	**3,252.33**	**2,449.99**	**2,081.71**
Tax expense:					
Current tax	509.31	452.12	818.82	577.06	560.85
Tax pertaining to earlier years	0.17	28.26	61.21	(58.58)	73.52
Deferred tax	3.85	(74.95)	(6.44)	15.53	(19.31)
Total tax expense	**513.33**	**405.43**	**873.59**	**534.01**	**615.06**
Restated Profit after tax for the period/year from continuing operations	**1,485.81**	**1,149.69**	**2,378.74**	**1,915.98**	**1,466.65**
Discontinued Operations					
Profit from Discontinued Operations before tax	-	-	-	22.06	24.41
Gain on disposal of discontinued Operations	-	-	-	23.74	-
Tax Expenses of Discontinued Operations	-	-	-	(10.14)	(6.14)
Restated Profit after tax for the period/year from discontinued operations	**-**	**-**	**-**	**35.66**	**18.27**
Restated Profit after tax for the period/year	**1,485.81**	**1,149.69**	**2,378.74**	**1,951.64**	**1,484.92**
Other comprehensive income:					
Items that will not be reclassified to profit or loss in subsequent periods					
Remeasurements loss of post-employment benefit obligations	35.71	(19.94)	(23.19)	(8.95)	(53.51)
Income tax relating to the above item	(8.99)	5.02	5.84	2.25	13.47
Other comprehensive income/ (loss) for the period/year, net of tax	26.72	(14.92)	(17.35)	**(6.70)**	**(40.04)**
Restated total comprehensive income for the period/year, net of tax	**1,512.53**	**1,134.77**	**2,361.39**	**1,944.94**	**1,444.88**
Restated Earnings per equity share: [Nominal value per share: Rs. 10; December 31, 2025, December 31, 2024, December 31, 2023: Rs.10]					
Restated Earnings per Equity Share: (Basic and Diluted) - Continuing Operations* (*In ₹*)	7.90	6.12	12.65	10.08	7.57
Restated Earnings per Equity Share: (Basic and Diluted) - Discontinued Operations (*In ₹*)	-	-	-	0.19	0.09

Particulars	For the six months period ended June 30, 2026	For the six months period ended June 30, 2025	For the year ended December 31, 2025	For the year ended December 31, 2024	For the year ended December 31, 2023
			in ₹ million unless otherwise stated		
Restated Earnings per Equity Share: (Basic and Diluted) - Continuing & Discontinued Operations* (*In ₹*)	7.90	6.12	12.65	10.27	7.66

** Not annualized for the six months periods ended June 30, 2026 and June 30, 2025*

Summary cash flow statement

Particulars	For the six months period ended June 30, 2026	For the six months period ended June30, 2025	For the year ended		
			December 31, 2025	December 31, 2024	December 31, 2023
			(*in ₹ million*)		
Cash flows from operating activities					
Restated Profit before tax from Continuing and Discontinued Operations	**1,999.14**	**1,555.12**	**3,252.33**	**2,495.79**	**2,106.12**
Adjustments for					
Profit from discontinued operations	-	-	-	(22.06)	(24.41)
Gain on disposal of discontinuing Operations	-	-	-	(23.74)	-
Depreciation and amortisation expense	250.28	214.67	436.79	407.59	320.89
Depreciation of Right-of-use asset	21.59	19.35	41.44	42.67	50.10
Allowance for doubtful debts no longer required written back	-	(9.12)	(6.70)	-	(3.95)
Interest income	(59.14)	(44.00)	(81.02)	(65.01)	(140.12)
Allowance for doubtful debts	3.36	-	-	23.24	-
Gain on sale of property, plant and equipment	(0.21)	(1.32)	(1.12)	(0.97)	(0.64)
Finance cost excluding interest on lease liabilities	39.92	34.41	74.04	97.21	125.59
Interest expense on Lease liabilities	0.80	2.15	3.73	6.97	5.33
Provision for product warranty	14.48	4.56	60.85	82.25	100.62
Net foreign exchange differences (unrealised)	(0.21)	(12.09)	(12.06)	(17.88)	23.61
Gain on termination of lease	-	(6.29)	(6.29)	-	-
Loss on disposal of property, plant and equipment	0.38	1.75	2.78	0.57	3.93
Operating Profit before working capital changes	**2,270.39**	**1,759.19**	**3,764.77**	**3,026.63**	**2,567.07**
Working capital adjustments					
Increase in trade receivables	(169.08)	(307.58)	(1,083.44)	(31.41)	(308.56)
(Increase)/Decrease in inventories	(583.93)	(187.78)	22.04	308.58	(694.37)
(Increase)/Decrease in other financial assets	12.01	(85.23)	34.54	(249.16)	4.60
Increase/ (Decrease) in trade payables	428.21	152.64	203.26	(677.10)	935.74
(Increase)/ Decrease in other assets	(24.65)	19.94	(325.78)	67.31	(135.73)
Decrease in provisions	(95.76)	(54.85)	(22.44)	(124.42)	(32.71)
Increase/ (Decrease) in other financial liabilities	(243.31)	(234.60)	(5.14)	34.87	178.52
Increase in other Contract liabilities	27.02	2.58	6.03	-	-
Increase/ (Decrease) in other current liabilities	62.81	(157.62)	42.05	51.51	42.72

Particulars	For the six months period ended June 30, 2026	For the six months period ended June30, 2025	For the year ended		
			December 31, 2025	December 31, 2024	December 31, 2023
			(*in ₹ million*)		
Cash generated from operations	1,683.71	906.69	2,635.89	2,406.81	2,557.28
Cash flow from operating activities - discontinued operations	-	-	-	44.59	41.90
Tax paid (Continuing & Discontinued Operations) - Net of refunds	(384.75)	(220.16)	(759.08)	(567.90)	(616.90)
Net cash inflow from operating activities	**1,298.96**	**686.53**	**1,876.81**	**1,883.50**	**1,982.28**
Cash flows from investing activities					
Purchase of property, plant and equipment and intangible assets	(409.22)	(247.99)	(539.77)	(430.77)	(1,201.21)
Proceeds from disposal of property, plant and equipment	0.83	19.99	20.95	8.40	(0.12)
Deposits made during the period/ year	(4.44)	(1,638.33)	(1,200.15)	(500.80)	(4,740.10)
Loans advanced to related party	(240.75)	(203.93)	(441.99)	(218.50)	-
Loans repaid by related party	229.79	270.64	541.25	-	-
Proceeds from the deposits matured during the period/year	100.00	0.12	1,100.94	2,200.00	4,870.40
Proceeds from Sale of Discontinued operations	-		-	-	-
Adjustments in net assets of Bonfiglioli Drives Solutions Private Limited	-	(62.36)	(78.50)	(118.30)	(29.48)
Interest income received	63.21	33.87	73.48	117.00	133.40
Cash Flow From Investing Activities - Continuing Operations	**(260.58)**	**(1,827.99)**	**(523.79)**	**1,057.03**	**(967.11)**
Cash Flow From Investing Activities - Discontinued Operations	**-**	**-**	**-**	**36.92**	**(32.12)**
Net Cash Flow From / (Used) Investing Activities	**(260.58)**	**(1,827.99)**	**(523.79)**	**1,093.95**	**(999.23)**
Cash flows from financing activities					
Interest paid	(47.68)	(34.41)	(74.04)	(99.07)	(125.59)
Payment of Principle portion of lease liabilities	(20.23)	(17.84)	(37.06)	(38.55)	(48.32)
Payment of Interest of lease liabilities	(0.80)	(2.15)	(3.73)	(6.90)	(5.33)
Borrowings					
Proceeds	-	-	-	500.00	2,990.00
Repayments	-	-	-	(1,607.86)	(3,319.60)
Payment of Dividend	(1,099.78)	-	(1,153.05)	(463.72)	(655.60)
Buyback of shares	-	-	-	(720.00)	-
Net cash used from financing activities	**(1,168.49)**	**(54.40)**	**(1,267.88)**	**(2,436.10)**	**(1,164.44)**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**(130.11)**	**(1,195.86)**	**85.14**	**541.35**	**(181.39)**

Particulars	For the six months period ended June 30, 2026	For the six months period ended June30, 2025	For the year ended		
			December 31, 2025	December 31, 2024	December 31, 2023
			(*in ₹ million*)		
Cash and cash equivalents at the beginning of the period / year	1,531.81	1,446.67	1,446.67	905.32	1,086.71
Cash and cash equivalents as at the end of the period/year	**1,401.70**	**250.81**	**1,531.81**	**1,446.67**	**905.32**

SUMMARY OF CONTINGENT LIABILITIES

The following is the summary of our contingent liabilities as at June 30, 2026, as per Ind AS 37 – Provisions, contingent liabilities, and contingent assets as derived from the Restated Financial Information:

Particulars	As at June 30, 2026 (in ₹ million)
Disputed Income-tax demands pending before various forums	28.06
Indirect tax matters	2.76

SUMMARY OF RELATED PARTY TRANSACTIONS

The following is the summary of related party transactions with related parties as per Ind AS 24 - Related Party Disclosures read with SEBI ICDR Regulations, for the six months ended June 30, 2026 and June 30, 2025 and for the Financial Years ended December 31, 2025, December 31, 2024 and December 31, 2023, as derived from the Restated Financial Information:

Nature of the transaction	Name of the related party	Nature of relationship	For the six months period ended June 30, 2026	% of revenue from operations for six months period ended June 30, 2026	For the six months period ended June 30, 2025	% of revenue from operations for six months period ended June 30, 2025	For the year ended December 31, 2025	% of revenue from operations for the year ended December 31, 2025	For the year ended December 31, 2024	% of revenue from operations for the year ended December 31, 2024	For the year ended December 31, 2023	% of revenue from operations for the year ended December 31, 2023
			(in ₹ million, unless otherwise stated)									
Sale of goods	Bonfiglioli Transmission (Aust.) Pty Ltd - Australia	Fellow subsidiaries	98.90	0.87%	52.66	0.55%	112.43	0.56%	155.54	0.84%	102.54	0.61%
	Bonfiglioli Vietnam Co. Ltd	Fellow subsidiaries	77.19	0.68%	29.88	0.31%	91.99	0.46%	43.79	0.24%	37.54	0.22%
	Bonfiglioli U.S.A. Inc.	Fellow subsidiaries	722.04	6.38%	347.58	3.62%	785.25	3.90%	603.36	3.25%	328.77	1.95%
	Bonfiglioli Slovakia sro	Fellow subsidiaries	19.77	0.17%	10.47	0.11%	22.74	0.11%	83.06	0.45%	176.77	1.05%
	Bonfiglioli South Africa Pty Ltd.	Fellow subsidiaries	1.23	0.01%	1.83	0.02%	5.89	0.03%	2.44	0.01%	8.24	0.05%
	Bonfiglioli Transmission S.A.S	Fellow subsidiaries	74.32	0.66%	36.18	0.38%	87.15	0.43%	59.71	0.32%	216.06	1.28%

Nature of the transaction	Name of the related party	Nature of relationship	For the six months period ended June 30, 2026	% of revenue from operations for six months period ended June 30, 2026	For the six months period ended June 30, 2025	% of revenue from operations for six months period ended June 30, 2025	For the year ended December 31, 2025	% of revenue from operations for the year ended December 31, 2025	For the year ended December 31, 2024	% of revenue from operations for the year ended December 31, 2024	For the year ended December 31, 2023	% of revenue from operations for the year ended December 31, 2023
			(in ₹ million, unless otherwise stated)									
	Bonfiglioli Redutores do Brasil Indústria e Comércio Ltda	Fellow subsidiaries	118.67	1.05%	119.02	1.24%	198.64	0.99%	132.78	0.72%	25.83	0.15%
	Bonfiglioli Transmission (Aust.) Pty Ltd - New Zealand	Fellow subsidiaries	21.38	0.19%	6.31	0.07%	22.41	0.11%	10.65	0.06%	18.21	0.11%
	Bonfiglioli Drives (Shanghai) Co. Ltd	Fellow subsidiaries	92.25	0.82%	63.72	0.66%	143.83	0.71%	95.59	0.52%	89.54	0.53%
	Bonfiglioli Deutschland GmbH	Fellow subsidiaries	322.47	2.85%	194.49	2.03%	435.33	2.16%	628.32	3.39%	571.01	3.38%
	Bonfiglioli Riduttori S.p.A.	Fellow subsidiaries	239.16	2.11%	174.25	1.81%	471.86	2.34%	301.24	1.62%	336.19	1.99%
	Bonfiglioli Güç Aktarma ve Otomasyon Teknolojileri Sanayi ve Tic. A.Ş.	Fellow subsidiaries	32.77	0.29%	12.84	0.13%	19.62	0.10%	35.26	0.19%	86.24	0.51%
	Bonfiglioli (U.K) Ltd	Fellow subsidiaries	203.96	1.80%	100.97	1.05%	338.19	1.68%	85.50	0.46%	60.35	0.36%

Nature of the transaction	Name of the related party	Nature of relationship	For the six months period ended June 30, 2026	% of revenue from operations for six months period ended June 30, 2026	For the six months period ended June 30, 2025	% of revenue from operations for six months period ended June 30, 2025	For the year ended December 31, 2025	% of revenue from operations for the year ended December 31, 2025	For the year ended December 31, 2024	% of revenue from operations for the year ended December 31, 2024	For the year ended December 31, 2023	% of revenue from operations for the year ended December 31, 2023
			(in ₹ million, unless otherwise stated)									
	Bonfiglioli South East Asia Pte. Ltd.	Fellow subsidiaries	27.07	0.24%	17.13	0.18%	36.74	0.18%	67.85	0.37%	57.65	0.34%
	Bonfiglioli Trading (Shanghai) Co. Ltd.	Fellow subsidiaries	11.44	0.10%	29.48	0.31%	39.22	0.19%	310.63	1.68%	499.28	2.96%
	Tecnotrans Bonfiglioli SA	Fellow subsidiaries	197.33	1.74%	55.44	0.58%	195.75	0.97%	84.12	0.45%	53.14	0.31%
	Bonfiglioli Technology space Pvt Ltd	Fellow subsidiaries	0.22	0.00%	-	-	-	-	-	-	-	-
	B.R.T. S.p.A.	Others	(0.17)	0.00%	35.34	0.37%	43.23	0.21%	47.17	0.25%	21.72	0.13%
Sale of services (from continuing operations)	Bonfiglioli S.p.A.	Holding company	1.85	0.02%	1.73	0.02%	3.03	0.02%	8.09	0.04%	10.75	0.06%
	Bonfiglioli Riduttori S.p.A.	Fellow subsidiaries	0.41	0.00%	0.61	0.01%	1.78	0.01%	0.03	0.00%	2.65	0.02%

Nature of the transaction	Name of the related party	Nature of relationship	For the six months period ended June 30, 2026	% of revenue from operations for six months period ended June 30, 2026	For the six months period ended June 30, 2025	% of revenue from operations for six months period ended June 30, 2025	For the year ended December 31, 2025	% of revenue from operations for the year ended December 31, 2025	For the year ended December 31, 2024	% of revenue from operations for the year ended December 31, 2024	For the year ended December 31, 2023	% of revenue from operations for the year ended December 31, 2023
			(in ₹ million, unless otherwise stated)									
	Bonfiglioli Drives (Shanghai) Co. Ltd	Fellow subsidiaries	0.36	0.00%	0.89	0.01%	3.54	0.02%	0.35	0.00%	0.16	0.00%
	Bonfiglioli Trading (Shanghai) Co. Ltd.	Fellow subsidiaries	0.03	0.00%	0.09	0.00%	0.12	0.00%	1.18	0.01%	3.72	0.02%
	Bonfiglioli Deutschland GmbH	Fellow subsidiaries	-	-	-	-	-	-	1.25	0.01%	0.14	0.00%
	Bonfiglioli South East Asia Pte. Ltd.	Fellow subsidiaries	0.19	0.00%		-		-	-	-	0.11	0.00%
	Bonfiglioli Transmission (Aust.) Pty Ltd - Australia	Fellow subsidiaries	-	-	0.10	0.00%	0.10	0.00%	-	-	-	-
	Bonfiglioli U.S.A. Inc.	Fellow subsidiaries	-	-	2.58	0.03%	2.58	0.01%	-	-	-	-
	Bonfiglioli Vietnam Co. Ltd	Fellow subsidiaries	0.01	0.00%	-	-	-	-	0.01	0.00%	-	-

Nature of the transaction	Name of the related party	Nature of relationship	For the six months period ended June 30, 2026	% of revenue from operations for six months period ended June 30, 2026	For the six months period ended June 30, 2025	% of revenue from operations for six months period ended June 30, 2025	For the year ended December 31, 2025	% of revenue from operations for the year ended December 31, 2025	For the year ended December 31, 2024	% of revenue from operations for the year ended December 31, 2024	For the year ended December 31, 2023	% of revenue from operations for the year ended December 31, 2023
			(in ₹ million, unless otherwise stated)									
	Bonfiglioli Vectron GmbH	Fellow subsidiaries	-	-	-	-	-	-	4.11	0.02%	7.67	0.05%
	Bonfiglioli Technology Space Pvt Ltd	Fellow subsidiaries	1.11	0.01%	1.18	0.01%	3.10	0.02%	0.52	0.00%	-	-
Sale of services (from discontinued operations)	Bonfiglioli S.p.A.	Holding company	-	-	-	-	-	-	252.36	1.36%	284.29	1.68%
	O&K Antriebstechnik GmbH	Fellow Subsidiaries	-	-	-	-	-	-	8.57	0.05%	10.34	0.06%
Sale of discontinued operations	Bonfiglioli Technology Space Pvt Ltd	Fellow subsidiaries	-	-	-	-	-	-	115.50	0.62%	-	-
Commission income	Bonfiglioli Riduttori S.p.A.	Fellow subsidiaries	-	-	-	-	-	-	3.37	0.02%	1.98	0.01%
	O&K Antriebstechnik GmbH	Fellow subsidiaries	-	-	-	-	-	-	1.73	0.01%	1.83	0.01%

Nature of the transaction	Name of the related party	Nature of relationship	For the six months period ended June 30, 2026	% of revenue from operations for six months period ended June 30, 2026	For the six months period ended June 30, 2025	% of revenue from operations for six months period ended June 30, 2025	For the year ended December 31, 2025	% of revenue from operations for the year ended December 31, 2025	For the year ended December 31, 2024	% of revenue from operations for the year ended December 31, 2024	For the year ended December 31, 2023	% of revenue from operations for the year ended December 31, 2023
			(in ₹ million, unless otherwise stated)									
Interest Income on loan given	Bonfiglioli Technology Space Pvt Ltd	Fellow subsidiaries	3.68	0.03%	5.95	0.06%	9.61	0.05%	2.09	0.01%	-	-
Secondary Adjustment received as per Transfer pricing	Bonfiglioli S.p.A.	Holding company	-	-	80.32	0.84%	80.32	0.40%	140.63	0.76%	-	-
Loan repaid during the period/year	Bonfiglioli Technology Space Pvt Ltd	Fellow subsidiaries	229.79	2.03%	270.64	2.82%	541.26	2.69%	-	-	-	-
Loan provided during the period/ year	Bonfiglioli Technology Space Pvt Ltd	Fellow subsidiaries	240.75	2.13%	203.93	2.12%	441.99	2.20%	218.51	1.18%	-	-
Expenses recoverable from holding company	Bonfiglioli S.p.A.	Holding company	59.19	0.52%	-	-	21.83	0.11%	-	-	-	-
Purchase of goods	Bonfiglioli Drives (Shanghai) Co. Ltd	Fellow subsidiaries	6.45	0.06%	5.08	0.05%	8.24	0.04%	3.17	0.02%	7.41	0.04%
	Bonfiglioli Vectron GmbH	Fellow subsidiaries	-	-	-	-	-	-	1.39	0.01%	3.01	0.02%
	Bonfiglioli Deutschland GmbH	Fellow subsidiaries	1.55	0.01%	1.03	0.01%	2.10	0.01%	1.01	0.01%	0.11	0.00%

Nature of the transaction	Name of the related party	Nature of relationship	For the six months period ended June 30, 2026	% of revenue from operations for six months period ended June 30, 2026	For the six months period ended June 30, 2025	% of revenue from operations for six months period ended June 30, 2025	For the year ended December 31, 2025	% of revenue from operations for the year ended December 31, 2025	For the year ended December 31, 2024	% of revenue from operations for the year ended December 31, 2024	For the year ended December 31, 2023	% of revenue from operations for the year ended December 31, 2023
			(in ₹ million, unless otherwise stated)									
	Bonfiglioli U.S.A. Inc.	Fellow subsidiaries	2.62	0.02%	0.04	0.00%	0.43	0.00%	0.07	0.00%	0.42	0.00%
	Bonfiglioli Riduttori S.p.A.	Fellow subsidiaries	1,163.34	10.28%	998.90	10.40%	1,856.50	9.22%	1,985.81	10.71%	2,303.32	13.65%
	Bonfiglioli Redutores do Brasil Indústria e Comércio Ltda	Fellow subsidiaries	-	-	0.48	0.00%	0.48	0.00%	-	-	0.06	0.00%
	Bonfiglioli Transmission (Aust.) Pty Ltd - Australia	Fellow subsidiaries	0.09	0.00%	-	-	0.71	0.00%	0.31	0.00%	0.17	0.00%
	Bonfiglioli South Africa Pty Ltd.	Fellow subsidiaries	0.95	0.01%	0.17	0.00%	5.98	0.03%	0.80	0.00%	0.75	0.00%
	Bonfiglioli (U.K) Ltd	Fellow subsidiaries	0.01	0.00%	-	-	-	-	-	-	-	-
	Bonfiglioli Transmission S.A.S	Fellow subsidiaries	-	-	0.10	0.00%	0.21	0.00%	0.29	-	0.00*	-
	Tecnotrans Bonfiglioli SA	Fellow subsidiaries	-	-	-	-	0.07	0.00%	0.04	0.00%	-	-
	O&K Antriebstechnik GmbH	Fellow subsidiaries	-	-	9.59	0.10%	11.00	0.05%	4.74	0.03%	1.24	0.01%
	Bonfiglioli Trading (Shanghai) Co. Ltd.	Fellow subsidiaries	8.25	0.07%	-	-	-	-	28.29	0.15%	11.82	0.07%
	Bonfiglioli Güç Aktarma ve Otomasyon Teknolojileri Sanayi ve Tic. A.Ş.	Fellow subsidiaries	-	-	-	-	0.01	0.00%	-	-	0.02	0.00%
	B.R.T. S.p.A.	Others	-	-	22.41	0.23%	33.16	0.16%	76.28	0.41%	83.70	0.50%
Professional fees	Bonfiglioli S.p.A.	Holding company	262.57	2.32%	207.51	2.16%	427.76	2.12%	420.33	2.27%	441.21	2.61%

Nature of the transaction	Name of the related party	Nature of relationship	For the six months period ended June 30, 2026	% of revenue from operations for six months period ended June 30, 2026	For the six months period ended June 30, 2025	% of revenue from operations for six months period ended June 30, 2025	For the year ended December 31, 2025	% of revenue from operations for the year ended December 31, 2025	For the year ended December 31, 2024	% of revenue from operations for the year ended December 31, 2024	For the year ended December 31, 2023	% of revenue from operations for the year ended December 31, 2023
			(in ₹ million, unless otherwise stated)									
Sales commission expense	Bonfiglioli U.S.A. Inc.	Fellow subsidiaries	19.40	0.17%	21.78	0.23%	46.17	0.23%	36.39	0.20%	25.14	0.15%
Special project (E-commerce)	Bonfiglioli S.p.A.	Holding company	-	-	-	-	-	-	4.45	0.02%	-	-
Short-term employee benefits	Mr. Kennady V Kaipally	Key Managerial Personnel	11.11	0.10%	10.33	0.11%	20.76	0.10%	18.30	0.10%	13.90	0.08%
	Mr G.A Balaji	Key Managerial Personnel	8.15	0.07%	6.52	0.07%	14.60	0.07%	12.30	0.07%	9.00	0.05%
	Mr. Sunil Kumar	Key Managerial Personnel	0.73	0.01%	0.72	0.01%	1.45	0.01%	0.13	0.00%	-	-
	Ms. Bindhu Madhavi M	Key Managerial Personnel	-	-	-	-	-	-	-	-	0.40	0.00%
	Ms. Arthi N	Key Managerial Personnel	-	-	-	-	-	-	-	-	0.80	0.00%
Post-Employment Benefits	Mr. Kennady V Kaipally	Key Managerial Personnel	3.67	0.03%	0.72	0.01%	8.81	0.04%	2.70	0.01%	0.50	0.00%
	Mr G.A Balaji	Key Managerial Personnel	-	-	-	-	1.67	0.01%	1.40	0.01%	0.40	0.00%
	Mr. Sunil Kumar	Key Managerial Personnel	-	-	0.03	0.00%	0.04	0.00%	-	-	-	-
Other long-term benefits	Mr. Kennady V Kaipally	Key Managerial Personnel	7.11	0.06%	2.59	0.03%	13.97	0.07%	13.50	0.07%	11.00	0.07%

Nature of the transaction	Name of the related party	Nature of relationship	For the six months period ended June 30, 2026	% of revenue from operations for six months period ended June 30, 2026	For the six months period ended June 30, 2025	% of revenue from operations for six months period ended June 30, 2025	For the year ended December 31, 2025	% of revenue from operations for the year ended December 31, 2025	For the year ended December 31, 2024	% of revenue from operations for the year ended December 31, 2024	For the year ended December 31, 2023	% of revenue from operations for the year ended December 31, 2023
			(in ₹ million, unless otherwise stated)									
	Mr G.A Balaji	Key Managerial Personnel	2.58	0.02%	1.42	0.01%	3.91	0.02%	4.50	0.02%	3.50	0.02%
	Mr. Sunil Kumar	Key Managerial Personnel	0.07	0.00%	0.04	0.00%	0.09	0.00%	-	-	-	-
Reversal of long term benefits accrued in previous years[#]	Mr. Kennady V Kaipally	Key Managerial Personnel	-	-	-	-	(23.12)	(0.11)%	-	-	-	-
Salary advance given during the year	Mr. Kennady V Kaipally	Key Managerial Personnel	-	-	-	-	12.10	0.06%	-	-	-	-
Sitting fees to Director	Mr. Ravindra Pisharody	Key Managerial Personnel	1.82	0.02%	1.00	0.01%	2.00	0.01%	2.00	0.01%	2.00	0.01%
Other expenses (including reimbursement of expenses)	Bonfiglioli Riduttori S.p.A.	Fellow subsidiaries	0.22	0.00%	2.03	0.02%	2.03	0.01%	0.28	0.00%	0.64	0.00%
	Bonfiglioli Drives (Shanghai) Co. Ltd	Fellow subsidiaries	0.12	0.00%	0.83	0.01%	0.75	0.00%	0.34	0.00%	0.52	0.00%
	Bonfiglioli Trading (Shanghai) Co. Ltd	Fellow subsidiaries	-	-	0.00#	0.00%	0.00#	0.00%	0.21	0.00%	-	-
	Bonfiglioli Slovakia sro	Fellow subsidiaries	0.08	0.00%	0.23	0.00%	0.52	0.00%	0.62	0.00%	0.61	0.00%
	Bonfiglioli Transmission (Aust.) Pty Ltd - Australia	Fellow subsidiaries	-	-	-	-	-	-	0.13	0.00%	-	-
	Bonfiglioli Vietnam Co. Ltd	Fellow subsidiaries	0.08	0.00%	0.45	0.00%	0.46	0.00%	0.01	0.00%	0.00	0.00%

Nature of the transaction	Name of the related party	Nature of relationship	For the six months period ended June 30, 2026	% of revenue from operations for six months period ended June 30, 2026	For the six months period ended June 30, 2025	% of revenue from operations for six months period ended June 30, 2025	For the year ended December 31, 2025	% of revenue from operations for the year ended December 31, 2025	For the year ended December 31, 2024	% of revenue from operations for the year ended December 31, 2024	For the year ended December 31, 2023	% of revenue from operations for the year ended December 31, 2023
			(in ₹ million, unless otherwise stated)									
	Bonfiglioli Redutores do Brasil Indústria e Comércio Ltda	Fellow subsidiaries	-	-	-	-	-	-	0.79	0.00%	-	-
	Bonfiglioli (U.K) Ltd	Fellow subsidiaries	-	-	-	-	-	-	-	-	0.24	0.00%
	Bonfiglioli U.S.A. Inc.	Fellow subsidiaries	0.04	0.00%	0.10	0.00%	0.31	0.00%	1.76	0.01%	0.58	0.00%
	Bonfiglioli Vectron GmbH	Fellow subsidiaries	-	-	-	-	-	-	-	-	-	-
Royalty	Bonfiglioli S.p.A.	Holding company	505.43	4.47%	425.92	4.43%	888.08	4.41%	813.32	4.39%	741.26	4.39%
Donation	Clementino Bonfiglioli Charitable Trust	Others	1.40	0.01%	1.69	0.02%	3.79	0.02%	3.10	0.02%	3.15	0.02%
Dividend Paid/Payable	Bonfiglioli S.p.A.	Holding company	1,099.78	9.72%	927.45	9.66%	927.45	4.61%	689.30	3.72%	639.71	3.79%
	Bonfiglioli Vectron GmbH	Fellow subsidiaries	-	-	-	-	-	-	-	-	15.91	0.09%
Buy Back of Equity Shares	Bonfiglioli S.p.A.	Holding company	-	-	-	-	-	-	324.50	2.75%	-	-
	Bonfiglioli Vectron GmbH	Fellow subsidiaries	-	-	-	-	-	-	395.50	2.13%	-	-

[#]During the current year owing to non-satisfaction of conditions, the Company has reversed provision for bonus created in earlier years amounting to ₹23.12 million.

Note:

a. B.R.T S.p.A represents a company in which Sonia Bonfiglioli is a director and her relative is a shareholder.

b. Clementino Bonfiglioli Charitable Trust represents a CSR trust in which Company is a trustee.

c. Key Managerial Personnel are entitled to post-employment benefits and other long-term employee benefits recognized as per Ind-AS 19 "Employee Benefits".

For further information, see "***Other Financial Information - Related Party Transactions***" on page 354.

GENERAL INFORMATION

Corporate Identity Number: U29309TN1998PLC040717

Registration Number: 040717

Registered and Corporate Office of our Company

The address of our Registered and Corporate Office is as follows:

Bonfiglioli Transmissions Limited
Plot No. AC7-AC11
SIDCO Industrial Estate
Thirumudivakkam
Kancheepuram 600 132
Tamil Nadu, India

For details, in relation to changes in the name and the registered office of our Company, see "***History and Certain Corporate Matters***" on page 249.

Address of the Registrar of Companies

Our Company is registered with the RoC which is situated at the following address:

Registrar of Companies, Tamil Nadu at Chennai
Block No.6, B Wing,
2nd Floor, Shastri Bhawan
26, Haddows Road
Chennai - 600 034
Tamil Nadu, India

Board of Directors

Our Board comprises the following Directors, as on the date of filing of this Red Herring Prospectus:

Name, Designation and DIN	Address
Ravindra Pisharody *Chairperson and Independent Director* DIN: 01875848	Flat No. 1601 T 7, Emerald Isle, Powai, Saki Vihar Road, Mumbai 400 072, Maharashtra, India
Sonia Bonfiglioli *Non-Executive and Non-Independent Director* DIN: 02433473	Via dell'Osservanza, N. 76, Bologna, Italy
Massimo Sarti *Non-Executive and Non-Independent Director* DIN: 05183355	Via Bondanello, N. 73 02, Castel Maggiore, Bologna, Italy
Marco Mossuto *Non-Executive and Non-Independent Director* DIN: 11511091	Via Badolo 13, Sasso Marconi (BO), Italy 40037
Kennady V Kaippally *Managing Director* DIN: 08110794	D1202 Radiance Mandarin, 200 Ft Road, Opposite BSR Mall, Thoraipakkam, Oggiam Thuraipakkam, Kancheepuram 600 097, Tamil Nadu, India
Gatham Anandhan Balaji *Whole-Time Director and Chief Financial Officer* DIN: 06630726	Villa No. 16, Ground Floor, Casa Grande Pallagio, Kamarajar Street, Thuraipakkam, Oggiam Thuraipakkam, Chennai, 600 097, Tamil Nadu, India
Rossella Schiavini *Independent Director* DIN: 11407933	Piazza Napoli, N. 2 Milano (MI), Italy
Ananthanarayan Sundaresan *Independent Director* DIN: 01028552	FNO, 2D Magnolia Park, Five Furlong Road, Guindy, Chennai 600 032, Tamil Nadu, India

For brief profiles and further details in relation to our Board of Directors, see "***Our Management***" on page 255.

Filing of the Draft Red Herring Prospectus

A copy of the Draft Red Herring Prospectus has been filed electronically with SEBI through the SEBI intermediary portal at https://siportal.sebi.gov.in, in accordance with the SEBI ICDR Master Circular, as specified in Regulation 25(8) of SEBI ICDR Regulations. A copy of the Draft Red Herring Prospectus was also filed with SEBI at:

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

Filing of this Red Herring Prospectus and the Prospectus

A copy of this Red Herring Prospectus, along with the material contracts and documents has been filed, under Section 32 of the Companies Act, with the RoC and a copy of the Prospectus required to be filed under Section 26 of the Companies Act, would be filed with the RoC and through the electronic portal at http://www.mca.gov.in. For details of the address of the RoC, see "**– *Address of the Registrar of Companies***" on page 84.

Company Secretary and Compliance Officer

Sunil Kumar is the Company Secretary and Compliance Officer of our Company. His contact details are as follows:

Sunil Kumar
Plot No.AC7-AC11
SIDCO Industrial Estate
Thirumudivakkam
Kancheepuram 600 132
Tamil Nadu, India
Tel: +91 63858 63934
E-mail: btl.secretarial@bonfiglioli.com

Investor grievances

Bidders can contact our Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer-related queries and for redressal of complaints, investors may also write to the BRLMs.

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

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

All Offer-related grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or first Bidder, Anchor Investor Application Form number, Bidders' DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares

applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLMs where the Anchor Investor Application Form was submitted by the Anchor Investor.

Book Running Lead Managers

Axis Capital Limited
Axis House, 1st Floor
P.B. Marg, Worli
Mumbai 400 025
Maharashtra, India
Tel: +91 22 4325 2183
E-mail: bonfiglioli.ipo@axiscap.in
Investor grievance email: complaints@axiscap.in
Website: www.axiscapital.co.in
Contact Person: Devika Kanani
SEBI Registration No.: INM000012029

BNP Paribas
1 North Avenue, Maker Maxity
Bandra-Kurla
Complex, Bandra (E)
Mumbai 400 051
Maharashtra, India
Tel: +91 22 3370 4000
E-mail: list.cib.bonfiglioliipo@asia.bnpparibas.com
Investor grievance email:
indiainvestors.care@asia.bnpparibas.com
Website: www.bnpparibas.co.in
Contact Person: Arpit Arora
SEBI Registration No.: INM000011534

ICICI Securities Limited
ICICI Venture House
Appasaheb Marathe Marg
Prabhadevi,
Mumbai 400 025
Maharashtra, India
Tel: +91 22 6807 7100
E-mail:
bonfigliolitransmissions.ipo@icicisecurities.com
Investor grievance email:
customercare@icicisecurities.com
Website: www.icicisecurities.com
Contact Person: Shri Subramanyam / Namrata Ravasia
SEBI Registration No.: INM000011179

Jefferies India Private Limited
Level 16, Express Towers
Nariman Point
Mumbai 400 021
Maharashtra, India
Tel: +91 22 4356 6000
E-mail: bonfiglioli.transmission.ipo@jefferies.com
Investor grievance email: jipl.grievance@jefferies.com
Website: www.jefferies.com
Contact Person: Akshat Shah / Siddharth Dalmia
SEBI Registration No.: INM000011443

Statement of inter-se allocation of responsibilities of the Book Running Lead Managers

The responsibilities and co-ordination by the BRLMs for various activities in this Offer are as follows:

S. No.	Activity	Responsibility	Co-ordinator
1.	Capital structuring with the relative components and formalities such as type of instruments, size of Offer, due diligence of the Company including its operations / management / business plans/legal etc. Drafting and design of the Draft Red Herring Prospectus, the updated draft red herring prospectus, Red Herring Prospectus, Prospectus, abridged prospectus and application form. The Book Running Lead Managers shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of Prospectus and RoC filing.	All BRLMs	Axis Capital
2.	Drafting and approval of all statutory advertisements except Basis of Allotment advertisement, audio-visual videos and uploading documents on repository platform.	All BRLMs	Axis Capital
3.	Drafting and approval of all publicity material other than statutory advertisements, including corporate advertising, brochures, media monitoring, etc. and filing of media compliance report with SEBI.	All BRLMs	BNPP
4.	Appointment of intermediaries (including co-ordinating all agreements to be entered with such parties): advertising agency, registrar, printers, banker(s) to the Offer, Sponsor Bank, Share Escrow Agent, Syndicate Members, etc.	All BRLMs	Jefferies
5.	Preparation of road show presentation and frequently asked questions.	All BRLMs	Jefferies

S. No.	Activity	Responsibility	Co-ordinator
6.	International institutional marketing of the Offer, which will cover, inter alia: • Institutional marketing strategy and preparation of publicity budget; • Finalising the list and division of international investors for one-to-one meetings; and • Finalising international road show and investor meeting schedules.	All BRLMs	Jefferies
7.	Domestic Institutional marketing of the Offer, which will cover, inter alia: • Institutional marketing strategy and preparation of publicity budget; • Finalizing the list and division of domestic investors for one-to-one meetings; and • Finalizing domestic road show and investor meeting schedule.	All BRLMs	Axis Capital
8.	Non-Institutional marketing of the Offer, which will cover, inter alia: • Finalising media, marketing and public relations strategy including list of frequently asked questions at road shows; and • Finalising centres for holding conferences for brokers, etc.	All BRLMs	ICICI Securities
9.	Retail marketing of the Offer, which will cover, inter alia, • Finalising media, marketing and public relations strategy including list of frequently asked questions at retail road shows; • Finalising centres for holding conferences for brokers, etc.; and • Follow-up on distribution of publicity and Offer material including application form, the Prospectus and deciding on the quantum of the Offer material; and finalising brokerage, collection centres.	All BRLMs	ICICI Securities
10.	Coordination with Stock Exchanges for book building software, bidding terminals, mock trading, intimation to Stock Exchanges for anchor portion, anchor coordination, anchor CAN and intimation of anchor allocation.	All BRLMs	ICICI Securities
11.	Managing the book and finalization of pricing in consultation with our Company	All BRLMs	BNPP
12.	Post bidding activities including management of escrows accounts, coordinate non-institutional allocation, coordination with Registrar, SCSBs and Bankers to the Offer, intimation of allocation and dispatch of refund to Bidders, etc. Post-Offer activities, which shall involve essential follow-up steps including follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising the Issuer about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-Offer activity such as registrar to the Offer, Bankers to the Offer, SCSBs including responsibility for underwriting arrangements, as applicable. Payment of the applicable securities transactions tax on sale of unlisted equity shares by the Promoter Selling Shareholder under the Offer for Sale to the Government. Submission of all post Offer reports including the final post Offer report to SEBI.	All BRLMs	ICICI Securities

Legal Counsel to our Company and the Promoter Selling Shareholder as to Indian law

Shardul Amarchand Mangaldas & Co
Prestige Sterling Square
Madras Bank Road, Off Lavelle Road
Bengaluru 560 001
Karnataka, India

Tel: +91 80 6674 9999

24th Floor, Express Towers
Nariman Point
Mumbai 400 021
Maharashtra, India
Tel: +91 22 4933 5555
E-mail: cm.partners@AMSShardul.com

Statutory Auditors of our Company

S.R. Batliboi & Associates LLP, Chartered Accountants
10th Floor, Tidel Park, 'A' Block
North Wing, No. 4
Rajiv Gandhi Salai, Taramani
Chennai – 600 113
Tamil Nadu, India
Tel: +91 44 6117 9000
E-mail: srba@srb.in
ICAI Firm Registration Number: 101049W/E300004
Peer Review Number: 013325

Changes in the auditors

There has been no change in the statutory auditors of our Company during the last three years preceding the date of this Red Herring Prospectus.

Registrar to the Offer

MUFG Intime India Private Limited ***(Formerly, Link Intime India Private Limited)***
C-101, Embassy 247,
LBS Marg, Vikhroli (West)
Mumbai 400 083
Maharashtra, India
Tel: +91 81081 14949
Website: www.in.mpms.mufg.com
E-mail: bonfigliolitransmissions.ipo@in.mpms.mufg.com
Investor grievance e-mail: bonfigliolitransmissions.ipo@in.mpms.mufg.com
Contact Person: Shanti Gopalkrishnan
SEBI Registration No.: INR000004058

Bankers to the Offer

Escrow Collection, Refund Bank and Sponsor Bank

ICICI Bank Limited
Capital Market Division, 163, 5th Floor, H.T.Parekh Marg, Backbay
Reclamation, Churchgate, Mumbai 400 020, Maharashtra, India
Tel: 022- 68052182
Email: Ipocmg@icici.bank.in
Website: www.icici.bank.in
Contact Person: Varun Badai
SEBI Registration Number: INBI00000004

Public Offer Account Bank and Sponsor Bank

Axis Bank Limited
Old no 2, New No:3, Club House Road, Anna Salai,
Chennai 600 002, Tamil Nadu, India
Tel: +91 99402 17444
Email: CBBChennai.Operationshead@axis.bank.in

Website: www.axisbank.com
Contact Person: Rekha
SEBI Registration Number: INBI00000017

Bankers to our Company

Axis Bank Limited
Corporate Banking Branch
Old No. 2, New No. 3
Club House Road, Anna Salai
Chennai 600 002
Tamil Nadu, India
Telephone: +91 90527 99940
Contact Person: Besgi Xevier
Website: https://www.axisbank.com/
E-mail: besgi.xevier@axisbank.com

HDFC Bank Limited
A Wing, 8th Floor, Phase 3
Spencer's Plaza, No 769, Anna Salai
Chennai 600 002
Tamil Nadu, India
Telephone: +91 99000 61422
Contact Person: Rohit Raghuram
Website: https://www.hdfc.bank.in/
E-mail: rohit.raghuram@hdfc.bank.in

JPMorgan Chase Bank N.A.
Devanahalli Branch
Hoysala Corpus, 2nd Floor
Guttahalli Kasaba Hobli, Devanahalli Taluk
Bengaluru 562 110
Karnataka, India
Telephone: +91 98843 10544
Contact Person: Aparajith R
Website: https://www.jpmorgan.com/IN/en/about-us
E-mail: aparajith.r@chase.com

Kotak Mahindra Bank Limited
Prestige Polygon, 12th Floor
471 Anna Salai, Nandanam
Chennai 600 035
Tamil Nadu, India
Telephone: +91 86553 47725
Contact Person: Harish M
Website: https://www.kotak.com/en/home.html
E-mail: harish.m4@kotak.com

Designated Intermediaries

Self Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process is available at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, or at such other website as may be prescribed by SEBI from time to time.

A list of the Designated SCSB Branches with which an ASBA Bidder (other than UPI Bidders), not Bidding through Syndicate/Sub-Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34, or at such other websites as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors and RIIs) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time or any other website as may be prescribed by SEBI from time to time or such other website as may be prescribed by SEBI from time to time.

Self Certified Syndicate Banks and mobile applications enabled for UPI Mechanism

In accordance with, SEBI circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and the SEBI ICDR Master Circular, UPI Bidders may only apply through the SCSBs and mobile applications whose names appear on the website of the SEBI which may be updated from time to time. A list of SCSBs and mobile applications, using the UPI handles and which are live for applying in public issues is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43, respectively, as updated from time to time and at such other websites as may be prescribed by SEBI from time to time.

Registered Brokers

Bidders can submit ASBA Forms in the Offer using the stock broker network of the Stock Exchanges, *i.e.,* through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA Forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the respective Stock Exchanges at www.bseindia.com and www.nseindia.com, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at https://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and https://www.nseindia.com/products-services/initial-public-offerings-asba-procedures respectively, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the Stock Exchanges at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and https://www.nseindia.com/products-services/initial-public-offerings-asba-procedures respectively, as updated from time to time.

Experts to the Offer

Except as stated below, our Company has not obtained any expert opinions in connection with this Red Herring Prospectus:

(i) Our Company has received written consent dated October 9, 2026 from S.R. Batliboi & Associates LLP, Chartered Accountants to include their name as required under section 26 (1) of the Companies Act read with SEBI ICDR Regulations, in this Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as Statutory Auditors, and in respect of their (i) examination report, dated September 29, 2026 on our Restated Financial Information; and (ii) their report dated September 29, 2026, on the Statement of Special Tax Benefits in this Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

(ii) Our Company has received written consent dated October 9, 2026 from J.C. Bhalla & Co., Chartered Accountants *(FRN No. 001111N)*, to include their name as required under section 26(5) of the Companies Act read with the SEBI ICDR Regulations in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act to the extent and in their capacity as the Independent Chartered Accountant, in respect of their certificates in connection with the Offer and details derived therefrom as included in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

(iii) Our Company has received a written consent dated September 30, 2026 from Prabhakar Prabhu, Independent Chartered Engineer, bearing membership number M-1769132, to include their name as an "expert" as defined under section 2(38) and 26(5) of the Companies Act to the extent and in his capacity as the independent chartered engineer and in respect of the certificate issued by him and details derived there from as included in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

(iv) Our Company has received a written consent dated October 9, 2026, from Pramod S, Company Secretary, bearing membership number 1491/2021, to include their name as an "expert" as defined under section 2(38) and 26(5) of the Companies Act to the extent and in his capacity as the practising company secretary and in respect of the certificate issued by him and details derived there from as included in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Monitoring Agency

As the Offer is an offer for sale of Equity Shares by the Promoter Selling Shareholder, our Company is not required to appoint a monitoring agency in relation to the Offer.

Credit Rating

As the Offer is an offer for sale of Equity Shares, credit rating is not required.

IPO Grading

As the Offer is an offer for sale of Equity Shares, no credit agency registered with SEBI has been appointed in respect of obtaining grading for the Offer.

Debenture Trustees

As the Offer is an offer for sale of Equity Shares, no debenture trustee has been appointed for the Offer.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Appraising Entity

As the Offer is an offer for sale of Equity Shares by the Promoter Selling Shareholder, our Company will not receive any proceeds from the Offer. Accordingly, no appraising entity has been appointed for the Offer.

Book Building Process

The Book Building Process, in the context of the Offer, refers to the process of collection of Bids from Bidders on the basis of this Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms within the Price Band. The Price Band and minimum Bid Lot will be decided by our Company in consultation with the Book Running Lead Managers, and will be advertised in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper) and the Chennai edition of Makkal Kural (a widely circulated Tamil daily newspaper, Tamil being the regional language of Tamil Nadu where our Registered and Corporate Office is located), at least two Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their respective websites. Pursuant to the Book Building Process, the Offer Price shall be determined by our Company in consultation with BRLMs after the Bid/Offer Closing Date. For further details, see "***Offer Procedure***" on page 441.

All Bidders, other than Anchor Investors, shall only participate through the ASBA process by providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs or in the case of UPI Bidders. Additionally, UPI Bidders shall participate through the ASBA process only using the UPI Mechanism. Non-Institutional Investors with an application size of up to ₹ 500,000 shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with the Designated Intermediaries. Anchor Investors are not permitted to participate in the Offer through the ASBA process. In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower the size of their Bid(s) (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Investors and Eligible Employees Bidding in the Employee Reservation Portion can revise their Bid(s) during the Bid/Offer Period and withdraw their Bid(s) until Bid/Offer Closing Date.

Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. One-third of the Non-Institutional Portion shall be reserved for Bidders with application size of more than ₹200,000 and up to ₹1,000,000, two-thirds of the Non-Institutional Portion shall be reserved for Bidders with an application size of more than ₹1,000,000 and the unsubscribed portion in either of such sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Investors. The allocation of Equity Shares to each Non-Institutional Investor shall not be less than the minimum application size (i.e., ₹200,000), subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis. For further details on the method and procedure for Bidding and the Book Building Process, see "***Terms of the Offer***", "***Offer Structure***" and "***Offer Procedure***" on pages 429, 436, and 441, respectively.

The Book Building Process and the Bidding process are subject to change from time to time, and the Bidders are advised to make their own judgment about investment through the aforesaid processes prior to submitting a Bid in the Offer.

Bidders should note that the Offer is also subject to (i) filing of the Prospectus by our Company with the RoC; and (ii) our Company obtaining final listing and trading approvals from the Stock Exchanges, which our Company shall apply for after Allotment within the timelines prescribed under the applicable law.

Each Bidder, by submitting a Bid in the Offer, will be deemed to have acknowledged the above restrictions and the terms of the Offer. For an illustration of the Book Building Process and the price discovery process, see "***Terms of the Offer***" and "***Offer Procedure****"* on pages 429 and 441, respectively.

Underwriting Agreement

After the determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC, our Company and the Promoter Selling Shareholder will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(This portion has been intentionally left blank and will be completed before filing of the Prospectus with the RoC.)

Name, address, telephone number and e-mail address of the Underwriters	Indicative number of Equity Shares to be Underwritten	Amount Underwritten (in ₹ million)
[●]	[●]	[●]

The abovementioned amounts are provided for indicative purposes only and would be finalized after the pricing and actual allocation and subject to the provisions of Regulation 40(3) of the SEBI ICDR Regulations.

In the opinion of our Board of Directors (based on representations made to our Company by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered as merchant bankers with SEBI or registered as brokers with the Stock Exchange(s). Our Board of Directors/IPO Committee, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company. Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to Equity Shares allocated to investors procured by them. The extent of underwriting obligations and the Bids to be underwritten by each BRLM shall be as per the Underwriting Agreement.

The Underwriting Agreement has not been executed as on the date of this Red Herring Prospectus and will be executed after determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus, with the RoC.

CAPITAL STRUCTURE

The share capital of our Company, as on the date of this Red Herring Prospectus, is set forth below.

(in ₹, except share data)

S. No.	Particulars	Aggregate value at face value	Aggregate value at Offer Price*
A)	**AUTHORISED SHARE CAPITAL**(1)		
	187,995,834 Equity Shares of face value of ₹10 each	1,879,958,340	-
B)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	187,995,834 Equity Shares of face value of ₹10 each	1,879,958,340	-
C)	**PRESENT OFFER**(2)(3)		
	Offer for Sale of up to 43,239,042 Equity Shares of face value of ₹ 10 each aggregating to ₹ [●] million	432,390,420	[●]
	which includes		
	Employee Reservation portion of up to 50,000 Equity Shares of face value of ₹10 each(4)	[●]	[●]
	Net Offer of up to [●] Equity Shares of face value of ₹10 each	[●]	[●]
D)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER*#**		
	187,995,834 Equity Shares of face value of ₹ 10 each	1,879,958,340	-
E)	**SECURITIES PREMIUM ACCOUNT**		
	Before and after the Offer#		NIL

**To be updated upon finalisation of the Offer Price and subject to finalisation of Basis of Allotment.*

Given that the Offer comprises of an Offer for Sale and does not include any fresh issuance of shares, the issued, subscribed and paid-up share capital of our Company and the securities premium before and after the Offer shall remain the same.

*(1) For details in relation to changes in the authorized share capital of our Company, see "**History and Certain Corporate Matters – Amendments to our Memorandum of Association in the last 10 years**" on page 250.*

(2) The Offer has been authorized by a resolution passed by our Board at their meeting held on February 3, 2026.

*(3) The Promoter Selling Shareholder has consented to and authorized the transfer of the Offered Shares pursuant to the Offer for Sale. Further, our Board has taken on record such consent and authorization of the Promoter Selling Shareholder pursuant to its resolution dated February 3, 2026 and the resolution passed by the IPO Committee dated October 6, 2026. The Promoter Selling Shareholder has confirmed that the Offered Shares are eligible for being offered in the Offer for Sale in compliance with Regulation 8 of the SEBI ICDR Regulations. For details of the consent of the Promoter Selling Shareholder in relation to the Offered Shares, see "**Other Regulatory and Statutory Disclosures**" on page 410.*

*(4) Eligible Employees Bidding in the Employee Reservation Portion must ensure that the maximum Bid Amount does not exceed ₹ 0.5 million. However, the initial allocation to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 200,000. In the event of under-subscription in the Employee Reservation Portion (if any), the unsubscribed portion will be available for allocation and Allotment, proportionately to all the Eligible Employees who have Bid in excess of ₹ 200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 500,000. The unsubscribed portion, if any, in the Employee Reservation Portion after allocation of up to ₹ 500,000, shall be added to the Net Offer. Our Company, in consultation with the BRLMs, may offer a discount of [●]% on the Offer Price (equivalent of ₹ [●] per Equity Share) to the Eligible Employees Bidding in the Employee Reservation Portion which shall be announced at least two Working Days prior to the Bid/ Offer Opening Date. The Employee Reservation Portion shall not exceed 5% of our post-Offer equity share capital. For further details, see "**Offer Procedure**" and "**Offer Structure**" on pages 441 and 436, respectively.*

Notes to Capital Structure

1. **Equity Share capital history of our Company**

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

[The remainder of this page is intentionally left blank]

Date of allotment/ reduction	Reason for / nature of allotment/buy-back	Name(s) of allottee(s) and details of Equity Shares allotted per allottee/bought back	Number of Equity Shares allotted/ bought back	Face value per Equity Share (₹)	Issue price/ buyback price per Equity Share (₹)	Number of allottee(s)/entities whose equity shares were bought back	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
June 23, 1998	Initial subscription to the Memorandum of Association[1]	10 Equity Shares each allotted to K Balasubramanian and M S Natesan	20	10	10	2	Cash	20	200
April 5, 1999[3]	Further issue	2,375,292 Equity Shares allotted to Bonfiglioli S.p.A.*; 419,346 Equity Shares allotted to Simest S.pA. Società Italiana per le Imprese all'Estero (SIMEST); and 980 Equity Shares allotted to M. Ganesh	2,795,618	10	10	3	Cash	2,795,638	27,956,380
August 20, 1999[3]	Further issue	5,477,622 Equity Shares allotted to Bonfiglioli S.p.A.*	5,477,622	10	10	1	Cash	8,273,260	82,732,600
March 20, 2000[3]	Further issue	2,345,648 Equity Shares allotted to Bonfiglioli S.p.A.*; 1,380,654 Equity Shares allotted to Simest S.pA. Società Italiana per le Imprese all'Estero (SIMEST)	3,726,302	10	10	2	Cash	11,999,562	119,995,620
March 30, 2001	Further issue	20,000,438 Equity Shares allotted to Bonfiglioli S.p.A.*	20,000,438	10	10	1	Cash	32,000,000	320,000,000
November 23, 2001[3]	Further issue	8,000,000 Equity Shares allotted to Bonfiglioli S.p.A.*	8,000,000	10	10	1	Cash	40,000,000	400,000,000
December 29, 2011	Further issue	40,000,000 Equity Shares allotted to Bonfiglioli S.p.A.*	40,000,000	10	10	1	Cash	80,000,000	800,000,000
December 27, 2012	Further issue	45,000,000 Equity Shares allotted to Bonfiglioli S.p.A.*	45,000,000	10	10	1	Cash	125,000,000	1,250,000,000

Date of allotment/ reduction	Reason for / nature of allotment/buy-back	Name(s) of allottee(s) and details of Equity Shares allotted per allottee/bought back	Number of Equity Shares allotted/ bought back	Face value per Equity Share (₹)	Issue price/ buyback price per Equity Share (₹)	Number of allottee(s)/entities whose equity shares were bought back	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
December 26, 2017	Allotment pursuant to Scheme of Arrangement for Demerger[2]	3,181,818 Equity Shares allotted to Bonfiglioli Vectron GmbH	3,181,818	10	53.60	1	Other than cash	128,181,818	1,281,818,180
December 21, 2021	Rights issue	2,941,176 Equity Shares allotted to Bonfiglioli S.p.A.*	2,941,176	10	68	1	Cash	131,122,994	1,311,229,940
May 9, 2024	Buyback of shares	3,181,818 Equity Shares held by Bonfiglioli Vectron GmbH and 2,610,620 Equity Shares held by Bonfiglioli S.p.A. were bought back	(5,792,438)	10	124.30	2	Cash	125,330,556	1,253,305,560
January 25, 2026	Bonus issue	62,665,278 Equity Shares allotted to Bonfiglioli S.p.A. in the ratio of one Equity Share for every two Equity Shares held (1:2), as on the record date, i.e., November 3, 2025	62,665,278	10	N.A	1	N.A	187,995,834	1,879,958,340

(1) *Our Company was incorporated on June 23, 1998. The date of subscription to the Memorandum of Association is June 19, 1998 and the allotment of Equity Shares was made pursuant to such subscription.*

(2) *Such allotment has been done in consideration of the demerger of the solar business undertaking of Bonfiglioli Renewable Power Conversion India Private Limited into our Company as per the Scheme of Arrangement for Demerger. For further details, see "**History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., in the last 10 years**" on page 251.*

(3) *We have been unable to trace certain form filings, and challans for the allotments dated April 5, 1999; August 20, 1999; March 20, 2000; and November 23, 2001. Accordingly, reliance has been placed on alternate documentation such as Board resolutions for the respective allotments. Further, Pramod S, Practicing Company Secretary, has conducted an independent search at the RoC office and submitted a report dated February 6, 2026 and the aforementioned form filings and their respective challans have not been retrieved through this independent search. For more details, see "**Risk Factors – Certain corporate records and forms filed by us with the RoC, are not traceable. While we have conducted a search with the RoC, in respect of the unavailability of such forms and other records, we cannot assure you that such forms or records will be available at all or any time in the future**" on page 30.*

* *formerly known as Bonfiglioli Riduttori S.p.A.*

[the remainder of this page has been intentionally left blank]

2. **Preference Share Capital of our Company**

Our Company does not have any preference share capital as on the date of this Red Herring Prospectus.

3. **Shares issued for consideration other than cash or out of revaluation reserves and bonus issuance**

Except as disclosed below, our Company has not issued any Equity Shares for consideration other than cash or made a bonus issuance:

Date of allotment	Reason for / nature of allotment	Name(s) of allottee(s)	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration	Benefits accrued to our Company
December 26, 2017	Allotment pursuant to Scheme of Arrangement for Demerger [(1)]	Bonfiglioli Vectron GmbH	3,181,818	10	53.60	Other than cash	The potential benefits of the demerger, as set out in the Scheme of Arrangement for Demerger included, among others, streamlining of business activities for our Company.
January 25, 2026	Bonus issue	Bonfiglioli S.p.A.	62,665,278	10	N.A	N.A	Bonus issuance in ratio of 1:2, as on the record date November 3, 2025

[(1)] *Such allotment has been done in consideration of the demerger of the solar business undertaking of Bonfiglioli Renewable Power Conversion India Private Limited into our Company in accordance with the Scheme of Arrangement for Demerger. For further details, see "**History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., in the last 10 years**" on page 251.*

Our Company has not issued any equity shares out of revaluation reserves since its incorporation.

4. **Equity Shares issued pursuant to Sections 230 to 234 of the Companies Act, 2013 or Sections 391 to 394 of the Companies Act, 1956**

Except as disclosed below, our Company has not issued any Equity Shares pursuant to any scheme approved under Sections 391 to 394 of the Companies Act, 1956 or Sections 230 to 234 of the Companies Act since its incorporation:

Date of allotment	Reason for / nature of allotment	Name of allottee	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Nature of consideration
December 26, 2017	Allotment pursuant to Scheme of Arrangement for Demerger[(1)]	Bonfiglioli Vectron GmbH	3,181,818	10	53.60	Other than cash

[(1)] *Such allotment has been done in consideration of the demerger of the solar business undertaking of Bonfiglioli Renewable Power Conversion India Private Limited into Bonfiglioli Transmission Private Limited as per the Scheme of Arrangement for Demerger. For further details, see "**History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., in the last 10 years**" on page 251.*

5. **Issue of Equity Shares at a price lower than the Offer Price in the last year**

Our Company has not issued any equity shares at a price which may be lower than the Offer Price during a period of one year preceding the date of this Red Herring Prospectus. The Offer Price shall be determined by the Company, in consultation with the BRLMs after the Bid/Offer Closing Date.

6. **Issue of Equity Shares under employee stock option schemes**

Our Company has not issued any Equity Shares pursuant to any employee stock option scheme since its incorporation.

7. **Shareholding of our Promoters, members of our Promoter Group and directors of our Promoters**

Except as disclosed below, none of our other Promoters hold any Equity Shares in our Company:

	Pre-Offer		Post-Offer[#]	
Name of the Shareholder	**Number of Equity Shares of face value of ₹ 10 each**	**Percentage of pre-Offer Equity Share capital (%)**	**Number of Equity Shares of face value of ₹ 10 each**	**Percentage of post-Offer Equity Share capital (%)**
Bonfiglioli S.p.A.	187,995,834[*]	100.00	[●]	[●]

[*] *This includes 10 Equity Shares of face value of ₹ 10 each of our Company held by Bonfiglioli S.p.A. through its nominees, i.e., five Equity Shares of face value of ₹ 10 each held by Gatham Anandhan Balaji, one Equity Share of face value of ₹ 10 each held by each of Kennady V Kaippally, P Harikrishan, Sourav Dasgupta, Sanjay Patwari, and Loganathan Nagaraj.*
[#]*To be updated at the Prospectus stage*

As on the date of this Red Herring Prospectus, the members of the Promoter Group and the directors of our Corporate Promoters do not hold any Equity Shares.

8. **History of build-up of Promoters' shareholding in our Company**

One of our Corporate Promoters, Bonfiglioli S.p.A. holds 187,995,834 Equity Shares of face value of ₹ 10 each (including 10 Equity Shares held by the nominees of Bonfiglioli S.p.A.), which constitutes 100 % of the issued, subscribed and paid-up Equity Share capital of our Company. As on the date of this Red Herring Prospectus, none of the Equity Shares held by our Corporate Promoter, Bonfiglioli S.p.A., are pledged or otherwise encumbered.

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

Date of allotment/ reduction	**Nature of transaction**	**Number of Equity Shares allotted/bought back/ transferred**	**Face value per Equity Share (₹)**	**Issue price/buy back price per Equity Share (₹)**	**Nature of consideration**	**% of the pre-Offer Equity Share capital**	**% of the post-Offer Equity Share capital[@]**
Bonfiglioli S.p.A.[^]							
April 5, 1999	Allotment pursuant to further issue	2,375,292	10	10	Cash	1.26	[●]
August 20, 1999	Allotment pursuant to further issue	5,477,622	10	10	Cash	2.91	[●]
March 20, 2000	Allotment pursuant to further issue	2,345,648	10	10	Cash	1.25	[●]
November 24, 2000[#]	Transfer from M Ganesh	1,000[*]	10	10	Cash	Negligible	[●]
February 16, 2001[#]	Transfer from Simest S.pA. Società Italiana per le Imprese all'Estero	1,800,000	10	10	Cash	0.96	[●]

Date of allotment/ reduction	Nature of transaction	Number of Equity Shares allotted/bough t back/ transferred	Face value per Equity Share (₹)	Issue price/buy back price per Equity Share (₹)	Nature of consideration	% of the pre-Offer Equity Share capital	% of the post-Offer Equity Share capital[@]
	(SIMEST)						
March 30, 2001	Allotment pursuant to further issue	20,000,438	10	10	Cash	10.64	[●]
November 23, 2001	Allotment pursuant to further issue	8,000,000	10	10	Cash	4.26	[●]
December 29, 2011	Allotment pursuant to further issue	40,000,000	10	10	Cash	21.28	[●]
December 27, 2012	Allotment pursuant to further issue	45,000,000	10	10	Cash	23.94	[●]
December 21, 2021	Allotment pursuant to rights issue	2,941,176	10	68	Cash	1.57	[●]
May 9, 2024	Buyback of shares	(2,610,620)	10	124.30	Cash	1.39	[●]
January 25, 2026	Allotment pursuant to bonus issue	62,665,278	10	N.A	N.A	33.33	[●]
Total		187,995,834				**100**	**[●]**

[@]*To be updated at the Prospectus stage*

** This includes 10 Equity Shares of face value of ₹ 10 each of our Company held by Bonfiglioli S.p.A. through its nominees, i.e., five Equity Shares of face value of ₹ 10 each held by Gatham Anandhan Balaji, one Equity Share of face value of ₹ 10 each held by each of Kennady V Kaippally, P Harikrishan, Sourav Dasgupta, Sanjay Patwari, and Loganathan Nagaraj.*

*[#] We have not been able to trace form 7B for the secondary transfer dated February 16, 2001, and board resolution for the secondary transfer dated November 24, 2000. Further, Pramod S, Practicing Company Secretary, has conducted an independent search at the RoC office and submitted a report dated February 6, 2026 and the aforementioned form filings have not been retrieved through this independent search. Accordingly, reliance has been placed on alternate documentation such as Board resolutions. For more details, see "**Risk Factors – Certain corporate records and forms filed by us with the RoC, are not traceable. While we have conducted a search with the RoC, in respect of the unavailability of such forms and other records, we cannot assure you that such forms or records will be available at all or any time in the future"** on page 30.*

^formerly known as Bonfiglioli Riduttori S.p.A.

9. **Secondary transactions involving our Promoter Selling Shareholder and Promoter Group**

Except as disclosed below, there have been no secondary transactions of specified securities of our Company involving our Promoter Selling Shareholder and members of the Promoter Group:

Date of transfer of securities	Number of securities transferred	Nature of securities	Details of transferor (s)	Details of transferee (s)	Transfer/ transmission	Face value per security (₹)	Transfer price per security (₹)	Nature of considerati on
Promoter Selling Shareholder								
November 24, 2000	1,000[*]	Equity Shares	M Ganesh	Bonfiglioli S.p.A.	Transfer	10	10	Cash
February 16, 2001	1,800,000	Equity Shares	Simest S.pA. Società Italiana per le Imprese all'Estero (SIMEST)	Bonfiglioli S.p.A.	Transfer	10	10	Cash

[*] *This includes 10 Equity Shares of face value of ₹ 10 each of our Company held by Bonfiglioli S.p.A. through its nominee, i.e., M Ganesh.*

10. **Details of minimum Promoter's Contribution locked in for 18 months**

Pursuant to Regulations 14 and 16(1)(a) of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoters shall be considered as minimum promoter contribution and locked-in for a period of 18 months or any other period as may be prescribed under applicable law, from the date of Allotment ("**Promoter's Contribution**") and the Equity Shares held by our Promoters in excess of Promoter's Contribution and not transferred pursuant to the Offer, shall be locked in for a period of six months, from the date of Allotment or any other period as may be prescribed under applicable law.

Bonfiglioli S.p.A., one of our Corporate Promoters, has given its consent to include such number of Equity Shares held by it, in aggregate, as may constitute 20% of the fully diluted post-Offer Equity Share capital of our Company as Promoter's Contribution. Bonfiglioli S.p.A., one of our Corporate Promoters, has agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner the Promoter's Contribution from the date of the Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

The details of Equity Shares held by Bonfiglioli S.p.A., one of our Corporate Promoters, which will be locked-in for minimum Promoter's Contribution for a period of 18 months, from the date of Allotment as Promoter's Contribution are as provided below:

Name of our Promoter	Number of Equity Shares of face value ₹ 10 each held	Number of Equity Shares of face value ₹ 10 each locked-in*	Date of allotment/ transfer#	Face value per Equity Share (₹)	Allotment/ Acquisition price per Equity Share of face value ₹ 10 each (₹)	Nature of transaction	% of the pre-Offer paid-up capital (%)	% of the post-Offer paid-up capital*	Date up to which Equity Shares are subject to lock-in
Bonfiglioli S.p.A.	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

Note: To be updated at the Prospectus stage.
** Subject to finalisation of Basis of Allotment.*
Equity Shares were fully paid-up on the date of allotment/acquisition.

Our Company undertakes that the Equity Shares being locked-in are not and will not be ineligible for computation of Promoter's Contribution under Regulation 15 of the SEBI ICDR Regulations. For details on the build-up of the Equity Share capital held by our Promoter, see "- ***History of build-up of Promoters' shareholding in our Company***" on page 97.

In this connection, we confirm the following:

(i) Equity Shares offered for Promoter's Contribution do not include Equity Shares acquired during the three years preceding the date of the Draft Red Herring Prospectus and this Red Herring Prospectus (a) for consideration other than cash and revaluation of assets or capitalisation of intangible assets was involved in such transaction, or (b) as a result of bonus shares issued by utilization of revaluation reserves or unrealised profits or from bonus issue against Equity Shares which are otherwise in-eligible for computation of Promoter's Contribution;

(ii) the Promoter's Contribution does not include any Equity Shares acquired during the one year preceding the date of the Draft Red Herring Prospectus and this Red Herring Prospectus, at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

(iii) our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm into a Company;

(iv) the Equity Shares forming part of the Promoter's Contribution are not subject to any pledge or any other form of encumbrance; and

(v) all the Equity Shares held by Bonfiglioli S.p.A., one of our Corporate Promoters, are in dematerialised form.

11. **Details of share capital locked-in for six months**

In addition to Promoter's Contribution locked in for 18 months, any Equity Shares held by our Promoter in excess of Promoter's Contribution shall be locked in for a period of six months from the date of Allotment in the Offer or such other period as may be prescribed under the SEBI ICDR Regulations. Pursuant to Regulation 17 of the SEBI ICDR Regulations, the entire pre-Offer Equity Share capital of our Company will be locked in for a period of six months from the date of Allotment, except for Equity Shares Allotted pursuant to the Offer for Sale and except for the Promoter's Contribution and any Equity Shares held by our Promoter in excess of the Promoter's Contribution, which shall be locked in as above.

In terms of Regulation 17(c) of the SEBI ICDR Regulations, Equity Shares held by a VCF or Category I AIF or Category II AIF or FVCI shall not be locked-in for a period of six months from the date of Allotment, provided that such Equity Shares shall be locked in for a period of at least six months from the date of purchase by such VCF or Category I AIF or Category II AIF or FVCI. As on the date of this Red Herring Prospectus, our Company does not have Shareholders that are venture capital funds or alternative investment funds of category I or category II or a foreign venture capital investor.

As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

In terms of Regulation 21 of the SEBI ICDR Regulations, the Equity Shares held by our Promoter which are locked-in as per Regulation 16 of the SEBI ICDR Regulations, may be pledged only with scheduled commercial banks or public financial institutions or systemically important non-banking finance companies or deposit taking housing finance companies as collateral security for loans granted by such entities, provided that such pledge of the Equity Shares is one of the terms of the sanctioned loan. However, such lock-in will continue pursuant to any invocation of the pledge and the transferee of the Equity Shares pursuant to such invocation shall not be eligible to transfer the Equity Shares until the expiry of the lock-in period stipulated above.

In terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoter which are locked-in pursuant to Regulation 16 of the SEBI ICDR Regulations, may be transferred amongst our Promoters or any member of the Promoter Group or to any new promoter, subject to continuation of lock-in in the hands of the transferees for the remaining period and compliance with provisions of the Takeover Regulations, as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in SEBI ICDR Regulations has expired. The Equity Shares held by persons other than our Promoter and locked-in for a period of six months from the date of Allotment in the Offer, may be transferred to any other person holding Equity Shares which are locked-in, subject to the continuation of the lock-in in the hands of the transferee for the remaining period (and such transferees shall not be eligible to transfer until the expiry of the lock-in period) and compliance with the provisions of the Takeover Regulations.

12. **Lock-in of Equity Shares Allotted to Anchor Investors**

50% of the Equity Shares Allotted to Anchor Investors under the Anchor Investor Category shall be locked-in for a period 90 days from the date of Allotment and the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Category shall be locked-in for a period of 30 days from the date of Allotment.

[The remainder of this page is intentionally left blank]

13. ***Our shareholding pattern***

The shareholding pattern of our Company as on the date of this Red Herring Prospectus is as set forth below:

Category (I)	Category of the Shareholder (II)	No. of Shareholders (III)	No. of fully paid-up Equity Shares held (IV)	No. of partly paid-up Equity Shares held (V)*	No. of shares underlying depository receipts (VI)	Total no. shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2) (VIII)	No. of voting rights held in each class of securities (IX)				No. of equity shares underlying outstanding convertible securities (including warrants, employee stock options etc.) (X)	Total No of shares on fully diluted basis (including warrants, ESOP, Convertible Securities etc.) (XI)=(VII+X)	Shareholding as a % assuming full conversion of convertible securities (as a % of diluted share capital (XII)=(VII)+ (X) as a % of (A+B+C2))	Number of locked in shares (XIII)^		Number of shares pledged or otherwise encumbered (XIV)		Non-disposal undertaking (XV)		Other encumbrances, if any (XVI)		Total number of shares encumbered (XVII) = (XIII+XIV+XV+XVI)		Number of equity shares held in dematerialized form (XVIII)
								No. of voting rights			Total as a % of total voting rights				No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)	No. (a)	As a % of total shares held (b)		
								Class eg: equity shares	Class eg: others	*Total*																
(A)	Promoters and Promoter Group#	7^	187,995,834	-	-	187,995,834	100.00	187,995,834	-	187,995,834	100.00	-	187,995,834	100.00	-	-	-	-	-	-	-	-	-	-	187,995,834
(B)	Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C)	Non-Promoter-Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(1)	Shares underlying Custodian/ Depository Receipts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Shares held by Employee Trust	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(D)	Total (A)+(B)+(C)	7^	187,995,834	-	-	187,995,834	100.00	187,995,834	-	187,995,834	100.00	-	187,995,834	100.00	-	-	-	-	-	-	-	-	-	--	187,995,834

^ Our Company has seven shareholders, out of which six shareholders, i.e., Gatham Anandhan Balaji (who holds five Equity Shares), Kennady V Kaippally (who holds one Equity Share), P Harikrishan (who holds one Equity Share), Sourav Dasgupta (who holds one Equity Share), Sanjay Patwari (who holds one Equity Share), and Loganathan Nagaraj (who holds one Equity Share), hold Equity Shares on behalf of and as nominees of Bonfiglioli S.p.A., one of our Corporate Promoters.

14. As on the date of this Red Herring Prospectus, our Company has seven Shareholders, which includes one of our Corporate Promoters, Bonfiglioli S.p.A. and six nominee shareholders who hold shares on behalf of Bonfiglioli S.p.A.

15. **Shareholding of our Directors, Key Managerial Personnel and members of Senior Management in our Company**

Except for Gatham Anandhan Balaji and Kennady V Kaippally, Directors of our Company, Sanjay Patwari and Loganathan Nagaraj, members of our Senior Management, who hold Equity Shares as set forth in the table below, on behalf of and as nominees of Bonfiglioli S.p.A., one of our Corporate Promoters, none of our other Directors, Key Managerial Personnel or Senior Management hold any Equity Shares as on the date of this Red Herring Prospectus.

Sr. No.	Name of Shareholder	Pre-Offer		Post-Offer[#]	
		Number of Equity Shares of face value of ₹ 10 each	Percentage of pre-Offer Equity Share capital (%)	Number of Equity Shares of face value of ₹ 10 each	Percentage of post-Offer Equity Share capital (%)
1.	Gatham Anandhan Balaji[*]	5	Negligible	[●]	[●]
2.	Kennady V Kaippally[*]	1	Negligible	[●]	[●]
3.	Sanjay Patwari[*]	1	Negligible	[●]	[●]
4.	Loganathan Nagaraj[*]	1	Negligible	[●]	[●]

[*] *Held on behalf of and as nominees of Bonfiglioli S.p.A., one of our Corporate Promoters.*
[#] *To be updated at Prospectus Stage.*

16. **Details of shareholding of the major shareholders of our Company**

(a) Set forth below are details of shareholder holding 1% or more of the paid-up Equity Share capital of our Company as on the date of this Red Herring Prospectus:

Sr. No.	Name of Shareholder	Number of Equity Shares of face value of ₹ 10 each	Percentage of pre-Offer Equity Share capital (%)
1.	Bonfiglioli S.p.A.	187,995,834 [*]	100.00

[*] *This includes 10 Equity Shares of face value of ₹ 10 each of our Company held by Bonfiglioli S.p.A. through its nominees, i.e., five Equity Shares of face value of ₹ 10 each held by Gatham Anandhan Balaji, one Equity Share of face value of ₹ 10 each held by each of Kennady V Kaippally, P Harikrishan, Sourav Dasgupta, Sanjay Patwari, and Loganathan Nagaraj.*

(b) Set forth below are details of shareholder holding 1% or more of the paid-up share capital of our Company as of 10 days prior to the date of this Red Herring Prospectus:

Sr. No.	Name of Shareholder	Number of Equity Shares of face value of ₹ 10 each	Percentage of pre-Offer Equity Share capital (%)
1.	Bonfiglioli S.p.A.	187,995,834 [*]	100.00

[*] *This includes 10 Equity Shares of face value of ₹ 10 each of our Company held by Bonfiglioli S.p.A. through its nominees, i.e., five Equity Shares of face value of ₹ 10 each held by Gatham Anandhan Balaji, one Equity Share of face value of ₹ 10 each held by each of Kennady V Kaippally, P Harikrishan, Sourav Dasgupta, Sanjay Patwari, and Loganathan Nagaraj.*

(c) Set forth below are details of shareholder holding 1% or more of the paid-up share capital of our Company as of one year prior to the date of this Red Herring Prospectus:

Sr. No.	Name of Shareholder	Number of Equity Shares of face value of ₹ 10 each	Percentage of pre-Offer Equity Share capital (%)
1.	Bonfiglioli S.p.A.	125,330,556[*]	100.00

[*] *This includes 10 Equity Shares of face value of ₹ 10 each of our Company held by Bonfiglioli S.p.A. through its nominee, i.e., Gatham Anandhan Balaji.*

(d) Set forth below are details of shareholder holding 1% or more of the paid-up share capital of our Company as of two years prior to the date of this Red Herring Prospectus:

Sr. No.	Name of Shareholder	Number of Equity Shares of face value of ₹ 10 each	Percentage of pre-Offer Equity Share capital (%)
(1)	Bonfiglioli S.p.A.	125,330,556*	100.00

** This includes 10 Equity Shares of face value of ₹ 10 each of our Company held by Bonfiglioli S.p.A. through its nominee, i.e., Gatham Anandhan Balaji.*

17. **Details of price at which specified securities were acquired by our Promoters (including our Promoter Selling Shareholder), members of the Promoter Group, and Shareholders with the right to nominate Directors or any other special rights in the three years preceding the date of this Red Herring Prospectus**

Except as disclosed below, none of our Promoters (including our Promoter Selling Shareholder) and, members of our Promoter Group, have acquired any Equity Shares in the three years immediately preceding the date of this Red Herring Prospectus. As on the date of this Red Herring Prospectus, there are no Shareholders with right to nominate directors or any other special rights in our Company:

Name of the shareholder/acquirer	Number of Equity Shares acquired of face value ₹10 each	Date of acquisition of Equity Shares	Acquisition price per Equity Share (in ₹)*	Mode of acquisition
Bonfiglioli S.p.A.	62,665,278	January 25, 2026	Nil#	Bonus issue

**As certified by J.C. Bhalla & Co., Chartered Accountants (FRN No. 001111N), by way of certificate dated October 9, 2026.*
The price of acquisition of Equity Shares is Nil as they were acquired pursuant to a bonus issue.

18. **Weighted average cost of acquisition of all shares transacted in the one year, 18 months and three years preceding the date of this Red Herring Prospectus**

The weighted average cost of acquisition of all Equity Shares transacted in one year, 18 months and three years preceding the date of this Red Herring Prospectus is as set forth below:

Period	Weighted average cost of acquisition per Equity Share (in ₹)#	Cap Price is 'X' times the weighted average cost of acquisition(1)	Range of acquisition price per Equity Share: lowest price - highest price (in ₹)
Last one year	Nil	[●]	Nil to nil
Last 18 months	Nil	[●]	Nil to nil
Last three years	Nil	[●]	Nil to nil

** As certified by J.C. Bhalla & Co., Chartered Accountants (FRN No. 001111N), by way of their certificate dated October 9, 2026.*
(1) To be updated upon finalization of the Price Band.
#Computed based on the Equity Shares acquired/allotted/purchased - There were no acquisitions or purchases of Equity Shares during the period other than allotment pursuant to the bonus issue on January 25, 2026.

19. **Weighted average price at which specified securities were acquired by our Promoters (including our Promoter Selling Shareholder) in the one year preceding the date of this Red Herring Prospectus**

Except as disclosed below, our Promoters (including the Promoter Selling Shareholder), have not acquired any Equity Shares in the one year immediately preceding the date of this Red Herring Prospectus:

Name of the shareholder	Number of Equity Shares acquired of face value ₹10 each(1)	Weighted average price per Equity Share (in ₹)*
Bonfiglioli S.p.A.	62,665,278	Nil^

**As certified by J.C. Bhalla & Co., Chartered Accountants (FRN No. 001111N), by way of certificate dated October 9, 2026*
(1) Includes 10 Equity Shares of face value of ₹ 10 each of our Company held by Bonfiglioli S.p.A. through its nominees, i.e., five Equity Shares of face value of ₹ 10 each held by Gatham Anandhan Balaji, one Equity Share of face value of ₹ 10 each held by each of Kennady V Kaippally, P Harikrishan, Sourav Dasgupta, Sanjay Patwari, and Loganathan Nagaraj.
^ The weighted average price of acquisition is Nil since these Equity Shares were acquired pursuant to a bonus issue.

20. **Shareholding of our Promoters, members of the Promoter Group, and additional top 10 Shareholders of our Company**

Our Company has seven Shareholders, which includes six nominee shareholders of one of our Corporate Promoters, Bonfiglioli S.p.A. and there are no other Shareholders of our Company. The aggregate pre-Offer and post-Offer shareholding as on the date of this Red Herring Prospectus and as at the date of Allotment is set forth below:

S. No.	Pre-Offer shareholding as on the date of this Red Herring Prospectus			Post-Offer Shareholding as at Allotment[(1)(2)]			
	Name of the Shareholder	Number of Equity Shares of face value of ₹ 10 each	Pre-Offer Shareholding (%)	At the lower end of the price band (₹[●])		At the upper end of the price band (₹[●])	
				Number of Equity Shares of face value of ₹ 10 each	Post-offer Shareholding (%)	Number of Equity Shares of face value of ₹ 10 each	Post-offer Shareholding (%)
Promoter							
1.	Bonfiglioli S.p.A.[(3)]	187,995,834*	100.00	[●]	[●]	[●]	[●]

[(1)]To be updated in the Prospectus prior to filing with the RoC.

[(2)] Assuming full subscription in the Offer, the post-Offer shareholding details as at Allotment will be based on the actual subscription and the Offer Price and updated in the Prospectus, subject to finalization of the Basis of Allotment.

[(3)]Including nominee shareholders, i.e., Gatham Anandhan Balaji, Kennady V Kaippally, P Harikrishan, Sourav Dasgupta, Sanjay Patwari, and Loganathan Nagaraj.

** This includes 10 Equity Shares of face value of ₹ 10 each of our Company held by Bonfiglioli S.p.A. through its nominees, i.e., five Equity Shares of face value of ₹ 10 each held by Gatham Anandhan Balaji, one Equity Share of face value of ₹ 10 each held by each of Kennady V Kaippally, P Harikrishan, Sourav Dasgupta, Sanjay Patwari, and Loganathan Nagaraj.*

21. Our Company does not have any employee stock option schemes.

22. Our Promoters, members of our Promoter Group, directors of our Corporate Promoters, our Directors or their relatives have not sold or purchased any Equity Shares during the six months preceding the date of this Red Herring Prospectus.

23. There have been no financing arrangements whereby our Promoters, members of the Promoter Group, directors of our Corporate Promoters, our Directors or any of their relatives have financed the purchase by any other person of securities of our Company during the six months immediately preceding the date of filing of the Draft Red Herring Prospectus and this Red Herring Prospectus.

24. Our Company, our Directors and the BRLMs have not entered into any buy-back arrangement for purchase of the Equity Shares.

25. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Red Herring Prospectus. The Equity Shares to be transferred pursuant to the Offer shall also be fully paid-up at the time of Allotment.

26. There are no outstanding convertible securities, warrants, options or rights to convert debentures, loans or other instruments into, or which would entitle any person to an option to receive Equity Shares, as on the date of this Red Herring Prospectus.

27. There will be no further issue of specified securities whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of filing of this Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded, as the case may be.

28. There is no proposal or intention, negotiations or consideration by our Company to alter its capital structure by way of split or consolidation of the denomination of Equity Shares or issue of Equity Shares or convertible securities on a preferential basis or issue of bonus or rights or further public offer of such securities, within a period of six months from the Bid/Offer Opening Date.

29. Our Company shall ensure that there shall be only one denomination of the Equity Shares, unless otherwise permitted by law. None of the Promoters or other members of our Promoter Group will participate in the Offer except to the extent of the participation of the Promoter Selling Shareholder in

the Offer for Sale.

30. The issuance of Equity Shares (including reduction of equity share capital) since incorporation until the date of this Red Herring Prospectus, by our Company has been undertaken in accordance with the provisions of the Companies Act, 2013, and Companies Act, 1956, to the extent applicable.

31. All transactions in Equity Shares by our Promoters and members of our Promoter Group between the date of filing of this Red Herring Prospectus and the date of closing of the Offer shall be reported to the Stock Exchanges within 24 hours of such transactions.

32. No person connected with the Offer, including, but not limited to, our Company, the Promoter Selling Shareholder, the members of the Syndicate, or our Directors, members of our Promoter Group and the Promoters shall offer or make payment of any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or discount or commission or allowance or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.

33. The Book Running Lead Managers are not associates of our Company as per Regulation 21A of the SEBI Merchant Bankers Regulations.

34. As on the date of this Red Herring Prospectus, none of our Shareholders are, directly or indirectly, related to any of the BRLMs or their respective associates (as defined in the SEBI Merchant Bankers Regulations). The BRLMs and their affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment.

OBJECTS OF THE OFFER

The objects of the Offer are to (i) to carry out the Offer for Sale of up to 43,239,042 Equity Shares of face value of ₹ 10 each by the Promoter Selling Shareholder aggregating to ₹ [●] million; and (ii) achieve the benefits of listing the Equity Shares on the Stock Exchanges. For further details of the Offer, see "***The Offer***" on page 63.

Further, our Company expects that listing of the Equity Shares will enhance our visibility and brand image and provide liquidity and a public market for the Equity Shares in India.

Utilisation of the Offer Proceeds by the Promoter Selling Shareholder

Our Company will not receive any proceeds from the Offer (the "**Offer Proceeds**") and all the Offer Proceeds will be received by the Promoter Selling Shareholder after deduction of Offer related expenses and relevant taxes thereon, to be borne by the Promoter Selling Shareholder. For details of the Promoter Selling Shareholder and Offered Shares, see "***Other Regulatory and Statutory Disclosures – Authority for the Offer***" on page 410.

Offer-related Expenses

The Offer expenses are estimated to be approximately ₹ [●] million.

The expenses in relation to this Offer include, among others, listing fees, selling commission and brokerage, fees payable to the BRLMs, fees payable to legal counsel, fees payable to the Registrar to the Offer, Escrow Collection Bank(s) and Sponsor Bank(s) to the Offer, processing fee to the SCSBs for processing application forms, brokerage and selling commission payable to members of the Syndicate, Registered Brokers, RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

Other than the listing fees, audit fees of statutory auditors (to the extent not attributable to the Offer), and expenses in relation to product or corporate advertisements, i.e. any corporate advertisements consistent with past practices of our Company (other than the expenses relating to marketing and advertisements undertaken in connection with the Offer), which shall be solely borne by our Company, the Promoter Selling Shareholder agrees to bear all costs, charges, fees and expenses that are directly attributable to the Offer, including, filing fees, book building fees and other charges, fees and expenses of the SEBI, the Stock Exchanges, the RoC and any other governmental authority, audit fees of statutory auditors (to the extent attributable to the Offer), advertising, printing, accommodation and travel expenses, fees and expenses of legal counsel to the Company and the Promoter Selling Shareholder, registrar fees and broker fees (including fees for procuring of applications), bank charges, fees and expenses of the BRLMs, Syndicate Members, Self Certified Syndicate Banks, other Designated Intermediaries and any other consultant, advisor or third party in connection with the Offer in accordance with applicable law. Upon commencement of listing and trading of the Equity Shares on the Stock Exchanges pursuant to the Offer, the Promoter Selling Shareholder shall reimburse our Company for any expenses in relation to the Offer, paid by our Company on behalf of the Promoter Selling Shareholder directly from the Public Offer Account except as may be prescribed by the SEBI or any other regulatory authority. In the event that the Offer is withdrawn or not completed for any reason, all the costs and expenses (including all applicable taxes) directly attributed to the Offer shall be borne in a manner as may be mutually agreed between our Company and the Promoter Selling Shareholder in accordance with applicable law.

The break-up of the estimated Offer expenses are as follows:

Activity	Estimated expenses* (in ₹ million)	As a % of the total estimated Offer expenses	As a % of the total Offer size
Fees and commissions payable to the BRLMs (including any underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
Advertising and marketing expenses	[●]	[●]	[●]
Fees payable to the Registrar to the Offer	[●]	[●]	[●]
Commission/processing fee for SCSBs, Sponsor Bank(s) and Bankers to the Offer. Brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs[(1)]	[●]	[●]	[●]
Printing and distribution of Offer stationery	[●]	[●]	[●]
Others	[●]	[●]	[●]
A. Regulatory filing fees, book building software fees, listing fees etc			

Activity	Estimated expenses* (in ₹ million)	As a % of the total estimated Offer expenses	As a % of the total Offer size
B. Fees payable to other parties (including Statutory Auditor, Independent Chartered Accountant, Independent Chartered Engineer, Industry Expert)	[●]	[●]	[●]
C. Fees payable to legal counsels	[●]	[●]	[●]
D. Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

** Offer expenses include goods and services tax, where applicable. Amounts will be finalised and incorporated at the time of filing of the Prospectus.*

**Offer expenses are estimates and are subject to change.*

(1) Selling commission payable to the SCSBs on the portion for RIBs, Non-Institutional Bidders and Eligible Employee Bidders which are directly procured and uploaded by the SCSBs, would be as follows:

*Portion for RIBs**	0.30*% of the Amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	0.10*% of the Amount Allotted (plus applicable taxes)*
*Portion for Eligible Employees**	0.15*% of the Amount Allotted (plus applicable taxes)*

** Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price. Selling Commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the Bid book of BSE or NSE. No processing fees shall be payable by the Company and any of the Selling Shareholders to the SCSBs on the applications directly procured by them. Processing fees payable to the SCSBs for capturing Syndicate Member/sub-Syndicate (Broker)/sub-broker code on the ASBA Form for Non-Institutional Bidders and QIBs with Bids above ₹500,000 would be ₹10 plus applicable taxes, per valid application. In case the total uploading charges/ processing fee payable to SCSBs will be subject to maximum cap of ₹ 1.00 million (plus applicable taxes). In case the total processing fees exceeds ₹ 1.00 million (plus applicable taxes), then processing fees will be paid on pro-rata basis for portion of (i) Retail Individual Bidders, (ii) Non-Institutional Bidders and (iii) Eligible Employees as applicable.*

(2) Brokerage, selling commission and processing/uploading charges on the portion for RIBs (using the UPI mechanism), Eligible Employee Bidders and Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the brokers which are members of Syndicate (including their sub-Syndicate Members) would be as follows:

Portion for RIBs	0.30 *% of the Amount Allotted (plus applicable taxes)*
Portion for Non-Institutional Bidders	0.10*% of the Amount Allotted (plus applicable taxes)*
*Portion for Eligible Employees**	0.15*% of the Amount Allotted (plus applicable taxes)*

** Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

The selling commission payable to the Syndicate / Sub-Syndicate Members will be determined as under:

(i) for RIBs (up to ₹ 0.20 million) and Non- Institutional Bidders (up to ₹ 0.50 million), on the basis of the application form number / series, provided that the Bid cum Application Form is also bid by the respective Syndicate / Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the selling commission will be payable to the SCSB and not the Syndicate / Sub-Syndicate Member; and

(ii) for Non-Institutional Bidders (above ₹ 0.50 million), Syndicate ASBA form bearing SM Code and Sub-Syndicate code of the application form submitted to SCSBs for blocking of the fund and uploading on the exchanges platform by SCSBs. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the selling commission will be payable to the Syndicate / Sub Syndicate members and not the SCSB.

The selling commission and bidding charges payable to Registered Brokers, the RTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the Bid Book of BSE or NSE.

(3) Bidding charges payable to SCSBs on the QIB Portion and NIIs (excluding UPI Bids) which are procured by the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSBs for blocking and uploading would be ₹10 per valid application (plus applicable taxes).

Selling commission/ uploading charges payable to the Registered Brokers on the portion for RIBs, Eligible Employee Bidders and Non-Institutional Bidders which are directly procured by the Registered Broker and submitted to SCSB for processing, would be as follows:

Portion for RIBs, Non-Institutional Bidders and Eligible Employees	*₹ 10 per valid application (plus applicable taxes)*

**Based on Valid applications*

Uploading Charges payable to members of the Syndicate (including their sub-Syndicate Members) on the applications made using 3-in-1 accounts would be ₹10 plus applicable taxes, per valid application bid by the Syndicate (including their sub- Syndicate Members) subject to a maximum of ₹ 2.00 million (plus applicable taxes), in case if the total processing fees exceeds ₹ 2.00 million (plus applicable taxes) then processing fees will be paid on pro-rata basis for portion of (i) RIBs (ii) NIBs and (iii) Eligible Employees, as applicable

(4) Uploading charges/ Processing fees for applications made by RIBs using the UPI Mechanism would be as under:

*Members of the Syndicate / RTAs / CDPs /Registered Brokers**	*₹ 10 per valid application (plus applicable taxes).*
Sponsor Bank(s)	*Axis Bank Limited – ₹ 0/- (NIL) per valid Bid cum Application Form (plus applicable taxes)* *The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement, and other applicable laws*

	ICICI Bank Limited - ₹ 0/- (NIL) per valid Bid cum Application Form (plus applicable taxes) *The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement, and other applicable laws*

**Based on valid applications.*
All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Cash Escrow and Sponsor Bank Agreement

**The total uploading charges / processing fees payable to members of the Syndicate, RTAs, CDPs, Registered Brokers will be subject to a maximum cap of ₹ 5 million (plus applicable taxes). In case the total uploading charges/processing fees payable exceeds ₹5 million, then the amount payable to members of the Syndicate, RTAs, CDPs, Registered Brokers would be proportionately distributed based on the number of valid applications such that the total uploading charges / processing fees payable does not exceed ₹ 5 million.*

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Cash Escrow and Sponsor Bank Agreement. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories). Accordingly, Syndicate / sub-Syndicate Member shall not be able to Bid the Application Form above ₹0.50 million and the same Bid cum Application Form need to be submitted to SCSB for blocking of the fund and uploading on the Stock Exchange bidding platform. To identify bids submitted by Syndicate / sub-Syndicate Member to SCSB a special Bid-cum application form with a heading / watermark "Syndicate ASBA" may be used by Syndicate / sub-Syndicate Member along with SM code and broker code mentioned on the Bid-cum Application Form to be eligible for brokerage on allotment. However, such special forms, if used for Retail Individual Investor and Non-Institutional Investor Bids up to ₹ 0.50 million will not be eligible for brokerage. The processing fees for applications made by UPI Bidders 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/CIR/P/2022/51 dated April 20, 2022 read with June 2021 Circular and March 2021 Circular.

Monitoring Utilization of Funds

Since the Offer is an Offer for Sale and our Company will not receive any proceeds from the Offer, our Company is not required to appoint a monitoring agency for the Offer.

Other confirmations

Except to the extent of proceeds received pursuant to the sale of Offered Shares in the Offer for Sale by the Promoter Selling Shareholder, none of our Promoters, Directors, Key Managerial Personnel, Senior Management, and members of our Promoter Group will, directly or indirectly receive any portion of the Offer Proceeds.

BASIS FOR OFFER PRICE

The Price Band and Offer Price will be determined by our Company in consultation with the BRLMs, and in accordance with applicable law, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10 each and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band. Investors should refer to "***Risk Factors***", "***Our Business***", "***Restated Financial Information***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 20, 205, 281 and 355, respectively, to have an informed view before making an investment decision.

I. Qualitative factors

Some of the qualitative factors about our Company which form the basis for computing the Offer Price are set forth below:

- End-to-end technology-led power transmissions and industrial drive solutions provider across business verticals.
- Highly diversified offerings across business verticals and customer industries.
- Established parentage and trusted brand backed by global and local R&D capabilities.
- Deep relationships with marquee customers built through decades of collaboration, a strong sales team and dealer network and after-sales service support.
- State-of-the-art manufacturing infrastructure with embedded industry 4.0 principles supported by an efficient and localized supply chain network.
- Stable and experienced management team delivering strong financial performance.

For further details, see "***Our Business – Strengths***" on page 210.

II. Quantitative factors

Certain information presented below relating to us is based on the Restated Financial Information. For details, see "***Restated Financial Information***" and ***"Other Financial Information"*** on pages 281 and 348, respectively.

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

A. Basic and Diluted Earnings Per Equity Share of face value of ₹10 each ("EPS")

Financial Year/Period Ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight[#]
December 31, 2025	12.65	12.65	3
December 31, 2024	10.08	10.08	2
December 31, 2023	7.57	7.57	1
Weighted Average[$]			**10.95**
Six months periods ended June 30, 2026[*]	7.90	7.90	-
Six months periods ended June 30, 2025[*]	6.12	6.12	-

**Not annualised*

[#]As determined by the Company

[$]Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year /Total of weights

Notes:

1. *The face value of each Equity Share is ₹ 10.*
2. *Basic earnings per share (from continuing operations) = Net profit after tax (loss after tax) from continuing operations/ Weighted average number of equity shares outstanding during the period/year.*
3. *Diluted earnings per share (from continuing operations) = Net profit after tax (loss after tax) from continuing operation/ Weighted average number of potential equity shares outstanding during the period/year.*
4. *Earnings per Share calculations are in accordance with the notified Indian Accounting Standard 33 'Earnings per share' notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended).*
5. *Weighted average number of shares outstanding have been retrospective adjusted to give impact of the issuance of bonus shares in accordance with Ind AS 33- Earning per share (if any). The bonus shares are issued by our Company in the proportion of 1 (One) bonus Equity Share for every 2 (Two) Equity Shares of our Company pursuant to a resolution dated*

November 10, 2025 passed by the Shareholders and such bonus issue of equity shares were allotted pursuant to a resolution passed by Board of Directors on January 25, 2026.

B. Price/Earning ("P/E") Ratio in relation to the Price Band of ₹ [●] to ₹ [●] per Equity Share of face value of ₹10 each:

Particulars	P/E at Floor Price (number of times)*	P/E at Cap Price (number of times)*
Based on basic EPS for Fiscal 2025	[●]	[●]
Based on diluted EPS for Fiscal 2025	[●]	[●]

**To be computed after finalisation of price band and populated in the Prospectus to be filed with the RoC.*

Note:

P/E ratio = Price per Equity Share divided by diluted earnings per Equity Share.

C. Industry Peer Group P/E ratio

Based on the peer group information (excluding our Company), details of the highest, lowest, and industry average P/E ratio are set forth below:

Particulars	P/E Ratio (x)
Highest	63.39
Lowest	31.63
Average	51.61

Notes:

(1) The highest, lowest and average Industry P/E shown above is based on the industry peer set provided in this section.

(2) The industry P / E ratio mentioned above is for the year ended March 31, 2026/December 31, 2025 (as applicable).

(3) P / E Ratio has been computed based on the closing market price of equity shares on NSE on September 28,2026 divided by the Diluted EPS for the year ended March 31, 2026/December 31, 2025 (as applicable).

D. Return on Net Worth ("RoNW")

Financial Year/Period Ended	RoNW (%)	Weight#
December 31, 2025	23.96%	3
December 31, 2024	22.25%	2
December 31, 2023	18.30%	1
Weighted Average$	**22.45%**	
Six months periods ended June 30, 2026*	14.37%	-
Six months periods ended June 30, 2025*	13.13%	-

**Not annualized*

As determined by the Company

$Weighted average = Aggregate of year-wise weighted RoNW divided by the total aggregate weight i.e., (RoNW x Weight) for each year/Total of weights.

Notes:

1. *Return on Net Worth (%) = Net Profit after tax from continuing operations attributable to owners of the Company divided by net worth at the end of the respective period/year.*
2. *Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations. Net worth of the company is calculated as aggregate value of equity share capital and other equity excluding Capital Reserve, if any at the end of the period / year.*

E. Net Asset Value ("NAV") per Equity Share of face value of ₹ 10 each

Particulars	Amount (₹)
As at June 30, 2026	55.02
As on December 31, 2025	52.82
After completion of the Offer*	
- At the Floor Price	[●]
- At the Cap Price	[●]
Offer Price**	[●]

** To be computed post finalization of Price Band and populated in the Prospectus to be filed with the RoC.*

*** To be determined on conclusion of the Book Building Process.*

Notes:

1. *NAV per Equity Share is calculated as net worth as at the end of the period/year divided by number of equity shares outstanding as at the end of period / year plus bonus shares for all periods presented in accordance with principles of IND AS 33 – Earnings per Share. The bonus shares are issued by our Company in the proportion of 1 (One) bonus Equity Share for every 2 (Two) Equity Shares of the Company pursuant to a resolution dated November 10, 2025 passed by the Shareholders and such bonus issue of equity shares were allotted pursuant to a resolution passed by Board of Directors on January 25, 2026.*
2. *Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations. Net worth of our Company is calculated as aggregate value of equity share capital and other equity at the end of the period / year.*

[the remainder of this page is intentionally left blank]

F. Comparison of accounting ratios with listed industry peers

Following is the comparison with our listed peer companies:

Name of the Company	Revenue from Operations for Year ended December 31, 2025 (₹ million)	Face Value per Equity Share (₹)	Closing Price as on September 28, 2026	P/E[4]	EPS (Basic) for Year ended December 31, 2025 (₹)	EPS (Diluted) for Year ended December 31, 2025 (₹)	RoNW for Year ended December 31, 2025 (%)	NAV per Equity Share as at December 31, 2025 (₹)
Our Company	20,135.26	10	N.A	N.A	12.65	12.65	23.96%	52.82
Indian listed peers								
Elecon Engineering Company Limited	23,660.50	1	480.75	31.63	15.20	15.20	14.81%	102.65
Shanthi Gears Limited	5,187.20	1	633.30	63.39	9.99	9.99	17.42%	57.36
Schaeffler India Limited	96,858.50	2	3,955.50	53.74	73.60	73.60	19.02%	386.94
Timken India Limited	34,780.29	10	3,180.50	57.66	55.16	55.16	13.68%	403.31

1. *Audited consolidated financial statements of the Elecon Engineering Company Limited, Shanthi Gears Limited and Timken India Limited for the year ended March 31, 2026 and Schaeffler India Limited for the year ended December 31, 2025 have been submitted to stock exchanges.*
2. *P/E Ratio of the company shall be disclosed post finalization of price band.*
3. *P/E Ratio of peers group companies is calculated as closing share price as of September 28, 2026 as available on NSE divided by the diluted EPS for the year ended March 31, 2026/December 31, 2025 (as applicable).*
4. *Basic and Diluted EPS is sourced from the audited consolidated financial statements of the respective peer group companies for the year ended March 31, 2026/December 31, 2025 (as applicable).*
5. *RoNW is computed as net profit or loss for the year attributable to equity shareholders divided by net worth at the end of the year.*
6. *Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations. Net worth of the company is calculated as aggregate value of equity share capital and other equity excluding Capital Reserve, if any, at the end of the period / year.*
7. *NAV per Equity Share is calculated as net worth as at the end of the period/year divided by number of equity shares outstanding as at the end of period / year plus bonus shares for all periods presented in accordance with principles of IND AS 33 – Earnings per Share. The bonus shares are issued by our Company in the proportion of 1 (One) bonus Equity Share for every 2 (Two) Equity Shares of the Company pursuant to a resolution dated November 10, 2025 passed by the Shareholders and such bonus issue of equity shares were allotted pursuant to a resolution passed by Board of Directors on January 25, 2026.*

Peer profile:

Particulars	Elecon Engineering Company Limited	Shanthi Gears Limited	Timken India Limited	Schaeffler India Limited
Brief Profile	One of Asia's largest manufacturers of indutrsial gearboxes, with a strong focus on heavy-duty and high torque applications	Well established Indian manufacturer of industrial gearboxes and precision gears, serving OEM and replacement markets	Is a leading manufacturer of tapered roller bearings and industrial power transmission products, integrated with Timken's global engineering and supply network.	Schaeffler India (brands: FAG, INA, LuK) is a major supplier of precision bearings, engine and transmission components, and drivetrain systems, serving both automotive and industrial products.
Manufacturing capabilities	-	CNC machining, gear grinding, heat treatment, precision gears, and custom gearbox manufacturing	Tapered roller bearing manufacturing facility at Jamshedpur, along with capabilities in industrial bearings, power transmission components, and bearing rebuild & refurbishment services.	Multiple manufacturing plants in Vadodara, Hosur, and Pune/Talegaon, producing bearings, engine & transmission components, clutch systems, and precision industrial products.

Particulars	Elecon Engineering Company Limited	Shanthi Gears Limited	Timken India Limited	Schaeffler India Limited
Industries served	Mining, cement, steel, power, fertiliser, ports, paper, plastic, rubber, material handling	Steel, cement, Sugar, Defence, railways, Mining, Paper, OEM machinery	Automotive (CVs), Metals, Mining, Off-highway, Rail, Energy, Industrial Machinery, Aftermarket	Automotive (PV, CV, 2W), Rail & Off-Highway, Industrial Machinery, Wind Energy, Manufacturing & Process Industries.
Domestic and export contribution	~70-75% domestic; ~25-30% exports	~80-85% domestic; ~15-20% exports	Higher export contribution compared to peers due to integration with Timken's global supply chain, with exports if tapered roller bearings to the US, Europe and APAC	Balanced domestic and export mix, with exports of bearings and drivetrain components to Europe, the US, and global Schaeffler OEM programs.

Source: F&S Report

[the remainder of this page is intentionally left blank]

G. Key Performance Indicators

The table below sets forth the details of key performance indicators ("**KPIs**") that our Company considers have a bearing for arriving at the basis for Offer Price. These KPIs have been used historically by our Company to understand and analyze our business performance, which in result, help us in analyzing the growth of business in comparison to our peers. The Bidders can refer to the below-mentioned KPIs, being a combination of financial and operational KPI, to make an assessment of our Company's performance in various business verticals and make an informed decision.

The KPIs disclosed below have been approved and confirmed by a resolution of our Audit Committee dated October 9, 2026, and certified by Gatham Anandhan Balaji, our Whole-Time Director and Chief Financial Officer, on behalf of the management of our Company by way of a certificate dated October 9, 2026. Further, since we are wholly owned by Bonfiglioli S.p.A., one of our Corporate Promoters, the Audit Committee has confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Red Herring Prospectus. The KPIs pertaining to our Company, as disclosed below, have been identified in accordance with the SEBI circular on "*Industry Standards on Key Performance Indicators ("KPIs") Disclosures in the draft Offer Document and Offer Document*" dated February 28, 2025. Further, the KPIs disclosed herein have been certified by J C Bhalla & Co., Chartered Accountants, (*FRN No. 001111N*) by way of their certificate dated October 9, 2026. This certificate on KPIs shall form part of the material contracts for inspection and shall be accessible on the website of our Company at https://www.bonfiglioli.in/Investor_Relations. For further details, see "***Material Contracts and Documents for Inspection***" on page 500.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any other period as determined by the Board of Directors of our Company), for a period of one year after the date of listing of the Equity Shares on the Stock Exchanges, or for such other duration as required under the SEBI ICDR Regulations.

For details of our other operating metrics disclosed elsewhere in this Red Herring Prospectus, see "***Our Business***", and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 205 and 355, respectively.

Details of our KPIs as of and for the six months period ended June 30, 2026 and June 30, 2025, and for the Fiscals ended December 31, 2025, December 31, 2024, and December 31, 2023, is set out below:

Particulars	Six months ended June 30, 2026*	Six months ended June 30, 2025*	Year ended December 31, 2025	Year ended December 31, 2024	Year ended December 31, 2023
Revenue from Operations (₹ *million*) (#)	11,318.69	9,603.55	20,135.26	18,541.83	16,873.30
Revenue from Customers in India %(1) (#)	70.04	74.11	72.49	74.59	76.15
Revenue from Customers Outside India %(2) (#)	29.96	25.89	27.51	25.41	23.85
Revenue from Verticals (#):					
Industry & Automation Solutions *(% of revenue from operations)* (3)	42.53	40.63	40.95	41.25	43.09
Off-Highway Mobility Industry (*% of revenue from operations*) (4)	28.31	24.46	25.18	23.50	25.23
Wind Industry (*% of revenue from operations*) (5)	27.36	32.20	31.53	32.33	29.69
Others *(% of revenue from operations)* (6)	1.80	2.71	2.34	2.92	1.99
EBITDA (excluding Other Income) (₹ *million*) (7) (#)	2,238.74	1,764.28	3,707.70	2,950.74	2,438.91
EBITDA (excluding Other Income) Margin (%) (8) (#)	19.78	18.37	18.41	15.91	14.45

Particulars	Six months ended June 30, 2026*	Six months ended June 30, 2025*	Year ended December 31, 2025	Year ended December 31, 2024	Year ended December 31, 2023
Profit after tax (*₹ million*) (9) (#)	1,485.81	1,149.69	2,378.74	1,915.98	1,466.65
PAT Margin (%) (10) (#)	13.04	11.90	11.76	10.29	8.62
Net Debt (*₹ million*) (11)	(1,393.81)	(1,841.77)	(1,603.84)	(1,382.04)	(1,400.92)
Cash Conversion Cycle (Days) (12)	94	90	90	83	80
Fixed Asset Turnover (13) (16)	3.99	3.55	7.15	6.68	6.10
Return on Capital Employed (%) (15) (16) (#)	20.03	18.62	34.05	30.05	24.53
Return on Equity (%) (14) (16) (#)	14.66	13.24	25.66	23.05	19.21
Inventory Days Outstanding (Days) (17)	99	102	93	100	112
Payable Days Outstanding (Days)(18)	90	95	97	97	121
Receivable Days Outstanding (Days)(19)	85	83	94	80	89

* *Not annualized*

(#) *Represents results from continuing operations only.*

Notes:

(1) *Calculated as Revenue from Customers in India divided by Total Revenue from Customers.*

(2) *Calculated as Revenue from Customers from outside India divided by Total Revenue from Customers.*

(3) *Calculated as Revenue from Industry and Automation Solutions vertical divided by Revenue from Operations.*

(4) *Calculated as Revenue from Off-Highway Mobility Industry vertical divided by Revenue from Operations.*

(5) *Calculated as Revenue from Wind Industry vertical divided by Revenue from Operations.*

(6) *Calculated as Revenue from non-core sales such as sale of components to vendors divided by Revenue from Operations.*

(7) *EBITDA is calculated as Profit after tax for the period / year plus total tax expense plus finance costs plus depreciation and amortization. EBITDA (excluding Other Income) = EBITDA minus Other Income.*

(8) *EBITDA (excluding Other Income) Margin is calculated as EBITDA (excluding Other Income) divided by revenue from operations.*

(9) *Profit after tax for the period/year is calculated as Profit after tax for the period/year represents profit for the relevant period/year.*

(10) *PAT Margin is calculated as Profit after tax for the period/year divided by Total Income.*

(11) *Net Debt is calculated as the sum of current borrowings, current lease liabilities, non-current borrowings and non-current lease liabilities minus cash and cash equivalents and bank balances other than cash and cash equivalents.*

(12) *Cash Conversion Cycle is calculated as receivable days plus inventory days minus payable days (in which receivable days is calculated as receivables divided by revenue from operations multiplied by number of days; inventory days is calculated as inventory divided by cost of goods sold multiplied by number of days; and payable days is calculated as payables divided by purchase of raw materials and components plus stock-in-trade multiplied by number of days; where cost of goods sold is the sum of cost of material consumed, change in inventory, purchases of stock-in-trade; receivables, inventory and payables taken as of end of period/year) Cash conversion for six months period ended June 30, 2026 and June 30, 2025, has been calculated using 181 days, being the actual number of days in the reporting period.*

(13) *Fixed asset turnover is calculated as revenue from operations divided by Fixed Assets. Fixed Assets is calculated as sum of Property, Plant and Equipment and Capital work-in-progress at the end of the period/year.*

(14) *Return on Equity is calculated as profit after tax for the period/year divided by average of opening and closing total equity for the period / year.*

(15) *Return on Capital Employed is calculated as earnings before interest and tax divided by capital employed; earnings before interest and tax is calculated as profit after tax for the period / year plus total tax expense plus finance costs; capital employed is calculated as the sum of tangible net worth and total debt; tangible net worth is calculated as total equity minus intangible assets minus intangible assets under development minus deferred tax assets (net); total debt is calculated as sum of current borrowings, current lease liabilities, non-current borrowings and non-current lease liabilities.*

(16) *Return on Capital Employed (%), Return on Equity (%) and Fixed Asset Turnover numbers for six months period ended June 30, 2026 and June 30, 2025 have not been annualized.*

(17) *Inventory days outstanding is calculated as inventory as of end of period/year divided by cost of goods sold multiplied by number of days, where cost of goods sold is the sum of cost of material consumed, change in inventory, purchases of stock-in-trade. Inventory days outstanding for six months period ended June 30, 2026 and June 30, 2025, has been calculated using 181 days, being the actual number of days in the reporting period.*

(18) *Payable days outstanding is calculated as payables as of end of period/year divided by sum of purchase of raw materials and components consumed and purchase of stock-in-trade multiplied by number of days. Payable days outstanding for six months period ended June 30, 2026 and June 30, 2025, has been calculated using 181 days, being the actual number of days in the reporting period.*

(19) *Receivable days outstanding is calculated as trade receivables as of end of period/year divided by revenue from operations multiplied by number of days. Receivable days outstanding for six months period ended June 30, 2026 and June 30, 2025, has been calculated using 181 days, being the actual number of days in the reporting period.*

Brief explanations of the relevance of the KPIs:

The list of our KPIs along with brief explanation of the relevance of the KPI for our business operations are set forth below:

KPI	Explanation
Revenue from Operations	Revenue from operations is used by our management to track the overall financial performance of our Company and size and scale of our business
Revenue from Customers in India %	Share of revenue from customers in India indicates the size and scale of our business within India, and helps assess the performance of domestic business
Revenue from Customers Outside India %	Share of Revenue from customers outside India reflects the size and scale of our overseas operations
Revenues from Verticals	Revenue from verticals is used to assess the profile of our business and track performance of each vertical
Industry & Automation %	
Off Highway Mobility Industry %	
Wind Industry %	
Others %	
EBITDA (excluding Other Income)	EBITDA (excluding Other Income) is crucial because it is a key performance indicator that is reflection of our Company's profitability before interest, depreciation, amortisation and taxes
EBITDA (excluding Other Income) Margin (%)	EBITDA (excluding Other Income) Margin is an indicator of the operational profitability and financial performance of our business
Profit after tax for the period/year	Provides information regarding the profitability of the business carried on by our Company
PAT Margin (%)	PAT Margin reflects the overall profitability of the business of our Company
Net Debt	Net Debt helps to track our leverage position and profile adjusted for cash. Negative value of net debt represents net cash position of the company.
Cash Conversion Cycle	Cash Conversion Cycle measures how quickly our Company turns its investments in inventory and receivables into cash through customer payments, indicating the working capital efficiency of the business.
Fixed Assets Turnover Ratio	Fixed Asset Turnover Ratio measures the efficiency and sweating of our fixed assets in generating revenue or sales
Return on Equity	Return on Equity provides how efficiently our Company generates profits from shareholders' funds
Return on Capital Employed	Return on Capital Employed provides how efficiently our Company generates earnings from the capital employed in the business
Inventory Days Outstanding (Days)	Inventory Days Outstanding measures the average number of days required by our Company to convert our inventory into sales
Payable Days Outstanding (Days)	Payable Days Outstanding provides the average number of days required by our Company to pay our suppliers
Receivable Days Outstanding (Days)	Receivable Days Outstanding measures the average number of days required for our Company to receive payments from our customers

H. Comparison of our KPIs with listed industry peers

Set forth below is a comparison of our KPIs with our listed peers in India and operating in the same industry as our Company, whose business profile is comparable to our business in terms of our size and business model:

For the Three/Six Months period ended June 30, 2026

Sr. No.	List of KPIs as identified by the Company	Units	Bonfiglioli Transmissions Limited*	Elecon Engineering Company Limited[%]	Schaeffler India Limited*	Shanthi Gears Limited[%]	Timken India Limited[%]
1.	Revenue from Operations	(₹ in Million)	11,318.69	5,205.60	53,461.90	1,154.90	9,433.20

Sr. No.	List of KPIs as identified by the Company	Units	Bonfiglioli Transmissions Limited*	Elecon Engineering Company Limited%	Schaeffler India Limited*	Shanthi Gears Limited%	Timken India Limited%
	Domestic	(In %)	70.04	70.99	N.A.	N.A.	N.A.
	Exports	(In %)	29.96	29.01	N.A.	N.A.	N.A.
2.	Revenues from End segments						
	Industry & Automation	(In %)	42.53	N.A.	N.A.	N.A.	N.A.
	Mobility Industry	(In %)	28.31	N.A.	N.A.	N.A.	N.A.
	Wind Industry	(In %)	27.36	N.A.	N.A.	N.A.	N.A.
	Others	(In %)	1.80	N.A.	N.A.	N.A.	N.A.
3.	EBITDA (excluding other income) (3)	(₹ in Million)	2,238.74	1,091.20	9,773.00	151.80	1,776.22
4.	EBITDA (excluding other income) Margin(4)	(In %)	19.78	20.96	18.28	13.14	18.83
5.	Profit after tax	(₹ in Million)	1,485.81	703.50	6,418.50	98.50	1,196.59
6.	Profit After Tax Margin(5)	(In %)	13.04	12.97	11.83	8.23	12.54
7.	Net Debt(6)	(₹ in Million)	(1,393.81)	N.A	(14,585.00)	N.A	N.A.
8.	Cash Conversion Cycle(7)	(In Days)	94	N.A	92	N.A	N.A.
9.	Fixed Assets Turnover Ratio(9) $	(In Times)	3.99	N.A	2.31	N.A	N.A.
10.	Return on Equity ("ROE") (8)(9) $	(In %)	14.66	N.A	10.53	N.A	N.A.
11.	Return on Capital Employed ("ROCE")(9) (10) $	(In %)	20.03	N.A	14.31	N.A	N.A.
12.	Inventory Days Outstanding(11)	(In Days)	99	N.A	124	N.A	N.A
13.	Payable Days Outstanding(12)	(In Days)	90	N.A	93	N.A	N.A
14.	Receivable Days Outstanding(13)	(In Days)	85	N.A	60	N.A	N.A

$ Not annualized
**For the six-months period ended June 30, 2026*
% For the three-month period ended June 30, 2026

Notes:

(1) *The above line items for the Company represent results from continuing operations only.*

(2) *The Company's domestic and export revenue mix is calculated as a percentage of revenue from customers broken down by location, while for the listed peers, it is calculated as a percentage of total revenue from operations*

(3) *EBITDA is calculated as Profit after tax for the period / year plus total tax expense plus finance costs plus depreciation and amortization. EBITDA (excluding Other Income) = EBITDA minus Other Income. Share of profit from associates and exceptional items have been excluded for all peers.*

(4) *EBITDA (excluding Other Income) divided by revenue from operations.*

(5) *PAT Margin (in %) is calculated as Profit after tax for the period/year divided by Total Income.*

(6) *Net Debt is calculated as the sum of current borrowings, current lease liabilities, non-current borrowings and non-current lease liabilities minus cash and cash equivalents and bank balances other than cash and cash equivalents.*

(7) *Cash Conversion Cycle is calculated as receivable days plus inventory days minus payable days (in which receivable days is calculated as receivables divided by revenue from operations multiplied by number of days; inventory days is calculated as inventory divided by cost of goods sold multiplied by number of days; and payable days is calculated as payables divided by purchase of raw materials and components plus stock-in-trade multiplied by number of days; where cost of goods sold is the sum of cost of material consumed, change in inventory, purchases of stock-in-trade; receivables, inventory and payables taken as of end of period/year). Cash conversion for the Company for six months ended June 30, 2026, has been calculated using 181 days, being the actual number of days in the reporting period.*

(8) *Return on Equity is calculated as profit after tax for the period/year divided by average of opening and closing total equity for the period / year.*

(9) *Return on Capital Employed (%), Return on Equity (%) and Fixed Asset Turnover numbers for six months ended June 30, 2026, has not been annualized.*

(10) *Return on Capital Employed is calculated as earnings before interest and tax divided by capital employed; earnings before interest and tax is calculated as profit after tax for the period / year plus total tax expense plus finance costs; capital employed is calculated as the sum of tangible net worth and total debt; tangible net worth is calculated as total equity minus intangible assets minus intangible assets under development minus deferred tax assets (net); total debt is calculated as sum of current borrowings, current lease liabilities, non-current borrowings and non-current lease liabilities.*

(11) *Inventory days outstanding is calculated as inventory as of end of period divided by cost of goods sold multiplied by number of days, where cost of goods sold is the sum of cost of material consumed, change in inventory, purchases of stock-in-trade. Inventory days outstanding for six months period ended June 30, 2026, has been calculated using 181 days, being the actual number of days in the reporting period.*

(12) *Payable days outstanding is calculated as payables as of end of period divided by sum of purchase of raw materials and components consumed and purchase of stock-in-trade multiplied by number of days. Payable days outstanding for six months period ended June 30, 2026, has been calculated using 181 days, being the actual number of days in the reporting period.*

(13) *Receivable days outstanding is calculated as trade receivables as of end of period divided by revenue from operations multiplied by number of days. Receivable days outstanding for six months period ended June 30, 2026, has been calculated using 181 days, being the actual number of days in the reporting period.*

(14) *For Schaeffler India Limited, the Cash Conversion Cycle may not match with (Inventory Days Outstanding + Receivable Days Outstanding -Payable Days Outstanding) on account of rounding off.*

For the Three/Six Months period ended June 30, 2025

Sr. No.	List of KPIs as identified by the Company	Units	Bonfiglioli Transmissions Limited*	Elecon Engineering Company Limited%	Schaeffler India Limited*	Shanthi Gears Limited %	Timken India Limited %
1.	Revenue from Operations	(₹ in Million)	9,603.55	4,905.70	45,270.00	1,348.90	8,221.79
	Domestic	(In %)	74.11	74.72	N.A.	N.A.	N.A.
	Exports	(In %)	25.89	25.28	N.A.	N.A.	N.A.
2.	Revenues from End segments						
	Industry & Automation	(In %)	40.63	N.A.	N.A.	N.A.	N.A.
	Mobility Industry	(In %)	24.46	N.A.	N.A.	N.A.	N.A.
	Wind Industry	(In %)	32.20	N.A.	N.A.	N.A.	N.A.
	Others	(In %)	2.71	N.A.	N.A.	N.A.	N.A.
3.	EBITDA (excluding other income) (3)	(₹ in Million)	1,764.28	1,303.00	8,229.60	305.10	1,469.21
4.	EBITDA (excluding other income) Margin (4)	(In %)	18.37	26.56	18.18	22.62	17.87
5.	Profit after tax	(₹ in Million)	1,149.69	1,754.40	5,387.30	226.90	1,084.25
6.	Profit After Tax Margin (5)	(In %)	11.90	33.93	11.70	16.36	13.01
7.	Net Debt (6)	(₹ in Million)	(1,841.77)	N.A	(13,477.80)	N.A	N.A.
8.	Cash Conversion Cycle (7)	(In Days)	90	N.A	74	N.A	N.A.
9.	Fixed Assets Turnover Ratio (9) $	(In Times)	3.55	N.A	2.02	N.A	N.A.
10.	Return on Equity ("ROE") (8)(9) $	(In %)	13.24	N.A	10.00	N.A	N.A.
11.	Return on Capital Employed ("ROCE") (9) (10) $	(In %)	18.62	N.A	13.62	N.A	N.A.
12.	Inventory Days Outstanding (11)	(In Days)	102	N.A	105	N.A	N.A
13.	Payable Days Outstanding (12)	(In Days)	95	N.A	91	N.A	N.A
14.	Receivable Days Outstanding (13)	(In Days)	83	N.A	60	N.A	N.A

$ Not annualized
**For the six-month period ended June 30, 2025*
% For the three-month period ended June 30, 2025

Notes:

(1) *The above line items for the Company represent results from continuing operations only.*

(2) *The Company's domestic and export revenue mix is calculated as a percentage of revenue from customers broken down by location, while for the listed peers, it is calculated as a percentage of total revenue from operations*

(3) *EBITDA is calculated as Profit after tax for the period / year plus total tax expense plus finance costs plus depreciation and amortization. EBITDA (excluding Other Income) = EBITDA minus Other Income. Share of profit from associates and exceptional items have been excluded for all peers.*

(4) *EBITDA (excluding Other Income) divided by revenue from operations.*

(5) *PAT Margin (in %) is calculated as Profit after tax for the period/year divided by Total Income.*

(6) *Net Debt is calculated as the sum of current borrowings, current lease liabilities, non-current borrowings and non-current lease liabilities minus cash and cash equivalents and bank balances other than cash and cash equivalents.*

(7) *Cash Conversion Cycle is calculated as receivable days plus inventory days minus payable days (in which receivable days is calculated as receivables divided by revenue from operations multiplied by number of days; inventory days is calculated as inventory divided by cost of goods sold multiplied by number of days; and payable days is calculated as payables divided by purchase of raw materials and components plus stock-in-trade multiplied by number of days; where cost of goods sold is the sum of cost of material consumed, change in inventory, purchases of stock-in-trade; receivables, inventory and payables taken as of end of period/year). Cash conversion for the Company for six months ended June 30, 2025, has been calculated using 181 days, being the actual number of days in the reporting period.*

(8) *Return on Equity is calculated as profit after tax for the period/year divided by average of opening and closing total equity for the period / year.*

(9) *Return on Capital Employed (%), Return on Equity (%) and Fixed Asset Turnover numbers for six months ended June 30, 2025, has not been annualized,*

(10) *Return on Capital Employed is calculated as earnings before interest and tax divided by capital employed; earnings before interest and tax is calculated as profit after tax for the period / year plus total tax expense plus finance costs; capital employed is calculated as the sum of tangible net worth and total debt; tangible net worth is calculated as total equity minus intangible assets minus intangible assets under development minus deferred tax assets (net); total debt is calculated as sum of current borrowings, current lease liabilities, non-current borrowings and non-current lease liabilities.*

(11) *Inventory days outstanding is calculated as inventory as of end of period divided by cost of goods sold multiplied by number of days, where cost of goods sold is the sum of cost of material consumed, change in inventory, purchases of stock-in-trade. Inventory days outstanding for six months period ended June 30, 2025, has been calculated using 181 days, being the actual number of days in the reporting period.*

(12) *Payable days outstanding is calculated as payables as of end of period divided by sum of purchase of raw materials and components consumed and purchase of stock-in-trade multiplied by number of days. Payable days outstanding for six months period ended June 30, 2025, has been calculated using 181 days, being the actual number of days in the reporting period.*

(13) *Receivable days outstanding is calculated as trade receivables as of end of period divided by revenue from operations multiplied by number of days. Receivable days outstanding for six months period ended June 30, 2025, has been calculated using 181 days, being the actual number of days in the reporting period.*

For the Year ended March 31, 2026/ December 31, 2025

Sr. No.	List of KPIs as identified by the Company	Units	Bonfiglioli Transmissions Limited#	Elecon Engineering Company Limited*	Schaeffler India Limited#	Shanthi Gears Limited*	Timken India Limited*
1.	Revenue from Operations	(₹ in Million)	20,135.26	23,660.50	96,858.50	5,187.20	34,780.29
	Domestic	(In %)	72.49	78.38	85.49	86.58	80.39
	Exports	(In %)	27.51	21.62	14.51	13.42	19.61
2.	Revenues from End segments						
	Industry & Automation	(In %)	40.95	N.A.	N.A.	N.A.	N.A.
	Mobility Industry	(In %)	25.18	N.A.	N.A.	N.A.	N.A.
	Wind Industry	(In %)	31.53	N.A.	N.A.	N.A.	N.A.
	Others	(In %)	2.34	N.A.	N.A.	N.A.	N.A.
3.	EBITDA (excluding other income) (3)	(₹ in Million)	3,707.70	5,231.40	17,630.20	1,039.10	6,323.52
4.	EBITDA (excluding other income) Margin (4)	(In %)	18.41	22.11	18.20	20.03	18.18
5.	Profit after tax	(₹ in Million)	2,378.74	3,411.50	11,503.50	766.60	4,148.85
6.	Profit After Tax Margin (5)	(In %)	11.76	13.94	11.70	14.24	11.83
7.	Net Debt (6)	(₹ in Million)	(1,603.84)	600.10	(17,909.70)	(752.10)	(2,608.74)
8.	Cash Conversion Cycle (7)	(In Days)	90	120	73	154	122
9.	Fixed Assets Turnover Ratio	(In Times)	7.15	3.90	4.23	4.19	2.87
10.	Return on Equity ("ROE") (8)	(In %)	25.66	15.85	20.21	18.19	14.28
11.	Return on Capital Employed ("ROCE")(9)	(In %)	34.05	19.28	26.08	24.85	19.00
12.	Inventory Days Outstanding (10)	(In Days)	93	98	109	168	135
13.	Payable Days Outstanding (11)	(In Days)	97	89	99	95	98
14.	Receivable Days Outstanding (12)	(In Days)	94	111	62	81	85

**For the year ended March 31, 2026*
For the year ended December 31, 2025

Notes:

(1) *The above line items for the Company represent results from continuing operations only.*

(2) *The Company's domestic and export revenue mix is calculated as a percentage of revenue from customers broken down by location, while for the listed peers, it is calculated as a percentage of total revenue from operations.*

(3) *EBITDA is calculated as Profit after tax for the period / year plus total tax expense plus finance costs plus depreciation and amortization. EBITDA (excluding Other Income) = EBITDA minus Other Income. Share of profit from associates and exceptional items have been excluded for all peers.*

(4) *EBITDA (excluding Other Income) divided by revenue from operations.*

(5) *PAT Margin (in %) is calculated as Profit after tax for the period/year divided by Total Income.*

(6) *Net Debt is calculated as the sum of current borrowings, current lease liabilities, non-current borrowings and non-current lease liabilities minus cash and cash equivalents and bank balances other than cash and cash equivalents.*

(7) *Cash Conversion Cycle is calculated as receivable days plus inventory days minus payable days (in which receivable days is calculated as receivables divided by revenue from operations multiplied by number of days; inventory days is calculated as inventory divided by cost of goods sold multiplied by number of days; and payable days is calculated as payables divided by purchase of raw materials and components plus stock-in-trade multiplied by number of days; where cost of goods sold is the sum of cost of material consumed, change in inventory, purchases of stock-in-trade; receivables, inventory and payables taken as of end of period/year).*

(8) *Return on Equity is calculated as profit after tax for the period/year divided by average of opening and closing total equity for the period / year.*

(9) *Return on Capital Employed is calculated as earnings before interest and tax divided by capital employed; earnings before interest and tax is calculated as profit after tax for the period / year plus total tax expense plus finance costs; capital employed is calculated as the sum of tangible net worth and total debt; tangible net worth is calculated as total equity minus intangible assets minus intangible assets under development minus deferred tax assets (net); total debt is calculated as sum of current borrowings, current lease liabilities, non-current borrowings and non-current lease liabilities.*

(10) *Inventory days outstanding is calculated as inventory as of end of year divided by cost of goods sold multiplied by number of days, where cost of goods sold is the sum of cost of material consumed, change in inventory, purchases of stock-in-trade.*

(11) *Payable days outstanding is calculated as payables as of end of year divided by sum of purchase of raw materials and components consumed and purchase of stock-in-trade multiplied by number of days.*

(12) *Receivable days outstanding is calculated as trade receivables as of end of year divided by revenue from operations multiplied by number of days.*

(13) *For Schaeffler India Limited, the Cash Conversion Cycle may not match with (Inventory Days Outstanding + Receivable Days Outstanding -Payable Days Outstanding) on account of rounding off.*

For the Year ended March 31, 2025/ December 31, 2024

Sr. No.	List of KPIs as identified by the Company	Units	Bonfiglioli Transmissions Limited#	Elecon Engineering Company Limited*	Schaeffler India Limited#	Shanthi Gears Limited*	Timken India Limited*
1.	Revenue from Operations	(₹ in Million)	18,541.83	22,269.60	82,323.80	6,046.20	31,971.96
	Domestic	(In %)	74.59	76.80	87.16	90.21	81.82
	Exports	(In %)	25.41	23.20	12.84	9.79	18.18
2.	Revenues from End segments						
	Industry & Automation	(In %)	41.25	N.A.	N.A.	N.A.	N.A.
	Mobility Industry	(In %)	23.50	N.A.	N.A.	N.A.	N.A.
	Wind Industry	(In %)	32.33	N.A.	N.A.	N.A.	N.A.
	Others	(In %)	2.92	N.A.	N.A.	N.A.	N.A.
3.	EBITDA (excluding other income) (3)	(₹ in Million)	2,950.74	5,425.90	14,453.60	1,287.30	6,112.07
4.	EBITDA (excluding other income) Margin (4)	(In %)	15.91	24.36	17.56	21.29	19.12
5.	Profit after tax	(₹ in Million)	1,915.98	4,151.00	9,388.60	960.30	4,621.94
6.	Profit After Tax Margin (5)	(In %)	10.29	18.15	11.24	15.51	14.23
7.	Net Debt (6)	(₹ in Million)	(1,382.04)	(1,772.10)	(12,945.00)	(647.60)	(4,211.68)
8.	Cash Conversion Cycle (7)	(In Days)	83	88	84	104	128
9.	Fixed Assets Turnover Ratio	(In Times)	6.68	3.97	3.79	7.94	3.02
10.	Return on Equity ("ROE") (8)	(In %)	23.05	23.04	18.52	25.67	17.39
11.	Return on Capital Employed ("ROCE")(9)	(In %)	30.05	24.87	24.19	32.74	19.93
12.	Inventory Days Outstanding (10)	(In Days)	100	86	104	103	124
13.	Payable Days Outstanding (11)	(In Days)	97	98	78	82	77
14.	Receivable Days Outstanding (12)	(In Days)	80	101	57	83	81

**For the year ended March 31, 2025*

For the year ended December 31, 2024

Notes:

(1) *The above line items for the Company represent results from continuing operations only.*

(2) *The Company's domestic and export revenue mix is calculated as a percentage of revenue from customers broken down by location, while for the listed peers, it is calculated as a percentage of total revenue from operations.*

(3) *EBITDA is calculated as Profit after tax for the period / year plus total tax expense plus finance costs plus depreciation and amortization. EBITDA (excluding Other Income) = EBITDA minus Other Income. Share of profit from associates and exceptional items have been excluded for all peers.*

(4) *EBITDA (excluding Other Income) divided by revenue from operations.*

(5) *PAT Margin (in %) is calculated as Profit after tax for the period/year divided by Total Income.*

(6) *Net Debt is calculated as the sum of current borrowings, current lease liabilities, non-current borrowings and non-current lease liabilities minus cash and cash equivalents and bank balances other than cash and cash equivalents.*

(7) *Cash Conversion Cycle is calculated as receivable days plus inventory days minus payable days (in which receivable days is calculated as receivables divided by revenue from operations multiplied by number of days; inventory days is calculated as inventory divided by cost of goods sold multiplied by number of days; and payable days is calculated as payables divided by purchase of raw materials and components plus stock-in-trade multiplied by number of days; where cost of goods sold is the sum of cost of material consumed, change in inventory, purchases of stock-in-trade; receivables, inventory and payables taken as of end of period/year).*

(8) *Return on Equity is calculated as profit after tax for the period/year divided by average of opening and closing total equity for the period / year.*

(9) *Return on Capital Employed is calculated as earnings before interest and tax divided by capital employed; earnings before interest and tax is calculated as profit after tax for the period / year plus total tax expense plus finance costs; capital employed is calculated as the sum of tangible net worth and total debt; tangible net worth is calculated as total equity minus intangible assets minus intangible*

assets under development minus deferred tax assets (net); total debt is calculated as sum of current borrowings, current lease liabilities, non-current borrowings and non-current lease liabilities.

(10) Inventory days outstanding is calculated as inventory as of end of year divided by cost of goods sold multiplied by number of days, where cost of goods sold is the sum of cost of material consumed, change in inventory, purchases of stock-in-trade.

(11) Payable days outstanding is calculated as payables as of end of year divided by sum of purchase of raw materials and components consumed and purchase of stock-in-trade multiplied by number of days.

(12) Receivable days outstanding is calculated as trade receivables as of end of year divided by revenue from operations multiplied by number of days.

(13) For Elecon Engineering Company Limited, Schaeffler India Limited, the Cash Conversion Cycle may not match with (Inventory Days Outstanding + Receivable Days Outstanding -Payable Days Outstanding) on account of rounding off.

For the Year ended March 31, 2024/ December 31, 2023

Sr. No.	List of KPIs as identified by the Company	Units	Bonfiglioli Transmissions Limited#	Elecon Engineering Company Limited*	Schaeffler India Limited#	Shanthi Gears Limited*	Timken India Limited*
1.	Revenue from Operations	(₹ in Million)	16,873.30	19,374.20	72,509.10	5,360.50	29,095.41
	Domestic	(In %)	76.15	76.35	86.79	92.61	79.94
	Exports	(In %)	23.85	23.65	13.21	7.39	20.06
2.	Revenues from End segments						
	Industry & Automation	(In %)	43.09	N.A.	N.A.	N.A.	N.A.
	Mobility Industry	(In %)	25.23	N.A.	N.A.	N.A.	N.A.
	Wind Industry	(In %)	29.69	N.A.	N.A.	N.A.	N.A.
	Others	(In %)	1.99	N.A.	N.A.	N.A.	N.A.
3.	EBITDA (excluding other income) (3)	(₹ in Million)	2,438.91	4,744.70	13,212.00	1,017.90	5,724.06
4.	EBITDA (excluding other income) Margin (4)	(In %)	14.45	24.49	18.22	18.99	19.67
5.	Profit after tax	(₹ in Million)	1,466.65	3,555.80	8,990.20	822.50	3,921.42
6.	Profit After Tax Margin (5)	(In %)	8.62	17.95	12.19	14.76	13.29
7.	Net Debt(6)	(₹ in Million)	(1,400.92)	(1,928.50)	(15,345.60)	(79.10)	(3,059.99)
8.	Cash Conversion Cycle (7)	(In Days)	80	98	75	129	146
9.	Fixed Assets Turnover Ratio	(In Times)	6.10	3.75	4.33	7.88	4.82
10.	Return on Equity ("ROE")(8)	(In %)	19.21	24.67	19.78	25.40	17.61
11.	Return on Capital Employed ("ROCE") (9)	(In %)	24.53	27.85	25.73	32.32	21.82
12.	Inventory Days Outstanding (10)	(In Days)	112	98	107	122	142
13.	Payable Days Outstanding (11)	(In Days)	121	84	84	74	78
14.	Receivable Days Outstanding (12)	(In Days)	89	84	53	81	82

**For the year ended March 31, 2024*
For the year ended December 31, 2023

Notes:

(1) The above line items for the Company represent results from continuing operations only.

(2) The Company's domestic and export revenue mix is calculated as a percentage of revenue from customers broken down by location, while for the listed peers, it is calculated as a percentage of total revenue from operations.

(3) EBITDA is calculated as Profit after tax for the period / year plus total tax expense plus finance costs plus depreciation and amortization. EBITDA (excluding Other Income) = EBITDA minus Other Income. Share of profit from associates and exceptional items have been excluded for all peers.

(4) EBITDA (excluding Other Income) divided by revenue from operations.

(5) PAT Margin (in %) is calculated as Profit after tax for the period/year divided by Total Income.

(6) Net Debt is calculated as the sum of current borrowings, current lease liabilities, non-current borrowings and non-current lease liabilities minus cash and cash equivalents and bank balances other than cash and cash equivalents.

(7) Cash Conversion Cycle is calculated as receivable days plus inventory days minus payable days (in which receivable days is calculated as receivables divided by revenue from operations multiplied by number of days; inventory days is calculated as inventory divided by cost of goods sold multiplied by number of days; and payable days is calculated as payables divided by purchase of raw materials and components plus stock-in-trade multiplied by number of days; where cost of goods sold is the sum of cost of material consumed, change in inventory, purchases of stock-in-trade; receivables, inventory and payables taken as of end of period/year).

(8) Return on Equity is calculated as profit after tax for the period/year divided by average of opening and closing total equity for the period / year.

(9) Return on Capital Employed is calculated as earnings before interest and tax divided by capital employed; earnings before interest and tax is calculated as profit after tax for the period / year plus total tax expense plus finance costs; capital employed is calculated as the sum of tangible net worth and total debt; tangible net worth is calculated as total equity minus intangible assets minus intangible assets under development minus deferred tax assets (net); total debt is calculated as sum of current borrowings, current lease liabilities, non-current borrowings and non-current lease liabilities.

(10) Inventory days outstanding is calculated as inventory as of end of year divided by cost of goods sold multiplied by number of days, where cost of goods sold is the sum of cost of material consumed, change in inventory, purchases of stock-in-trade.

(11) *Payable days outstanding is calculated as payables as of end of year divided by sum of purchase of raw materials and components consumed and purchase of stock-in-trade multiplied by number of days.*

(12) *Receivable days outstanding is calculated as trade receivables as of end of year divided by revenue from operations multiplied by number of days.*

(13) *For Schaeffler India Limited, the Cash Conversion Cycle may not match with (Inventory Days Outstanding + Receivable Days Outstanding -Payable Days Outstanding) on account of rounding off.*

I. Comparison of KPIs based on additions or dispositions to our business

Our Company has not undertaken a material acquisition or disposition of assets/ business during the years that are covered by the KPIs.

J. Weighted average cost of acquisition, Floor Price and Cap Price

(a) **Price per share of the Company (as adjusted for corporate actions, including, bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances")**

There has been no issuance of Equity Shares or convertible securities during the 18 months preceding the date of this Red Herring Prospectus (excluding Equity Shares issued pursuant to a bonus issuance), where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

(b) **Price per share of the Company (as adjusted for corporate actions, including bonus issuances) based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) involving the Promoters, members of the Promoter Group and/or any shareholders of the Company with rights to nominate directors during the 18 months preceding the date of filing of the DRHP/ RHP, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s), in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions")**

There have been no secondary sale/transfers or acquisition of any Equity Shares or convertible securities, where the Promoters or members of the Promoter Group, are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days. Further, no Shareholder in our Company has a right to nominate Directors on our Board of Directors.

(c) **Since there are no such transactions to report to under (a) and (b) above, information based on last five primary (excluding issuance of bonus shares) or secondary transaction (where Promoters, members of the Promoter Group, Selling Shareholders or Shareholder(s) having the right to nominate Director(s) on our Board, are a party to the transaction), not older than three years prior to the date of this Red Herring Prospectus irrespective of the size of transactions, is as below:**

There are no Primary Issuances or Secondary Transactions of Equity Shares of our Company during the three years prior to the date of filing of this Red Herring Prospectus.

Note: The above excludes the buyback of 5,792,438 Equity Shares by our Company on May 9, 2024, at a price of ₹124.30 per Equity Share, pursuant to the resolution approved by the Board of Directors on April 22, 2024.

(d) **Weighted average cost of acquisition ("WACA"), floor price and cap price**

The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition based on Primary Issuances and Secondary Transactions as disclosed below:

Type of transactions	Weighted average cost of acquisition per Equity Share (₹)[#]	At Floor Price ₹[●][*]	At Cap Price ₹[●][*]
Weighted average cost of acquisition of specified securities according to (a) above	N.A.	N.A.	N.A.
Weighted average cost of acquisition of specified securities according to (b) above	N.A.	N.A.	N.A.
Since there are no transactions to report under 1 and 2 above, the following are the details based on the last five primary or secondary transactions (secondary transactions where Promoter(s), members of the Promoter Group or Shareholders having the right to nominate Director(s) to the Board of our Company, are a party to the transaction), during the three years preceding the date of this Red Herring Prospectus, irrespective of the size of transactions^:			
(a) WACA of Equity Shares based on Primary Issuances undertaken during the three immediately preceding years	N.A.	[●]	[●]
(a) WACA of Equity Shares based on Secondary Transactions undertaken during the three immediately preceding years	N.A.	[●]	[●]

[*] *To be updated at the Prospectus stage.*
[#] *As certified by J.C. Bhalla & Co., Chartered Accountants, (FRN No. 001111N), by way of their certificate dated October 9, 2026.*
^ *Excludes the buyback of 5,792,438 Equity Shares by our Company on May 9, 2024, at a price of ₹124.30 per Equity Share, pursuant to the resolution approved by the Board of Directors on April 22, 2024.*

K. Justification for Basis of Offer Price

(a) **Detailed explanation for Offer Price/ Cap Price being [●] times of weighted average cost of acquisition of primary issuances /secondary transactions of Equity Shares (as disclosed above) along with our Company's KPIs and financial ratios for the six months periods ended June 30, 2025, and June 30, 2026 and Fiscals 2025, 2024 and 2023**

[●][*]

[*] *To be included on finalisation of Price Band.*

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

[●][*]

[*]*To be included on finalisation of Price Band.*

(c) **Justification of the Cap Price**

[●][*]

[*]*To be included on finalisation of Price Band.*

Investors should read the above-mentioned information along with "***Risk Factors***", "***Our Business***" and "***Restated Financial Information***" and "***Management Discussion and Analysis of Financial Condition and Results of Operations***" on pages 20, 205, 281 and 355, respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in "***Risk Factors***" on page 58 and any other factors that may arise in the future and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

STATEMENT OF SPECIAL TAX BENEFITS (UNDER DIRECT AND INDIRECT TAX LAWS) FOR THE COMPANY AND ITS SHAREHOLDERS

The Board of Directors
Bonfiglioli Transmissions Limited
(formerly known as Bonfiglioli Transmissions Private Limited)
Plot No. AC 7-AC11, SIDCO Industrial Estate, Thirumudivakkam,
Kancheepuram – 600132, Tamil Nadu, India

Dear Sirs,

Statement of Special Tax Benefits available to Bonfiglioli Transmissions Limited and its shareholders under the Indian tax laws

1. We hereby confirm that the enclosed Annexure 1 and Annexure 2, (together, the "Annexures"), prepared by Bonfiglioli Transmissions Limited ('the Company'), provides the special tax benefits available to the Company and to the shareholders of the Company under:
   - the Income-tax Act, 2025 ('ITA 2025') as amended by the Finance Act 2026 and where relevant Income-tax Act, 1961 ('ITA 1961'), read with the Income-tax Rules, 2026 and, where relevant, the Income-tax Rules, 1962, together with circulars, and notifications issued thereunder i.e., applicable with effect from April 1, 2026 for Financial Year ('tax year') 2026-27 presently in force in India and,
   - the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017, the State/Union Territory Goods and Services Tax Act, 2017 read with rules, circulars and notifications ("GST Act"), the Customs Act, 1962 read with rules, circulars and notifications ("Customs Act") and the Customs Tariff Act, 1975 read with rules, circulars and notifications ("Tariff Act") as amended by the Finance Act 2024, i.e., applicable for the Financial Year 2026-27 and Foreign Trade Policy 2023 ("FTP"), presently in force in India.

   The ITA 2025 read with Income-tax Rules, 2026, ITA 1961 read with Income-tax Rules, 1962, the GST Act, Customs Act and Tariff Act, as defined above, are collectively referred to as the "Tax Laws".

2. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company and / or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.

3. The benefits discussed in the enclosed Annexures are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that the Annexures are only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares of face value Rs. 10 each of the Company (the "Offer").

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

   i) the Company or its shareholders will continue to obtain these benefits in future;
   ii) the conditions prescribed for availing the benefits have been / would be met with; and
   iii) the revenue authorities/courts will concur with the views expressed herein.

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

6. This Statement is issued solely in connection with the Offer and is not to be used, referred to or distributed for any other purpose. We have no responsibility to update this Statement for events and circumstances occurring after the date of this Statement.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

per Chirag Shah
Partner
Membership Number: 121648
UDIN: 26121648ZCNJOM1909
Place of Signature: Chennai
Date: September 29, 2026

ANNEXURE 1 to the STATEMENT OF SPECIAL DIRECT TAX BENEFITS AVAILABLE TO THE COMPANY AND THE SHAREHOLDERS OF THE COMPANY UNDER THE APPLICABLE TAX LAWS IN INDIA

Under the Income-tax Act, 2025 ('ITA 2025') as amended by the Finance Act 2026 read with the Income-tax Rules, 2026; circulars, and notifications thereunder; applicable with effect from 01 April 2026 for tax year 2026-27 presently in force in India:

The statement of tax benefits enumerated below is as per ITA 2025, as amended by the Finance Act 2026, applicable for tax year 2026-27 presently in force in India. Solely for ease of reference, the corresponding section under the Income-tax Act, 1961 ('ITA 1961') have been indicated in brackets against each section cited below; this does not alter the governing law for the benefits described in this Annexure.

This Annexure covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

Special tax benefits available to the Company

Lower corporate tax rate under section 200 of ITA 2025 (erstwhile Section 115BAA of ITA 1961)

- Section 200 of ITA 2025 grants an option to a domestic company to compute corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and cess of 4%). The said benefit is available subject to the condition that the Company does not claim the deductions/ incentives as specified under section 200(1)(a) of ITA 2025. In case a company opts for section 200 of ITA 2025, provisions of Minimum Alternate Tax ("MAT") under section 206 of ITA 2025 (erstwhile section 115JB of ITA 1961) would not be applicable. The option once exercised, cannot be subsequently withdrawn for the same or any other tax year. The Company has opted for section 115BAA of ITA 1961 during FY 2019-20 and hence, is eligible for concessional tax rate under section 200 of ITA 2025.

Deductions from Gross Total Income

- Section 146 of ITA 2025 (erstwhile Section 80JJAA of ITA 1961) - Deduction in respect of employment of new employees
  Subject to fulfilment of prescribed conditions, the Company is entitled to claim deduction, under the provisions of the section 146 of ITA 2025, of an amount equal to thirty per cent of additional employee cost (relating to specified category of employees) incurred in the course of business in the tax year, for three consecutive tax years beginning from the tax year in which the employment is provided.

- Section 148 of ITA 2025 (erstwhile Section 80M of ITA 1961) – Deduction in respect of inter-company dividend

  As per provisions of section 148 of ITA 2025 (erstwhile Section 80M of ITA 1961), dividend received by a domestic company from any other domestic company or a foreign company or a business trust shall be eligible for deduction of dividend income under section 148 of ITA 2025 (erstwhile Section 80M of ITA 1961) while computing its total income for the relevant tax year subject to the fulfilment of prescribed conditions. The amount of such deduction would be restricted to the amount of dividend distributed by the shareholder (domestic company) up to 1 month prior to the due date for furnishing the return of income under section 263(1) of ITA 2025 (erstwhile section 139(1) of ITA 1961).

Special tax benefits available to Shareholders

- Section 2(101) of ITA, 2025 (erstwhile section 2(42A) of ITA, 1961) provides that securities (other than units) listed in a recognized stock exchange in India that are held for not more than 12 months immediately preceding the date of its transfer, shall constitute short-term capital assets.

- Section 198 of ITA 2025 (erstwhile section 112A of ITA 1961) provides for concessional rate of 12.5% (plus applicable surcharge and cess) on long term capital gains (exceeding INR 1,25,000) arising from equity shares of the Company, if Securities Transaction Tax (STT) has been paid on both acquisition and transfer of such shares.

- As per the provisions of section 196 of ITA 2025 (erstwhile section 111A of ITA 1961), short term capital gain arising from transfer of equity share in the Company through a recognized stock exchange and subject to STT shall be taxable at a concessional rate of 20% (plus applicable surcharge and cess if any).

- In case of an individual or HUF, where the total taxable income as reduced by short-term capital gains is below the basic exemption limit, the short-term capital gains will be reduced to the extent of the shortfall and only the balance short-term capital gains will be subjected to such tax in accordance with section 196(2) of ITA 2025 (erstwhile proviso to section 111A(1) of ITA 1961).

- Section 202 of ITA 2025 (erstwhile section 115BAC of ITA 1961) provides that, Individuals, HUF, Association of Persons (other than a co-operative society), Body of Individuals and Artificial Juridical Person will be taxed on its total income at the reduced tax rates ('New Tax Regime'). The income would however have to be computed without claiming prescribed deductions or exemptions. Such person will however have the option to be taxed on its total income as per the tax rates under the old tax regime. The option to opt for old tax regime is required to be exercised – (i) on or before the due date specified under section 263(1) of ITA 2025 (erstwhile section 139(1) of ITA 1961) for furnishing the income-tax return for such tax year, in case of a person having income from business or profession and such option once exercised shall apply to subsequent tax years; or (ii) along with the income-tax return to be furnished under section 263(1) of ITA 2025 (erstwhile section 139(1) of ITA 1961) for every tax year in case of a person not having income from business or profession.

- In respect of non-resident shareholders, the taxation and tax rates discussed above may be further subject to any benefit available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile. Applicability of DTAA benefit shall be subject to satisfaction of applicable conditions.

NOTES:

1. The above Annexure of special tax benefits sets out the provisions of Tax Laws in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

2. The above annexure covers only certain special tax benefits under the ITA 2025, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This annexure also does not discuss any tax consequences, in the country outside India.

3. The above annexure of special tax benefits is as per the current direct tax laws relevant for the tax year 2026-27. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws.

4. This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.

5. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For **Bonfiglioli Transmissions Limited**

Director
Place: Chennai
Date: September 29, 2026

ANNEXURE 2 TO THE STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

The information outlined below sets out the special tax benefits available to the Company and its shareholders under the Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, relevant State Goods and Services Tax Act, 2017 read with rules, circulars, and notifications ("GST law"), the Customs Act, 1962, Customs Tariff Act, 1975 ("Customs law") and Foreign Trade Policy 2023 read with procedures, public/trade notices and notifications ("FTP"), each as amended and presently in force in India (herein collectively referred as "Indirect Tax Laws")

Special indirect tax benefits available to the Company

The Company is availing/ eligible for the following benefits under Indirect Tax Laws:

- With respect to export of goods made from its unit in Tamil Nadu and Maharashtra, the Company is availing the benefit of remission of duties, taxes and other levies at the Central, State and local level which are borne on the exported goods manufactured in India under Remission of Duties and Taxes on Exported Products ('RoDTEP') scheme issued through Notification no. 19/2015-2020 dated 17 August 2021 by Ministry of Commerce & Industry under Department of Commerce.
- The Company is availing the benefit of duty drawback with respect to duty paid on import of materials used in manufacture of export goods as per Duty Drawback scheme under 75 of Custom Act, 1962.
- The Company is availing the benefit of duty-free import of capital goods as per Export Promotion Capital Goods Scheme under the Foreign Trade Policy, 2023, subject to fulfillment of export obligations within time as provided under the scheme.
- The Company has obtained registration under the GST law in eight States. The Company undertakes export of goods from its unit registered in Tamilnadu and Maharashtra. Under the GST regime, supplies of goods which are exported outside India are treated as zero-rated supplies. Such zero-rated supplies of goods are allowed to be made under either of the following options:
    - Without payment of Integrated Goods and Services Tax ("IGST") under Bond/ Letter of Undertaking (LUT). Under this scenario, the exporter is allowed to claim refund of unutilized input tax credit.
    - With payment of IGST. Under this scenario, the exporter is allowed to claim refund of IGST paid on exports.

  The company is undertaking export of goods with payment of integrated tax and claim refund of IGST paid on exports. The company also undertakes export of goods without payment of integrated tax under LUT for which refund is not applied.
- The company is availing the benefit of making deferred payment of import duty on a fortnightly basis, which is a trade facilitation measure governed by the Deferred Payment of Import Duty Rules, 2016.
- Preferential duty benefits are available under bilateral and multilateral Foreign Trade Agreements (FTA) entered by India with countries like Vietnam, Japan, Thailand etc. on import of goods into India. These benefits are implemented through the Customs Act, 1962 and the notifications issued thereunder, including Notification No. 69/2011-Customs dated 29.07.2011 (for Japan), Notification No. 46/2011-Customs dated 01.06.2011 (for ASEAN, subject to the fulfilment of prescribed conditions.

Special tax benefits available to Shareholders

The Shareholders of the Company are not entitled to any special tax benefits under indirect tax laws

NOTES:

1. These benefits are dependent on the Company fulfilling the conditions prescribed under the relevant provisions of the Tax Laws.
2. This Annexure is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each

investor is advised to consult his or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.
3. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. The views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For **Bonfiglioli Transmissions Limited**

Director
Place: Chennai
Date: September 29, 2026

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*The information in this section is from the report titled "Market Potential Assessment of Power Transmission Products Across Industry & Automation, Mobility, Wind Solutions" dated September 28, 2026 (the "**F&S Report**"), prepared and released by Frost & Sullivan ("**F&S**"), which has been exclusively paid for and commissioned by our Company pursuant to an engagement letter dated October 16, 2025, for an agreed fee and prepared exclusively in connection with the Offer. F&S is an independent agency and is not a related party to our Company, Promoters, Directors, KMPs, Senior Managerial, the Promoter Selling Shareholder or the Book Running Lead Managers.*

References to various segments in the F&S Report and information derived therefrom are references to industry segments and in accordance with the presentation, analysis and categorisation in the F&S Report. Our segment reporting in our financial statements is based on the criteria set out in Ind AS - 108, Operating Segments and we do not present such industry segments as operating segments.

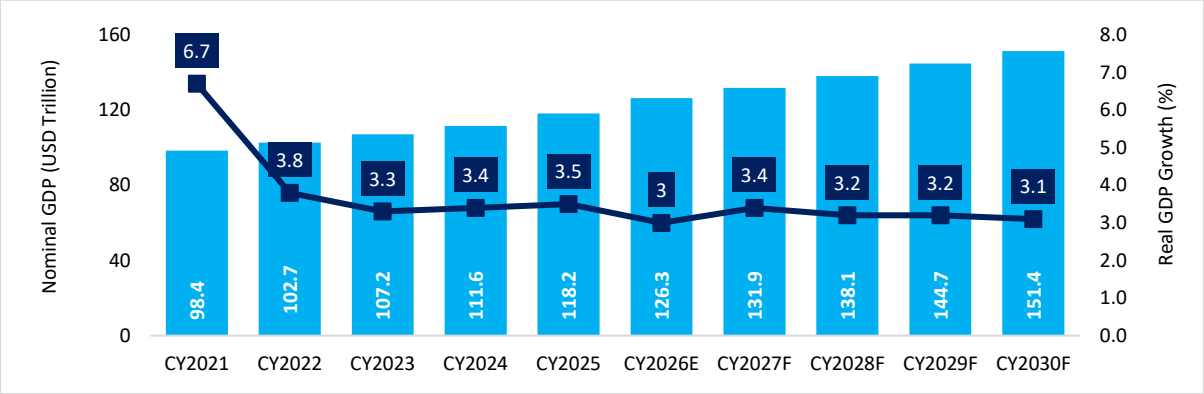
*The F&S Report is available on the website of our Company at https://www.bonfiglioli.in/Investor_Relations and has also been included in the "**Material Contracts and Documents for Inspection – Material Documents**" on page 500. The data included in this section includes excerpts from the F&S Report and may have been re-ordered by us for the purposes of presentation. For the disclaimers associated with the F&S Report, see "**Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market data**" on page 18. For further details and risks in relation to commissioned reports, see "**Risk Factors - We have used information from the F&S Report which has been commissioned and paid for by our Company for industry related data in this Red Herring Prospectus and any reliance on such information is subject to inherent risks**" on page 47.*

GLOBAL MACRO-ECONOMIC OVERVIEW

Macro-economic Trends of the Global Economy and Outlook of Global GDP Trends

Global economic growth is estimated to moderate to 3.0% in CY2026E, weighed down by geopolitical uncertainty, supply-chain disruptions, elevated energy prices and higher freight and insurance costs. These factors are expected to constrain household spending and business margins and delay the pace of monetary easing. Growth is forecast to recover to 3.4% in CY2027F as energy and supply-chain pressures moderate, before stabilizing at approximately 3.1%-3.2% through CY2030F. Global nominal GDP is projected to reach approximately USD 151.4 trillion by CY2030F, representing a CAGR of 4.6% between CY2026E and CY2030F. Emerging markets are expected to lead this expansion, supported by favourable demographics, manufacturing growth and investment in infrastructure and technology.

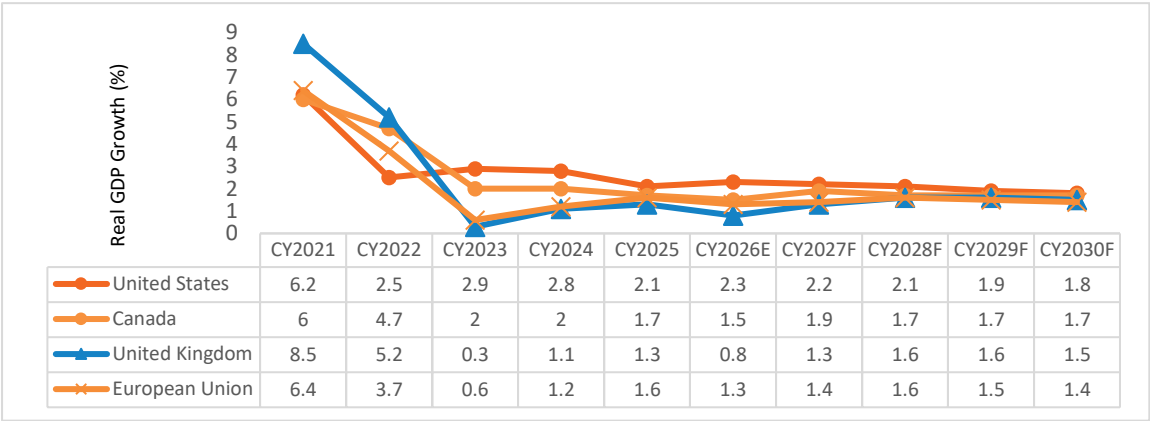
Nominal GDP (in USD Trillion) and Real GDP Growth (%), Global Calendar Year 2021- Calendar Year 2030F



Source: International Monetary Fund (IMF): World Economic Outlook (WEO), Frost & Sullivan

Outlook on Key Advanced Economies

Real GDP Growth (%), Key Advanced Economies, Calendar Year 2021- Calendar Year 2030F

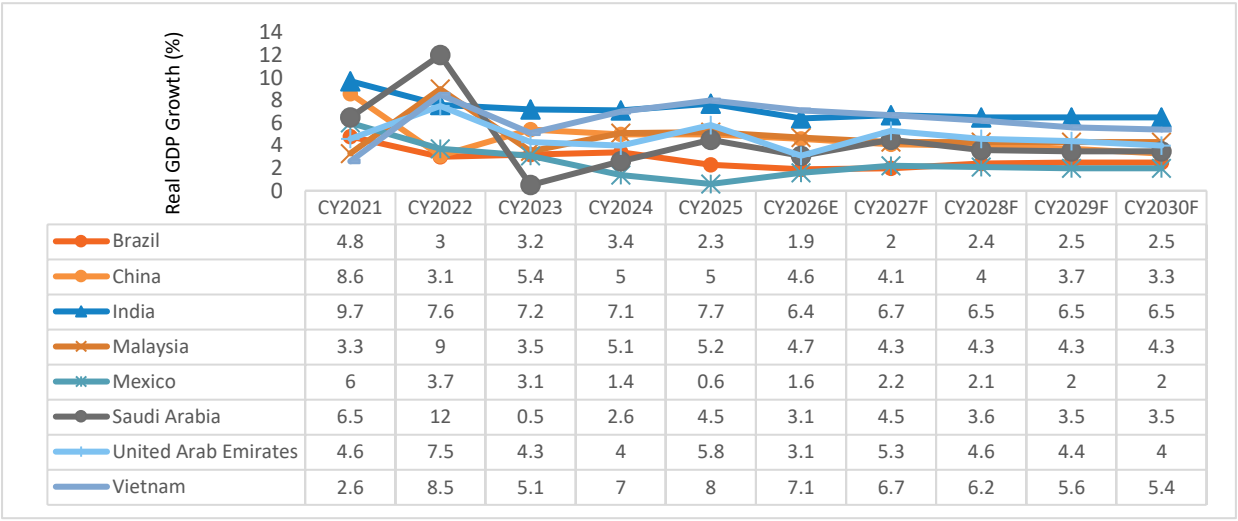


	CY2021	CY2022	CY2023	CY2024	CY2025	CY2026E	CY2027F	CY2028F	CY2029F	CY2030F
United States	6.2	2.5	2.9	2.8	2.1	2.3	2.2	2.1	1.9	1.8
Canada	6	4.7	2	2	1.7	1.5	1.9	1.7	1.7	1.7
United Kingdom	8.5	5.2	0.3	1.1	1.3	0.8	1.3	1.6	1.6	1.5
European Union	6.4	3.7	0.6	1.2	1.6	1.3	1.4	1.6	1.5	1.4

Source: IMF: WEO, Frost & Sullivan

Outlook on Key Emerging Markets

Real GDP Growth (%), Key Emerging Markets, Calendar Year 2021-Calendar Year 2030F



	CY2021	CY2022	CY2023	CY2024	CY2025	CY2026E	CY2027F	CY2028F	CY2029F	CY2030F
Brazil	4.8	3	3.2	3.4	2.3	1.9	2	2.4	2.5	2.5
China	8.6	3.1	5.4	5	5	4.6	4.1	4	3.7	3.3
India	9.7	7.6	7.2	7.1	7.7	6.4	6.7	6.5	6.5	6.5
Malaysia	3.3	9	3.5	5.1	5.2	4.7	4.3	4.3	4.3	4.3
Mexico	6	3.7	3.1	1.4	0.6	1.6	2.2	2.1	2	2
Saudi Arabia	6.5	12	0.5	2.6	4.5	3.1	4.5	3.6	3.5	3.5
United Arab Emirates	4.6	7.5	4.3	4	5.8	3.1	5.3	4.6	4.4	4
Vietnam	2.6	8.5	5.1	7	8	7.1	6.7	6.2	5.6	5.4

Source: IMF: WEO, Frost & Sullivan

India is expected to remain the fastest-growing major economy, with growth estimated at 6.4% in FY2027, corresponding to CY2026E in the chart. Strong domestic demand, infrastructure investment, manufacturing expansion and policy reforms are expected to support growth of approximately 6.5% through the remainder of the forecast period.

Global Manufacturing Shift and Diversification Away from China and Europe

The global manufacturing landscape is undergoing a gradual shift as companies diversify production, sourcing and supplier networks across a wider set of countries. China continues to possess significant advantages in manufacturing scale, infrastructure, supplier depth and logistics. However, the country is also facing an aging population, a declining working-age population, slower domestic demand, property-sector weakness and rising trade restrictions. China's real GDP growth is forecast to moderate from 5.0% in CY2025 to 3.3% by CY2030F. These structural pressures are encouraging global manufacturers to allocate incremental capacity and sourcing to alternative locations rather than depend on a single manufacturing base.

European manufacturers continue to face relatively high energy and operating costs, weaker domestic economic growth and labour shortages in several industrial segments. Energy-intensive industries such as metals, chemicals, glass and paper remain particularly sensitive to electricity and natural-gas prices. Although European industrial policy is supporting clean technology and strategic manufacturing, cost pressures are encouraging companies to assess production and sourcing opportunities closer to high-growth end-user markets.

India, Southeast Asia, Mexico and selected Middle Eastern economies are emerging as beneficiaries of this diversification. India is particularly well positioned due to its engineering capabilities, cost-competitive workforce, large domestic market, public infrastructure investment and policy support for domestic manufacturing. The shift is expected to occur primarily through new capacity, supplier localization and incremental sourcing rather than the immediate relocation of entire manufacturing operations.

India's Strategic Advantage: Emerging as a Key Beneficiary of the China+1 and EU+1

Strategic Position in Global Supply Chains: Manufacturers are increasingly evaluating India for new production capacity, component sourcing and export-oriented operations. India's engineering capabilities established industrial clusters and expanding supplier ecosystem are supporting localization across industrial equipment, automotive, electronics, renewable energy and power-transmission products.

Focus on High-Value Industries: India's industrial policy is increasingly focused on advanced and strategically important manufacturing. Recent initiatives include India Semiconductor Mission 2.0, support for electronics components, rare-earth permanent magnets, advanced construction and infrastructure equipment and the revival of legacy industrial clusters. These initiatives complement the Production Linked Incentive schemes across 14 sectors and are intended to improve domestic value addition, technological capability and supply-chain resilience.

Geopolitical Challenges and Opportunities: Trade restrictions, geopolitical conflicts and disruptions to energy and shipping routes continue to create uncertainty for global manufacturing. India remains exposed to imported energy and raw -material costs, but the diversification of energy sourcing, strengthening of domestic supply chains and localization of critical components are improving its resilience.

Policy and Workforce Strengths: Make in India, Atmanirbhar Bharat, the National Manufacturing Mission and sustained public infrastructure investment are supporting industrial capacity creation. India also offers a large engineering and technical workforce, relatively competitive labour costs and an expanding base of domestic suppliers capable of serving both local and export markets.

Future-Ready Economy: Investment in industrial automation, digital manufacturing, artificial intelligence, renewable energy and advanced mobility is supporting the development of higher-value manufacturing capabilities. Improvements in transport infrastructure, industrial corridors, ports and digital connectivity are also strengthening India's ability to participate in global supply chains.

Strong Domestic Market: India's strong and rapidly expanding domestic market offers manufacturers an opportunity to combine local demand with export-oriented production. Demand from infrastructure, manufacturing, renewable energy, construction equipment, automotive and other industrial sectors support capacity utilization and provides global manufacturers with a platform from which to scale their Indian operations.

Domestic Macro-Economic Overview

Macro-economic Overview of the Indian Economy

India continues to be one of the fastest-growing major economies globally, supported by resilient domestic consumption, sustained public investment, services-sector growth and expanding manufacturing activity. Real GDP grew by 7.1% in FY2025, while nominal GDP reached approximately INR 318.1 trillion. Growth is estimated to accelerate to 7.7% in FY2026E, with nominal GDP reaching approximately INR 346.5 trillion.

The government continues to promote economic growth through infrastructure investment, manufacturing incentives, trade facilitation, logistics development and measures supporting MSMEs. Initiatives such as Make in India, Atmanirbhar Bharat, the Production Linked Incentive schemes, PM Gati Shakti and the National Manufacturing Mission are intended to expand domestic manufacturing capacity, attract foreign investment and integrate India more deeply into global value chains.

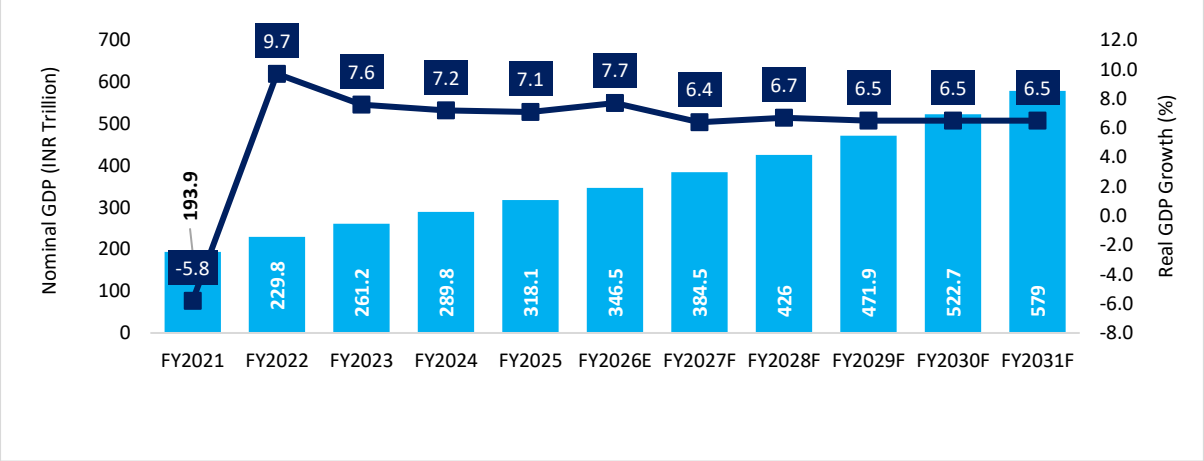
The Union Budget for FY2027 estimates total expenditure of approximately INR 53.5 lakh crore and public capital expenditure of INR 12.2 lakh crore, while targeting a fiscal deficit of 4.3% of GDP. The Budget places particular

emphasis on strategic and frontier manufacturing sectors through India Semiconductor Mission 2.0, the Electronics Components Manufacturing Scheme, support for rare-earth permanent magnets, high-value construction and infrastructure equipment, container manufacturing and the revival of legacy industrial clusters. These measures are expected to support demand for industrial machinery, automation systems, power-transmission equipment and other capital goods. Source: Union Budget FY2027

Over the medium term, India's economic growth is expected to remain supported by a large domestic market, increasing household incomes, continued urbanization, digitalization and investments in transport, power, renewable energy and industrial infrastructure. However, energy-price volatility, geopolitical uncertainty, trade restrictions and global supply-chain disruptions remain key external risks.

Real and Nominal GDP Growth in India: GDP Growth Trends

Nominal GDP (in ₹ Trillion) and Real GDP Growth (%), India, Fiscal 2021 to Fiscal 2031F



Source: Mospi, IMF, Frost & Sullivan.

India's real GDP contracted by 5.8% in FY2021 due to the COVID-19 pandemic before rebounding by 9.7% in FY2022. Growth remained strong at 7.6% in FY2023, 7.2% in FY2024 and 7.1% in FY2025, supported by domestic consumption, infrastructure investment and continued expansion in services and industrial activity. Real GDP growth is estimated at 7.7% in FY2026E and forecast to moderate to 6.4% in FY2027F as the high base effect fades and external risks, including energy-price volatility and weaker global trade, affect economic activity. Growth is forecast to remain within the 6.5%-6.7% range between FY2028F and FY2031F, supported by resilient domestic demand, government capital expenditure, manufacturing expansion and productivity-enhancing investments.

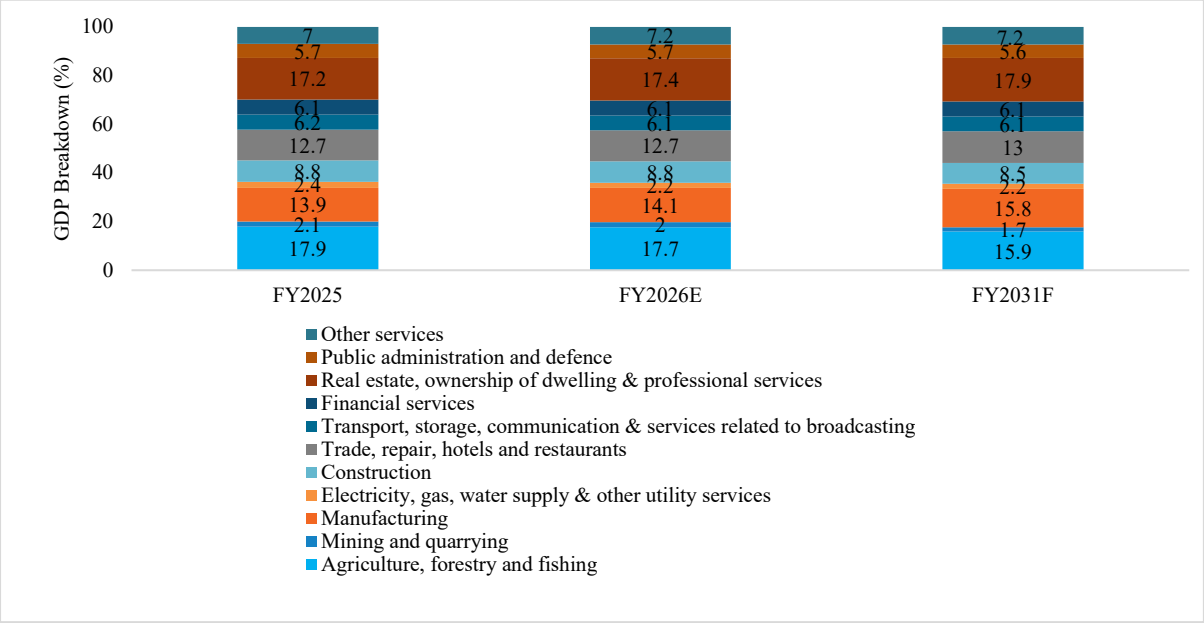
Nominal GDP increased from INR 193.9 trillion in FY2021 to INR 318.1 trillion in FY2025 and is estimated to reach INR 346.5 trillion in FY2026E. It is forecast to reach approximately INR 579.0 trillion by FY2031F, representing a CAGR of approximately 10.8% between FY2026E and FY2031F. This expansion is expected to increase the scale of India's consumer and industrial markets and support investment across infrastructure, manufacturing, energy, transportation and automation.

GDP Breakdown by Key Sectors

Manufacturing

India's sectoral composition is expected to gradually shift towards manufacturing and services over the forecast period. The share of agriculture, forestry and fishing is expected to decline from 17.9% in FY2025 to 15.9% by FY2031F, reflecting the economy's continuing transition towards higher-value industrial and service activities. Manufacturing is forecast to increase its contribution from 13.9% to 15.8% over the same period, supported by production-linked incentives, supply-chain localization, infrastructure investment and increasing adoption of advanced manufacturing technologies.

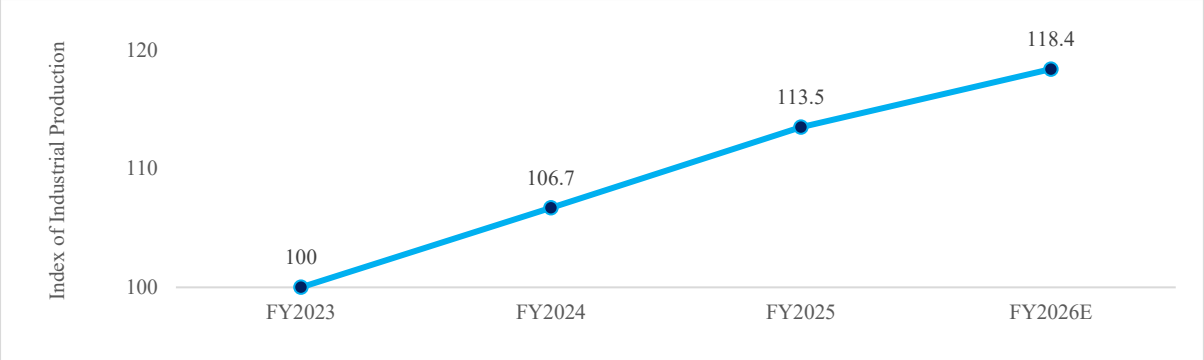
GDP breakdown by key sectors (%), India, Fiscal 2025, 2026E and 2031F



Source: Ministry of Statistics and Programme Implementation (MoSPI) – India, Frost & Sullivan

Industrial Activity Growth – Increase in IIP

Index of Industrial Production (IIP), India, Fiscal 2023-26E



Source: MoSPI – India, Frost & Sullivan.

India – Preferred Destination for Global Manufacturing Hub

India is emerging as an increasingly important manufacturing and sourcing destination due to its large domestic market, competitive operating costs, engineering capabilities, skilled workforce and supportive policy environment. Global supply-chain diversification under China+1 and EU+1 strategies is creating opportunities for India to attract incremental manufacturing capacity, component sourcing and export-oriented investment.

The PLI framework covers 14 strategic sectors and has an approved incentive outlay of approximately INR 1.91 lakh crore. As of December 31, 2025, the schemes had attracted cumulative investments exceeding INR 2.16 lakh crore, generated production and sales exceeding INR 20.41 lakh crore and supported exports exceeding INR 8.3 lakh crore. Approximately 836 applications had been approved, with more than 14.39 lakh direct and indirect employment opportunities generated.

The Union Budget for FY2027 further strengthens the manufacturing ecosystem through measures covering semiconductor manufacturing, electronic components, rare-earth permanent magnets, construction and infrastructure equipment, container manufacturing, chemicals, textiles and industrial clusters.

India's Competitiveness among the Leading Manufacturing Economies

- **Scale and growth potential:** India has a large and increasingly diversified manufacturing base. Continued expansion under Make in India, PLI schemes and sector-specific programmes is expected to strengthen its position in global manufacturing and sourcing networks.
- **Cost Competitiveness:** India continues to offer competitive labour and operating costs relative to several established manufacturing economies.
- **Large domestic market:** Rising household incomes, urbanization and the expansion of India's middle-income population are expected to increase demand for automobiles, housing, consumer durables, infrastructure, energy and manufactured goods. The domestic market allows manufacturers to combine local sales with export-oriented production.
- **Skilled Workforce and Technology Adoption -** India has a large engineering and technical workforce. Increasing adoption of automation, robotics, artificial intelligence, industrial Internet of Things and digital manufacturing solutions is expected to improve productivity.
- **Sectoral capabilities:** India has developed manufacturing capabilities across automobiles, auto components, pharmaceuticals, mobile phones, renewable energy, industrial machinery, aerospace and defence. These capabilities provide a foundation for expansion into higher-value and technology-intensive manufacturing.
- **Infrastructure and logistics development:** PM Gati Shakti, Dedicated Freight Corridors, industrial corridors, highways, ports and airport development are improving domestic connectivity and reducing logistics bottlenecks. The proposed expansion of freight corridors, waterways and coastal shipping is expected to further support industrial supply chains.
- **Integration with global value chains**: Trade agreements with the UAE and Australia, together with continued engagement with the United Kingdom, European Union and other markets, are expected to improve market access and create opportunities for export-oriented manufacturing.

Impact of Global Geopolitical Situation on India's Manufacturing Sector

India's manufacturing sector remains exposed to geopolitical developments through energy prices, freight and insurance costs, raw-material availability, exchange-rate movements and access to export markets. The Russia-Ukraine conflict and continued instability in the Middle East have increased volatility in crude oil, natural gas, metals and other industrial inputs. As India remains a significant importer of energy and selected raw materials, sustained price increases could affect manufacturing margins and production costs.

India has responded by diversifying energy sourcing, strengthening local supply chains and protecting domestic manufacturing in strategic sectors such as semiconductors, defence, renewable energy, electric mobility and critical minerals. Overall, geopolitical uncertainty presents both risks and opportunities for Indian manufacturing. Higher energy and logistics costs could create near-term pressure, while supply-chain diversification, localization and increased demand for reliable alternative suppliers are expected to support India's long-term position as a global manufacturing and sourcing destination.

OVERVIEW OF GLOBAL INDUSTRIAL AND AUTOMATION SOLUTIONS MARKET - ***INDUSTRIAL SOLUTIONS SPLIT BY GEARBOXES (>15K NM) AND GEAR MOTORS (< 15K NM)***

Global Industrial and Automation Solutions Market – Overview

Industrial Solutions Market – Gearboxes and Gear Motors

Gearbox: *(>15k Nm) - Heavy Duty Gearboxes*
Typically, gearboxes handle torque levels above 15K Nm, making them ideal for large-scale systems such as conveyors, crushers, turbines, and heavy machinery.

Gearbox Type	Description
Worm Gearbox	High torque, compact design with self-locking capability; offers high reduction ratios (5:1–100:1) but lower efficiency due to friction losses.
Bevel Gearbox	Right-angle power transmission; compact and durable; suitable for moderate torque and high load capacity.
Helical Gearbox	High efficiency and smooth power transmission; capable of handling high torque with low noise. Ideal for continuous duty industrial applications
Planetary Gearbox	Compact, high-torque solution with multiple gear stages; offers reduction ratios per stage typically between 3:1 and 10:1

Gear Motors:*(<15k Nm) - Low and medium Duty Gearboxes*. Gear motors generally operate below 15K Nm torque, serving applications such as conveyors, mixers, packaging equipment, and automated machinery.

Gear Motor Type	Description	Key Application Areas
Worm Gear Motor	Compact, cost-effective unit combining a worm gearbox and motor; offers high torque and self-locking but lower efficiency.	Conveyors, packaging machinery, lifts, small automation setups, textile machinery, and robotics.
Bevel Gear Motor	Right-angle motor with efficient torque transfer and compact form for directional motion.	Material-handling conveyors, cranes, hoists, pumps, marine equipment, and agricultural machinery
Helical Gear Motor	Inline and parallel shaft motor-gearbox design ensures smooth, quiet, and efficient continuous-duty performance	Mixers, agitators, compressors, pumps, automation systems, and material-handling conveyors.
Planetary Gear Motor	Compact, high-torque motor using planetary gear stages for precision and high reduction ratios.	Robotics, medical devices, electric vehicles, precision automation, and heavy-duty equipment

Integrated Motion Control Solutions: Synergy of Motors, Drives, and Gear Systems

In gear motors, the motor and gearbox are built as a compact, factory-aligned unit that ensures smooth power transmission, minimal maintenance, and efficient space utilization.

Bonfiglioli operates state-of-the-art manufacturing facilities designed around Industry 4.0 principles, integrating advanced automation, digitally connected production systems, and real-time data analytics to enhance efficiency, quality, and reliability. These capabilities are supported by an efficient and localized supply chain network, enabling faster sourcing, reduced lead times, improved cost competitiveness, and greater resilience to supply disruptions, while ensuring consistent delivery of mission-critical products across end-user industries.

The close integration of Bonfiglioli's India manufacturing operations with the Group's global R&D ecosystem enables faster product development through stronger design manufacturing alignment and early supplier engagement. This accelerates time-to-market, enhances responsiveness to India-specific customer requirements, and strengthens their positioning as a specialized solutions provider in India.

Industry	Application Examples	Integrated Function
Automotive & EVs	Robotic arms, welding lines, paint shops, assembly conveyor systems	Servo drives + gearboxes for precision torque and position control
Food & Beverage	Conveyors, packaging, bottling, labelling systems	Gear motors + VFDs for variable speed and hygiene-grade automation
Pharmaceuticals	Tablet pressing, filling, and inspection machines	Servo motors + precision gear units for accurate dosing and repeatability
Material Handling & Logistics	Automated storage/retrieval systems, sorters, conveyors, lifts	Induction motors + helical gearboxes with VFDs for smooth, load-adaptive motion
Textile & Paper	Winders, rollers, tension control systems	VFDs + inline gear motors for speed regulation and web tension management
Machine Tools & Robotics	CNC spindles, gantries, robotic joints	Servo + harmonic drives for high precision, dynamic feedback, and motion synchronization
Water & Wastewater / Process Industries	Pumps, agitators, aerators	Induction motors + worm/helical gearboxes with VFDs for flow and process control

Key Player's offerings:

- SEW-EURODRIVE – Their MOVI-C platform integrates electric motors, MOVIGEAR® mechatronic drives, and MOVIDRIVE® inverters with DriveRadar® predictive analytics.

- Nord Drivesystems – Offers IE5+ DuoDrive (gearbox + motor + inverter in one housing) and NORDAC ON/Link decentralized drives with Ethernet connectivity and cloud diagnostics.

- Bonfiglioli – Combines its EVOX gearmotors with wide range of frequency inverters and servo motors/ drives, catering to robotics, conveyors, and packaging automation.

- ABB, Siemens, WEG, and Nidec – Provide complete "motor + gearbox + VFD" packages under smart drive ecosystems, with embedded condition monitoring and energy management.

- Sumitomo and Rossi – Focus on high-torque gear motors with integrated drive compatibility for heavy industries, offering digital monitoring add-ons.

- Flender – Specialises in large, high-torque industrial gearboxes for wind, mining, cement, and power sectors, increasingly complemented by condition monitoring and digital service solutions.

These manufacturers increasingly position their offerings not as discrete components but as modular automation building blocks, easily networked within Industry 4.0 architectures. Companies like SEW-EURODRIVE, Nord, and Bonfiglioli are leading this transition. By 2030, nearly two-thirds of all new gear motors sold are expected to come with integrated automation electronics.

Key Industry Trends for the Global Industrial and Automation Solutions Market

A. Shift Toward Advanced Gearbox Types & High-Efficiency Gear Motors

Planetary units are gaining traction for their torque density and compactness, while helical and helical-bevel gearboxes remain the backbone of heavy-duty applications. Worm gearboxes are losing relevance in high-efficiency environments. Across segments, OEMs are moving toward IE4/IE5 gear motors with integrated smart drives to reduce energy use and lifecycle costs.

B. Rise of Integrated Mechatronic & Automation-Ready Systems

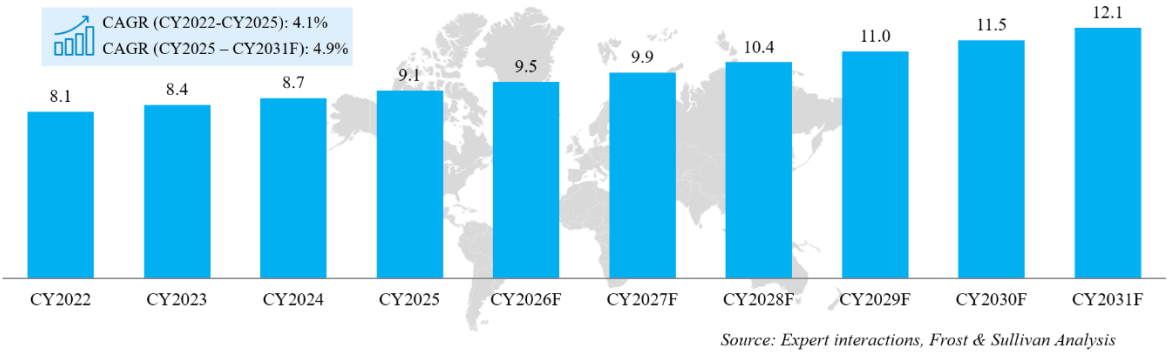
Built-in VFDs/servo controllers enable plug-and-play automation, shorter commissioning, and dynamic torque-speed optimization.

C. R&D as a Core Differentiator

Manufacturers are focusing on high-efficiency designs, advanced materials, and compact architectures. Digital twins and AI-driven simulation are improving gearbox sizing and thermal/duty-cycle performance. Smart sensors and IoT-enabled diagnostics support predictive maintenance. Co-engineering across mechanical, electrical, and software teams is enhancing precision and Industry 4.0 compatibility.

Industrial Gearboxes Market (>15k Nm) – Global Market Overview

Global market size for Gearboxes (Value in USD Bn), Calendar Year 2025 – Calendar Year 2031F



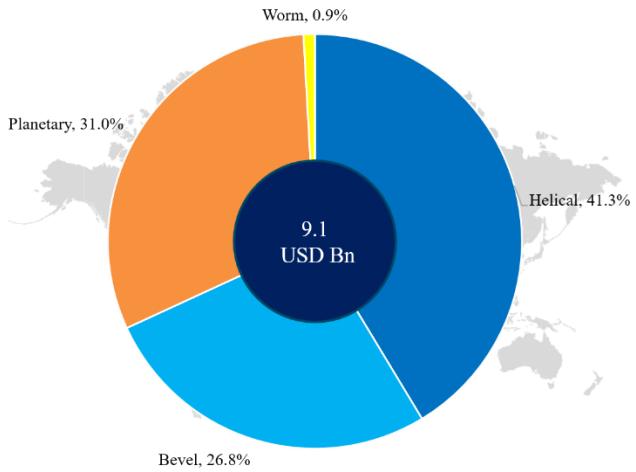
Source: Expert interactions, Frost & Sullivan Analysis

The global industrial gearboxes market is projected to grow from USD 9.1 billion in Calendar Year 2024 to USD 12.1 billion by Calendar Year 2031, reflecting a CAGR of around 4.9% during the period. The growth will be driven by rising automation and manufacturing modernization across various large industries.

Global Industrial Gearboxes Market: Segmentation by Product Type

The global industrial gearbox market is dominated by helical gearboxes (41.3%), followed by bevel (26.8%), planetary (31.0%), and worm (0.9%) types. Helical and bevel gearboxes lead due to their efficiency and versatility, while planetary units are the fastest growing owing to their efficiency and high torque density.

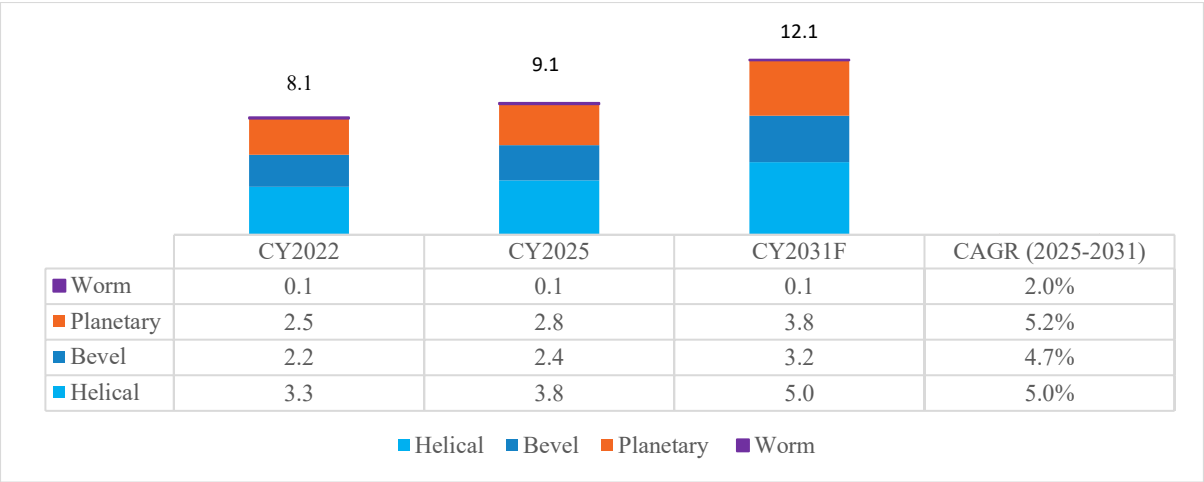
Global Industrial Gearboxes, Product wise Contribution, Calendar Year 2025



Source: Stakeholder Interactions, Frost & Sullivan Analysis

Both segments are projected to grow at a higher rate, driven by increasing adoption of automated production systems, as well as process and material-handling applications. Bevel gearboxes also maintain steady growth at about 4.7% CAGR, supported by their widespread use in conveyors, packaging machinery, and general manufacturing setups.

Global Industrial Gearboxes, Market Split by Product Type, Calendar Year 2022 - Calendar Year 2025- Calendar Year 2031F, USD Billion

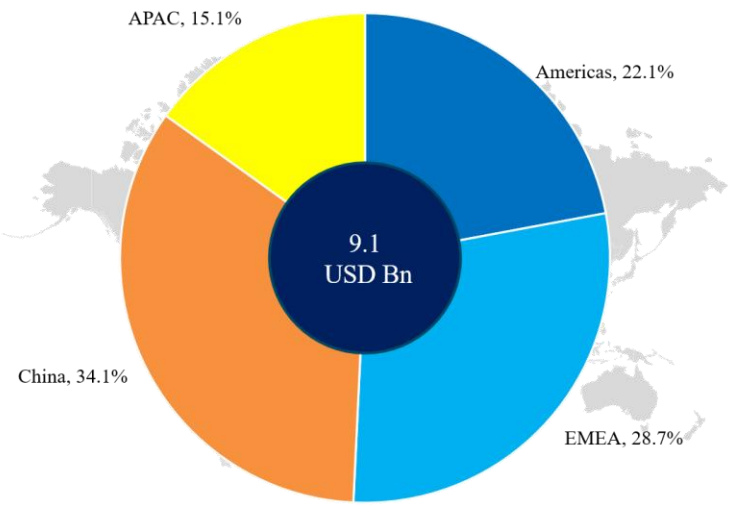


	CY2022	CY2025	CY2031F	CAGR (2025-2031)
Worm	0.1	0.1	0.1	2.0%
Planetary	2.5	2.8	3.8	5.2%
Bevel	2.2	2.4	3.2	4.7%
Helical	3.3	3.8	5.0	5.0%

In contrast, worm gearboxesachieved slower growth , at 2.0% CAGR, as industries gradually migrate toward more efficient and compact alternatives, such as helical-bevel and planetary configurations.

Global Industrial Gearboxes Market: Segmentation by Regions

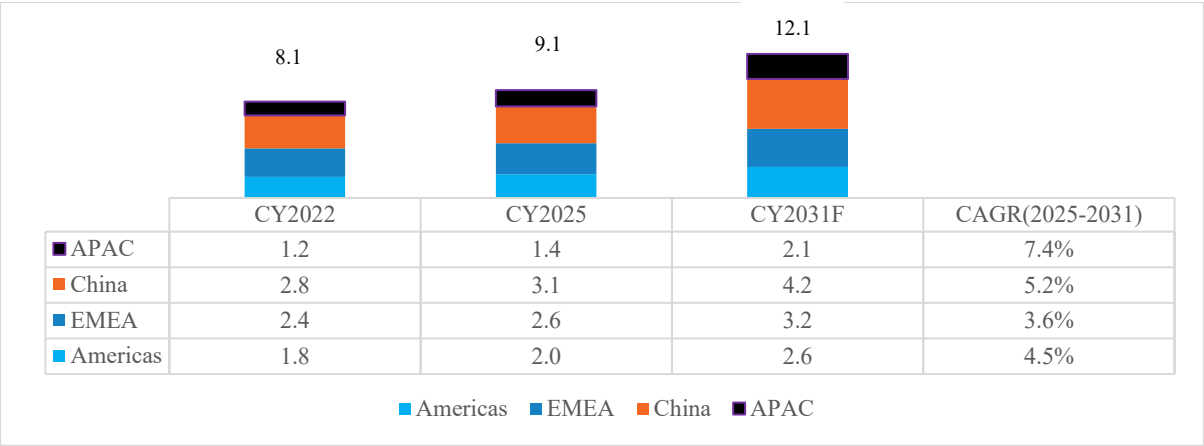
Global Industrial Gearboxes, Region-wise Contribution, Calendar Year 2025



Source: Stakeholder Interactions, Frost & Sullivan Analysis

APAC includes India, South East Asia, Australia, New Zealand, Japan, Korea

Global Industrial Gearboxes, Market Split by Regions, Calendar Year 2022 - Calendar Year 2025- Calendar Year 2031F, USD Billion



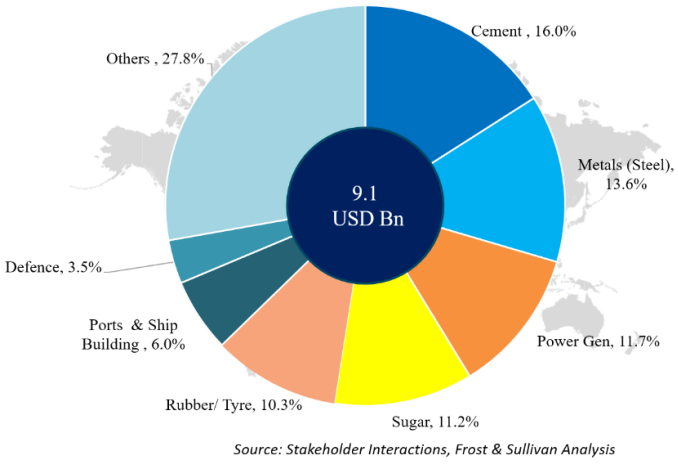
	CY2022	CY2025	CY2031F	CAGR(2025-2031)
APAC	1.2	1.4	2.1	7.4%
China	2.8	3.1	4.2	5.2%
EMEA	2.4	2.6	3.2	3.6%
Americas	1.8	2.0	2.6	4.5%

APAC includes India, South-East Asia, Australia, New Zealand, Japan, and Korea

APAC (excluding China) stands out as the fastest-growing region, expanding at a 7.4% CAGR, backed by substantial investments in process industries and infrastructure build-outs in India and Southeast Asia. EMEA sustains demand through energy-efficiency mandates and decarbonization goals, with strong adoption of digital monitoring and twin technologies. China remains a manufacturing powerhouse, expanding precision gearbox production under Made in China 2025 and driving factory automation.

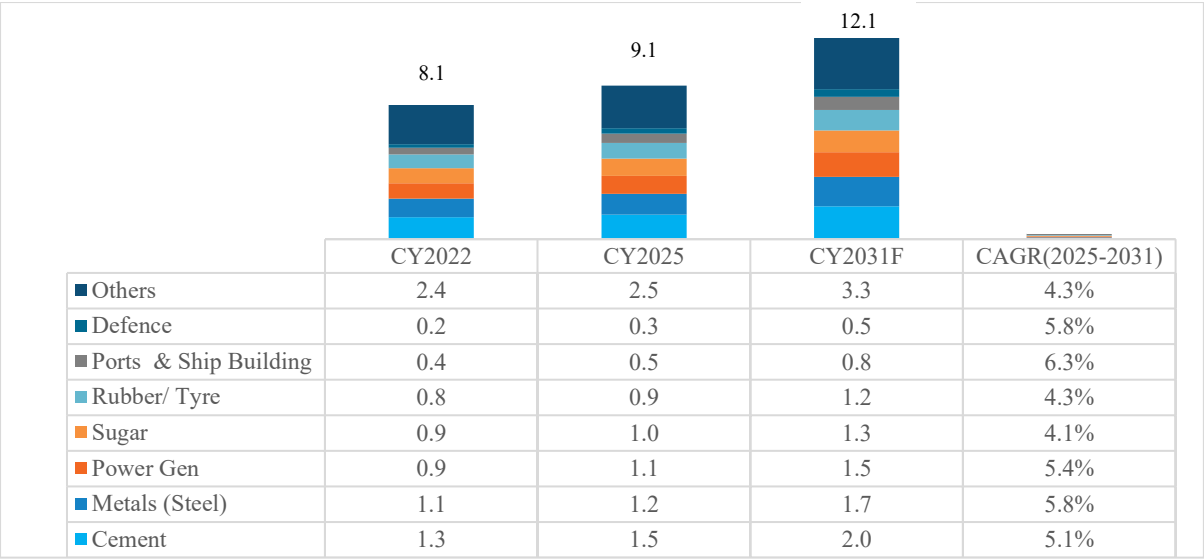
Global Industrial Gearboxes Market: Segmentation by End-user Segments

Global Industrial Gearboxes, End-user Contribution, Calendar Year 2025



Others include Mining, Chemicals, Plastics, pulp and paper, oil and gas, automotive, and Water treatment, among others.

Global Industrial Gearboxes, Market Split by End-user Segments, Calendar Year 2022 - Calendar Year 2025- Calendar Year 2031F, USD Billion



	CY2022	CY2025	CY2031F	CAGR(2025-2031)
Others	2.4	2.5	3.3	4.3%
Defence	0.2	0.3	0.5	5.8%
Ports & Ship Building	0.4	0.5	0.8	6.3%
Rubber/ Tyre	0.8	0.9	1.2	4.3%
Sugar	0.9	1.0	1.3	4.1%
Power Gen	0.9	1.1	1.5	5.4%
Metals (Steel)	1.1	1.2	1.7	5.8%
Cement	1.3	1.5	2.0	5.1%

Others include Mining, chemicals, Plastics, Pulp & paper, Oil & Gas, Automotive, Water treatment, etc.

Metals (Steel) and Cement remain the two dominant industries, together accounting for over 30% of total demand by 2030. Ports & Shipbuilding is the fastest-growing segment (6.3% CAGR), powered by port automation, cargo-handling upgrades, and modernization.

Global Industrial Gearboxes – New and Replacement shipyard Demand

The global industrial gearboxes market is broadly characterized by two primary demand segments - new installation demand and replacement or refurbishment demand. New demand accounts for around 45-50% of total market volume. Growth in new manufacturing facilities, renewable energy installations, and infrastructure development projects is generating substantial opportunities. Moreover, increasing investments in process industries (Cement, Steel) and wind energy are expanding their use of compact planetary and helical gearboxes. New demand is particularly strong in Asia-Pacific and China, with India seeing consistent traction driven by domestic manufacturing growth and government-led initiatives.

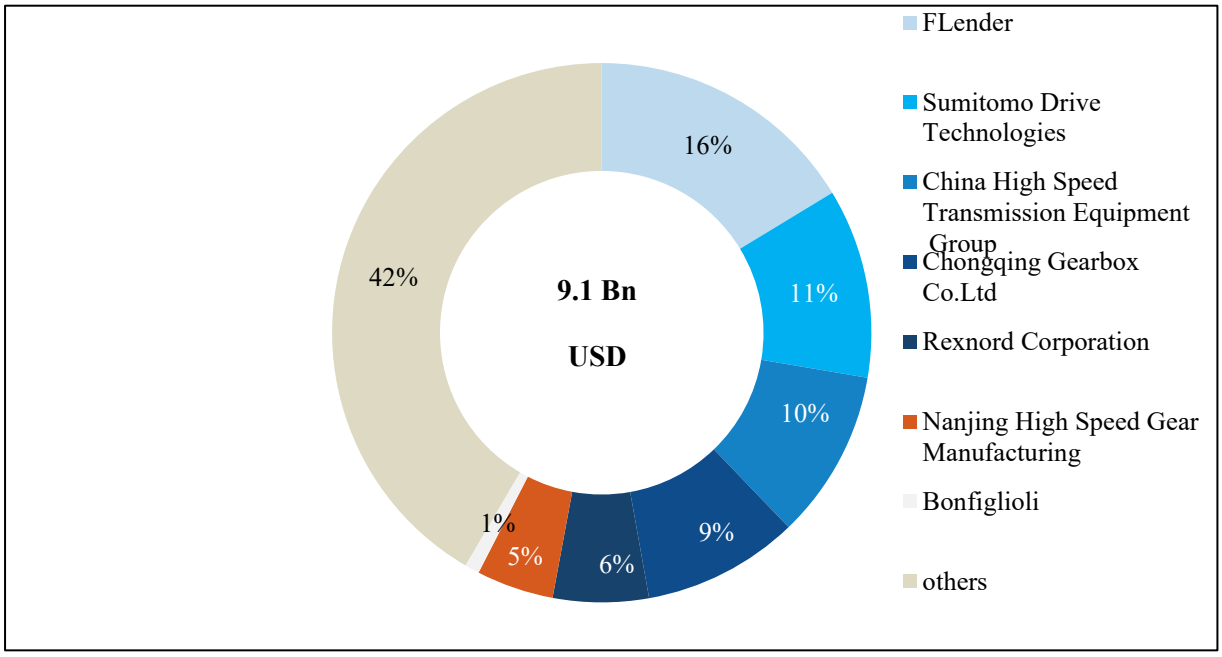
In contrast, replacement demand represents the larger share of the market approximately 50-55% driven by the aging machinery base in developed economies (Europe, North America) and the shift toward energy-efficient, low-maintenance solutions. Overall, while replacement demand currently dominates the market, new installation demand is expanding faster.

Aftermarket opportunity:

The global gearbox aftermarket offers a strong recurring revenue stream driven by a massive installed base and continuous replacement, repair, and refurbishment needs. Industries such as cement, mining, steel, wind, and logistics rely heavily on service uptime, creating steady demand for spares, rebuilds, and efficiency upgrades. Digital diagnostics, condition monitoring, and predictive maintenance are emerging as high-value add-ons. OEMs that combine faster service response, reliable spares, and upgrade kits are best positioned to capture this growing aftermarket opportunity. At a global level, aftermarket (spares, service, refurbishment, upgrades) contributes 20-25% of total gearbox industry revenues.

Competitive Landscape

Global Industrial Gearboxes (>15k Nm), Market Share of Key Players by Value, Calendar Year 2025



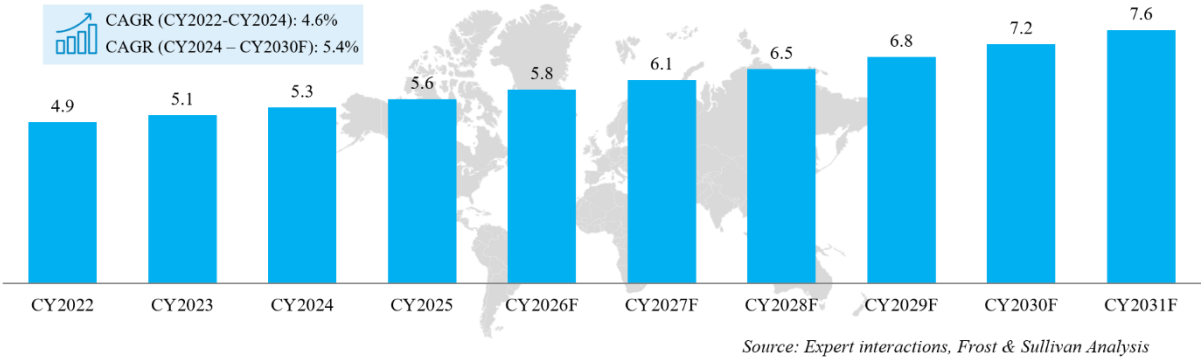
Source: Secondary source, F&S Primary Research, Frost & Sullivan Analysis

Others - DB Santasalo, RENK, Elecon, premium, Shanthi Gears, WIKOV,CMD , Regal Bloit, Motovario, Timken, SEW Euro Drive, Indian+Chinese Players (~20 players)

Flender continues to anchor the market with its strong position in industrial drive systems. Sumitomo Drive Technologies follows with deep strengths across heavy-industry applications through its Paramax and Hansen portfolios. China High Speed Transmission Group is driven by robust domestic demand and growing export momentum, while Rexnord maintains a solid foothold in North America's process-industry sectors. Nanjing High Speed Gear Manufacturing benefits from China's ongoing infrastructure expansion, and Bonfiglioli maintains a focused presence in planetary drives, wind applications, and select material-handling segments. The rest of the market caters to both Greenfield and brownfield (replacement) requirements, underscoring a fragmented long tail.

Industrial Gear Motors (<15k Nm) – Global Market Overview

Global market size for Gear Motors (Value in USD Bn), Calendar Year 2025 – Calendar Year 2031E

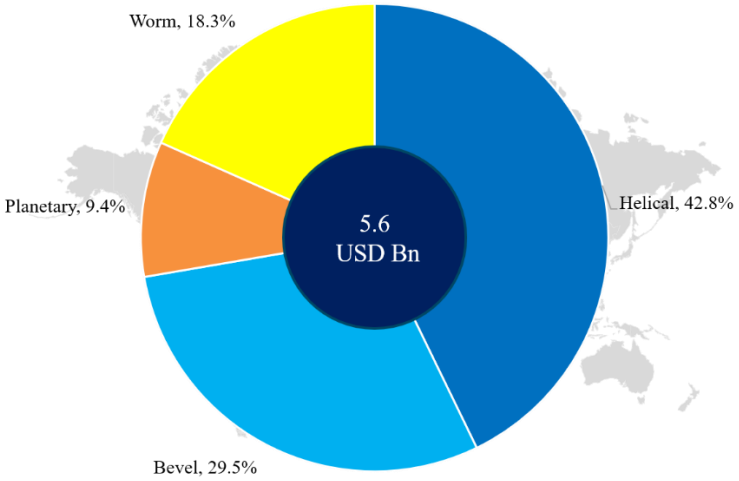


Source: Expert interactions, Frost & Sullivan Analysis

Growth between Calendar Year 2022- Calendar Year 2025 was supported by resilient demand across material handling, food & beverage, packaging, and process industries. Between Calendar Year 2025 and Calendar Year 2031, the market is projected to rise from USD 5.6 billion to nearly USD 7.6 billion, reflecting a stronger CAGR of roughly 5.5%, slightly faster than standalone gearboxes.

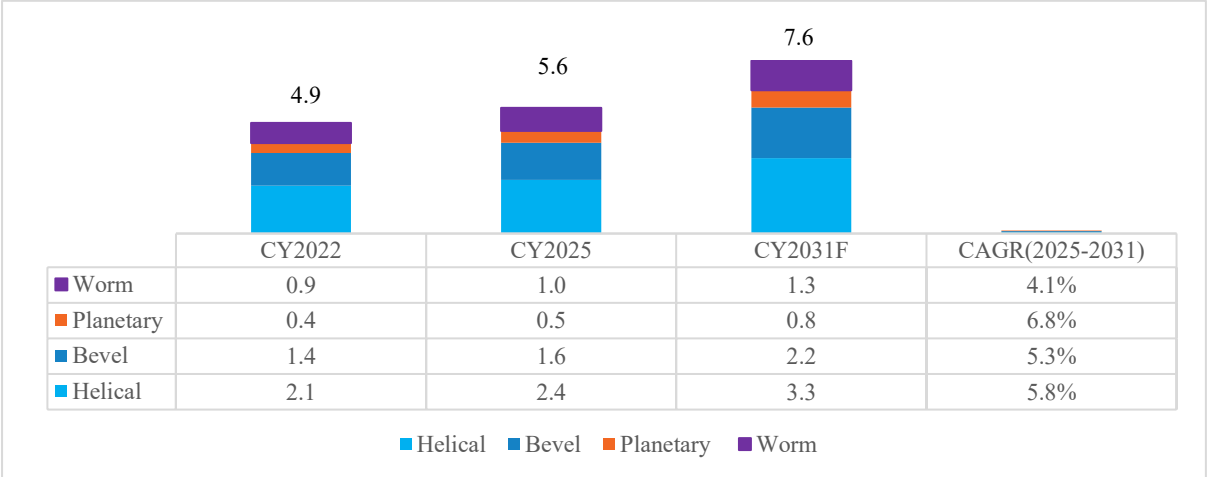
Global Industrial Gear Motors Market: Segmentation by Product Type

Global Industrial Gear Motors, Product-wise Contribution, Calendar Year 2025



Source: Stakeholder Interactions, Frost & Sullivan Analysis

Global Industrial Gear Motors, Market Split by Product Type, Calendar Year 2022 - Calendar Year 2025- Calendar Year 2031F, USD Billion

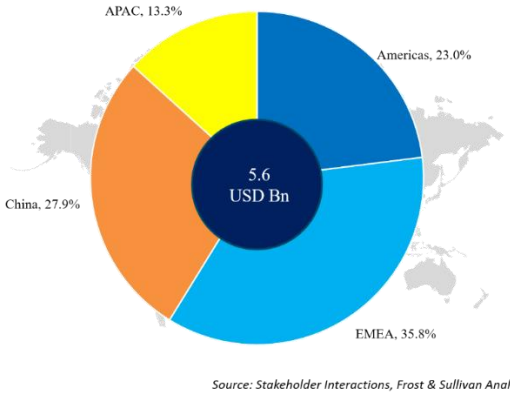


	CY2022	CY2025	CY2031F	CAGR(2025-2031)
Worm	0.9	1.0	1.3	4.1%
Planetary	0.4	0.5	0.8	6.8%
Bevel	1.4	1.6	2.2	5.3%
Helical	2.1	2.4	3.3	5.8%

Planetary gear motors, with an estimated 9.4% share (excluding precision drives), are emerging as the preferred choice for robotics, EV components, and renewable energy systems, growing at 6.8% CAGR. In contrast, worm gear motors maintain a smaller yet stable share of around 18.3%, growing modestly at 4.1% CAGR, and remain relevant for low-speed, cost-sensitive applications.

Global Industrial Gear Motors Market: Segmentation by Regions

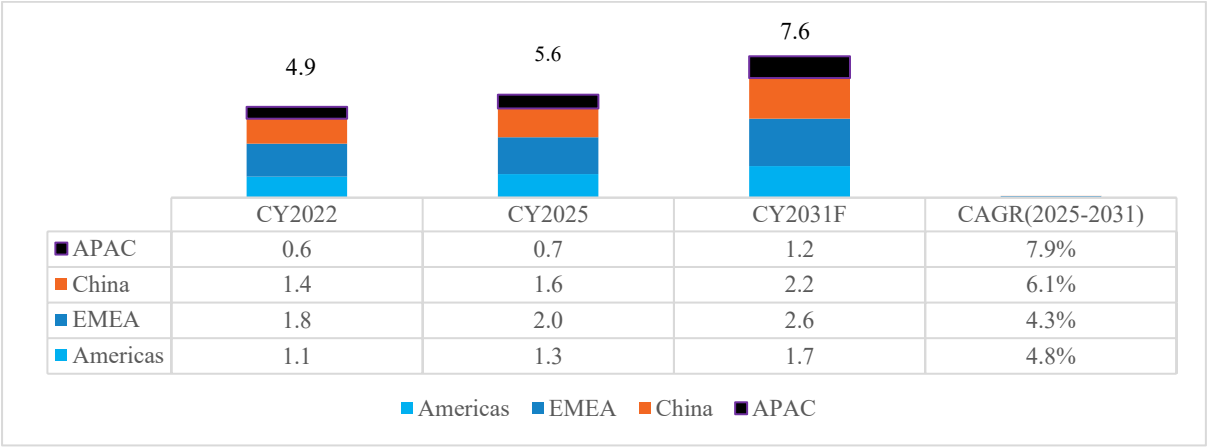
Global Industrial Gear Motors, Region-wise Contribution, Calendar Year 2025



Source: Stakeholder Interactions, Frost & Sullivan Analysis

APAC includes India, South East Asia, Australia, New Zealand, Japan, Korea

Global Industrial Gear Motors, Market Split by Regions, Calendar Year 2022 – Calendar Year 2025- Calendar Year 2031F, USD Billion



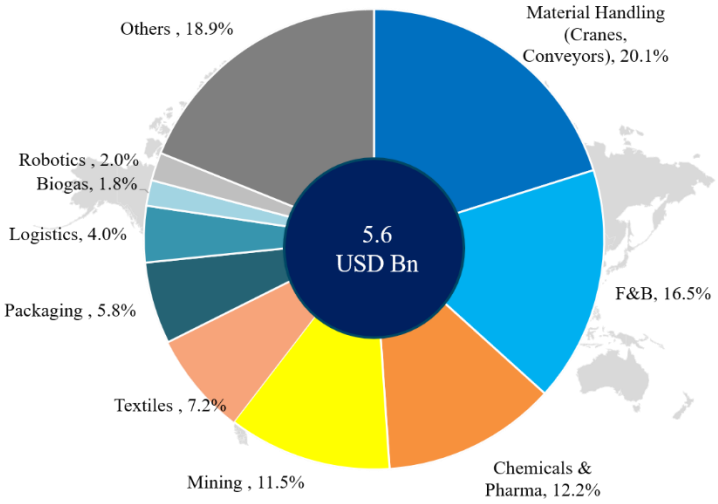
	CY2022	CY2025	CY2031F	CAGR(2025-2031)
APAC	0.6	0.7	1.2	7.9%
China	1.4	1.6	2.2	6.1%
EMEA	1.8	2.0	2.6	4.3%
Americas	1.1	1.3	1.7	4.8%

The market is shifting from mature replacement-led economies to emerging, automation-intensive growth hubs in Asia, with China and broader APAC together accounting for over half of global demand by 2030, reflecting the region's dominance in the next phase of industrial electrification and smart manufacturing.

Global Industrial Gear Motors Market: Segmentation by End-user Segments

Material handling, including cranes and conveyors, continues to dominate demand and is projected to grow at a 5.6% CAGR, supported by rapid intralogistics automation, e-commerce expansion, and innovative warehousing systems. The food & beverage, as well as packaging sectors are emerging as key volume drivers.

Global Industrial Gear Motors, End-user Contribution, Calendar Year 2025

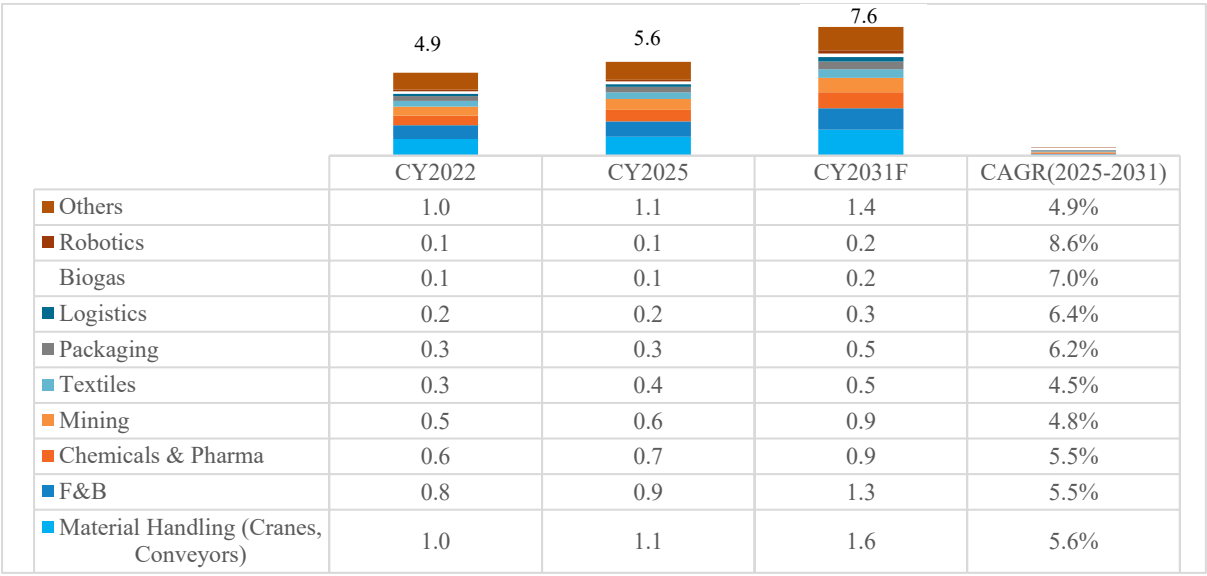


Source: Stakeholder Interactions, Frost & Sullivan Analysis

Others include Cement, General Manufacturing, Construction, Pulp & paper, Glass, Agro Equipments etc.

Chemicals and pharmaceuticals are expected to maintain steady growth at a 5.5% CAGR, driven by the shift toward process automation, energy-efficient agitators, and compliance with safety standards. Meanwhile, traditional segments such as mining and textiles remain stable, with replacement-led demand for rugged gear motors used in conveyors, hoists, and spinning lines. As mines adopt electric conveyors, crushers, and haulage systems, demand is rising for high-torque, energy-efficient gear motors integrated with variable frequency drives and digital monitoring. Emerging mining projects in Africa, China, Latin America, and Southeast Asia are generating strong installation opportunities.

Global Industrial Gear Motors, Market Split by End-user Segments, Calendar Year 2022 - Calendar Year 2025- Calendar Year 2031F, USD Billion



	CY2022	CY2025	CY2031F	CAGR(2025-2031)
Others	1.0	1.1	1.4	4.9%
Robotics	0.1	0.1	0.2	8.6%
Biogas	0.1	0.1	0.2	7.0%
Logistics	0.2	0.2	0.3	6.4%
Packaging	0.3	0.3	0.5	6.2%
Textiles	0.3	0.4	0.5	4.5%
Mining	0.5	0.6	0.9	4.8%
Chemicals & Pharma	0.6	0.7	0.9	5.5%
F&B	0.8	0.9	1.3	5.5%
Material Handling (Cranes, Conveyors)	1.0	1.1	1.6	5.6%

Others include Cement, General Manufacturing, Construction, Pulp & paper, Glass, Agro Equipments etc.

Emerging areas such as robotics (8.6% CAGR) and biogas (7.0% CAGR) represent the fastest-growing frontiers. Robotics applications increasingly demand compact, high-torque planetary gear motors for precise motion, while

the biogas sector is witnessing a growing adoption of gear motors in agitator and feed systems, aligning with the global shift towards clean energy. Overall, while material handling and F&B remain the core base, the market's momentum is clearly tilting toward automation-heavy, digitally integrated, and renewable-linked applications.

Global Industrial Gear Motors – New and Replacement Demand

The global industrial gear motors market is split between new installations (~55%) and replacement demand (~45%). New demand is accelerating rapidly, driven by battery manufacturing, warehouse automation, renewable energy projects, and robotics-led production lines. Gear motors are increasingly enabling efficient motion control in smart factories (Robots), packaging, intralogistics, and process automation. Emerging applications such as solar trackers, e-mobility components, and compact conveyors are adding further momentum. The surge is most visible in the Asia-Pacific region, especially in India, China, and Southeast Asia.

Meanwhile, replacement demand remains strong in Europe, North America, and Japan, where industries are upgrading to IE4/IE5 high-efficiency, sensor-enabled gear motors. These retrofits support predictive maintenance, energy optimization, and decarbonization goals. Overall, while replacement demand provides a steady revenue base, it is the automation-driven wave of new installations and technology-intensive projects that is now setting the pace for the global gear motors market.

Aftermarket Opportunity:

The gear motor aftermarket is expanding steadily due to high usage intensity, frequent wear-part replacements, and the need for quick turnaround in conveyors, packaging lines, logistics, and F&B plants. Motor failures, gearbox wear, and efficiency losses drive strong demand for spares, rewind/rebuild services, and retrofit kits. As industries shift toward IE4/IE5 motors and smart drives, upgrade and energy-efficiency retrofits become a significant opportunity. OEM service networks, availability of genuine parts, and rapid on-site support significantly influence aftermarket capture. At a global level, aftermarket contributes 15-20% of total gear motors industry revenues.

GLOBAL INDUSTRIAL GEAR MOTORS MARKET – KEY GROWTH DRIVERS

i. **Expansion of Automation and Robotics Across Industries -** Sectors such as automotive, food & beverage, packaging, and electronics are adopting robotic and semi-automated production lines.

ii. **Electrification and Renewable Energy Adoption** - Gear motors are increasingly used in solar tracking systems, wind turbine pitch/yaw drives, and battery production equipment. EV manufacturing plants, battery gigafactories, and charging infrastructure require compact, high-torque gear motors for automating assembly lines and handling components.

iii. **Energy-Efficiency Regulations and Technology Upgrades** - IE4 and IE5 class high-efficiency motors are often paired with precision-engineered gearboxes. This regulatory push is particularly strong in the European Union, North America, and advanced Asian economies.

iv. **Growth of Logistics, Warehousing, and E-Commerce Infrastructure -** There has been a post-pandemic surge in e-commerce and omni-channel logistics, particularly in the Asia-Pacific and European regions, requiring compact, high-precision gear motors for continuous operation.

v. **Strong Demand from Emerging Markets and Infrastructure Development -** Developing economies, particularly India, Southeast Asia, Eastern Europe, and Latin America, are witnessing a surge in industrial investments and infra spending, requiring high-torque gear motors.

Global Industrial Gear Boxes & Gear Motors Market – Threats and Challenges

i. Price Erosion and Commoditization - High competition has led to price-based sourcing, forcing established players to emphasize modularity and service-based differentiation.

ii. Raw Material and Supply-Chain Volatility - Frequent fluctuations in steel, copper, and rare-earth material prices, coupled with logistics bottlenecks, continue to disrupt production costs and timelines. Smaller firms face reduced agility due to limited inventories and supplier diversity.

iii. Technological Substitution by Direct-Drive and Servo Systems - In precision automation, servo and direct-drive systems are replacing geared solutions due to higher efficiency, lower maintenance, and compact design. This threatens the relevance of traditional mechanical gear motors.

iv. Competition from Low-Cost Manufacturers: Aggressive pricing and rapid scaling by Chinese and regional manufacturers are intensifying market competition.

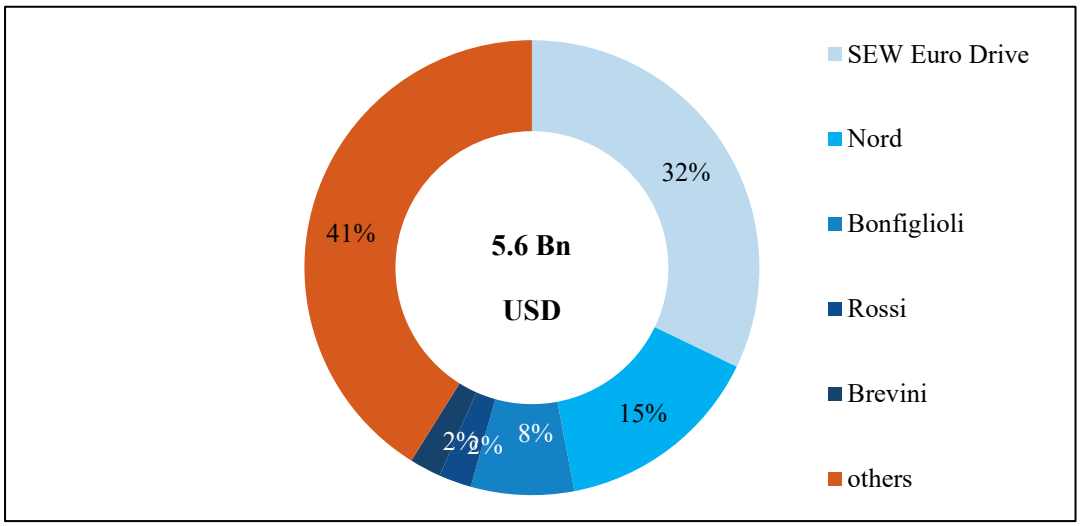
v. Non-Uniform Efficiency Standards - Diverse energy-efficiency norms (IE3–IE5) across countries complicate certification and export compliance. Global players must develop multiple variants to meet regional mandates, which increases costs and time-to-market.

vi. Slow Capital Spending in Core Industries: Periodic downturns in cement, mining, steel sectors, coupled with global economic uncertainties, delayed CAPEX, etc. are impacting gearbox orders.

vii. Supply Chain Disruptions and Lead Time Constraints: Dependence on imported components, bearings, and precision gears exposes manufacturers to logistical delays and cost escalations.

Competitive Landscape (Standard Gear Motor)

Global Industrial Gear Motors (<15k Nm), Market Share of Key Players by Value, Calendar Year 2025



Source: Secondary source, F&S Primary Research, Frost & Sullivan Analysis

Others – Kaitsu, Power Build, IC Bauer, Premium, Reggiana, Sumitomo, REMI, Motovario Gear Solutions, Magtorq, and Indian+Chinese+European Players (~25 players)

The global industrial gear motors market exhibits a moderately consolidated landscape, with clear dominance by European manufacturers. These manufacturers can leverage strong R&D capabilities and established brand equity, even as competition from Asian entrants continues to rise.

OVERVIEW OF INDIA INDUSTRIAL AND AUTOMATION SOLUTIONS MARKET: INDUSTRIAL SOLUTIONS SPLIT BY GEARBOXES (>15K NM) AND GEAR MOTORS (< 15K NM)

Overview of India Industrial and Automation Solutions Market

A. Evolving Demand for Advanced Gearboxes and Gear Motors in India

- Indian users are increasingly shifting from conventional worm to helical, bevel-helical, and planetary gearboxes.

- Domestic manufacturers are scaling design capabilities and forging alliances for precision-cut gears and surface-hardened components, reducing import reliance and improving durability in harsh Indian operating conditions.

- Demand is being pulled by high-growth verticals like renewables (wind, solar trackers), intralogistics, packaging, and EV drivetrain manufacturing, where compact, modular gear motors with high protection class ratings (IP65+) are increasingly preferred.

- The move toward IE3/IE4-compliant gear motors is accelerating, supported by energy-audit norms and cost-of-ownership awareness, leading OEMs to integrate VFD-ready motors.

- High-performance industrial users are increasingly adopting condition-monitoring-enabled gearboxes and digitally connected gear motors.

B. Growing Need for Integrated Solutions

- Indian plants are steadily adopting motor–drive gearbox integrated modules. Indian OEMs are localizing the fusion of "mechanical + electrical" in partnership with global automation majors.

- Demand for electric motors, variable frequency drives, servo drives, sensors, and control panels is rising in tandem, enabling synchronized motion and process intelligence in automated lines.

- Integrated drive solutions are delivering tangible savings in India's energy-intensive sectors like textiles, metals, water treatment, and F&B with smoother start/stop cycles, lower current surges, and reduced maintenance frequency.

- Global leaders like Bonfiglioli are expanding India assembly and component localization, while domestic brands are investing in design IP and automation-ready product lines.

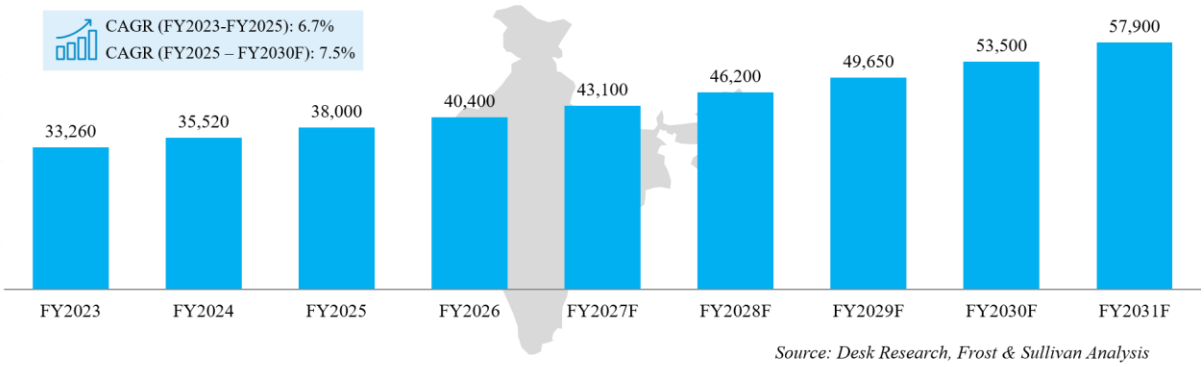
- The market is moving from product supply to platform integration, where every gearbox, motor, and drive becomes a data-ready asset.

India Industrial Gearboxes Market (>15k Nm) – End-User Market Outlook (2026–2031)

End-user Segments	Key Growth Drivers	Expected CAGR (%) (2026-2031)
Cement	INR 40,000–50,000 crore capex pipeline clinker, WHRS, and integrated plant pipeline; sector capex of ~ INR 1.2 lakh crore for FY2026-FY2028 expansions.	6.0 -8.0%
Metals & Steel	INR1.2–1.5 lakh crore apacity, pellet-plant and rolling-mill investments to support the 300 MTPA steel roadmap	7.0 -9.0%
Plastics & Polymer	Packaging, FMCG and auto demand driving compounding, extrusion and recycling investments in Tamil Nadu and Gujarat.	6.0 -8.0%
Rubber & Tyre	INR 7,000-10,000 crore new-plant pipeline; broader ~INR 18,000 crore leading-player capex driven by SUV, EV and export demand.	8.0 -10.0%
Ports & Shipbuilding	INR 6.06 lakh crore Sagarmala pipeline for port mechanization, berths, cranes, logistics, and shipyard upgrades.	12.0 -15.0%
Defence & Heavy Engineering	Naval, submarine, missile programmes supported by INR 2.19 lakh crore defence capital outlay and INR 1.39 lakh crore domestic procurement; Make in India defence capex crossing 1 lakh crore	10.0 -13.0%
Sugar	(INR 12,000–15,000 crore) distillery, ethanol and mill-upgrade investments, supported by E20 blending achievement	5.0 - 7.0%
Power Generation	INR 10,000+ crore opportunity in coal / ash- handling, biomass co-firing; emissions compliance and auxiliary upgrades.	5.0 -7.0%

Industrial Gearboxes Market (>15k Nm) – India Market Overview

India market size for Gearboxes (Value in ₹ Mn), Fiscal 2026– Fiscal 2031F



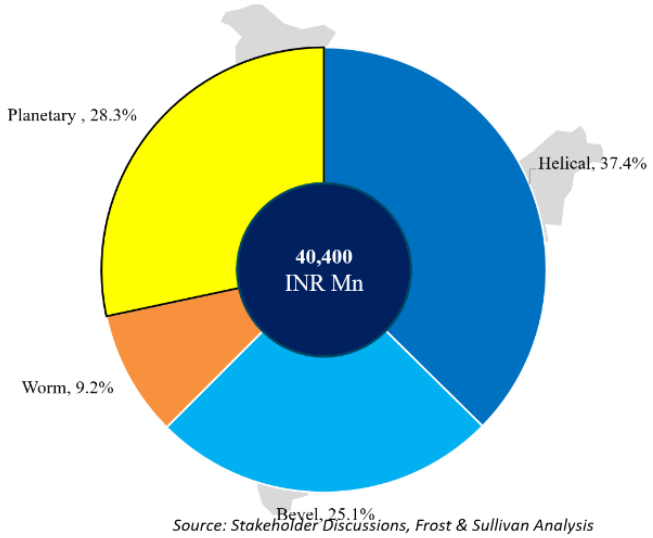
Source: Desk Research, Frost & Sullivan Analysis

From Fiscal 2023 to Fiscal 2025, India's industrial gearboxes market experienced steady growth, supported by sustained investments in the cement, steel, power, and mining sectors. Looking ahead, the market is expected to strengthen through Fiscal 2030, driven by automation, brownfield expansions, and the shift toward energy-efficient and low-maintenance systems. The rising adoption of renewables, the material handling and process industries, and government-led industrial capex and efficiency mandates will further sustain this growth momentum.

Demand for heavy duty gearboxes is expected to grow as OEMs supplying machinery to steel, cement, sugar, rubber, plastics, and power generation industries scale equipment capacity and duty requirements. This trend is already reflected in increasing interest from existing low- and medium-duty gearbox customers upgrading to higher-capacity solutions. As a result, the heavy-duty gearbox market is projected to reach approximately INR 57,900 million by FY2031.

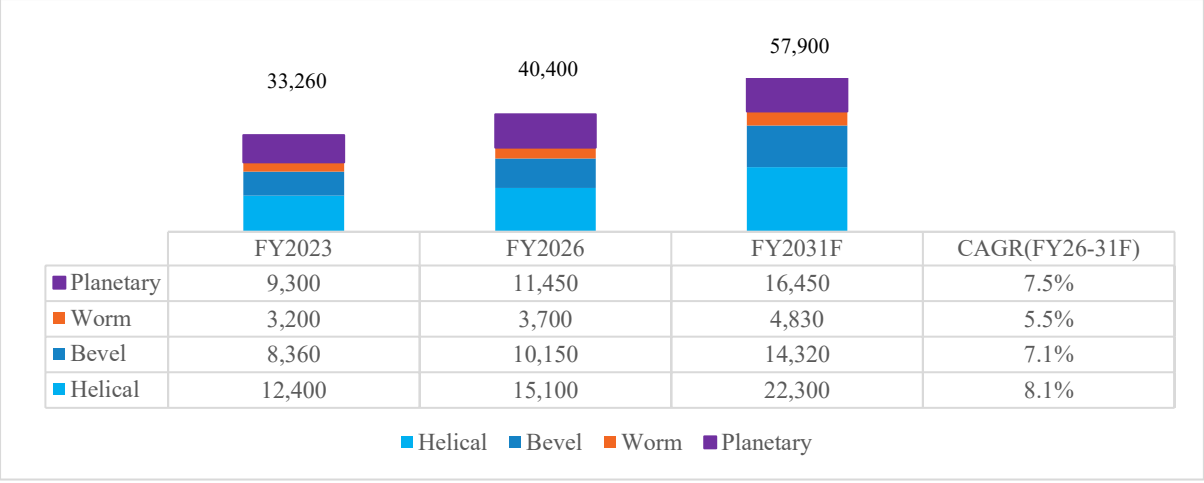
India Industrial Gearboxes Market: Segmentation by Product Type

India Industrial Gearboxes, Product-wise Contribution, Fiscal 2026



Source: Stakeholder Discussions, Frost & Sullivan Analysis

India Industrial Gearboxes, Market Split by Product Type, Fiscal 2023 - Fiscal 2026- Fiscal 2031F, ₹ Million



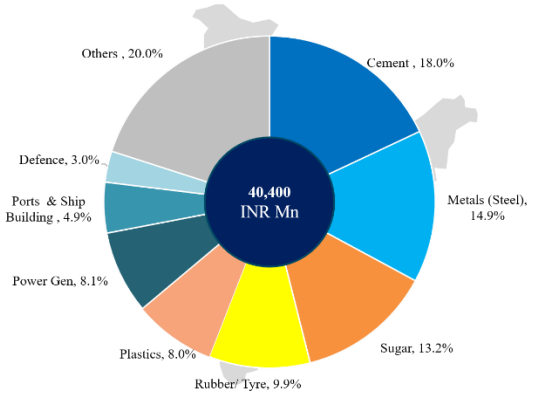
	FY2023	FY2026	FY2031F	CAGR(FY26-31F)
Planetary	9,300	11,450	16,450	7.5%
Worm	3,200	3,700	4,830	5.5%
Bevel	8,360	10,150	14,320	7.1%
Helical	12,400	15,100	22,300	8.1%

Helical gearboxes are expected to grow at a much higher rate in the forecast period. Bevel and planetary gearboxes are gaining share as industries adopt automated, space-efficient systems. Planetary gearboxes are gaining strong traction in heavy-duty applications such as mining, steel, cement, and wind energy, where compactness, high torque density, and load-distribution efficiency are critical.

Historically, the Indian market was largely dominated by conventional worm gearboxes with solid input and output shafts connected via couplings, belt pulleys, or chain sprockets, resulting in bulky set up and lower system efficiency.

India Industrial Gearboxes Market: Segmentation by End-user Markets

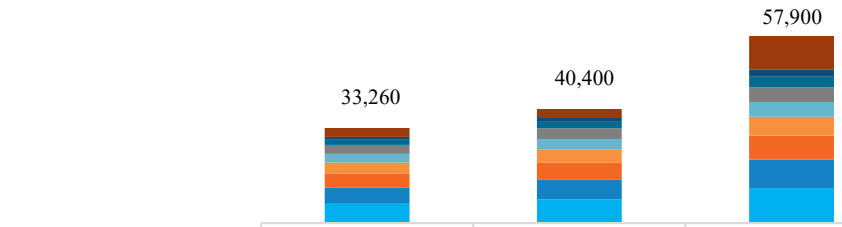
India Industrial Gearboxes, End-user Contribution, Fiscal 2026



Source: Stakeholder Interactions, Frost & Sullivan Analysis

The Indian industrial gearbox market, valued at approximately ₹ 40,400 million, remains heavily concentrated in core process industries such as cement, steel, and sugar, which together account for a dominant share of overall demand. Notably, highest-growth momentum is visible in defense and ports & shipbuilding, where gearboxes are being adopted for heavy-duty cranes, marine drives, and propulsion systems. These require precision, compact design, and reliability in harsh environments, favoring planetary and bevel-helical configurations.

India Industrial Gearboxes, Market Split by End-user Segments, Fiscal 2023 - Fiscal 2026- Fiscal 2031F, ₹ Million



	FY2023	FY2026	FY2031F	CAGR(FY2026-2031)
Others	6,780	8,100	10,730	5.8%
Defence	940	1,225	2,240	12.8%
Ports & Ship Building	1,580	1,990	3,230	10.2%
Power Gen	2,700	3,270	4,520	6.7%
Plastics	2,680	3,220	4,500	6.9%
Rubber/ Tyre	3,320	3,990	5,880	8.1%
Sugar	4,370	5,325	7,350	6.7%
Metals (Steel)	4,960	6,000	8,700	7.7%
Cement	5,930	7,280	10,750	8.1%

Source: Secondary source, F&S Prima [illegible] Frost & Sullivan Analysis

Others include Mining, chemicals, pulp and paper, oil and gas, Automotive, and Water treatment, among others.

Overall, the end-user landscape reflects a dual dynamic: mature heavy industries continue to provide a stable base through replacement and modernization projects, while newer high-performance segments, such as defense, marine, and renewables, are reshaping the market toward specialized, precision-engineered gearboxes with higher efficiency, compactness, and digital monitoring integration.

India Industrial Gearboxes – New and Replacement Demand

India's industrial gearbox market is driven by both new capacity creation and replacement-led modernization. Overall, new installations account for approximately 55% of India's gearbox demand, while replacements contribute about 45%, indicating a shift from growth driven by expansion to modernization and lifecycle optimization.

India Industrial Gearboxes Market – Key Growth Drivers

i. Manufacturing & Industrial Expansion: Rapid capacity additions in steel, cement, power, and water infrastructure are driving demand for new gearboxes in conveyors, crushers, and pumps.

ii. Automation & Industry 4.0 Adoption: Factories are shifting toward precision, uptime, and digital control. Integration with servo systems and motion control platforms is becoming mainstream.

iii. Localization & Supply Chain Maturity: Global OEMs are partnering with Indian suppliers to localize gearbox production, propelled by govt. incentives, PLI schemes, and reduced import dependence.

iv. Renewable Energy Expansion: Rapid growth in wind and solar sectors is boosting demand for precision planetary and helical gear systems. Localization in renewable component manufacturing adds further momentum.

v. Investments in Food, Pharma & Ethanol Production: Strong capex in food processing, pharma, grain handling, and ethanol distillation plants is creating sustained gearboxes demand.

vi. Export Momentum & Global Sourcing: India's cost competitiveness, improving quality, machining capabilities are boosting gearbox exports to Middle East, Africa, Europe, Southeast Asia.

vii. Investments in Ports & Infrastructure Build-Out: Significant capex in ports, inland waterways, multimodal logistics parks, and large warehousing hubs is driving demand for high-capacity gearboxes.

The broader infrastructure build-out of roads, metros, airports, and freight corridors is further accelerating demand for robust, heavy-duty power-transmission solutions.

India Industrial Gearboxes Market – Threats and Challenges

i. Price Competition & Margin Pressure: Growing competition from both domestic and imported players continues to influence pricing.

ii. Technological & Quality Gaps: Indian gearbox makers still lag global peers in design precision, material strength, and thermal efficiency. This constrains participation in high-torque and automation-driven applications, limiting export readiness.

iii. Volatile Raw Material & Component Costs: Heavy reliance on imported alloy steel, bearings, and precision castings exposes manufacturers to cost swings and supply chain risks.

iv. Shift Toward Compact Gear Motors: Integrated gear motors and compact drive systems are replacing large standalone gearboxes in MHE, intralogistics, and automation. This shift poses a threat to the demand for heavy-duty gearbox categories.

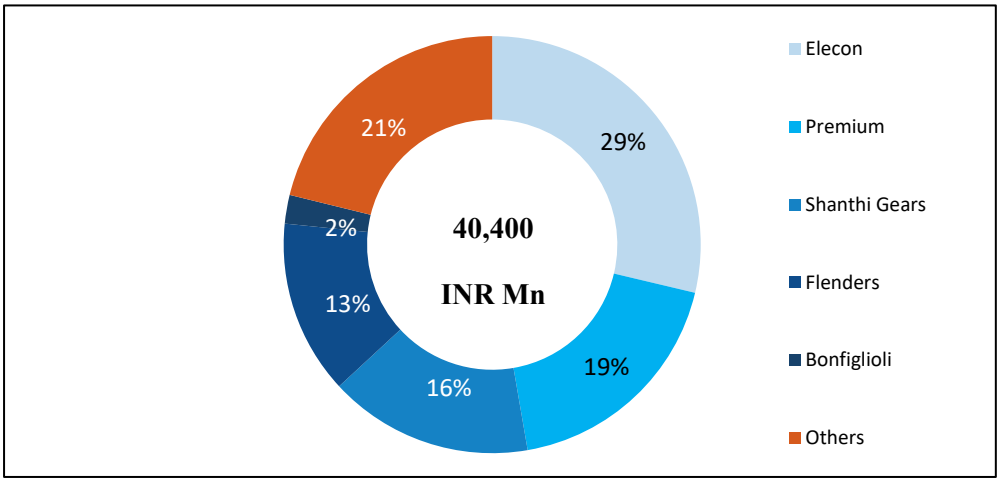
v. Cyclical Demand: Gearbox demand fluctuates with investment cycles in core sectors like cement, steel, and power. Project delays or policy slowdowns often lead to uneven order flows.

vi. Low Digitalization & Skill Shortages: Limited adoption of sensorized, condition-monitoring-enabled gearboxes and a shortage of mechatronics-skilled labour hinder India's transition toward Industry 4.0-ready drive systems.

Competitive Landscape- Gearboxes

The Indian gearbox market is relatively consolidated, with around 30 active players competing across diverse end-user industries. Leading players include Elecon, Premium Transmission, Shanthi Gears, and Flender, together accounting for nearly 77.0% of the market share.

India Industrial GearBoxes (>15k Nm), Market Share of Key Players by Value, Fiscal 2026



Source: Secondary source, F&S Primary Research, Frost & Sullivan Analysis

Others – Nord, Vulcan, Walchandnagar, SEW Euro Drive, Top Gear Transmission, Reggiana riduttori , Triveni (Captive)

India's leading gearbox players continue to hold a strong competitive advantage due to their deep local manufacturing footprint, fully integrated machining and heat-treatment capabilities, and long-standing relationships across core industrial sectors. Companies with domestic production facilities can offer shorter lead

times, competitive cost structures, localized engineering support, and easier customization, which remain critical differentiators in a variety of applications.

Their ability to design, machine, assemble, and test gearboxes in India ensures better quality control, faster aftermarket response, and greater flexibility for large, custom-built, or high-torque applications. Additionally, strong domestic vendor ecosystems and well-established service networks position these players favourably against global imports.

The segment has notable entry barriers, including high capital requirements for precision manufacturing, long OEM qualification cycles, strict reliability standards, and the need for a strong service network.

Bonfiglioli manufactures a wide range of mission-critical and highly precision-engineered gear motors, gearboxes, and drive systems used across diverse end-user markets, across Industry & Automation, Off-Highway Mobility, and Wind Industries. Bonfiglioli India benefits from the Bonfiglioli Group's global brand equity, built on deep technical expertise and engineering excellence in mechanical and electromechanical power transmission and industrial automation drives.

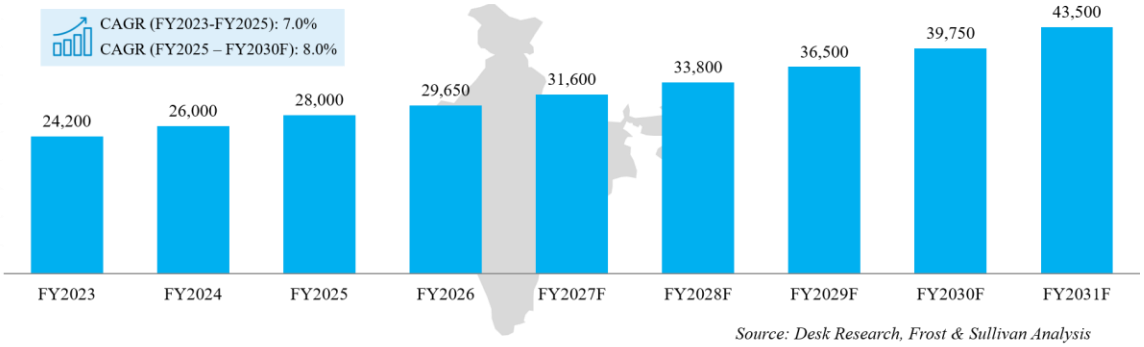
India Industrial Gear Motors Market (<15k Nm) – End-User Market Outlook (2026–2031)

End-user Segments	Key Growth Drivers	Expected CAGR (%) (2026-2031)
Material Handling	Rapid expansion of warehouses, ports, airports, steel & cement plants; automation of conveyors, stackers, reclaimers, cranes; strong demand from bulk handling and intralogistics	7.0 -9.0%
Food & Beverage (F&B)	Capacity additions in dairy, beverages, grain processing, sugar, edible oils; ethanol blending (20% EBP), cold-chain expansion, hygiene-driven plant modernization	7.0 -8.0%
Chemicals & Pharma	Specialty chemicals capacity build-up, CDMO investments, bulk drug parks, process automation, compliance-driven upgrades (safety, precision, reliability)	7.0 -9.0%
Mining	Coal evacuation projects, mine mechanization, conveyorization, crusher & beneficiation plants; minerals critical to energy transition (iron ore, bauxite, lithium-related infra)	6.0 -8.0%
Textiles	Modernization of spinning, weaving, processing; PLI-led man-made fibre investments; technical textiles and export-oriented capacity expansion	5.0 -6.0%
Packaging	Growth in flexible packaging, corrugation, and rigid plastics driven by FMCG, e-commerce, pharma; higher automation in filling, palletizing, and conveying	7.0 -9.0%
Logistics & Warehousing	Grade-A warehousing, cold storage, MMLPs, airport cargo terminals; strong push for mechanized handling, sortation, and energy-efficient drives	10.0 -12.0%
Robotics & Factory Automation	Adoption of industrial robots, AGVs/AMRs, smart factories; OEM-led automation in auto, electronics, metals, and consumer goods	12.0 -15.0%
Biogas / Waste-to-Energy	CBG targets, SATAT scheme, agri-waste utilization, municipal waste processing; rising investments in digesters, compressors, and gas-handling systems	12.0 -14.0%

Industrial Gear Motors (<15k Nm) – India Market Overview

India's gear motor market is becoming the backbone of its automation-driven manufacturing revolution. Compact, efficient, and digitally enabled gear motors are replacing legacy drive systems across factories, warehouses, and process plants.

India market size for Gear Motors (Value in ₹ Mn), Fiscal 2026 – Fiscal 2031F

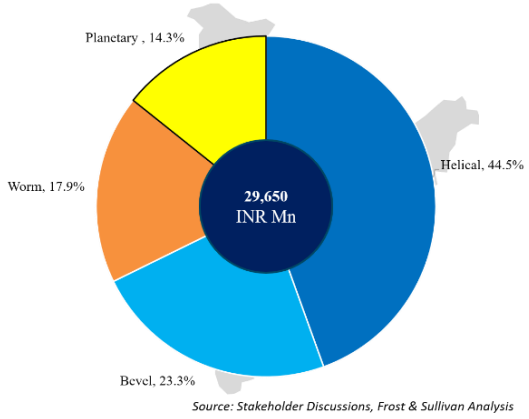


Source: Desk Research, Frost & Sullivan Analysis

India Industrial Gear Motors Market: Segmentation by Product Type

India's industrial gear motors market is dominated by helical gear motors, reflecting their superior efficiency, compact design, and versatility across manufacturing and process industries. Bevel gear motors constitute the next significant segment, gaining traction in cranes, lifting equipment, and heavy-duty material-handling applications, supported by rising infrastructure and logistics investments.

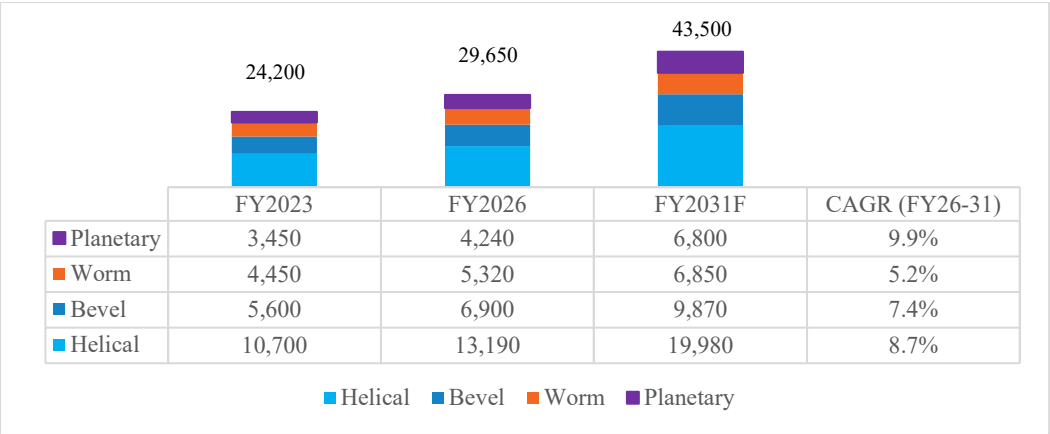
India Industrial Gear Motors, Product-wise Contribution, Fiscal 2026



Source: Stakeholder Discussions, Frost & Sullivan Analysis

Bonfiglioli introduced hollow shaft worm gear motors and inline helical gear motors in India in 2000, leveraging BSPA's established global manufacturing. Their direct shaft-mount design enables compact, efficient installations, driving strong adoption in the Indian market.

India Industrial Gear Motors, Market Split by Product Type, Fiscal 2023 - Fiscal 2026- Fiscal 2031F, ₹ million



	FY2023	FY2026	FY2031F	CAGR (FY26-31)
Planetary	3,450	4,240	6,800	9.9%
Worm	4,450	5,320	6,850	5.2%
Bevel	5,600	6,900	9,870	7.4%
Helical	10,700	13,190	19,980	8.7%

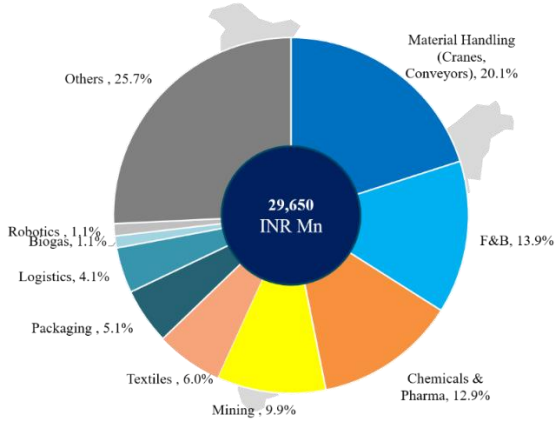
Source: Secondary source, F&S Primary Research, Frost & Sullivan Analysis

Worm gear motors continue to serve value-driven applications that demand simple, low-speed, and compact solutions. However, their relative share is gradually declining as the shift toward higher-efficiency designs occurs. Planetary gear motors, although smaller in overall volume, are rapidly gaining popularity in robotics, packaging, and precision motion systems. Bonfiglioli was one of India's leading planetary gearbox manufacturers by revenue in CY 2025.

India Industrial Gear Motors Market: Segmentation by End-user Markets

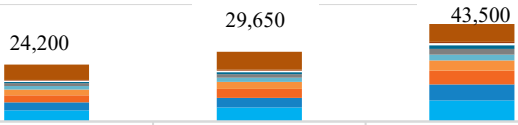
India's industrial gear motor market is entering a phase of sustained growth, driven by twin forces of manufacturing expansion and automation adoption.

India Industrial Gear Motors, End-user Contribution, Fiscal 2026



Source: Stakeholder Interactions, Frost & Sullivan Analysis

India Industrial Gear Motors, Market Split by End-user Segments, Fiscal 2023 - Fiscal 2026- Fiscal 2031F, ₹ million



	FY2023	FY2026	FY2031F	CAGR(FY2026-2031)
Others	6,490	7,630	9,550	4.6%
Robotics	230	330	580	11.9%
Biogas	220	320	500	9.3%
Logistics	950	1,230	2,010	10.3%
Packaging	1,200	1,510	2,350	9.2%
Textiles	1,500	1,790	2,530	7.2%
Mining	2,410	2,950	4,350	8.1%
Chemicals & Pharma	3,100	3,820	5,900	9.1%
F&B	3,300	4,120	6,750	10.4%
Material Handling (Cranes, Conveyors)	4,800	5,950	8,980	8.6%

Source: Secondary source, F&S Primary Research, Frost & Sullivan Analysis

Others include Cement, General Manufacturing, Construction, pulp and paper, Glass, agro equipment, etc.

Material handling and conveyor applications continue to dominate demand and expand further, reflecting the rapid mechanization of factories. High-growth niches, such as robotics and logistics, reflect the nation's shift toward smart manufacturing, that rely heavily on compact, high-torque gear motors. Meanwhile, packaging and textiles are undergoing steady modernization, driven by the replacement of older equipment, as SMEs upgrade to energy-efficient drives. Although mining and other heavy industries maintain a stable baseline demand, their growth is more replacement-oriented. Over ₹50,000 crore is being invested in warehousing and logistics infrastructure under programs such as Gati Shakti and the National Logistics Policy, propelling the logistics sector. Biogas and renewable-linked installations are also rising rapidly, supported by ₹25,000 crore+ in green energy and waste-to-energy projects.

Major OEMs in India source gear motors for a wide range of applications, including conveyors and automated storage systems, packaging machinery, textile equipment, crushers, mixers, and renewable-energy tracking systems. Leading equipment manufacturers such as Godrej Conveyors, Daifuku India, Electromech, AGI Milltec, Lohia, Propel, Metso, Terex, L&T, GMM Pfaudler, Hailstone, Schwing Stetter, Tetra Pak India, Nichrome, Bosch Packaging, and Macpower rely on gear-motor suppliers for critical motion functions across their machinery portfolios.

India Industrial Gear Motors – New and Replacement Demand

New installations are primarily driven by the surge in intralogistics, warehouse automation, packaging, food and beverage (F&B), and process line upgrades. The ongoing shift toward robot-assisted manufacturing, conveyorized assembly, and decentralized drive systems is fuelling demand for modular helical and parallel-shaft gear motors.

At the same time, replacement demand is accelerating as users retire legacy belt-coupled or worm-driven setups in favour of integrated motor-gear units that offer variable speed and digital control compatibility. The rising focus on OEE (Overall Equipment Effectiveness), downtime reduction, and motor efficiency compliance (IE3/IE4 standards) is prompting modernization across various sectors, including automotive, FMCG, pharmaceuticals, and light engineering. Overall, new installations account for around 60% of India's gear motor demand, while replacements contribute the remaining 40%.

India Industrial Gear Motors Market – Key Growth Drivers

i. Expansion of Intralogistics and Warehouse Automation: The rise of e-commerce, 3PL, and manufacturing logistics hubs has accelerated demand for gear motors.

ii. Shift Toward Smart and Decentralized Drives: Industries are moving from centralized motor–gearbox assemblies to integrated gear-motor units with built-in variable-speed drives.

iii. Energy-Efficiency Mandates and IE3/IE4 Adoption: Compliance with IE3/IE4 standards and lower lifecycle energy costs make energy-efficient units a preferred choice for new and retrofit projects.

iv. Rising Automation in Light Manufacturing: The growing adoption of servo-assisted and modular gear motors is enabling faster and more flexible production lines. Increased use of robotics, dosing systems, and synchronized conveyors expands the demand base across SMEs.

v. Surge in Investments Across F&B, Pharma, and Chemicals: New projects in process industries are driving demand for hygienic, corrosion-resistant, and explosion-proof gear motors.

vi. Localization and Make-in-India Manufacturing Push: Global players such as Bonfiglioli, Nord, SEW-Eurodrive, / Indian OEMs are localizing production and assembly, improving cost competitiveness.

vii. Infrastructure and Industrial Corridor Development: New manufacturing clusters, logistics parks, and industrial corridors across -of-s such as Tamil Nadu, Gujarat, and Maharashtra are expanding the addressable market for gear-motor applications.

India Industrial Gear Motors Market – Threats and Challenges

i. Declining demand for worm gear technology - Technological inefficiencies are expected to result in the replacement of worm gear technology by the helical/ bevel-helical, planetary units, etc.

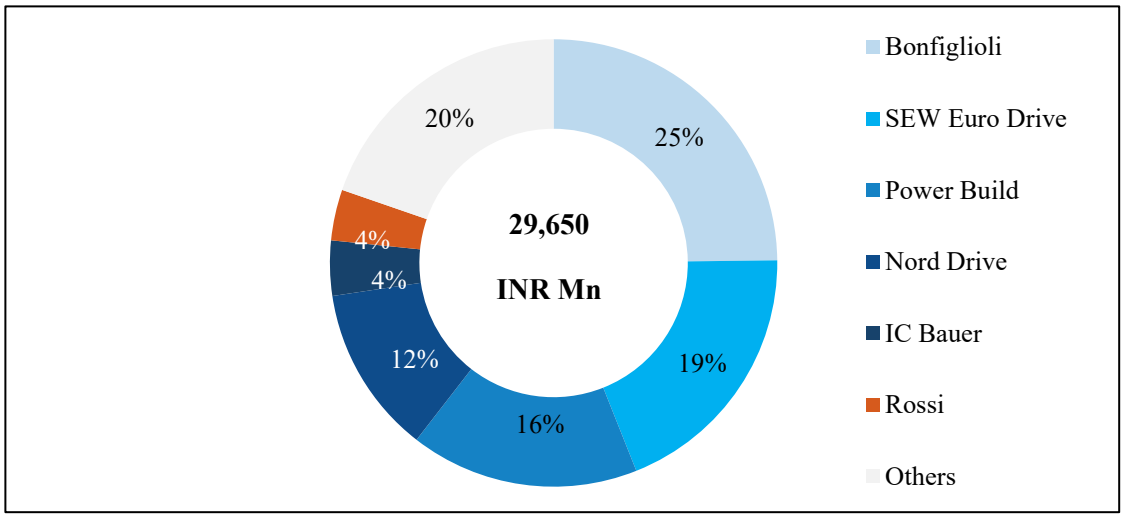
ii. Adoption of Gearless Solutions - Gearless direct drive solutions offer higher power transmission efficiency and reduce maintenance costs. This trend is likely to affect the sales of gear motors negatively. Gearless solutions are likely to be adopted for low-power applications up to 1kW.

iii. Import Dependence: Gear motors depend heavily on imported servo drives, control electronics, and precision gear components, as local manufacturing for these high-spec parts remain limited.

Competitive Landscape – Gear Motors

The Indian gear motors market is relatively consolidated, with around 14 active players competing across diverse end-user industries. Leading players include Bonfiglioli, SEW-Eurodrive, Power Build, and Nord Drive Systems, together accounting for nearly 73.0% of the market share.

India Industrial Gear Motors (<15k Nm), Market Share of Key Players by Value, Fiscal 2026



Source: Secondary source, F&S Primary Research, Frost & Sullivan Analysis

Others – Top Gear Transmission, Rotomag, Brevini, Kavitsu, MGM Varvel, Laxmi Hydraulics, Premium transmission, Shanthi Gears, Importers representing other global brands

Global players dominate through technology leadership, service depth, and strong OEM partnerships, while domestic manufacturers focus on cost-effective, niche, and application-specific designs. Bonfiglioli is one of India's largest technology-led mechanical and electro-mechanical power transmissions and industrial drive solutions providers by revenue for the six months ended June 30, 2026. Bonfiglioli held a 25.0% market share in low and medium-duty gear motors (below 15 kNm) in India based on revenue for CY2025. Bonfiglioli's leadership in India is driven by its ability to deliver comprehensive drive solutions tailored to major OEM requirements, supported by a strong dealer and distribution network that ensures broad market reach. Its robust service and aftermarket infrastructure, including rapid-response support and localized inventory, strengthens customer confidence, especially in high-uptime industries.

The company benefits from a diverse end-user footprint spanning material handling, packaging, logistics automation, renewables, metals, food processing, and general industrial machinery. Local assembly capabilities, a broad product portfolio (including helical, planetary, and precision solutions), and strong engineering collaboration with OEMs enable faster customization and shorter lead times. With its brand reputation, technical expertise, and stable pan-India presence, Bonfiglioli remains one of the most preferred partners in the industrial gear motor and drive solutions market.

OVERVIEW OF GLOBAL MOBILITY SOLUTIONS (DRIVES) USED IN OFF-HIGHWAY APPLICATIONS

Global Mobility Solutions (Drives) used in Off-highway Applications – Overview

The off-highway drive solutions market comprises mechanical, hydraulic, and increasingly electrified drive systems. These include axles, hydrostatic transmissions, planetary drives (wheel, track, slew, winch), and emerging e-axle and central drive systems. Key suppliers include Bonfiglioli, PMP, Dana, Comer Industries, SUNGBO, Bosch Rexroth, Kawasaki, and Nachi, which offer integrated mechanical-to-electric drive portfolios. OEM integration partnerships and modular e-drive platforms are strengthening as end-users demand lower fuel consumption, reduced noise, and digital monitoring.

Regionally, Europe and North America remain technology and innovation hubs, driven by stringent emission regulations and advanced OEM ecosystems. In contrast, the Asia-Pacific, particularly China and India, leads in volume growth, supported by rapid infrastructure development and agricultural mechanization. The sector benefits from a resilient aftermarket base, underpinned by the wear-intensive operating conditions of drivetrain assemblies and the long service lifecycles of off-highway machinery.

Overview of Drive Types Used in Off-Highway and Agricultural Equipment

Drive Type	Drives under this Category	Key Function/ Description	Key Application Areas
Propulsion Drives	Track drives, wheel drives, travel drum and Roller Drives	Enable machine movement by converting engine or motor output into tractive force; designed for high torque, smooth propulsion, and speed control. Typically, planetary gear–based and integrated with hydraulic or electric motors.	Excavators, crawler dozers, loaders, telehandlers, harvesters, forestry equipment, road rollers, compactors
Rotational / Positioning Drives	Swing drives, slew drives, Cutter drives	Provide controlled rotational motion and precise positioning of upper structures or attachments; ensure torque stability, smooth slewing, and accurate load positioning.	Excavators, cranes, drilling rigs, material-handling booms, forestry harvesters
Load Handling Drives	Hoist drives, winch drives, skip/mixer aux drives	Enable lifting, lowering, and controlled movement of loads; designed for high load capacity, safety, and precise speed control under variable duty cycles.	Cranes, telehandlers, forklifts, aerial work platforms, mining and drilling equipment
Material Processing Drives	Drum mixer drives, auger drives, conveyor drives	Power material handling, mixing, and processing functions; optimized for continuous or cyclic duty, torque consistency, sealing, and durability. Predominantly hydraulic, with electric variants emerging.	Transit mixers, self-loading mixers, batching plants, drilling equipment, conveyors

Travel and swing drives form the mobility and manoeuvring core of most off-highway machines, while drum drives cater to continuous rotational applications in construction equipment.

Drive systems such as travel, swing, and drum drives typically account for a relatively small portion of total equipment cost, yet they are fundamental to overall equipment functionality and reliability. In heavy equipment, including excavators, cranes, and mining machinery, travel drives contribute approximately 3-5%, swing drives around 1-2%, and drum or hoist drives about 2-4% of total equipment cost, resulting in a combined drive system cost of roughly 6-10% of the overall machine value. Despite their limited cost share, these drives are mission-critical because they enable all primary motion functions, including movement, rotation, lifting, and load control. The performance, safety, and uptime of the entire machine are directly dependent on the reliability and torque-handling capability of these systems. In practice, a failure in any of these relatively low-cost drive components can immobilize the entire equipment, resulting in significant productivity losses, safety risks, and downstream damage.

Industry Trends in Mobility (Drive) Solutions for Off-Highway Applications

a) **Electrification and Hybridization of Drive Systems:** Off-highway drive technology is gradually evolving from purely conventional hydraulic power transmission toward electro-hydraulic and hybrid drive architectures. Compact and mid-sized machines such as mini-excavators, wheel loaders, and road rollers are leading this transition. The integration of electric motors within travel and drum drives reduces energy loss, fuel consumption, and noise.

b) **Importance of Co-engineering and Customization:** In the off-highway equipment segment, co-engineering and customization are foundational requirements rather than emerging trends. An estimated 60-80% of drive systems are application-specific and jointly designed with OEMs, tailored for use cases such as drum drives in concrete mixers or swing drives in compact excavators. This collaborative development approach ensures optimal system fit, faster validation cycles, and deep integration across mechanical, hydraulic, and control architectures, resulting in higher reliability, superior machine performance, and strong OEM lock-in.

c) **Integrated and Modular Drive Platforms:** OEMs demand modular drive units that combine gearbox, hydraulic or electric motor, and braking systems within compact housing. Such units simplify assembly, improve efficiency, and enable cross-application use (e.g., the same drive platform can be adapted for dozers or pavers).

d) **Efficiency and Compact Design Optimization:** The need for higher torque in smaller envelopes is pushing advances in planetary gear design, reducing overall weight and improving fuel economy.

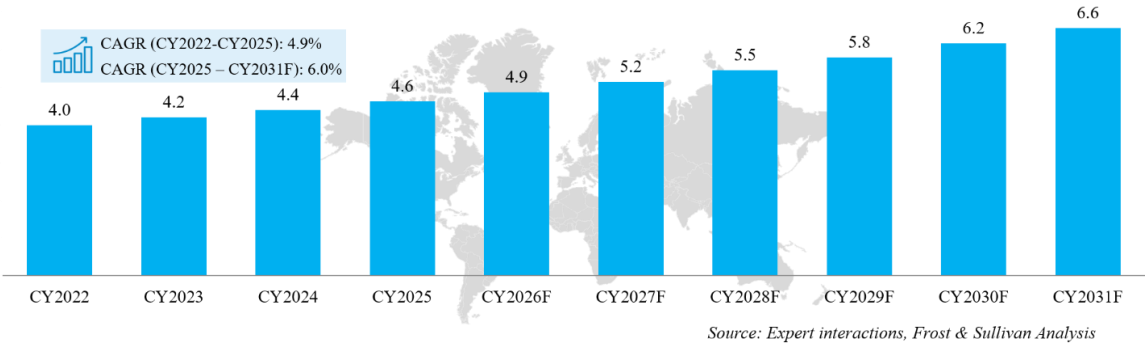
e) **Electromobility in Industrial Drives:** The growth of industrial trucks, forklifts is driving demand for compact electric wheel drives and hub motors with precise speed and braking control. **R&D as a Competitive Differentiator**: Continuous research and development in drive systems focuses on improving torque density, enhancing material durability, integrating electro-hydraulics, and reducing noise. Investments in simulation, testing rigs, and field validation enable manufacturers to tailor drives for extreme duty cycles in mining, excavation, and concrete-handling applications. Companies with strong R&D programs are best positioned to meet evolving emission norms and OEM expectations.

Global Off-Highway Mobility Solutions (Drives) – End-User Market Outlook (2025–2031F)

End-user Segments	Key Growth Drivers	Expected Value CAGR
Construction Equipment (Excavators, Loaders, Dozers)	Global infrastructure investment, urbanisation, fleet renewal, and mechanisation in developing regions.	4.2 -5.0%
Mining Equipment (Haul Trucks, Drills, Loaders)	Rising commodity demand, increasing automation, and remote-operation growth globally.	5.5 -6.5%
Agriculture Equipment (Tractors, Harvesters, Sprayers)	Mechanisation in emerging markets, precision farming, and electrification trends globally.	4.0 -5.0%
Road Construction Machinery (Pavers, Compactors, Rollers)	Global road/airport infrastructure projects, resurfacing, urban development, fleet refresh.	5.0 -6.0%
Concrete & Mixer Equipment (Transit Mixers, Self-Loading Mixers)	Global growth in ready-mix concrete, urban construction, rental fleets, and more rigid emission/noise norms.	5.0 -6.0%
Material Handling Equipment (Telehandlers, Forklifts, Compact Loaders in Off-Highway Use)	Global warehousing & logistics growth, smart factory trend, and electrification of material-handling vehicles.	5.5 -6.0%

Global off-Highway Mobility Solutions (Drives) – Market Size and Forecast

Global Off-Highway market size for Mobility solutions (Drives), (Value in USD Bn), Calendar Year 2025 - Calendar Year 2030E



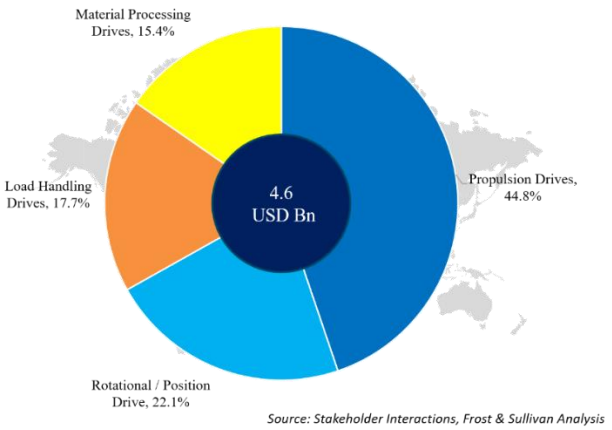
Source: Expert interactions, Frost & Sullivan Analysis

Demand for Mobility Solutions (Drives) used in Off-Highway applications is driven by High equipment utilization in core sectors (mining, construction, roads, agriculture), strong replacement cycles and OEM demand for reliable, rugged, high-torque drivetrain systems. The future growth is driven by the electrification of off-highway equipment, demand for energy-efficient and digitally monitored drives, the expansion of infrastructure and mining projects, and the OEM push towards integrated drive systems.

Global off-Highway Mobility Solutions (Drives) Market: Segmentation by Product Type

Driven by rising demand for excavators, cranes, and construction/mining machinery, the global market for mobility drive systems has evolved into a multi-billion-dollar segment dominated by planetary gear solutions.

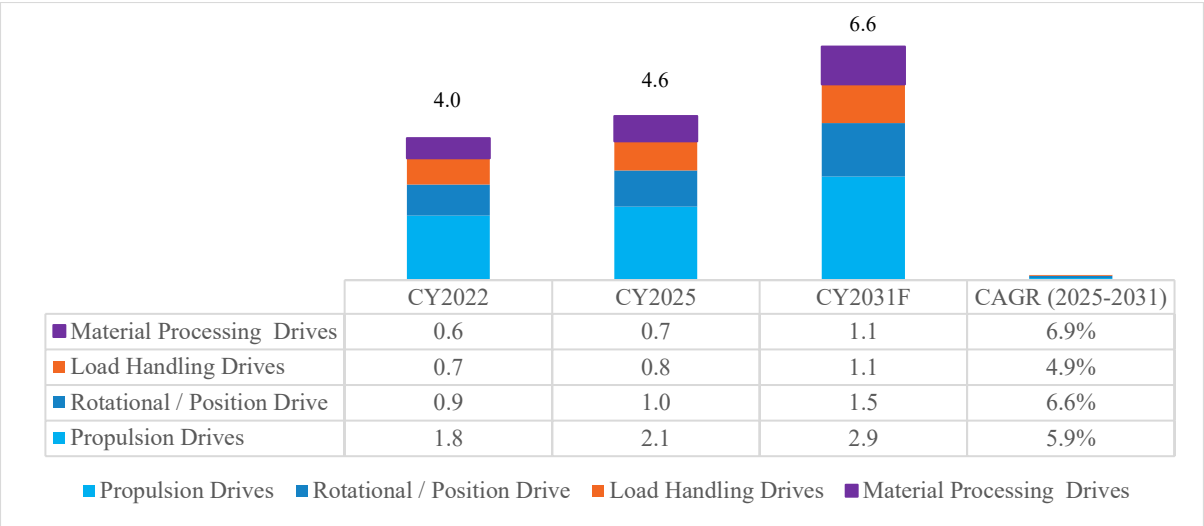
Global Off-Highway Mobility solutions (Drives), Product-wise Contribution, Calendar Year 2025



Source: Stakeholder Interactions, Frost & Sullivan Analysis

Note: 1) Propulsion Drives include Track, Wheel, and Roller Drives, 2) Rotational/ Position Drives include Swing and Cutter Drives, 3) Load Handling Drives include Hoist, skip/mixer aux drives, 4) Material Processing drives include Mixer Drum, auger/conveyor drives

Global Off-Highway Mobility solutions (Drives), Market Split by Product Type, Calendar Year 2022 - Calendar Year 2025- Calendar Year 2031F, USD Billion

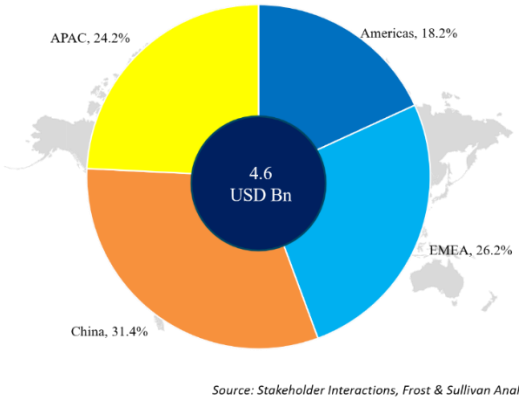


	CY2022	CY2025	CY2031F	CAGR (2025-2031)
Material Processing Drives	0.6	0.7	1.1	6.9%
Load Handling Drives	0.7	0.8	1.1	4.9%
Rotational / Position Drive	0.9	1.0	1.5	6.6%
Propulsion Drives	1.8	2.1	2.9	5.9%

Propulsion drives remain the largest value pool, and contributes to nearly half of the total market. Rotational/position drives are smaller today but show the fastest growth driven by automation in excavators, mining, and material-handling equipment. Load-handling drives grow moderately as adoption remains functional rather than innovation-led, while material-processing drives accelerate on the back of rising infrastructure and aggregate demand.

Global off-Highway Mobility Solutions (Drives) Market: Segmentation by Regions

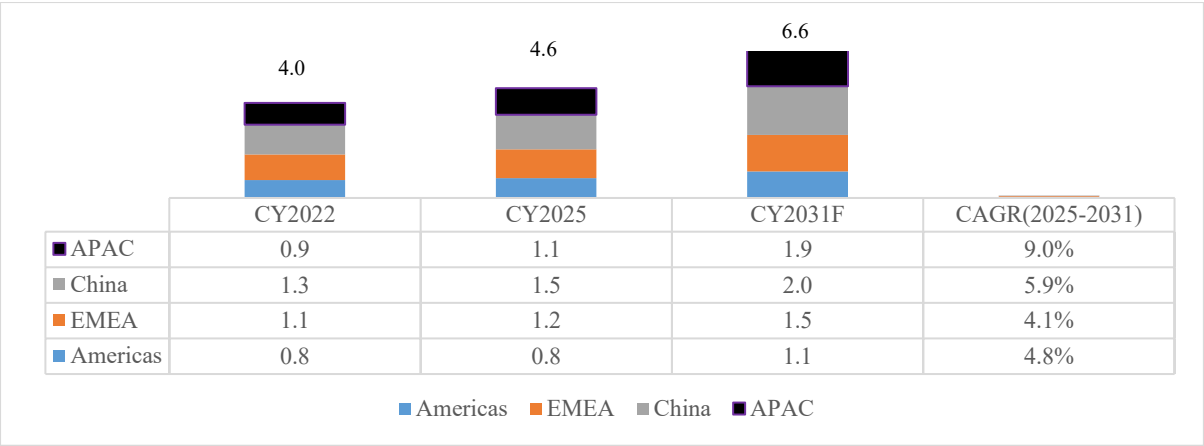
Global Off-Highway Mobility Solutions (Drives), Region-wise Contribution, Calendar Year 2025



Source: Stakeholder Interactions, Frost & Sullivan Analysis

APAC includes India, South East Asia (Excl. China), Australia, New Zealand, Japan, and Korea

Global Off-Highway Mobility Solutions (Drives), Market Split by Regions, Calendar Year 2022 - Calendar Year 2025- Calendar Year 2031F, USD Billion



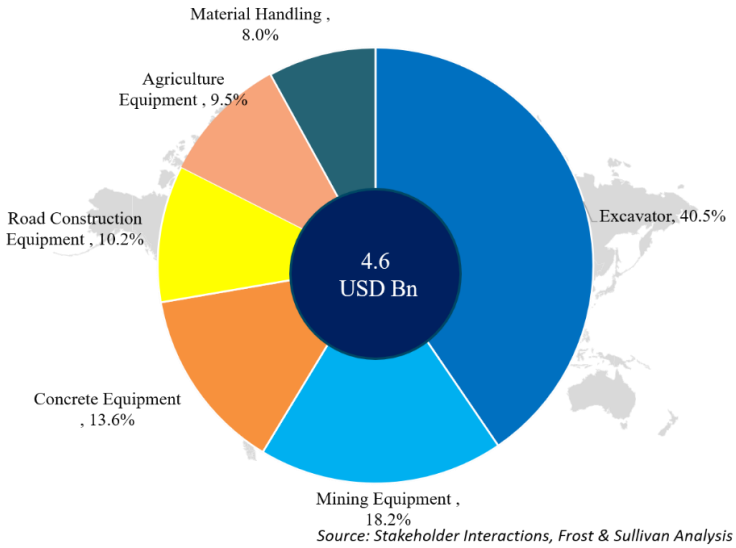
	CY2022	CY2025	CY2031F	CAGR(2025-2031)
APAC	0.9	1.1	1.9	9.0%
China	1.3	1.5	2.0	5.9%
EMEA	1.1	1.2	1.5	4.1%
Americas	0.8	0.8	1.1	4.8%

APAC includes India, South East Asia (Excl. China), , Australia, New Zealand, Japan, and Korea

APAC (Excluding China) emerges as the fastest-growing region with a strong 9.0% CAGR. The EMEA region grows at a slower rate of 3.1%, reflecting equipment replacement cycles rather than new fleet expansion. In comparison, the Americas maintain steady growth at 4.8%, led by agriculture, rental fleets, and mining projects. By 2030, APAC, led by China and India, is expected to account for ~55% of global off-highway equipment consumption. China remains the largest demand centre, driven by mining and infrastructure renewal, while India is the fastest-growing market, supported by infrastructure expansion and rising mechanization. Southeast Asia (Indonesia, Vietnam) and Australia add steady demand through mining, plantations, and earthmoving activities, reinforcing Asia's position as the global demand hub. For drive suppliers, this means localization, co-engineering, and supply-chain footprint in Asia will be essential to win in the next cycle.

Global off-Highway Mobility Solutions (Drives) Market: Segmentation by End-user Segments

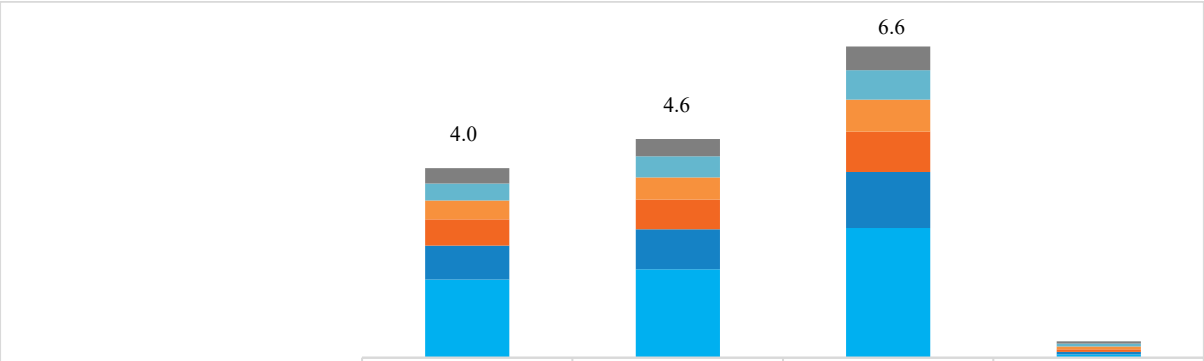
Global Off-Highway Mobility Solutions (Drives), End-user Contribution, Calendar Year 2025



Source: Stakeholder Interactions, Frost & Sullivan Analysis

Construction and earthmoving equipment accounts for the largest share due to the high volumes of excavators, loaders, and compact equipment. Road construction equipment contributes a substantial and growing portion, driven by sustained infra investments. Concrete equipment accounts for a significant share as markets shift toward mechanized RMC operations. Material handling equipment also holds a sizeable slice, supported by expanding warehousing, logistics hubs, and industrial automation.

Global Off-Highway Mobility Solutions (Drives), Market Split by End-user Segments **Calendar Year 2022 - Calendar Year 2025- Calendar Year 2031F, USD Billion**



	CY2022	CY2025	CY2031F	CAGR(2025-2031)
Material Handling	0.3	0.4	0.5	5.1%
Agriculture Equipment	0.4	0.4	0.6	5.9%
Road Construction Equipment	0.4	0.5	0.7	6.3%
Concrete Equipment	0.6	0.6	0.9	5.1%
Mining Equipment	0.7	0.8	1.2	5.8%
Excavator	1.7	1.9	2.7	6.6%

The off-highway drives market is expected to grow strongly from Calendar Year 2022 to Calendar Year 2031F, led by excavators, which remain the largest segment. Overall, the mix indicates a clear shift toward high-volume construction machinery and stable demand across mining, road building, and agri mechanization.

Global off-Highway Mobility Solutions (Drives) Market – New and Replacement Demand

Globally, demand for off-highway drives is split between new equipment installations and replacement/retrofit cycles, with the mix varying significantly by region and equipment type. In 2024, new demand accounts for 55–58% of total drive consumption. This is especially evident in excavators, loaders, mining dumpers, and road construction equipment, where OEM production volumes directly drive demand for propulsion, rotational, and load-handling drives.

Replacement demand accounts for the remaining 42–45%, driven by the aging fleet, high utilization rates, and stricter uptime requirements, particularly in mature markets such as the Americas and EMEA. In these regions, the large installed base ensures a predictable replacement cycle of 5–7 years for propulsion and position drives and 3–5 years for load-handling and material-processing drives. By 2030, the mix will gradually shift to ~60% new demand, driven by APAC-led machine population growth, while replacement demand will remain a stable, high-margin revenue pool. Across all regions, increased electrification, higher torque density, and digitalisation of drive systems will further accelerate replacement needs.

Global off-Highway Mobility Solutions (Drives) Market– Key Growth Drivers

i. **Infrastructure & Construction Upswing:** Global infrastructure expansion continues to uplift demand for concrete mixers, compactors, pavers, and road-building machinery

ii. **Rise of RMC & Modern Concrete Ecosystems:** The shift from site-mixed to Ready-Mix Concrete (RMC) accelerates adoption of transit mixers, batching plants, and boom pumps, driving strong demand for mixer drum drives, conveyor/auger drives, and auxiliary handling drives.

iii. **Pavement Modernisation & Asphalt Recycling:** Mechanised paving, milling, soil stabilisation, and asphalt recycling create consistent pull for high-torque propulsion drives, precision cutter drives, and swing/position drives.

iv. **Mechanisation in Global Agriculture:** Labour scarcity, improved farm incomes, and precision agri trends are boosting sales of tractors, harvesters, sprayers, and balers, driving growth in axle drives, PTO/auxiliary drives, and rotational/position drives.

v. **Expansion of Warehousing & Logistics:** Warehousing, e-commerce logistics, industrial automation are accelerating adoption of forklifts, telehandlers, reach stackers, skid-steers, expanding demand for hoist drives, fork tilt drives, auxiliary drives, and precision position drives.

vi. **Mining, Aggregates & Quarrying Growth:** Rising commodity extraction drives utilisation of large mining fleets, boosting new installations and replacement cycles for propulsion, swing, and load-handling drives.

Global off-Highway Mobility Solutions (Drives) Market– Threats and Challenges

i. **High Cyclicality of Construction & Mining Markets:** Economic cycles, commodity volatility, infra funding delays, and election-linked spending slowdowns → immediate drops in drive demand.

ii. **Rising Shift Toward Electrification & Motorisation for compact machines:** The move toward electric drives and integrated motor-drive units represents a long-term transition rather than an immediate threat to hydrostatic and mechanical drive suppliers.

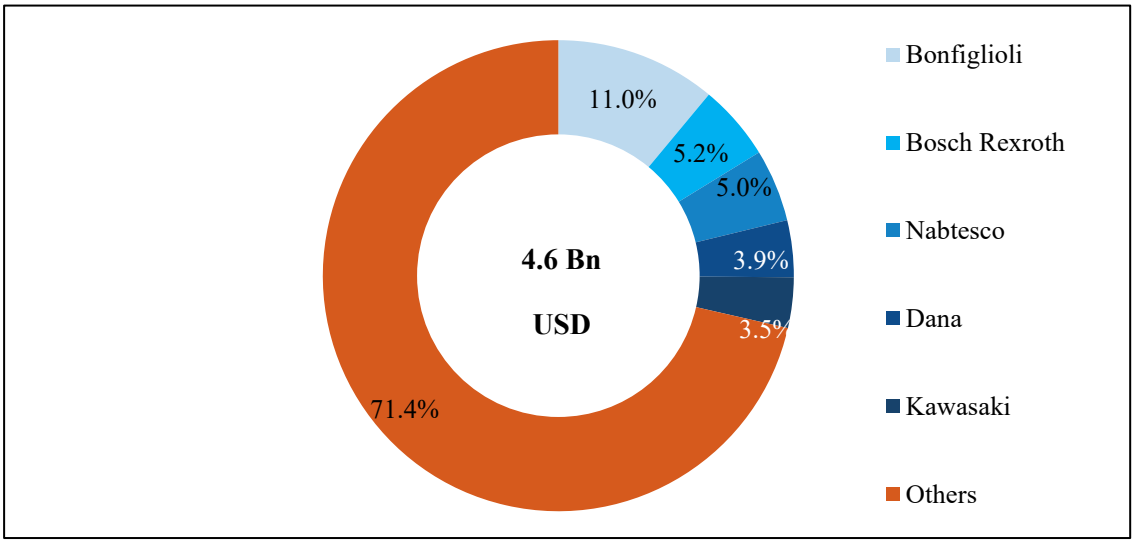
iii. **OEM Backward Integration Risk:** Large global OEMs are selectively developing in-house propulsion, swing, and auxiliary drive capabilities. While this creates pressure on Tier-1 suppliers in specific high-volume or strategically critical segments, most OEMs continue to rely on external partners for complex, customized, and heavy-duty drive solutions.

iv. **Margin Pressure from Low-Cost Asian Competitors:** Chinese, Korean, and Turkish manufacturers continue to expand aggressively through competitive pricing. However, the impact on suppliers with strong R&D, co-engineering, and application-specific design capabilities remains limited, as OEMs prioritize performance reliability, system integration, and lifecycle support.

v. **High Wear, Harsh Duty Cycles & Reliability Expectations:** Off-highway drives operate in extreme load, shock, temperature, and dust conditions. Failures lead to expensive downtime, forcing suppliers to maintain high design margins and testing costs, which in turn reduces profitability.

Competitive Landscape

Global Off-Highway Mobility Solutions (Drives), Market Share of Key Players by Value, Calendar Year 2025



Source: Secondary source, F&S Primary Research, Frost & Sullivan Analysis
Others include captive players, Nachi, KYB, PMP, Comer Industries etc.

Bonfiglioli accounts for over 11.0% of total market share, underscoring the importance of deep OEM integration and in-house strategies in critical applications. Bosch Rexroth (5.2%), Nabtesco (5.0%), Dana (3.9%), and Kawasaki (3.5%) form a competitive mid-tier, primarily focused on specific platforms or regional OEM relationships rather than broad dominance. The sizeable "Others" segment (71.4%) indicates a highly fragmented supplier base, driven by regional players and application-specific solutions, resulting in sustained price competition outside Tier-1 OEM programs. Overall, scale, co-engineering capability, and long-term OEM partnerships remain the key differentiators for consolidating market share. A significant force reshaping the lower half of the market is the rapid rise of Chinese drive manufacturers, with 20-25+ active players, including Doosan's Chinese supply chain partners, Bonny, XCMG Transmission, Linde Hydraulics China, Bosonic, and several hydraulic motor makers in Zhejiang, Jiangsu, and Shandong. These companies compete aggressively on price, dominate the local excavator (5-20 ton) and loader segments, and increasingly supply global OEMs through cost-competitive, high-volume platforms. While individual shares are small, collectively, Chinese players contribute around 25% of the global "Others" segment.

Overview of India Mobility Solutions (Drives) used in Off-Highway Applications

Overview of India Off-Highway Mobility Solutions (Drives) Market

India's off-highway drives market is accelerating on the back of a strong infrastructure cycle, expanding mining activity, and rising mechanization across agriculture and material handling. Massive public capital expenditure continues to drive demand for excavators, loaders, compactors, and cranes, prompting OEMs to develop more rugged and energy-efficient drive systems. In agriculture, harvesters and self-propelled sprayers are increasingly adopting more sophisticated transmissions, hydrostatic systems, and emerging electric-drive architectures. Meanwhile, India's warehousing and logistics expansion is driving demand for material-handling equipment, making these applications among the fastest-growing for drive systems. Localization is reshaping the value chain as Indian suppliers produce planetary drives, axles, gear systems, and electro-hydraulic modules at competitive cost.

Key Industry Trends for the India Off-Highway Mobility Solutions (Drives) Market

i. **Infrastructure & Mining Supercycle -** Record investments in highways, metros, bridges, ports, mining.

ii. **Electrification & Hybridization Momentum** - OEMs are piloting electric forklifts, hybrid excavators, and battery-electric compact equipment.

iii. **Localization of Drivetrain Components -** Under "Make in India," OEMs are localizing gearboxes, hydrostatic drives, planetary drives, and motor-gear assemblies.

iv. **Shift to High-Efficiency, Low-Maintenance Drives -** India's dusty, heat-heavy environment is pushing adoption of high-torque-density motors, improved gear geometry, better cooling systems, and low-wear materials to reduce failures and maintenance costs.

India Off-Highway Mobility Solutions (Drives) – End-User Market Outlook (2026–2031)

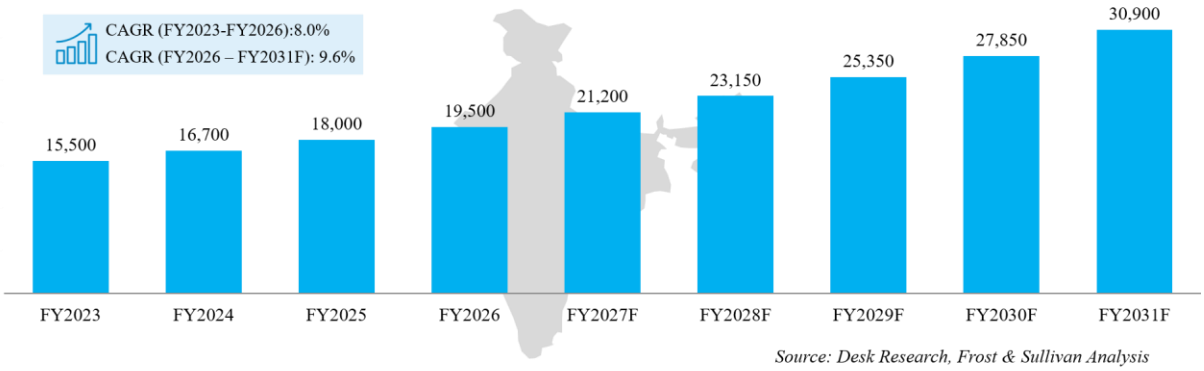
End-user Segments	Key Growth Drivers	Expected CAGR (2026-2031)
Construction Equipment (Excavators, Loaders, Dozers)	Driven by the ₹111 lakh crore NIP and PM Gati Shakti, ongoing highway, metro, airport, and industrial corridor expansion keeps demand strong for earthmoving equipment and associated drive systems.	10.0 – 11.0%
Mining Equipment (Haul Trucks, Drills, Loaders)	Coal India's multi-thousand-crore annual capital expenditure and mine auctions, which generate over ₹41,000 crore in new investment, are strengthening demand for heavy mining equipment.	7.0-8.0%
Agriculture Equipment (Tractors, Harvesters, Sprayers)	The agricultural equipment segment is driven by SMAM mechanization support, large agricultural budget allocations, the ₹1 lakh crore AIF, and PMKSY's ₹6,520 crore expansion, all of which are boosting machinery demand.	8.0-10.0%
Road Construction Machinery (Pavers, Compactors, Rollers)	National highway expansion, city road upgrades, resurfacing cycles, runway works, and fleet modernization drive steady demand	8.0-9.0%

End-user Segments	Key Growth Drivers	Expected CAGR (2026-2031)
	for paving and compaction drives. The government has identified 434 projects under the PM Gati Shakti initiative with an outlay of Rs. 11.17 lakh crore to improve multimodal connectivity and logistics infrastructure.	
Concrete & Mixer Equipment (Transit Mixers, Self-Loading Mixers)	Urban real estate, metro, and industrial construction push strong demand for mixer drives as RMC usage expands across Tier 1–3 cities. Under the Pradhan Mantri Awas Yojana (PMAY-U 2.0), the Government has approved a ₹10 lakh crore investment for urban housing, with ₹2.30 lakh crore of direct government assistance over five years.	9.0-10.0%
Material Handling Equipment (Telehandlers, Forklifts, Compact Loaders in OHW Use)	Warehousing, 3PL, cold chain, and FMCG/pharma logistics are driving the rapid adoption of forklifts, telehandlers, and compact loaders equipped with modern drive modules.	9.0-10.0%

Bonfiglioli plans to further strengthen its Off-Highway and Mobility Solutions vertical by focusing on equipment segments expected to benefit from sustained growth across India's infrastructure, mining, agriculture, housing, and logistics sectors. India's off-highway drive market is anticipated to enter a technology upgrade and localisation phase, with OEMs transitioning toward more efficient, digitally optimised, and locally sourced drive architectures.

India Off-Highway Mobility Solutions (Drives) – Market Size and Forecast

India Off-Highway market size for Mobility solutions (Drives), (Value in ₹ Mn), Fiscal 2023 – Fiscal 2031E

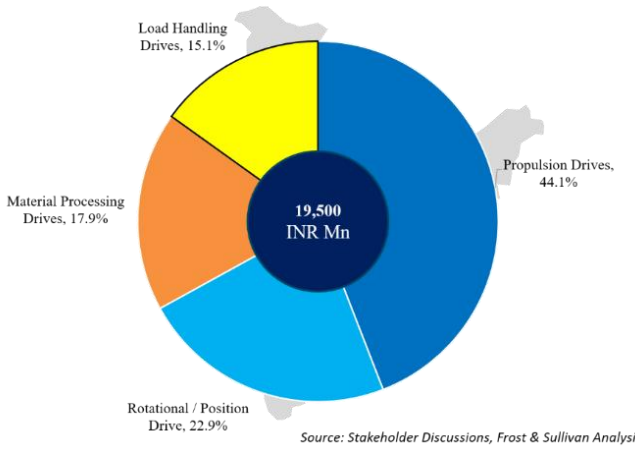


Source: Desk Research, Frost & Sullivan Analysis

India's drive market grew at a 8.0% CAGR from Fiscal 2023 to Fiscal 2026 and is expected to accelerate further, reaching a 9.6% CAGR through Fiscal 2031. Excavators, concrete equipment, and material-handling machinery lead growth. Rising fleet utilization and rental penetration are driving up replacement cycles, while localization and the emergence of hybrid/electric platforms are enhancing long-term resilience.

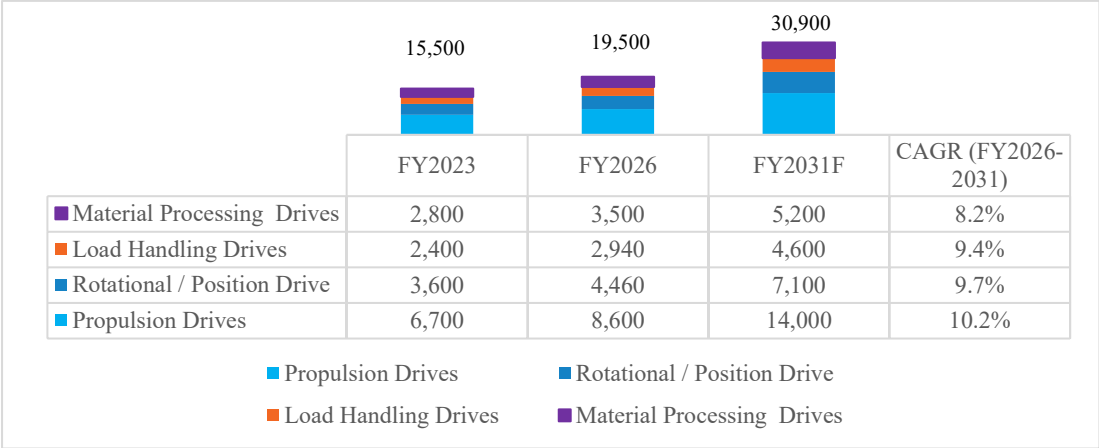
India Off-Highway Mobility Solutions (Drives) Market: Segmentation by Product Type

India Off-Highway Mobility solutions (Drives), Product-wise Contribution, Fiscal 2026



Note: 1) Propulsion Drives include Track, Wheel, and Roller Drives, 2) Rotational/ Position Drives include Swing and Cutter Drives, 3) Load Handling Drives include Hoist, skip/mixer aux drives, 4) Material Processing drives include Mixer Drum, auger/conveyor drives.

India Off-Highway Mobility solutions (Drives), Market Split by Product Type, Fiscal 2023 - Fiscal 2026- Fiscal 2031F, ₹ Million



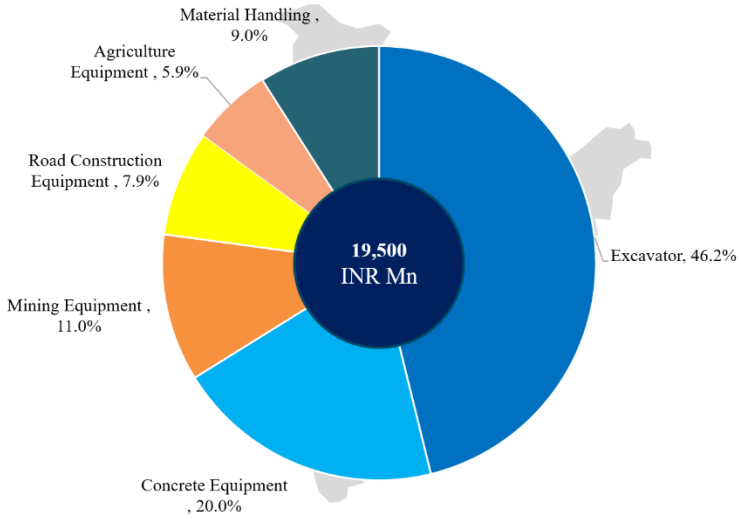
	FY2023	FY2026	FY2031F	CAGR (FY2026-2031)
Material Processing Drives	2,800	3,500	5,200	8.2%
Load Handling Drives	2,400	2,940	4,600	9.4%
Rotational / Position Drive	3,600	4,460	7,100	9.7%
Propulsion Drives	6,700	8,600	14,000	10.2%

Propulsion drives remain the most significant and fastest-growing category, increasing from ₹6,700 million in Calendar Year 2023 to ₹14,000 million by Calendar Year 2031, driven by strong demand for excavators, loaders, and material handling equipment.

India off-Highway Mobility Solutions (Drives) Market: Segmentation by user Segments

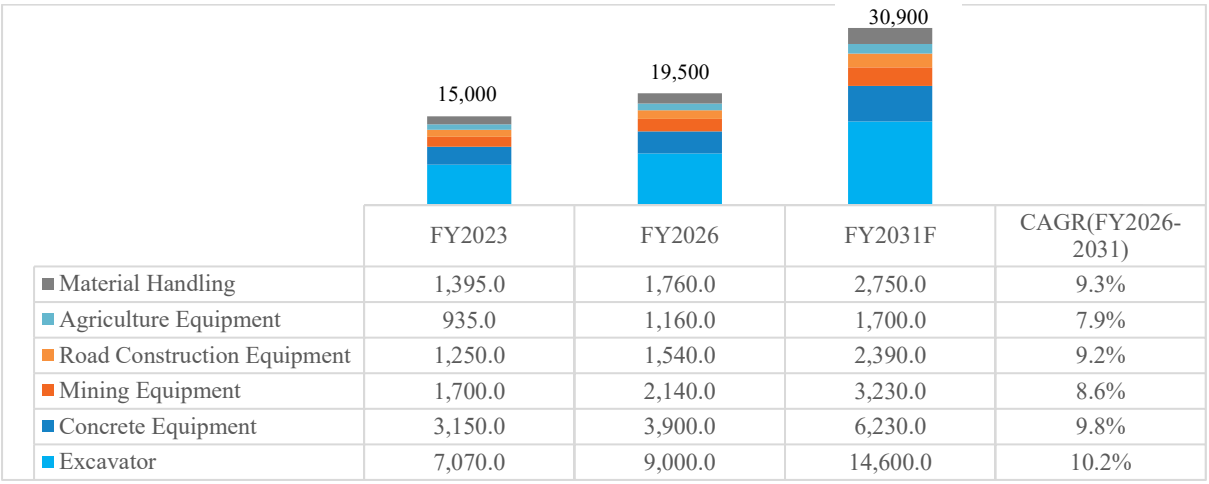
Excavators remain the dominant segment owing to high drivetrain intensity and widespread use across infrastructure and mining projects. Concrete equipment, material handling, and mining are major contributors, followed by agriculture and road equipment, which provide smaller but steady shares due to lower drivetrain complexity.

India Off-Highway Mobility Solutions (Drives), End-user Contribution, Fiscal 2026



Source: Stakeholder Interactions, Frost & Sullivan Analysis

India Off-Highway Mobility Solutions (Drives), Market Split by End-user Segments, Fiscal 2023 - Fiscal 2026- Fiscal 2031F, ₹ Million



	FY2023	FY2026	FY2031F	CAGR(FY2026-2031)
Material Handling	1,395.0	1,760.0	2,750.0	9.3%
Agriculture Equipment	935.0	1,160.0	1,700.0	7.9%
Road Construction Equipment	1,250.0	1,540.0	2,390.0	9.2%
Mining Equipment	1,700.0	2,140.0	3,230.0	8.6%
Concrete Equipment	3,150.0	3,900.0	6,230.0	9.8%
Excavator	7,070.0	9,000.0	14,600.0	10.2%

Excavators remain the largest demand driver, growing from ₹7,070 Mn in Fiscal 2023 to ₹14,600Mn by Fiscal 2031, supported by strong infrastructure and mining activity. Concrete equipment and road construction machinery also show robust growth, driven by rapid urban development, RMC adoption, and national highway expansion. Material handling is one of the fastest-growing segments, with a 9.3% CAGR, fuelled by India's warehousing and logistics boom. Mining equipment continues to expand steadily as coal production targets and private participation increase.

Bonfiglioli continues to strengthen market access and deepen customer relationships while maintaining a strong focus on cost effectiveness. This is driven by prioritizing high-growth business verticals particularly agriculture and concrete equipment and targeting rapidly expanding OEMs as key customers.

India off-Highway Mobility Solutions (Drives) Market – New and Replacement Demand

India's drives market remains predominantly driven by new equipment additions (90%), reflecting strong capex activity across infrastructure-linked sectors. Replacement demand is structurally lower today (10%) but is

expected to rise as utilization increases and the installed base matures. However, ongoing OEM focus on higher durability and lifecycle optimization is likely to temper replacement intensity over time.

India Off-Highway Mobility Solutions (Drives) Market– Key Growth Drivers

i. **Infrastructure Capex Boom -** Record investments are driving sustained demand for excavators, loaders, compactors, etc., boosting the need for high-torque and high-reliability drive systems.

ii. **Mining Expansion & Mechanisation -** India's goal of ~1.5 billion tonnes of coal production by 2030 and expanded commercial coal mine auctions attracting over ₹41,400 crore in investment, are creating strong demand for heavy-duty drives, planetary gear systems, etc.

iii. **Shift Toward Hybrid/Electric Drive Systems -** Urban construction, warehouses, mines, and emission-sensitive zones are adopting hybrid and electric equipment.

iv. **Global Platform Sourcing by OEMs -** International OEMs are using India as an export base for drive systems because Indian suppliers can deliver planetary drives, gearboxes, axles, and e-drive components at globally competitive cost.

v. **China+1 Manufacturing Shift -** Global OEMs and Tier-1 suppliers are diversifying away from China. India is benefiting from rising exports of drivetrains, gear systems, etc.

vi. **Strong Growth in Emerging Markets -** Africa, Middle East, Southeast Asia, and Latin America are investing heavily in infrastructure and mining, creating export demand for India-produced drives.

India Off-Highway Mobility Solutions (Drives) Market– Threats and Challenges

i. **Fragmented OEM Demand & Customisation Pressure:** India's off-highway market is highly fragmented, with OEM demand distributed across numerous small and mid-sized manufacturers. The resulting variation in drive requirements increases engineering complexity and limits suppliers' economies of scale.

ii. **Rental Market Affecting Purchasing Cycles:** A significant portion of Construction and Material handling equipment in India is operated on a rental basis. Rental companies tend to delay replacements during downturns, which directly impacts demand for new drives and pushes the market toward low-cost replacements and reconditioned units.

iii. **Intense Competition from Low-Cost Asian Suppliers:** Chinese and Southeast Asian manufacturers continue to offer cheaper planetary, track, and slew drives. For many price-sensitive Indian OEMs, procurement decisions are increasingly driven by upfront cost considerations.

iv. **Supply Chain Gaps for High-Precision Machining:** India still lacks the scale required for ultra-precision mfg., necessary for high-torque, compact, and low-noise drives and e-drive gears.

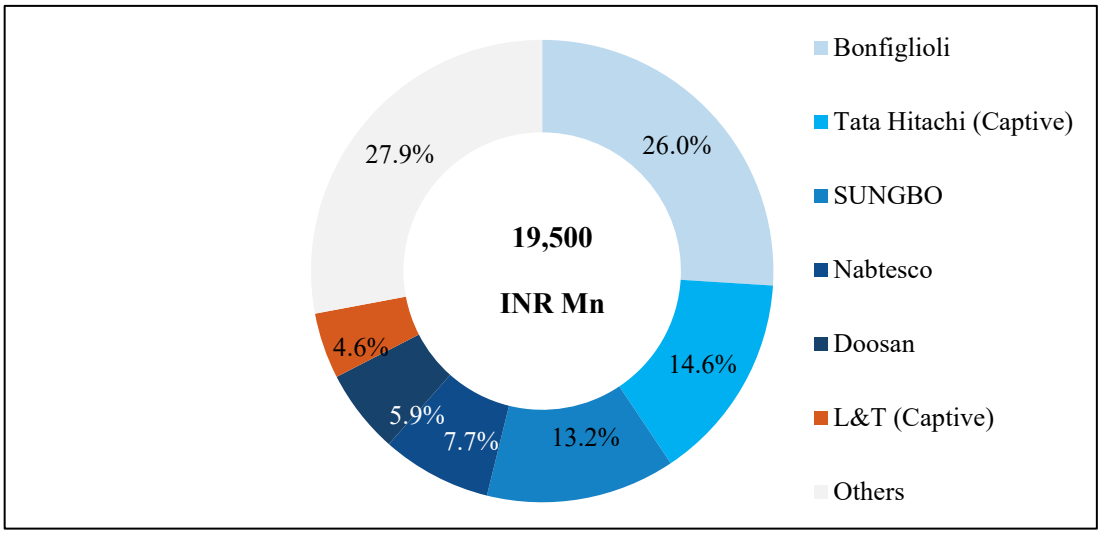
Competitive Landscape

Bonfiglioli leads the Indian off-highway drives market with a substantial 26.0% share, supported by broad application coverage across excavators, concrete equipment, mining machinery, and material-handling platforms, strong localization, deep OEM partnerships, and one of the largest service footprints. Tata Hitachi (14.6%) and L&T (4.6%) maintain captive strength, limiting supplier entry into major platforms. SUNGBO (13.2%) competes strongly in compact/mid-size excavators, Nabtesco (7.7%) remains a preferred travel drive partner for Japanese/Korean OEMs, and Doosan (5.9%) retains a niche through captive integration. The lower end is fragmented and dominated by Chinese, Korean, and local suppliers, particularly across the 5–20 ton excavator and loader segments.

Barriers to entry in India's off-highway drives market remain moderate to high, owing to fragmented OEM demand, application-specific engineering requirements, and limited scope for platform standardization. New suppliers must navigate lengthy OEM qualification and field-validation processes, meet stringent reliability requirements in demanding operating environments, and address strong price sensitivity. Established incumbent relationships and the requirement for a robust service and aftermarket network further restrict new market entry. Bonfiglioli held approximately a 32.0% market share in India's off-highway mobility segment among non-captive players, by revenue, in CY2025.

As of June 30, 2026, Under the Off-Highway Mobility industry, Bonfiglioli is among the few suppliers globally (and largest in India) whose gearbox solutions used across propulsion, swing, and load-handling applications span a wide torque range from 1,000 Nm to 3,000 kNm, enabling coverage across diverse off-highway equipment applications such as excavators, concrete mixers, mining equipment, road construction machinery, agriculture, and material handling.

India Off-Highway Mobility Solutions (Drives), Market Share of Key Players by Value, Fiscal 2026



Source: Secondary source, F&S Primary Research, Frost & Sullivan Analysis

Others include KYB, PMP, Kawasaki, etc.

Analysis of BTPL's OEM (Off-Highway Mobility Solutions (Drives) Customers

Bonfiglioli is a key supplier to several leading OEMs, supported by its strong localization and co-engineering capabilities, proven product reliability, and broad application coverage, positioning it as a preferred partner for OEMs scaling rapidly amid India's infrastructure and mechanization growth.

OVERVIEW OF GLOBAL WIND SOLUTIONS MARKET

Global Wind Solutions (Drives) Market – Overview

The global wind energy market has grown rapidly over the past decade, and this expansion has directly increased demand for high-reliability drive systems used inside modern wind turbines. Global OEMs such as Vestas, Siemens Gamesa, GE, Goldwind, and Envision increasingly rely on precision-drive suppliers capable of meeting strict offshore and onshore performance standards.

Overview of Yaw and Pitch Drives Used in Wind Energy (Turbines)

Globally, demand for Yaw and Pitch drives continues to rise in line with the rapid expansion of onshore and offshore wind installations, especially large multi-MW and next-gen 10-15 MW turbines. Yaw and Pitch Drives together typically account for ~3% of the total wind turbine cost.

Drive Type	Key Function/ Description	Key Application Areas
Yaw Drive	A rotational drive system that turns the entire nacelle to face the wind direction for maximum energy capture.	• Aligning the turbine with the wind direction • Reducing yaw misalignment losses • Ensuring optimal aerodynamic performance • Stabilizing nacelle rotation under varying winds
Pitch Drive	Drive mechanism that adjusts the angle of each rotor blade to regulate power output and rotor speed.	• Controlling blade pitch during high winds • Increasing/decreasing aerodynamic lift • Ensuring safe shutdown during storms

Drive Type	Key Function/ Description	Key Application Areas
		• Optimizing energy production under fluctuating wind speeds

Lower-quality yaw and pitch drives degrade a turbine's ability to optimally face the wind or adjust blade angles, reducing annual energy production by 2-6% and increasing fatigue loads on blades and bearings. As turbine capacity increases, the mechanical loads rise disproportionately, demanding stronger, faster, and more precise drive systems. Yaw and drives must support higher torque and incorporate improved redundancy and faster actuation to manage larger pitch rotors.

Global Industry Trends for the Drives used in the Wind Energy Segment

A) Shift Toward Larger Turbines: Wind turbines are getting bigger in rotor diameter and hub height, which significantly increases torque loads on pitch and yaw drives. This pushes OEMs to adopt stronger, higher-capacity drive systems.

B) Offshore Growth Demanding Extreme Reliability: Offshore projects expose drive systems to harsh conditions like salt corrosion, high humidity, and dynamic mechanical stress. This forces the adoption of more durable, sealed, and corrosion-resistant drive designs.

C) R&D as a Competitive Differentiator: As turbines scale rapidly, R&D investment in stronger gears, smarter controls, and optimized materials is becoming essential. R&D now defines long-term competitiveness in the drive ecosystem.

D) Growing Need for Co-Engineering: Turbine OEMs increasingly require suppliers to co-engineer pitch and yaw systems around specific load profiles, duty cycles, and site conditions. This includes precise torque sizing, interface alignment, control integration, and performance optimisation at the design stage. Co-engineering reduces reliability risks, accelerates commissioning, and improves lifecycle performance as turbine ratings increase. For suppliers, early design lock-in creates high switching costs, deeper OEM dependence, and long-term, platform-level partnerships rather than transactional supply.

Global End-user Market (Wind Turbines) Growth – Overview

Onshore

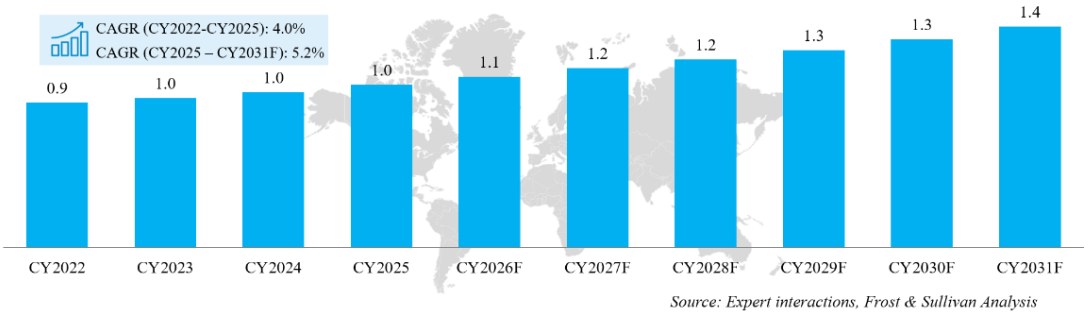
In Asia Pacific, China and India are driving the most significant expansion, with rapid adoption of 3-6 MW turbines and broad repowering of older sub-3 MW fleets. North America is supported by strong project pipelines where developers are shifting toward 4-6 MW turbines, aided by policy incentives. Latin America sees vigorous activity led by Brazil, Chile, and Colombia, with 4-5 MW turbines becoming the standard for new installations.

Offshore

Asia Pacific, led by China, is witnessing the fastest offshore build-out, deploying 8-12 MW turbines and piloting 15 MW units along rapidly developing coastal zones. North America's offshore sector is still at an early stage but progressing, with significant projects on the US East Coast adopting 12-15 MW turbines and actively localising supply chains. Latin America's offshore market is nascent, with early policy frameworks and feasibility studies exploring 10-14 MW turbine potential.

Global Wind Turbine Drives – Market Size and Forecast

Global Wind Turbine Drives Market (Value in USD Bn), Calendar Year 2025 – Calendar Year 2031E



Source: Expert interactions, Frost & Sullivan Analysis

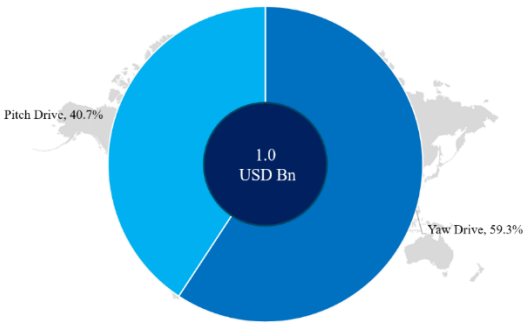
The Calendar Year 2022-2025 period marks a stabilization phase in which the market recovered from earlier supply-chain disruptions and delayed turbine orders. Steady installations, moderate repowering, and early adoption of larger turbines supported a smooth, predictable growth cycle.

From 2024 onward, the industry shifts into a faster expansion mode driven by rising installations, larger turbine platforms, and more substantial renewable commitments across major regions. Growth becomes increasingly technology-intensive as countries adopt hybrid models, offshore projects, and digital O&M.

Global Wind Turbine Drives Market: Segmentation by Product Type

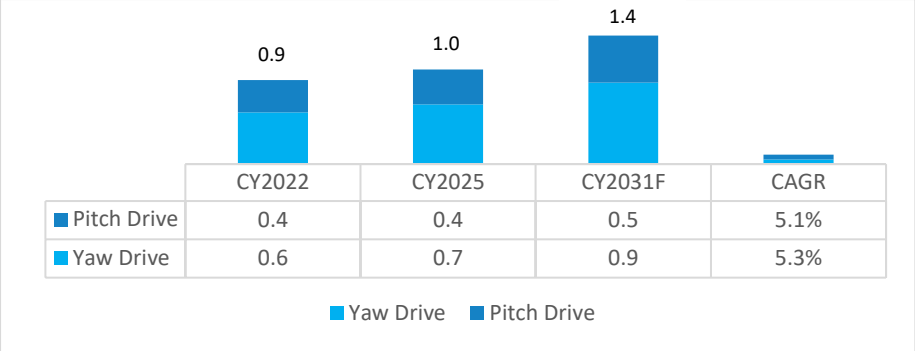
Yaw systems are increasingly important because modern turbines require stronger orientation control to handle variable wind conditions and larger rotor diameters. Pitch drives are also becoming more critical as OEMs focus on improving energy capture, reducing mechanical stress, and enabling more innovative blade-control strategies.

Global Wind Turbine Drives Market, Product-wise Contribution, Calendar Year 2025



Source: Stakeholder Interactions, Frost & Sullivan Analysis

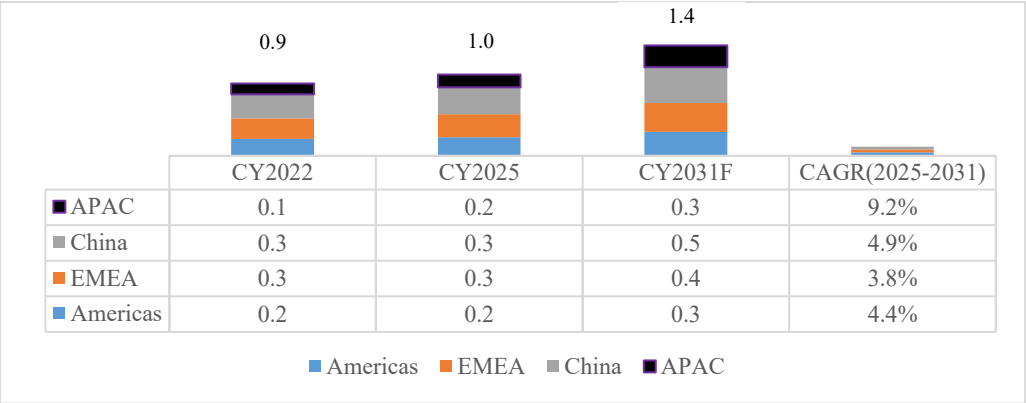
Global Wind Turbine Drives, Market Split by Product Type, Calendar Year 2022 - Calendar Year 2025-Calendar Year 2031F, USD Billion



Global Wind Turbine Drives Market: Segmentation by Regions

Global Wind Turbine Drives Market, Region-wise Contribution, Calendar Year 2025

Global Wind Turbine Drives, Market Split by Regions, Calendar Year 2022 - Calendar Year 2025- Calendar Year 2031F, USD Billion



APAC includes India, South East Asia, Australia, New Zealand, Japan, and Korea

Global Wind Turbine Drives – New vs Replacement Demand

Today, new installations dominate demand for yaw and pitch drives, primarily due to substantial onshore additions in the Asia-Pacific region and steady offshore expansion in Europe and the US. Around 90% of global drive demand currently comes from new turbines, with replacement demand contributing ~10%, mainly from ageing fleets in Europe and North America. By 2030-2035, global fleets installed between 2005-2015 will enter mid- and end-of-life phases, pushing replacement demand toward ~15% of total drive consumption. Offshore turbines, which operate under harsher conditions, will experience higher replacement intensity, particularly for pitch drives due to blade-control stresses. Meanwhile, new turbine demand will remain large, driven by larger 10-15 MW offshore machines and rapid additions across APAC.

Global Wind Turbine Drives – Key Growth Drivers

i. **Larger Turbine Sizes Requiring Higher-Load Drives and Rapid Growth of Offshore Wind Installations**: These are pushing OEMs to adopt stronger, higher-capacity drive systems.

ii. **Repowering and Replacement Demand in Ageing Fleets:** Thousands of ageing onshore turbines in Europe, North America, and China are reaching mid-life or end-of-life phases. Repowering projects further add demand for modern, higher-capacity drive systems.

iii. **Increasing Focus on Efficiency and Availability:** Wind farms aim for higher uptime as margins tighten, and OEMs commit to 97-99% availability contracts. Yaw and pitch drives with lower failure rates, smart torque control, and predictive maintenance features are becoming essential.

iv. **Localization & Supply-Chain Investment in Emerging Markets:** Countries like India, Brazil, and Vietnam are localizing wind-turbine components, including drives, to cut import dependency. This expansion boosts demand for drivers across both new and repowered projects.

v. **Strong Policy Push & Capex Commitments in Wind Energy:** Global govt. targets (net-zero, offshore tenders, renewable auctions) are accelerating wind project pipelines. Increased capex from utilities, IPPs, and funds directly translate into higher orders for pitch-and-yaw drive systems.

Global Wind Turbine Drives – Threats and Challenges

i. **Increasing Mechanical Loads from Larger Turbines:** As turbines scale from 5 MW to 15 MW, yaw and pitch drives face extreme torque, vibration, and load fluctuations, accelerating wear and tear. Many existing drive suppliers struggle to match the reliability requirements of next-gen turbines.

ii. **High Maintenance Costs and Difficult Access:** Yaw and pitch drives require periodic inspection, lubrication, component replacements. For offshore units, access is costly / weather-dependent.

iii. **Supply Chain Constraints and Component Shortages:** Critical components like bearings, gear assemblies, and high-precision motors face long lead times. Turbine OEMs expect higher volumes, but many drive suppliers lack scalable manufacturing.

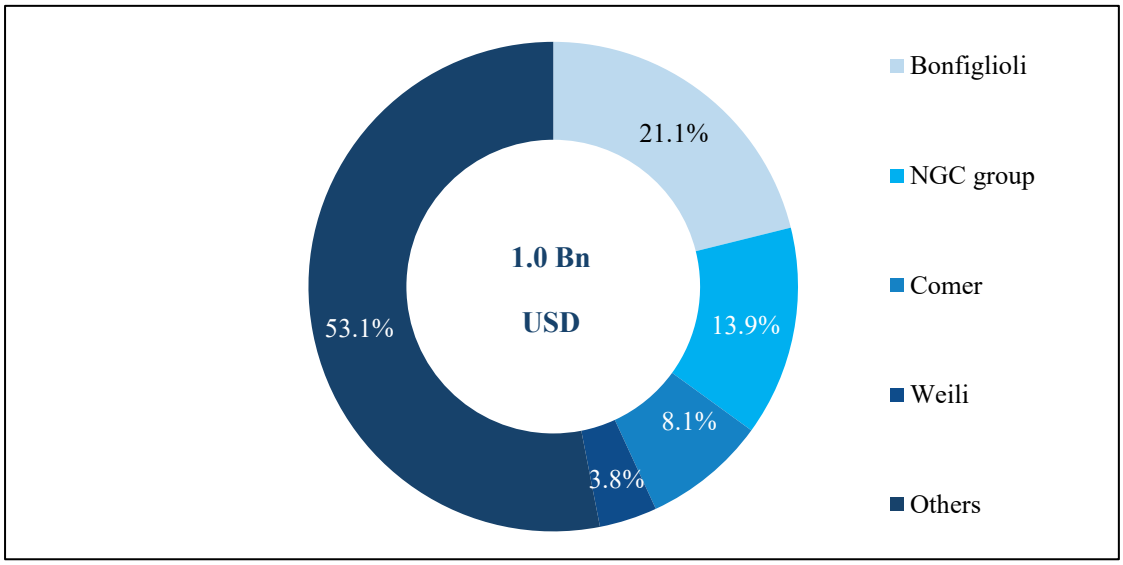
iv. **Cost Pressure from OEMs and Developers:** As LCOE (Levelized Cost of Energy) targets fall, OEMs demand cheaper drive systems without compromising durability.

v. **Capital-Intensive Upgrades:** Next-gen 12-15 MW turbines require redesigned yaw & pitch systems - larger gearboxes, higher-grade materials, advanced controls. Manufacturers must invest in new tooling and production capabilities. For smaller drive suppliers, the financial burden may be too high to stay competitive.

vi. **Policy and Regulatory Uncertainty:** Shifting policy frameworks, particularly in key markets such as the U.S., present an additional challenge. Changes to incentive structures, including the potential shortening or uncertainty around IRA tax credit timelines under the current administration, can delay project decisions, disrupt OEM order visibility, and impact near-term demand for wind components, including yaw and pitch drives.

Competitive Landscape

Global Wind Turbine Drives, Market Share of Key Players by Value, Calendar Year 2025



Source:
Secondary source, F&S Primary Research, Frost & Sullivan Analysis; Others - Sumec, Winergy, Eickhoff, local suppliers

The market remains highly concentrated, with the top three players accounting for ~43% of total market share, reflecting substantial entry barriers stemming from technological complexity, lengthy validation cycles, and deep OEM relationships. Bonfiglioli (21.1%) is the leader with broad platform coverage and early OEM integration, while NGC Group (13.9%) maintains a selective presence across key OEM programs. Comer (8.1%) operates as a niche player focused primarily on yaw and pitch drives rather than full drivetrain solutions. The sizeable "Others" segment (53.1%) indicates a fragmented long tail of regional and application-specific suppliers.

In the Wind Industry vertical, Bonfiglioli has established proven capabilities to design, manufacture, and supply fully integrated yaw and pitch drive systems for wind turbines at scale.

OVERVIEW OF INDIA WIND SOLUTIONS MARKET

India Wind Solutions (Drives) Market – Overview

India's wind turbine drives market is expanding steadily as the country accelerates toward 107 GW of cumulative wind capacity by 2030, creating sustained demand for high-precision yaw and pitch systems. Most existing wind farms, particularly in Tamil Nadu and Gujarat, are aging, driving strong aftermarket demand for replacement and retrofit drive units. At the same time, the shift toward larger onshore turbines is increasing torque loads and pushing OEMs to adopt more robust, higher-capacity drive solutions. Local manufacturing is strengthening, though India still relies on imported components for critical gear and electronics. The announcement of India's first offshore wind zones is further expected to push demand for next-generation, corrosion-resistant, high-reliability drive systems.

Industry Trends for the Drives used in the Wind Energy Segment

i. **Domestic Manufacturing Push** - With new norms requiring localization of key wind-turbine components and drives, Indian manufacturers are increasingly investing in in-country production.

ii. **Shift Toward Higher-Torque Drive Systems -** India's wind market is moving from sub-2 MW to 3-6 MW turbines, driving demand for higher-torque yaw and pitch drives.

iii. **Digitalisation & Smart Drive Systems -** Indian developers are embracing drives with embedded sensors, predictive maintenance, and real-time monitoring, especially for challenging wind zones.

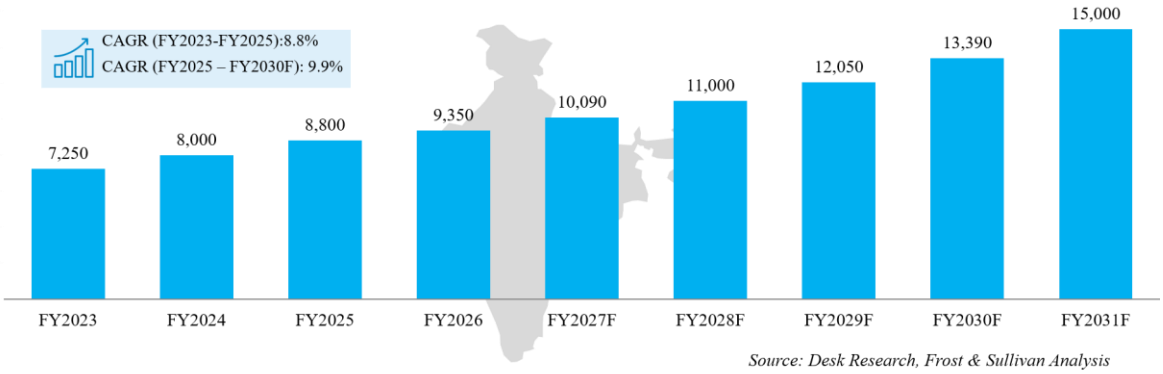
Offshore Readiness in Focus - While onshore dominates, India's planned offshore wind expansion is driving demand for high-specification yaw/pitch drives capable of corrosive marine conditions, larger turbines, and longer operational life spans. **India End-user Market (Wind Turbines) Growth – Overview**

Onshore Wind – India's onshore wind market is expected to grow at ~15.0% CAGR through 2030, supported by a rising installation pace that could touch 8-10+ GW annually. Growth in India's wind sector is being driven by strong SECI auctions, Hybrid and RTC procurements, and supportive state policies that ensure a stable project pipeline. The rapid shift toward 3-5 MW turbines is improving CUF, enhancing low-wind performance, and reducing cost per MW. A significant 12-14 GW repowering opportunity is also emerging as older sub-1 MW turbines approach the end of life.

At the technology and infrastructure level, advancements in hub heights, larger rotor diameters, and high-torque drive systems are enabling projects to perform efficiently across diverse wind regimes. Transmission upgrades under the Green Energy Corridor are easing evacuation constraints and improving bankability. Meanwhile, growing investments from ReNew, Adani, Tata Power, Sembcorp, and global IPPs are accelerating deployment and strengthening India's overall onshore wind momentum.

Offshore Wind – India's offshore wind segment remains in a pre-commercial phase (2024-2029) but carries high-growth potential post-2030, driven by strong policy support. The government is pushing early development through viability gap funding, clear offshore policies, and the demarcation of priority zones in Gujarat and Tamil Nadu. The first wave is expected to deploy 12-15 MW turbines, aligned with global offshore standards, attracting growing interest from European, Korean, and Japanese developers. Major upgrades are planned for ports such as Pipavav and Tuticorin, along with subsea cable manufacturing and installation vessel infrastructure. India Wind Turbine Drives Market – Market Size and Forecast

India Wind Turbine Drives Market (Value in ₹ Mn), Fiscal 2023 – Fiscal 2031E

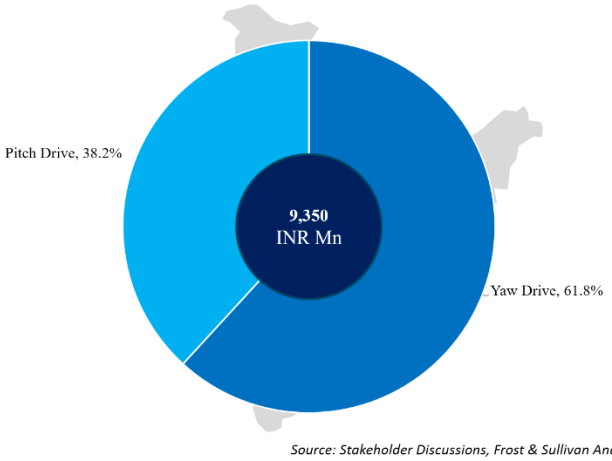


Source: Desk Research, Frost & Sullivan Analysis

Annual installations in India's wind sector are rising steadily and are set to approach a scale that places India among the top global wind markets.

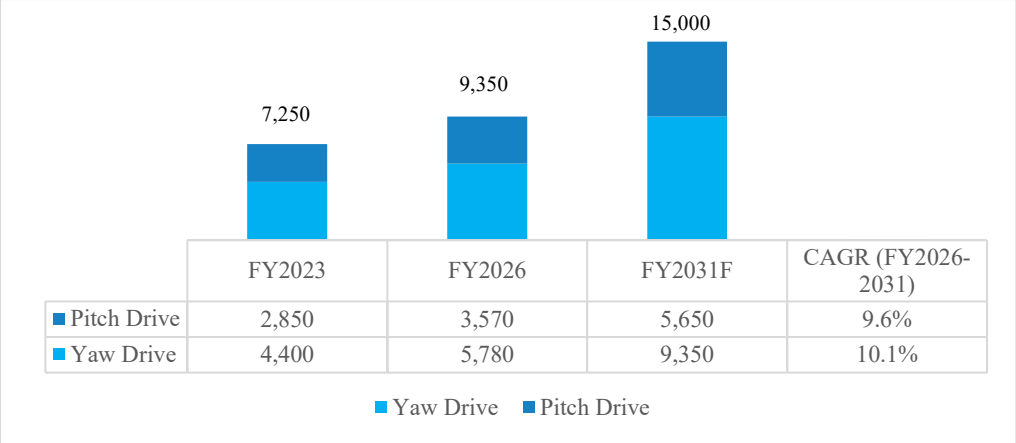
India Wind Turbine Drives Market: Segmentation by Product Type

India Wind Turbine Drives Market, Product-wise Contribution, Fiscal 2026



Source: Stakeholder Discussions, Frost & Sullivan Analysis

India Wind Turbine Drives Market, Market Split by Product Type, Fiscal 2023 - Fiscal 2026- Fiscal 2031F, ₹ Million



	FY2023	FY2026	FY2031F	CAGR (FY2026-2031)
Pitch Drive	2,850	3,570	5,650	9.6%
Yaw Drive	4,400	5,780	9,350	10.1%

Yaw drives form the larger share of India's wind-drive value pool. Pitch drives account for a smaller but essential share, supported by the steady move toward advanced blade-control technologies. Yaw drives show the fastest scale-up, nearly doubling by Fiscal 2030. Pitch drives also rise significantly with improved CUF targets and OEM upgrades, signalling a broader technology upgrade cycle.

Bonfiglioli is among the earliest companies to establish domestic manufacturing of wind-turbine pitch and yaw drives in India, beginning in 2006 at its Chennai (Tamil Nadu) facility. In line with India's market growth, Bonfiglioli expanded its drive capacities and became the first in the country to manufacture pitch drives for 1–5 MW wind turbines.

India Wind Turbine Drives – New vs Replacement Demand

India's wind-turbine drive market today is still dominated by new installations, which account for roughly 90% of demand. Replacement demand accounts for the 10%, primarily from ageing 1-1.5 MW turbines that need upgraded yaw and pitch systems. Over the next 5-7 years, this balance will shift as India enters a structured repowering cycle, with thousands of older turbines approaching end-of-life in legacy wind corridors. New installations will continue, but replacement demand may rise to 15%.

The aftermarket opportunity will expand steadily as the installed base ages and turbine owners focus on uptime and lifecycle cost optimisation. Demand for gearbox refurbishment, yaw and pitch drive servicing, condition monitoring, and spare parts will rise, particularly for legacy turbines operating beyond their original design life. This creates a growing, annuity-like revenue stream for OEMs and service providers.

India Wind Turbine Drives – Key Growth Drivers

i. **Rising Domestic Wind Capacity Addition -** India's push toward 100+ GW of wind capacity by 2030 is accelerating installations. MNRE's commitment to tender at least 10 GW of new wind capacity annually until Fiscal 28, along with India's target of achieving 5 mmtpa of green hydrogen capacity by Fiscal 30, creates a strong and sustained demand outlook for wind installations.

ii. **Shift to Larger Multi-MW Turbines -** OEMs are upgrading 3-5 MW turbines, thereby requiring stronger mechanical systems, increasing the value per installation.

iii. **Localisation of Manufacturing –** Govt. policies encourage domestic production of key turbine components. Localization lowers import costs, improves lead times, and strengthens outlook.

iv. **Growth of Wind Solar Storage Hybrids -** Hybrid parks in Gujarat and Rajasthan are making wind power more commercially attractive. Wind-solar hybrids provide steadier RTC power, improve transmission utilization, and achieve higher CUF than standalone projects.

v. **Repowering Potential in India's First-Generation Wind Farms -** India has 12-14 GW of early turbines, mostly under 1 MW, concentrated in Tamil Nadu and Gujarat. These older machines are due for replacement with modern, high-efficiency units.

vi. **Rising Offshore Wind Investments -** India is preparing large offshore projects with strong policy backing. Global developers are exploring early investments ahead of upcoming tenders.

India Wind Turbine Drives – Threats and Challenges

i. **Policy Uncertainty & Slow Tender Execution:** Frequent delays in SECI auctions, shifting tariff caps, slow PPA signing create uncertainty, with developers hesitating to place large turbine orders.

ii. **Cost Pressure on OEMs and Suppliers:** Aggressive tariff expectations push developers to demand lower turbine prices. OEMs pass this pressure onto component suppliers, squeezing margins.

iii. **Import Dependence for critical Components:** Imports for specific precision systems, bearings, and specialized gear components increase supply risk for OEMs due to currency fluctuations, etc.

iv. **Limited Aftermarket Capabilities in Remote Sites:** Wind farms in remote regions often lack strong service networks and skilled technicians. Downtime remains high for complex mechanical components. This weak service ecosystem raises overall lifecycle costs.

Competitive Landscape

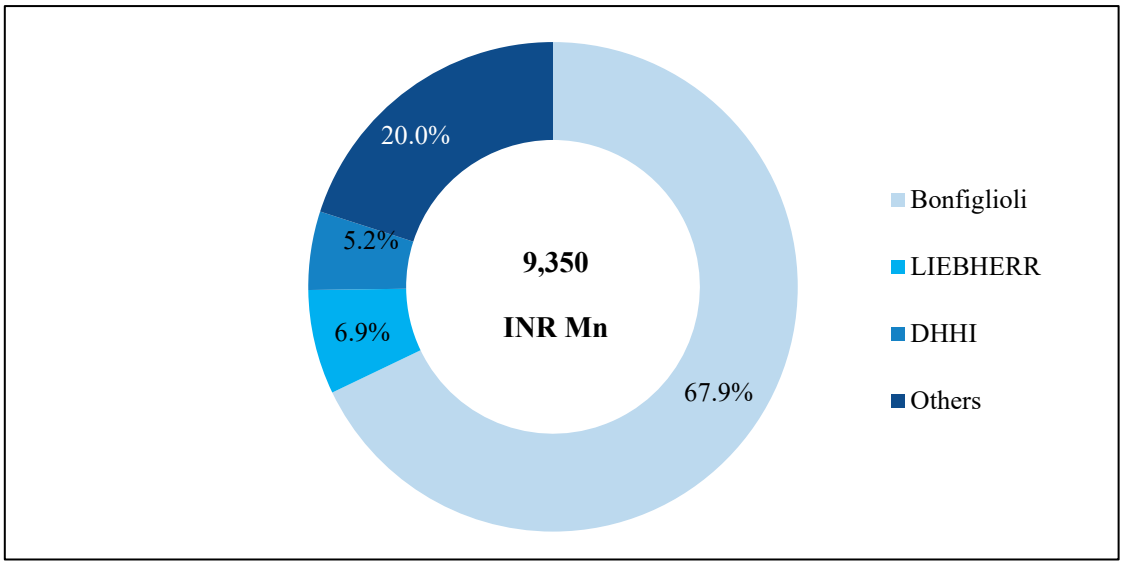
Bonfiglioli commands a dominant 67.9% share, driven by strong OEM alignment, deeper localization, and long-term presence in India's wind ecosystem. Bonfiglioli's dominance in India's wind turbine drives segment is underpinned by advanced engineering capabilities, global technology leadership, and robust local manufacturing infrastructure. The company benefits from its global parent's strong R&D ecosystem, providing access to proven planetary technologies, modular platform designs, and continuous product innovation. Its India operations further strengthen this leadership through end-to-end local manufacturing, including precision machining, assembly, and testing capabilities explicitly tailored for yaw and pitch drive applications. This combination of global expertise and localized execution has been central to establishing Bonfiglioli as a dominant supplier in the Indian market.

Bonfiglioli manufactures yaw and pitch drives for wind turbines with capacities ranging from 225 kW to 5 MW. The company has established, proven capabilities to design, manufacture, and supply fully integrated yaw and pitch drive systems at scale for wind turbine applications. Bonfiglioli specializes in manufacturing yaw and pitch drives for wind turbines and has a market leading share of approximately 67.9% among domestic manufacturers in terms of sales values in CY2025.

The next tier, Liebherr (6.9%) and DHHI (5.2%), represents niche or selective supply linked to specific turbine platforms, indicating limited penetration. A sizable 20.0% "Others" reflects fragmented sourcing from smaller global suppliers, local gear makers, and retrofit-focused vendors. At the same time, the rest compete in smaller, opportunity-driven pockets, with growth heavily dependent on localization, new OEM tie-ups, and repowering cycles.

Bonfiglioli's India R&D Centre houses testing facilities supporting products across all three business verticals, and as of June 30, 2026, it was the only test laboratory in India equipped to test yaw and pitch drives for wind turbines.

India Wind Turbine Drives, Market Share of Key Players by Value, Fiscal 2026



Source: Secondary source, F&S Primary Research, Frost & Sullivan Analysis
Others include Weili, Chongqing etc.
Note: All market share calculations include domestic + export revenues

Analysis of BTPL's Key Wind OEM Customers

Bonfiglioli holds a firm strategic position in the drives component market. OEMs like Suzlon rely heavily on specialized suppliers, allowing Bonfiglioli to secure deep, recurring partnerships across multiple turbine platforms. Even global players such as Nordex source a significant portion of their component needs externally, creating a substantial addressable opportunity for Bonfiglioli's gear and drive solutions. In India, this shift in OEM sourcing aligns strongly with Bonfiglioli's strengths: localization, platform compatibility, and a deep service network. Bonfiglioli's brand strength often gives it a preferred vendor edge.

Impact of Industrial Automation and Electrification on Bonfiglioli's Product Portfolio

Impact & Outlook of Industrial Automation & Electrification

Industrial automation and electrification are fundamentally reshaping Bonfiglioli's end-user landscape, expanding both the depth and breadth of its addressable market.

A. **Discrete manufacturing (automotive, F&B, packaging, logistics, warehousing):** The rapid adoption of automated material handling, conveyors, AGVs/AMRs, robotic cells, and high-speed packaging lines is driving demand for compact, energy-efficient gearmotors, servo drives, and precision gearboxes. As OEMs move from basic motors to integrated mechatronic and drive packages with diagnostics and communication, Bonfiglioli's value per machine and stickiness with OEMs improve. Over the next 5-7 years, this segment will likely see the fastest growth in automation intensity.

B. **Process industries (cement, steel, mining, sugar, chemicals, water/wastewater)**: The electrification of drives (replacing hydraulic/mechanical systems) and a greater focus on energy efficiency, uptime, and safety are driving upgrades to optimized, high-efficiency helical / bevel / planetary gearboxes paired with VFDs. Digital monitoring of large-torque drives (kilns, mills, conveyors, crushers, clarifiers) opens the door to condition-based maintenance and service revenue opportunities. Here, automation will focus on more brownfield-led retrofits and modernization, with steady, resilient growth.

C. **Renewables & clean energy (solar trackers, biomass, e-mobility, intralogistics for batteries)**: Energy transition and electrification directly expand Bonfiglioli's served market by enabling tracker drives for solar and electric drivetrains in mobile machinery and e-mobility platforms. These applications demand high-torque density, reliability, and harsh-environment performance.

D. **Infrastructure & intralogistics (airports, ports, metros, parcel & e-commerce hubs)**: Automation of baggage handling, automated storage and retrieval systems (ASRS), sorters, and port cranes is pushing the adoption of standardized, modular gearmotors and drive packages with safety, redundancy, and remote monitoring. The electrification of cranes and handling equipment (from diesel to electric) further

boosts gear, drive, and control opportunities. This is a strong medium to long-term growth pocket, linked to capex cycles but backed by logistics formalization and e-commerce growth.

Bonfiglioli intends to strengthen their Industry & Automation vertical by deepening their presence across end-user industries where capacity expansion and modernisation are expected to remain strong between Fiscal 2025 and Fiscal 2030. These include cement, metals and steel, plastics and polymers, rubber and tyres, ports and shipbuilding, defence and heavy engineering, sugar, and power generation. India's industrial and automation solutions market is expected to grow, driven by a manufacturing upcycle, localisation initiatives, and energy efficiency mandates, with end users increasingly adopting efficient, digitally enabled gearboxes and gear motors.

Changes in OEM Solutions in response to Automation and Electrification Trends

1. **Shift Toward Integrated Electro-Mechanical Powertrains -** OEMs are replacing traditional mechanical assemblies with fully integrated gearbox motor drive systems. Instead of sourcing components separately, machinery builders now prefer "single package" mechatronic units that ensure efficiency, torque accuracy, and seamless communication with PLCs. Packaging OEMs such as Nichrome, Uflex Automation, and Mamata Machinery are migrating from induction motors and basic gearboxes to compact helical bevel gearmotors with built-in VFDs for faster cycle times and lower energy consumption.

2. **Adoption of High-Efficiency & Electrified Designs -** OEMs are redesigning machines around IE3/IE4 motors, high-efficiency bevel drives, and advanced planetary stages. Electrification is accelerating the replacement of hydraulic systems with electro-mechanical drives in mobile equipment. Construction & off-highway OEMs (JCB, CAT India suppliers) are shifting from hydraulic slewing to electric slew drives and planetary stages.

3. **Software-Defined Motion: Higher Automation, Better Precision** - Machines are being engineered for multi-axis coordination, faster changeovers, and error-free repeatability. Example: F&B and Pharma machine builders (Bosch, IMA, Indian OEMs such as ACG Pampac) are redesigning fillers, blister packers, and cartonators with servo-driven axes. Intralogistics system integrators (Daifuku, Godrej Körber, Addverb) now specify servo-based ASRS, shuttle systems, and AMR wheel drives.

4. **Built-In Digital Diagnostics & Predictive Maintenance** - OEMs add vibration sensors, temperature probes, IoT gateways, and condition-monitoring modules directly into machinery. This reduces downtime at end-user sites and enables recurring service revenues. Cement and steel OEMs designing conveyors, bucket elevators, kilns, and mills are making use of such built-in digital machinery.

5. **New Designs Driven by Renewables & Energy Transition** - In wind, solar, and e-mobility, OEMs are developing technologies that require high-torque density, compact planetary systems, and rugged gear units capable of variable-speed control.

Electromobility: A Strategic Future Growth Engine for Bonfiglioli

1. **Global Shift Toward Electric Drivetrains in Off-Highway Equipment**: Electromobility is emerging as one of the most strategic long-term growth platforms for Bonfiglioli, driven by the rapid global shift from hydraulic and diesel-powered systems to electric drivetrains and precision-controlled motion. JCB, Volvo CE, Bobcat, Komatsu, Tata Hitachi, Mahindra, and Escorts are already rolling out or developing electric variants of compact platforms.

2. **Fastest Electrification in Warehousing & Intralogistics Equipment**: The steepest adoption curve is evident in warehousing and automated intralogistics. Electric pallet trucks, forklifts, stackers, reach trucks, tow tractors, AGVs, AMRs, and shuttle systems are becoming the default choice for modern warehouses, 3PL hubs, e-commerce fulfilment centers, and manufacturing plants. These vehicles require compact yet high-performance gearmotors, precision planetary units, electric wheel drives, and integrated motor-drive modules with features such as regenerative braking, safe torque off (STO), and precise speed control. Godrej Material Handling, KION, Toyota MHE, Jungheinrich, Addverb, GreyOrange, Falcon Autotech, and global automation integrators are scaling up electric fleets, directly boosting demand for custom steering drives, lift-drive assemblies, hub drives, and servo-based wheel modules.

3. **Integrated E-Drive Systems Creating Higher Value per Machine**: A critical structural shift is the OEM preference for fully integrated electro-mechanical propulsion packs rather than discrete

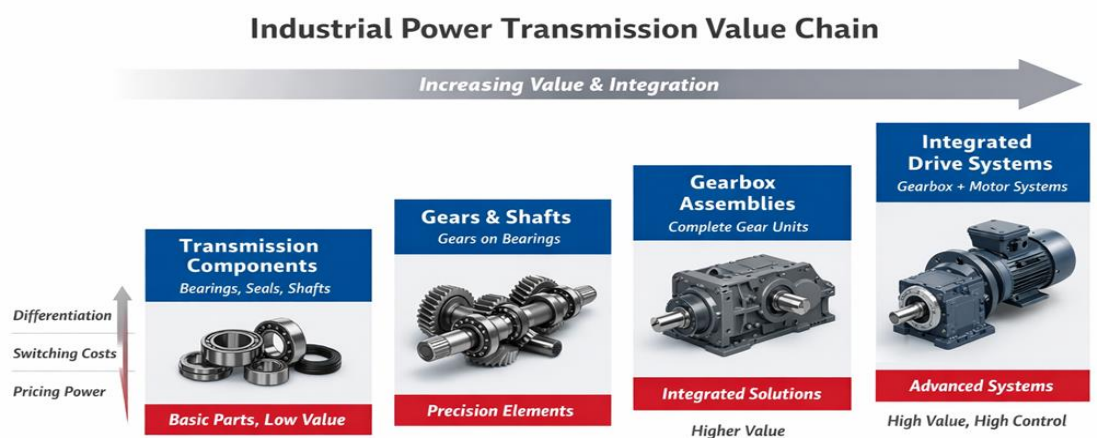
components. Integrated e-drive platforms also create aftermarket and service revenue through software updates, diagnostics, and long-term lifecycle contracts.

4. **Strong Alignment with Sustainability Mandates & Automation Trends**: Warehouses are shifting to fully electric fleets, construction sites are adopting low-noise equipment, and agriculture is moving toward battery-powered utility machines. These shifts directly favour Bonfiglioli's strengths: planetary drive excellence, servo expertise, compact mechatronic integration, and rugged design for harsh duty cycles.

With global OEM roadmaps tilting toward electric and semi-autonomous equipment, electromobility is set to become one of the most attractive, technology-intensive growth areas for Bonfiglioli.

Industrial Power Transmission Market

The global industrial power transmission market comprises components and systems that enable the efficient transfer of mechanical and electrical power across industrial equipment.



1) **Transmission Components (Bearings, Seals, Shafts):** This layer represents transmission components comprising bearings, seals, and basic shafts. Competition is driven by cost efficiency, scale, and supply-chain reach rather than differentiation. Switching costs for customers are low, pricing power is limited, and margins remain thin unless players achieve massive volumes or operational excellence. Key global players include SKF, NSK, and Timken, while India has strong presence from NBC Bearings and SKF India.

2) **Gears & Shafts (Precision Elements):** At this stage, value creation shifts from scale to precision engineering, metallurgy, and manufacturing accuracy. Performance parameters such as torque density, noise, efficiency, and durability increasingly influence purchasing decisions. Customization increases, and suppliers become more deeply embedded in OEM design cycles, raising entry barriers. Margins improve compared to components due to tighter tolerances and application knowledge. Key players include Premium Transmission, Shanthi Gears, and Radicon.

3) **Gearbox Assemblies (Integrated Solutions):** Gearbox assemblies represent a decisive shift toward solution selling, in which customers purchase thoroughly tested, application-ready units rather than discrete parts. Reliability, lifecycle cost, certifications, and domain expertise become critical differentiators. Switching costs rise sharply due to qualification cycles, installed base, and service dependencies. OEM relationships and after-sales networks play a significant role in sustaining margins. Global leaders include SEW-Eurodrive, Flender, and Bonfiglioli, with Indian strength from Elecon Engineering and Shanti Gears.

4) **Integrated Drive Systems (Gearbox + Motor Systems):** This is the highest-value layer, where mechanical systems converge with motors, electronics, controls, and increasing software. Switching costs are very high due to deep integration into production lines and automation architecture. Pricing power is strongest here, supported by digital features, service contracts, and lifecycle ownership. Global leaders include ABB, Siemens, Danfoss, Bonfiglioli and SEW-Eurodrive, while India is seeing rapid adoption driven by automation-led manufacturing growth.

In India, the industrial power transmission market is expanding rapidly, driven by strong CAPEX growth in steel, cement, mining, chemicals, food processing, FMCG, packaging, water infrastructure, intralogistics, railways, and renewables. Leading domestic manufacturers include Elecon Engineering, Premium Transmission, Shanti Gears, NRB Bearings, NEI (National Engineering Industries), and Bharat Bijlee, complemented by strong India operations of SEW-EURODRIVE, Bonfiglioli, Flender, Nord, ABB, Siemens, SKF, Timken, NTN, NSK, and Schaeffler. Rising automation levels, the shift toward energy-efficient drive systems, and ongoing industrial expansion position India as one of the most attractive and fast-developing power transmission markets globally.

COMPETITIVE BENCHMARKING OF KEY PLAYERS IN INDIA

Operational Benchmarking and Profiling of Key Players

Industrial & Automation Solutions – Key Profiles

In India, a diverse set of players is emerging across the Industrial & Automation Solutions space, especially in gearboxes and gear motors. The gearbox segment continues to be dominated by large domestic manufacturers with strong industrial roots, wide installed bases, and deep sectoral relationships. In contrast, the gear motor segment is led mainly by global players, backed by advanced technology, precision engineering, and strong OEM partnerships.

Bonfiglioli Group

Key Facts	Brief Profile
Founded: 1956 **Global HQ:** Bologna, Italy **India HQ:** Chennai, Tamil Nadu (Bonfiglioli Transmissions Ltd., established 1999)	Bonfiglioli is a global leader in power transmission and automation solutions, offering a comprehensive portfolio of gearboxes, gear motors, servo solutions, and integrated drive systems. In India, the company combines strong local manufacturing with global R&D and engineering expertise. **Manufacturing facilities:** 1) Thirumudivakkam, Chennai 2) Mannur, Chennai 3) Pune (assembly & distribution) **Manufacturing capabilities:** Full-cycle manufacturing of helical, bevel, worm, and planetary gearboxes; gear motors; precision servo gear units; mechatronics; and custom drive assemblies. **Product offerings:** Helical, Parallel Shaft & Helical-Bevel Gearboxes; Worm Gearboxes; Planetary Gearboxes; Industrial Gear Motors; Servo Motors & Servo Gear Units; Drive & Automation Solutions. **Industries served:** Material Handling, Logistics & Warehousing, Metals, Cement, Food & Beverage, Packaging, Textiles, Plastics & Rubber, Wastewater, Mining, Biogas, Robotics, Chemicals, Pharma, Ports. **Geographic presence:** Strong India footprint across major industrial clusters (Pune, Ahmedabad, Chennai, Coimbatore, NCR, Hyderabad, Kolkata). Global presence in 80+ countries with 20+ production sites. **Distribution & aftermarket:** Robust distributor network across India; authorized service partners; spares, repairs, rebuilds, retrofits, application engineering, and onsite servicing. **Domestic & export contribution:** India is a strategically important market; the majority of revenue is domestic. Exports include selected industrial gearbox components to Europe, the US, the Middle East, and APAC. **Key clients:** Schwing Stetter, Tata Steel, Suzlon and other leading OEMs in conveyors, AGVs, and factory automation

Bonfiglioli SpA headquartered in Italy, is one of the largest technologically advanced players globally in the mechanical and electro-mechanical power transmissions and industrial drive solutions industry with a revenue of Euro 1,172.94 million (₹115.56 billion) for the year ended December 31, 2025.

SEW-Eurodrive India Limited

Key Facts	Brief Profile
Founded: 1931 **Global HQ:** Bruchsal, Germany	SEW-EURODRIVE is one of the world's largest suppliers of gearmotors, drive electronics, and automation solutions, known for modular and integrated drive platforms. **Capacity:** 17 global manufacturing plants; India operations include assembly, manufacturing, and service. **Manufacturing facilities (India):** • Pune (assembly & manufacturing) • Vadodara (service) **Manufacturing capabilities:** Gearmotor assembly; helical, bevel, servo units; VFDs and inverters. **Product offerings:** Helical, Parallel Shaft & Helical-Bevel Gearboxes; Planetary Gear Units; Gearmotors; Servo Motors & Gear Units; VFDs; Decentralized Drives. **Industries served:** Automotive, Food & Beverage, Packaging, Logistics, Warehousing, Steel, Cement, Water, Pharma, Airports, General Manufacturing. **Geographic presence:** Operations in 50+ countries with strong presence in Europe, USA, China, Brazil, India, and APAC. **Distribution & aftermarket:** Large global service network; India has 8+ sales & service centers offering AMC, field service, retrofits. **Domestic & export contribution:** Global revenues ~80% exports; India business largely domestic with growing exports. **Key clients:** Amazon, BMW, Volkswagen, Nestlé, Coca-Cola, Tata Motors, Renault-Nissan, DHL, Indian airports, leading logistics OEMs.

Elecon Engineering Company Limited

Key Facts	Brief Profile
Founded: 1951 **HQ:** Anand, Gujarat, India	Elecon Engineering is one of Asia's largest manufacturers of industrial gearboxes, with a strong focus on heavy-duty and high-torque applications. **Capacity:** Full-cycle manufacturing from casting to testing; gearboxes up to 2,000 kNm+. **Manufacturing facilities:** Integrated manufacturing campus at Anand, Gujarat. **Product offerings:** Helical, Bevel, Planetary, Worm Gearboxes; Geared Motors; Customized Heavy Industrial Gear Units; Material Handling Equipment. **Industries served:** Mining, Cement, Steel, Power, Fertilizer, Ports, Paper, Plastics, Rubber, Material Handling. **Geographic presence:** Strong India presence with exports to 60+ countries across Middle East, Africa, Southeast Asia, and Europe. **Distribution & aftermarket:** Extensive dealer network; field services; refurbishment, spares, and revamp services. **Domestic & export contribution:** ~70–75% domestic; ~25–30% exports. **Key clients:** NTPC, Tata Steel, JSW, UltraTech Cement, ACC, Adani, L&T, BHEL, Vedanta.

NORD Drivesystems Private Limited

Key Facts	Brief Profile
Founded: 1965 Global **HQ:** Bargteheide, Germany	NORD DRIVESYSTEMS supplies gearmotors, industrial gear units, motors, VFDs, and decentralized drive electronics with a strong focus on intralogistics and process industries. **Capacity:** Global manufacturing footprint; India operations focused on assembly and testing. **Manufacturing facilities (India):** Pune (assembly & testing) **Product offerings:** Helical, Parallel Shaft & Helical-Bevel Gearboxes; Worm Gearboxes; Industrial Gear Units; Gearmotors; Motors; VFDs; Drive Electronics. **Industries served:** Intralogistics, Food & Beverage, Pharma, Water, Steel, Cement, Chemicals, Packaging, Warehousing, Airport Handling. **Geographic presence:** Operations in 98 countries with manufacturing across Germany, USA, Italy, Poland, and India. **Distribution & aftermarket:** Extensive global distribution; India hubs in Pune, Ahmedabad, Chennai, and Delhi. **Domestic & export contribution:** Global exports >70%; India's business is primarily domestic with moderate exports. **Key clients:** Amazon, Flipkart, Schaeffler, Krones, GEA, Britannia, ITC Foods, airport baggage OEMs, conveyor manufacturers.

Premium Transmission Limited

Key Facts	Brief Profile
Founded: 1961 **HQ:** Pune, Maharashtra, India	Premium Transmission is a leading Indian manufacturer of industrial gearboxes and power transmission solutions, with strong exposure in the heavy industry sector. **Manufacturing facilities:** Pune, Aurangabad, Kolkata. **Manufacturing capabilities:** Gearboxes, geared motors, fluid couplings, heat treatment. **Product offerings:** Helical, Bevel, Worm Gearboxes; Geared Motors; Fluid Couplings; Customized Industrial Gearboxes. **Industries served:** Cement, Steel, Power, Sugar, Mining, Chemicals, Marine, Water, Material Handling. **Geographic presence:** India (Pune, Aurangabad, Kolkata); exports to Middle East, Africa, SEA, Europe **Distribution & aftermarket:** Pan-India channel partners; strong aftermarket support, including spares, repairs, and field engineering. **Domestic & export contribution:** ~65–70% domestic; ~30–35% exports. **Key clients:** Aditya Birla Group, UltraTech Cement, JSW Steel, L&T, Indian Railways, sugar mills, conveyor and mixer OEMs.

Shanthi Gears Limited

Key Facts	Brief Profile
Founded: 1969 **HQ:** Coimbatore, Tamil Nadu, India **Group:** Murugappa Group	Shanthi Gears is a well-established Indian manufacturer of industrial gearboxes and precision gears, serving OEM and replacement markets. **Manufacturing Facilities:** Shanthi Gears has advanced, integrated manufacturing facilities near Coimbatore, India, featuring state-of-the-art CNC machinery, in-house heat treatment (including India's largest pit-type carburizing plant), grinding, and assembly for producing diverse standard and custom gears, gearboxes, and geared motors. **Manufacturing capabilities:** CNC machining, gear grinding, heat treatment, precision gears, and custom gearbox manufacturing. **Product offerings:** Helical, Bevel, Worm Gearboxes; Custom Engineered Gearboxes; Precision Gears. **Industries served:** Steel, Cement, Sugar, Defence, Railways, Mining, Paper, OEM Machinery. **Geographic presence:** India-focused; exports to Middle East, Africa, SEA; **Distribution & aftermarket:** Pan-India dealer network with strong custom gearbox support. **Domestic & export contribution:** ~80–85% domestic; ~15–20% exports. **Key clients:** L&T, BHEL, Ashok Leyland, ISRO (components), cement plants, sugar mills, steel mills.

Flender Drives Private Limited

Key Facts	Brief Profile
Founded: 1899 **Global HQ:** Bocholt, Germany **Ownership:** Formerly Siemens; acquired by Carlyle in 2021	Flender is a global leader in heavy industrial gear units and wind turbine gearboxes, supplying mission-critical, high-power applications. **Capacity:** 13 production plants globally; IGUs up to multi-MW range. **Manufacturing facilities (India):** 13 production Plants globally. Key plants are in Germany, China, India (Kharagpur). IGUs up to multi-MW range; wind turbine gearbox manufacturing. **Product offerings:** Helical & Bevel-Helical Industrial Gear Units; Planetary Gear Units; Couplings; Wind Turbine Gearboxes (Winergy). **Industries served:** Cement, Steel, Mining, Marine, Oil & Gas, Power, Pulp & Paper, Ports, Material Handling. **Geographic presence:** 30+ countries; strong Europe, China, India (Kharagpur), USA presence **Distribution & aftermarket:** Global lifecycle services including condition monitoring and spares; India service hubs in Chennai, Kharagpur, and Pune. **Domestic & export contribution:** ~70% exports (wind + industrial); ~30% domestic. **Key clients:** Siemens, GE, Vestas, LafargeHolcim, Tata Steel, ArcelorMittal, Reliance, major mining OEMs.

Mobility Solutions (Drives) used in off-highway applications - Key Profiles

In India, a focused yet highly competitive set of players is emerging across off-highway mobility drives. The segment is led by global drivetrain specialists such as Bonfiglioli, Comer Industries, Dana, SUNGBO, and PMP Drive Systems, who dominate the market. Alongside them, a growing base of domestic and regional manufacturers competes through cost-effective designs, agile customization, and faster turnarounds suited to Indian duty conditions.

Bonfiglioli Transmissions Limited

Key Facts	Brief Profile
Founded: 1956 **Global HQ:** Bologna, Italy **India HQ:** Chennai, Tamil Nadu (Bonfiglioli Transmissions Ltd., established 1999)	**Bonfiglioli India's Mobility Solutions business** focuses on power transmission and drive solutions for off-highway and mobile equipment applications, delivering high-torque, compact, and duty-critical systems designed for harsh operating environments. The business leverages global product platforms with localized application engineering and assembly to serve India's growing off-highway equipment market. **Manufacturing facilities:** Localized assembly and customization supported by Bonfiglioli India manufacturing locations in Chennai and Pune, integrated with global production and engineering centers for critical components. **Manufacturing capabilities:** Assembly and testing of planetary travel drives, slew drives, winch drives, and high-torque mobile gear systems; customization for torque, speed, duty cycle, and mounting interfaces; validation for thermal performance, vibration resistance, and lifecycle durability under severe operating conditions. **Product offerings:** Travel drives; slew drives; winch and hoisting drives; high-torque planetary gearboxes for mobile equipment; integrated drive solutions compatible with hydraulic and electric architectures. **Industries served:** Construction equipment, mining and bulk material handling, agriculture and forestry machinery, ports and terminal equipment, road construction machinery, and specialized off-highway vehicles. **Geographic presence:** Strong India presence across key off-highway OEM clusters including Pune, Chennai, Ahmedabad, NCR, and Coimbatore, supported by Bonfiglioli's global footprint across multiple countries and production sites. **Distribution & aftermarket:** OEM-focused sales model with early-stage design collaboration; aftermarket support including spares, repairs, rebuilds, retrofits, field service, and application engineering support for platform upgrades. **Domestic & export contribution:** India primarily serves domestic off-highway OEM demand, with selective export of mobility drive assemblies and components supporting global OEM platforms and international programs. **Key clients:** Leading domestic and global OEMs in construction equipment, mining machinery, agricultural equipment, port handling equipment, and specialized off-highway vehicle platforms.

Bonfiglioli is the largest manufacturer of gearboxes (gear motors below 15 kNm), and drives catering to OEMs and end-users in the Industry & Automation, Off-Highway Mobility, and Wind sectors, based on revenue from operations for 6 months ending June 30, 2026.

As of December 31, 2025, Bonfiglioli had manufactured and supplied over 11,800 SKUs and the only major gearbox suppliers with a comprehensive portfolio serving Industry & Automation, Off-Highway Mobility, and Wind end-markets.

SUNGBO Industrial Co.

Key Facts	Brief Profile
Parent: Sungbo Industrial Co., South Korea **India operations since:** 2010	SUNGBO India operates as the Indian arm of Korea-based Sungbo Industrial, focusing on planetary drive solutions for construction and mining equipment with strong OEM integration. **Manufacturing capabilities:** Local assembly and machining of planetary drives; heavy-duty models sourced from Korea. Indian facility supports customization, application engineering, and testing. **Product offerings:** Planetary Track Drives, Wheel Drives, Slew Drives, Undercarriage Drives. **Industries/segments served:** Construction Equipment (excavators, drillers), Mining, Road Machinery, Industrial Mobility. **Geographic presence:** India operations centered in Chennai; parent operations across Korea and Southeast Asia. **Distribution & aftermarket:** Limited independent distribution; predominantly OEM-focused, with service support routed through OEM networks. **Domestic & export contribution:** Primarily domestic supply with selective exports to Korea and Southeast Asia. **Key clients:** Volvo, Hyundai Construction Equipment suppliers, local excavator attachment OEMs, road machinery integrators.

Note: Financials NA for Sungbo India

DANA India

Key Facts	Brief Profile
Global founding: 1904 **India operations since:** 1990s **India HQ:** Pune, Maharashtra	DANA India is part of Dana Incorporated's global off-highway drivetrain business and serves as a major manufacturing and export hub for heavy-duty planetary drive systems. **Manufacturing capabilities:** Major manufacturing hub for planetary drives, axles, and transaxles, supported by precision machining, heat treatment, and complete drive-module assembly. India also functions as a global export base. **Product offerings:** Wheel Drives, Track Drives, Transaxles, Electric Propulsion Systems, Axles, Torque Hub Drives. **Industries / segments served:** Construction, Mining, Agriculture, Material Handling, Electric Off-Highway Equipment. **Geographic presence:** Strong presence in Pune and Chennai, integrated into Dana's global network across the US, Italy, China, and Brazil. **Distribution & aftermarket:** Strong OEM-backed service ecosystem with extensive global aftermarket and parts support. **Domestic & export contribution:** High export orientation (India as a global torque-hub manufacturing base) along with premium domestic supplies. **Key clients:** Caterpillar, JCB, John Deere, Tata Hitachi, CNH, Volvo CE, major mining and construction OEMs.

Comer Industries

Key Facts	Brief Profile
Founded: 1970 **India presence since:** 2000s **India HQ:** Bangalore	Comer Industries is a global supplier of drivetrain and powertrain solutions with strong exposure to agriculture and off-highway machinery. **Manufacturing capabilities:** Assembly and customization of planetary drives, agricultural drives, and industrial powertrains, supported by CNC machining and quality-certified testing. **Product offerings:** Planetary Drives (Wheel, Track, Slew), Axles, Transaxles, Powertrain Components. **Industries / segments served:** Agriculture (tractors, harvesters), Construction Equipment, Forestry Machinery, Industrial Vehicles. **Geographic presence:** India operations in Pune; global headquarters in Italy with strong presence across Europe, the US, and Brazil. **Distribution & aftermarket:** OEM-centric distribution; service through partner workshops; established agricultural and industrial vehicle aftermarket channels. **Domestic & export contribution:** Mix of domestic and export shipments; India acts as a hybrid sourcing and customization base. **Key clients:** Ajax, Stetter, CAT, Escorts, Mahindra, TAFE, global tractor OEMs and forestry equipment manufacturers.

PMP Drive Systems

Key Facts	Brief Profile
Founded: 1950 (Italy) **India operations since:** 2008 **India HQ:** Pune, Maharashtra	PMP Drive Systems is a specialist in planetary drive solutions for mobile and off-highway applications, with strong capabilities in compact and high-load duty cycles. **Manufacturing capabilities:** Indian plant manufactures planetary gearboxes, track drives, slew drives, and wheel drives, supported by advanced machining and testing for off-highway duty cycles. **Product offerings:** Track Drives, Wheel Drives, Slew Drives, Planetary Gearboxes for Mobile Machines. **Industries / segments served:** Construction, Road Machinery, Mining, Concrete Equipment, Industrial Mobile Equipment. **Geographic presence:** India facility in Pune; global presence anchored by Italy HQ with additional factories across Europe and China. **Distribution & aftermarket:** OEM-focused support with dedicated service teams; aftermarket through selective partners for construction and concrete machinery. **Domestic & export contribution:** Higher domestic supply share with growing exports from India plant. **Key clients:** Schwing Stetter, SANY India, Putzmeister suppliers, road machinery OEMs, compact equipment integrators.

Wind Solutions (Drives) for Wind Turbines - Key Profiles

In India, the wind drives market is led by global wind powertrain majors such as ZF Wind Power, Bonfiglioli, and Liebherr, who dominate through advanced planetary technologies, large-torque engineering capabilities, and deep relationships with leading turbine OEMs.

Bonfiglioli Transmissions Limited

Key Facts	Brief Profile
Founded: 1956 **Global HQ:** Bologna, Italy **India HQ:** Chennai, Tamil Nadu (Bonfiglioli Transmissions Ltd., established 1999)	**Bonfiglioli India's Mobility Solutions business** focuses on power transmission and drive solutions for off-highway and mobile equipment applications, delivering high-torque, compact, and duty-critical systems designed for harsh operating environments. The business leverages global product platforms with localized application engineering and assembly to serve India's growing off-highway equipment market. **Manufacturing facilities:** Localized assembly and customization supported by Bonfiglioli India manufacturing locations in Chennai and Pune, integrated with global production and engineering centers for critical components. **Manufacturing capabilities:** Assembly and testing of planetary travel drives, slew drives, winch drives, and high-torque mobile gear systems; customization for torque, speed, duty cycle, and mounting interfaces; validation for thermal performance, vibration resistance, and lifecycle durability under severe operating conditions. **Product offerings:** Travel drives; slew drives; winch and hoisting drives; high-torque planetary gearboxes for mobile equipment; integrated drive solutions compatible with hydraulic and electric architectures. **Industries served:** Construction equipment, mining and bulk material handling, agriculture and forestry machinery, ports and terminal equipment, road construction machinery, and specialized off-highway vehicles. **Geographic presence:** Strong India presence across key off-highway OEM clusters including Pune, Chennai, Ahmedabad, NCR, and Coimbatore, supported by Bonfiglioli's global footprint across multiple countries and production sites. **Distribution & aftermarket:** OEM-focused sales model with early-stage design collaboration; aftermarket support including spares, repairs, rebuilds, retrofits, field service, and application engineering support for platform upgrades. **Domestic & export contribution:** India primarily serves domestic off-highway OEM demand, with selective export of mobility drive assemblies and components supporting global OEM platforms and international programs. **Key clients:** Leading domestic and global OEMs in construction equipment, mining machinery, agricultural equipment, port handling equipment, and specialized off-highway vehicle platforms.

ZF Wind Power Coimbatore Private Limited

Key Facts	Brief Profile
Parent Group: ZF Group (established 1915) **India operations:** Coimbatore, Tamil Nadu	ZF Wind Power is one of the world's leading suppliers of wind turbine drivetrain solutions, with India serving as a critical global manufacturing hub for large wind gearboxes. **Manufacturing capabilities:** One of India's largest and most advanced wind gearbox manufacturing facilities located in Coimbatore, featuring high-precision machining lines, full-scale validation systems, and load test benches. The plant operates as part of ZF's global supply network. **Product offerings:** Main Gearboxes, Integrated Wind Powertrain Systems, Condition-Monitoring-Ready Gear Units. **Industries / segments served:** Utility-Scale Wind Turbines (Onshore & Offshore), Global Wind OEMs. **Geographic presence:** Major manufacturing base in India with global hubs across Europe, China, Belgium, and the US. **Distribution & aftermarket:** Strong OEM-centric service model including diagnostics, retrofit services, field maintenance teams, and a comprehensive global spare-parts network. **Domestic & export contribution:** Highly export-oriented; India plant acts as a global manufacturing hub while also serving select Indian turbine OEM programs. **Key clients:** Vestas, GE, Siemens Gamesa, Nordex, Envision, Suzlon (select programs).

Liebherr India Private Limited

Key Facts	Brief Profile
Parent Group: Liebherr Group (established 1949) **India HQ:** Navi Mumbai, Maharashtra	Liebherr India represents the wind and heavy-engineering drivetrain capabilities of the Liebherr Group, supplying critical yaw, pitch, and slew bearing systems to the wind energy sector. **Manufacturing capabilities:** Assembly and support for wind yaw and pitch drive systems in India, with sourcing and engineering integration from Liebherr's global manufacturing plants. Quality-certified testing is conducted for drive and bearing components. **Product offerings:** Yaw Drives, Pitch Drives, Slew Bearings, Large-Diameter Gear Systems. **Industries / segments served:** Wind Turbines, Renewable Powertrain Components, Heavy Engineering. **Geographic presence:** India presence through Navi Mumbai office, supported by manufacturing and engineering hubs in Germany, Austria, and China. **Distribution & aftermarket:** Aftermarket and servicing managed through OEM service networks and selective authorized service partners; technical support for yaw/pitch drives and slew bearings. **Domestic & export contribution:** Primarily supplies domestic turbine and heavy-engineering customers, with selective exports routed through Liebherr's global channels. **Key clients:** Global wind OEMs using Liebherr yaw/pitch components and domestic partners in renewable energy and heavy-engineering sectors.

Power Transmission Companies - Key Profiles

SKF India Limited

Key Facts	Brief Profile
Incorporated: 21 April 1961 **HQ / Registered Office:** Chinchwad, Pune, Maharashtra, India	SKF India is a leading bearing and motion-technology company within the global SKF Group, serving a wide range of automotive and industrial sectors with advanced reliability and maintenance solutions. **Manufacturing capabilities:** Three manufacturing plants in Pune, Bengaluru, and Haridwar, with capabilities spanning bearings, seals, lubrication systems, mechatronics, and condition monitoring and digital maintenance solutions. **Product offerings:** Ball & Roller Bearings, Housings, Seals, Lubrication Systems, Condition Monitoring Solutions, Power Transmission Products. **Industries / segments served:** Automotive, Metals, Paper, Cement, Mining, Railways, Renewable Energy, Food & Beverage, General Industrial. **Geographic presence:** Pan-India manufacturing and sales footprint; supported by the global SKF Group with operations in **130+ countries**. **Distribution & aftermarket:** One of India's largest bearing distribution networks with **300+ distributors**, industrial service centers, authorized workshops, and condition-monitoring service teams. **Domestic & export contribution:** Primarily domestic revenues with exports of bearings and components to **Europe, ASEAN, the US**, and global SKF supply chains (typically ~15–20% exports). **Key clients:** Tata Motors, Ashok Leyland, Maruti Suzuki, Bajaj Auto, TVS, Yamaha, John Deere, JSW, Vedanta, L&T.

Timken India Limited

Key Facts	Brief Profile
Incorporated: 15 June 1987 (as Tata Timken Limited; renamed Timken India in 1999)	Timken India is a leading manufacturer of tapered roller bearings and industrial power transmission products, integrated with Timken's global engineering and supply network. **Manufacturing capabilities:** Tapered roller bearing manufacturing facility at Jamshedpur, along with capabilities in industrial bearings, power transmission components, and bearing rebuild & refurbishment services. **Product offerings:** Tapered Roller Bearings, Cylindrical & Spherical Bearings, Housed Units, Couplings, Industrial Power Transmission Products. **Industries / segments served:** Automotive (CVs), Metals, Mining, Off-Highway, Rail, Energy, Industrial Machinery, Aftermarket. **Geographic presence:** Manufacturing in Jamshedpur with nationwide distribution and engineering presence; supported by Timken's global footprint across 40+ countries. **Distribution & aftermarket:** Strong industrial aftermarket network with channel partners across India, bearing maintenance and refurbishment centers, and dedicated service engineering teams. **Domestic & export contribution:** Higher export contribution compared to peers due to deep integration with Timken's global supply chain, with exports of tapered roller bearings to the US, Europe, and APAC. **Key clients:** Caterpillar, Tata Steel, Indian Railways, Mahindra, Ashok Leyland, Dana, Tata Motors, Fiat, Escorts, New Holland, Titagarh Wagons.

Schaeffler India Limited

Key Facts	Brief Profile
Established in India: Over 50 years ago **First plant:** Vadodara, Gujarat (1964)	Schaeffler India (brands: **FAG, INA, LuK**) is a major supplier of precision bearings, engine and transmission components, and drivetrain systems, serving both automotive and industrial markets. **Manufacturing capabilities:** Multiple manufacturing plants in Vadodara, Hosur, and Pune/Talegaon, producing bearings, engine & transmission components, clutch systems, and precision industrial products. **Product offerings:** Ball & Roller Bearings (FAG), Engine & Transmission Components (INA), Clutch & Drivetrain Systems (LuK), Industrial Automation Components. **Industries / segments served:** Automotive (PV, CV, 2W), Rail & Off-Highway, Industrial Machinery, Wind Energy, Manufacturing & Process Industries. **Geographic presence:** Pan-India manufacturing and service footprint; part of Schaeffler's global network across 50+ countries. **Distribution & aftermarket:** Extensive distributor network under FAG/INA/LuK brands; strong automotive aftermarket presence (clutches, wheel bearings), and robust industrial MRO and service support. **Domestic & export contribution:** Balanced domestic and export mix, with exports of bearings and drivetrain components to Europe, the US, and global Schaeffler OEM programs. **Key clients:** Toyota, Ashok Leyland, Hyundai, Mahindra, BHEL, Kubota, Volkswagen, Skoda, Tata Motors, BMW (global programs), Bosch.

Financial Analysis of Key Companies

		Bonfiglioli Transmissions Limited					SEW-Eurodrive India Private Limited				
Key metrics	**Units**	**As of and for Six Months ended June 30, 2026**	**As of and for Six Months ended June 30, 2025**	**As of and for Year ended December 31, 2025**	**As of and for Year ended December 31, 2024**	**As of and for Year ended December 31, 2023**	**As of and for Six Months ended June 30, 2026**	**As of and for Six Months ended June 30, 2025**	**As of and for Year ended December 31, 2025**	**As of and for Year ended December 31, 2024**	**As of and for Year ended December 31, 2023**
Inventory Days Outstanding	Days	99	102	93	100	112	NA	NA	150	146	159
Payable Days Outstanding	Days	90	95	97	97	121	NA	NA	74	81	80
Receivable Days Outstanding	Days	85	83	94	80	89	NA	NA	50	40	40
Revenue from Operations	INR Million	11,318.69	9,603.55	20,135.26	18,541.83	16,873.30	NA	NA	7,707.00	7,223.30	6,813.20
Domestic	%	70.04%	74.11%	72.49%	74.59%	76.15%	NA	NA	100%	100%	100%
Exports	%	29.96%	25.89%	27.51%	25.41%	23.85%	NA	NA	NA	NA	NA
Revenues from End segments											
Industry & Automation	%	42.53%	40.63%	40.95%	41.25%	43.09%	NA	NA	NA	NA	NA
Mobility Industry	%	28.31%	24.46%	25.18%	23.50%	25.23%	NA	NA	NA	NA	NA
Wind Industry	%	27.36%	32.20%	31.53%	32.33%	29.69%	NA	NA	NA	NA	NA
Others	%	1.80%	2.71%	2.34%	2.92%	1.99%	NA	NA	NA	NA	NA
EBITDA	INR Million	2,238.74	1,764.28	3,707.70	2,950.74	2,438.91	NA	NA	1,120.30	1,355.90	1,091.80
EBITDA Margin	%	19.78%	18.37%	18.41%	15.91%	14.45%	NA	NA	14.54%	18.77%	16.02%
PAT	INR Million	1,485.81	1,149.69	2,378.74	1,915.98	1,466.65	NA	NA	728.10	894.70	677.00
PAT Margin	%	13.04%	11.90%	11.76%	10.29%	8.62%	NA	NA	9.34%	12.25%	9.89%

		Bonfiglioli Transmissions Limited					SEW-Eurodrive India Private Limited				
Key metrics	**Units**	**As of and for Six Months ended June 30, 2026**	**As of and for Six Months ended June 30, 2025**	**As of and for Year ended December 31, 2025**	**As of and for Year ended December 31, 2024**	**As of and for Year ended December 31, 2023**	**As of and for Six Months ended June 30, 2026**	**As of and for Six Months ended June 30, 2025**	**As of and for Year ended December 31, 2025**	**As of and for Year ended December 31, 2024**	**As of and for Year ended December 31, 2023**
Net Debt	INR Million	(1,393.81)	(1,841.77)	(1,603.84)	(1,382.04)	(1,400.92)	NA	NA	(1,318.00)	(1706.50)	(903.10)
Cash Conversion Cycle	Days	94	90	90	83	80	NA	NA	125	105	118
Fixed Assets Turnover Ratio	Times	3.99	3.55	7.15	6.68	6.10	NA	NA	2.32	2.94	2.95
ROE	%	14.66%	13.24%	25.66%	23.05%	19.21%	NA	NA	12.72%	9.09%	16.35%
ROCE	%	20.03%	18.62%	34.05%	30.05%	24.53%	NA	NA	15.63%	22.46%	20.57%

		Bonfiglioli Transmissions Limited					Elecon Engineering Company Limited				
Key metrics	**Units**	**As of and for Six Months ended June 30, 2026**	**As of and for Six Months ended June 30, 2025**	**As of and for Year ended December 31, 2025**	**As of and for Year ended December 31, 2024**	**As of and for Year ended December 31, 2023**	**As of and for Three Months ended June 30, 2026**	**As of and for Three Months ended June 30, 2025**	**As of and for Year ended March 31, 2026**	**As of and for Year ended March 31, 2025**	**As of and for Year ended March 31, 2024**
Inventory Days Outstanding	Days	99	102	93	100	112	NA	NA	98	86	98
Payable Days Outstanding	Days	90	95	97	97	121	NA	NA	89	98	84
Receivable Days Outstanding	Days	85	83	94	80	89	NA	NA	111	101	84
Revenue from Operations	INR Million	11,318.69	9,603.55	20,135.26	18,541.83	16,873.30	5,205.60	4,905.70	23,660.50	22,269.60	19,374.20
Domestic	%	70.04%	74.11%	72.49%	74.59%	76.15%	70.99%	74.72%	78.38%	76.80%	76.35%
Exports	%	29.96%	25.89%	27.51%	25.41%	23.85%	29.01%	25.28%	21.62%	23.20%	23.65%
Revenues from End segments											
Industry & Automation	%	42.53%	40.63%	40.95%	41.25%	43.09%	NA	NA	NA	NA	NA
Mobility Industry	%	28.31%	24.46%	25.18%	23.50%	25.23%	NA	NA	NA	NA	NA
Wind Industry	%	27.36%	32.20%	31.53%	32.33%	29.69%	NA	NA	NA	NA	NA
Others	%	1.80%	2.71%	2.34%	2.92%	1.99%	NA	NA	NA	NA	NA
EBITDA	INR Million	2,238.74	1,764.28	3,707.70	2,950.74	2,438.91	1,091.20	1,303.00	5,231.40	5,425.90	4,744.70
EBITDA Margin	%	19.78%	18.37%	18.41%	15.91%	14.45%	20.96%	26.56%	22.11%	24.36%	24.49%
PAT	INR Million	1,485.81	1,149.69	2,378.74	1,915.98	1,466.65	703.50	1,754.40	3,411.50	4,151.00	3,555.80
PAT Margin	%	13.04%	11.90%	11.76%	10.29%	8.62%	12.97%	33.93%	13.94%	18.15%	17.95%
Net Debt	INR Million	(1,393.81)	(1,841.77)	(1,603.84)	(1,382.04)	(1,400.92)	NA	NA	600.10	(1,772.10)	(1,928.50)
Cash Conversion Cycle	Days	94	90	90	83	80	NA	NA	120	88	98
Fixed Assets Turnover Ratio	Times	3.99	3.55	7.15	6.68	6.10	NA	NA	3.90x	3.97x	3.75x

ROE	%	14.66%	13.24%	25.66%	23.05%	19.21%	NA	NA	15.85%	23.04%	24.67%
ROCE	%	20.03%	18.62%	34.05%	30.05%	24.53%	NA	NA	19.28%	24.87%	27.85%

		Bonfiglioli Transmissions Limited					Nord Drive Systems Private Limited				
Key metrics	**Units**	**As of and for Six Months ended June 30, 2026**	**As of and for Six Months ended June 30, 2025**	**As of and for Year ended December 31, 2025**	**As of and for Year ended December 31, 2024**	**As of and for Year ended December 31, 2023**	**As of and for Three Months ended June 30, 2026**	**As of and for Three Months ended June 30, 2025**	**As of and for Year ended March 31, 2026**	**As of and for Year ended March 31, 2025**	**As of and for Year ended March 31, 2024**
Inventory Days Outstanding	Days	99	102	93	100	112	NA	NA	NA	119	146
Payable Days Outstanding	Days	90	95	97	97	121	NA	NA	NA	45	56
Receivable Days Outstanding	Days	85	83	94	80	89	NA	NA	NA	65	76
Revenue from Operations	INR Million	11,318.69	9,603.55	20,135.26	18,541.83	16,873.30	NA	NA	NA	4,079.25	3,469.38
Domestic	%	70.04%	74.11%	72.49%	74.59%	76.15%	NA	NA	NA	89.13%	91.68%
Exports	%	29.96%	25.89%	27.51%	25.41%	23.85%	NA	NA	NA	10.87%	8.32%
Revenues from End segments											
Industry & Automation	%	42.53%	40.63%	40.95%	41.25%	43.09%	NA	NA	NA	NA	NA
Mobility Industry	%	28.31%	24.46%	25.18%	23.50%	25.23%	NA	NA	NA	NA	NA
Wind Industry	%	27.36%	32.20%	31.53%	32.33%	29.69%	NA	NA	NA	NA	NA
Others	%	1.80%	2.71%	2.34%	2.92%	1.99%	NA	NA	NA	NA	NA
EBITDA	INR Million	2,238.74	1,764.28	3,707.70	2,950.74	2,438.91	NA	NA	NA	541.10	514.2
EBITDA Margin	%	19.78%	18.37%	18.41%	15.91%	14.45%	NA	NA	NA	13.26%	14.82%
PAT	INR Million	1,485.81	1,149.69	2,378.74	1,915.98	1,466.65	NA	NA	NA	397.19	376.64
PAT Margin	%	13.04%	11.90%	11.76%	10.29%	8.62%	NA	NA	NA	9.63%	10.76%
Net Debt	INR Million	(1,393.81)	(1,841.77)	(1,603.84)	(1,382.04)	(1,400.92)	NA	NA	NA	(549.63)	(199.67)
Cash Conversion Cycle	Days	94	90	90	83	80	NA	NA	NA	140	166
Fixed Assets Turnover Ratio	Times	3.99	3.55	7.15	6.68	6.10	NA	NA	NA	12.90	12.45
ROE	%	14.66%	13.24%	25.66%	23.05%	19.21%	NA	NA	NA	19.69%	23.10%
ROCE	%	20.03%	18.62%	34.05%	30.05%	24.53%	NA	NA	NA	24.34%	28.12%

		Bonfiglioli Transmissions Limited					Premium Transmission Limited				
Key metrics	**Units**	**As of and for Six Months ended June 30, 2026**	**As of and for Six Months ended June 30, 2025**	**As of and for Year ended December 31, 2025**	**As of and for Year ended December 31, 2024**	**As of and for Year ended December 31, 2023**	**As of and for Three Months ended June 30, 2026**	**As of and for Three Months ended June 30, 2025**	**As of and for Year ended March 31, 2026**	**As of and for Year ended March 31, 2025**	**As of and for Year ended March 31, 2024**
Inventory Days Outstanding	Days	99	102	93	100	112	NA	NA	NA	89	109
Payable Days Outstanding	Days	90	95	97	97	121	NA	NA	NA	90	82

		Bonfiglioli Transmissions Limited					Premium Transmission Limited				
Key metrics	**Units**	**As of and for Six Months ended June 30, 2026**	**As of and for Six Months ended June 30, 2025**	**As of and for Year ended December 31, 2025**	**As of and for Year ended December 31, 2024**	**As of and for Year ended December 31, 2023**	**As of and for Three Months ended June 30, 2026**	**As of and for Three Months ended June 30, 2025**	**As of and for Year ended March 31, 2026**	**As of and for Year ended March 31, 2025**	**As of and for Year ended March 31, 2024**
Receivable Days Outstanding	Days	85	83	94	80	89	NA	NA	NA	117	95
Revenue from Operations	INR Million	11,318.69	9,603.55	20,135.26	18,541.83	16,873.30	NA	NA	NA	7064.22	7050.05
Domestic	%	70.04%	74.11%	72.49%	74.59%	76.15%	NA	NA	NA	100.00%	100.00%
Exports	%	29.96%	25.89%	27.51%	25.41%	23.85%	NA	NA	NA	NA	NA
Revenues from End segments											
Industry & Automation	%	42.53%	40.63%	40.95%	41.25%	43.09%	NA	NA	NA	NA	NA
Mobility Industry	%	28.31%	24.46%	25.18%	23.50%	25.23%	NA	NA	NA	NA	NA
Wind Industry	%	27.36%	32.20%	31.53%	32.33%	29.69%	NA	NA	NA	NA	NA
Others	%	1.80%	2.71%	2.34%	2.92%	1.99%	NA	NA	NA	NA	NA
EBITDA	INR Million	2,238.74	1,764.28	3,707.70	2,950.74	2,438.91	NA	NA	NA	1,346.76	1,814.01
EBITDA Margin	%	19.78%	18.37%	18.41%	15.91%	14.45%	NA	NA	NA	19.06%	25.73%
PAT	INR Million	1,485.81	1,149.69	2,378.74	1,915.98	1,466.65	NA	NA	NA	777.09	1,312.41
PAT Margin	%	13.04%	11.90%	11.76%	10.29%	8.62%	NA	NA	NA	10.95%	18.49%
Net Debt	INR Million	(1,393.81)	(1,841.77)	(1,603.84)	(1,382.04)	(1,400.92)	NA	NA	NA	(624.27)	(300.25)
Cash Conversion Cycle	Days	94	90	90	83	80	NA	NA	NA	115	122
Fixed Assets Turnover Ratio	Times	3.99	3.55	7.15	6.68	6.10	NA	NA	NA	4.16	4.96
ROE	%	14.66%	13.24%	25.66%	23.05%	19.21%	NA	NA	NA	19.53%	40.61%
ROCE	%	20.03%	18.62%	34.05%	30.05%	24.53%	NA	NA	NA	27.86%	45.81%

		Bonfiglioli Transmissions Limited					Shanthi Gears Limited				
Key metrics	**Units**	**As of and for Six Months ended June 30, 2026**	**As of and for Six Months ended June 30, 2025**	**As of and for Year ended December 31, 2025**	**As of and for Year ended December 31, 2024**	**As of and for Year ended December 31, 2023**	**As of and for Three Months ended June 30, 2026**	**As of and for Three Months ended June 30, 2025**	**As of and for Year ended March 31, 2026**	**As of and for Year ended March 31, 2025**	**As of and for Year ended March 31, 2024**
Inventory Days Outstanding	Days	99	102	93	100	112	NA	NA	168	103	122
Payable Days Outstanding	Days	90	95	97	97	121	NA	NA	95	82	74
Receivable Days Outstanding	Days	85	83	94	80	89	NA	NA	81	83	81
Revenue from Operations	INR Million	11,318.69	9,603.55	20,135.26	18,541.83	16,873.30	1,154.90	1348.90	5,187.20	6,046.20	5,360.50
Domestic	%	70.04%	74.11%	72.49%	74.59%	76.15%	NA	NA	86.58%	90.21%	92.61%
Exports	%	29.96%	25.89%	27.51%	25.41%	23.85%	NA	NA	13.42%	9.79%	7.39%
Revenues from End segments											

		Bonfiglioli Transmissions Limited					Shanthi Gears Limited				
Key metrics	**Units**	**As of and for Six Months ended June 30, 2026**	**As of and for Six Months ended June 30, 2025**	**As of and for Year ended December 31, 2025**	**As of and for Year ended December 31, 2024**	**As of and for Year ended December 31, 2023**	**As of and for Three Months ended June 30, 2026**	**As of and for Three Months ended June 30, 2025**	**As of and for Year ended March 31, 2026**	**As of and for Year ended March 31, 2025**	**As of and for Year ended March 31, 2024**
Industry & Automation	%	42.53%	40.63%	40.95%	41.25%	43.09%	NA	NA	NA	NA	NA
Mobility Industry	%	28.31%	24.46%	25.18%	23.50%	25.23%	NA	NA	NA	NA	NA
Wind Industry	**%**	27.36%	32.20%	31.53%	32.33%	29.69%	NA	NA	NA	NA	NA
Others	%	1.80%	2.71%	2.34%	2.92%	1.99%	NA	NA	NA	NA	NA
EBITDA	INR Million	2,238.74	1,764.28	3,707.70	2,950.74	2,438.91	151.80	305.10	1,039.10	1,287.30	1,017.90
EBITDA Margin	%	19.78%	18.37%	18.41%	15.91%	14.45%	13.14%	22.62%	20.03%	21.29%	18.99%
PAT	INR Million	1,485.81	1,149.69	2,378.74	1,915.98	1,466.65	98.50	226.90	766.60	960.30	822.50
PAT Margin	%	13.04%	11.90%	11.76%	10.29%	8.62%	8.23%	16.36%	14.24%	15.51%	14.76%
Net Debt	INR Million	(1,393.81)	(1,841.77)	(1,603.84)	(1,382.04)	(1,400.92)	NA	NA	(752.10)	(647.60)	(79.10)
Cash Conversion Cycle	Days	94	90	90	83	80	NA	NA	154	104	129
Fixed Assets Turnover Ratio	Times	3.99	3.55	7.15	6.68	6.10	NA	NA	4.19x	7.94x	7.88x
ROE	%	14.66%	13.24%	25.66%	23.05%	19.21%	NA	NA	18.19%	25.67%	25.40%
ROCE	%	20.03%	18.62%	34.05%	30.05%	24.53%	NA	NA	24.85%	32.74%	32.32%

		Bonfiglioli Transmissions Limited					Flender Drives Private Limited				
Key metrics	**Units**	**As of and for Six Months ended June 30, 2026**	**As of and for Six Months ended June 30, 2025**	**As of and for Year ended December 31, 2025**	**As of and for Year ended December 31, 2024**	**As of and for Year ended December 31, 2023**	**As of and for Three Months ended June 30, 2026**	**As of and for Three Months ended June 30, 2025**	**As of and for Year ended March 31, 2026**	**As of and for Year ended March 31, 2025**	**As of and for Year ended March 31, 2024**
Inventory Days Outstanding	Days	99	102	93	100	112	NA	NA	NA	130	242
Payable Days Outstanding	Days	90	95	97	97	121	NA	NA	NA	119	139
Receivable Days Outstanding	Days	85	83	94	80	89	NA	NA	NA	79	64
Revenue from Operations	INR Million	11,318.69	9,603.55	20,135.26	18,541.83	16,873.30	NA	NA	NA	36,565.29	18,140.68
Domestic	%	70.04%	74.11%	72.49%	74.59%	76.15%	NA	NA	NA	1.62%	37.86%
Exports	%	29.96%	25.89%	27.51%	25.41%	23.85%	NA	NA	NA	98.38%	62.14%
Revenues from End segments											
Industry & Automation	%	42.53%	40.63%	40.95%	41.25%	43.09%	NA	NA	NA	NA	NA
Mobility Industry	%	28.31%	24.46%	25.18%	23.50%	25.23%	NA	NA	NA	NA	NA
Wind Industry	%	27.36%	32.20%	31.53%	32.33%	29.69%	NA	NA	NA	NA	NA
Others	%	1.80%	2.71%	2.34%	2.92%	1.99%	NA	NA	NA	NA	NA
EBITDA	INR Million	2,238.74	1,764.28	3,707.70	2,950.74	2,438.91	NA	NA	NA	4,377.85	1,387.08
EBITDA Margin	%	19.78%	18.37%	18.41%	15.91%	14.45%	NA	NA	NA	11.65%	7.65%

		Bonfiglioli Transmissions Limited					Flender Drives Private Limited				
Key metrics	**Units**	**As of and for Six Months ended June 30, 2026**	**As of and for Six Months ended June 30, 2025**	**As of and for Year ended December 31, 2025**	**As of and for Year ended December 31, 2024**	**As of and for Year ended December 31, 2023**	**As of and for Three Months ended June 30, 2026**	**As of and for Three Months ended June 30, 2025**	**As of and for Year ended March 31, 2026**	**As of and for Year ended March 31, 2025**	**As of and for Year ended March 31, 2024**
PAT	INR Million	1,485.81	1,149.69	2,378.74	1,915.98	1,466.65	NA	NA	NA	1,798.48	18.38
PAT Margin	%	13.04%	11.90%	11.76%	10.29%	8.62%	NA	NA	NA	4.78%	0.10%
Net Debt	INR Million	(1,393.81)	(1,841.77)	(1,603.84)	(1,382.04)	(1,400.92)	NA	NA	NA	8,005.31	8,006.70
Cash Conversion Cycle	Days	94	90	90	83	80	NA	NA	NA	89	167
Fixed Assets Turnover Ratio	Times	3.99	3.55	7.15	6.68	6.10	NA	NA	NA	5.16	2.82
ROE	%	14.66%	13.24%	25.66%	23.05%	19.21%	NA	NA	NA	29.47%	0.35%
ROCE	%	20.03%	18.62%	34.05%	30.05%	24.53%	NA	NA	NA	22.82%	6.73%

		Bonfiglioli Transmissions Limited					Dana India Private Limited				
Key metrics	**Units**	**As of and for Six Months ended June 30, 2026**	**As of and for Six Months ended June 30, 2025**	**As of and for Year ended December 31, 2025**	**As of and for Year ended December 31, 2024**	**As of and for Year ended December 31, 2023**	**As of and for Three Months ended June 30, 2026**	**As of and for Three Months ended June 30, 2025**	**As of and for Year ended March 31, 2026**	**As of and for Year ended March 31, 2025**	**As of and for Year ended March 31, 2024**
Inventory Days Outstanding	Days	99	102	93	100	112	NA	NA	NA	56	52
Payable Days Outstanding	Days	90	95	97	97	121	NA	NA	NA	160	151
Receivable Days Outstanding	Days	85	83	94	80	89	NA	NA	NA	84	83
Revenue from Operations	INR Million	11,318.69	9,603.55	20,135.26	18,541.83	16,873.30	NA	NA	NA	13,569.84	14,368.08
Domestic	%	70.04%	74.11%	72.49%	74.59%	76.15%	NA	NA	NA	100.00%	100.00%
Exports	%	29.96%	25.89%	27.51%	25.41%	23.85%	NA	NA	NA	NA	NA
Revenues from End segments											
Industry & Automation	%	42.53%	40.63%	40.95%	41.25%	43.09%	NA	NA	NA	NA	NA
Mobility Industry	%	28.31%	24.46%	25.18%	23.50%	25.23%	NA	NA	NA	NA	NA
Wind Industry	%	27.36%	32.20%	31.53%	32.33%	29.69%	NA	NA	NA	NA	NA
Others	%	1.80%	2.71%	2.34%	2.92%	1.99%	NA	NA	NA	NA	NA
EBITDA	INR Million	2,238.74	1,764.28	3,707.70	2,950.74	2,438.91	NA	NA	NA	1,443.32	1,318.7
EBITDA Margin	%	19.78%	18.37%	18.41%	15.91%	14.45%	NA	NA	NA	10.64%	9.18%
PAT	INR Million	1,485.81	1,149.69	2,378.74	1,915.98	1,466.65	NA	NA	NA	814.33	695.24
PAT Margin	%	13.04%	11.90%	11.76%	10.29%	8.62%	NA	NA	NA	5.92%	4.80%
Net Debt	INR Million	(1,393.81)	(1,841.77)	(1,603.84)	(1,382.04)	(1,400.92)	NA	NA	NA	(2,839.12)	(1,422.88)
Cash Conversion Cycle	Days	94	90	90	83	80	NA	NA	NA	(20)	(16)
Fixed Assets Turnover Ratio	Times	3.99	3.55	7.15	6.68	6.10	NA	NA	NA	13.70	13.28

ROE	%	14.66%	13.24%	25.66%	23.05%	19.21%	NA	NA	NA	5.87%	25.56%
ROCE	%	20.03%	18.62%	34.05%	30.05%	24.53%	NA	NA	NA	35.86%	37.34%

		Bonfiglioli Transmissions Limited					Comer Industries India Private Limited				
Key metrics	**Units**	**As of and for Six Months ended June 30, 2026**	**As of and for Six Months ended June 30, 2025**	**As of and for Year ended December 31, 2025**	**As of and for Year ended December 31, 2024**	**As of and for Year ended December 31, 2023**	**As of and for Three Months ended June 30, 2026**	**As of and for Three Months ended June 30, 2025**	**As of and for Year ended March 31, 2026**	**As of and for Year ended March 31, 2025**	**As of and for Year ended March 31, 2024**
Inventory Days Outstanding	Days	99	102	93	100	112	NA	NA	NA	49	54
Payable Days Outstanding	Days	90	95	97	97	121	NA	NA	NA	79	108
Receivable Days Outstanding	Days	85	83	94	80	89	NA	NA	NA	59	73
Revenue from Operations	INR Million	11,318.69	9,603.55	20,135.26	18,541.83	16,873.30	NA	NA	NA	3,645.01	3,168.00
Domestic	%	70.04%	74.11%	72.49%	74.59%	76.15%	NA	NA	NA	82.94%	77.06%
Exports	%	29.96%	25.89%	27.51%	25.41%	23.85%	NA	NA	NA	17.06%	22.94%
Revenues from End segments											
Industry & Automation	%	42.53%	40.63%	40.95%	41.25%	43.09%	NA	NA	NA	NA	NA
Mobility Industry	%	28.31%	24.46%	25.18%	23.50%	25.23%	NA	NA	NA	NA	NA
Wind Industry	%	27.36%	32.20%	31.53%	32.33%	29.69%	NA	NA	NA	NA	NA
Others	%	1.80%	2.71%	2.34%	2.92%	1.99%	NA	NA	NA	NA	NA
EBITDA	INR Million	2,238.74	1,764.28	3,707.70	2,950.74	2,438.91	NA	NA	NA	621.71	398.63
EBITDA Margin	%	19.78%	18.37%	18.41%	15.91%	14.45%	NA	NA	NA	17.06%	12.58%
PAT	INR Million	1,485.81	1,149.69	2,378.74	1,915.98	1,466.65	NA	NA	NA	436.76	281.15
PAT Margin	%	13.04%	11.90%	11.76%	10.29%	8.62%	NA	NA	NA	11.89%	8.82%
Net Debt	INR Million	(1,393.81)	(1,841.77)	(1,603.84)	(1,382.04)	(1,400.92)	NA	NA	NA	(453.56)	(11.64)
Cash Conversion Cycle	Days	94	90	90	83	80	NA	NA	NA	29	20
Fixed Assets Turnover Ratio	Times	3.99	3.55	7.15	6.68	6.10	NA	NA	NA	6.53	6.02
ROE	%	14.66%	13.24%	25.66%	23.05%	19.21%	NA	NA	NA	8.35%	29.64%
ROCE	%	20.03%	18.62%	34.05%	30.05%	24.53%	NA	NA	NA	38.70%	34.60%

		Bonfiglioli Transmissions Limited					PMP Drive Systems India Private Limited				
Key metrics	**Units**	**As of and for Six Months ended June 30, 2026**	**As of and for Six Months ended June 30, 2025**	**As of and for Year ended December 31, 2025**	**As of and for Year ended December 31, 2024**	**As of and for Year ended December 31, 2023**	**As of and for Three Months ended June 30, 2026**	**As of and for Three Months ended June 30, 2025**	**As of and for Year ended March 31, 2026**	**As of and for Year ended March 31, 2025**	**As of and for Year ended March 31, 2024**
Inventory Days Outstanding	Days	99	102	93	100	112	NA	NA	NA	NA	111
Payable Days Outstanding	Days	90	95	97	97	121	NA	NA	NA	NA	306
Receivable Days Outstanding	Days	85	83	94	80	89	NA	NA	NA	NA	165

		Bonfiglioli Transmissions Limited					PMP Drive Systems India Private Limited				
Key metrics	**Units**	**As of and for Six Months ended June 30, 2026**	**As of and for Six Months ended June 30, 2025**	**As of and for Year ended December 31, 2025**	**As of and for Year ended December 31, 2024**	**As of and for Year ended December 31, 2023**	**As of and for Three Months ended June 30, 2026**	**As of and for Three Months ended June 30, 2025**	**As of and for Year ended March 31, 2026**	**As of and for Year ended March 31, 2025**	**As of and for Year ended March 31, 2024**
Revenue from Operations	INR Million	11,318.69	9,603.55	20,135.26	18,541.83	16,873.30	NA	NA	NA	NA	1,284.52
Domestic	%	70.04%	74.11%	72.49%	74.59%	76.15%	NA	NA	NA	NA	80.14%
Exports	%	29.96%	25.89%	27.51%	25.41%	23.85%	NA	NA	NA	NA	19.86%
Revenues from End segments											
Industry & Automation	%	42.53%	40.63%	40.95%	41.25%	43.09%	NA	NA	NA	NA	NA
Mobility Industry	%	28.31%	24.46%	25.18%	23.50%	25.23%	NA	NA	NA	NA	NA
Wind Industry	%	27.36%	32.20%	31.53%	32.33%	29.69%	NA	NA	NA	NA	NA
Others	%	1.80%	2.71%	2.34%	2.92%	1.99%	NA	NA	NA	NA	NA
EBITDA	INR Million	2,238.74	1,764.28	3,707.70	2,950.74	2,438.91	NA	NA	NA	NA	132.65
EBITDA Margin	%	19.78%	18.37%	18.41%	15.91%	14.45%	NA	NA	NA	NA	10.33%
PAT	INR Million	1,485.81	1,149.69	2,378.74	1,915.98	1,466.65	NA	NA	NA	NA	77.54
PAT Margin	%	13.04%	11.90%	11.76%	10.29%	8.62%	NA	NA	NA	NA	5.97%
Net Debt	INR Million	(1,393.81)	(1,841.77)	(1,603.84)	(1,382.04)	(1,400.92)	NA	NA	NA	NA	(59.29)
Cash Conversion Cycle	Days	94	90	90	83	80	NA	NA	NA	NA	(30)
Fixed Assets Turnover Ratio	Times	3.99	3.55	7.15	6.68	6.10	NA	NA	NA	NA	3.91
ROE	%	14.66%	13.24%	25.66%	23.05%	19.21%	NA	NA	NA	NA	18.25%
ROCE	%	20.03%	18.62%	34.05%	30.05%	24.53%	NA	NA	NA	NA	23.07%

		Bonfiglioli Transmissions Limited					ZF WindPower Coimbatore Private Limited				
Key metrics	**Units**	**As of and for Six Months ended June 30, 2026**	**As of and for Six Months ended June 30, 2025**	**As of and for Year ended December 31, 2025**	**As of and for Year ended December 31, 2024**	**As of and for Year ended December 31, 2023**	**As of and for Three months ended June 30, 2026**	**As of and for Three Months ended June 30, 2025**	**As of and for Year ended March 31, 2026**	**As of and for Year ended March 31, 2025**	**As of and for Year ended March 31, 2024**
Inventory Days Outstanding	Days	99	102	93	100	112	NA	NA	NA	93	93
Payable Days Outstanding	Days	90	95	97	97	121	NA	NA	NA	59	79
Receivable Days Outstanding	Days	85	83	94	80	89	NA	NA	NA	85	84
Revenue from Operations	INR Million	11,318.69	9,603.55	20,135.26	18,541.83	16,873.30	NA	NA	NA	38,320.22	37,088.43
Domestic	%	70.04%	74.11%	72.49%	74.59%	76.15%	NA	NA	NA	33.06%	37.05%
Exports	%	29.96%	25.89%	27.51%	25.41%	23.85%	NA	NA	NA	66.94%	62.95%
Revenues from End segments											
Industry & Automation	%	42.53%	40.63%	40.95%	41.25%	43.09%	NA	NA	NA	NA	NA
Mobility Industry	%	28.31%	24.46%	25.18%	23.50%	25.23%	NA	NA	NA	NA	NA

Wind Industry	%	27.36%	32.20%	31.53%	32.33%	29.69%	NA	NA	NA	NA	NA
Others	%	1.80%	2.71%	2.34%	2.92%	1.99%	NA	NA	NA	NA	NA
EBITDA	INR Million	2,238.74	1,764.28	3,707.70	2,950.74	2,438.91	NA	NA	NA	5,747.76	5,348.95
EBITDA Margin	%	19.78%	18.37%	18.41%	15.91%	14.45%	NA	NA	NA	15.00%	14.42%
PAT	INR Million	1,485.81	1,149.69	2,378.74	1,915.98	1,466.65	NA	NA	NA	3,890.32	3,405.58
PAT Margin	%	13.04%	11.90%	11.76%	10.29%	8.62%	NA	NA	NA	9.99%	9.00%
Net Debt	INR Million	(1,393.81)	(1,841.77)	(1,603.84)	(1,382.04)	(1,400.92)	NA	NA	NA	(7,320.09)	(6,973.75)
Cash Conversion Cycle	Days	94	90	90	83	80	NA	NA	NA	120	98
Fixed Assets Turnover Ratio	Times	3.99	3.55	7.15	6.68	6.10	NA	NA	NA	5.53	7.30
ROE	%	14.66%	13.24%	25.66%	23.05%	19.21%	NA	NA	NA	16.68%	17.30%
ROCE	%	20.03%	18.62%	34.05%	30.05%	24.53%	NA	NA	NA	21.93%	24.65%

		Bonfiglioli Transmissions Limited						**Liebherr India PrivateLimited**			
Key metrics	**Units**	**As of and for Six Months ended June 30, 2026**	**As of and for Six Months ended June 30, 2025**	**As of and for Year ended December 31, 2025**	**As of and for Year ended December 31, 2024**	**As of and for Year ended December 31, 2023**	**As of and for Three Months ended June 30, 2026**	**As of and for Three Months ended June 30, 2025**	**As of and for Year ended March 31, 2026**	**As of and for Year ended March 31, 2025**	**As of and for Year ended March 31, 2024**
Inventory Days Outstanding	Days	99	102	93	100	112	NA	NA	NA	191	245
Payable Days Outstanding	Days	90	95	97	97	121	NA	NA	NA	121	80
Receivable Days Outstanding	Days	85	83	94	80	89	NA	NA	NA	70	73
Revenue from Operations	INR Million	11,318.69	9,603.55	20,135.26	18,541.83	16,873.30	NA	NA	NA	3,777.60	3,104.60
Domestic	%	70.04%	74.11%	72.49%	74.59%	76.15%	NA	NA	NA	100%	100%
Exports	%	29.96%	25.89%	27.51%	25.41%	23.85%	NA	NA	NA	NA	NA
Revenues from End segments											
Industry & Automation	%	42.53%	40.63%	40.95%	41.25%	43.09%	NA	NA	NA	NA	NA
Mobility Industry	%	28.31%	24.46%	25.18%	23.50%	25.23%	NA	NA	NA	NA	NA
Wind Industry	%	27.36%	32.20%	31.53%	32.33%	29.69%	NA	NA	NA	NA	NA
Others	%	1.80%	2.71%	2.34%	2.92%	1.99%	NA	NA	NA	NA	NA
EBITDA	INR Million	2,238.74	1,764.28	3,707.70	2,950.74	2,438.91	NA	NA	NA	609.10	484.00
EBITDA Margin	%	19.78%	18.37%	18.41%	15.91%	14.45%	NA	NA	NA	16.12%	15.59%
PAT	INR Million	1,485.81	1,149.69	2,378.74	1,915.98	1,466.65	NA	NA	NA	545.50	460.50
PAT Margin	%	13.04%	11.90%	11.76%	10.29%	8.62%	NA	NA	NA	13.90%	14.15%
Net Debt	INR Million	(1,393.81)	(1,841.77)	(1,603.84)	(1,382.04)	(1,400.92)	NA	NA	NA	(1,436.80)	(1,128.70)
Cash Conversion Cycle	Days	94	90	90	83	80	NA	NA	NA	140	238
Fixed Assets Turnover Ratio	Times	3.99	3.55	7.15	6.68	6.10	NA	NA	NA	26.58	43.60

		Bonfiglioli Transmissions Limited						Liebherr India PrivateLimited			
Key metrics	**Units**	**As of and for Six Months ended June 30, 2026**	**As of and for Six Months ended June 30, 2025**	**As of and for Year ended December 31, 2025**	**As of and for Year ended December 31, 2024**	**As of and for Year ended December 31, 2023**	**As of and for Three Months ended June 30, 2026**	**As of and for Three Months ended June 30, 2025**	**As of and for Year ended March 31, 2026**	**As of and for Year ended March 31, 2025**	**As of and for Year ended March 31, 2024**
ROE	%	14.66%	13.24%	25.66%	23.05%	19.21%	NA	NA	NA	20.34%	17.14%
ROCE	%	20.03%	18.62%	34.05%	30.05%	24.53%	NA	NA	NA	29.16%	23.80%

		Bonfiglioli Transmissions Limited						SKF India Limited			
Key metrics	**Units**	**As of and for Six Months ended June 30, 2026**	**As of and for Six Months ended June 30, 2025**	**As of and for Year ended December 31, 2025**	**As of and for Year ended December 31, 2024**	**As of and for Year ended December 31, 2023**	**As of and for Three Months ended June 30, 2026**	**As of and for Three Months ended June 30, 2025**	**As of and for Year ended March 31, 2026**	**As of and for Year ended March 31, 2025**	**As of and for Year ended March 31, 2024**
Inventory Days Outstanding	Days	99	102	93	100	112	NA	NA	52	105	90
Payable Days Outstanding	Days	90	95	97	97	121	NA	NA	91	75	94
Receivable Days Outstanding	Days	85	83	94	80	89	NA	NA	70	63	60
Revenue from Operations	INR Million	11,318.69	9,603.55	20,135.26	18,541.83	16,873.30	5,877.90	12,831.5	37,633.90	49,199.20	45,701.30
Domestic	%	70.04%	74.11%	72.49%	74.59%	76.15%	NA	NA	92.76%	90.24%	90.42%
Exports	%	29.96%	25.89%	27.51%	25.41%	23.85%	NA	NA	7.24%	9.76%	9.58%
Revenues from End segments											
Industry & Automation	%	42.53%	40.63%	40.95%	41.25%	43.09%	NA	NA	NA	NA	NA
Mobility Industry	%	28.31%	24.46%	25.18%	23.50%	25.23%	NA	NA	NA	NA	NA
Wind Industry	%	27.36%	32.20%	31.53%	32.33%	29.69%	NA	NA	NA	NA	NA
Others	%	1.80%	2.71%	2.34%	2.92%	1.99%	NA	NA	NA	NA	NA
EBITDA	INR Million	2,238.74	1,764.28	3,707.70	2,950.74	2,438.91	880.20	1,673.3	4,488.00	7,453.60	7,175.90
EBITDA Margin	%	19.78%	18.37%	18.41%	15.91%	14.45%	14.97%	13.04%	11.93%	15.15%	15.70%
PAT	INR Million	1,485.81	1,149.69	2,378.74	1,915.98	1,466.65	619.20	1,182.1	2,659.40	5,659.10	5,518.00
PAT Margin	%	13.04%	11.90%	11.76%	10.29%	8.62%	10.32%	9.11%	6.87%	11.27%	11.83%
Net Debt	INR Million	(1,393.81)	(1,841.77)	(1,603.84)	(1,382.04)	(1,400.92)	NA	NA	(2,969.90)	(7,119.10)	(12,103.50)
Cash Conversion Cycle	Days	94	90	90	83	80	NA	NA	31	93	56
Fixed Assets Turnover Ratio	Times	3.99	3.55	7.15	6.68	6.10	NA	NA	8.09x	8.54x	8.68x
ROE	%	14.66%	13.24%	25.66%	23.05%	19.21%	NA	NA	13.54%	21.43%	21.97%
ROCE	%	20.03%	18.62%	34.05%	30.05%	24.53%	NA	NA	36.38%	29.78%	27.67%

		Bonfiglioli Transmissions Limited					Timken India Limited				
Key metrics	**Units**	**As of and for Six Months ended June 30, 2026**	**As of and for Six Months ended June 30, 2025**	**As of and for Year ended December 31, 2025**	**As of and for Year ended December 31, 2024**	**As of and for Year ended December 31, 2023**	**As of and for Three Months ended June 30, 2026**	**As of and for Three Months ended June 30, 2025**	**As of and for Year ended March 31, 2026**	**As of and for Year ended March 31, 2025**	**As of and for Year ended March 31, 2024**
Inventory Days Outstanding	Days	99	102	93	100	112	NA	NA	135	124	142
Payable Days Outstanding	Days	90	95	97	97	121	NA	NA	98	77	78
Receivable Days Outstanding	Days	85	83	94	80	89	NA	NA	85	81	82
Revenue from Operations	INR Million	11,318.69	9,603.55	20,135.26	18,541.83	16,873.30	9,433.20	8,221.79	34,780.29	31,971.96	29,095.41
Domestic	%	70.04%	74.11%	72.49%	74.59%	76.15%	NA	NA	80.39%	81.82%	79.94%
Exports	%	29.96%	25.89%	27.51%	25.41%	23.85%	NA	NA	19.61%	18.18%	20.06%
Revenues from End segments											
Industry & Automation	%	42.53%	40.63%	40.95%	41.25%	43.09%	NA	NA	NA	NA	NA
Mobility Industry	%	28.31%	24.46%	25.18%	23.50%	25.23%	NA	NA	NA	NA	NA
Wind Industry	%	27.36%	32.20%	31.53%	32.33%	29.69%	NA	NA	NA	NA	NA
Others	%	1.80%	2.71%	2.34%	2.92%	1.99%	NA	NA	NA	NA	NA
EBITDA	INR Million	2,238.74	1,764.28	3,707.70	2,950.74	2,438.91	1,776.22	1,469.21	6,323.52	6,112.07	5,724.06
EBITDA Margin	%	19.78%	18.37%	18.41%	15.91%	14.45%	18.83%	17.87%	18.18%	19.12%	19.67%
PAT	INR Million	1,485.81	1,149.69	2,378.74	1,915.98	1,466.65	1,196.59	1,084.25	4,148.85	4,621.94	3,921.42
PAT Margin	%	13.04%	11.90%	11.76%	10.29%	8.62%	12.54%	13.01%	11.83%	14.23%	13.29%
Net Debt	INR Million	(1,393.81)	(1,841.77)	(1,603.84)	(1,382.04)	(1,400.92)	NA	NA	(2,608.74)	(4,211.68)	(3,059.99)
Cash Conversion Cycle	Days	94	90	90	83	80	NA	NA	122	128	146
Fixed Assets Turnover Ratio	Times	3.99	3.55	7.15	6.68	6.10	NA	NA	2.87x	3.02x	4.82x
ROE	%	14.66%	13.24%	25.66%	23.05%	19.21%	NA	NA	14.28%	17.39%	17.61%
ROCE	%	20.03%	18.62%	34.05%	30.05%	24.53%	NA	NA	19.00%	19.93%	21.82%

		Bonfiglioli Transmissions Limited					Schaeffler India Limited				
Key metrics	**Units**	**As of and for Six Months ended June 30, 2026**	**As of and for Six Months ended June 30, 2025**	**As of and for Year ended December 31, 2025**	**As of and for Year ended December 31, 2024**	**As of and for Year ended December 31, 2023**	**As of and for Six Months ended June 30, 2026**	**As of and for Six Months ended June 30, 2025**	**As of and for Year ended December 31, 2025**	**As of and for Year ended December 31, 2024**	**As of and for Year ended December 31, 2023**
Inventory Days Outstanding	Days	99	102	93	100	112	124	105	109	104	107
Payable Days Outstanding	Days	90	95	97	97	121	93	91	99	78	84
Receivable Days Outstanding	Days	85	83	94	80	89	60	60	62	57	53
Revenue from Operations	INR Million	11,318.69	9,603.55	20,135.26	18,541.83	16,873.30	53,461.90	45,270.00	96,858.50	82,323.80	72,509.10

		Bonfiglioli Transmissions Limited					Schaeffler India Limited				
Key metrics	**Units**	**As of and for Six Months ended June 30, 2026**	**As of and for Six Months ended June 30, 2025**	**As of and for Year ended December 31, 2025**	**As of and for Year ended December 31, 2024**	**As of and for Year ended December 31, 2023**	**As of and for Six Months ended June 30, 2026**	**As of and for Six Months ended June 30, 2025**	**As of and for Year ended December 31, 2025**	**As of and for Year ended December 31, 2024**	**As of and for Year ended December 31, 2023**
Domestic	%	70.04%	74.11%	72.49%	74.59%	76.15%	NA	NA	85.49%	87.16%	86.79%
Exports	%	29.96%	25.89%	27.51%	25.41%	23.85%	NA	NA	14.51%	12.84%	13.21%
Revenues from End segments											
Industry & Automation	%	42.53%	40.63%	40.95%	41.25%	43.09%	NA	NA	NA	NA	NA
Mobility Industry	%	28.31%	24.46%	25.18%	23.50%	25.23%	NA	NA	NA	NA	NA
Wind Industry	%	27.36%	32.20%	31.53%	32.33%	29.69%	NA	NA	NA	NA	NA
Others	%	1.80%	2.71%	2.34%	2.92%	1.99%	NA	NA	NA	NA	NA
EBITDA	INR Million	2,238.74	1,764.28	3,707.70	2,950.74	2,438.91	9,773.00	8,229.60	17,630.20	14,453.60	13,212.00
EBITDA Margin	%	19.78%	18.37%	18.41%	15.91%	14.45%	18.28%	18.18%	18.20%	17.56%	18.22%
PAT	INR Million	1,485.81	1,149.69	2,378.74	1,915.98	1,466.65	6,418.50	5,387.30	11,503.50	9,388.60	8,990.20
PAT Margin	%	13.04%	11.90%	11.76%	10.29%	8.62%	11.83%	11.70%	11.70%	11.24%	12.19%
Net Debt	INR Million	(1,393.81)	(1,841.77)	(1,603.84)	(1,382.04)	(1,400.92)	(14,585.00)	(13,477.80)	(17,909.70)	(12,945.00)	(15,345.60)
Cash Conversion Cycle	Days	94	90	90	83	80	92	74	73	84	75
Fixed Assets Turnover Ratio	Times	3.99	3.55	7.15	6.68	6.10	2.31x	2.02x	4.23x	3.79x	4.33x
ROE	%	14.66%	13.24%	25.66%	23.05%	19.21%	10.53%	10.00%	20.21%	18.52%	19.78%
ROCE	%	20.03%	18.62%	34.05%	30.05%	24.53%	14.31%	13.62%	26.08%	24.19%	25.73%

Source: Annual Reports, MCA, Private Circle, F&S Analysis

1. *The above line items for Bonfiglioli Transmissions Limited represent results from continuing operations only.*
2. *Inventory days outstanding is calculated as inventory as of end of period / year divided by cost of goods sold multiplied by number of days, where cost of goods sold is the sum of cost of material consumed, change in inventory, purchases of stock-in-trade. Inventory days outstanding for the six months period ended June 30, 2026 and June 30, 2025, for the fiscal year ended December 31, 2025, December 31, 2024, and December 31, 2023, has been calculated using 181 days, 181 days, 365 days, 366 days and 365 days respectively, being the actual number of the days in the reporting period*
3. *Payable days outstanding is calculated as payables divided by sum of purchase of raw materials and components consumed and purchase of stock-in-trade multiplied by number of days. Payable days outstanding for the six months period ended June 30, 2026 and June 30, 2025, for the fiscal year ended December 31, 2025, December 31, 2024, and December 31, 2023, has been calculated using 181 days, 181 days, 365 days, 366 days and 365 days respectively, being the actual number of the days in the reporting period*
4. *Receivable days outstanding is calculated as trade receivables as of end of period / year divided by revenue from operations multiplied by number of days. Receivable days outstanding for the six months period ended June 30, 2026 and June 30, 2025, for the fiscal year ended December 31, 2025, December 31, 2024, and December 31, 2023, has been calculated using 181 days, 181 days, 365 days, 366 days and 365 days respectively, being the actual number of the days in the reporting period*
5. *For SEW-Eurodrive India Private Limited, the cash conversion cycle may not match with (Inventory Days outstanding + Receivable Days outstanding -Payable Days outstanding) on account of rounding off for the Year ended December 31, 2025 and Year ended December 31,2023*
6. *For Elecon Engineering Limited, the cash conversion cycle may not match with (Inventory Days outstanding + Receivable Days outstanding -Payable Days outstanding) on account of rounding off for the Year ended March 31, 2025*
7. *For Nord Drive Systems Private Limited, the cash conversion cycle may not match with (Inventory Days outstanding + Receivable Days outstanding -Payable Days outstanding) on account of rounding off for the Year ended March 31, 2025*
8. *For Premium Transmission Limited, the cash conversion cycle may not match with (Inventory Days outstanding + Receivable Days outstanding -Payable Days outstanding) on account of rounding off for the Year ended March 31, 2025*
9. *For Flender Drives Private Limited, the cash conversion cycle may not match with (Inventory Days outstanding + Receivable Days outstanding -Payable Days outstanding) on account of rounding off for the Year ended March 31, 2025*

10. *For Comer Industries India Private Limited, the cash conversion cycle may not match with (Inventory Days outstanding + Receivable Days outstanding -Payable Days outstanding) on account of rounding off for the Year ended March 31, 2024*
11. *For ZF WindPower Coimbatore Private Limited, the cash conversion cycle may not match with (Inventory Days outstanding + Receivable Days outstanding -Payable Days outstanding) on account of rounding off for the Year ended March 31, 2025*
12. *For Schaeffler India Limited, the cash conversion cycle may not match with (Inventory Days outstanding + Receivable Days outstanding - Payable Days outstanding) on account of rounding off for Six Months Ended June 2026, Year ended December 31, 2025, Year ended December 31, 2024 and Year ended December 31, 2023*
13. *Our Company's domestic and export revenue mix is calculated as a percentage of revenue from customers broken down by location, while for the listed peers (Elecon Engineering, Shanthi Gears, Timken India, Schaeffler India, SKF India), it is calculated as a percentage of total revenue from operations, and for remaining unlisted peers, it is calculated as a percentage of total domestic and export sales (sales of goods, trading and services). *We have considered metrics for SKF India and not SKF (Industrial) given the recently concluded demerger*
14. *EBITDA is calculated as Profit after tax for the period / year plus total tax expense plus finance costs plus depreciation and amortization. EBITDA (excluding Other Income) = EBITDA minus Other Income. Share of profit from associates and exceptional items have been excluded for all peers.*
15. *EBITDA Margin (in %) is calculated as EBITDA (excluding Other Income) divided by revenue from operations.*
16. *PAT Margin (in %) is calculated as Profit after tax for the period/year divided by Total Income*
17. *Net Debt is calculated as the sum of current borrowings, current lease liabilities, non-current borrowings and non-current lease liabilities minus cash and cash equivalents and bank balances other than cash and cash equivalents*
18. *Cash Conversion Cycle is calculated as receivable days plus inventory days minus payable days (in which receivable days is calculated as receivables divided by revenue from operations multiplied by number of days; inventory days is calculated as inventory divided by cost of goods sold multiplied by number of days; and payable days is calculated as payables divided by purchase of raw materials and components plus stock-in-trade multiplied by number of days; where cost of goods sold is the sum of cost of material consumed, change in inventory, purchases of stock-in-trade; receivables, inventory and payables taken as of end of period/year). Cash conversion for Bonfiglioli Transmissions Limited for six months ended June 30, 2026, has been calculated using 181 days, being the actual number of days in the reporting period. Cash conversion cycle for Schaeffler India for six months ended June 30,2026, has been calculated using 181 days, being the actual number of days in the reporting period*
19. *Return on Capital Employed is calculated as earnings before interest and tax divided by capital employed; earnings before interest and tax is calculated as profit after tax for the period / year plus total tax expense plus finance costs; capital employed is calculated as the sum of tangible net worth and total debt; tangible net worth is calculated as total equity minus intangible assets minus intangible assets under development minus deferred tax assets (net); total debt is calculated as sum of current borrowings, current lease liabilities, non-current borrowings and non-current lease liabilities*
20. *Return on Equity is calculated as profit after tax for the period/year divided by average of opening and closing total equity for the period / year*
21. *Return on Capital Employed (%), Return on Equity (%) and Fixed Asset Turnover numbers for Six months ended June 30, 2026 and June 30, 2025 have not been annualized*

OUR BUSINESS

*Some of the information in the following section, including information with respect to our business plans and strategies, consists of certain forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those expressed in, or implied by, these forward-looking statements. You should read the section "**Forward-Looking Statements**" on page 19 for a discussion of the risks and uncertainties related to those statements and the section "**Risk Factors**" on page 20, "**Management's Discussion and Analysis of Results of Operations**" on page 355, "**Industry Overview**" on page 131 for a discussion of certain risks that may affect our business, financial condition, or results of operations.*

*Our Company's financial year commences on January 1 and ends on December 31 of the same year, and references to a particular Fiscal are to the 12 months ended December 31 of that particular year. Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our "**Restated Financial Information**" included in this Red Herring Prospectus beginning on page 281.*

*Only to the extent explicitly indicated, industry and market data used in this section has been derived from the report titled "Market potential assessment of power transmission products across industry & automation, mobility, and wind solutions" dated September 28, 2026, prepared and issued by Frost and Sullivan (the "**F&S Report**"), commissioned by and paid for by our Company in relation to the Offer and any reliance on such information for making an investment decision in this Offer is subject to inherent risks. The F&S Report has been prepared and issued by Frost & Sullivan for the purpose of understanding the industry exclusively in connection with the Offer. The F&S Report will be made available on the website of our Company at https://www.bonfiglioli.in/Investor_Relations from the date of this Red Herring Prospectus until the Bid/Offer Closing Date. Unless otherwise indicated, all financial, operational, industry and other related information derived from the F&S Report and included herein with respect to any particular fiscal or calendar year, refers to such information for the relevant fiscal or calendar year. For further details, see "**Risk Factors – We have used information from the F&S Report which has been commissioned and paid for by our Company for industry related data in this Red Herring Prospectus and any reliance on such information is subject to inherent risks**" and "**Industry Overview**" on pages 47 and 131, respectively.*

All references to "Bonfiglioli Group" refer to any company (individually or in the aggregate, as the context may require) that is directly or indirectly owned or controlled by one of our Corporate Promoters, Bonfiglioli S.p.A.

Overview

We are one of India's largest technology-led mechanical and electro-mechanical power transmissions and industrial drive solutions providers by revenue for the six months period ended June 30, 2026 (*Source: F&S Report*). We manufacture a wide range of mission-critical and highly precision engineered gear motors, gearboxes and drive systems used across diverse end-user markets (*Source: F&S Report*). Our legacy and reputation lie in the Bonfiglioli brand, which has a worldwide presence of nearly 70 years, and which we have established in India through more than 25 years of operations.

Our Corporate Promoter, Bonfiglioli S.p.A. is headquartered in Italy, and according to the F&S Report, is one of the largest technologically advanced players globally in the mechanical and electro-mechanical power transmissions and industrial drive solutions industry with consolidated revenues of Euro 1,172.94 million (₹115.56 billion) for the year ended December 31, 2025. It focuses on the development, manufacture and distribution of gearboxes and drive systems to cater to the needs of industrial processes, automation, off-highway mobility solutions and renewable energy applications. As at the date of this Red Herring Prospectus, the Bonfiglioli Group has operations spanning across 80 countries through 18 production sites, seven R&D centres, a network of more than 550 distributors and resellers, and a workforce of more than 5,000 employees, with 21 patents granted under the name of Bonfiglioli S.p.A.

The markets we cater to are broadly categorized into three business verticals: Industry and Automation Solutions, Off-Highway Mobility and Wind Industries, based on the end-use applications. According to the F&S Report, we are the largest manufacturer in India of gearboxes (gear motors below 15 kNm) and drives catering to OEMs and end-users in the Industry & Automation, Off-Highway Mobility and Wind Industries in India as of June 30, 2026, in terms of revenue from operations. We were also among the leading manufacturers of planetary gearboxes in India in the year ended December 31, 2025 by revenue. *(Source: F&S Report)*

Set forth below is an overview of our three business verticals, categorized based on the customer industries we serve:

Particulars	Industry & Automation Solutions	Off- highway Mobility Industry	Wind Industry
Market share according to the F&S Report	Leading market share of 25.0% [1]	32.0%[2]	Leading market share of 67.9% [3]
End-user industries[4]	Material handling, chemicals & pharmaceuticals, mining, food, beverage & tobacco, metal processing & machine tools, construction, textiles & leather, rubber & plastics	Earthmoving/ excavator, concrete, mining, road construction, agricultural and material handling	Wind turbine manufacturers
Product portfolio	Low, medium and heavy duty gear motors and gearboxes in torque capacities ranging from 13 Nm to 1,400 kNm Helical, bevel, planetary and worm gearboxes and gear motors, electric motors; variable frequency drives, servo motors and drives, and precision drives for robotics & automation solutions	Swing and track drives; drum and skip/ mixer drives; wheel and auger/ conveyor drives; cutter and hoist drives	Yaw and pitch drives
Key customers and vintage[5]	ElectroMech Material Handling Systems (India) Private Limited, GMM Pfaudler Limited, Milltec Machinery Private Limited, Terex India Private Limited, Uzzala Bio Energy Solutions and Ammann India Private Limited. As of June 30, 2026, each of our top 10 OEM customers (by revenue in Fiscal 2025), had been engaged with us for more than 10 years	Action Construction Equipment, Ajax Engineering Limited, CNH Industrial (India) Private Limited, Hyundai Construction Equipment India Private Limited, JCB India Limited, Schwing Stetter (India) Private Limited and Wirtgen India Private Limited. As of June 30, 2026, eight of our top 10 OEM customers by revenue in Fiscal 2025, had been engaged with us for more than 10 years	Nordex India Private Limited, Senvion Wind Technology Private Limited and Suzlon Energy Limited. As of June 30, 2026, seven of our top 10 OEM customers by revenue in Fiscal 2025, had been engaged with us for more than 10 years
Number of SKUs			
Six months period ended June 30, 2026	8,517	221	42
Six months period ended June 30, 2025	7,758	214	42
Fiscal 2025	11,535	274	48
Fiscal 2024	11,219	236	62
Fiscal 2023	9,676	221	62
Sales and distribution	Direct customer relationships and dealer network	Direct customer relationships and co-engineering (IP for co-engineered products remains with the Bonfiglioli Group)	Direct customer relationships and co-engineering (IP for co-engineered products remains with the Bonfiglioli Group)

Notes:

(1) Among low and medium-duty gear motors (below 15 kNm) in India based on revenue for the year ended December 31, 2025.

(2) Among off-highway mobility market among non-captive players in India by revenue for the year ended December 31, 2025.

(3) Among domestic manufacturers of yaw and pitch drives in terms of sales values for the year ended December 31, 2025.

(4) We categorize our customers into the relevant business verticals based on application of the customers' product – for example, mining applications where the equipment is static are categorized under Industry & Automation Solutions while those where the equipment is mobile are categorized under Off-Highway Mobility.

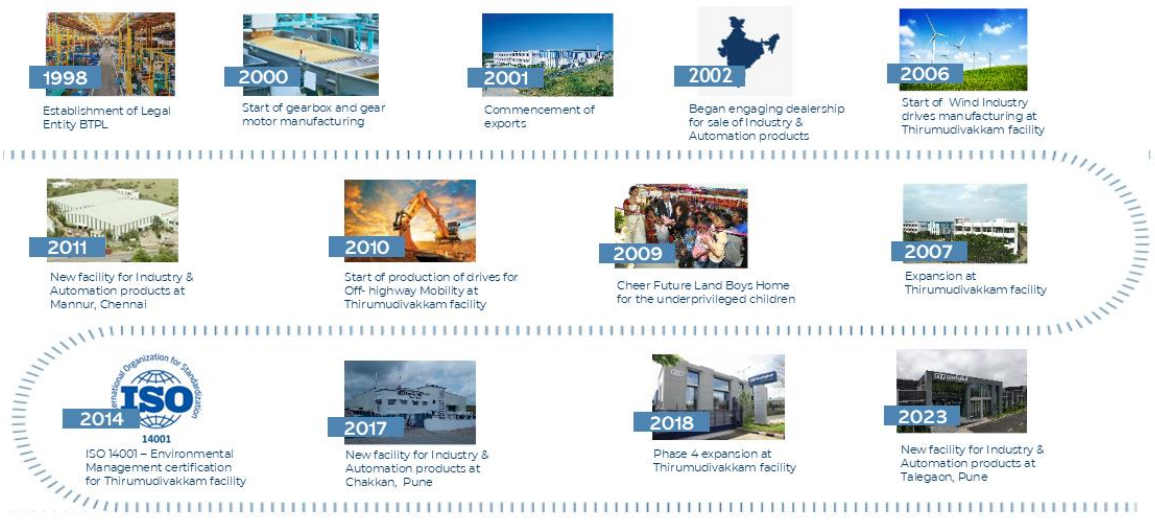
(5) Names of customers identified above have been included based on consents received from such entities to include their names in this Red Herring Prospectus.

The table below sets forth vertical-wise revenue from operations across our three business verticals for the periods/ years indicated:

Vertical	Six months period ended June 30, 2026		Six months period ended June 30, 2025		Year ended December 31, 2025		Year ended December 31, 2024		Year ended December 31, 2023	
	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)
Industry & Automation Solutions	4,813.28	42.53%	3,902.36	40.63%	8,244.39	40.95%	7,648.89	41.25%	7,270.46	43.09%
Off-Highway Mobility Industry	3,203.78	28.31%	2,349.51	24.46%	5,070.48	25.18%	4,357.92	23.50%	4,257.93	25.23%
Wind Industry	3,096.46	27.36%	3,092.33	32.20%	6,347.70	31.53%	5,994.29	32.33%	5,009.58	29.69%
Others [1]	205.17	1.80%	259.35	2.71%	472.69	2.34%	540.73	2.92%	335.33	1.99%
Total	**11,318.69**	**100.00%**	**9,603.55**	**100.00%**	**20,135.26**	**100.00%**	**18,541.83**	**100.00%**	**16,873.30**	**100.00%**

Notes: (1) Others include export incentive, scrap sales, and sale of components such as components like pinion shafts, housings, sun gears, reduction wheels, shafts, covers that we provide and bill to vendors we sub-contract certain services to on behalf of our customers.

Set forth below is a chart highlighting key milestones that we have achieved through 25 years of operations in India:



Our customer base comprises OEMs that we directly supply products to under our Industry & Automation vertical, and OEMs that we co-engineer with under our Off-Highway Mobility Industry and Wind Industry verticals. We cater to a wide range of industries under our Industry & Automation vertical with no single industry contributing more than 10% of our revenue under the Industry & Automation vertical in the six months periods ended June 30, 2026 and June 30, 2025 and in Fiscals 2025, 2024, and 2023. The Industry & Automation vertical benefits from our strong and loyal dealer network which, as of June 30, 2026 comprised of 44 dealers of which 16 dealers had been engaged with us for 20 years or more. Furthermore, of the 44 dealers we engaged with, 36 dealers engaged with us on an exclusive basis as of June 30, 2026. We are an integral part of our customer's product development cycles under the Off-Highway Mobility and Wind Industries, working closely with them from design stage to create customized, technology intensive products to meet their bespoke end-use specifications. For further information on our customer base, see "***– Our Operations – Sales and Distribution***" on page 227.

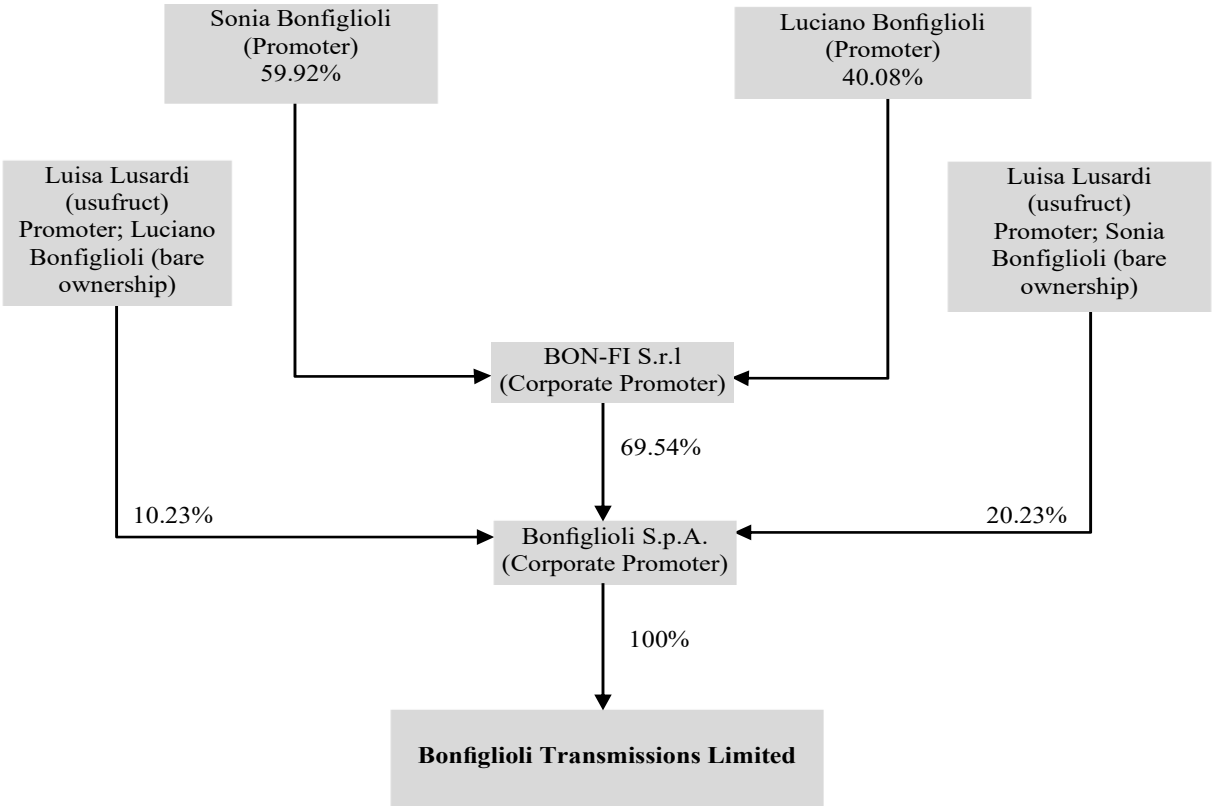
In the six months period ended June 30, 2026, we served more than 930 customers directly and had been engaged by seven out of our top 10 OEM customers (in terms of revenue from operations in Fiscal 2025) for more than 10 years, demonstrating the lasting value and reliability of our service commitment. We also had a diverse range of customers with our top 10 OEM customers representing less than 31.72% of our revenue from operations in the six months periods ended June 30, 2026 and June 30, 2025 and in each of Fiscals 2025, 2024, and 2023. We also engage with dealers for onward sales to OEMs under our Industry & Automation vertical.

We approach customers directly through our pan-India sales network that comprised 13 sales offices and 64 sales employees as of June 30, 2026. The table below sets forth channel-wise revenue from operations across our sales channels for the periods/ years indicated:

Sales Channel	Six months period ended June 30, 2026		Six months period ended June 30, 2025		Year ended December 31, 2025		Year ended December 31, 2024		Year ended December 31, 2023	
	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)
Dealer sales	2,145.72	18.96%	1,865.11	19.42%	3,909.41	19.42%	3,535.58	19.07%	3,333.07	19. 75%
Direct sales	6,741.06	59.56%	6,210.11	64.66%	12,746.32	63.30%	11,756.65	63.41%	10,556.18	62.56%
Inter-company sales [(1)]	2,263.99	20.00%	1,294.75	13.48%	3,064.77	15.22%	2,755.09	14.97%	2,722.21	16.13%
Others[(2)]	167.92	1.48%	233.59	2.44%	414.76	2.06%	474.51	2.56%	261.84	1.55%
Total	**11,318.69**	**100.00%**	**9,603.55**	**100.00%**	**20,135.26**	**100.00%**	**18,541.83**	**100.00%**	**16,873.30**	**100.00%**

Notes:
(1) Inter-company sales includes sale of finished goods such as yaw drives and swing drives to related parties for onward sale to their customers.
(2) Others includes non-core sales such as the sale of components to vendors.

We benefit significantly by being a part of the Bonfiglioli Group, which enables us to leverage its global customer relationships and supply products and solutions to the Indian businesses of international players. With access to the extensive research and development expertise of Bonfiglioli S.p.A. ("**BSPA**"), including a broad portfolio of innovative products, we are able to meet the localized requirements of our customers. As of June 30, 2026, the Bonfiglioli Group had seven R&D centers globally including in India, Italy, Germany and China, that employed 376 employees. Set forth below is a diagrammatic representation of the holding structure of our Company as on the date of this RHP:



We regularly liaise with the R&D and IT center located in Chennai, Tamil Nadu, India ("**India R&D Centre**") which is housed under Bonfiglioli Technology Space Private Limited ("**BTSPL**"), a company forming part of the

Bonfiglioli Group. The India R&D Centre has test facilities for products across all three of our business verticals, and as of June 30, 2026, it was the only test laboratory in India equipped to test yaw and pitch drives for wind turbines (*Source: F&S Report*). The proximity of our manufacturing operations with Bonfiglioli Group's global R&D ecosystem enables faster product development through strong design manufacturing alignment and early supplier involvement, resulting in faster time-to-market and enhancing our responsiveness to India-specific customer requirements, establishing our position as a specialised solutions provider in India. The India R&D Centre is the only R&D centre in the Bonfiglioli Group that caters to all three end-user verticals, which allows us to leverage its development capabilities across our entire portfolio of products and services. For further information on our shared R&D functions, see "***– Our Operations – Research and Development***" on page 231.

As of June 30, 2026, we operated three facilities in India, two of which were in Tamil Nadu (at Thirumudivakkam and Mannur) and one was in Maharashtra (in Talegaon), that manufactured a combined total of 341,133 units of gear motors and gearboxes in Fiscal 2025. Over the years, we have consistently increased sourcing parts and materials from domestic suppliers to strengthen our localisation strategy. As of June 30, 2026, we had 215 suppliers in India and 70 suppliers outside India. In the six months periods ended June 30, 2026 and June 30, 2025 and in Fiscals 2025, 2024 and 2023, purchases of raw materials and components from the domestic market represented 68.32%, 68.15%, 70.00%, 68.71% and 64.12%, of our total purchase of raw material and components, respectively, demonstrating our commitment to sourcing from India. We source from a diverse network of suppliers, with no single supplier providing more than 20.00% of our purchases in the six months periods ended June 30, 2026 and June 30, 2025 and Fiscals 2025, 2024 and 2023. For further information on our material procurement, see "***– Our Operations – Procurement and Suppliers***" on page 237.

We follow a multi-dimensional approach to quality assurance that involves ensuring quality compliance at each level of our operations. We also provide after-sales services to our customers through two dedicated channels: (a) team of in-house service engineers stationed at our 13 sales offices across India (three of which are located at our manufacturing locations in Thirumudivakkam (Tamil Nadu), Mannur (Tamil Nadu), and Talegaon (Maharashtra) that aggregated to 15 engineers as of June 30, 2026; and (b) a broad base of 13 third-party authorised service facilities that had an aggregate of 24 service engineers as of June 30, 2026. We strive to, on average, respond to complaints within the next working day, significantly increasing product uptime and lifecycle value.

Our 25 years of operating experience in India, global R&D, manufacturing capabilities, and customer relationships, have enabled us to deliver growth over the years in terms of our profitability, return on equity and return on capital employed.

The table below summarizes key financial results and financial position for the periods/ years indicated:

Particulars	As at and for the six months period ended June 30, 2026	As at and for the six months period ended June 30, 2025	As at and for the year ended December 31, 2025	As at and for the year ended December 31, 2024	As at and for the year ended December 31, 2023
Total Assets (*₹ million*)	14,958.24	13,879.41	14,394.58	12,990.76	14,147.15
Total Equity (*₹ million*)	10,342.68	8,754.47	9,929.93	8,609.51	8,013.63
Total Current Assets (*₹ million*)	11,399.02	10,370.00	10,903.21	9,467.85	10,649.29
Total Current Liabilities (*₹ million*)	4,471.97	5,009.18	4,317.36	4,244.99	5,945.52
Current Borrowings (*₹ million*)	-	-	-	-	1,107.86
Cash and Cash Equivalents (*₹ million*)	1,401.70	250.81	1,531.81	1,446.67	905.32
Total income (*₹ million*)	11,391.68	9,664.97	20,235.89	18,611.55	17,018.01
Revenue from operations – continuing operations [(1)] (*₹ million*)	11,318.69	9,603.55	20,135.26	18,541.83	16,873.30
Revenue from operations – continuing operations growth [(2)] (YoY %)	12.43%	3.59%	8.59%	9.89%	8.25%
Restated profit after tax for the period/year from continuing operations (*₹ million*)	1,485.81	1,149.69	2,378.74	1,915.98	1,466.65
EBITDA (excluding Other Income) (*₹ million*) [(3)]	2,238.74	1,764.28	3,707.70	2,950.74	2,438.91
EBITDA (excluding Other Income) Margin (%) [(4)]	19.78%	18.37%	18.41%	15.91%	14.45%
PAT Margin (%) [(5)]	13.04%	11.90%	11.76%	10.29%	8.62%
Net Debt (*₹ million*) [(6)]	(1,393.81)	(1,841.77)	(1,603.84)	(1,382.04)	(1,400.92)
Working Capital (*₹ million*) [(7)]	6,927.05	5,360.82	6,585.85	5,222.86	4,703.77
Cash Conversion Cycle (Days) [(8)]	94	90	90	83	80

Particulars	As at and for the six months period ended June 30, 2026	As at and for the six months period ended June 30, 2025	As at and for the year ended December 31, 2025	As at and for the year ended December 31, 2024	As at and for the year ended December 31, 2023
Return on Capital Employed (%) [(9)] *	20.03%	18.62%	34.05%	30.05%	24.53%
Return on Equity (%) [(10)] *	14.66%	13.24%	25.66%	23.05%	19.21%
Fixed Asset Turnover Ratio (in times) [(11)] *	3.99	3.55	7.15	6.68	6.10
Inventory Days Outstanding (Days) [(12)]	99	102	93	100	112
Payable Days Outstanding (Days) [(13)]	90	95	97	97	121
Receivable Days Outstanding (Days) [(14)]	85	83	94	80	89

**Not annualized for the six months periods ended June 30, 2026 and June 30, 2025.*

(1) Revenue from continuing operations (sale of products, sale of services and other operating revenue) for the period / year.

(2) Year-on-year growth in revenue from operations – continuing operations for a period/ year is calculated as revenue from operations – continuing operations in the relevant period/ year minus revenue from operations – continuing operations in the prior period/ year divided by revenue from operations – continuing operations in the prior period/ year and represented as a percentage.

(3) EBITDA (excluding Other Income) is calculated as profit after tax for the period/ year plus total tax expense plus finance costs plus depreciation and amortization. EBITDA (excluding Other Income) = EBITDA minus Other Income.

(4) EBITDA (excluding Other Income) Margin is calculated as EBITDA (excluding Other Income) divided by revenue from operations.

(5) PAT Margin is calculated as profit after tax for the period/year divided by Total Income.

(6) Net Debt is calculated as the sum of current borrowings, current lease liabilities, non-current borrowings and non-current lease liabilities minus cash and cash equivalents and bank balances other than cash and cash equivalents.

(7) Working Capital is calculated as total current assets minus total current liabilities.

(8) Cash Conversion Cycle is calculated as receivable days plus inventory days minus payable days (in which receivable days is calculated as receivables divided by revenue from operations multiplied by number of days; inventory days is calculated as inventory divided by cost of goods sold multiplied by number of days; and payable days is calculated as payables divided by purchase of raw materials and components plus stock-in-trade multiplied by number of days; where cost of goods sold is the sum of cost of material consumed, change in inventory, purchases of stock-in-trade, receivables, inventory and payables taken as of end of period/year.Cash conversion for six months period ended June 30, 2026 and June 30, 2025, has been calculated using 181 days, being the actual number of days in the reporting period.

(9) Return On Capital Employed is calculated as Earnings Before Interest and Tax divided by Capital Employed; Earnings Before Interest and Tax is calculated as restated profit after tax for the period/ year plus total tax expense and finance costs; Capital Employed is calculated as the sum of Tangible Net Worth and Total Debt; Tangible Net Worth is calculated as Total Equity minus Intangible Assets minus Intangible Assets Under Development minus Deferred Tax Asset (Net); Total Debt is calculated as sum of current borrowings, current lease liabilities, non-current borrowings and non-current lease liabilities.

(10) Return on Equity is calculated as restated profit after tax for the period/year from continuing operations divided by average of opening and closing Total Equity for the period / year

(11) Fixed Asset Turnover Ratio is calculated as revenue from operations –divided by Fixed Assets. Fixed Assets is calculated sum of Property, Plant and Equipment and Capital work-in-progress at the end of period/year.

(12) Inventory days outstanding is calculated as inventory as of end of period / year divided by cost of goods sold multiplied by number of days, where cost of goods sold is the sum of cost of material consumed, change in inventory, purchases of stock-in-trade. Inventory days outstanding for the six months periods ended June 30, 2026 and June 30, 2025, has been calculated using 181 days, being the actual number of days in the reporting period.or the fiscal year ended December 31, 2025, December 31, 2024, and December 31, 2023, has been calculated using 181 days, 181 days, 365 days, 366 days and 365 days respectively, being the actual number of the days in the reporting period.

(13) Payable days outstanding is calculated as payables as of end of period/year divided by sum of purchase of raw materials and components consumed and purchase of stock-in-trade multiplied by number of days. Payable days outstanding for the six months periods ended June 30, 2026 and June 30, 2025, has been calculated using 181 days, being the actual number of the days in the reporting period.

(14) Receivable days outstanding is calculated as trade receivables as of end of period / year divided by revenue from operations multiplied by number of days. Receivable days outstanding for the six months periods ended June 30, 2026 and June 30, 2025, has been calculated using 181 days, being the actual number of the days in the reporting period.

For a reconciliation of such Non-GAAP measures, see "***Other Financial Information – Non-GAAP Financial Measures***" on page 349.

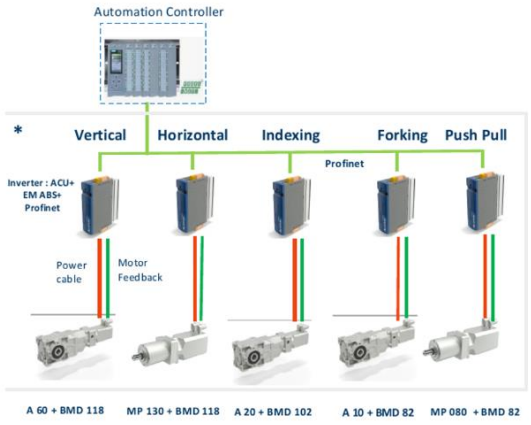
Strengths

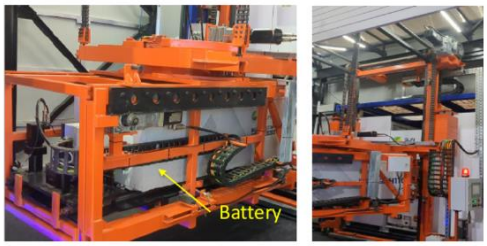
End-to-end technology-led power transmissions and industrial drive solutions provider across business verticals

According to the F&S Report, we are the largest manufacturer of gearboxes and drives for OEMs and end-users engaged in Industry & Automation (gear motors < 15 kNm), Off-Highway Mobility and Wind sectors in India as of June 30, 2026, in terms of revenue from operations. We attribute our market leadership position to our capability as an end-to-end technology-led power transmissions and co-engineered industrial drive solutions provider. Our

current capabilities span designing, manufacturing and supplying products from motion control to power drives including gearboxes, gear motors, inverter controls, servo motors, servo cables and accessories.

For instance, we are able to provide complete power and control solutions for battery swapping applications in electric vehicles at charging stations, which included gear motors, inverters, cables and accessories to facilitate five different types of movements/ functions in the swapping operation (vertical, horizontal, indexing, forking and push/ pull):





Key Features

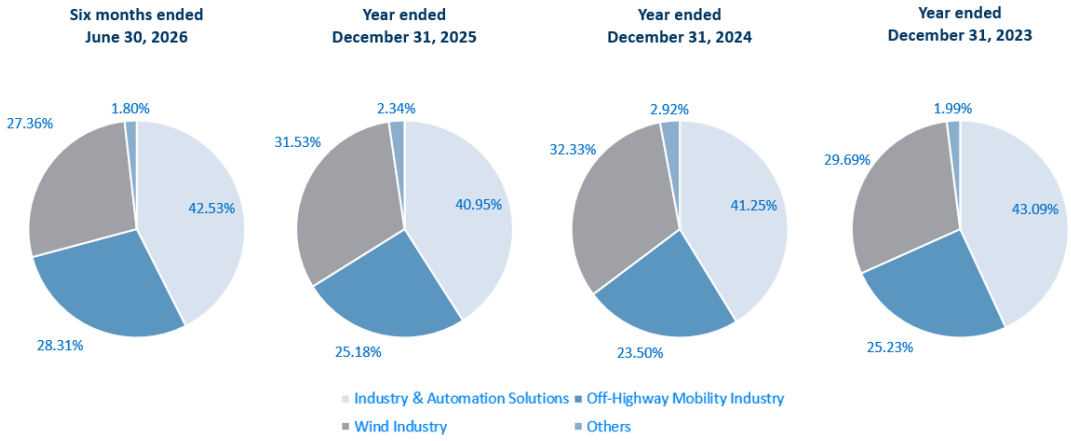
- Support for Sizing & Cycle time optimization.
- Complete Mechatronic drive solutions (Gearboxes, Servo motors, Servo cables, Inverter & Accessories) and services from single source including commissioning, automation/motion control interfaces and supports.

The breadth of our product portfolio enables us to consistently meet our customers' specific requirements, while leveraging on economies of scale in terms of our vendor relationships. We have strengthened our position in the Off-Highway Mobility Industry and Wind Industry verticals through our co-engineering and customization services that help us gain an in-depth understanding of the market specific challenges of our customers, which in turn helps us further refine our offerings for the Indian market. Some of our customization initiatives including developing drives for large wind turbines of 5MW capacity, indigenous tracked paddy harvesters for agricultural application, large girder transporters and developing track and slew drives for mounted cranes, indigenous pavers and hydraulic excavators.

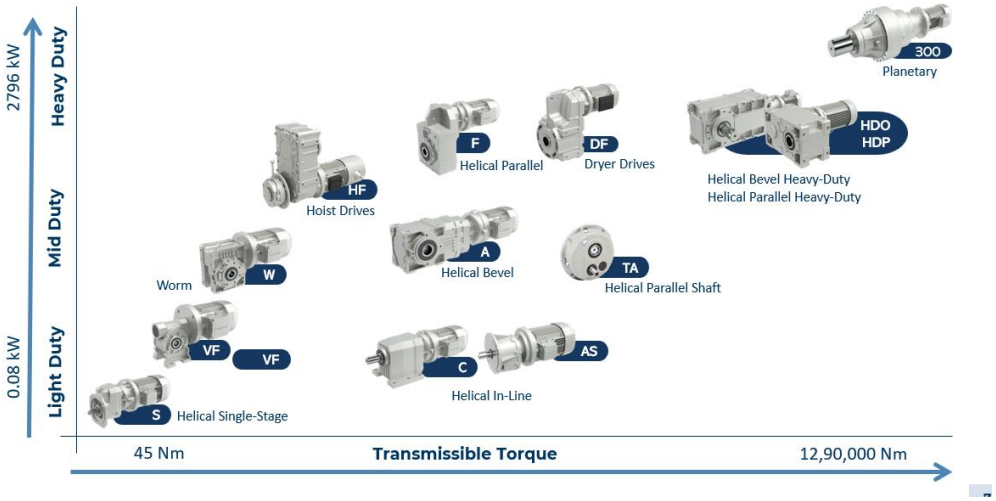
Highly diversified offerings across business verticals and customer industries

We manufacture a wide range of mission-critical and highly precision engineered gear motors, gearboxes and drive systems used across diverse end-user markets (*Source: F&S Report*), across Industry & Automation, Off-Highway Mobility and Wind Industries. As of December 31, 2025, we had manufactured and supplied more than 11,800 SKUs and were the only major gearbox suppliers with a comprehensive portfolio serving Industry & Automation, Off-Highway Mobility and Wind end-markets (*Source: F&S Report*).

The chart below sets forth vertical-wise revenue from operations across our three business verticals for the periods indicated:



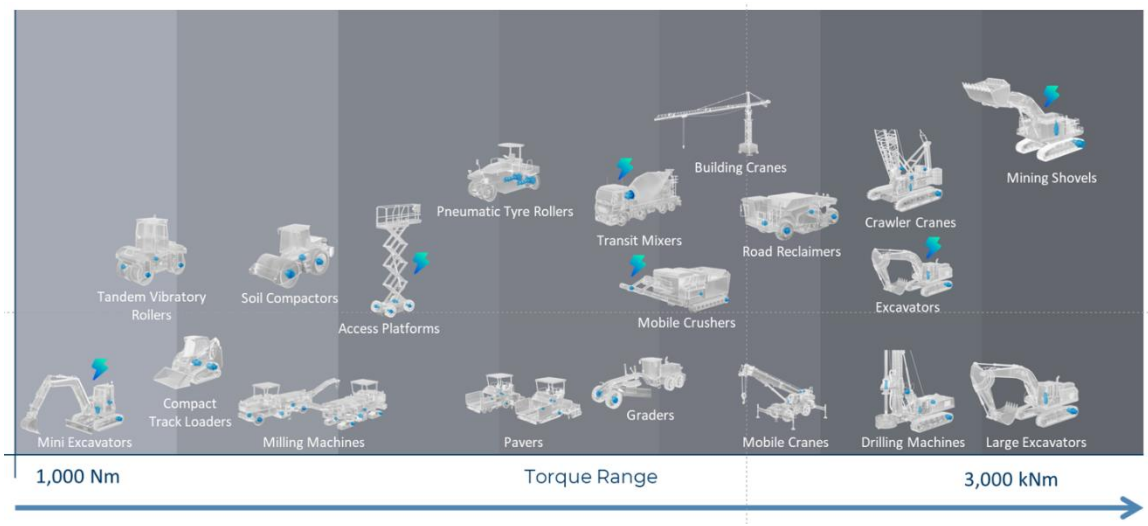
Our offerings for Industry & Automation customers include a wide range of gearboxes (including helical, bevel and worm gear motors and gearboxes), electric motors, servo motors and drives, variable frequency drives and precision drives for robotics & automation solutions. The image below presents our range of gearbox offerings in the Industry & Automation vertical:



Low-medium duty gear motors find applications in equipment such as agitators, blenders, dryers, conveying systems and extruders in a wide range of end-user industries including material handling, chemicals and pharmaceuticals, mining, food, beverage and tobacco, metal processing, among others. As a result of our wide range of products we are able to cater to customers across industries, and no single end-user industry contributed more than 10% of our revenue from the Industry & Automation vertical in the six months periods ended June 30, 2026 and June 30, 2025 and in Fiscals 2025, 2024 and 2023.

As of June 30, 2026, under the Off-Highway Mobility Industry, we are among the few global suppliers and the largest in India whose gearbox solutions used across propulsion, swing, and load-handling applications with a wide torque range (from 1,000 Nm to 3,000 kNm), enabling coverage of diverse off-highway equipment applications such as excavators, concrete mixers, mining equipment, road construction machinery, agriculture and material handling (*Source: F&S Report*). We have also developed capabilities to support our customers' transition to electric vehicles, with offerings such as electric gearboxes and drives that is attributable to our dedicated electro-mobility team.

Set forth below are images of end-use equipment in which the products we manufacture for customers in our Off-Highway Mobility Industry vertical are integrated as a critical component:



In the Wind Industry vertical, we have established proven capabilities to design, manufacture, and supply fully integrated yaw and pitch drive systems for wind turbines at scale (*Source: F&S Report*). We manufacture yaw and pitch drives for wind turbines that have capacities ranging from 225kW to 5MW and cater to several renewable energy companies in India and one in the United States.

Our highly diversified offerings across customer industries allows us to be well positioned to capitalize on growth across manufacturing, infrastructure and renewable sectors. It also relatively insulates us from any industry-specific slowdown.

Established parentage and trusted brand backed by global and local R&D capabilities

Our Company was incorporated in 1998 by Bonfiglioli S.p.A., and according to the F&S Report, is one of the largest players in mechanical and electro-mechanical power transmissions and industrial drive solutions globally, in terms of revenue which was Euro 1,172.94 million (₹115.56 billion) for the year ended December 31, 2025 (Source: F&S Report). We benefit from the Bonfiglioli Group's brand equity, which is globally recognized for its technical expertise and engineering excellence in mechanical and electro-mechanical power transmission and industrial automation drives (*Source: F&S Report*). Leveraging our strong parentage, we have successfully developed our own brand visibility and reputation by forging direct relationships with OEMs and component vendors in India and proven after-sales service to satisfy the needs of industrial processes, automation, mobility solutions and renewable energy companies. This has also been recognized by the "Best Brand" award for 2020-2021 that was given to us by Economic Times in 2021. We have been able to achieve this through our R&D expertise, highly diversified product offerings, and automated and digitalized manufacturing capabilities.

We extensively draw on the Bonfiglioli Group's breadth of products and depth of global R&D capabilities to introduce new products in the Indian market. We particularly benefit from access to the Bonfiglioli Group's India R&D Centre located in Chennai (Tamil Nadu) which is owned and operated by one of our Group Companies, BTSPL. As of June 30, 2026, the India R&D Centre had 119 engineers and was the only test laboratory in India equipped to test yaw and pitch drives for wind turbines (*Source: F&S Report*). The close integration of our India manufacturing operations with the Group's global R&D ecosystem enables faster product development through stronger design manufacturing alignment and early supplier engagement. This accelerates time-to-market, enhances responsiveness to India-specific customer requirements, and strengthens our positioning as a specialized solutions provider in India (*Source: F&S Report*). This has also been recognized by the "Innovation of the Year" award that was given to us by Equipment India in 2025. For information on our royalty arrangements with the Bonfiglioli Group, see " ***– Our Operations – Agreements with BSPA; License Agreement and Intercompany Services***" on page 231.

The table below sets forth revenue generated from sale of new products:

Particulars	Six months period ended June 30, 2026	Six months period ended June 30, 2025	Year ended December 31, 2025	Year ended December 31, 2024	Year ended December 31, 2023
Revenue % from products introduced in	29.72%	28.73%	35.69%	16.07%	7.29%

Particulars	Six months period ended June 30, 2026	Six months period ended June 30, 2025	Year ended December 31, 2025	Year ended December 31, 2024	Year ended December 31, 2023
the three years preceding the relevant period					

Set forth below are case studies to showcase how we leveraged BSPA's globally coordinated R&D functions to develop locally responsive solutions, i.e., "glocal" R&D, giving us a significant first mover advantage from such new products.

Case Study – Hollow Shaft Worm Gear Motor and Inline Helical Gear Motors

Historically, the Indian market was dominated by conventional worm gearboxes that had solid input and output shafts that were connected using couplings, belt pulleys or chain sprockets, resulting in bulky set-up and lower system efficiency (*Source: F&S Report*).

We introduced hollow shaft worm gear motors and inline helical gear motors in the Indian market in the year 2000, leveraging BSPA's established global manufacturing. The direct shaft-mount design enables compact, efficient installations, driving strong adoption in the Indian market. (*Source: F&S Report*).

Case Study – Pitch Drives

According to the F&S Report, owing to the Bonfiglioli Group's expertise in manufacturing yaw and pitch drives globally, we were among the first companies to establish domestic manufacturing of wind-turbine pitch and yaw drives in India, beginning in 2006 at its Chennai (Tamil Nadu) facility. With the growth of the Indian market, we have consistently expanded our drive capacities and were consequently the first to manufacture pitch drives for 1MW, 2 MW, 3MW, 4MW and 5MW turbines in India (*Source: F&S Report*). This has given us a leading market share of 67.9% among domestic manufacturers in terms of sales values of yaw and pitch drives in the year ended December 31, 2025. (*Source: F&S Report*).

Deep relationships with marquee customers built through decades of collaboration, a strong sales team and dealer network and after-sales service support

We have strong relationships with our customers that we attribute to our wide range of offerings and strong support teams.

Deep relationships with marquee customers

In the six months period ended June 30, 2026, we served more than 930 OEM customers directly across business verticals and had been engaged by seven of our top 10 OEM customers (in terms of revenue from operations in Fiscal 2025) for more than 10 years, demonstrating the value and reliability of our service. Our customers include well-known OEMs such as ElectroMech Material Handling Systems (India) Private Limited, GMM Pfaudler Limited, Milltec Machinery Private Limited, Terex India Private Limited, Uzzala Bio Energy Solutions and Ammann India Private Limited under our Industry & Automation vertical; Action Construction Equipment, Ajax Engineering Limited, CNH Industrial (India) Private Limited, Hyundai Construction Equipment India Private Limited, JCB India Limited, Schwing Stetter (India) Private Limited and Wirtgen India Private Limited under our Off-Highway Mobility Industry vertical; and Nordex India Private Limited, Senvion Wind Technology Private Limited and Suzlon Energy Limited under our Wind Industry vertical.

The table below sets forth information on our key customers and the vintage of our customers in each of our verticals with whom we have direct relationships:

Industry & Automation	Off-Highway Mobility Industry	Wind Industry
ElectroMech Material Handling Systems (India) Private Limited, GMM Pfaudler Limited, Milltec Machinery Private Limited, Terex India Private Limited, Uzzala Bio Energy Solutions and Ammann India Private Limited. As of June 30, 2026, each of our top 10 OEM customers (by revenue in Fiscal 2025), had been engaged with us for more than 10 years	Action Construction Equipment, Ajax Engineering Limited, CNH Industrial (India) Private Limited, Hyundai Construction Equipment India Private Limited, JCB India Limited, Schwing Stetter (India) Private Limited and Wirtgen India Private Limited. As of June 30, 2026, eight of our top 10 OEM customers by revenue in	Nordex India Private Limited, Senvion Wind Technology Private Limited and Suzlon Energy Limited. As of June 30, 2026, seven of our top 10 OEM customers by revenue in Fiscal 2025, had been engaged with us for more than 10 years

Industry & Automation	Off-Highway Mobility Industry	Wind Industry
	Fiscal 2025, had been engaged with us for more than 10 years	

Note: Names of customers identified above have been included based on consents received from such entities to include their names in this Red Herring Prospectus.

Our ability to manufacture and deliver gearboxes in a broad range of torque capacities has enabled us to secure multiple orders from our customers across their sourcing requirements, resulting in greater wallet share from our key customers. Set forth below is a timeline of one such customer relationship that commenced with one product in 2012 and consistently grew with the needs of the customer:

Year	Product supplied by us	Supplied for Equipment
2012	Swing and Track Drives	20T Excavator
2012-2013	Drum Drive	Soil Compactor
2013	Drum Drive	Tandem Roller
2015	Swing Drives	8T excavator
2015-16	Swing and Track Drives	12T & 14T Excavator
2019	Swing and Track Drives	30T Excavator
2020	Swing and Track Drives	38T excavator
2023	Swing Drives	Aerial Platform
2024	Swing Drives	50T Excavator
In Development	New Generation Track Drive	22T Excavator

Our broad range of products has resulted in a well-diversified customer base with top 10 OEM customers accounting for less than 31.72% of revenue from operations in the six months periods ended June 30, 2026 and June 30, 2025 and in Fiscals 2025, 2024, and 2023. For further information on our customer engagements and revenue derived from third parties, see "***– Our Operations – Sales and Distribution***" on page 227.

Our engagements with customers under the Off-Highway Mobility Industry and Wind Industry verticals span several years on account of products that we co-engineer with them, a process that can take up to 30 months. Our customers may therefore need to invest significant time to develop and test products from other suppliers as substitutes for our products, resulting in our long-standing and deep relationships with customers under these verticals.

Our long-standing relationships have also been recognized through numerous awards that we have received from our customers, as set out in the table below:

Year	Award	Awarded By
2012	Cost Savings	JCB India Limited
2022	Best Supplier for Excavator	Hyundai Construction Equipment India Private Limited
2023	Best Supplier	Ajax Engineering Limited
2023	Partners in Success	Dynapac Fayat Group
2024	Best Performer Outstanding Achievement & Excellence	GMM Pfaudler Limited
2025	Quality Excellence	Ammann India Private Limited

Strong sales team, dealer network and after-sales service support

We attribute our long-standing relationships with Industry & Automation customers to the range of products and after-sales services we offer, including through our dealer network. We have a strong dealer network that helps distribute our broad range of products to customers across industries. We usually enter into annual arrangements including auto-renewal clauses with our dealers and pay commission based on slabs determined by the number of orders booked on a quarterly and annual basis. We also provide incentives based on: (a) monthly purchase volumes; (b) quarterly sales; and (c) sales performance levelled over three quarters. As of June 30, 2026, 16 out of 44 of our dealers had been associated with us for 20 or more years, and more than 81% of our dealers engaged with us on an exclusive basis, reflecting a strong commitment to our business and the Bonfiglioli brand. The table below sets forth information on the average tenure of relationship and the business we generate from our top 10 dealers in our Industry & Automation verticals (in terms of revenue contribution in Fiscal 2025):

Particulars	As of June 30, 2026
Number of dealers	44
Number of exclusive dealers	36
Number of dealer outlets	54

Particulars	As of June 30, 2026
Coverage of dealers in terms of number of cities	31
Revenue contribution (as a % of revenue under I&A in the six months period ended June 30, 2026)	
Top 3	25.98%
Top 5	30.09%
Top 10	37.01%
Dealer sales as % of Industry & Automation sales	44.58%
Dealer sales as % of total revenue from operations	19.18%

We also provide after-sales services to our customers for products under all three of our verticals, enabling us to remain connected with our customers across multiple touchpoints throughout the lifecycle of our products. As of June 30, 2026, we provided these services directly through our in-house team of 15 service engineers and through our network of 13 service facilities that together had 30 service engineers. Our trained after-sales services network aims to respond to customer queries within the next working day, enhancing our position as a dependable vendor to our customers.

State-of-the-art manufacturing infrastructure with embedded industry 4.0 principles supported by an efficient and localized supply chain network

As of June 30, 2026, we had three manufacturing facilities in India, of which two are located in Tamil Nadu (in Thirumudivakkam and Mannur) and one in Maharashtra (in Talegaon). We continue to expand our manufacturing footprint in India, supported by active greenfield and brownfield investment projects targeting new business opportunities.

We have streamlined our manufacturing operations based on our business verticals, with the Thirumudivakkam Unit manufacturing products primarily for the Off-Highway Mobility Industry and Wind Industry, and the Mannur and Talegaon Units manufacturing products primarily for our Industry & Automation vertical. Our state-of-the-art manufacturing facilities are designed around Industry 4.0 principles, integrating advanced automation, digitally connected production systems, and real-time data analytics to enhance efficiency, quality, and reliability (*Source: F&S Report*). This allows us to efficiently produce a wide range of products at scale. Our manufacturing operations are vertically integrated comprising of machining, gear cutting, heat treatment and final assembly. Our digitalization processes are focused on enhancing transparency of data, enabling real time monitoring and control of products leading to improved efficiency and faster customer-specific responses. We have implemented and continue to implement several automation and digitalization initiatives including:

- robotic painting systems
- machine connectivity through IoT so we can leverage data to carry out preventative maintenance works
- quality control through paperless quality inspection using portable devices and a quality management software
- QR codes for product traceability
- SAP-enabled materials requirement planning ("**MRP**") that helps with production and procurement planning, and
- a rail guided vehicle ("**RGV**") system to transport large quantities of material at low cost with high efficiency and digital kanban/ trolley system for Industry & Automation products.

Our machining and gear cutting centres are capable of achieving an accuracy of up to 2µm and broaching up to 120 tons. We also have in-house bevel-gear grinding facility capable of achieving Class 4 gear accuracy for high precision applications.

As a result of various productivity initiatives that have been implemented in the last few years, including cycle-time reduction and automation of functions, our aggregate capacity utilization rate has improved from 64.22% in Fiscal 2023 to 73.71% in Fiscal 2025 and was 75.04% in the six months period ended June 30, 2026. Set forth below are charts reflecting improvement in our operational efficiency:

Particulars	Unit	Six months period ended June 30, 2026	Six months period ended June 30, 2025	Year ended December 31, 2025	Year ended December 31, 2024	Year ended December 31, 2023
Off-Highway Mobility Industry and Wind Industry OEE [1]	%	78.40%	75.06%	76.01%	73.42%	71.07%
Industry & Automation OLE [2]	%	83.56%	76.60%	78.93%	70.60%	66.55%
Industry & Automation Customer OTD [3]	%	80.19%	87.56%	90.56%	90.18%	79.27%

Notes:

(1) OEE (Overall Equipment Effectiveness) is calculated as Machine hours used for production / Machine hours available for production. It measures the actual utilization of available manufacturing capacity and highlights equipment losses due to breakdowns, idle time, and under-utilization; enables focused improvement actions on equipment reliability, preventive maintenance, and line balancing. Higher OEE leads to better asset productivity, reduced unit manufacturing cost, and improved throughput without additional capital investment.

(2) OLE (Overall Labor Effectiveness) is calculated as Standard man hours worked / Actual Man hours available. It assesses workforce productivity and deployment efficiency, and identifies gaps caused by skill mismatches, excess manpower, rework, or waiting losses. It also drives initiatives such as standard work, skill up-gradation, workload leveling, and kaizen improvements. Improved OLE ensures optimal labour utilization, controlled conversion cost, and stable production output

(3) OTD (On-Time Delivery) is calculated as number of gearboxes & gearmotors delivered / number of gearboxes planned to be delivered. It reflects the effectiveness of end-to-end planning and execution, including procurement, production, and logistics and ensures adherence to customer commitments, directly impacting customer satisfaction and trust. It drives disciplined production scheduling, material availability, and bottleneck management. High OTD indicates a stable, predictable, and well-coordinated operation with minimal expediting and firefighting.

Over the years, we have adopted a phased strategy to gradually increase the share of locally sourced material in our overall procurement. This helps streamline our cost structures, including reducing our exposure to exchange rate fluctuations and reducing transportation and inventory costs, import duties, lead times and inventory levels, which in turn enables us to offer Indian consumers more competitively priced products. Our manufacturing operations are also supported by an extensive supplier network comprising 285 suppliers that have a relationship with us for an average of approximately 12 years as of June 30, 2026. We intend to increase the proportion of materials sourced from domestic suppliers, which has increased from 64.12% in Fiscal 2023 to 68.32% in the six months period ended June 30, 2026.

We focus on supplier quality and perform detailed due diligence before onboarding them, mainly focusing on the quality of their production processes, stability of potential supply, technological capabilities and sustainability considerations. Our long-standing presence in India has enabled us to refine our raw material specifications based on experience across many applications, allowing us to match material selection to each application, control procurement costs, and maintain consistent product standards.

Stable and experienced management team delivering strong financial performance

We are led by an experienced management team which includes:

- Kennady V Kaippally, our Managing Director, who has been with us for more than 16 years, and is responsible for overseeing manufacturing, production, sales, marketing, and various management and operations functions in our Company;

- Gatham Anandhan Balaji, our Chief Financial Officer and Whole-time Director, who has been associated with us for 24 years, and is responsible for overseeing finance, accounts, and tax matters in our Company;

- Sanjay Patwari, our Director of Sales and Customer Services (M&W), who has been associated with us for more than 20 years, and is responsible for sales, product service and marketing of off-highway mobility and wind industry products; and

- Loganathan Nagraj, Director of Manufacturing, has been associated with us for more than six years and is responsible for our manufacturing operations.

We are also governed and advised by an experienced Board of Directors, which has representations from India and Italy including the Chairwoman of the Bonfiglioli Group, Sonia Bonfiglioli, and Bonfiglioli Group's Strategic Marketing and Communication Director, Massimo Sarti, who have each been associated with the Bonfiglioli

Group for more than 43 years and 38 years, respectively, ensuring high corporate governance standards in line with the Bonfiglioli Group's governance standards. Our Board of Directors also includes three Independent Directors, namely, Ravindra Pisharody, Rossella Schiavini and Ananthanarayan Sundaresan, who each have extensive experience in managerial roles. For further information on our management see "***Our Management – Brief Biographies of our Directors***" on page 257.

Our focus on operational efficiency and strong R&D, backed by a stable senior management team, has led to consistent financial performance, with double-digit CAGRs in revenue from operations (consolidated and under each business vertical) and sales volumes (consolidated and under each business vertical). Our revenue from operations – continuing operations, EBITDA (excluding other income) and restated profit after tax for the period were ₹11,318.69 million, ₹2,238.74 million and ₹1,485.81 million, respectively, in the six months period ended June 30, 2026.

Strategies

The strategies described below have been approved by a resolution passed by our Board at its meeting held on February 9, 2026.

Further strengthen our market leadership position by capitalizing on industry tailwinds across Industry & Automation Solutions, Off- Highway Mobility Industry and Wind Industry

As an end-to-end, technology-driven provider of mechanical and electro-mechanical power transmissions and industrial drive solutions, supported by a 25-year legacy in India with diversified sector exposure and reliable customer and vendor relationships, we are well positioned to further strengthen our market leadership position in India by capitalizing on major industry tailwinds. We intend to strengthen our Industry & Automation vertical by deepening our presence across end-user industries where capacity expansion and modernisation are expected to remain robust between Fiscal 2025 and Fiscal 2030, including cement, metals and steel, plastics and polymers, rubber and tyres, ports and shipbuilding, defence and heavy engineering, sugar and power generation (*Source: F&S Report*). India's industrial and automation solutions market is expected to grow on the back of a manufacturing upcycle, localisation and energy efficiency mandates, with users shifting towards more efficient, digitally enabled gearboxes and gear motors (*Source: F&S Report*). We plan to address this opportunity by expanding our portfolio of application-engineered and integrated electro-mechanical drive solutions to increase our share of new projects, upgrades and maintenance cycles.

We intend to further develop our Off-Highway Mobility Solutions vertical by focusing on equipment segments that are expected to benefit from sustained growth in India's infrastructure, mining, agriculture, housing and logistics sectors (*Source: F&S Report*). India's off-highway drive market is expected to enter a technology upgrade and localisation cycle, with original equipment manufacturers shifting to more efficient, digitally optimised and locally sourced drive architectures (*Source: F&S Report*). We plan to capitalise on this by collaborating with OEMs on new platforms, widening our range of locally engineered drive modules and strengthening our aftermarket presence through service, spares and retrofit solutions.

Global wind market growth is supported by widespread repowering in mature markets, rapid scale-up in Asia, and stronger hybrid and offshore pipelines globally. Growth in India's wind sector is being driven by strong SECI auctions, hybrid and round-the-clock procurements, and supportive state policies *(Source: F&S Report)*. We intend to capitalise on the growing demand by introducing solutions to meet evolving needs of wind OEMs to maintain our leadership position in India.

Broaden product portfolio and accelerate new product launches

We intend to broaden our product portfolio to target market opportunities and address product gaps. We also propose to strengthen our market position in select industries within Industry & Automation where we have an existing presence. For instance, while we are a leading manufacturer of low-medium duty gear motors for Industry & Automation customers and have been manufacturing these gear motors since 2000, we strive to strengthen our presence in heavy-duty gearboxes as well. We propose to achieve this by leveraging our brand recognition, the Bonfiglioli Group's R&D infrastructure, our local manufacturing and testing capabilities, and existing customer relationships to supply heavy duty gearboxes to existing customers of low to medium duty gearboxes. The demand for heavy-duty gearboxes is expected to rise, driven by OEMs that manufacture machinery for industries such as steel, cement, sugar, rubber, plastics, and power generation, and has been reflected in the interest for heavy-duty gearboxes from customers of our low to medium duty gearboxes. As a result the estimated market size for heavy duty gearboxes is projected to be ₹57,900 by Fiscal 2031 (*Source: F&S Report*). To meet this demand, we propose to set up a dedicated manufacturing facility in Talegaon (Maharashtra) that will focus on manufacturing heavy-duty gearboxes. We similarly intend to build on our portfolio of products for the e-mobility sector including

products such as wheel drives for battery operated pallet trucks and electric stackers, wheel and track drives for electric off-highway equipment.

Continue to strengthen manufacturing operations with increasing local sourcing

We continue to undertake projects for measured expansion of our manufacturing capacities. For instance, we propose to set up a dedicated facility in Talegaon (Maharashtra) to manufacture heavy-duty gearboxes to cater to customers under our Industry & Automation vertical.

We also seek to increasingly digitalize our operations, and our ongoing/ proposed digitalization processes include IoT implementation through a synchronized production management system, machine-to-machine communication, digitalized routine check sheets, online system with trigger and escalation levels at every station and trials on machine learning. Through this process, we expect to derive benefits such as higher efficiency through real time monitoring and controls, greater data transparency and faster response to market requirements.

In addition, we strive to source an increasing proportion of raw materials and components in our products from local/ domestic sources, including by manufacturing certain components in-house. Our efforts to increase local sourcing have historically prioritized a three-year sales forecast to determine which components to localize based on the factors such as product lead time, application of end-product, supply chain risk and total cost of ownership. We have most recently localized the production of such electric motors by manufacturing these at our facility in Mannur (Tamil Nadu). The facility commenced operations in October 2025 ensuring faster delivery of our products with a target of up to four weeks' lead time from the date of the order, a sharp decrease from the erstwhile 12-week lead time.

We plan to similarly increase localization across other raw materials and components we consume to help lower our production cost, optimize supply chain logistics and minimize transportation lead times, as well as develop strategic partnership with our suppliers for cost control and maintenance of quality control and assurance standards.

Continue to strengthen market access and customer relationships while remaining cost effective

We seek to continue strengthening market access and deepening customer relationships, while maintaining a sharp focus on cost effectiveness. We propose to achieve this by prioritising high-growth business verticals, particularly agriculture and concrete equipment sectors, and target rapidly growing OEMs as potential customers. We also plan to acquire new customers and increase our wallet share with existing customers by cross-selling our current broad product portfolio. Our approach to cost leadership is anchored in modular product design and ongoing improvements in supply chain efficiency, in an effort to remain competitive as we expand our presence in these key markets. As of June 30, 2026, we operated through a pan-India sales network that comprised 13 sales offices and 64 sales employees, that we propose to leverage to increase wallet share among our existing customers and acquire new customers through ongoing product development efforts.

Our Operations

We are a manufacturer of gearboxes and gear motors that we supply to customers engaged in a wide range of industries.

The table below sets forth vertical-wise revenue from operations across our three business verticals for the periods/ years indicated:

Vertical	Six months period ended June 30, 2026		Six months period ended June 30, 2025		Year ended December 31, 2025		Year ended December 31, 2024		Year ended December 31, 2023	
	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)
Industry & Automation Solutions	4,813.28	42.53%	3,902.36	40.63%	8,244.39	40.95%	7,648.89	41.25%	7,270.46	43.09%

Vertical	Six months period ended June 30, 2026		Six months period ended June 30, 2025		Year ended December 31, 2025		Year ended December 31, 2024		Year ended December 31, 2023	
	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)
Off-Highway Mobility Industry	3,203.78	28.31%	2,349.51	24.46%	5,070.48	25.18%	4,357.92	23.50%	4,257.93	25.23%
Wind Industry	3,096.46	27.36%	3,092.33	32.20%	6,347.70	31.53%	5,994.29	32.33%	5,009.58	29.69%
Others [1]	205.17	1.80%	259.35	2.71%	472.69	2.34%	540.73	2.92%	335.33	1.99%
Total	**11,318.69**	**100.00%**	**9,603.55**	**100.00%**	**20,135.26**	**100.00%**	**18,541.83**	**100.00%**	**16,873.30**	**100.00%**

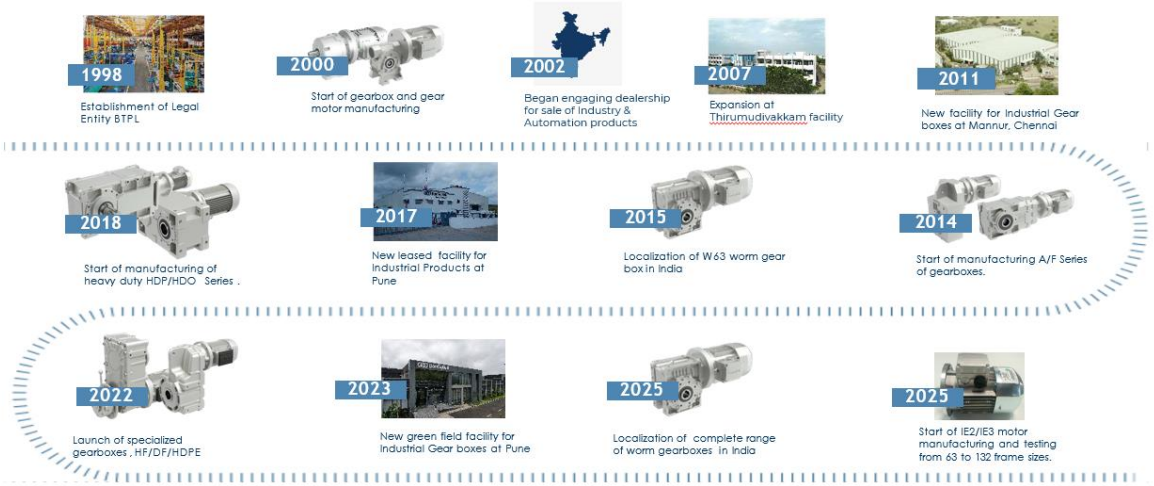
Notes: (1) Others include non-core sales such as sale of components to vendors.

The table below sets forth information on our revenue from operations on a state-wise basis in India (across the states where our operations are present) for the periods/ years indicated:

State	Six months period ended June 30, 2026		Six months period ended June 30, 2025		Year ended December 31, 2025		Year ended December 31, 2024		Year ended December 31, 2023	
	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)
Tamil Nadu	7,758.73	68.55%	6,810.85	70.92%	14,281.26	70.93%	13,069.21	70.48%	13,304.14	78.85%
Maharashtra	3,559.96	31.45%	2,792.70	29.08%	5,854.00	29.07%	5,472.63	29.52%	3,569.17	21.15%
Total	**11,318.69**	**100.00%**	**9,603.55**	**100.00%**	**20,135.26**	**100.00%**	**18,541.83**	**100.00%**	**16,873.30**	**100.00%**

Industry & Automation Solutions

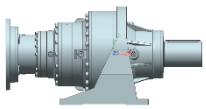
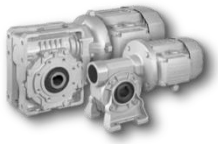
Key Milestones



Products

We predominantly manufacture low-medium duty gear motors under this vertical with torques ranging from 1 kNm to 15 kNm. We also manufacture certain higher torque capacity gearboxes.

The table below sets forth images of the products we manufacture under this business vertical along with details of torque capacity, as of June 30, 2026:

Product	Torque / Power range	Markets/ Industries
Planetary Gearbox 	1,250 to 1,286,700 Nm	• Mining • Sugar • Recycling
Bevel Gearboxes 	100 to 14,000 Nm	• Stacker & Reclaimer - Travel Drive • Conveyor • Crane – Cross travel/ Long travel
	8,990 to 209,900 Nm	• Crusher • Agitator • Conveyor
Helical Gearboxes 	140 to 14,000 Nm	• Conveyor • CT/LT • Textile
	5,190 to 209,900 Nm	• Hoist • Extrusion • RVPD
Worm Gearboxes 	13 to 7,100 Nm	• RAV • Screw Feeder • Packaging
Electric Motor 	0.06 to 30 kW	• All LV applications
Variable Frequency Drives	0.25 to 1,200 Kw	• Conveyors / Material handling

Product	Torque / Power range	Markets/ Industries
		• Cranes – Hoist, LT/CT • Chemical & Pharma -Agitators / Mixers • Food & Beverages • Logistics & Warehousing • Rubber & Plastics • Textile
Servo Motors 	0.85 to 60 Nm	• Packaging & Printing • Metal Processing • Material Handling Automation • Rubber & Plastics • Textile
Precision Drives 	10 to 1,000 Nm	• Packaging & Printing • Metal Processing • Material Handling Automation

The following table represents our sales (in value) across different categories of gearboxes and gear motors we manufacture for the Industry and Automation vertical for the periods/ years indicated:

Particulars	Six months period ended June 30, 2026		Six months period ended June 30, 2025		Year ended December 31, 2025		Year ended December 31, 2024		Year ended December 31, 2023	
	Amount (₹ million)	Percentage of total revenue from Industry & Automation (%)	Amount (₹ million)	Percentage of total revenue from Industry & Automation (%)	Amount (₹ million)	Percentage of total revenue from Industry & Automation (%)	Amount (₹ million)	Percentage of total revenue from Industry & Automation (%)	Amount (₹ million)	Percentage of total revenue from Industry & Automation (%)
Low to Medium Duty Gear Motors	4,272.25	88.76%	3,523.78	90.30%	7,346.77	89.11%	6,885.25	90.02%	6,487.40	89.23%
Heavy Duty Gearboxes	541.03	11.24%	378.58	9.70%	897.62	10.89%	763.64	9.98%	783.06	10.77%
Total	**4,813.28**	**100.00%**	**3,902.36**	**100.00%**	**8,244.39**	**100.00%**	**7,648.89**	**100.00%**	**7,270.46**	**100.00%**

Key Direct Customers and Industries

We served more than 930 customers across more than 20 industries under this business vertical in the six months periods ended June 30, 2026 and June 30, 2025, and in Fiscals 2025, 2024, and 2023.

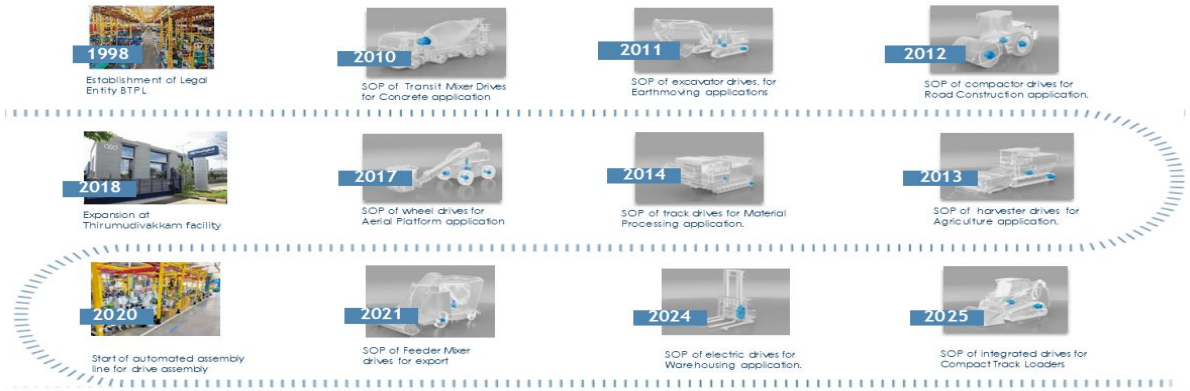
Our customers under the Industry & Automation vertical include ElectroMech Material Handling Systems (India) Private Limited, GMM Pfaudler Limited, Milltec Machinery Private Limited, Terex India Private Limited and

Ammann India Private Limited.[1]

We cater to a wide range of industries under our Industry & Automation vertical including material handling, chemicals & pharmaceuticals, mining, food, beverage & tobacco, metal processing & machine tools, construction, textiles & leather, rubber & plastics.

Off-Highway Mobility Industry

Key Milestones



Products

Under this business vertical, we supply drives to off-highway mobility OEMs in India, servicing verticals such as excavation, concrete, mining, road construction, agriculture, and material handling, across a torque range of 1,000 Nm to 3,000 kNm.

The following table sets forth information on the products we manufacture in our Off-Highway Mobility Industry vertical as of June 30, 2026:

Products Manufactured	End-User Industry	Machines Served	Torque Range
Track Drive  	Excavators, Road Construction Equipment, Agriculture Equipment, Mining Equipment	Excavators & Mini Excavators, Mobile Crushers & Screeners, Surface Miners, Drilling & Pilling Rigs, Harvesters, Tracked Conveyors, Side Discharge Loaders, Compact Track Loaders, Pavers.	1,200 Nm - 3,000,000 Nm
Swing Drive 	Excavators, Concrete Equipment, Material Handling	Excavators, Boom Pumps, Rough Terrain Cranes, Tower Cranes, Truck Mounted Cranes, Reach Stackers, Crawler Cranes, Aerial Platforms	1,000Nm - 80,000 Nm

1 *Names of customers identified above have been included based on consents received from such entities to include their names in this Red Herring Prospectus.*

Products Manufactured	End-User Industry	Machines Served	Torque Range
			
Drum Drive 	Concrete Equipment, Road Construction Equipment	Transit Mixers, Self-Loading Concrete Mixers, Tandem Rollers, Soil Compactors	3,000 Nm - 75,000 Nm
Skip/Mixer Drive 	Concrete Equipment	Twin Shaft Mixers, Pan Mixers, Planetary Mixers	5,000 Nm - 55,000 Nm
Wheel Drive 	Road Construction Equipment, Agriculture Equipment, Material Handling	Pavers, Sugarcane Harvesters, Aerial Platforms, Electric stackers & Pallet trucks	450 Nm - 85,000 Nm
Auger/Conveyor Drive 	Agriculture Equipments, Mining Equipments, Material Handling Equipments, Road Construction Equipment, Concrete Equipment	Pavers, Mobile Screeners, Batching Plants	1,000Nm - 12,500 Nm
Cutter Drive 	Road Construction Equipment, Mining Equipments	Milling Machines, Surface Miners	8,500 Nm - 115,000 Nm
Hoist Drive 	Material Handling	Tower Cranes,	1000Nm - 12,500Nm

Products Co-Engineered with Customers

We deliver bespoke, co-engineered products to our customers under the vertical where the intellectual property for the product remains with the Bonfiglioli Group. To this end, we undertake requirement analysis, application analysis, product feasibility, virtual validation, prototyping and testing, field validation and serial production. This process can take up to 30 months, leading to long-term associations with our customers, as illustrated by a few case studies below.

Co-Engineering - Prominent Construction Equipment Supplier in India ("Off-Highway OEM")

Our co-engineering process follows a sequence of well-defined stages that are personalized to the Off-Highway OEM's technical and operational requirements. We begin with a three-month requirements analysis, which captures performance targets, reliability criteria, and operational data specific to the intended application. This is followed by application analysis and product feasibility assessments over six months, during which we evaluate potential concepts, manufacturability, and serviceability. Virtual validation is used to assess gear strength and fatigue life for two months, leading into four months of prototype assembly and endurance testing under controlled conditions. Field validation comes next, where gearboxes are tested in real-world environments for about a year. This entire process can take around 25 months. Following careful review of the test data, the final product moves into serial production.

One of our primary challenges in co-engineering with the Off-Highway OEM was developing gearboxes tailored to the specific conditions found in India, while ensuring they remained competitive at market-driven price points. We encountered unique demands arising from intensive duty cycles and harsh environmental factors. To address these, we applied our engineering expertise to map operational loads and analyse real-world site conditions directly in the field. These investigations informed the design of entirely new drives featuring heavy-duty gears, bearings with increased load capacity, and robust sealing systems. We proceeded to test and manufacture these components to precisely address the Off-Highway OEM's requirements.



Key Customers

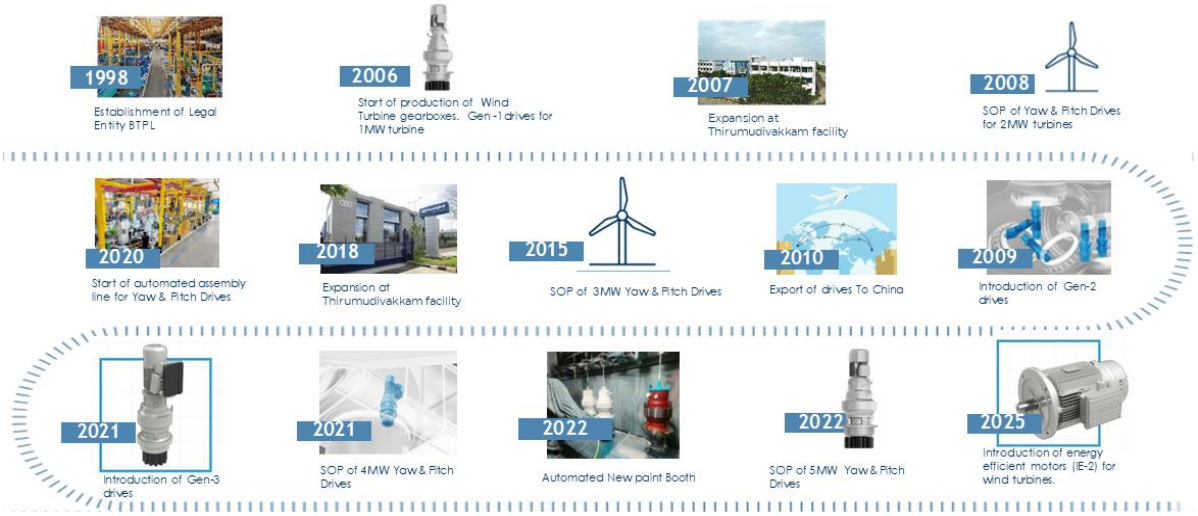
Customers under our Off-Highway Mobility Industry vertical include Ajax Engineering Limited, CNH Industrial (India) Private Limited, JCB India Limited, Schwing Stetter (India) Private Limited and Wirtgen India Private Limited that have been doing business with us for more than 10 years, and Hyundai Construction Equipment India Private, among others, that have been doing business with us for more than five years. [2]

Wind Industry

We were among the earliest companies to establish domestic manufacturing of wind-turbine pitch and yaw drives in India, beginning in 2006 at our facility in Chennai (Tamil Nadu) (*Source: F&S Report*). We specialize in manufacturing yaw and pitch drives for wind turbines and have a market leading share of approximately 67.9% among domestic manufacturers in terms of sales value in the financial year ended December 31, 2025 (*Source: F&S Report*).

Key Milestones

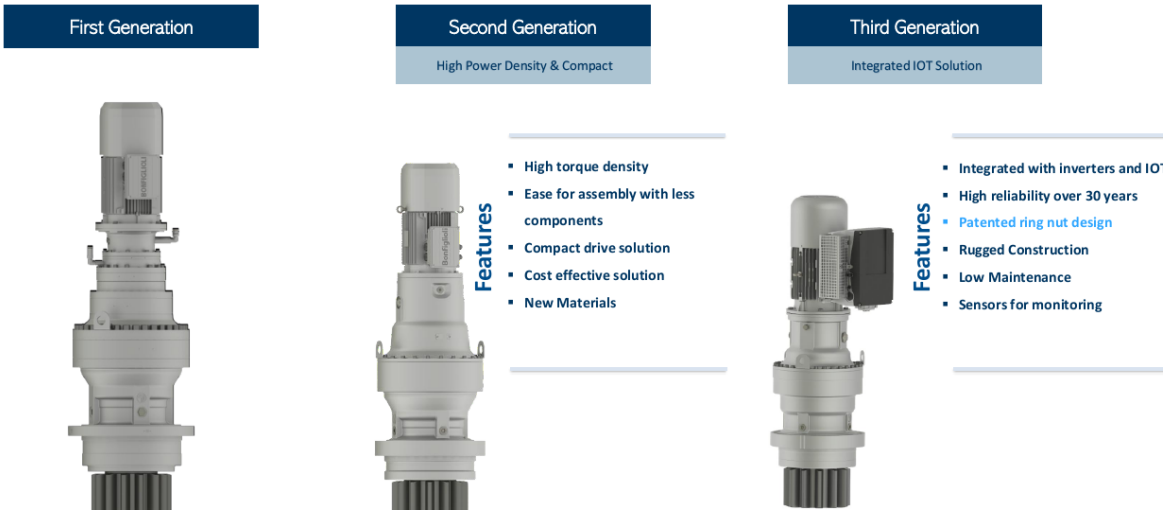
2 *Names of customers identified above have been included based on consents received from such entities to include their names in this Red Herring Prospectus.*



Products

We manufacture yaw and pitch drives for wind turbines with capacities ranging from 225 kW to 5 MW, and have established and proven capabilities to design, manufacture, and supply fully integrated yaw and pitch drive systems for wind turbines at scale (*Source: F&S Report*).

Set forth below is a summary of product improvements across our product-generations:



Innovation

We introduced our first-generation pitch drive in 2006, which was followed by the second generation in 2009 with added features such as high torque density, ease for assembly with less components, compact drive solution, cost effective solution and new materials.

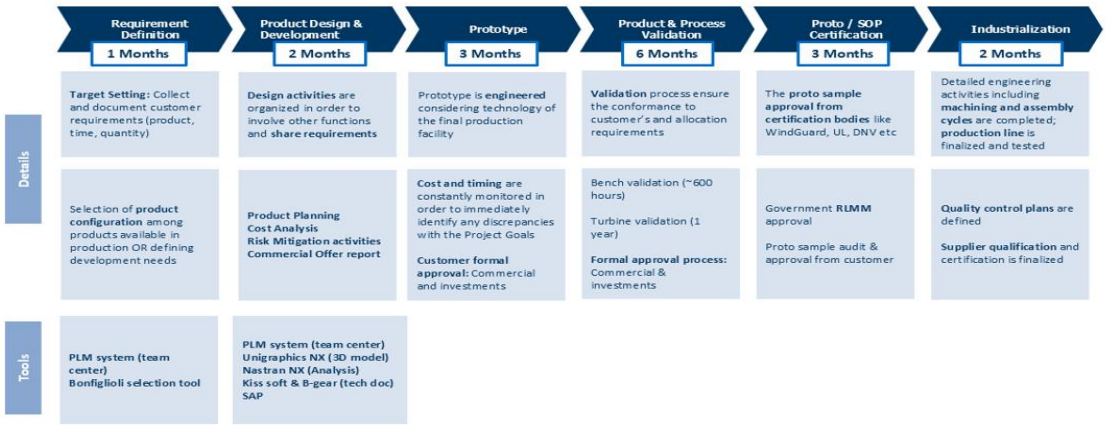
We currently manufacture our third-generation yaw and pitch drive with a patented ring nut design.

Products Co-Engineered with Customers

We develop bespoke products for our customers through a process involving requirement definition, product design and development, prototyping, product and process validation, prototype/start of production ("**SOP**") certification, and industrialization. The intellectual property for the co-engineered product remains with the Bonfiglioli Group. This process can take up to 30 months, leading to long-term associations with our customers, as illustrated by the case study below.

Case Study – Prominent Indian Wind OEM ("Wind OEM")

Since the inception of the Wind OEM's wind business, we have supplied yaw and pitch drives for their turbines. Our primary challenge to manufacture these gearboxes locally was the absence of an established supplier base and manufacturing infrastructure for planetary swing gearboxes within India. Drawing on our technical expertise, we developed strong partnerships with domestic suppliers for large-scale forgings and castings. At the same time, we invested in building critical in-house capabilities, including the gear-cutting of large pinion teeth and broaching of ring gears. This holistic approach enabled us to manufacture these drives in India, delivering solutions tailored to the Wind OEM's requirements and strengthening our local presence.



Customers

Customers under our Wind Industry vertical include well known renewable energy companies such as Senvion Wind Technology Private Limited and Suzlon Energy Limited that have been doing business with us for more than 10 years. [3]

Sales and Distribution

We manufacture and supply products for OEMs based in India as well as outside India. Most of our I&A customers are based in India, with a few Industry & Automation customers in China, Germany, Brazil, Australia. Majority of our customers under Off-Highway Mobility Industry and Wind Industry verticals are also located in India, while our largest customer for Wind Industry is located in the United States.

The table below sets forth geography-wise revenue from contract with customers – continuing operations as per Ind AS-108, Operating Segments ("**Ind AS-108**"), including as a percentage of total revenue from contracts with customers – continuing operations for the period/years indicated:

Revenue from contract with customers – continuing operations	For the six months period ended June 30, 2026		For the six months period ended June 30, 2025		For the year ended December 31, 2025		For the year ended December 31, 2024		For the year ended December 31, 2023	
	Amount (₹ million)	Percentage of total revenue from contract with customers – continuing operations (%)	Amount (₹ million)	Percentage of total revenue from contract with customers – continuing operations (%)	Amount (₹ million)	Percentage of total revenue from contract with customers – continuing operations (%)	Amount (₹ million)	Percentage of total revenue from contract with customers – continuing operations (%)	Amount (₹ million)	Percentage of total revenue from contract with customers – continuing operations (%)
India	7,833.67	70.04%	6,981.67	74.11%	14,372.84	72.49%	13,546.37	74.59%	12,709.58	76.15%
USA	1591.60	14.23%	1451.28	15.40%	3,077.40	15.52%	2,405.17	13.24%	1,577.45	9.45%
Italy	342.68	3.06%	252.15	2.68%	607.63	3.06%	373.18	2.05%	371.31	2.22%
Germany	322.47	2.88%	194.49	2.06%	435.33	2.20%	642.25	3.54%	589.16	3.53%

3 *Names of customers identified above have been included based on consents received from such entities to include their names in this Red Herring Prospectus.*

Revenue from contract with customers – continuing operations	For the six months period ended June 30, 2026		For the six months period ended June 30, 2025		For the year ended December 31, 2025		For the year ended December 31, 2024		For the year ended December 31, 2023	
	Amount (₹ million)	Percentage of total revenue from contract with customers – continuing operations (%)	Amount (₹ million)	Percentage of total revenue from contract with customers – continuing operations (%)	Amount (₹ million)	Percentage of total revenue from contract with customers – continuing operations (%)	Amount (₹ million)	Percentage of total revenue from contract with customers – continuing operations (%)	Amount (₹ million)	Percentage of total revenue from contract with customers – continuing operations (%)
China	108.15	0.97%	94.17	1.00%	186.70	0.94%	411.43	2.27%	592.70	3.55%
Other countries	986.66	8.82%	447.23	4.75%	1,147.05	5.79%	782.90	4.31%	848.95	5.09%
Total	**11,185.23**	**100.00%**	**9,420.99**	**100.00%**	**19,826.95**	**100.00%**	**18,161.30**	**100.00%**	**16,689.15**	**100.00%**

We market and sell products through both direct sales to customers across all our business verticals and through our network of dealers under our Industry & Automation vertical, across India. Our customers also include other companies within the Bonfiglioli Group, particularly for yaw drives (Wind Industry) and swing drives (Off-Highway Mobility Industry).

The table below sets forth channel-wise revenue from operations across our sales channels for the periods/ years indicated:

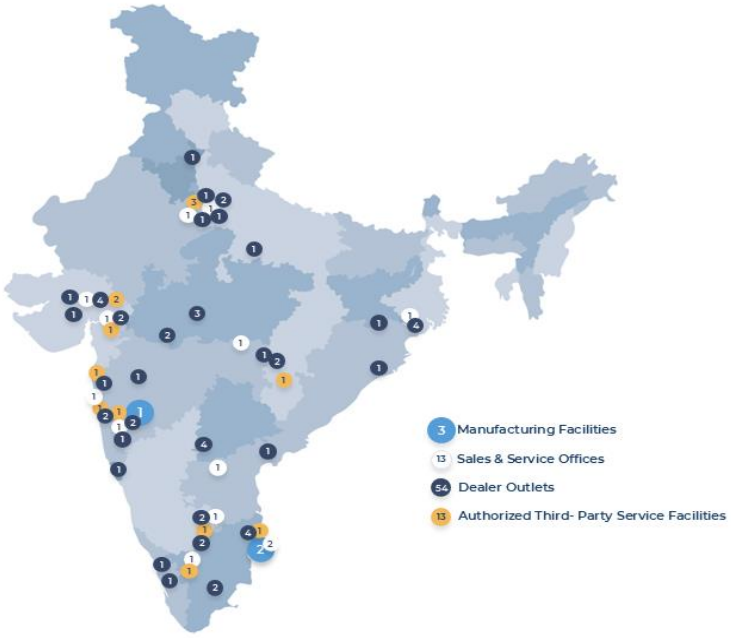
Sales Channel	Six months period ended June 30, 2026		Six months period ended June 30, 2025		Year ended December 31, 2025		Year ended December 31, 2024		Year ended December 31, 2023	
	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)
Dealer sales	2,145.72	18.96%	1,865.11	19.42%	3,909.41	19.42%	3,535.58	19.07%	3,333.07	19.75%
Direct sales	6,741.06	59.56%	6,210.11	64.66%	12,746.32	63.30%	11,756.65	63.41%	10,556.18	62.56%
Inter-company sales [(1)]	2,263.99	20.00%	1,294.75	13.48%	3,064.77	15.22%	2,775.09	14.97%	2,722.21	16.13%
Others[(2)]	167.92	1.48%	233.59	2.44%	414.76	2.06%	474.51	2.56%	261.84	1.55%
Total	**11,318.69**	**100.00%**	**9,603.55**	**100.00%**	**20,135.26**	**100.00%**	**18,541.83**	**100.00%**	**16,873.30**	**100.00%**

Notes:

(1) Inter-company sales includes sale of finished goods such as yaw drives and swing drives to related parties for onward sale to their customers.

(2) Others includes non-core sales such as the sale of components to vendors.

As of June 30, 2026, we had 71 touchpoints for customer sales and service across India, including three manufacturing facilities, 13 sales offices, 13 authorized third-party service facilities and 44 authorized dealers with 54 outlets. The map below illustrates our pan-India footprint as of June 30, 2026, through our manufacturing facilities, sales and service offices, dealer outlets and authorized third-party service facilities:



Map not to scale

Direct Customer Relationships

Our direct customers are predominantly OEMs engaged in the end-user verticals of material handling, logistics and stocking systems, cranes and winches, material working, recycling and sustainability, aggregates building, packaging and labelling, mining, biogas, textiles, conveying and robotics. Our top 10 customers accounted for less than 31.72% of revenue from operations in the six months periods ended June 30, 2026 and June 30, 2025 and in each of Fiscals 2025, 2024, and 2023.

The table below sets forth the revenue from our top 10 customers including as a percentage of total revenue from operations (continuing operations) for the period/years indicated and duration of relationship with such customers as of June 30, 2026:

Top 10 customers based on revenue from continuing operations in the six months ended June 30, 2026 [1]	Duration of relationship as of June 30, 2026	For the six months period ended June 30, 2026		For the six months period ended June 30, 2025		For the year ended December 31, 2025		For the year ended December 31, 2024		For the year ended December 31, 2023	
		Revenue from customer (₹ million)	% of total revenue from operations (continuing operations)	Revenue from customer (₹ million)	% of total revenue from operations (continuing operations)	Revenue from customer (₹ million)	% of total revenue from operations (continuing operations)	Revenue from customer (₹ million)	% of total revenue from operations (continuing operations)	Revenue from customer (₹ million)	% of total revenue from operations (continuing operations)
Customer 1	20	1,051.28	9.40%	770.87	8.18%	1,646.40	8.30%	1,120.66	6.17%	558.32	3.35%
Customer 2	8	833.78	7.45%	1,093.17	11.60%	2,265.50	11.43%	1,801.73	9.92%	1,248.68	7.48%
Customer 3	15	455.50	4.07%	502.82	5.34%	862.70	4.35%	1,010.73	5.57%	1,047.88	6.28%
Customer 4	9	281.59	2.52%	235.84	2.50%	480.70	2.42%	464.02	2.55%	372.49	2.23%
Customer 5	6	206.05	1.84%	144.69	1.54%	449.10	2.26%	299.88	1.65%	246.82	1.48%
Customer 6	12	180.35	1.61%	151.40	1.61%	405.90	2.05%	298.16	1.64%	251.02	1.50%
Customer 7	16	179.76	1.61%	201.58	2.14%	363.60	1.83%	318.91	1.76%	447.32	2.68%
Customer 8	13	137.36	1.23%	130.36	1.38%	226.10	1.14%	248.00	1.37%	330.43	1.98%
Customer 9	12	113.15	1.01%	78.20	0.83%	162.20	0.82%	117.75	0.65%	97.00	0.58%

Top 10 customers based on revenue from continuing operations in the six months ended June 30, 2026 [1]	Duration of relationship as of June 30, 2026	For the six months period ended June 30, 2026		For the six months period ended June 30, 2025		For the year ended December 31, 2025		For the year ended December 31, 2024		For the year ended December 31, 2023	
		Revenue from customer (₹ million)	% of total revenue from operations (continuing operations)	Revenue from customer (₹ million)	% of total revenue from operations (continuing operations)	Revenue from customer (₹ million)	% of total revenue from operations (continuing operations)	Revenue from customer (₹ million)	% of total revenue from operations (continuing operations)	Revenue from customer (₹ million)	% of total revenue from operations (continuing operations)
Customer 10	12	109.37	0.98%	108.73	1.15%	192.80	0.97%	219.30	1.21%	174.80	1.05%
Total		**3,548.19**	**31.72%**	**3,417.66**	**36.28%**	**7,054.98**	**35.58%**	**5,899.14**	**32.48%**	**4,774.76**	**28.61%**

Notes: (1) Customer names have been masked as relevant consents for disclosure of customer names along with revenue amounts have not been received.

In the six months period ended June 30, 2026, we serviced 935 customers of which 927 customers were based in India.

The table below sets forth the details of our key direct customers under each of the business verticals:

Business vertical	Customer	Product	Duration of relationship *(in years)*
Industry & Automation	Ammann India Private Limited	Helical Bevel, Inline Helical, Parallel Helical, Shaft mounted helical, Worm, Motor, Spares/Kit	10
	GMM Pfaudler Limited	Planetary, Helical Bevel, Inline Helical, Heavy Duty Helical & Bevel, Motor, Spares/Kit	11
	Milltec Machinery Private Limited	Planetary, Helical Bevel, Inline Helical, Worm, Motor, Spares/Kit	11
	ElectroMech Material Handling Systems (India) Private Limited	Planetary, Heli-Bevel, Inline Helical, Parallel Helical, Worm, Motor, Spares/Kit	11
	Terex India Private Limited	Heli-Bevel, Shaft Mounted Helical, Worm, Motor, Spares/Kit	11
Off-Highway Mobility Industry	JCB India Limited	Track/Slew/Drum Drives	15
	Hyundai Construction Equipment India Private Limited	Slew drives	5
	Schwing Stetter (India) Private Limited	Drum/Mixer/Conveyor drives	16
	CNH Industrial (India) Private Limited	Track/Wheel/Slew/Drum drives	12
	Wirtgen India Private Limited	Track/Drum/Wheel/Pump drives	13
	Ajax Engineering Limited,	Drum/Mixer/Conveyor drives	12
Wind Industry	Suzlon Energy Limited	Yaw & Pitch drives	20
	Nordex India Private Limited	Yaw & Pitch drives	6
	Senvion Wind Technology Private Limited	Yaw & Pitch drives	10

Note: Names of customers identified above have been included based on consents received from such entities to include their names in this Red Herring Prospectus.

Dealer Network

We engage with dealers to access a wide base of OEMs for our Industry & Automation vertical. As of June 30, 2026, our network comprised 44 authorized dealers, of which 36 were engaged by us on an exclusive basis. Furthermore, 16 of our dealers had been associated with us for 20 or more years as of June 30, 2026, and we have not terminated any of our dealer arrangements in the six months ended June 30, 2026 and June 30, 2025 and in Fiscals 2025, 2024 and 2023. Our network of 44 dealers operated 54 outlets across India as of June 30, 2026. In addition, as of June 30, 2026, nine dealers were additionally authorized to address after-sales service requirements of our customers.

We predominantly engage our dealers for one year terms, with successive renewal terms of one-year, unless terminated by either party by giving the other party two months' notice.

The table below sets forth details of our dealer network in terms of their geographical presence in India, as of the dates indicated:

Region	As of June 30, 2026		As of June 30, 2025		As of December 31, 2025		As of December 31, 2024		As of December 31, 2023	
	Number of dealers	Number of outlets	Number of dealers	Number of outlets	Number of dealers	Number of outlets	Number of dealers	Number of outlets	Number of dealers	Number of outlets
Zone 1	13	17	13	17	13	17	15	19	12	16
Zone 2	13	17	13	17	13	17	14	15	14	15
Zone 3	6	7	6	7	6	7	5	5	5	5
Zone 4	6	7	6	7	6	7	6	6	6	6
Zone 5	6	6	5	5	6	6	5	5	7	7
Total	44	54	43	53	44	54	**45**	**50**	**44**	**49**

Research and Development

We benefit from access to the global research and development network of BSPA, which comprises of seven R&D centers across India, Italy, Germany and China. These R&D centers had a combined strength of 119 employees as of June 30, 2026, and undertake end-to-end product development, which includes application study, design and prototyping, simulation and validation, and product launch.

During the year ended December 31, 2024, our Company transferred a portion of its business that undertook IT related and R&D functions to a newly incorporated entity under the Bonfiglioli Group. The India R&D Center is currently located in Chennai (Tamil Nadu).

We continue to benefit from our proximity to the India R&D Center that is located in Chennai in the same region as our facilities in Mannur and Thirumudivakkam in Tamil Nadu, as it facilitates closer collaboration and efficiency across our product development process. This set-up allows for regular, direct exchanges between teams, so our engineering designs are quickly aligned with practical manufacturing capabilities from the earliest stages. We can quickly assess feasibility, address potential production challenges before they impact cost or schedules, and make optimal use of our existing equipment. It also helps us work closely with our suppliers, bringing them into the process early to ensure robust and reliable sourcing for new products.

This proximity accelerates value analysis and value engineering activities and enhances our ability to standardize processes without compromising quality. Our teams are able to develop and test prototypes, using real-time feedback and iterating swiftly to refine new concepts. These integrated ways of working significantly reduce our product development cycle and time-to-market, strengthening our competitive position and supporting long-term business growth. As of June 30, 2026, the India R&D Center was India's only test laboratory to test yaw and pitch drives for wind turbines (*Source: F&S Report*), and it develops a host of other products such as gearboxes for material handling, pharmaceutical applications, off-highway applications. It is also the only R&D center in the Bonfiglioli Group that caters to all three disciplines of mechanics, electro-mechanics and electronics at the same site.

Our Company does not currently incur any R&D expenses, and the R&D costs incurred by BTSPL are charged back to various entities within the Bonfiglioli Group. For further details, see "***– Agreements with BSPA; License Agreement and Intercompany Services***" on page 231.

The table below sets forth revenue generated from sale of new products for the periods/ years indicated:

Particulars	Six months period ended June 30, 2026	Six months period ended June 30, 2025	Year ended December 31, 2025	Year ended December 31, 2024	Year ended December 31, 2023
Revenue % from products introduced in last 3 years	29.72%	28.98%	35.69%	16.07%	7.29%

Agreements with BSPA; License Agreement and Intercompany Services

BSPA owns the Bonfiglioli technology, know-how, production and trade secrets of a majority of the products we manufacture, and the "Bonfiglioli" trade name and trademark. We therefore depend on the intellectual property

that is economically and legally owned by BSPA for the license to manufacture and supply a majority of our products, which has been granted to us and is governed by a License for Limited Scope Manufacturing Agreement dated June 1, 2021 entered into with BSPA (together with amendments thereto, the "**License Agreement**"). The License Agreement has a validity of one year and is automatically renewed for successive one-year terms.

Under the License Agreement, we have been granted a non-exclusive, non-transferable and non-sublicensable license to use BSPA's intellectual property relating to specified products, as well the right to use the Bonfiglioli trade name and trademark for manufacturing and sale of such products in the specified territories of India, Nepal, Bangladesh, Pakistan, Sri Lanka and subject to BSPA's prior consent, any other country. The license has been granted to us subject to certain terms and conditions for a consideration of 6% of our annual sales of the specified products (excluding sales to BSPA and net of discounts and incentives). The License Agreement has a validity of one year and is automatically renewed for successive one-year terms.

As our Promoter and significant entity of the Bonfiglioli Group, BSPA also provides services to its subsidiaries, including our Company for a fee, which is governed by an Intercompany Service Agreement dated January 1, 2024 (the "**Intercompany Service Agreement**").

Under the Intercompany Service Agreement, BSPA provides certain services to our Company (among the other entities forming part of the Bonfiglioli Group) using a combination of BSPA's own resources as well as resources available in other companies of the Bonfiglioli Group. These services include IT, internal and external communication, administration and finance, legal and governance, human resources, quality and aftersales and other centralized services more connected with business such as product marketing, sales development, operations and purchases and similar related services. The Intercompany Service Agreement has a validity of one year and is automatically renewed for successive one-year terms unless terminated by way of a notice of at least 30 days before the year-end.

We work closely with BSPA, resulting in a number of transactions between our companies, all of which we believe take place on an arm's length basis.

Manufacturing Facilities

As of June 30, 2026, we had three manufacturing facilities that had a combined available annual manufacturing capacity of 1,205,748 hours in Fiscal 2025, of which two were located in Tamil Nadu (in Thirumudivakkam and Mannur) and one in Maharashtra (in Talegaon). Our manufacturing facility in Thirumudivakkam has been operational since 1999 and underwent substantial expansion in 2018, bringing its available annual capacity to 1,010,759 hours in Fiscal 2025. Our manufacturing facility in Mannur was established in 2011, with an available annual capacity of 54,040 hours in Fiscal 2025. Our manufacturing facility in Talegaon, Pune was established in 2023, with an available annual capacity of 140,950 hours in Fiscal 2025.

The table below sets forth information on our facilities in terms of their manufacturing capabilities and the business verticals they catered to, as of June 30, 2026:

Facility	Thirumudivakkam Unit	Mannur Unit	Talegaon Unit
Business vertical			
Industry & Automation Solutions	-	✓	✓
Off-Highway Mobility Industries	✓	-	-
Wind Industries	✓	-	-
Capability			
Machining	✓	✓	-
Heat Treatment	✓	-	-
Assembly	✓	✓	✓
Painting	✓	✓	✓

The table below sets forth information on the available manufacturing capacity, utilization and utilization as a percentage of available capacity at our facilities for the periods/ years indicated:

Facility	Six months period ended June 30, 2026*	Six months period ended June 30, 2025*	Year ended December 31, 2025	Year ended December 31, 2024	Year ended December 31, 2023
			(*in hours, except for percentages*)		
Thirumudivakkam, Tamil Nadu					
Machine Shop					
Available Capacity	353,304	322,658	687,348	629,657	594,332
Utilization	285,262	261,661	556,670	500,737	443,805
Utilization as a percentage of Available Capacity	80.74%	81.10%	80.99%	79.53%	74.67%
Assembly					
Available Capacity	167,184	163,080	323,411	312,570	312,570
Utilization	102,746	88,634	181,709	162,655	151,406
Utilization as a percentage of Available Capacity	61.46%	54.35%	56.19%	52.04%	48.44%
Mannur, Tamil Nadu					
Assembly					
Available Capacity	35,938	24,468	54,040	48,320	112,368
Utilization	27,997	18,001	41,913	35,463	65,039
Utilization as a percentage of Available Capacity	77.90%	73.57%	77.56%	73.39%	57.88%
Machine Shop					
Available Capacity	5,663	-	-	-	-
Utilization	4,118	-	-	-	-
Utilization as a percentage of Available Capacity	72.72%	-	-	-	-
Talegaon, Maharashtra					
Assembly					
Available Capacity	86,146	66,818	140,950	129,105	91,482
Utilization	66,319	51,168	108,522	92,456	52,905
Utilization as a percentage of Available Capacity	76.99%	76.58%	76.99%	71.61%	57.83%

***** *Not annualized*

Notes:

(i) Our Company produced 8,780 SKUs, 8,014 SKUs, 11,857 SKUs, 11,517 SKUs and 9,959 SKUs of Gearbox & Gearmotors (SKU's) in the six months periods ended June 30, 2026 and June 30, 2025 and the financial years ended December 31, 2025, December 31, 2024 and December 31, 2023. Each SKU has multiple sub-components and there are multiple SKUs which require different machining and/or assembly processes. The time for machining and or assembly for each SKU is different. The capacity utilisation also depends on the SKU's that our Company manufactures as per demand. Hence, capacity utilization in the table above has been computed based on the number of available hours of machines used in the manufacturing processes during a period ("Available Capacity") and the number of hours for which such machines were utilized during the relevant period.

(ii) The calculation of the hours for which machines were available during the periods included above is based on the following assumptions and estimates: (i) each of the machines operates for 22.5 hours a day (after deducting 30 minutes due for shift change) across 302 working days in a financial year (excluding one weekly holiday) (or 151 working days during the six months periods ended June 30, 2026 and June 30, 2025): (ii) in case of heat treatment plant at Thirumudivakkam which is continuous process plant, the Available Capacity is computed on 342 days in a financial year (excluding the mandatory maintenance period) (or 171 working days during the six months periods ended June 30, 2026 and June 30, 2025) ; and (iii) the manufacturing facilities located

in Thirumudivakkam, Tamil Nadu and Talegaon, Maharashtra operated on a 3 shift basis, while the manufacturing facility located in Mannur, Tamil Nadu operated on a 2 shift basis in the financial year ended December 31, 2023 and one shift basis in the financial years ended December 31, 2024 and December 31, 2025 and the six months periods ended June 30, 2025 and June 30, 2026. Owing to these shifts, the year-on-year available capacity of the manufacturing facility in Mannur is not directly comparable.

(iii) In case of the manufacturing facility located in Mannur, Tamil Nadu, certain equipment have been relocated to the assembly plant located at Talegaon, Maharashtra in the financial years ended December 31, 2023 and December 31, 2024 due to business requirements. Hence, the same is reflected in the reduced available capacity for the respective periods in Mannur, Tamil Nadu facility. Furthermore, since establishing the assembly plant in Talegaon, our Company has gradually increased use of the facility resulting in an increase in available capacity from 91,482 hours in the financial year ended December 31, 2023, to 129,105 hours in the financial year ended December 31, 2024, to 140,950 hours in the financial year ended December 31, 2025 and to 86,146 hours in the six months period ended June 30, 2026. The increase in the available assembly capacity in Mannur during the financial year ended December 31, 2025 and the six months period ended June 30, 2026 was the result of addition of motor assembly and testing line in Q4 of the financial year ended December 31, 2025. The machine shop was added to the manufacturing facility at Mannur towards the end of the financial year ended December 31, 2025 as a result of a slump sale acquisition from Bonfiglioli Drive Solutions Private Limited pursuant to a business transfer agreement.

(iv) In case of the machine shop at the manufacturing facility located in Thirumudivakkam, Tamil Nadu, certain machines have been added in each of the periods, resulting in an increase in the Available Capacity.

Thirumudivakkam Unit

We own and operate our facility in Thirumudivakkam, which has been operational since 1999, and is spread across 11.63 acres. The power requirements of the facility are met through the state grid and DG power sets. As of June 30, 2026, the facility held certifications including ISO 9001 (Quality Management System), ISO 14001 (Environment Management System) and ISO 45001 (Occupational Health and Safety).

Set forth below is an image of the Thirumudivakkam Unit:



Mannur Unit

Our facility in Mannur is located on land leased to us in 2011 and is spread across 3.50 acres. The power requirements of the facility are met through the state grid and DG power sets. As of June 30, 2026, the facility held certifications including ISO 9001 (Quality Management System), ISO 14001 (Environment Management System) and ISO 45001 (Occupational Health and Safety).

Set forth below is an image of the Mannur Unit:



Talegaon Unit

Our facility in Pune was initially located at Chakkan and has been operational since 2017. In 2023, the facility was relocated to Talegaon and is spread across 10.50 acres. The power requirements of the facility are met through the state grid and DG power sets. As of June 30, 2026, the facility held certifications including ISO 9001 (Quality

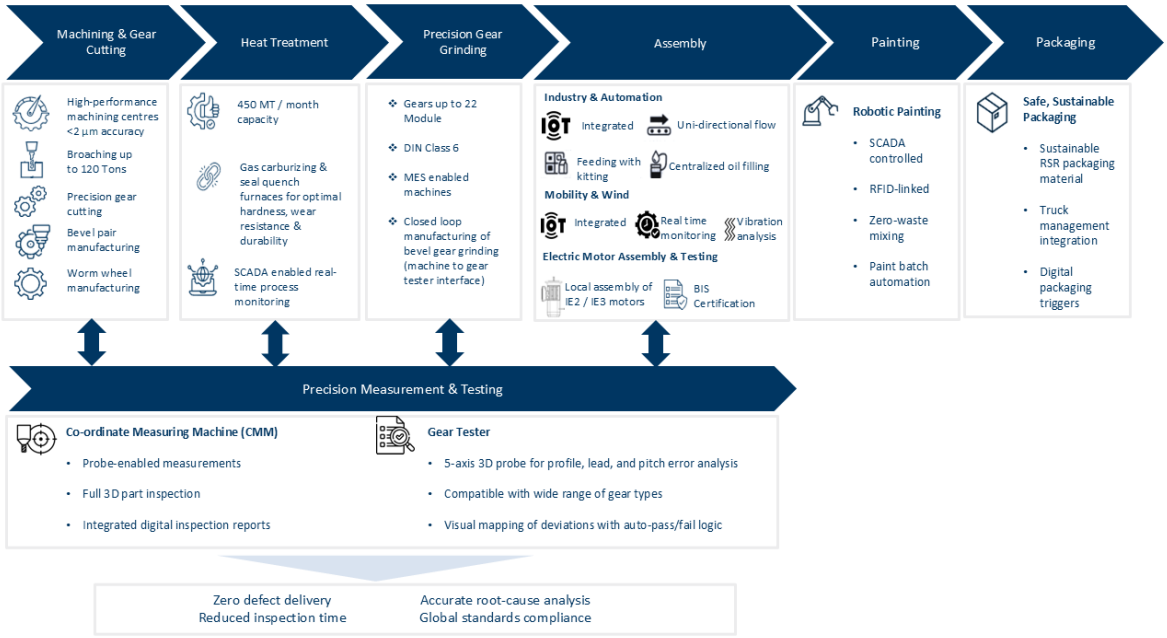
Management System), ISO 14001 (Environment Management System) and ISO 45001 (Occupational Health and Safety).

Set forth below is an image of the Talegaon Unit:



Manufacturing Process

We deploy advanced, digitalized manufacturing processes, with the following key steps:



Machining & Gear Cutting. Our centers deliver 2 µm accuracy and precision gear cutting. We manage broaching operations of up to 120 tons and produce components like bevel pairs and worm wheels.

Heat Treatment. We have a monthly capacity of 450 metric tons for heat treatment, utilizing gas carburizing and sealing quench furnaces for optimal durability and wear resistance. Our process is fully monitored by Supervisory Control and Data Acquisition ("**SCADA**") systems.

Assembly. Our assembly of products in the Industry & Automation vertical is integrated with IoT technology, and incorporates features like uni-directional flow, centralized oil filling and feeding with kitting. Our assembly for Off-Highway Mobility and Wind Industries is similarly integrated with IoT technology, and with real time monitoring and vibration analysis.

Our assembly of electric motor assembly is done with BIS certification and we locally assembly of E2/E3 motors.

Painting. Our painting operations rely on robotic systems, SCADA controls, RFID-linked processes, zero-waste mixing, and automated paint batch production.

Precision Measurement & Testing. For precision measurement and testing, we deploy co-ordinate measuring machines with full 3D part inspection, probe-enabled measurements, and integrated digital reports. Our gear testers feature 3-axis 3D probes, compatibility with various gear types, and allow visual mapping of deviations using auto-pass/fail logic.

Packaging. Our packaging is safe and sustainable, and using RSI packaging material, truck management integration, and digital packaging triggers.

These integrated processes reduce delivery defects, cut inspection time, ensure accurate root-cause analysis, and support compliance with global standards.

Quality Assurance and Quality Control

We follow a multi-dimensional approach to quality assurance that involves ensuring quality compliance at each level of our operations, beginning with quality assurance of incoming material, followed by quality checks at the machining stage and finally at the assembly stage.

Incoming QA. On receipt of materials, few samples are sent for inspection where verification of vendor documents is carried out followed by inspection of parts as per our quality plan inspection report. Identified defects are recorded and the relevant supplier is notified to change the defective material.

Machining QA. Parts and materials that satisfy incoming QA are sent to the production department where the machine is set and parts are offered for "first off approval". The team inspects the materials based on specifications and drawings and accordingly clears the item for production/ correction. In case of correction, parts are resent to QA for approval. Periodic inspections are carried out to ensure ongoing compliance.

Assembly QA. To ensure compliance throughout the assembly process, the team performs various checks at periodic intervals and ensures final inspection of assembled products post the painting process. Key checkpoints include a torque audit to verify the capacities; grease calibration to verify the grease weight; oil quantity calibration to verify oil dispensation as per guidelines; fixture audit; oil quality test where samples are tested at third party laboratories to ensure compliance. This is followed by the salt spray test at a NABL laboratory to ensure compliance.

Product and Customer Service

After Sales Service

We provide quality customer services through two channels: (i) our in-house team of engineers that are directly tasked with service support at our manufacturing facilities and sales offices, and (ii) authorized third-party service facilities. The table below sets forth details of our after-sales service touchpoints as of June 30, 2026:

Particulars	Number
In-house service facilities (including manufacturing facilities and sales offices)	13
In-house service engineers	15
Authorized third-party service facilities	13
Service engineers at authorized third-party service facilities	24

Our average field-response time is within the next working day, which helps maximize product uptime and lifecycle value. The table below sets forth information on the customer service tickets received, resolved and pending in the periods/ years indicated:

Particulars	As at and for the six months period ended June 30, 2026	As at and for the six months period ended June 30, 2025	As at and for the years ended		
			December 31, 2025	December 31, 2024	December 31, 2023
Customer service tickets pending at the beginning of the period	6	7	7	11	0
Customer service tickets received during the period	205	149	372	313	251
Customer service tickets resolved during the period	209	151	373	317	240
Customer service tickets pending	2	5	6	7	11

Particulars	As at and for the six months period ended June 30, 2026	As at and for the six months period ended June 30, 2025	As at and for the years ended		
			December 31, 2025	December 31, 2024	December 31, 2023
resolution					

Warranty

We offer standard warranties to our third-party customers which differs based on the end-use/ vertical we cater to. Products under our Industry & Automation vertical typically have a warranty of 12 months from the date of commissioning or 18 months from the date of invoice, while those under the Off-Highway Mobility and Wind Industry verticals have a warranty period of around 24 months.

Procurement and Suppliers

We maintain a well-diversified base of domestic suppliers across India to support our localisation strategy. As of June 30, 2026 we had a network of 285 suppliers of which 215 were located in India and 70 were located overseas including in Italy, China, USA and Germany.

The table below sets forth the region-wise split of our domestic suppliers of raw materials as of June 30, 2026:

Particulars	Number of Vendors	Percentage of total purchase in the six months period ended June 30, 2026
North	15	5.2%
West	57	38.1%
South	138	53.3%
East	5	3.4%

We depend on a combination of Indian and global suppliers, including our Group Companies, to provide components such as iron and aluminum casting, forging, gears, bearings, seals, grease and oils, for assembling our gearboxes. These suppliers in turn source their own supplies such as steel, iron, aluminum, plastic, petroleum products from domestic and global suppliers.

The table below sets forth a breakdown of our purchase of raw materials and components consumed by supplier location, for the periods/years indicated:

Procurement	Six months period ended June 30, 2026		Six months period ended June 30, 2025		Year ended December 31, 2025		Year ended December 31, 2024		Year ended December 31, 2023	
	Purchase of raw materials and components consumed (₹ million)	% of total raw materials and components consumed	Purchase of raw materials and components consumed (₹ million)	% of total raw materials and components consumed	Purchase of raw materials and components consumed (₹ million)	% of total raw materials and components consumed	Purchase of raw materials and components consumed (₹ million)	% of total raw materials and components consumed	Purchase of raw materials and components consumed (₹ million)	% of total raw materials and components consumed
Domestic suppliers	5093.87	70.70%	4,220.93	69.64%	8,808.63	71.10%	8,352.73	70.00%	7,145.80	65.39%
International suppliers	2111.49	29.30%	1,839.74	30.36%	3,579.86	28.90%	3,579.56	30.00%	3,782.67	34.6%
Total	**7,205.36**	**100.00%**	**6,060.67**	**100.00%**	**12,388.49**	**100.00%**	**11,932.29**	**100.00%**	**10,928.47**	**100.00%**

The table below sets forth the purchases of raw materials and components sourced from our top 10 suppliers, including as a percentage of total cost of raw materials and components for the periods/years indicated, and duration of relationship with such suppliers as of June 30, 2026:

Top 10 suppliers based on procurement attributable in the six months ended June 30, 2026 [1]	Duration of relationship as of June 30, 2026	For the six months period ended June 30, 2026		For the six months period ended June 30, 2025		For the year ended December 31, 2025		For the year ended December 31, 2024		For the year ended December 31, 2023	
		Purchase of raw materials and components consumed (₹ million)	% of total raw materials and components consumed	Purchase of raw materials and components consumed (₹ million)	% of total raw materials and components consumed	Purchase of raw materials and components consumed (₹ million)	% of total raw materials and components consumed	Purchase of raw materials and components consumed (₹ million)	% of total raw materials and components consumed	Purchase of raw materials and components consumed (₹ million)	% of total raw materials and components consumed
Supplier 1	26	1,163.34	15.53%	1,038.24	16.75%	1,896.23	15.18%	1,985.81	17.00%	2,303.32	19.98%
Supplier 2	19	378.62	5.05%	331.52	5.35%	658.33	5.27%	543.24	4.65%	511.11	4.43%
Supplier 3	26	287.05	3.83%	195.19	3.15%	379.91	3.04%	483.26	4.14%	483.55	4.19%
Supplier 4	12	247.73	3.31%	177.56	2.86%	365.20	2.92%	404.18	3.46%	426.36	3.70%
Supplier 5	4	208.86	2.79%	173.70	2.80%	363.73	2.91%	395.71	3.39%	385.42	3.34%
Supplier 6	7	159.02	2.12%	139.70	2.25%	328.99	2.63%	379.63	3.25%	349.89	3.03%
Supplier 7	6	157.38	2.10%	139.23	2.25%	316.16	2.53%	336.21	2.88%	330.03	2.86%
Supplier 8	20	156.49	2.09%	133.63	2.16%	283.95	2.27%	290.87	2.49%	236.86	2.05%
Supplier 9	7	155.19	2.07%	133.58	2.15%	275.94	2.21%	271.65	2.33%	230.18	2.00%
Supplier 10	3	146.31	1.95%	125.06	2.02%	275.86	2.21%	238.01	2.04%	222.42	1.93%
Total		**3,059.98**	**40.84%**	**2,587.41**	**41.74%**	**5,144.30**	**41.20%**	**5,328.57**	**45.62%**	**5,479.12**	**47.52%**

Notes: (1) Supplier names have been masked as relevant consents for disclosure of supplier names along with purchase values have not been received.

We place purchase orders for our monthly supply requirements at least 1.5 months in advance, with the ability to amend orders with at least 2 weeks' notice. The unit price of the parts is determined based on negotiations between both parties. Our supplier selection process is based on a wide variety of factors, including technical expertise, product quality, location, and financial stability. We typically enter into a basic purchase agreement with suppliers under which we agree to (i) share with the suppliers the specifications of the ordered parts including documents, drawings and samples as certified by our Company, (ii) supply raw materials, semi-finished products wherever applicable to the supplier in relation to the ordered parts and (iii) supply certain special tools such as fixtures, cutters, broaches, casting and forging tools, in relation to the ordered parts to the suppliers.

Environmental, Social and Governance (ESG) Initiatives

We are an ESG-focused manufacturing company and have invested in transitioning to a sustainable enterprise. Initiatives we have taken include integration of fume extraction systems in machining areas to reduce workplace air pollutants, renovated our scrap yard to improve waste segregation and storage to minimize land contamination risks, implemented spill pallets for oil and chemical storage areas to minimize environmental damage from accidental oil spills, adopted water-based paints for all painting operations to reduce use of hazardous chemicals, and decreased use of domestic timber by adopting alternative packaging materials.

We also operate two projects in India, CheerFutureLand and CheerFutureRoseLand, providing safe homes and educational opportunities for orphaned and disadvantaged children. Both facilities aim to offer nurturing environments and a range of recreational and vocational activities. Our support for these initiatives reflects our longstanding firm values and commitment to positive social impact.

Information Technology: Data Security and Protection

Our IT operations are supported by the Global Digital Services ("**GDS**") team which is housed in BTSPL, one of our Group Companies. The GDS team manages and supports essential systems, including SAP platforms for finance, supply chain, and business management, plus tools for warehouse management, productivity, and customer engagement. It also oversees system integration and business intelligence solutions, which help connect data sources and provide actionable insights for the organization.

The GDS team also maintains the infrastructure that powers and protects our technological environment. This includes cybersecurity measures, network security, data center and cloud solutions for reliability, and support for everyday collaboration.

Employees

As of June 30, 2026, we had 1,032 personnel involved in various aspects of our operations, which includes on-roll employees and contract workers. The table below sets forth division-wise break-up of the personnel involved in our operations as of June 30, 2026:

Division	Number of personnel
Industrial direct workers	493

Division	Number of personnel
Industrial indirect workers	384
Sales and marketing (including seven contract personnel)	104
Corporate/ administrative (including three contract personnel)	51
- Finance	23
- Legal and Secretarial	2
- Human Resources and IT	19
- Operations	7
- Sub - Total	51
Total	**1,032**

Our workforce receives comprehensive support through structured induction training, on-the-job guidance, and a wide range of technical, functional, and behavioural development programs aimed at enhancing employee capabilities. We have a buddy system in place, where every new joiner is supported by an existing employee who acts as a buddy to help them settle smoothly into the organization. We conduct structured interventions with new employees at different stages of their journey, including at 90 and 180 days, along with interaction sessions with top management.

Function- and level-specific training interventions are designed to support employees' self-development and enable them to develop their team members in achieving common organizational goals. Our training programs also include safety procedures, technical and functional programs, as well as managerial effectiveness and leadership development initiatives across the organization. In addition, we have established employee benefit programs and people-centric policies that promote a positive workplace culture, diversity, and inclusion.

The table below sets forth a category-wise break-up of our workforce along with the attrition rate for each category, for the periods/ years indicated:

Particulars	As of and for the six months period ended June 30, 2026		As of and for the six months period ended June 30, 2025		As of and for the year ended December 31, 2025		As of and for the year ended December 31, 2024		As of and for the year ended December 31, 2023	
	Number of Employees	Attrition Rate (%)	Number of Employees	Attrition Rate (%)	Number of Employees	Attrition Rate (%)	Number of Employees	Attrition Rate (%)	Number of Employees	Attrition Rate (%)
Key Managerial Personnel	3	0	3	0	3	0	3	41.38	2	0
Senior Management	6	0	5	20.69	6	40.70	6	13.19	8	13.19
Skilled employees	618	6.80	589	8.66	595	18.20	592	15.98	742	13.92
Unskilled employees	0	0	0	0	0	0	0	0	0	0
Total employees	**627**	**6.70**	**597**	**8.71**	**604**	**18.29**	**601**	**15.91**	**752**	**14.31**

(1) Attrition rate for a particular category is calculated as total number of employees who have resigned during the period divided by average number of employees as on 1stdate of each month during such period.

Insurance

We maintain insurance policies covering risks such as fire, natural disasters such as cyclones, earthquakes, burglary, theft, external accidental damage, terrorism, breakdowns (electronic or mechanical) of electronics, as required by applicable law and to protect our assets and operations and also in respect of our employees such as health and life insurance. Our insurance coverage is procured from third-party insurers, with policy limits and terms based on value/ cost of assets insured, consignment value, safeguards or security measures currently implemented by us. While our current insurance coverage is adequate to address ordinary and foreseeable risks, certain risks may not be fully insured or insurable. The table below sets forth our insurance cover as a percentage of total assets for the period/years indicated:

Particulars	As at June 30, 2026	As at June 30, 2025	As at December 31, 2025	As at December 31, 2024	As at December 31, 2023
			(₹ million)		
Tangible assets comprising of property, plant and equipment (excluding freehold land & leasehold improvements), Capital Work in Progress and inventories	6,507.17	6,006.46	5,903.61	5,887.81	5,983.31
Amount of insurance coverage*	11,634.73	11,539.12	11,127.45	10,519.10	8,600.91
Insurance coverage as a percentage to Tangible assets comprising of property, plant and equipment (excluding freehold land & leasehold improvements), Capital Work in Progress and inventories	178.80%	192.11%	188.49%	178.66%	143.75%

** Our Company's insurance policies are on reinstated value basis*

For more information on insurance-related risks, see "***Risk Factors – We rely primarily on third-party insurance policies to insure our operations-related risks. If our insurance coverage is inadequate, it may have an adverse effect on our business, financial condition, results of operations, and cash flows***" on page 45.

Properties

Our Registered and Corporate Office is located at Plot No. AC7-AC11, SIDCO Industrial Estate, Thirumudivakkam, Kancheepuram, Tamil Nadu, India, 600132. The details of our owned and leased properties are set forth in the table below, in addition to which we also have sales offices located on leased premises:

S. No.	Location	Address	Area (Acres)	Leased/Owned	Lessor	Lease Amount
Registered and Corporate Office						
1.	Thirumudivakkam, Tamil Nadu	Plot No.AC7-AC11, SIDCO Industrial Estate, Thirumudivakkam, Kancheepuram 600 132, Tamil Nadu, India	11.63*	Owned	NA	NA
Manufacturing Facilities						
2.	Thirumudivakkam, Tamil Nadu	Plot No.AC7-AC11, SIDCO Industrial Estate, Thirumudivakkam, Kancheepuram 600 132, Tamil Nadu, India	11.63*	Owned	NA	NA
3.	Mannur, Tamil Nadu[#]	Survey No. 528/1, 528/3, 528/4, 528/5A, 528/5B and 528/5C, Mannur Village, Sriperumbudur Taluk, Chennai – 602105, Tamil Nadu, India	3.50	Leased	N. Vishal and V. Raahul	₹37.31 million per year
4.	Talegaon, Maharashtra	Plot No. E-5/2, MIDC Talegaon - Phase II, Village – Badhalwadi Taluka – Mawal, Pune 410507, Maharashtra, India	10.50	Leased	Maharashtra Industrial Development Corporation	₹288.86 million for 95 years

** Our Registered and Corporate Office is located in the same premises as our manufacturing facility in Thirumudivakkam, Tamil Nadu.*
Includes an additional lease pursuant to agreement dated August 31, 2026, with Nalini S, at No. 109 (New No. 50) Mannur Village, Sriperumbudur Taluk, Kanchipuram District 602 105, Tamil Nadu, India.

As of the date of this Red Herring Prospectus, none of the lessors listed above are related parties of our Company and our Company has not leased any premise from its Promoters, members of the Promoter Group, Directors, KMPs, their relatives, or Group Companies. Furthermore, the lease deed with respect to Mannur (Tamil Nadu) has not been adequately stamped/ registered. Inadequately stamped and not duly registered lease deeds may result

in adverse impact on breach of the contractual terms of such leases or any inability to renew such agreements on acceptable terms may impede the effective future operations of our business.

KEY REGULATIONS AND POLICIES IN INDIA

*The following is an overview of certain sector specific laws and regulations in India which are applicable to the business and operations of our Company. The information in this section has been obtained from legislations, including rules, regulations, guidelines and circulars promulgated and issued by regulatory bodies that are available in the public domain and is based on the current provisions of Indian law, which are subject to change or modification by subsequent legislative actions, regulatory, administrative or judicial decisions. The description of laws and regulations set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. For details of the government approvals obtained by our Company, see "**Government and Other Approvals**" on page* 404.

Key legislations applicable to our business

Bureau of Indian Standards Act, 2016

The Bureau of Indian Standards Act, 2016 ("**BIS Act**") provides for the establishment of the Bureau of Indian Standards ("**BIS**") for the harmonious development of the activities of standardisation, conformity assessment and quality assurance of goods, articles, processes, systems and services and for matters connected therewith or incidental thereto. The BIS Act provides for the functions of the BIS which includes, among others (a) establishing branches, offices or agencies in India or outside; (b) undertaking testing of samples and activities relating to legal metrology; (c) entering into and search places, premises or vehicles, and inspect and seize goods or articles and documents; and (d) functions necessary for promotion, monitoring and management of the quality of goods, articles, processes, systems and services and to protect the interests of consumers and other stakeholders. The BIS Act empowers the Central Government to order compulsory use of standard mark for any goods or article if it finds it expedient to do so in public interest, national security, protection of human, animal or plant health, safety of environment or prevention of unfair trade practices. Contraventions such as (i) manufacture, import, distribution, sale, storage, or exhibition for sale of goods notified for compulsory BIS certification without a standard mark, except under a valid licence; (ii) improper or unauthorized use of the standard mark or hallmark, false claims of conformity, or breach of license conditions, are enforceable through inspection, search and seizure, stop-sale and recall directions, suspension or cancellation of licenses/certifications, and prosecution carrying fines and imprisonment, with vicarious liability attaching to companies and persons in charge and compounding available for specified offences.

The Steel and Steel Products (Quality Control) Order, 2024

The Steel and Steel Products (Quality Control) Order, 2024 (the "**QC Order**") was issued by the Ministry of Steel, Government of India, to mandate certification by the BIS for specified steel products. All manufacturers of steel and steel products must obtain certification and ensure adherence to the QC Order. The QC Order further stipulates that certain steel and steel products identified therein shall bear the Standard Mark under a license from the BIS, in accordance with the Bureau of Indian Standards (Conformity Assessment) Regulations, 2018. Any sub-standard or defective steel or steel product that does not conform to the prescribed standard must be disposed of as scrap in a manner that ensures compliance with the Bureau of Indian Standards Act, 2016. Any person who violates any provision of the QC Order is liable to punishment under section 29 of the BIS Act.

The Explosives Act, 1884 and the Explosives Rules, 2008

The Explosives Act, 1884 ("**Explosives Act**") is a comprehensive law which regulates by licensing the manufacturing, possession, sale, transportation, export and import of explosives. In furtherance to the purpose of the Explosives Act, the Central Government has notified the Explosives Rules, 2008 ("**Explosives Rules**") in order to regulate the manufacture, import, export, transport and possession for sale or use of explosives. Under the Explosives Act, "explosive" means *inter alia* any substance, whether a single chemical compound or a mixture of substances, whether solid or liquid or gaseous, used or manufactured with a view to produce a practical effect by explosion or pyrotechnic effect. The Central Government may, for any part of India, make rules consistent with the Explosives Act to regulate or prohibit, except under and in accordance with the conditions of a license granted as provided by those rules, the manufacture, possession, use, sale, transport, import and export of explosives, or any specified class of explosives. Contraventions such as manufacture, import, export, storage, transport, possession, sale or usage without licence or in breach of licence conditions are actionable under the Explosives Act or the Explosives Rules and may entail seizure/confiscation, suspension or revocation of approvals/licences, and prosecution leading to fines and imprisonment.

The Petroleum Act, 1934 and the Petroleum Rules, 2002

The Petroleum Act, 1934 (the "**Petroleum Act**"), aims to regulate the import, transport, storage, production, and distribution of petroleum and petroleum-related products to ensure public safety. The Petroleum Act establishes classifications for petroleum based on its flash point and prescribes safety measures for its handling and storage.

The Petroleum Rules, 2002 (the "**Petroleum Rules**") complement the Petroleum Act by providing detailed regulations concerning licensing, facilities, containers, and equipment used in the petroleum industry. All operations and transactions involving petroleum products must comply with the standards and safety measures prescribed under the Petroleum Act and Rules. State-specific guidelines and notifications further define localized compliance requirements.

Legal Metrology Act, 2009 and the Legal Metrology (General) Rules, 2011

The Legal Metrology Act, 2009, (the "**Metrology Act**") aims to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and for matters connected therewith or incidental thereto. Any transaction/contract relating to goods/class of goods or undertakings shall be as per the weight/measurement/numbers prescribed by the Metrology Act. The regulations and specifications with respect to the exact denomination of the weight or measure or number of goods to be considered in transactions are contained in the Legal Metrology (General) Rules, 2011 made by the Central Government under the Metrology Act.

Legal Metrology (National Standards) Rules, 2011

The Legal Metrology (National Standards) Rules, 2011 (the "**National Standards Rules**") are framed under the Metrology Act to give effect to the Metrology Act's mandate that all weights and measures in India be based on the metric system and that reference, secondary, and working standards be specified, maintained, verified and kept traceable to national standards for legal use in trade and commerce.

Export Promotion Capital Goods Scheme, 2020

The Export Promotion Capital Goods ("**EPCG**") Scheme provides that importers can benefit from zero custom duties on the import of capital goods provided that they fulfil an export obligation to export a prescribed amount of their goods manufactured or services rendered (such amount being a multiple of the customs duty saved) within a specified period. Export obligations can be fulfilled either through direct exports or through third parties. An EPCG authorization holder is liable to pay custom duties along with interest, and may face penalties under the Customs Act, 1962, in the event of non-fulfilment of prescribed export obligations.

The Electricity Act, 2003 and the Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2023

The Electricity Act is a central legislation and provides for, *inter alia*, generation, transmission, distribution, trading and use of electricity and generally for taking measures conducive to development of electricity industry. Under the Electricity Act, the transmission, distribution, and trade of electricity are regulated activities which require licenses from the Central Electricity Regulatory Commission ("**CERC**"), the State Electricity Regulatory Commissions ("**SERCs**") or a joint commission (constituted by an agreement entered into between two or more State Governments or the Central Government in relation to one or more State Governments, as the case may be).

The Central Electricity Authority (Measures relating to Safety and Electric Supply) Regulations, 2023 ("**Electricity Regulations**") were issued by the Central Electricity Authority ("**CEA**") under the Electricity Act, 2003, and provide for, *inter alia*, comprehensive safety requirements for the construction, installation, operation, protection, maintenance, inspection and testing of electrical plants, lines and installations. The Electricity Regulations apply to all electrical installations and to all persons engaged in the generation, transmission, distribution, trading, supply, or use of electricity. Under the Electricity Regulations, stakeholders must ensure competent governance of electrical safety, comply with structured inspection and testing regimes and obtain prescribed approvals prior to energization in specified cases, such as for the installation of diesel generators. They also require incident reporting for major failures of electrical installations or electrical accidents, and robust record-keeping. Non-compliance with the Electricity Regulations can result in refusal of energization/approval, directions to rectify, suspension of operations where applicable, disconnection of installations and penalties under the Electricity Act.

Additionally, in the states where we operate and maintain manufacturing facilities, our electricity usage is governed by state-specific statutes, including the Maharashtra Electricity Duty Act, 2016, and the Tamil Nadu Tax on Consumption or Sale of Electricity Act, 2003.

Environmental Legislation

Environment Protection Act, 1986 (the "EP Act") and the Environment Protection Rules, 1986 (the "EP Rules") read with the Environmental Impact Assessment Notification, 2006

The EP Act has been enacted with an objective of protection and improvement of the environment and for matters connected therewith. As per the EP Act, the Central Government has been given the power to take all such measures for the purpose of protecting and improving the quality of the environment and to prevent, control and abate environmental pollution. Further, the Central Government has been given the power to give directions in writing to any person or officer or any authority for any of the purposes of the EP Act, including the power to direct the closure, prohibition or regulation of any industry, operation, or process. The EP Rules prescribes the standards for emission or discharge of environmental pollutants from industries, operations, or processes, prohibitions and restrictions on the location of industries as well as prohibitions and restrictions on the handling of hazardous substances in different areas for the purpose of protecting and improving the quality of the environment and preventing and abating environmental pollution. Additionally, under the EIA Notification and its subsequent amendments, projects are required to mandatorily obtain environmental clearance from the concerned authorities depending on the spatial extent of potential impacts and potential impact on human health and natural and manmade resources.

Water (Prevention and Control of Pollution) Act, 1974

The Water Act provides for the prevention and control of water pollution and the maintaining or restoring of wholesomeness of water, and the establishment of the Central Pollution Control Board, as well as state pollution control boards ("**State PCB**"), to implement its provisions, including to lay down standards of treatment of sewage and trade effluents. The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set down by the State PCB. The Water Act also provides that the consent of the State PCB must be obtained prior to establishing any industry, operation or process, or opening of any new outlets, which are likely to discharge sewage effluent. The Water Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

Air (Prevention and Control of Pollution) Act, 1981

The Air Act provides for the prevention, control and abatement of air pollution. Under the Air Act, the State Government may, after consultation with the relevant state pollution control board declare, by notification in the Official Gazette, any area or areas within the state as air pollution control area or areas for the purposes of the Air Act. Pursuant to the provisions of the Air Act, any person establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant state pollution control board prior to establishing or operating such industrial plant. Further, no person operating any industrial plant in any air pollution control area shall discharge or permit or cause to be discharged the emission of any air pollutant in excess of the standards laid down by the state pollution control board. The Air Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste. Under the Hazardous Waste Rules, "hazardous waste" *inter alia* means any waste which by reason of characteristics such as physical, chemical, biological, reactive, toxic, flammable, explosive or corrosive, causes danger or is likely to cause danger to health or environment, whether alone or in contact with other wastes or substances. Every occupier of a facility generating hazardous waste must obtain authorization from the relevant state pollution control board. Further, the occupier, importer or exporter, or operator of a disposal facility is liable for damages caused to the environment or third party resulting from the improper handling and management and disposal of hazardous waste and shall be liable to pay any financial penalty that may be levied by the respective state pollution control board for violation of the Hazardous Waste Rules.

The Public Liability Insurance Act, 1991 read with the Public Liability Insurance Rules, 1991

The Public Liability Insurance Act (the "**PLI Act**") imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. The Government by way of a notification has enumerated a list of hazardous substances. The owner or handler is also required to obtain an insurance policy insuring against liability to provide relief under the terms of the legislation. The PLI Act also provides for the establishment of the Environmental Relief Fund, which shall be utilized towards payment

of relief granted under the Public Liability Act. The PLI Rules mandate the employer to contribute a sum equal to the premium paid on the insurance policies towards the Environmental Relief Fund.

Fire Prevention Laws

State Governments have enacted laws that provide for fire prevention and life safety. Such laws include provisions in relation to providing fire safety and life saving measures by occupiers of buildings, obtaining certification in relation to compliance with fire prevention and life safety measures and impose penalties for non-compliance. The Tamil Nadu Fire Services Act, 1985, and the Maharashtra Fire Prevention and Life Safety Measures Act, 2006 are applicable to our Company.

Intellectual Property Laws

The Trade Marks Act, 1999

The Trade Marks Act, 1999 ("**Trade Marks Act**") governs the statutory protection of trade marks and prohibits any registration or use of deceptively similar trade marks, among others. The purpose of the Trade Marks Act is to grant exclusive rights to marks such as a brand, label, word, letter, and heading amongst others, and to obtain relief in case of infringement of registered trade marks. Indian law permits the registration of trade marks for both goods and services. Under the provisions of the Trade Marks Act, an application for trade mark registration may be made before the Trade Marks Registry by any person claiming to be the proprietor of a trade mark, whether individual or joint applicants, and can be made on the basis of either actual use or intention to use a trade mark in the future. Once granted, trade mark registration is valid for 10 years unless cancelled, subsequent to which it can be renewed. If not renewed, the mark lapses and the registration is required to be restored. Further, pursuant to the notification of the Trade Marks (Amendment) Act, 2010 ("**Trade Marks Amendment Act**"), simultaneous protection of trade marks in India and other countries has been made available to owners of Indian and foreign trade marks. The Trade Marks Amendment Act also seeks to simplify the law relating to transfer of ownership of trade marks by assignment or transmission and to conform Indian trade mark law to international practice.

The Patents Act, 1970

The Patents Act governs the patent regime in India. A patent under the Patents Act is an intellectual property right relating to inventions and grant of exclusive right, for a limited period, provided by the Government to the patentee, in exchange for full disclosure of their invention, for the exclusion of others from making, using, selling and importing the patented product or process or from producing that product. The Patents Act recognises both product and process patents and prescribes eligibility criteria for grant of patents, including the requirement that an invention must satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection.

Foreign Investment and Trade Regulations

Foreign Investment Regulations

Foreign investment in India is governed by the provisions of Foreign Exchange Management Act, 1999, along with the rules, regulations and notifications made by the Reserve Bank of India thereunder, and the consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time (the "**Consolidated FDI Policy**"). Under the current Consolidated FDI Policy, foreign investment in manufacturing sector is under automatic route. Further, a manufacturer is permitted to sell its products manufactured in India through wholesale and/or retail, including through e-commerce, without Government approval.

Foreign Trade (Development and Regulation) Act, 1992

The Foreign Trade Act ("**FTA**") seeks to provide for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India. The FTA provides that no person shall make any import or export except under an importer-exporter code number ("**IEC**") granted by the Director General of Foreign Trade, Ministry of Commerce ("**DGFT**"). The IEC granted to any person may be suspended or cancelled *inter alia* in case the person contravenes any of the provisions of FTA or any rules or orders made thereunder or the DGFT or any other officer authorized by him has reason to believe that any person has made an export or import in a manner prejudicial to the trade relations of India. Any person who makes any export or import in contravention of any provision of this Act or any rules or orders made thereunder or the foreign trade policy would become liable to a penalty under the FTA.

SEBI Regulations

Pursuant to the Offer, our Company from time to time, will be required to comply with certain regulations notified by the SEBI including the SEBI Act 1992, SEBI Listing Regulations, SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI (Prohibition of Fraudulent and Unfair Trade Practices) Regulations, 2003, SEBI ICDR Regulations, and SEBI SAST Regulations, to the extent applicable. Set out below is a summary of these regulations:

(i) Securities and Exchange Board of India Act, 1992

Securities and Exchange Board of India Act, 1992 (the "**SEBI Act**") establishes SEBI as the principal regulatory authority overseeing India's securities markets. It confers comprehensive powers upon SEBI to regulate all facets of securities markets, including issuance, listing, and trading activities. The SEBI Act authorizes SEBI to safeguard investor interests, maintain market integrity, and foster market development through regulations, circulars, and guidelines. Furthermore, it empowers SEBI to conduct investigations into potential violations, impose administrative and monetary sanctions, and pursue enforcement actions against non-compliant market participants.

(ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") delineate ongoing compliance obligations and disclosure requirements for companies with listed securities. It establishes requirements for financial disclosures, corporate governance standards, investor grievance mechanisms, and timely reporting of material events. The SEBI Listing Regulations mandates, inter alia, specific committee compositions, independent director requirements, and procedure for related party transaction approvals. It prescribes formats and timelines for periodic submissions to exchanges and requires the appointment of qualified compliance officers to ensure adherence to regulatory requirements.

(iii) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("**SEBI PIT Regulations**") prohibit trading in securities while in possession of unpublished price-sensitive information ("**UPSI**"). It deals with insider trading offenses, establishes trading restrictions for designated persons, and mandates disclosure requirements for promoters, directors, and key management personnel of a company. It requires companies to formulate a code of conduct, implement trading plans for insiders, and establish mechanisms for identifying and protecting UPSI. The SEBI PIT Regulations further prescribe structured digital databases to track UPSI recipients and specify procedures for legitimate communications with stakeholders.

(iv) Securities Contracts (Regulation) Act, 1956

Securities Contracts (Regulation) Act, 1956 ("**SCRA**") regulates securities transactions and establishes the legal infrastructure for stock exchanges within India. It comprehensively defines securities and financial instruments while governing listing requirements and prohibiting unauthorized trading. The SCRA establishes parameters for recognition of exchanges and empowers the central government and SEBI to implement measures for intervention when necessary to protect investor interests or preserve market stability. It also provides the statutory basis for regulation of derivatives and other complex financial instruments

(v) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices) Regulations, 2003

Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices) Regulations, 2003 ("**SEBI PFUTP Regulations**") prohibit manipulative, fraudulent, and unfair practices in connection with securities markets. It defines various categories of prohibited activities including market manipulation, price rigging, misleading statements, and artificial transactions designed to create false

market impressions. The SEBI PFUTP Regulations empowers SEBI to investigate suspected violations, issue cease-and-desist orders, and impose monetary penalties and market access restrictions. It also establishes the basis for disgorgement of ill-gotten gains and provide for restitution to affected investors harmed by fraudulent practices.

(vi) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**") regulate the issuance of securities and disclosure requirements for companies raising funds through various channels including, *inter alia*, initial public offer, further public offer, rights issue and qualified institutional placement. It sets out the guidelines and framework that companies must follow to issue equity and convertible securities to the public. It also outlines the disclosure requirements pertaining to all material information, risks, and details about the financial health of the company to undertake such issuances.

(vii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Once the equity shares of a company are listed on a stock exchange in India, the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI Takeover Regulations**") apply to any acquisition of the company's shares, voting rights, or control. Under the SEBI Takeover Regulations, any acquisition of shares or voting rights in a listed company beyond prescribed thresholds triggers mandatory disclosure and open offer requirements to protect investor interests. The SEBI Takeover Regulations require an acquirer to submit a letter of offer to SEBI, outlining the terms and conditions of the acquisition.

Labour law legislations

Shops and establishments legislations

Under the provisions of local shops and establishments legislations applicable in the states in India where our establishments are set up and business operations exist, such establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments, including commercial establishments, and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of records, maintenance of shops and establishments and other rights and obligations of the employers and employees. These shops and establishments' acts, and the relevant rules framed thereunder, in each state, also prescribe penalties in the form of monetary fine or imprisonment for violation of provisions, as well as procedures for appeal in relation to such contravention of the provisions.

In addition to the local shops and establishments legislations, the employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The various other labour and employment-related legislations (and rules issued thereunder) that may apply to our operations, from the perspective of protecting the workers' rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include Child and Adolescent Labour (Prohibition and Regulation) Act, 1986, Labour Welfare Fund Act, 1965, Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, Apprentices Act, 1961, Maharashtra Labour Welfare Fund Act, 1953, Tamil Nadu Labour Welfare Fund Act, 1972 and Tamil Nadu Manual Workers (Regulation of Employment and Conditions of Work) Act, 1982, Payment of Bonus Act, 1965, and the Rights of Persons with Disabilities Act, 2016.

In order to rationalize and reform labour laws in India, the Government of India has enacted four Labour Codes, to subsume most of the previous central labour statutes and operate collectively as the principal framework governing labour and employment. These four codes are:

(a) The Occupational Safety, Health and Working Conditions Code, 2020 subsumes certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, and the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979. This code

provides for, *among other things*, standards for health, safety and working conditions for employees of establishments.

(b) The Industrial Relations Code, 2020 subsumes three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The Code aims to consolidate and amend laws in relation to trade unions and conditionalities associated with employment and retrenchment of employment in industrial undertakings.

(c) The Code on Wages, 2019 subsumes four separate legislations, namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. It aims at strengthening worker's rights and promoting uniformity in wage-related compliances for employers.

(d) The Code on Social Security, 2020 subsumes several separate legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, the Maternity Benefit Act, 1961, and the Payment of Gratuity Act, 1972. The Code seeks to extend social security coverage to all employees and workers in organized and unorganized sector.

Pursuant to the notification of the four labour codes, the Government of India, on May 8, 2026, has notified the Occupational Safety, Health and Working Conditions (Central) Rules, 2026, Industrial Relations (Central) Rules, 2026, Code on Wages (Central) Rules, 2026, and Social Security (Central) Rules, 2026, to provide, among other things, the procedures for enforcement of the labour codes. The State rules with respect to the labour codes are at various stages of implementation.

Other Indian laws

In addition to the above, we are also governed by the provisions of the Companies Act and rules framed thereunder, the Contract Act, 1872, the Competition Act, 2002, the Consumer Protection Act, 2019, Income Tax Act, 2025, and other applicable laws and regulations imposed by the Central Government and State Governments and other authorities for our day-to-day business.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally incorporated as 'Bonfiglioli Deepak Private Limited' at Chennai, Tamil Nadu, India, as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated June 23, 1998, issued by the Registrar of Companies, Tamil Nadu at Chennai ("**RoC**"). Subsequently, the name of our Company was changed from 'Bonfiglioli Deepak Private Limited' to 'Bonfiglioli Transmissions Private Limited', pursuant to a Board resolution dated August 31, 1998, Shareholders' resolution dated September 15, 1998, and a fresh certificate of incorporation consequent upon change of name dated September 25, 1998, issued by the RoC. The name of our Company was changed to 'Bonfiglioli Transmissions Limited', pursuant to a Board resolution dated June 26, 2025, Shareholders' resolution dated September 1, 2025, and a fresh certificate of incorporation consequent upon conversion to public company dated September 16, 2025, issued by the Registrar of Companies, Central Processing Centre.

Changes in the registered office of our Company

Except as disclosed below, there has been no change in the registered office of our Company since its incorporation.

Date of change	Details of change in the registered office/address of the registered office	Reasons for change
December 15, 1998	Registered office was changed from 610, Anna Salai, Chennai 600 006, Tamil Nadu, India to BSR Janus, 34, Tank Bund Road, Nungambakkam, Chennai 600 034, Tamil Nadu, India	Administrative convenience
February 1, 2000	Registered office was changed from BSR Janus, 34, Tank Bund Road, Nungambakkam, Chennai 600 034, Tamil Nadu, India to Plot No.AC7-AC11, SIDCO Industrial Estate, Thirumudivakkam, Chennai 600 044, Tamil Nadu, India	Administrative convenience
April 7, 2022	Registered office was changed from Plot No.AC7-AC11, SIDCO Industrial Estate, Thirumudivakkam, Chennai 600 044, Tamil Nadu, India to Plot No.AC7-AC11, SIDCO Industrial Estate, Thirumudivakkam, Kancheepuram 600 132, Tamil Nadu, India	Change in PIN Code of Thirumudivakkam from 600 044 to 600 132 in accordance with the intimation received from postal department

Main objects of our Company

The main objects contained in our Memorandum of Association are set forth below:

1. *"To carry on business of designing, manufacturing, developing, hiring, repairing, importing, exporting, buying, selling and dealing in gears of all types eluding in particular, spiral bevel, straight bevel, spur and helical and worm gears, gear boxes, winches, speed drivers, reduction gear boxes, gear motors, speed variators, electric and hydraulic motors, motor controllers, electromechanical and electronic devices, accessories and transmission devices.*

2. *To carry on business as manufacturers exporters and repairers in ring gears and pinion sets, transmission gears and complete differential and components thereof.*

3. *To carry on the business of distributors, stockists, dealers, agents of Spare parts and components of all types of boxes, gear motors, speed variators, electric and hydraulic motors, motor controllers, electromechanical and electronic devices, accessories and transmission devices.*

4. *To act as industrial consultants and undertake, aid, promote, and co-ordinate project studies, arrange collaboration, extend technical assistance and services prepare schemes, project reports, market research and studies, to arrange technical, financial agreements, to make agreements and arrangements to provide management personnel, supervise and setup production techniques assist in finding markets for manufactured goods of Indian and foreign origin, secure sound investments of foreign capital in Indian undertakings and to act as agents or render assistance to any person, firm company, association or government."*

Amendments to our Memorandum of Association in the last 10 years

Set out below are the amendments to our Memorandum of Association of our Company in the 10 years preceding the date of this Red Herring Prospectus:

Date of Shareholders' resolution/Effective date	Details of amendment
November 10, 2017	Clause V of the Memorandum of Association of our Company was amended to reflect the increase in the authorized share capital of our Company from ₹ 1,250,000,000 divided into 125,000,000 Equity Shares of face value of ₹ 10 each to ₹ 1,282,000,000 divided into 128,200,000 Equity Shares of face value of ₹ 10 each.
December 15, 2021	Clause V of the Memorandum of Association of our Company was amended to reflect the increase in the authorized share capital of our Company from ₹ 1,282,000,000 divided into 128,200,000 Equity Shares of face value of ₹ 10 each to ₹ 1,320,000,000 divided into 132,000,000 Equity Shares of face value of ₹ 10 each.
September 1, 2025	Clause I of the Memorandum of Association of our Company was substituted to reflect the change in the name of our Company from 'Bonfiglioli Transmissions Private Limited' to 'Bonfiglioli Transmissions Limited' consequent to the conversion of our Company from a private limited company to a public limited company.
November 10, 2025	Clause V of the Memorandum of Association of our Company was amended to reflect the increase in the authorized share capital of our Company from ₹ 1,320,000,000 divided into 132,000,000 Equity Shares of face value of ₹ 10 each to ₹ 1,879,958,340 divided into 187,995,834 Equity Shares of face value of ₹ 10 each.

Major events and milestones

The table below sets forth certain major events and milestones in the history of our Company:

Financial Year	Events and Milestones
2000	Commencement of gear-box and gear motors manufacturing in Thirumudivakkam, Tamil Nadu
2001	Commencement of exports
2006	Commencement of manufacturing of drives for wind industry in Thirumudivakkam, Tamil Nadu
2010	Commencement of production of drives for the off-highway mobility sector at our facility located in Thirumudivakkam, Tamil Nadu.
2011	Inauguration of new facility in Mannur, Tamil Nadu for industrial gear-box production
2023	Inauguration of new facility in Talegaon, Maharashtra for industrial gear-box production

Key awards, accreditations and recognitions

Set forth below are some of the key awards, accreditations and recognitions received by our Company.

Financial Year	Key awards, Accreditations and recognitions
2020	Received certificate of recognition as the 'leader in geared drive manufacturing as the best brand in 2020' from The Economics Times
2022	Received 'Best Supplier of the Year' award from Hyundai Construction Equipment India
2023	Received 'Appreciation Award 2023' from Dynapac Fayat Group
	Received 'Supplier of the year for Excavator Fiscal 2022' award from Hyundai Construction Equipment India
2024	Received ISO 14001: 2015 certificate on operation of management system, issued by TUV NORD CERT GmbH
	Received ISO 45001: 2018 certificate on operation of management system, issued by TUV NORD CERT GmbH
	Recognised as the best performer for 'Outstanding Achievement and Excellence' by GMM Pfaudler
2025	Received 'Achievement Award' for quality excellence in supplier meet 2025 from Ammann India
	Received '13th Annual Equipment India Awards 2025' for innovation of the year – components and accessories
2026	Recognised as the 'Top Employer' by Top Employers Institute
	Received gold certification from the Indian Green Building Council for our industrial and automation business unit in Talegaon, Maharashtra for the period 2026-29.

Significant financial or strategic partnerships

Our Company does not have any significant financial or strategic partners as on the date of this Red Herring Prospectus.

Time/cost overrun in setting up projects

We have not experienced any time or cost overrun in setting up our projects as on the date of this Red Herring Prospectus.

Capacity/facility creation, location of plants

For details regarding capacity/facility creation and location of plants of our Company, see "***Our Business – Our Operations – Manufacturing Facilities***" on page 232.

Launch of key products or services, entry in new geographies or exit from existing markets

For details of key products launched by us and entry into new geographies or exit from existing markets, as applicable, see "***Management's Discussion and Analysis of Financial Condition and Results of Operations – New Products or Business Segments***" and "***History and certain Corporate Matters – Major events and milestones***" on pages 382 and 250, respectively.

Defaults or re-scheduling/restructuring of borrowings with financial institutions/banks

As on the date of this Red Herring Prospectus, there have been no defaults or rescheduling/restructuring of borrowings with financial institutions/banks.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., in the last 10 years

Except as disclosed below, our Company has not made any material acquisitions or divestments of business/undertakings, mergers, amalgamation, any revaluation of assets, etc., in the last 10 years:

The Scheme of Arrangement for Demerger amongst Bonfiglioli Renewable Power Conversion India Private Limited ("BRPCI"), our Company and their respective shareholders ("Scheme of Arrangement for Demerger")

Pursuant to a Scheme of Arrangement for Demerger, as approved by our Board by way of its resolution dated January 17, 2017 and the NCLT, Chennai by way of its order dated October 25, 2017 ("**NCLT Order**"), the businesses of BRPCI ("**Demerged Entity**"), including manufacturing of solar inverters for photovoltaic applications, and system integration and testing for control and relay panels, gas insulated sub-station panels, automation panels, automated power factor correction panels and gas analyser panels and includes all assets and properties, contracts, intellectual property, regulatory licenses and approvals, proceedings, employees, and all related liabilities and obligations in respect thereof ("**Solar Business Undertaking**") demerged from the Demerged Entity and vested in our Company on a going-concern basis. The appointed date for the Scheme of Arrangement for Demerger was April 1, 2016, and the effective date was December 11, 2017, i.e., the date of filing the NCLT Order with the RoC.

As consideration for the transfer of the Solar Business Undertaking, our Company agreed to issue and allot 1 Equity Share of face value ₹10 each to the equity shareholder of BRPCI, i.e., Bonfiglioli Vectron GmbH, for every 11 fully paid-up equity shares of face value ₹10 each held by it in BRPCI, determined by conducting a relative valuation of our Company and the Solar Business Undertaking in accordance with generally accepted professional standards, pursuant to an independent valuation report dated January 9, 2017, prepared by chartered accountants N.C Rajagopal & Co., using (i) the asset approach; and (ii) the discounted cash flow approach. The valuation report has been included in "***Material Contracts and Documents for Inspection – Material Documents***" on page 500.

Upon the Scheme of Arrangement for Demerger becoming effective, the paid-up share capital of our Company increased from 125,000,000 Equity Shares of ₹ 10 each to 128,181,818 Equity Shares of ₹10 each. For further details, see "***Capital Structure - Equity share capital history of our Company***" on page 93.

Business transfer agreement dated September 30, 2024 between our Company and Bonfiglioli Technology Space Private Limited, read with the addendum to the business transfer agreement dated October 23, 2024

Pursuant to the business transfer agreement dated September 30, 2024 between our Company, and one of our Group Companies, Bonfiglioli Technology Space Private Limited ("**BTSPL**"), our Company sold its global capability center business providing engineering design services, IT support services and accounting, finance and

consolidation services including *inter alia,* all tangible movable assets, employees, business contracts, current assets, government authorizations in relation to the business, assumed liabilities, including related business and commercial rights, title, interests etc. to BTSPL, as a going concern by way of a slump sale, for an aggregate consideration of ₹115.50 million. This consideration was determined using a cost approach – replacement cost method and in accordance with the valuation report dated September 30, 2024, prepared by S S P Jain and Associates LLP, Chartered Accountants. The valuation report has been included in "***Material Contracts and Documents for Inspection – Material Documents***" on page 500.

Further, one of our Corporate Promoters, Bonfiglioli S.p.A., is the promoter of BTSPL and certain of our Directors, namely, Sonia Bonfiglioli, Massimo Sarti, Kennady V Kaippally and Gatham Anandhan Balaji, are also directors of BTSPL.

Business transfer agreement dated December 15, 2025 between our Company, and Bonfiglioli Drive Solutions Private Limited

Pursuant to the business transfer agreement dated December 15, 2025 between our Company, and one of our Group Companies, Bonfiglioli Drive Solutions Private Limited ("**BDSPL**"), our Company acquired from BDSPL the manufacturing and sale of gear components division including *inter alia,* all tangible movable assets, employees, business contracts, government authorizations in relation to the business, current assets, assumed liabilities, including related business and commercial rights, title, interests etc. ("**Business Undertaking**"), as a going concern by way of a slump sale, for an aggregate consideration of ₹214.40 million. This consideration was determined by way of the fair market value of the Business Undertaking pursuant to the valuation report dated December 17, 2025, prepared by Mukesh Kumar Jain, Chartered Accountants. The valuation report has been included in "***Material Contracts and Documents for Inspection – Material Documents***" on page 500.

Further, one of our Corporate Promoters, Bonfiglioli S.p.A., is the promoter of BDSPL and certain of our Directors, namely, Sonia Bonfiglioli, Ravindra Pisharody, Massimo Sarti, Kennady V Kaippally and Gatham Anandhan Balaji, are also directors of BDSPL.

Summary of key agreements and shareholders' agreements

As on the date of this Red Herring Prospectus, there are no subsisting arrangements or agreements, deeds of assignment, acquisition agreements, shareholders' agreements, inter-se agreements, any agreements between our Company, our Promoters, and Shareholders, or agreements of like nature or agreements comprising any clauses/covenants which are material to our Company, and which are required to be disclosed, or the non-disclosure of which may have a bearing on the investment decision of prospective investors in the Offer. Further, there are no other clauses/covenants which are adverse or prejudicial to the interest of the minority/public shareholders of our Company.

Agreements required under Clause 5A of paragraph A of part A of Schedule III of the SEBI Listing Regulations

As on the date of this Red Herring Prospectus, there are no agreements entered into by our Shareholders, Promoters, members of the Promoter Group, related parties of our Company, Directors, Key Managerial Personnel, Senior Management or employees of our Company, among themselves or with our Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company, other than in our ordinary course of business, or impose any restriction or create any liability upon the Company, as required to be disclosed pursuant to Clause 5A of Paragraph A of Part A of Schedule III of the SEBI Listing Regulations.

Guarantees given by the Promoter Selling Shareholder

As on the date of this Red Herring Prospectus, no guarantee has been given by the Promoter Selling Shareholder to any third parties in relation to our borrowings.

Agreements with Key Managerial Personnel or Senior Management, Director, Promoters or any other employee

As on the date of this Red Herring Prospectus, there are no agreements entered into by a Key Managerial Personnel or Senior Management or Directors or the Promoters or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Key terms of other subsisting material agreements

As on the date of this Red Herring Prospectus, except as disclosed below, our Company has not entered into any other subsisting material agreements including with strategic partners, joint venture partners, and/or financial partners other than in the ordinary course of business of our Company:

License for limited scope manufacturing agreement between Bonfiglioli S.p.A., and our Company, dated June 1, 2021, read with the amendments thereof (the "License Agreement")

Pursuant to the License Agreement, which is effective from January 1, 2021, Bonfiglioli S.p.A., one of our Corporate Promoters, has granted our Company a non-exclusive, non-transferable, and non-sublicensable license to manufacture and sell certain licensed products under its intellectual property including the "Bonfiglioli" trade name, trademarks, patents, drawings, utility models, design rights, know-how pertaining to the products as stated in the License Agreement. The license permits limited-scope manufacturing and sale of the licensed products in India, Pakistan, Bangladesh, Sri Lanka, and Nepal, and subject to Bonfiglioli S.p.A.'s consent, any other country. As consideration, our Company shall pay a royalty equal to 6% of its yearly net sales (excluding intercompany sales to the Bonfiglioli S.p.A. and net of discounts and incentives). The License Agreement has a validity of one year and is automatically renewed for successive one-year terms unless terminated by either party by way of a notice at least three months prior to the end of the Fiscal Year.

Intercompany Service Agreement between Bonfiglioli S.p.A., our Company and other entities forming part of the Bonfiglioli Group, dated January 1, 2024

Pursuant to the Intercompany Service Agreement ("**ISA**"), dated January 1, 2024, Bonfiglioli S.p.A. provides certain services to our Company (among the other entities forming part of the Bonfiglioli Group) using Bonfiglioli S.p.A.'s own resources, resources available with other entities forming part of the Bonfiglioli Group, or services provided by third parties, and is authorized to enter into necessary third-party or intragroup contracts to perform such services. The scope of services include, among others, (1) corporate services such as those in respect of information technology, human capital and resources, legal and corporate affairs, administration and finance, strategic purchasing, quality, health, safety and engineering, internal and external communication, and aftersales; (2) business unit services for industry and automation solutions such as general management, analyse and provide support in product marketing, customer experience and pricing, ensuring governance and execution of projects and product launch, guaranteeing achievement of sales and business development goals, supervise manufacturing operations, contribute towards commodity's purchasing strategy, and provide support for the optimisation of the global supply chain management; and (3) business unit services for mobility and wind industries such as general management, product marketing, coordinating and monitoring projects and product launch, sales and business development, manufacturing operations and purchasing. As consideration, our Company (and other recipients of the services from Bonfiglioli S.p.A. which are entities forming part of the Bonfiglioli Group) shall pay service fees to Bonfiglioli S.p.A. which shall be determined in accordance with the ISA, which is typically ranges from 30%-100% of the service costs incurred and determined based on fixed costs or turnover (net of taxes), with an arm's-length mark-up of 5%, invoiced quarterly against the estimated annual fees. The ISA has a validity of one year and is automatically renewed for successive one-year terms unless terminated by way of a notice of at least 30 days before the year-end.

Holding company

Our Company's holding company is one of our Corporate Promoters, Bonfiglioli S.p.A., and BON-FI S.r.l. is the holding company of Bonfiglioli S.p.A.

For details regarding the corporate information and nature of business of Bonfiglioli S.p.A. and BON-FI S.r.l., please see "***Our Promoters and Promoter Group – Our Promoters***" on page 274.

Subsidiaries, associates, and joint ventures

As on the date of this Red Herring Prospectus, our Company does not have any subsidiaries, associates or joint ventures.

Confirmations in relation to common pursuits, business interests, related business transactions and accumulated profits or losses not accounted for

As on date of this Red Herring Prospectus, common pursuits, business interests, related business transactions and accumulated profits or losses not accounted for, are not applicable to our Company, as we do not have any subsidiaries or associates.

OUR MANAGEMENT

Board of Directors

In accordance with our Articles of Association, our Company is required to have not less than three Directors and not more than 15 Directors, provided that our Shareholders may appoint more than 15 Directors after passing a special resolution in a general meeting. As of the date of this Red Herring Prospectus, we have eight Directors on our Board comprising two Executive Directors, three Non-Executive and Non-Independent Directors, and three Independent Directors including one woman Independent Director. The following table sets forth details regarding our Board as of the date of this Red Herring Prospectus:

Name, DIN, designation, address, occupation, current term, period of directorship, and date of birth	Age (in years)	Other directorships
Ravindra Pisharody ***DIN*:** 01875848 ***Designation*:** Chairperson and Independent Director ***Address*:** Flat No 1601, T7, Emerald Isle, Powai, Saki Vihar Road, Mumbai 400 072, Maharashtra, India ***Occupation*:** Professional ***Current term:*** Five years with effect from February 3, 2026 ***Period of directorship:*** Since April 1, 2018 ***Date of birth:*** November 24, 1955	70	*Indian Companies* • Bonfiglioli Drive Solutions Private Limited • Happy Forgings Limited • Kwality Wall's (India) Limited • Muthoot Finance Limited • Savita Greentec Limited • Savita Oil Technologies Limited *Foreign Companies* Nil
Sonia Bonfiglioli ***DIN*:** 02433473 ***Designation*:** Non-Executive and Non-Independent Director ***Address*:** Via dell'Osservanza, N. 76, Bologna, Italy ***Occupation*:** Entrepreneur ***Current term*:** Not liable to retire by rotation ***Period of directorship:*** Since November 20, 1998 ***Date of birth:*** November 25, 1963	62	*Indian Companies* • Bonfiglioli Drive Solutions Private Limited • Bonfiglioli Technology Space Private Limited *Foreign Companies* • Bonfiglioli Deutschland GmbH • Bonfiglioli Drives (Shanghai) Co. Ltd. • Bonfiglioli Redutores do Brasil Indústria e Comércio Ltda • Bonfiglioli Riduttori S.p.A. • Bonfiglioli Slovakia s.r.o • Bonfiglioli S.p.A. • Bonfiglioli South Africa Pty Ltd. • Bonfiglioli Swiss SA • Bonfiglioli Transmission (Aust.) Pty Ltd. • Bonfiglioli U.S.A. Inc. • Bonfiglioli Vietnam Ltd. • BON-FI S.r.l. • O&K Antriebstechnik GmbH • San Marco Group S.p.A. • Selcom Group S.p.A. Società Unipersonale • Tecnotrans Bonfiglioli SA
Massimo Sarti ***DIN*:** 05183355 ***Designation*:** Non-Executive and Non-Independent Director ***Address*:** Via Bondanello, N. 73 02, Castel Maggiore, Bologna, Italy ***Occupation*:** Professional	59	*Indian Companies* • Bonfiglioli Drive Solutions Private Limited • Bonfiglioli Technology Space Private Limited *Foreign Companies* • Bonfiglioli Deutschland GmbH • Bonfiglioli Korea Co., Ltd • Bonfiglioli Riduttori S.p.A. • Bonfiglioli Slovakia s.r.o

Name, DIN, designation, address, occupation, current term, period of directorship, and date of birth	Age (in years)	Other directorships
Current term*:** Liable to retire by rotation ***Period of directorship: Since April 23, 2025 ***Date of birth:*** December 18, 1966		• Bonfiglioli S.p.A. • Bonfiglioli South Africa Pty Ltd. • Bonfiglioli Swiss SA • Bonfiglioli Trading (Shanghai) Co. Ltd. • Bonfiglioli Transmission (Aust.) Pty Ltd. • Bonfiglioli U.S.A Inc. • Bonfiglioli Vietnam Ltd. • O&K Antriebstechnik GmbH • Selcom Group S.p.A. Società Unipersonale • Tecnotrans Bonfiglioli SA
Marco Mossuto ***DIN*:** 11511091 ***Designation:*** Non-Executive and Non-Independent Director ***Address*:** Via Badolo 13, Sasso Marconi Bologna 40037, Italy ***Occupation*:** Professional ***Current term*:** Liable to retire by rotation ***Period of directorship:*** Since February 3, 2026 ***Date of birth:*** March 3, 1976	50	*Indian Companies* Nil *Foreign Companies* • Bonfiglioli Korea Co., Ltd • Bonfiglioli Riduttori S.p.A. • Bonfiglioli S.p.A. • Bonfiglioli South Africa Pty Ltd. • Bonfiglioli Swiss SA
Kennady V Kaippally ***DIN*:** 08110794 ***Designation:*** Managing Director ***Address*:** D1202 Radiance Mandarin, 200 Ft Road, Opposite BSR Mall, Thoraipakkam, Oggiam Thuraipakkam, Kancheepuram 600 097, Tamil Nadu, India ***Occupation*:** Professional ***Current term*:** Five years with effect from November 10, 2025, and liable to retire by rotation ***Period of directorship:*** Since April 1, 2018 ***Date of birth:*** May 30, 1974	52	*Indian Companies* • Bonfiglioli Drive Solutions Private Limited • Bonfiglioli Technology Space Private Limited *Foreign Companies* Nil
Gatham Anandhan Balaji ***DIN*:** 06630726 ***Designation*:** Whole-Time Director and Chief Financial Officer ***Address*:** Villa No. 16, Ground Floor, Casa Grande Pallagio, Kamarajar Street, Thuraipakkam, Oggiam Thuraipakkam, Chennai 600 097, Tamil Nadu, India ***Occupation*:** Professional ***Current term*:** Five years with effect from November 10, 2025, and liable to retire by rotation ***Period of directorship:*** Since April 1, 2018	60	*Indian Companies* • Bonfiglioli Drive Solutions Private Limited • Bonfiglioli Technology Space Private Limited *Foreign Companies* Nil

Name, DIN, designation, address, occupation, current term, period of directorship, and date of birth	Age (in years)	Other directorships
Date of birth: April 12, 1966		
Rossella Schiavini ***DIN*:** 11407933 ***Designation*:** Independent Director ***Address*:** Piazza Napoli, N. 2 Milano (MI), Italy ***Occupation*:** Professional ***Current term*:** Five years with effect from February 3, 2026 ***Period of directorship:*** Since February 3, 2026 ***Date of birth:*** May 8, 1966	60	*Indian Companies* Nil *Foreign Companies* • ATHORA SPA • BIESSE SPA
Ananthanarayan Sundaresan ***DIN*:** 01028552 ***Designation*:** Independent Director ***Address*:** FNO, 2D Magnolia Park, Five Furlong Road, Guindy, Chennai 600 032, Tamil Nadu, India ***Occupation*:** Professional ***Current term*:** Five years with effect from February 3, 2026 ***Period of directorship:*** Since February 3, 2026 ***Date of birth:*** May 24, 1957	69	*Indian Companies* • Ammann India Private Limited *Foreign Companies* Nil

Brief biographies of our Directors

Ravindra Pisharody is the Chairperson and an Independent Director of our Company. He has been associated with our Company since April 2018. He holds a bachelor's of technology degree in electronics and electrical communication engineering from the Indian Institute of Technology, Kharagpur and a post-graduate diploma in management from Indian Institute of Management, Calcutta, West Bengal. He was previously associated with Philips India Limited, BP India Private Limited, BP Singapore Pte Ltd, and Tata Motors Limited. He has over 36 years of experience in marketing, sales, and in the consumer industry and has been a member of board of directors of various companies as an independent director for a period of eight years.

Sonia Bonfiglioli is one of our Individual Promoters and a Non-Executive and Non-Independent Director of our Company. She has been associated with our Company since November 1998. She holds a degree of doctor of mechanical engineering from University of Bologna, a master's degree in business management from Profingest, a scientific high school diploma from San Luigi College, Bologna, and a certification of completion in the advanced management program from IESE University of Navarra, Barcelona, Spain. She has also obtained a certificate in finance and has also completed accounting and financial analysis, finance for non-finance executives, corporate finance programme on financial strategies for value creation and valuation programme, and mergers and acquisitions from the London School of Economics. She has been associated with the Bonfiglioli group since 1982 and has over 43 years of experience in management and business development.

Massimo Sarti is a Non-Executive and Non-Independent Director of our Company. He has been associated with our Company since April 2025. He holds a technical maturity diploma in mechanics from Aldini Valeriani, Bologna, and a certification of completion in the advanced management program from IESE University of Navarra, Barcelona, Spain. He has been associated with Bonfiglioli group since 1987 and has over 38 years of experience in strategic planning, mergers and acquisitions, and communications.

Marco Mossuto is a Non-Executive and Non-Independent Director of our Company. He has been associated with our Company since February 2026. He holds a degree in law from the University of Turin, Italy and a master's in business administration from the Carlo Cattaneo – LIUC, Italy. He was previously associated with Caffarel SpA (Lindt Group Company), Lindt & Sprüngli SpA, and Bonfiglioli S.p.A. He has over 17 years of experience in human resources and corporate affairs.

Kennady V Kaippally is the Managing Director of our Company and is responsible for overseeing production, manufacturing sales, marketing operations and various management and operations functions in our Company. He has been associated with our Company since January 2010. He holds a bachelor's degree of engineering in production engineering from the University of Madras, Tamil Nadu and has completed a post-diploma course in foremanships from the Foreman Training Institute, Bangalore, Karnataka. He has also completed the executive general management programme from Indian Institute of Management, Bangalore, and the advanced management program from IESE University of Navarra, Barcelona, Spain. He was previously associated with Ashok Leyland Limited, Delphi Automotive Systems Private Limited, and Federal Mogul Goetze (India) Limited. He has over 30 years of experience in production, manufacturing, sales, and operations.

Gatham Anandhan Balaji is a Whole-Time Director and Chief Financial Officer of our Company and is responsible for overseeing finance, accounts, and tax functions in our Company. He has been associated with our Company from January 2000 to December 2008 and from February 2010 onwards. He holds a bachelor's degree of commerce from the Faculty of Commerce, University of Madras, and is a qualified chartered accountant registered with the Institute of Chartered Accountants of India. He was previously associated with Tower Aluminium (Nigeria) PLC. He has over 26 years of experience in finance, accounts, and tax functions.

Rossella Schiavini is an Independent Director of our Company. She has been associated with our Company since February 2026. She holds a degree in master's of science in politics of the world economy from London School of Economics and Political Science, University of London. She was previously associated with Immobiliare Grande Distribuzione SIIQ S.p.A. and BPER Banca S.p.A. She has been a member of board of directors of various companies for a period of seven years and has experience in the finance, banking, and real estate sectors.

Ananthanarayan Sundaresan is an Independent Director of our Company and has been associated with our Company since February 2026. He holds a diploma in mechanical engineering and a diploma in electrical engineering from SVKM's Shri Bhagubhai Mafatlal Polytechnic College, Mumbai. He holds a membership at the Institution of Mechanical Engineers (India) and has completed the CEO coach accreditation program from the Coaching Foundation India Limited. He was previously associated with Schwing Stetter Sales and Services Private Limited, Bioset India Private Limited, Schwing Stetter India Marketing and Services LLP, Shamonaa Global Consultants LLP, Ammann India Private Limited and Schwing Stetter (India) Private Limited as a director on the board of directors of these companies. He has over 24 years of experience in the manufacturing, construction, and infrastructure sectors.

Terms of appointment of our Executive Director

Managing Director – Kennady V Kaippally

Pursuant to the Board resolution dated October 16, 2025, and the Shareholder's resolution dated November 10, 2025, Kennady V Kaippally was appointed as the Managing Director of our Company, for a period of five years with effect from November 10, 2025, and pursuant to the Board resolution dated July 27, 2026, and the Shareholder's resolution dated July 29, 2026, the compensation payable to our Managing Director, for such tenure, is as follows:

Particulars	Amount (in ₹ million)*
Fixed pay per annum	20.60
Variable pay[1]	5.40^

[1]Actual variable pay relating to Fiscal 2024 paid in Fiscal 2025 (based on achievement of certain targets set at the beginning at Fiscal 2024, relating to regional EBITDA, regional working capital (% on sales).

**He is eligible for a payment of ₹20.00 million, which shall be payable by December 31, 2026.*

*^In addition, he is also entitled to: (i) a long-term incentive payable once in three years between Fiscal 2025 and 2027, based on achievement of certain performance targets set in Fiscal 2025 and (ii) pension plan, subject to being in employment with the Company as on the date of superannuation, as disclosed under "- **Service contracts with Directors**" on page 260 below.*

Whole-Time Director and Chief Financial Officer - Gatham Anandhan Balaji

Pursuant to the Board resolution dated October 16, 2025, and the Shareholder's resolution dated November 10, 2025, by way of which Gatham Anandhan Balaji was appointed as the Whole-Time Director and Chief Financial

Officer of our Company, for a period of five years with effect from November 10, 2025, and pursuant to the Board resolution dated July 27, 2026, and the Shareholder's resolution dated July 29, 2026, he is entitled to receive the following compensation in such capacity:

Particulars	Amount (in ₹ million)*
Fixed pay per annum	15.12
Variable pay[1]	4.30
Long term incentive (payable once in three years)[2]	2.88
Retiral benefits (such as provident fund contribution, gratuity, etc.) per annum	1.18

[1]Actual variable pay relating to Fiscal 2024 paid in Fiscal 2025 (based on achievement of certain targets set at the beginning at Fiscal 2024, relating to free cash flow and implementation of standard variance project.
[2]Actual long-term incentive relating to the three-year period between Fiscal 2022 and 2024 paid in Fiscal 2025, based on achievement of agreed targets set at the beginning of 2022, based on certain metrics.
** He is eligible for a payment of ₹12.00 million, which shall be payable by December 31, 2026.*

Terms of appointment of our Independent Directors and Non-Executive Directors

Pursuant to (a) resolutions passed by our Board on February 3, 2026 and (b) resolutions passed by our Shareholders dated February 3, 2026, our Independent Directors shall be entitled to a compensation of ₹ 4.00 million per annum, comprising of the sitting fees for each meeting of the Board and the committee(s) that they are a member of.

Our Non-Executive and Non-Independent Directors, Sonia Bonfiglioli, Massimo Sarti, and Marco Mossuto are not entitled to receive any compensation (including any sitting fees) from our Company.

Payment or benefit to Directors

Details of the compensation paid to the Directors by our Company in Fiscal 2025 are disclosed below:

1. Compensation paid to our Executive Directors

S. No.	Name of the Director	Total Compensation *(in ₹ million)*
1.	Kennady V Kaippally	19.66
2.	Gatham Anandhan Balaji	13.88

Note: Total compensation disclosed above excludes reimbursement in the course of employment (if any), provision for gratuity, employer contribution to the provident fund, earned leave/or provision for bonus and long-term incentive accrued during Fiscal 2025.

2. Compensation paid to our Non-Executive and Non-Independent Directors

S. No.	Name of the Director	Total Compensation *(in ₹ million)*
1.	Sonia Bonfiglioli[#]	Nil
2.	Massimo Sarti[#]	Nil
3.	Marco Mossuto[*]	Nil

[#] No remuneration was paid as Non-Executive and Non-Independent Directors are not entitled to receive any remuneration from our Company.
[*] No remuneration was paid as he was appointed in Fiscal 2026.

3. Compensation paid to our Independent Directors

S. No.	Name of the Director	Total Compensation *(in ₹ million)*
1.	Ravindra Pisharody[#]	2.00
2.	Rossella Schiavini[*]	Nil
3.	Ananthanarayan Sundaresan[*]	Nil

[#] This was paid as sitting fees in his capacity as a non-executive and non-independent director on the Board.
[*] No remuneration was paid as they were appointed in Fiscal 2026.

Contingent or deferred compensation payable to our Directors

Except as disclosed below, there is no contingent or deferred compensation that was accrued for Fiscal 2025 and is payable at a later date, to any of our Directors:

S. No.	Name of the Director	Total Compensation *(in ₹ million)*
1.	Kennady V Kaippally	13.91
2.	Gatham Anandhan Balaji	3.66

Relationship between our Directors

As on the date of this Red Herring Prospectus, none of our Directors are related to each other.

Shareholding of our Directors in our Company

Our Articles of Association do not require our Directors to hold qualification shares. Except Kennady V Kaippally and Gatham Anandhan Balaji, who hold one Equity Share and five Equity Shares respectively as nominees of one of our Corporate Promoters, Bonfiglioli S.p.A., none of our other Directors hold any Equity Shares in our Company, as on the date of this Red Herring Prospectus.

Arrangement or understanding with major Shareholders, customers, suppliers or others

None of our Directors have been appointed pursuant to any arrangement or understanding with major Shareholders, customers, suppliers or others.

Loans to our Directors

As of the date of this Red Herring Prospectus, no loans have been availed by our Directors from our Company.

Service contracts with Directors

Except for the benefits available to Kennady V Kaippally who is entitled to a pension of €70,000 every year from Fiscal 2025, subject to being in employment with the Company as on the date of superannuation, our Company has not entered into any service contracts with our Directors for providing benefits upon termination of their employment.

Bonus or profit-sharing plan for our Directors

Our Company does not have a bonus or profit-sharing plan to which our Directors are a party.

Interest of Directors

1. Our Directors may be deemed to be interested to the extent of (i) compensation payable to them and other benefits, if any, to which they are entitled in accordance with the terms of their appointment or reimbursement of expenses incurred by them during the ordinary course of business by our Company, and (ii) transactions entered into in the ordinary course of business or as further detailed in "***Other Financial Information – Related Party Transactions***" on page 354 with companies in which our Directors hold directorship.

2. Except for Sonia Bonfiglioli, who is a Promoter of our Company, none of our Directors have any interest in the promotion or formation of our Company.

3. None of our Directors have interest in any property acquired by our Company or proposed to be acquired of our Company or by our Company, as of the date of this Red Herring Prospectus.

4. No sum has been paid or agreed to be paid to our Directors or to such firm or company in cash or shares or otherwise by any person either to induce them to become, or to help them qualify as a Director, or otherwise for services rendered by them or by the firm or company in which they are interested, in connection with the promotion or formation of our Company.

5. None of our Directors have any interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery, etc.

6. There is no relationship between our Directors and the entities/persons from whom our Company has acquired in the last five years or proposes to acquire any business/ material assets. However, certain of our Directors, i.e., Ravindra Pisharody, Sonia Bonfiglioli, Massimo Sarti, Kennady V Kaippally, and Gatham Anandhan Balaji are also the directors of BDSPL, one of our Group Companies and a member of the Promoter Group, from which our Company has acquired certain business as disclosed under "***History and certain Corporate***

Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., in the last 10 years" on page 251, and from which our Company proposes to acquire land located at Talegaon, Maharashtra on a leasehold basis, wherein our Company has received the requisite approval from Maharashtra Industrial Development Corporation and the process for transfer of the leasehold rights from BDSPL to our Company is currently ongoing.

Confirmations

None of our Directors is or was a director of any listed company during the five years immediately preceding the date of this Red Herring Prospectus, whose shares have been or were suspended from being traded on any of the stock exchanges during the term of their directorship in such company.

None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the term of their directorship in such company.

Changes in the Board during the last three years

The changes to our Board during the three years immediately preceding the date of this Red Herring Prospectus are set forth below:

S. No.	Name	Effective date of change	Reason
1.	Ananthanarayan Sundaresan	February 3, 2026	Appointment as an Independent Director
2.	Marco Mossuto	February 3, 2026	Appointment as Non-Executive and Non-Independent Director
3.	Rossella Schiavini	February 3, 2026	Appointment as an Independent Director
4.	Ravindra Pisharody	February 3, 2026	Redesignation as Chairperson and Independent Director
5.	Kennady V Kaippally	November 10, 2025	Redesignation as Managing Director
6.	Massimo Sarti	April 23, 2025	Appointment as a Non-Executive and Non-Independent Director
7.	Fausto Carboni	July 3, 2024	Resignation as a Director due to personal reasons

Note: This table does not include changes pursuant to regularisation.

Borrowing powers of our Board

Our Board is authorized to borrow funds, in accordance with the applicable provisions of the Companies Act, 2013, and the resolutions passed by it from time to time.

Corporate governance

Our Company is in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations (as applicable to equity listed companies), the Companies Act and the SEBI ICDR Regulations, in respect of corporate governance, including in relation to the constitution of our Board and committees thereof. Our Company undertakes to take all necessary steps to continue to comply with all the applicable requirements of SEBI Listing Regulations and the Companies Act.

Committees of our Board

In addition to the committees of our Board described below, our Board may constitute committees for various functions from time to time.

Audit Committee

The Audit Committee was constituted pursuant to a resolution passed by our Board at its meeting held on February 3, 2026. The company secretary of our Company shall act as the secretary to the Audit Committee. The composition and terms of reference of the Audit Committee are in compliance with Section 177 of the Companies Act, 2013, and the rules and regulations notified thereunder, Regulation 18 of the SEBI Listing Regulations, 2015, and the uniform listing agreements to be entered into between the Company and the respective stock exchanges on which its equity shares are proposed to be listed, the Audit Committee be and is hereby constituted with the following members of the Board:

S No.	Name of Director	Designation	Committee Designation

1.	Ravindra Pisharody	Chairperson and Independent Director	Chairperson
2.	Rossella Schiavini	Independent Director	Member
3.	Gatham Anandhan Balaji	Whole-Time Director and Chief Financial Officer	Member

Scope and terms of reference

The Audit Committee shall be responsible for, among other things, as may be required by the relevant stock exchange(s) in India where the Equity Shares of the Company are proposed to be listed from time to time, the following:

Powers of Audit Committee

The Audit Committee shall have powers, including the following:

(a) to investigate any activity within its terms of reference;

(b) to seek information from any employee;

(c) to obtain outside legal or other professional advice;

(d) to secure attendance of outsiders with relevant expertise, if it considers necessary as may be prescribed under the Companies Act, 2013 (together with the rules thereunder) and SEBI Listing Regulations; and

(e) such other powers as may be prescribed under the Companies Act and the SEBI Listing Regulations.

Role of Audit Committee

The role of the Audit Committee shall include the following:

(1) oversight of financial reporting process and the disclosure of financial information relating to the Company to ensure that the financial statements are correct, sufficient and credible;

(2) recommendation to the Board for appointment, remuneration and terms of appointment of statutory auditors of the Company and the fixation of the audit fee;

(3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;

(4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

   a. matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;

   b. changes, if any, in accounting policies and practices and reasons for the same;

   c. major accounting entries involving estimates based on the exercise of judgment by management;

   d. significant adjustments made in the financial statements arising out of audit findings;

   e. compliance with listing and other legal requirements relating to financial statements;

   f. disclosure of any related party transactions; and

   g. modified opinion(s) in the draft audit report.

(5) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

(6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the Offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the

utilisation of proceeds of a public or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter;

(7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(8) approval of any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed, by the independent directors who are members of the Audit Committee;

i. Recommend criteria for omnibus approval or any changes to the criteria for approval of the Board;

ii. Make omnibus approval for related party transactions proposed to be entered into by the Company for every Fiscal as per the criteria approved;

iii. Review of transactions pursuant to omnibus approval;

iv. Make recommendation to the Board, where Audit Committee does not approve transactions other than the transactions falling under Section 188 of the Companies Act, 2013.

Explanation: *The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.*

(9) scrutiny of inter-corporate loans and investments;

(10) valuation of undertakings or assets of the Company, wherever it is necessary;

(11) evaluation of internal financial controls and risk management systems;

(12) reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;

(13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

(14) discussion with internal auditors of any significant findings and follow-up thereon;

(15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

(16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

(17) looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholder (in case of non-payment of declared dividends) and creditors;

(18) reviewing the functioning of the whistle blower mechanism;

(19) monitoring the end use of funds raised through public offers and related matters;

(20) overseeing the vigil mechanism established by the Company, with the chairperson of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

(21) approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

(22) reviewing the utilization of loans and/or advances from/investment by the Company in its subsidiary(/ies) exceeding ₹1,000,000,000 or 10% of the asset size of the subsidiary(/ies), whichever is lower including existing loans/ advances/ investments;

(23) review the financial statements, in particular, the investments made by any unlisted subsidiary;

(24) considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;

(25) approving the KPIs for disclosure in the offer documents, and approval of KPIs once every year, or as may be required under applicable law; and

(26) carrying out any other functions required to be carried out by the Audit Committee as may be decided by the Board and/or as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

The Audit Committee shall mandatorily review the following information:

a. management's discussion and analysis of financial condition and result of operations;

b. management letters/letters of internal control weaknesses issued by the statutory auditors;

c. internal audit reports relating to internal control weaknesses;

d. the appointment, removal and terms of remuneration of the chief internal auditor; and

e. statement of deviations, including:

   i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations; and

   ii) annual statement of funds utilized for purposes other than those stated in the issue document/prospectus/notice in terms of Regulation 32(7) of the SEBI Listing Regulations.

The Audit Committee shall meet at least four times a year with maximum interval of 120 days between two consecutive meetings, and shall have the authority to investigate into any matter in relation to the items specified under the terms of reference or such other matter as may be referred to it by the Board and for this purpose, shall have full access to information contained in the records of the Company and shall have power to seek information from any employee, obtain external professional advice and secure attendance of outsiders with relevant expertise if necessary.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee was constituted pursuant to a resolution passed by our Board at its meeting held on February 3, 2026. The composition and terms of reference of the Nomination and Remuneration Committee are in compliance with Section 178 of the Companies Act, 2013, and the rules and regulations notified thereunder, Regulation 19 of the SEBI Listing Regulations, 2015, and the uniform listing agreements to be entered into between the Company and the respective stock exchanges on which its equity shares are proposed to be listed, the Nomination and Remuneration Committee be and is hereby constituted with the following members of the Board:

S No.	Name of Director	Designation	Committee Designation
1.	Rossella Schiavini	Independent Director	Chairperson
2.	Ravindra Pisharody	Chairperson and Independent Director	Member
3.	Marco Mossuto	Non-Executive and Non-Independent Director	Member

Scope and terms of reference:

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

(a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of the Company a policy relating to the remuneration of the directors, key managerial personnel and other employees ("**Remuneration Policy**");

(b) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

(a) use the services of external agencies, if required;

(b) consider candidates from a wide range of backgrounds, having due regard to diversity; and

(c) consider the time commitments of the candidates.

(c) Formulation of criteria for evaluation of performance of independent directors and the Board;

(d) Devising a policy on Board diversity;

(e) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;

(f) Analysing, monitoring and reviewing various human resource and compensation matters;

(g) Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

(h) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

(i) recommend to the board, all remuneration, in whatever form, payable to senior management;

(j) Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time;

(k) The Nomination and Remuneration Committee, while formulating the Remuneration Policy, should ensure that:

(a) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

(b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

- Perform such functions as are required to be performed under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, including the following:

(a) administering any existing and proposed employee stock option schemes formulated by the Company from time to time (the "**Plan**");

(b) determining the eligibility of employees to participate under the Plan;

(c) granting options to eligible employees and determining the date of grant;

(d) determining the number of options to be granted to an employee;

(e) determining the exercise price under the Plan; and

(f) construing and interpreting the Plan and any agreements defining the rights and obligations of the Company and eligible employees under the Plan, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the Plan.

- Frame suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

    1. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and

    2. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.

- Carrying out any other activities as may be delegated by the Board of Directors of the Company, functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

The Nomination and Remuneration Committee is required to meet at least once every year in accordance with the SEBI Listing Regulations.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted pursuant to a resolution passed by our Board at its meeting held on February 3, 2026, in compliance with Section 178 of the Companies Act, 2013, and the rules and regulations notified thereunder, Regulation 20 of the SEBI Listing Regulations, 2015, and the uniform listing agreements to be entered into between the Company and the respective stock exchanges on which its equity shares are proposed to be listed, a Stakeholders' Relationship Committee be and is hereby constituted with the following members of the Board:

S No.	Name of Director	Designation	Committee Designation
1.	Ravindra Pisharody	Chairperson and Independent Director	Chairperson
2.	Kennady V Kaippally	Managing Director	Member
3.	Gatham Anandhan Balaji	Whole-Time Director and Chief Financial Officer	Member
4.	Ananthanarayan Sundaresan	Independent Director	Member

Scope and terms of reference

The Stakeholders' Relationship Committee shall be responsible for, among other things, as may be required under applicable law, the following:

- considering and looking into various aspects of interest of shareholders, debenture holders and other security holders;

- resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;

- giving effect to allotment of equity shares, approval of transfer or transmission of equity shares, debentures or any other securities;

- issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;

- review of measures taken for effective exercise of voting rights by shareholders;

- review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;

- review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;

- resolving grievances of debenture holders related to creation of charge, payment of interest/principal, maintenance of security cover and any other covenants; and

- carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the Companies Act, 2013 or the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

The Stakeholders' Relationship Committee is required to meet at least once in a year in accordance with the SEBI Listing Regulations.

Risk Management Committee

The Risk Management Committee was constituted pursuant to a resolution passed by our Board at its meeting held on February 3, 2026, in compliance with the provisions of the Companies Act, 2013, and the rules and regulations notified thereunder, Regulation 21 of the SEBI Listing Regulations, 2015, and the uniform listing agreements to be entered into between the Company and the respective stock exchanges on which its equity shares are proposed to be listed, the Risk Management Committee be and is hereby constituted with the following members:

S No.	Name of Director	Designation	Committee Designation
1.	Kennady V Kaippally	Managing Director	Chairperson
2.	Ananthanarayan Sundaresan	Independent Director	Member
3.	Gatham Anandhan Balaji	Whole-Time Director and Chief Financial Officer	Member
4.	Rossella Schiavini	Independent Director	Member

Scope and terms of reference

- Review, assess and formulate detailed risk management policy of the Company from time to time and recommend for an amendment or modification thereof, which shall include:

  (a) a framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, environment, social and governance related risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee;

  (b) measures for risk mitigation including systems and processes for internal control of identified risks; and

  (c) business continuity plan;

- Ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

- Monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

- Periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity, and recommend for any amendment or modification thereof, as necessary;

- Keep the Board of the Company informed about the nature and content of its discussions, recommendations and actions to be taken;

- Review the appointment, removal and terms of remuneration of the chief risk officer (if any);

- To implement and monitor policies and/or processes for ensuring cyber security;

- To coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board; and

- Any other similar or other functions as may be laid down by the Board of the Company from time to time and/or as may be required under applicable law, as and when amended from time to time, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The Risk Management Committee shall meet at least twice in a year, provided that the meetings of the Risk Management Committee shall be conducted in such a manner that on a continuous basis not more than two hundred and ten days shall elapse between any two consecutive meetings

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was re-constituted pursuant to a resolution passed by our Board at its meeting held on February 3, 2026. The composition and terms of reference of the Corporate Social Responsibility Committee are in compliance with Section 135 and other applicable provisions of the Companies Act, 2013, as amended and the rules and regulations notified thereunder, the Corporate Social Responsibility Committee be and is hereby re-constituted with the following members of the Board:

S No.	Name of Director	Designation	Committee Designation
1.	Sonia Bonfiglioli	Non-Executive and Non-Independent Director	Chairperson
2.	Ravindra Pisharody	Chairperson and Independent Director	Member
3.	Gatham Anandhan Balaji	Whole-Time Director and Chief Financial Officer	Member

Scope and terms of reference:

The Corporate Social Responsibility Committee shall be responsible for, among other things, the following:

a. formulating and recommending to the Board the corporate social responsibility policy of the Company, including any amendments thereto, in accordance with Schedule VII of the Companies Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 ("**CSR Rules**"), each as amended, and make any revisions therein as and when decided by the Board;

b. identifying corporate social responsibility policy partners and corporate social responsibility policy programmes;

c. reviewing and recommending the amount of expenditure to be incurred on the activities referred to in clause (a) and the distribution of the same to various corporate social responsibility programs undertaken by the Company;

d. reviewing and monitoring the implementation of corporate social responsibility policy of the Company and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

e. any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board, from time to time;

f. performing such other duties and functions as the Board may require the corporate social responsibility committee to undertake to promote the corporate social responsibility activities of the Company;

g. formulating and recommending to the Board, an annual action plan in pursuance of Corporate Social Responsibility Policy, which shall include the following:

   (i) the list of Corporate Social Responsibility projects or programmes that are approved to be undertaken in areas or subjects specified in the Schedule VII of the Companies Act;

   (ii) the manner of execution of such projects or programmes as specified in Rule 4 of the CSR Rules;

   (iii) the modalities of utilization of funds and implementation schedules for the projects or programmes;

   (iv) monitoring and reporting mechanism for the projects or programmes; and

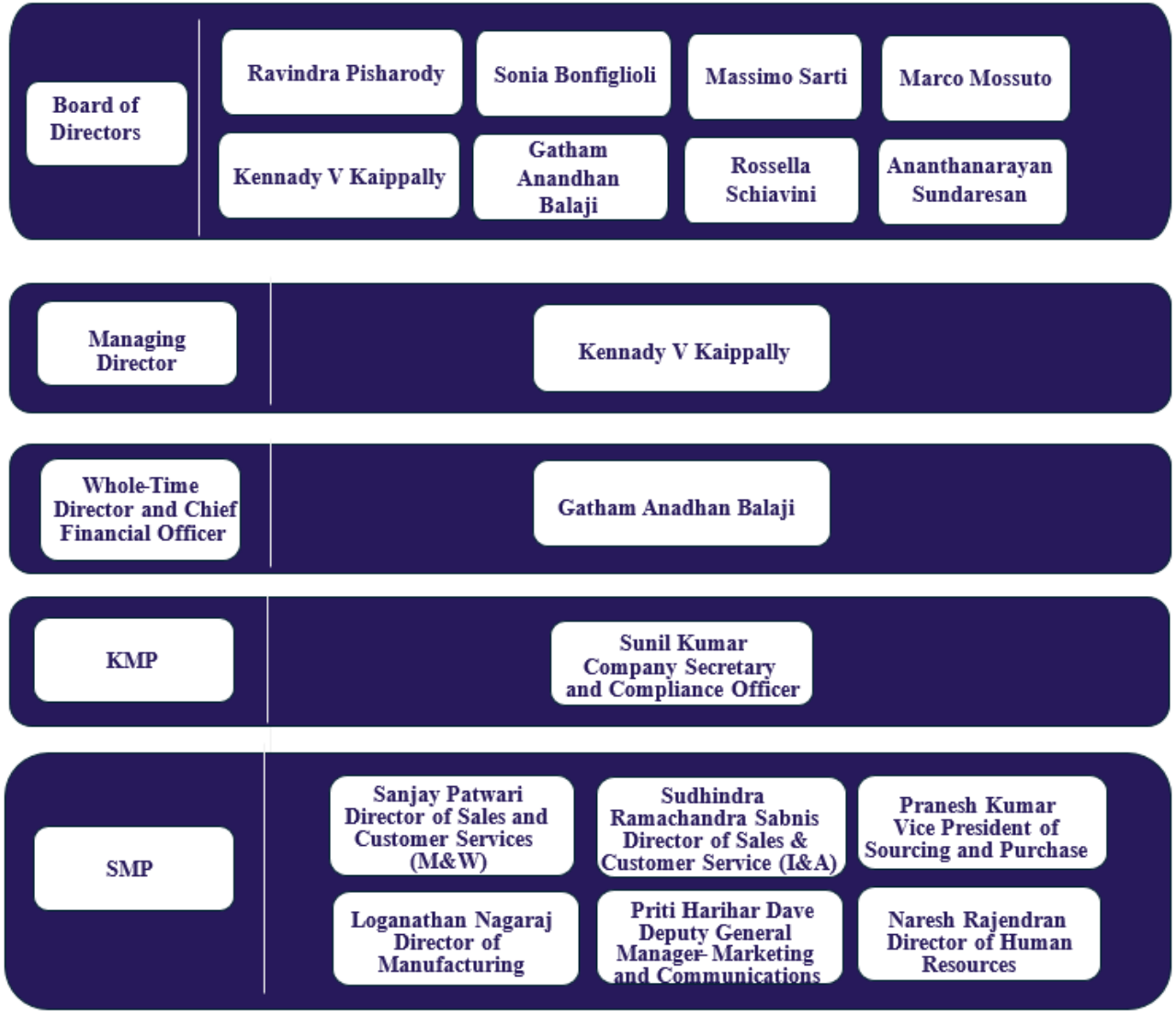
   (v) details of need and impact assessment, if any, for the projects undertaken by the company.

h. Provided that the Board may alter such plan at any time during the financial year, as per the

recommendations of the Corporate Social Responsibility Committee, based on the reasonable justification to that effect; and

i. Any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time and/or as may be required under applicable law, as and when amended from time to time.

Management Organisation Structure



Key Managerial Personnel

In addition to Kennady V Kaippally, our Managing Director and Gatham Anandhan Balaji, our Whole-Time Director and Chief Financial Officer, whose details are provided above in "***– Brief biographies of our Directors***" on page 257, the details of our Key Managerial Personnel as of the date of this Red Herring Prospectus are set out below:

Sunil Kumar is the Company Secretary and Compliance Officer of our Company and he is responsible for secretarial compliance and legal functions in our Company. He has been associated with our Company since November 2024. He holds a degree in bachelor's of science from Maharshi Dayanand University, Rohtak, Haryana, a bachelor's of law degree from Hans Law College, University of Rajasthan and a master's of law degree from O.P. Jindal Global University, Sonipat, Haryana. He is a qualified company secretary registered with the Institute of Company Secretaries of India. He has been previously associated with Genomic Valley Biotech Limited, Sky Legal Corporate Consultants Private Limited, Raichem Medicare Private Limited, and Yorozu JBM Automotive Tamil Nadu Private Limited. He has over six years of experience in secretarial and compliance functions. In Fiscal 2025, he received an aggregate compensation of ₹ 1.37 million from our Company and ₹0.06 million has been accrued for Fiscal 2025 which is payable at a later date.

Senior Management

In addition to Gatham Anandhan Balaji, our Chief Financial Officer and Sunil Kumar, our Company Secretary and Compliance Officer, who is also our Key Managerial Personnel and whose details are provided in "***- Key Managerial Personnel***" above, the details of other members of our Senior Management as on the date of this Red Herring Prospectus are set out below:

Sanjay Patwari[*] is the Director of Sales and Customer Services (M&W) of our Company and he is responsible for sales, product service, and marketing of off-highway mobility and wind industry products in our Company. He has been associated with our Company from October 2000 to March 2007 and since June 2012. He has cleared the final examination for a degree in bachelor's of engineering from Karnatak University. He has been previously associated with Greaves Limited and Carraro India Private Limited. He has over 29 years of experience in business development and sales functions. In Fiscal 2025, he received an aggregate compensation of ₹ 9.81 million from our Company and ₹2.62 million has been accrued for Fiscal 2025 which is payable at a later date.

Sudhindra Ramachandra Sabnis[*] is the Director of Sales and Customer Service (I&A) of our Company and he is responsible for sales, product service, and marketing of industry and automation products in our Company. He has been associated with our Company since September 2025. He holds a degree in bachelor's of engineering in industrial production from Gogte Institute of Technology, Karnatak University, Dharwad, Karnataka, and has completed an executive general management programme from the Indian Institute of Management, Bangalore, Karnataka. He has been previously associated with Hy-Tech Engineers Private Limited, Cincinnati Milacron Limited, Dantal Hydraulics Limited, Wipro Fluid Power Limited, Hengli Hydraulic India Private Limited, Hengli Hydraulic India System Solutions Private Limited, and Hengli Hydraulic (HK) Limited. He has over 24 years of experience in sales and marketing functions. In Fiscal 2025, he received an aggregate compensation of ₹ 3.54 million from our Company and ₹0.60 million has been accrued for Fiscal 2025 which is payable at a later date.

Pranesh Kumar is the Vice President of Sourcing and Purchase of our Company and he is responsible for sourcing and purchasing functions in our Company. He has been associated with our Company since April 2025. He holds a bachelor's of engineering degree in mechanical engineering from Visveswaraiah Technological University, Belgaum, Karnataka, a diploma in mechanical engineering from the Board of Technical Examinations, Karnataka, a diploma in materials management from Indian Institute of Management and Technology, Chennai, Tamil Nadu, and has completed an executive general management programme from the Indian Institute of Management, Bangalore. He was previously associated with BS Appliances Limited, IFB Automotive Private Limited, Siemens VDO Automotive, Honeywell Turbo (India) Private Limited, Volvo India Private Limited, and Ingersoll Rand India Private Limited. He has over 28 years of experience in sourcing and purchasing functions. In Fiscal 2025, he received an aggregate compensation of ₹ 6.91 million from our Company and ₹2.08 million has been accrued for Fiscal 2025 which is payable at a later date.

Loganathan Nagaraj[*] is the Director of Manufacturing in our Company and he is responsible for manufacturing operations in our Company. He has been associated with our Company since February 2019. He holds a degree in bachelor's of engineering in mechanical engineering from the University of Madras and a degree in master of science in quality management from the Birla Institute of Technology and Science, Pilani, Rajasthan. He was previously associated with Rane Engine Valve Limited, WABCO India Limited, and Lear Automotive India

Private Limited. He has over 25 years of experience in operations and manufacturing functions. In Fiscal 2025, he received an aggregate compensation of ₹ 9.97 million from our Company and ₹1.80 million has been accrued for Fiscal 2025 which is payable at a later date.

Priti Harihar Dave is the Deputy General Manager - Marketing and Communications in our Company and she is responsible for overseeing marketing and corporate communications of our Company. She has been associated with our Company since August 2016. She holds a bachelor of arts degree from Osmania University, Telangana, a post graduate diploma in business administration with specialisations in marketing management and human resource development from Symbiosis Centre for Distance Learning, Pune, Maharashtra, and is certified in digital marketing from Indian Institute of Technology, Delhi. She was previously associated with the India branch office of Epson Singapore Pte Limited, Ditium Technologies Limited, FFE Minerals India Private Limited, GETIT Infomediary Limited, Makino India Private Limited, Danfoss Industries Private Limited, Rittal India Private Limited, and National Engineering Industries Limited. She has over 27 years of experience in marketing and communications. In Fiscal 2025, she received an aggregate compensation of ₹ 6.10 million from our Company and ₹0.99 million has been accrued for Fiscal 2025 which is payable at a later date.

Naresh Rajendran[*] is the Director of Human Resources in our Company and he is responsible for overseeing human resources and employee relations of our Company. He has been associated with our Company since December 2025. He holds a degree in bachelor's of business administration from the University of Madras and a master's of social work from the University of Madras. He was previously associated with Grundfos Pumps India Private Limited, Vestas Wind Technology India Private Limited, and HCL Technologies Limited. He has over 21 years of experience in human resources management. In Fiscal 2025, he received an aggregate compensation of ₹ 0.39 million from our Company and no compensation has been accrued for Fiscal 2025 which is payable at a later date.

[*]*It is clarified that Sanjay Patwari, Sudhindra Ramachandra Sabnis, Loganathan Nagaraj, and Naresh Rajendran are not on the Board of Directors of our Company.*

Status of Key Managerial Personnel and Senior Management

All our Key Managerial Personnel and members of Senior Management are permanent employees of our Company.

Relationship between our Key Managerial Personnel, Senior Management and Directors

None of our Key Managerial Personnel and Senior Management are related to each other or to the Directors of our Company.

Shareholding of Key Managerial Personnel and Senior Management in our Company

Except as disclosed in ***"Capital Structure - Shareholding of our Directors, Key Managerial Personnel and members of Senior Management in our Company"*** on page 102, none of our Key Managerial Personnel and Senior Management hold any Equity Shares in our Company, as on the date of this Red Herring Prospectus.

Bonus or profit-sharing plan of our Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel or Senior Management is a party to any bonus or profit-sharing plan by our Company.

Arrangement or understanding with major shareholders, customers, suppliers or others

There are no arrangements or understandings with major shareholders, customers, suppliers or others, pursuant to which any of our Key Managerial Personnel or Senior Management were selected as members of our management.

Interest of Key Managerial Personnel and Senior Management

Except as disclosed in "***- Interest of Directors***" on page 260, our Key Managerial Personnel and Senior Management do not have any interests in our Company, other than to the extent of the (i) compensation or incentives, if any, to which they are entitled in accordance with the terms of their appointment or (ii) reimbursement of expenses incurred by them during the ordinary course of business by our Company as applicable.

Contingent and deferred compensation payable to Key Managerial Personnel and Senior Management

Except as disclosed under " - ***Contingent or deferred compensation payable to our Directors***" and " – ***Senior Management***" on pages 259 and 271, respectively, there is no other contingent or deferred compensation payable to our Key Managerial Personnel and Senior Management. There is no contingent or deferred compensation which does not form part of the remuneration payable to our Key Managerial Personnel and Senior Management.

Changes in the Key Managerial Personnel and Senior Management during the last three years

Other than as disclosed in "***- Changes in the Board during the last three years***" on page 261, the changes in the Key Managerial Personnel and Senior Management in the preceding three years are as follows:

S No.	Name	Date of Change	Reason for Change
1.	Naresh Rajendran	December 15, 2025	Appointment as Director of Human Resources
2.	Gatham Anandhan Balaji	October 16, 2025	Appointment as the Chief Financial Officer
3.	Sudhindra Ramachandra Sabnis	September 17, 2025	Appointment as Vice President of Sales and Marketing
4.	Suresh Babu S	September 11, 2025	Resignation as Vice President of Human Capital due to personal reasons
5.	Pranesh Kumar	April 7, 2025	Appointment as Vice President of Sourcing and Purchase
6.	P L Palanisamy	March 17, 2025	Resignation as Vice President of Sales and Marketing due to personal reasons
7.	Sunil Kumar	November 27, 2024	Appointment as Company Secretary
8.	Srinivasa Kannan	October 30, 2024	Resignation as Vice President of Sourcing and Purchasing due to personal reasons
9.	Narasimman Arthi	November 16, 2023	Resignation as Company Secretary due to personal reasons

Payment or benefit to Key Managerial Personnel and Senior Management

No non-salary related amount or benefit has been paid or given to any of our Company's officers including Key Managerial Personnel and Senior Management within the two preceding years from the date of filing of this Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment, for services rendered by them as officers of our Company, and as disclosed in – "***Terms of appointment of our Executive Director - Managing Director – Kennady V Kaippally***", "***Terms of appointment of our Executive Director - Whole-Time Director and Chief Financial Officer – Gatham Anandhan Balaji***", and "***Other Financial Information – Related Party Transactions***", on pages 258, 258, and 354, respectively.

Service contracts with Key Managerial Personnel and Senior Management

Except as disclosed under "***- Service Contracts with Directors***" on page 260 and other than the statutory benefits upon termination of employment or retirement, our Company has not entered into any service contracts with our Key Managerial Personnel and Senior Management for providing benefits upon termination of their employment or retirement.

Employee stock option scheme

Our Company has no employee stock option scheme as on the date of this Red Herring Prospectus.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

As on the date of this Red Herring Prospectus, the following are the Promoters of our Company:

Sr. No.	Particulars	Name of the individual/ entity
1.	Individual Promoter	Sonia Bonfiglioli
2.	Individual Promoter	Luciano Bonfiglioli
3.	Individual Promoter	Luisa Lusardi
4.	Corporate Promoter	BON-FI S.r.l.
5.	Corporate Promoter	Bonfiglioli S.p.A.

As on the date of this Red Herring Prospectus, one of our Corporate Promoters, Bonfiglioli S.p.A., holds an aggregate of 187,995,834 Equity Shares of face value of ₹10 each (including 10 Equity Shares held by nominee shareholders on its behalf), comprising 100.00% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company. For further details, see "***Capital Structure – History of build-up of Promoters' shareholding in our Company***" on page 97.

Details of our Individual Promoters



Sonia Bonfiglioli

Sonia Bonfiglioli, born on November 25, 1963, aged 62 years, is one of the Individual Promoters and Non-Executive Director of our Company. She resides at Via Dell'Osservanza, N 76, Bologna, Italy. For the complete profile of Sonia Bonfiglioli, along with the details of her educational qualification, experience in the business/employment, positions/posts held in past, other directorships, other ventures, special achievements, her business and financial activities, as applicable, see "***Our Management***" on page 255.



Luciano Bonfiglioli

Luciano Bonfiglioli, born on May 3, 1966, aged 60 years, is one of the Individual Promoters of our Company. He resides at Via Degli Scalini, N 19, Bologna, Italy. He holds a degree of doctor of economics and commerce from the University of Bologna. He has experience in the business of manufacturing mechanical components and was previously associated with Bonfiglioli S.p.A. (*formerly Bonfiglioli Riduttori S.p.A*) as an industrial manager. He is also currently on the board of Bonfiglioli S.p.A.



Luisa Lusardi

Luisa Lusardi, born on May 16, 1933, aged 93 years, is one of the Individual Promoters of our Company. She resides at Via Dell'Osservanza, N 78, Bologna, Italy. She has experience in the business of manufacturing mechanical components and was previously associated with Bonfiglioli S.p.A. (*formerly Bonfiglioli Riduttori S.p.A.*). Records of her educational qualifications are not traceable. For further details see, ***"Risk Factors – We have not been able to obtain certain records of educational qualifications of one of our Individual Promoters***" on page 41.

Our Company confirms that the bank account number, passport number and driving license number of our Individual Promoters, as applicable, have been submitted to the Stock Exchanges at the time of filing of the Draft Red Herring Prospectus. Further, our Individual Promoters, being citizens of Italy, do not possess PAN and Aadhaar cards.

Details of our Corporate Promoters

1. Bonfiglioli S.p.A.

Corporate information

Bonfiglioli S.p.A. was incorporated on December 30, 1967, as a joint stock company under the laws of the Republic of Italy with registration number BO -186735. Its registered office is situated at Calderara Di Reno (BO) via Cav. Clementino Bonfiglioli 1 CAP 40012, Italy.

Nature of business

As on the date of this Red Herring Prospectus, Bonfiglioli S.p.A. is a joint stock company, primarily engaged in the activity of holding companies.

Change in business activities

There has been no change in business activities of Bonfiglioli S.p.A. during the last five years preceding the date of this Red Herring Prospectus.

Board of directors

The board of directors of Bonfiglioli S.p.A. as on the date of this Red Herring Prospectus is as follows:

Sr. No.	Name of the Director	Designation
1.	Sonia Bonfiglioli	Chairperson
2.	Luciano Bonfiglioli	Director
3.	Roberto Carlo Testore	Director
4.	Giampiero Bergami	Director
5.	Massimo Sarti	Director
6.	Alexander John Ross III	Director
7.	Federica Guidi	Director
8.	Marco Mossuto	Director

Shareholding pattern

The shareholding pattern of Bonfiglioli S.p.A. as on the date of this Red Herring Prospectus is as follows:

Sr. No	Name of Shareholders	Number of shares of EUR 1 each	Shareholding (%)
1.	BON-FI S.r.l.	34,771,500	69.54

Sr. No	Name of Shareholders	Number of shares of EUR 1 each	Shareholding (%)
2.	Luisa Lusardi (usufruct); and Sonia Bonfiglioli (bare ownership)*	10,114,250	20.23
3.	Luisa Lusardi (usufruct); and Luciano Bonfiglioli (bare ownership)^	5,114,250	10.23

** Luisa Lusardi holds usufruct and voting rights in extraordinary general meetings through Sonia Bonfiglioli with respect to 10,114,250 shares aggregating to 20.23% of the shareholding of the Promoter.*
^ Luisa Lusardi holds usufruct and voting rights in extraordinary general meetings through Luciano Bonfiglioli with respect to 5,114,250 shares aggregating to 10.23% of the shareholding of the Promoter.

Details of change in control

There has been no change in the control of Bonfiglioli S.p.A. during the last three years preceding the date of this Red Herring Prospectus.

Promoter of Bonfiglioli S.p.A.

The controlling shareholder of Bonfiglioli S.p.A. is BON-FI S.r.l.

As on the date of this Red Herring Prospectus, except for Luisa Lusardi who directly holds more than 15% of the shares of Bonfiglioli S.p.A., and Sonia Bonfiglioli, and Luciano Bonfiglioli who indirectly hold more than 15% of the shares of Bonfiglioli S.p.A., no other natural person holds more than 15% of the shares of Bonfiglioli S.p.A.

Our Company confirms that the bank account number, corporate registration number along with the address of the authority where Bonfiglioli S.p.A. is registered has been submitted to the Stock Exchanges at the time of filing of the Draft Red Herring Prospectus.

2. BON-FI S.r.l.

Corporate information

BON-FI S.r.l. was incorporated on March 23, 2017, as a limited liability company under the laws of the Republic of Italy with registration number BO-532905. Its registered office is situated at Galleria Guglielmo Marconi 1 Cap, 40122, Bologna, Italy.

Nature of business

As on the date of this Red Herring Prospectus, BON-FI S.r.l. is a limited liability company, engaged in activities of holding companies

Change in business activities

There has been no change in business activities of BON-FI S.r.l. from the date of its incorporation.

Board of directors

The board of directors of BON-FI S.r.l. as on the date of this Red Herring Prospectus is as follows:

Sr. No.	Name of the Director	Designation
1.	Sonia Bonfiglioli	Chairperson
2.	Luciano Bonfiglioli	Deputy Chairman
3.	Tommaso Tomba	Director

Shareholding pattern

The shareholding pattern of BON-FI S.r.l. as on the date of this Red Herring Prospectus is as follows:

Sr. No	Name of Shareholders	Number of shares of EUR 1 each	Shareholding (%)
1.	Sonia Bonfiglioli	59,915.10	59.92
2.	Luciano Bonfiglioli	40,084.90	40.08

Details of change in control

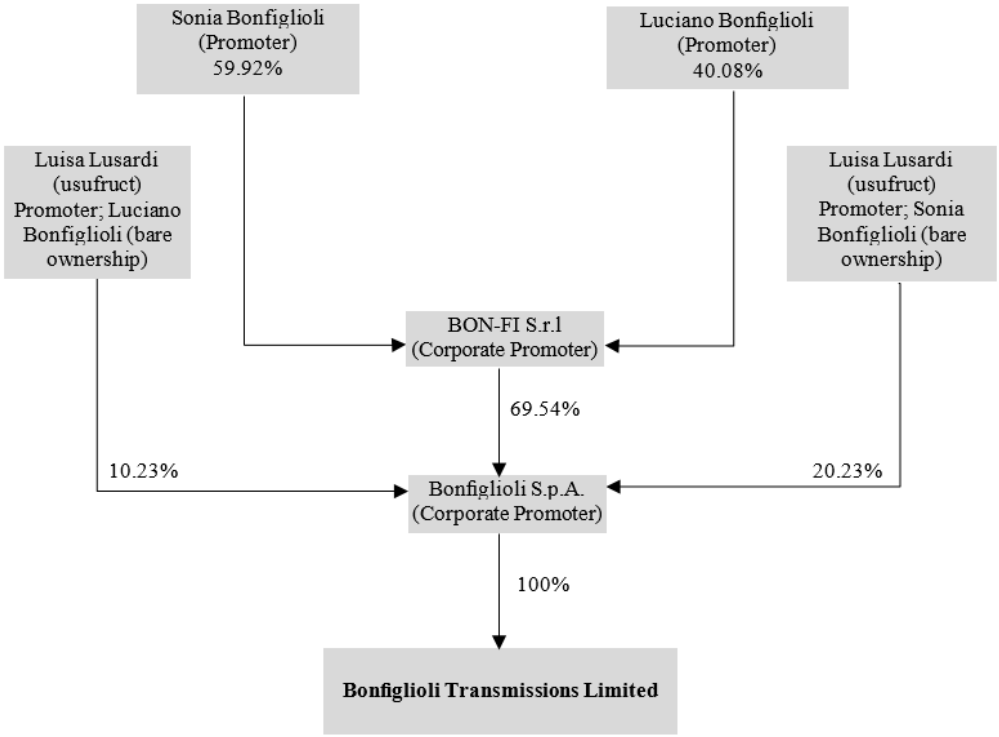
There has been no change in the control of BON-FI S.r.l. during the last three years preceding the date of this Red Herring Prospectus.

Promoter of BON-FI S.r.l.

As on the date of this Red Herring Prospectus, each of Sonia Bonfiglioli, and Luciano Bonfiglioli hold more than 15% of the shares of BON-FI S.r.l., and no other natural person holds more than 15% of the shares of BON-FI S.r.l.

Our Company confirms that the bank account number, corporate registration number along with the address of the authority where BON-FI S.r.l.is registered has been submitted to the Stock Exchanges at the time of filing of the Draft Red Herring Prospectus.

Further, the infographic below sets forth a pictorial representation of the full structure of our Promoters:



Change in the control of our Company

There has been no change in the control of our Company during the last five years preceding the date of this Red Herring Prospectus.

Pursuant to a resolution of our Board dated December 15, 2025, Sonia Bonfiglioli, Luciano Bonfiglioli, Luisa Lusardi, BON-FI S.r.l. and Bonfiglioli S.p.A. have been identified as the Promoters of our Company.

Interests of our Promoters

Our Promoters are interested in our Company to the extent (i) that they have promoted our Company; (ii) of transactions entered into by our Company with them; (iii) of their direct and indirect shareholding in our Company; (iv) of the dividend payable, if any, and any other distributions in respect of the Equity Shares held by our Promoters in our Company, from time to time; and (v) agreements entered amongst our Company and our Promoters and payments made pursuant to such agreements. For further details of such agreements, see "***History and Certain Corporate Matters***" on page 249. For further details of the shareholding of our Promoters in our Company, see "***Capital Structure - Shareholding of our Promoters, members of our Promoter Group and directors of our Promoters***" on page 97.

Our Promoters are not interested in the properties acquired or proposed to be acquired by our Company in the three years preceding the date of filing of this Red Herring Prospectus. Our Promoters are not interested in any transaction in acquisition of land, construction of building or supply of machinery, etc. However, certain of our Promoters i.e., Bonfiglioli S.p.A., BON-FI S.r.l. are also members of the Bonfiglioli Group and Sonia Bonfiglioli is a director of BDSPL, from which our Company has acquired certain business as disclosed under "***History and certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., in the last 10 years***" on page 251, and from which our Company proposes to acquire land located at Talegaon, Maharashtra on a leasehold basis. Our Company has received the requisite regulatory approval from Maharashtra Industrial Development Corporation and the process for transfer of the leasehold rights from BDSPL to our Company is currently ongoing.

No sum has been paid or agreed to be paid to our Promoters or to such firm or company in which our Promoters are interested as members, in cash or shares or otherwise by any person either to induce any such person to become, or qualify them as a director, or otherwise for services rendered by such firm or company in connection with the promotion of our Company.

Payment or benefits to our Promoters or to the members of the Promoter Group

Except as stated in "***Other Financial Information – Related Party Transactions***" on page 354, there has been no payment of any amount or benefit given to our Promoters or the members of our Promoter Group during the two years preceding the date of filing of this Red Herring Prospectus nor is there any intention to pay any amount or give any benefit to our Promoters or the members of our Promoter Group, as on the date of filing of this Red Herring Prospectus.

Material guarantees given by our Promoters to third parties with respect to Equity Shares

Our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Red Herring Prospectus.

Companies and firms with which our Promoters have disassociated in the last three years

Our Promoters have not disassociated themselves from any company or firm in the three years immediately preceding the date of this Red Herring Prospectus.

Promoter Group

The following individuals and entities constitute our Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations:

A. ***Natural persons who are part of the Promoter Group***

The natural persons who are part of the Promoter Group, are as follows:

Name of Promoter	Name of relative	Relationship
Sonia Bonfiglioli	Luisa Lusardi	Mother
	Roberto Caldari	Spouse
	Luciano Bonfiglioli	Brother
	Alessandro Caldari	Son
	Federico Caldari	Son
Luciano Bonfiglioli	Luisa Lusardi	Mother
	Michela Pilloni	Spouse
	Sonia Bonfiglioli	Sister
	Riccardo Bonfiglioli	Son
	Lucrezia Bonfiglioli	Daughter
	Giulio Pilloni	Spouse's father
Luisa Lusardi	Luciano Bonfiglioli	Son
	Sonia Bonfiglioli	Daughter
	Anna Bonfiglioli	Spouse's sister

B. Entities forming part of the Promoter Group

The entities forming part of our Promoter Group, apart from our Corporate Promoters are as follows:

1. Bonfiglioli Canada Inc.
2. Bonfiglioli Deutschland GmbH
3. Bonfiglioli Drive Solutions Private Limited
4. Bonfiglioli Drives (Shanghai) Co. Ltd
5. Bonfiglioli Power Transmissions & Automation Technologies Jsc
6. Bonfiglioli Power Transmissions (Pty) Ltd
7. Bonfiglioli Redutores do Brasil Indústria e Comércio Ltda
8. Bonfiglioli Riduttori S.p.A.
9. Bonfiglioli Slovakia s.r.o.
10. Bonfiglioli South Africa Pty Ltd
11. Bonfiglioli South East Asia Pte. Ltd
12. Bonfiglioli Swiss SA
13. Bonfiglioli Technology Space Pvt Ltd
14. Bonfiglioli Trading (Shanghai) Co. Ltd
15. Bonfiglioli Transmission (Aust.) Pty Ltd.
16. Bonfiglioli Transmissions S.A.S
17. Bonfiglioli UK Ltd
18. Bonfiglioli USA Inc.
19. Bonfiglioli Vietnam Ltd.
20. B.R.T S.p.A.
21. Grumento Viermetungsgesellschaft Mbh & Co Objekt Hattingen KG
22. Kraken Nest Srl
23. O&K Antriebstechnik GmbH
24. Selcom Electronics (Shanghai) Co. Limited
25. Selcom Group S.p.A. Società Unipersonale
26. Tecnotrans Bonfiglioli SA
27. Bonfiglioli Korea Co., Ltd.

DIVIDEND POLICY

The declaration and payment of dividend on the Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion subject to the provisions of the Articles of Association and applicable law, including the Companies Act, read with the applicable rules issued thereunder, each as amended and the dividend distribution policy of our Company.

The dividend distribution policy of our Company was approved and adopted by our Board on February 5, 2026 ("**Dividend Policy**"). In terms of the Dividend Policy, the dividend, if any, will depend on a number of internal and external factors, which includes, *inter alia*, (i) internal factors such as net profits earned during the financial year, accumulated reserves including retained earnings, mandatory transfer of profits earned to specific reserves, past dividend trends, liquidity and return ratios, future capital expenditure of our Company, current and projected cash balance and our Company's working capital requirements, any other significate developments that require cash investments; any (ii) external factors such as any significant changes in the macro-economic environment, any political, tax and regulatory changes, any change in the business or technological environment resulting in our Company making significant investment or any changes in the competitive environment resulting in a requirement for significant investment.

Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and Shareholders. The dividend, if any, will depend on the aforementioned parameters and on factors that our Board deems relevant. For details in relation to risks involved in this regard, please see "***Risk Factors – Investors may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares and dividends paid on the Equity Shares***" on page 57.

Except as disclosed below, our Company has not declared and paid any dividends on the Equity Shares during the period from July 1, 2026 until the date of this Red Herring Prospectus, for the six months periods ended June 30, 2026 and for the Fiscals 2025, 2024 and 2023.

Particulars	From July 1, 2026 till date of this RHP	Six months ended June 30, 2026	Year ended December 31, 2025	Year ended December 31, 2024	Year ended December 31, 2023
No. of Equity Shares*	187,995,834	187,995,834	125,330,556	125,330,556	131,122,994
Face value per share *(in ₹)*	10	10	10	10	10
Interim Dividend *(in ₹ million)*	Nil	1,099.78	927.45	689.30	Nil
Final Dividend (*in ₹ million*)	Nil	Nil	Nil	Nil	655.60
Aggregate Dividend (*in ₹ million*)	Nil	1,099.78	927.45	689.30	655.60
Dividend per share *(in ₹)*	N.A.	5.85	7.40	5.50	5.00
Rate of dividend *(%)*	N.A.	58.50%	74%	55%	50%
Dividend Distribution Tax *(%)*	N.A	N.A	N.A	N.A.	N.A.
Dividend Distribution Tax *(in ₹ million)*	N.A.	N.A.	N.A.	N.A.	N.A.
Mode of payment	N.A.	ECS	ECS	ECS	ECS

* *No. of Equity Shares outstanding as at the end of the reporting period/year.*

The amounts paid as dividends in the past are not necessarily indicative of dividend amounts that will be paid, if any, in the future. Investors are cautioned not to rely on past dividends as an indication of the future performance of our Company or for an investment in the Equity Shares offered in the Offer. There is no guarantee that any dividends will be declared or paid in the future.

SECTION V: FINANCIAL INFORMATION

RESTATED FINANCIAL INFORMATION

Independent Auditors' Examination Report on the restated summary statement of assets and liabilities as at June 30, 2026 and 2025 and December 31, 2025, 2024 and 2023, restated summary statement of profit and loss (including other comprehensive income), restated summary statement of cash flows and changes in equity for each of the six month periods ended June 30, 2026 and 2025 and years ended December 31, 2025, 2024 and 2023, summary statement of material accounting policies and other explanatory information of Bonfiglioli Transmissions Limited (collectively, the "Restated Summary Statements").

To
The Board of Directors
Bonfiglioli Transmissions Limited
Plot No. AC 7-AC11, SIDCO Industrial Estate, Thirumudivakkam,
Kancheepuram – 600132, Tamil Nadu, India

Dear Sirs:

1. We have examined the attached Restated Summary Statements of **Bonfiglioli Transmissions Limited (formerly known as Bonfiglioli Transmissions Private Limited)** (the "Company") annexed to this report and prepared by the Company for the purpose of inclusion in the Red Herring Prospectus ("RHP") and Prospectus (collectively referred to as "Offer documents") in connection with its proposed Initial Public Offer ("IPO"). The Restated Summary Statements, which have been approved by the Board of Directors of the Company at their meeting held on September 29, 2026, have been prepared in accordance with the requirements of:

   a) Section 26 of Part I of Chapter III of the Companies Act 2013 (the "Act");
   b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
   c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) (as amended) issued by the Institute of Chartered Accountants of India ("ICAI"), (the "Guidance Note").

Management's Responsibility for the Restated Summary Statements

2. The preparation of the Restated Summary Statements, which are to be included in the RHP and the Prospectus is the responsibility of the Management of the Company. The Restated Summary Statements have been prepared by the Management of the Company on the basis of preparation, as stated in **note 2.1** to the Restated Summary Statements. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Summary Statements. The Management is also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.

Auditors' Responsibilities

3. We have examined such Restated Summary Statements taking into consideration:

   a) the terms of reference and terms of our engagement agreed with you vide our engagement letter dated October 31, 2025, requesting us to carry out the assignment, in connection with the proposed IPO of the Company;
   b) the Guidance Note. The Guidance Note also requires that we comply with ethical requirements of the Code of Ethics Issued by ICAI.
   c) concepts of test checks and materiality to obtain reasonable assurance based on the verification of evidence supporting the Restated Summary Statements; and
   d) The requirements of Section 26 of the Act and the ICDR Regulations.

   Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act and the ICDR Regulations in connection with the IPO.

Restated Summary Statements

4. These Restated Summary Statements have been compiled by the management of the Company from:

   a) the audited interim financial statements of the Company, as at and for the six month periods ended June 30, 2026 and June 30, 2025, which was prepared in accordance with the accounting principles generally accepted in India including the Indian Accounting Standard (Ind AS) 34 specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and which were approved by the Board of Directors on September 29, 2026 and September 29, 2026. To the audited interim financial statements of the Company as at and for the six months period ended June 30, 2025, adjustments have been made in the Restated Summary Statements to give effect of the common control business combination as detailed in note 46 of Annexure VI to the Restated Summary Statements.

   b) Audited financial statements of the Company as at and for the financial years ended December 31, 2025, December 31, 2024 and December 31, 2023 which were prepared in accordance with the Indian Accounting Standard (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on March 31, 2026, April 16, 2025 and April 02, 2024, respectively. To the audited financial statements of the Company as at and for the years ended December 31, 2024 and December 31, 2023, adjustments have been made in the Restated Summary Statements to give effect of the common control business combination as detailed in note 46 of Annexure VI to the Restated Summary Statements.

Auditors Report

5. For the purpose of our examination, we have relied on:

   a. Auditors' report issued by us dated September 29, 2026 and September 29, 2026 on the audited interim financial statements of the Company as at and for the six-month periods ended June 30, 2026 and June 30, 2025, as referred in Paragraph 4(a) above.

   b. Auditors' reports issued by us, dated March 31, 2026, April 16, 2025 and April 02, 2024, respectively on the financial statements of the Company as at and for the financial years ended December 31, 2025, December 31, 2024 and December 31, 2023, respectively, as referred in Paragraph 4 (b) above.

6. The audit reports on the financial statements as at and for the financial years ended December 31, 2025, December 31, 2024 and December 31, 2023 issued by us, as referred in paragraph 5 above, contain the following which do not require any adjustment in the Restated Summary Statements

   a. The report on Other Legal and Regulatory Requirements included in the auditor's report on the financial statements of the Company as at and for the financial years ended December 31, 2025, December 31, 2024 and December 31, 2023 included modifications relating to the maintenance of books of account and other matters connected therewith (included in Annexure VII to the Restated Summary Statements), which did not require any corrections in the attached Restated Summary Statements.

   b. The auditor's report on the financial statements of the Company included qualifications in the report on the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of sub section (11) of Section 143 of the Act ("CARO 2020") as at and for the financial years ended December 31, 2025, December 31, 2024 and December 31, 2023 (included in Annexure VII to the Restated Summary Statements), which did not require any corrections in the attached Restated Summary Statements.

7. Based on our examination and according to the information and explanations given to us as at and for the six-month periods ended June 30, 2026 and June 30, 2025 and as at and for the financial year ended December 31, 2025, December 31, 2024 and December 31, 2023, we report that Restated Summary Statements of the Company:

i. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended December 31, 2025, December 31, 2024, December 31, 2023 and in the six month period ended June 30, 2025, to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the six-month period ended June 30, 2026;

ii. there are no qualifications in the auditors' reports on the audited financial statements of the Company as at and for the financial years ended December 31, 2025, December 31, 2024 and December 31, 2023, and on the audited interim financial statements as at and for the six month periods ended June 30, 2026 and June 30, 2025, which require any adjustments to the Restated Summary Statements. However, there are modifications in our report on Other Legal and Regulatory Requirements relating to the maintenance of books of account and other matters connected therewith and items relating to qualifications in CARO 2020, as disclosed in Annexure VII to the Restated Summary Statements, which do not require any adjustment to the Restated Summary Statements;

iii. have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note; and

iv. have been prepared after taking into consideration adjustments as disclosed in note 2.1(a) of Annexure V and note 46 to Annexure VI to the Restated Summary Statements.

8. We have not audited any financial statements of the Company as of any date or for any period subsequent to June 30, 2026. Accordingly, we express no opinion on the financial position, results of operations, cash flows and statement of changes in equity of the Company as of any date or for any period subsequent to June 30, 2026.

9. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

10. The Restated Summary Statements do not reflect the effects of events that occurred subsequent to the audited financial statements mentioned in paragraph 4(a) above.

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

12. Our report is intended solely for use of the Board of Directors for inclusion in the Offer Documents to be filed with the Registrar of Companies, Tamil Nadu at Chennai and thereafter with the Securities and Exchange Board of India, National Stock Exchange of India Limited and BSE Limited, in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose. 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.

For **S.R. Batliboi & Associates LLP**

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per Chirag Shah
Partner
Membership Number: 121648
UDIN: 26121648TZESCY7433
Place of Signature: Chennai
Date: September 29, 2026

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure 1 - Restated Summary Statement of Assets And Liabilities
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

	Note	As at June 30, 2026	As at Jun 30, 2025*	As at December 31, 2025	As at December 31, 2024*	As at December 31, 2023*
Assets						
Non-current assets						
Property, plant and equipment	3	2,698.92	2,590.10	2,691.52	2,639.82	2,561.45
Capital work-in-progress	3	135.69	117.92	123.46	137.32	202.57
Intangible assets	3	2.97	4.16	3.38	3.04	23.18
Intangible assets under development	3	-	9.56	-	9.46	-
Right-of-use asset	3	285.38	329.08	306.97	343.07	381.04
Financial assets						
i. Investments	4	1.13	1.13	1.13	1.13	1.13
ii. Loans	5A	69.30	92.40	69.30	92.40	-
iii. Other financial assets	6A	67.95	57.56	38.30	55.56	54.59
Deferred tax assets (Net)	8	161.24	241.77	174.08	161.80	175.08
Non-Current tax assets (Net)	19A	4.92	4.92	4.92	4.92	26.93
Other non-current assets	7A	131.72	60.81	78.31	74.39	71.89
Total non-current assets		**3,559.22**	**3,509.41**	**3,491.37**	**3,522.91**	**3,497.86**
Current assets						
Inventories	9	3,776.06	3,401.95	3,192.13	3,214.17	3,322.79
Financial assets						
i. Trade receivables	10	5,325.06	4,409.52	5,177.39	4,061.92	4,101.43
ii. Cash and cash equivalents	11	1,401.70	250.81	1,531.81	1,446.67	905.32
iii. Bank balances other than (ii) above	12	-	1,638.33	100.15	0.94	1,700.12
iv. Loans	5B	60.91	59.41	49.95	126.11	-
v. Other financial assets	6B	96.99	242.05	138.13	147.87	65.59
Current tax assets (net)	19B	-	-	-	82.30	92.53
Other current assets	7B	738.30	367.93	713.65	387.87	461.51
Total current assets		**11,399.02**	**10,370.00**	**10,903.21**	**9,467.85**	**10,649.29**
Total assets		**14,958.24**	**13,879.41**	**14,394.58**	**12,990.76**	**14,147.15**
Equity and liabilities						
Equity						
Equity share capital	13	1,879.96	1,253.31	1,253.31	1,253.31	1,311.23
Other equity	14	8,462.72	7,501.16	8,676.62	7,356.20	6,702.40
Total equity		**10,342.68**	**8,754.47**	**9,929.93**	**8,609.51**	**8,013.63**
Non-current liabilities						
Financial liabilities						
i. Lease liabilities	18A	3.20	7.32	3.88	28.09	60.10
ii. Other financial liabilities	16A	18.03	0.93	22.11	1.82	20.31
Provisions	17A	122.36	107.51	121.30	106.35	107.59
Total non-current liabilities		**143.59**	**115.76**	**147.29**	**136.26**	**188.00**
Current liabilities						
Contract liabilities	22	83.45	52.98	56.43	50.40	31.33
Financial liabilities						
i. Borrowings	15	-	-	-	-	1,107.86
ia. Lease liabilities	18B	4.69	40.05	24.24	37.48	36.56
ii. Trade payables	20					
Total outstanding dues of micro and small enterprises		594.62	484.11	516.43	382.72	595.84
Total outstanding dues of creditors other than micro and small enterprises		3,117.44	2,773.30	2,785.69	2,702.79	3,224.42
iii. Other financial liabilities	16B	106.41	1,122.44	438.70	662.18	499.15
Current tax liability (net)	19B	155.32	170.35	30.59	-	-
Other current liabilities	21	271.98	183.38	209.16	201.90	135.81
Provisions	17B	138.06	182.57	256.12	207.52	314.55
Total current liabilities		**4,471.97**	**5,009.18**	**4,317.36**	**4,244.99**	**5,945.52**
Total liabilities		**4,615.56**	**5,124.94**	**4,464.65**	**4,381.25**	**6,133.52**
Total equity and liabilities		**14,958.24**	**13,879.41**	**14,394.58**	**12,990.76**	**14,147.15**

The above balance sheet should be read in conjunction with the accompanying Annexure V - Summary of material accounting policies and explanatory notes forming part of Restated Summary Statement of Assets & Liabilities, Annexure VI - Notes to Restated Summary Statements and Annexure VII - Statement of adjustments to Restated Summary Statements.

* Restated on account of business combination under common control (Refer Note 46)

As per our report of even date.

for S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

for and on behalf of the Board of
Bonfiglioli Transmissions Limited
(Formerly Known as Bonfiglioli Transmissions Private Limited)
CIN: U29309TN1998PLC040717

per Chirag Shah	**G A Balaji**	**Kennady V Kaippally**	**Sunil Kumar**
Partner	Whole Time Director and Chief Financial Officer	Managing Director	Company Secretary
Membership Number: 121648	DIN: 06630726	DIN: 08110794	M No: A58368
Place: Chennai	Place: Chennai	Place: Chennai	Place: Chennai
Date: 29.09.2026	Date: 29.09.2026	Date: 29.09.2026	Date: 29.09.2026

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure II - Restated Summary Statement of Profit and Loss (including other comprehensive income/(loss))
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

	Note	Six months period ended June 30, 2026	Six months period ended Jun 30, 2025*	Year ended December 31, 2025	Year ended December 31, 2024*	Year ended December 31, 2023*
Continuing Operations						
Income						
Revenue from operations	23	11,318.69	9,603.55	20,135.26	18,541.83	16,873.30
Other income	24	72.99	61.42	100.63	69.72	144.71
Total Income		**11,391.68**	**9,664.97**	**20,235.89**	**18,611.55**	**17,018.01**
Expenses						
Cost of raw materials & components consumed	25	7,541.76	5,977.36	11,967.18	11,854.27	11,104.93
Changes in inventories of finished goods and work-in-progress	26	(633.04)	34.41	542.53	(64.11)	(268.86)
Employee benefits expense	27	589.61	492.28	1,062.70	982.19	896.70
Finance costs	29	40.72	36.56	77.77	104.18	130.92
Depreciation and amortisation expense	28	271.87	234.02	478.23	466.29	370.99
Other expenses	30	1,581.62	1,335.22	2,855.15	2,818.74	2,701.62
Total expenses		**9,392.54**	**8,109.85**	**16,983.56**	**16,161.56**	**14,936.30**
Restated Profit before tax from continuing operations		**1,999.14**	**1,555.12**	**3,252.33**	**2,449.99**	**2,081.71**
Tax expense:						
Current tax	31	509.31	452.12	818.82	577.06	560.85
Tax pertaining to earlier years	31	0.17	28.26	61.21	(58.58)	73.52
Deferred tax expense/ (income)	31	3.85	(74.95)	(6.44)	15.53	(19.31)
Total tax expense		**513.33**	**405.43**	**873.59**	**534.01**	**615.06**
Restated Profit after tax for the period/year from continuing operations		**1,485.81**	**1,149.69**	**2,378.74**	**1,915.98**	**1,466.65**
Discontinued Operations						
Profit from Discontinued Operations before tax	32	-	-	-	22.06	24.41
Gain on disposal of discontinued Operations	32	-	-	-	23.74	-
Tax Expenses of Discontinued Operations	32	-	-	-	(10.14)	(6.14)
Restated Profit after tax for the period/year from discontinued operat		**-**	**-**	**-**	**35.66**	**18.27**
Restated Profit after tax for the period/year		**1,485.81**	**1,149.69**	**2,378.74**	**1,951.64**	**1,484.92**
Other comprehensive income:						
Items that will not be reclassified to profit or loss in subsequent periods						
Remeasurements gain/ (loss) of post-employment benefit obligations		35.71	(19.94)	(23.19)	(8.95)	(53.51)
Income tax relating to the above item		(8.99)	5.02	5.84	2.25	13.47
Other comprehensive income/(loss) for the period/year, net of tax		**26.72**	**(14.92)**	**(17.35)**	**(6.70)**	**(40.04)**
Restated total comprehensive income for the period/year, net of tax		**1,512.53**	**1,134.77**	**2,361.39**	**1,944.94**	**1,444.88**
Restated Earnings per equity share: [Nominal value per share: Rs. 10; June 30, 2026,June 30,2025, December 31, 2025, December 31, 2024, December 31, 2023: Rs.10]*						
Restated Earnings per Equity Share: (Basic and Diluted) - Continuing Operations	34	7.90	6.12	12.65	10.08	7.57
Restated Earnings per Equity Share: (Basic and Diluted) - Discontinued Operations	34	-	-	-	0.19	0.09
Restated Earnings per Equity Share: (Basic and Diluted) - Continuing & Discontinued Operations	34	7.90	6.12	12.65	10.27	7.66

* Not annualised for the six months periods ended June 30, 2026 and June 30, 2025

The above statement of profit and loss should be read in conjunction with the accompanying Annexure V - Summary of material accounting policies and explanatory notes forming part of Restated Summary Statement of Assets & Liabilities, Annexure VI - Notes to Restated Summary Statements and Annexure VII - Statement of adjustments to Restated Summary Statements.

* Restated on account of business combination under common control (Refer Note 46)

As per our report of even date.

for S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

for and on behalf of the Board of
Bonfiglioli Transmissions Limited
(Formerly Known as Bonfiglioli Transmissions Private Limited)
CIN: U29309TN1998PLC040717

per Chirag Shah	**G A Balaji**	**Kennady V Kaippally**	**Sunil Kumar**
Partner	Whole Time Director and Chief Financial Officer	Managing Director	Company Secretary
Membership Number: 121648	DIN: 06630726	DIN: 08110794	M No: A58368
Place: Chennai	Place: Chennai	Place: Chennai	Place: Chennai
Date: 29.09.2026	Date: 29.09.2026	Date: 29.09.2026	Date: 29.09.2026

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure III - Restated Summary Statement of Cash Flows
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

	Six months period ended June 30, 2026	Six months period ended June 30, 2025*	Year ended December 31, 2025	Year ended December 31, 2024*	Year ended December 31, 2023*
A. Cash flows from operating activities					
Restated Profit before tax from Continuing and Discontinued Operations	1,999.14	1,555.12	3,252.33	2,495.79	2,106.12
Adjustments for					
Profit from discontinued operations	-	-	-	(22.06)	(24.41)
Gain on disposal of discontinuing Operations	-	-	-	(23.74)	-
Depreciation and amortisation expense	250.28	214.67	436.79	407.59	320.89
Depreciation of Right-of-use asset	21.59	19.35	41.44	42.67	50.10
Allowance for doubtful debts no longer required written back	-	(9.12)	(6.70)	-	(3.95)
Interest income	(59.14)	(44.00)	(81.02)	(65.01)	(140.12)
Allowance for doubtful debts	3.36	-	-	23.24	-
Gain on sale of property, plant and equipment	(0.21)	(1.32)	(1.12)	(0.97)	(0.64)
Finance cost excluding interest on lease liabilities	39.92	34.41	74.04	97.21	125.59
Interest expense on Lease liabilities	0.80	2.15	3.73	6.97	5.33
Provision for product warranty	14.48	4.56	60.85	82.25	100.62
Net foreign exchange differences (unrealised)	(0.21)	(12.09)	(12.06)	(17.88)	23.61
Gain on termination of lease	-	(6.29)	(6.29)	-	-
Loss on disposal of property, plant and equipment	0.38	1.75	2.78	0.57	3.93
Operating Profit before working capital changes	**2,270.39**	**1,759.19**	**3,764.77**	**3,026.63**	**2,567.07**
Working capital adjustments:					
(Increase)/ Decrease in trade receivables	(169.08)	(307.58)	(1,083.44)	(31.41)	(308.56)
(Increase)/Decrease in inventories	(583.93)	(187.78)	22.04	308.58	(694.37)
(Increase)/Decrease in other financial assets	12.01	(85.23)	34.54	(249.16)	4.60
Increase/ (Decrease) in trade payables	428.21	152.64	203.26	(677.10)	935.74
(Increase)/ Decrease in other assets	(24.65)	19.94	(325.78)	67.31	(135.73)
Decrease in provisions	(95.76)	(54.85)	(22.44)	(124.42)	(32.71)
Increase/ (Decrease) in other financial liabilities	(243.31)	(234.60)	(5.14)	34.87	178.52
Increase in other Contract liabilities	27.02	2.58	6.03	-	-
Increase/ (Decrease) in other current liabilities	62.81	(157.62)	42.05	51.51	42.72
Cash generated from operations	**1,683.71**	**906.69**	**2,635.89**	**2,406.81**	**2,557.28**
Cash flow from operating activities - discontinued operations	-	-	-	44.59	41.90
Tax paid (Continuing & Discontinued Operations) - Net of refunds	(384.75)	(220.16)	(759.08)	(567.90)	(616.90)
Net cash inflow/ (outflow) from operating activities#	**1,298.96**	**686.53**	**1,876.81**	**1,883.50**	**1,982.28**
B. Cash flows from investing activities					
Purchase of property, plant and equipment and intangible assets	(409.22)	(247.99)	(539.77)	(430.77)	(1,201.21)
Proceeds from disposal of property, plant and equipment	0.83	19.99	20.95	8.40	(0.12)
Deposits made during the period/ year	(4.44)	(1,638.33)	(1,200.15)	(500.80)	(4,740.10)
Proceeds from the deposits matured during the period/year	100.00	0.12	1,100.94	2,200.00	4,870.40
Loans advanced to related party	(240.75)	(203.93)	(441.99)	(218.50)	-
Loans repaid by related party	229.79	270.64	541.25	-	-
Proceeds from sale of discontinued operations	-		-	-	-
Adjustments in net assets of Bonfiglioli Drives Solutions Private Limited	-	(62.36)	(78.50)	(118.30)	(29.48)
Interest income received	63.21	33.87	73.48	117.00	133.40
Cash Flow From Investing Activities - Continuing Operations	**(260.58)**	**(1,827.99)**	**(523.79)**	**1,057.03**	**(967.11)**
Cash Flow From Investing Activities - Discontinued Operations	**-**	**-**	**-**	**36.92**	**(32.12)**
Net Cash Flow From/ (Used) in Investing Activities	**(260.58)**	**(1,827.99)**	**(523.79)**	**1,093.95**	**(999.23)**
C. Cash flows from financing activities					
Interest paid	(47.68)	(34.41)	(74.04)	(99.07)	(125.59)
Payment of Principal portion of lease liabilities	(20.23)	(17.84)	(37.06)	(38.55)	(48.32)
Payment of Interest of lease liabilities	(0.80)	(2.15)	(3.73)	(6.90)	(5.33)
Borrowings					
Proceeds	-	-	-	500.00	2,990.00
Repayments	-	-	-	(1,607.86)	(3,319.60)
Payment of Dividend	(1,099.78)	-	(1,153.05)	(463.72)	(655.60)
Buyback of shares	-	-	-	(720.00)	-
Net cash from/(used) in financing activities	**(1,168.49)**	**(54.40)**	**(1,267.88)**	**(2,436.10)**	**(1,164.44)**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**(130.11)**	**(1,195.86)**	**85.14**	**541.35**	**(181.39)**
Cash and cash equivalents at the beginning of the period/ year	1,531.81	1,446.67	1,446.67	905.32	1,086.71
Cash and cash equivalents as at the end of the period/year (Refer note 11)	**1,401.70**	**250.81**	**1,531.81**	**1,446.67**	**905.32**

The above statement should be read with Annexure V - Summary of material accounting policies and explanatory notes forming part of Restated Summary Statements, Annexure VI - Notes to Restated Summary Statements and Annexure VII - Statement of adjustments to Restated Summary Statements.

Note: Restated Summary Statement of Cash Flows has been prepared under indirect method set out in Ind AS 7 prescribed.

Refer Note 11 in Annexure VI for changes in liabilities arising from financing activities.

#Includes amount spent in cash towards Corporate Social Responsibility Rs. 36.68(June 30,2025 Rs 31.17, December 31,2025 Rs 67.03,December 31,2024 - Rs. 53.82,December 31,2023 - Rs. 37.06)

* Restated on account of business combination under common control (Refer Note 46)
As per our report of even date.

for S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

for and on behalf of the Board of
Bonfiglioli Transmissions Limited
(Formerly Known as Bonfiglioli Transmissions Private Limited)
CIN: U29309TN1998PLC040717

per Chirag Shah	**G A Balaji**	**Kennady V Kaippally**	**Sunil Kumar**
Partner	Whole Time Director and Chief Financial Officer	Managing Director	Company Secretary
Membership Number: 121648	DIN: 06630726	DIN: 08110794	M No: A58368
Place: Chennai	Place: Chennai	Place: Chennai	Place: Chennai
Date: 29.09.2026	Date: 29.09.2026	Date: 29.09.2026	Date: 29.09.2026

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure IV - Restated Summary Statement of Changes in Equity
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

A. Equity share capital

Particulars	As at June 30, 2026		As at June 30, 2025*		As at December 31, 2025		As at December 31, 2024*		As at December 31, 2023*	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Equity shares of face value of Rs. 10 each Issued, Subscribed, Fully Paid										
Balance as at the beginning of the year	125,330,556	1,253.31	125,330,556	1,253.31	125,330,556	1,253.31	131,122,994	1,311.23	131,122,994	1,311.23
Issue of Bonus Shares (Refer to Note 13.2)	62,665,278	626.65	-	-	-	-	-	-	-	-
Shares Bought Back (Refer to Note 13.3)	-	-	-	-	-	-	(5,792,438)	(57.92)	-	-
Balance as at the end of the period/year	**187,995,834**	**1,879.96**	**125,330,556**	**1,253.31**	**125,330,556**	**1,253.31**	**125,330,556**	**1,253.31**	**131,122,994**	**1,311.23**

B. Other equity

Particulars	Note	Reserves and surplus			Total
		Securities premium	Retained earnings	Capital Redemption Reserve	
For the period ended June 30, 2026	14				
Balance as at January 01, 2026		**-**	**8,618.70**	**57.92**	**8,676.62**
Restated Profit for the period - Continuing Operations		-	1,485.81	-	1,485.81
Restated Profit for the period - Discontinued Operations		-	-	-	-
Other restated comprehensive income (net of tax)		-	26.72	-	26.72
Total Restated comprehensive income for the period		**-**	**1,512.53**	**-**	**1,512.53**
Dividend paid/ payable to the share holders		-	(1,099.78)	-	(1,099.78)
Less: Issue of Bonus Shares (Refer to Note 13.2)			(568.73)	(57.92)	(626.65)
Balance as at June 30, 2026		**-**	**8,462.72**	**-**	**8,462.72**
For the year ended December 31, 2025	14				
Balance as at January 01, 2025		**-**	**7,298.28**	**57.92**	**7,356.20**
Restated Profit for the year - Continuing Operations		-	2,378.74	-	2,378.74
Restated Profit for the year - Discontinued Operations		-	-	-	-
Other restated comprehensive income (net of tax)		-	(17.35)	-	(17.35)
Adjustment on account of business combination (refer note 46)		-	(113.52)	-	(113.52)
Total Restated comprehensive income for the year		**-**	**2,247.87**	**-**	**2,247.87**
Dividend paid/ payable to the share holders		-	(927.45)	-	(927.45)
Balance as at December 31, 2025		**-**	**8,618.70**	**57.92**	**8,676.62**
For the period ended June 30, 2025	14				
Balance as at January 01, 2025		**-**	**7,298.28**	**57.92**	**7,356.20**
Restated Profit for the year - Continuing Operations		-	1,149.69	-	1,149.69
Restated Profit for the year - Discontinued Operations		-	-	-	-
Other restated comprehensive income (net of tax)		-	(14.92)	-	(14.92)
Adjustment on account of business combination (refer note 46)		-	(62.36)		(62.36)
Total Restated comprehensive income for the year		**-**	**1,072.41**	**-**	**1,072.41**
Dividend paid/ payable to the share holders		-	(927.45)	-	(927.45)
Balance as at June 30, 2025*		**-**	**7,443.24**	**57.92**	**7,501.16**
For the year ended December 31, 2024	14				
Balance as at January 01, 2024		**309.32**	**6,393.08**	**-**	**6,702.40**
Restated Profit for the year - Continuing Operations		-	1,915.98	-	1,915.98
Restated Profit for the year - Discontinued Operations		-	35.66	-	35.66
Other restated comprehensive income (net of tax)		-	(6.70)	-	(6.70)
Adjustment on account of business combination (refer note 46)		-	113.56	-	113.56
Total Restated comprehensive income for the year		**-**	**2,058.50**	**-**	**2,058.50**
Dividend paid/ payable to the share holders		-	(689.30)	-	(689.30)
Utilized against Buyback of Shares		-	(352.75)	-	(352.75)
Transferred to Capital Redemption reserve			(57.92)	57.92	-
Utilized against Buyback of Shares - Tax		-	(53.33)	-	(53.33)
Utilized against Buyback of Shares - Securities premium		(309.32)	-	-	(309.32)
Balance as at December 31, 2024*		**-**	**7,298.28**	**57.92**	**7,356.20**
For the year ended December 31, 2023	14				
Balance as at January 01, 2023		**309.32**	**5,633.28**	**-**	**5,942.60**
Restated Profit for the year - Continuing Operations		-	1,466.65	-	1,466.65
Restated Profit for the year - Discontinued Operations		-	18.27	-	18.27
Other restated comprehensive income (net of tax)		-	(40.04)	-	(40.04)
Adjustment on account of business combination (refer note 46)		-	(29.48)		(29.48)
Total Restated comprehensive income for the year		**-**	**1,415.40**	**-**	**1,415.40**
Dividend paid/ payable to the share holders		-	(655.60)	-	(655.60)
Balance as at December 31, 2023*		**309.32**	**6,393.08**	**-**	**6,702.40**

The above statement should be read with Annexure V - Summary of material accounting policies and explanatory notes forming part of Restated Summary of Statement of Assets and Liabilities, Annexure VI - Notes to Restated Summary Statements and Annexure VII - Statement of adjustments to Restated Summary Statements.

* Restated on account of business combination under common control (Refer Note 46)

As per our report of even date.

for S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

for and on behalf of the Board of
Bonfiglioli Transmissions Limited
(Formerly Known as Bonfiglioli Transmissions Private Limited)
CIN: U29309TN1998PLC040717

per Chirag Shah
Partner

Membership Number: 121648
Place: Chennai
Date: 29.09.2026

G A Balaji
Whole Time Director and Chief Financial Officer
DIN: 06630726
Place: Chennai
Date: 29.09.2026

Kennady V Kaippally
Managing Director
DIN: 08110794
Place: Chennai
Date: 29.09.2026

Sunil Kumar
Company Secretary
M No: A58368
Place: Chennai
Date: 29.09.2026

Annexure V - Summary of material accounting policies and explanatory notes forming part of Restated Summary of Statement of Assets and Liabilities

1 Brief description of the Company

Bonfiglioli Transmissions Limited (the 'Company/BTL' formerly known as Bonfiglioli Transmissions Private Limited) CIN: U29309TN1998PLC040717, a public limited company incorporated and domiciled in India, is a wholly owned subsidiary of Bonfiglioli S.p.A., Italy. The Company is engaged in the business of manufacture and sale of and trading in gear boxes and gear motors.

The Company is incorporated under the provisions of the Companies Act applicable in India. The registered office of the Company is located at Plot No. AC7-AC11, SIDCO Industrial Estate, Thirumudivakkam, Kancheepuram - 600132, Tamil Nadu, India.

The Company has converted from Private Limited Company to Public Limited Company, through a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on September 01st, 2025. Consequently, the name of the Company has been changed to Bonfiglioli Transmissions Limited pursuant to a fresh certificate of incorporation issued by the Registrar of Companies dated September 16th, 2025.

The Company's Restated summary statements were approved for issue in accordance with a resolution of the directors on September 29, 2026.

2 Material accounting policies

2.1 Statement of Compliance and Basis of Preparation

(a) Preparation and compliance with Ind AS

The Restated Summary Statements of the Company comprise of Restated Summary Statement of Assets and Liabilities as at June 30,2026, June 30,2025, December 31, 2025, December 31, 2024 and December 31, 2023, the Restated Summary Statement of Profit and Loss (including Other Comprehensive Income/Loss), Restated Summary Statement of Changes in Equity and the Restated Summary Statement of Cash Flows for the six months period ended June 30,2026, June 30,2025 and for the years ended December 31, 2025, December 31, 2024 and December 31, 2023 and the summary of material accounting policies and explanatory notes (Collectively, the 'Restated Summary Statements');

These Restated Summary Statements have been prepared by the management for the purpose of inclusion in the Red Herring Prospectus ('RHP') and Prospectus to be filed by the Company with the Securities and Exchange Board of India ("SEBI") in connection with the proposed initial public offering of equity shares of face value of Rs. 10 each of the Company (the "Offer"), in terms of the requirements of:
(a)Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
(b)The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, issued by the Securities and Exchange Board of India ('SEBI') as amended, from time to time in pursuance of the Securities and Exchange Board of India Act, 1992; and
(c)The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI) as amended (the "Guidance Note")

The Restated Summary Statements has been compiled from:
• Audited Interim Financial Statements of the Company as at and for the six months period ended June 30, 2026 and June 30,2025 prepared in accordance with Indian Accounting Standard 34 "Interim Financial Reporting" (referred to as "Ind AS 34") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time), Companies (Indian Accounting Standards) Amendment Rules, 2016 as amended, and accounting principles generally accepted in India, along with the presentation requirements of Division II of Schedule III to the Companies Act, 2013 (Ind As compliant Schedule III) as applicable which have been approved by the Board of Directors at their meeting held on September 29, 2026 and September 29,2026. As detailed in note 46 of Annexure VI to the Restated Summary Statements, the audited interim financial statements as at and for the six months period ended June 30, 2025 have been adjusted in the Restated Summary Statements to give effect of the common control business combination.
• Audited financial statements of the Company as at and for the year ended December 31, 2025, December 31, 2024 and December 31, 2023 prepared in accordance with Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and other accounting principles generally accepted in India, along with the presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind-AS compliant Schedule III), as applicable which was approved by the Board of Directors at their meeting held on March 31,2026, April 16, 2025, April 02, 2024 respectively. As detailed in note 46 of Annexure VI to the Restated Summary Statements, the audited financial statements as at and for the years ended December 31, 2024 and December 31, 2023 have been adjusted in the Restated Summary Statements to give effect of the common control business combination.

(b) Historical cost convention

The Restated Summary Statements have been prepared on the historical cost and accrual basis except for certain financial instruments that are measured at fair values at the end of each reporting period (refer accounting policy regarding financial instruments). All amounts disclosed in the Restated Summary Statements and notes have been rounded off to the nearest Million Indian Rupees with two decimal places, unless otherwise stated.

(c) Current/Non-current classification

The Company segregates assets and liabilities into current and non-current categories for presentation in the balance sheet after considering its normal operating cycle and other criteria set out in Ind AS 1, "Presentation of Financial Statements". For this purpose, current assets and liabilities include the current portion of non-current assets and liabilities respectively. Deferred tax assets and liabilities are always classified as non-current.
The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified period up to twelve months as its operating cycle.

2.2 Use of Estimates

The preparation of the restated summary statements in conformity with generally accepted accounting principles in India requires the management to make estimates and assumptions that affect the reported amount of assets and liabilities as of the Balance Sheet date and reported amount of income and expenses for the year and disclosure of contingent liabilities as of the Balance Sheet date. The estimates and assumptions used in these restated summary statements are based on management's evaluation of the relevant facts and circumstances as of the date of the restated summary statements. Actual results could differ from these estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the restated summary statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the restated summary statements.

2.3 Significant estimates and judgments

The areas involving significant estimates and judgments are:

(i) Defined benefit obligation: -

The cost of the defined benefit gratuity plan and other post-employment medical benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.
Further details about gratuity obligations are given in Note 37.

(ii) Useful life and Residual Value of PPE - Refer note 2.4 (c)

(iii) Warranty provision (Refer note 17A and note 17B)

The Company typically provides warranties for general repairs of defects that existed at the time of sale, as required by law. These assurance-type warranties are accounted for under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets. Company also incurs for Warranty expenses that are beyond the warranty period as a goodwill gesture to the customers on case to case basis

(iv) Expected credit loss:

The company uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letters of credit).The provision matrix is initially based on the company's historical observed default rates as follows:

Balances not due are provided at 0.04% and those amounts overdue by 1-90 days are provided at 0.29%. Amounts overdue by 91–180 days are provided at 8.47%, 181–270 days at 32.71%, 271–360 days at 88.32%, and more than 360 days at 100%.

The company will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.
The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The company's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the company's trade receivables and contract assets is disclosed in Note 40.

2.4 Property, plant and equipment and intangible assets

(a) Property, plant and equipment

Freehold land is carried at historical cost. All other property, plant and equipment are stated at historical cost less accumulated depreciation and impairment losses, if any. Historical cost represent expenditure that is directly attributable to the acquisition of assets including related taxes, duties, freight, insurance and cost of installation and is net of Cenvat and VAT/GST credits.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Capital work in progress is stated at cost, net of accumulated impairment loss, if any.

Gains or losses arising on derecognition of property, plant and equipment is recognized in the Statement of Profit and Loss.

(b) Intangible assets

Intangible assets are stated at acquisition cost less accumulated amortization and impairment losses, if any. Computer software are capitalized when it is expected to provide future enduring economic benefits. Capitalisation cost include license fees.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

Gains or losses arising from derecognition of intangible asset is recognized in the Statement of Profit and Loss.

(c) Depreciation and Amortization

Depreciation on property, plant and equipment is provided on a pro-rata basis on the straight-line method over the estimated useful lives of the assets, assessed based on technical evaluation which are lower than those specified by Schedule II to the Act, in order to reflect the actual usage of the assets. Technical evaluation takes into account the estimated usage, past history of replacement, service support, availability of spares, anticipated technological changes, etc.

The useful life, residual value and the depreciation method are reviewed at least at each financial year end. If the expectations differ from previous estimates, the changes are accounted for prospectively as a change in accounting estimate.

The estimated useful lives of property, plant and equipment are as follows :

Assets	Useful life followed by the Company (in years)	Useful life prescribed under Schedule II of the Act (in years)
Buildings	30.00	30.00
Office equipment's (including computers)	4.00	5.00
Furniture and fixtures	8.33	10.00
Motor vehicles	5.00	8.00
Plant and machinery		
Tools and patterns	4.00	7.50
Testing instruments	6.45	7.50
Others	10.00	15.00

Cost of computer software is amortized on a straight-line basis over a period of 3 years based on their estimated useful of the asset.

Leasehold improvements are depreciated over the leasehold period or useful life estimated by the management, whichever is lesser.

2.5 Impairment of Non-financial Assets

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit (CGU). Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or CGU's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased.

2.6 Foreign Currency Translation

(i) Functional and presentation currency

Items included in the restated summary statements are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). i.e. in Indian rupee (Rs.) and all values are rounded off to nearest millions and decimals thereof except where otherwise indicated.

(ii) Transactions and balances

Initial Recognition

All foreign currency transactions are recorded in functional currency using the exchange rate prevailing on the date of transaction.

Subsequent Recognition

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate prevailing at the date of the transaction.

All monetary assets and liabilities denominated in foreign currency are restated at the closing exchange rates. Exchange differences arising out of actual payment/realisation and from the year end restatement are recognized in the Statement of Profit and Loss.

Forward contracts

Foreign exchange forward contracts outstanding at the year-end on account of firm commitment / highly probable forecast transactions are marked to market and the gains/losses, if any, are recognized in the Statement of Profit and Loss.

Hedging activities and derivatives

The Company is exposed to certain risks relating to its ongoing business operations. The primary risks managed using derivative instruments are foreign currency risk, commodity price risk, and interest rate risk. The Company's risk management strategy and how it is applied to manage risk are explained in Note 40

2.7 Inventories

Inventories are stated at lower of cost and net realizable value.

The cost of raw materials is determined using moving average price.
The cost of finished goods and work-in-progress comprises of raw materials, direct labour, other direct costs and related production overheads.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. Inventories are written-down for obsolete/slow-moving/non-moving items, wherever necessary.

2.8 Financial instruments

Financial assets

(i) Classification

The Company classifies its financial assets in the following measurement categories:

a. those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
b. Those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flow.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those asset changes.

(ii) Measurements

Initial Recognition:

With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient are measured at the transaction price determined under Ind AS 115. Refer to the accounting policies in section 2.11 Revenue from contracts with customers.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.
Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement:

a. Debt Instruments:

Subsequent measurement of debt instruments depends on the company's business model for managing the asset and the cash flow characteristics of the asset. There are two measurement categories into which the Company classifies its debt instruments. The instruments that do not meet the criteria for classification as measured at amortised cost or FVOCI will be measured at FVTPL.

Amortized Cost:

Financial assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method and are subject to impairment as per the accounting policy applicable to 'Impairment of financial assets.' Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

Fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses:

A 'financial asset' is classified as at the FVTOCI if the objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and the asset's contractual cash flows represent solely payments of principal and interest.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. For debt instruments, at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value changes recognised in OCI is reclassified from the equity to profit or loss.

b. Equity instruments:

Upon initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under Ind AS 32 Financial Instruments: Presentation for the issuer and are not held for trading. The classification is determined on an instrument-by-instrument basis. Equity investment which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL.

Gains and losses on such equity investments are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit and loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

c. Financial assets at fair value through profit or loss:

Financial assets in this category are those that are held for trading and have been either designated by management upon initial recognition or are mandatorily required to be measured at fair value under Ind AS 109 i.e. they do not meet the criteria for classification as measured at amortised cost or FVOCI. Management only designates an instrument at FVTPL upon initial recognition, if the designation eliminates, or significantly reduces, the inconsistent treatment that would otherwise arise from measuring the assets or liabilities or recognising gains or losses on them on a different basis. Such designation is determined on an instrument-by-instrument basis. For the Company, this category includes derivative instruments and listed equity investments which the Company had not irrevocably elected to classify at fair value through OCI. The Company has not designated any financial assets at FVTPL.

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss.

Interest earned on instruments designated at FVTPL is accrued in interest income, using the EIR, taking into account any discount/ premium and qualifying transaction costs being an integral part of instrument. Interest earned on assets mandatorily required to be measured at FVTPL is recorded using the contractual interest rate. Dividend income on listed equity investments are recognised in the statement of profit and loss as other income when the right of payment has been established.

(iii) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost and FVOCI debt instruments. Impairment is considered when there is significant increase in credit risk. Note 40 details how the Company determines whether there has been a significant increase in credit risk.

The Company recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected credit losses to be recognized from initial recognition of the receivables.

(iv) De-recognition of financial assets

A financial asset is de-recognized only when:

a) The Company's contractual right to the cash flow expires or

b) The Company has transferred the rights to receive cash flows from the financial asset.

Financial liabilities

(i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include deposits, loans & borrowings, trade and other payables.

(ii) Subsequent measurement

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(iii) Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

(iv) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

2.9 Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Trade receivables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method, less provision for impairment. Also refer accounting policies 2.8(iii) for impairment of financial assets.

2.10 Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.11 Revenue from contract with customer

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

Sale of goods

Revenue from sale of goods is recognized at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods or ex-works depending on the contractual terms.

Volume rebates

The Company provides retrospective volume rebates to certain customers once the quantity of products purchased during the period exceeds a threshold specified in the contract. Rebates are offset against amounts payable by the customer. To estimate the variable consideration for the expected future rebates, the Company applies the most likely amount method for contracts with a single-volume threshold and the expected value method for contracts with more than one volume threshold. The selected method that best predicts the amount of variable consideration is primarily driven by the number of volume thresholds contained in the contract. The Company then applies the requirements on constraining estimates of variable consideration and recognizes a refund liability for the expected future rebates.

Significant financing component

Generally, the Company receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Company does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognized for the earned consideration that is conditional.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognized when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognized as revenue when the Company performs under the contract

2.12 Government Grants

Grants from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset

Government grants relating to income are recognized in the profit or loss, as necessary to match them with the costs that they are intended to compensate.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments.

When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities.

2.13 Retirement and other employee benefits

a. Short-term

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

The Company recognizes a liability and an expense for bonuses contractually obliged or where there is a past practice that has created a constructive obligation.

b. Post employment

Post employment benefits comprise of Provident fund and Gratuity which are accounted for as follows:

(i) Provident fund
Contribution towards provident fund for employees is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis.

(ii) Gratuity
The liability or asset recognized in the balance sheet in respect of defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by Actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on the Government Bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income (net of tax). They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

c. Compensated absences

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short-term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year are treated as other long-term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the Statement of Profit and Loss in the year in which they arise.

2.14 Current and Deferred Tax

Tax expense comprises of current and deferred taxes.

Provision for current tax is computed at the applicable tax rate in accordance with the Income tax Act, 1961. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is provided using the balance sheet approach on temporary differences between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognized only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

2.15 Borrowing Costs

Borrowing costs include interest, other costs incurred in connection with borrowing and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to the interest cost. General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognized in Statement of Profit and Loss in the period in which they are incurred.

2.16 Provisions and Contingent Liabilities

(i) Provisions

Provisions are recognized when there is a present legal or constructive obligation as a result of a past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reasonably estimated.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expenses.

Provision for product warranty cover the estimated liability to repair or replace products still under warranty on the Balance Sheet date and is determined by applying percentage of eligible sales based on management's best estimate considering the historical experience levels of repairs and replacement. Product warranty is generally extended for a period of 12 months from the date of sale.

(ii) Contingent liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events but is not recognized because (a) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or (b) the amount of the obligation cannot be measured with sufficient reliability are recognized as contingent liability. The Company does not recognize a contingent liability but discloses its existence and other required disclosures in notes to the financial statements, unless the possibility of any outflow in settlement is remote. Further, provision is created in the books of accounts in respect of matters where management has concluded the Company's liability to be probable.

(iii) Contingent Assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity.

Contingent Assets are not recognized, however, disclosed in restated summary statements when inflow of economic benefits is probable. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and the Company recognize such assets.

2.17 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM)

2.18 Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

2.19 Leases:

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a Lessee

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognizes lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right of Use Assets:

The Company recognizes right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over lease period or useful life estimated by the management, whichever is lesser as follows:

Asset Description	Useful Lives (Years)
Building	2 – 5
Leasehold land	95

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is

Lease Liabilities

At the commencement date of the lease, the Company recognizes lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of buildings and others (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short term leases are recognized as expense on a straight-line basis over the lease term.

Company as lessor

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognized on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized over the lease term on the same basis as rental income. Contingent rents are recognized as revenue in the period in which they are earned.

2.20 Dividend

Final dividend distributed to equity shareholders is recognised in the period in which it is approved by the members of the company in the Annual General Meeting. Interim Dividend is recognised when approved by the Board of Directors at the board meeting. Dividend distributed (including interim dividend) is recognised in the statement of changes in equity.

2.21 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

(i) In the principal market for the asset or liability, or

Iii) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the restated summary statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the restated summary statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For recurring and non-recurring fair value measurements categorised within Level 3 of the fair value hierarchy, mention a description of the valuation processes used by the entity (including, for example, how an entity decides its valuation policies and procedures and analyses changes in fair value measurements from period to period).

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.22 Non-current assets held for sale and Discontinued operations

The company classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use.

Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable, and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale/ distribution should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale and the sale expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded met only when the assets or disposal group is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets (or disposal groups), its sale is highly probable; and it will genuinely be sold, not abandoned. The company treats sale of the asset or disposal group to be highly probable when:

- ► The appropriate level of management is committed to a plan to sell the asset (or disposal group),
- ► An active programme to locate a buyer and complete the plan has been initiated (if applicable),
- ► The asset (or disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- ► The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
- ► Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Property, plant and equipment and intangible are not depreciated, or amortised assets once classified as held for sale.
Assets and liabilities classified as held for sale are presented separately from other items in the balance sheet.

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss before tax from discontinued operations in the statement of profit and loss.

Additional disclosures are provided in Note 32. All other notes to the restated summary statements mainly include amounts for continuing operations, unless otherwise mentioned.

Annexure V - Summary of material accounting policies and explanatory notes forming part of Restated Summary of Statement of Assets and Liabilities

2.23 Business Combinations

The Company applies the acquisition method to account for business combination. The consideration transferred for the acquisition of a business comprises the,
- fair values of the assets transferred,
- liabilities incurred to the former owners of the acquired business,
- equity interests issued by the Company, and
- fair value of any asset or liability resulting from a contingent consideration arrangement

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The excess of the fair value of consideration over the identifiable net asset acquired is recorded as goodwill, if the consideration is lower, the gain is recognised directly in equity as capital reserve. Incase, business acquisition is classified as bargain purchase, the aforementioned gain is recognised in the other comprehensive income and accumulated in equity as capital reserve.

Any contingent consideration to be transferred by the Company is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in the statement of profit and loss. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

Business combinations involving entities or businesses under common control are accounted for using the pooling of interest method. Under pooling of interest method, the assets and liabilities of the combining entities are reflected at their carrying amounts, with adjustments only to harmonise accounting policies. Acquisition-related costs are expensed as incurred.

2.24 New and amended standards

The Company applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 April 2025. The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

(i) Amendments to Ind AS 21 - Lack of exchangeability

The Ministry of Corporate Affairs (MCA) notified the Companies (Indian Accounting Standards) Amendment Rules, 2025, which amend Ind AS 21, The Effects of Changes in Foreign Exchange Rates to specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.

The amendments are effective for annual reporting periods beginning on or after 1 April 2025. When applying the amendments, an entity cannot restate comparative information.

The amendments do not have a material impact on the Company's restated summary statements.

(ii) Amendments to Ind AS 1 - Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants

In August 2025, the MCA notified amendments to paragraphs 69 to 76 of Ind AS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

• What is meant by a right to defer settlement
• That a right to defer must exist at the end of the reporting period
• That classification is unaffected by the likelihood that an entity will exercise its deferral right
• That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

In addition, a requirement has been introduced to require disclosure when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months.

If there is a breach of a material covenant of a long term loan arrangement on or before the end of the reporting period, resulting in the liability becoming payable on demand as at the reporting date, and the lender agrees—after the reporting period but before the financial statements are approved for issue—not to demand repayment for at least 12 months as a consequence of the breach, this shall be treated as an adjusting event. Accordingly, the entity is not required to classify the liability as current.

The amendments are effective for annual reporting periods beginning on or after 1 April 2025 retrospectively in accordance with Ind AS 8. The amendments do not have a material impact on the Company's restated summary statements.

(iii) Amendments to Ind AS 7 and Ind AS 107 - Supplier Finance Arrangements

In August 2025, the MCA notified amendments to Ind AS 7 Statement of Cash Flows and Ind AS 107 Financial Instruments: Disclosures to clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

The amendments are effective for annual reporting periods beginning on or after 1 April 2025.

The amendments do not have a material impact on the Company's restated summary statements.

(iv) International Tax Reform—Pillar Two Model Rules – Amendments to Ind AS 12

In August 2025, the MCA notified amendments to Ind AS 12 Income Taxes in response to the OECD's BEPS Pillar Two rules and include:

•A mandatory temporary exception to the recognition and disclosure of deferred taxes arising from the jurisdictional implementation of the Pillar Two model rules; and

•Disclosure requirements for affected entities to help users of the financial statements better understand an entity's exposure to Pillar Two income taxes arising from that legislation, particularly before its effective date.

The mandatory temporary exception – the use of which is required to be disclosed – applies immediately. The remaining disclosure requirements apply for annual reporting periods beginning on or after 1 April 2025, but not for any interim periods ending on or before 31 March 2026.

The amendments had no impact on the Company's restated summary statements as the Company is not in scope of the Pillar Two model rules.

2.25 Standards notified but not yet effective

The new and amended standards that are notified by the Ministry of Corporate Affairs (MCA), but not yet effective, up to the date of issuance of the Company's restated summary statements are disclosed below. The Company will adopt these new and amended standards, when they become effective.

(i)Amendments to Ind AS 1 - Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants

In accordance with Ind AS 1 currently applicable, breach of an immaterial covenant is ignored deciding in current vs. non-current classification of liabilities. Also, in case of breach of a material covenant of a non-current loan on or before the reporting date, the entity can obtain waiver from the lender after the reporting date and continue to classify the loan as non-current liability.

In accordance with changes to Ind AS 1 already notified by the MCA, the above relaxations to classify loan as non-current liability will not be available from FY 2026-27 onward and need to be applied retrospectively. Consequently:

•A breach of either material or immaterial covenant will trigger current classification of liability.

•To continue classifying loan as non-current liability, entities will need to obtain waiver from the breach on or before the reporting date.

The Company is currently assessing the impact the amendments will have on its restated summary statements.

(ii) Amendments to Ind AS 109 and Ind AS 107 - Contracts Referencing Nature-dependent Electricity

In August 2026, the MCA issued Amendments to Ind AS 109 and Ind AS 107 Contracts Referencing Nature-dependent Electricity. The amendments apply only to contracts that reference nature-dependent electricity. The amendments:

•Clarify the application of the 'own-use' requirements for in-scope contracts

•Amend the designation requirements for a hedged item in a cash flow hedging relationship for in-scope contracts

•Add new disclosure requirements to enable investors to understand the effect of these contracts on a company's financial performance and cash flows

The amendments are effective for annual reporting periods beginning on or after 1 April 2026. The amendments concerning the own-use exception are to be applied retrospectively, while the hedge accounting amendments should be applied prospectively to new hedging relationships designated from the initial application date. Additionally, Ind AS 107 disclosure amendments must be implemented alongside Ind AS 109 amendments.

The Company does not expect that the amendments will have a material impact on its restated summary statements.

(iii)Amendments to Ind AS 109 and Ind AS 107 - Amendments to the Classification and Measurement of Financial Instruments

In August 2026, the MCA issued Amendments to Ind AS 109 and Ind AS 107, Amendments to the Classification and Measurement of Financial Instruments. The Amendments include:

• A clarification that a financial liability is derecognised on the 'settlement date' and the introduction of an accounting policy choice (if specific condition are met) to derecognise financial liabilities settled using an electronic payment system before the settlement date.

• Additional guidance on how the contractual cash flows for financial assets with environmental, social and corporate governance (ESG) and simila features should be assessed.

•Clarifications on what constitute 'non-recourse features' and what are the characteristics of contractually linked instruments.

• Introduction of disclosures for financial instruments with contingent features and additional disclosure requirements for equity instruments classified a fair value through other comprehensive income (OCI).

The Amendments are effective for annual reporting periods beginning on or after 1 April 2026. The Company is assessing the impact the amendments will have on its restated summary statements.

(iv) Annual Improvements to Ind AS (2024)

In August 2026, the MCA issued nine narrow scope amendments as part of its periodic maintenance of Ind AS. The amendments include clarifications, simplifications, corrections or changes to improve consistency in Ind AS 101 First-time Adoption of Indian Accounting Standards, Ind AS 107 Financial instruments: Disclosure and its accompanying Guidance on implementing Ind AS 107, Ind AS 109 Financial Instruments, Ind AS 110 Consolidated Financial Statements and Ind AS 7 Statements of Cash Flows.

The amendments are effective for annual reporting periods beginning on or after 1 April 2026. The amendments are not expected to have a material impact on the Company's restated summary statements.

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure VI - Notes to Restated Summary Statements
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

3 Property, plant and equipment, intangible assets, and Right of use asset

	Property, plant and equipment							Intangible assets			Right-of-use asset		
	Freehold land	Buildings	Plant and machinery *	Furniture and fixtures *	Office equipments (including computers) *	Vehicles	Total	Computer software	Capital work-in-progress	Intangible assets under development	Building	Land	Total
Year ended December 31, 2023													
Cost/Deemed Cost													
As at January 01st, 2023	**103.50**	**560.00**	**2,504.24**	**49.52**	**119.20**	**34.53**	**3,370.99**	**78.99**	**123.82**	**-**	**193.15**	**288.00**	**481.15**
Additions	-	461.57	636.16	11.79	91.47	9.31	1,210.30	14.02	854.63	-	102.18	0.86	103.04
Disposals	-	(0.03)	(28.98)	(3.21)	(18.31)	(6.86)	(57.39)	-	(775.88)	-	(176.06)	-	(176.06)
As at December 31st, 2023	**103.50**	**1,021.54**	**3,111.42**	**58.10**	**192.36**	**36.98**	**4,523.90**	**93.01**	**202.57**	**-**	**119.27**	**288.86**	**408.13**
Depreciation/amortisation							-						
As at January 01st, 2023	**-**	**115.55**	**1,449.26**	**30.66**	**79.64**	**13.54**	**1,688.65**	**60.46**	**-**	**-**	**138.34**	**-**	**138.34**
Depreciation/amortisation charge during the year*	**-**	23.80	272.46	5.44	19.05	7.27	328.02	9.37	**-**	**-**	47.05	3.05	50.10
Disposals	**-**	-	(28.13)	(2.17)	(18.30)	(5.62)	(54.22)	-	**-**	**-**	(161.35)	-	(161.35)
As at December 31st, 2023	**-**	**139.35**	**1,693.59**	**33.93**	**80.39**	**15.19**	**1,962.45**	**69.83**	**-**	**-**	**24.04**	**3.05**	**27.09**
Net book value as at December 31, 2023**	**103.50**	**882.19**	**1,417.83**	**24.17**	**111.97**	**21.79**	**2,561.45**	**23.18**	**202.57**	**-**	**95.23**	**285.81**	**381.04**
Year ended December 31, 2024													
Cost/Deemed Cost													
As at January 01st, 2024	**103.50**	**1,021.54**	**3,111.42**	**58.10**	**192.36**	**36.98**	**4,523.90**	**93.01**	**202.57**	**-**	**119.27**	**288.86**	**408.13**
Additions	-	3.70	518.52	0.40	15.60	18.50	556.72	9.10	131.55	9.46	7.40	-	7.40
Disposals	-	(0.70)	(96.30)	(3.00)	(28.50)	(16.47)	(144.97)	(73.00)	(196.80)	-	(14.50)	-	(14.50)
- Continuing Operations	-	(0.70)	(44.06)	(3.00)	(0.62)	(12.90)	(61.28)	-	(136.71)	-	(14.50)		(14.50)
- Discontinued Operations (refer note 3.4 below)		-	(52.24)	-	(27.88)	(3.57)	(83.69)	(73.00)	(60.09)	-	-		-
As at December 31st, 2024	**103.50**	**1,024.54**	**3,533.64**	**55.50**	**179.46**	**39.01**	**4,935.65**	**29.11**	**137.32**	**9.46**	**112.17**	**288.86**	**401.03**
Depreciation/amortisation													
As at January 01st, 2024	**-**	**139.35**	**1,693.59**	**33.93**	**80.39**	**15.19**	**1,962.45**	**69.83**	**-**	-	**24.04**	**3.05**	**27.09**
Depreciation/amortisation charge during the year*	-	37.50	344.49	5.60	35.29	8.00	430.88	9.20	-	-	39.60	3.07	42.67
Disposals	-	(0.30)	(69.00)	(3.00)	(13.90)	(11.30)	(97.50)	(52.96)	-	-	(11.80)	-	(11.80)
- Continuing Operations		(0.30)	(43.92)	(3.00)	(0.63)	(10.34)	(58.19)	-	-	-	(11.80)	-	(11.80)
- Discontinued Operations (refer note 3.4 below)		-	(25.08)	-	(13.27)	(0.96)	(39.31)	(52.96)	-	-	-	-	-
As at December 31st, 2024	**-**	**176.55**	**1,969.08**	**36.53**	**101.78**	**11.89**	**2,295.83**	**26.07**	**-**	**-**	**51.84**	**6.12**	**57.96**
Net book value as at December 31, 2024**	**103.50**	**847.99**	**1,564.56**	**18.97**	**77.68**	**27.12**	**2,639.82**	**3.04**	**137.32**	**9.46**	**60.33**	**282.74**	**343.07**
Six Months Period ended June 30, 2025													
Cost/Deemed Cost													
As at January 01st, 2025	**103.50**	**1,024.54**	**3,533.64**	**55.50**	**179.46**	**39.01**	**4,935.65**	**29.11**	**137.32**	**9.46**	**112.17**	**288.86**	**401.03**
Additions	-	21.46	148.84	0.67	3.38	10.57	184.92	2.04	53.24	0.10	96.64	-	96.64
Disposals	-	(0.41)	(30.83)	-	-	(11.03)	(42.27)	-	(72.64)	-	(155.65)	-	(155.65)
As at June 30th, 2025	**103.50**	**1,045.59**	**3,651.65**	**56.17**	**182.84**	**38.55**	**5,078.30**	**31.15**	**117.92**	**9.56**	**53.16**	**288.86**	**342.02**
Depreciation/amortisation													
As at January 01st, 2025	**-**	**176.55**	**1,969.08**	**36.53**	**101.78**	**11.89**	**2,295.83**	**26.07**	**-**	**-**	**51.84**	**6.12**	**57.96**
Depreciation/amortisation charge during the period*	-	18.86	172.33	2.58	16.21	4.24	214.22	0.92	-	-	17.83	1.52	19.35
Disposals	-	(0.09)	(14.42)	-	-	(7.34)	(21.85)	-	-	-	(64.37)	-	(64.37)
As at June 30th, 2025	**-**	**195.32**	**2,126.99**	**39.11**	**117.99**	**8.79**	**2,488.20**	**26.99**	**-**	**-**	**5.30**	**7.64**	**12.94**
Net book value as at June 30, 2025**	**103.50**	**850.27**	**1,524.66**	**17.06**	**64.85**	**29.76**	**2,590.10**	**4.16**	**117.92**	**9.56**	**47.86**	**281.22**	**329.08**

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure VI - Notes to Restated Summary Statements
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

	Property, plant and equipment							Intangible assets			Right-of-use asset		
	Freehold land	Buildings	Plant and machinery *	Furniture and fixtures *	Office equipments (including computers) *	Vehicles	Total	Computer software	Capital work-in-progress	Intangible assets under development	Building	Land	Total
Year ended December 31, 2025													
Cost/Deemed Cost													
As at January 01st, 2025	**103.50**	**1,024.54**	**3,533.64**	**55.50**	**179.46**	**39.01**	**4,935.65**	**29.11**	**137.32**	**9.46**	**112.17**	**288.86**	**401.03**
Additions	-	21.64	451.81	0.67	23.43	10.57	508.12	2.05	88.05	2.27	96.61	-	96.61
Disposals	-	(1.99)	(35.73)	-	-	(12.35)	(50.07)	-	(101.91)	(11.73)	(156.23)	-	(156.23)
As at December 31st, 2025	**103.50**	**1,044.19**	**3,949.72**	**56.17**	**202.89**	**37.23**	**5,393.70**	**31.16**	**123.46**	**-**	**52.55**	**288.86**	**341.41**
Depreciation/amortisation													
As at January 01st, 2025	**-**	**176.55**	**1,969.08**	**36.53**	**101.78**	**11.89**	**2,295.83**	**26.07**	**-**	**-**	**51.84**	**6.12**	**57.96**
Depreciation/amortisation charge during the year*	-	38.12	350.05	4.84	32.62	8.17	433.80	1.71	-		38.38	3.06	41.44
Disposals	-	(0.79)	(19.17)	-	-	(7.49)	(27.45)	-	-		(64.96)	-	(64.96)
As at December 31st, 2025	**-**	**213.88**	**2,299.96**	**41.37**	**134.40**	**12.57**	**2,702.18**	**27.78**	**-**	**-**	**25.26**	**9.18**	**34.44**
Net book value as at December 31, 2025	**103.50**	**830.31**	**1,649.76**	**14.80**	**68.49**	**24.66**	**2,691.52**	**3.38**	**123.46**	**-**	**27.29**	**279.68**	**306.97**
Six months period ended June 30, 2026													
Cost/Deemed Cost													
As at January 01st, 2026	**103.50**	**1,044.19**	**3,949.72**	**56.17**	**202.89**	**37.23**	**5,393.70**	**31.16**	**123.46**	**-**	**52.55**	**288.86**	**341.41**
Additions	-	1.58	246.21	0.86	7.29	1.74	257.68	0.59	48.85	-	-	-	-
Disposals	-	(0.42)	(28.88)	-	(4.35)	(2.22)	(35.87)	(5.31)	(36.62)	-	-	-	-
As at June 30th, 2026	**103.50**	**1,045.35**	**4,167.05**	**57.03**	**205.83**	**36.75**	**5,615.51**	**26.44**	**135.69**	**-**	**52.55**	**288.86**	**341.41**
Depreciation/amortisation													
As at January 01st, 2026	**-**	**213.88**	**2,299.96**	**41.37**	**134.40**	**12.57**	**2,702.18**	**27.78**	**-**	**-**	**25.26**	**9.18**	**34.44**
Depreciation/amortisation charge during the period*	-	19.00	206.87	2.06	17.53	3.82	249.28	1.00	-	-	20.07	1.52	21.59
Disposals	-	(0.24)	(28.43)	-	(4.34)	(1.86)	(34.87)	(5.31)	-	-	-	-	-
As at June 30th, 2026	**-**	**232.64**	**2,478.40**	**43.43**	**147.59**	**14.53**	**2,916.59**	**23.47**	**-**		**45.33**	**10.70**	**56.03**
Net book value as at June 30,2026	**103.50**	**812.71**	**1,688.65**	**13.60**	**58.24**	**22.22**	**2,698.92**	**2.97**	**135.69**	**-**	**7.22**	**278.16**	**285.38**

* Depreciation above includes depreciation relating to warranty service amounting to Rs 0.63 (June 30, 2025 - Rs 0.57 ,December 31, 2025 - Rs 1.15, December 31, 2024 - Rs 0.94, December 31, 2023 - Rs 0.80)

3.1 Refer to note 2 for information on Material accounting policies.

3.2 Refer to note 42B for disclosure of contractual commitments for the acquisition of property, plant and equipment.

3.3 Capital work-in-progress mainly comprises of acquisition of Plant & Machinery.

3.4 Relates to sale value of assets on account of Slump sale transaction amounting to Nil (June 30, 2025 - Nil ,December 31, 2025 - Nil, December 31, 2024 - 124.5, December 31, 2023 - Nil.)

3.5 On transition to Ind AS (i.e. April 01st, 2016), the Company has elected to continue with the carrying value of all Property, plant and equipment measured as per the previous GAAP and use that carrying value as the deemed cost of Property, plant and equipment.

** Restated on account of acquisition of business under common control (Refer Note-46)

3.6 Details of title deeds of Immovable properties not held in the name of the company amounting to Rs 3.20 (June 30,2025 Rs 41.68, December 31,2025- Rs 22.32, December 31,2024- Nil, December 31,2023- Nil)

Relevant Line item in the Balance Sheet	Description of Property	Title deeds held in the name of	Whether Title deed holder is a promoter, director or relative of promoter/ director or employee of promoter/director	Property held since which date	Reason for not being held in the name of company
Right of use asset	Leasehold Land	Landlord	Not applicable	From June 2025 onwards	The contract is signed by both parties and the contract is expected to registered at the time of renewal in July 2026

3.7 Capital work in progress (CWIP) Ageing Schedule

As at June 30, 2026

Project in progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress	131.71	3.98	-	-	135.69
Project temporarily suspended	-	-	-	-	-
Total	**131.71**	**3.98**	**-**	**-**	**135.69**

As at June 30, 2025*

Project in progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress	115.43	2.49	-	-	117.92
Project temporarily suspended	-	-	-	-	-
Total	**115.43**	**2.49**	**-**	**-**	**117.92**

As at 31st December 2025

Project in progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress	116.21	7.25	-	-	123.46
Project temporarily suspended	-	-	-	-	-
Total	**116.21**	**7.25**	**-**	**-**	**123.46**

As at 31st December 2024*

Project in progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress	131.65	5.67	-	-	137.32
Project temporarily suspended	-	-	-	-	-
Total	**131.65**	**5.67**	**-**	**-**	**137.32**

As at 31st December 2023*

Project in progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress	202.57	-	-	-	202.57
Project temporarily suspended	-	-	-	-	-
Total	**202.57**	**-**	**-**	**-**	**202.57**

3.8 Intangible Asset under Development (IAUD) Ageing Schedule

As at June 30, 2026

	Amount in IAUD for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress	-	-	-	-	-
Project temporarily suspended	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**

As at June 30, 2025*

	Amount in IAUD for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress	9.56	-	-	-	9.56
Project temporarily suspended	-	-	-	-	-
Total	**9.56**	**-**	**-**	**-**	**9.56**

As at December 31, 2025

	Amount in IAUD for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress	-	-	-	-	-
Project temporarily suspended	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**

As at December 31, 2024*

	Amount in IAUD for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress	9.46	-	-	-	**9.46**
Project temporarily suspended	-	-	-	-	-
Total	**9.46**	**-**	**-**	**-**	**9.46**

As at December 31, 2023*

	Amount in IAUD for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress	-	-	-	-	-
Project temporarily suspended	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**

There are no projects whose completion is overdue or has exceeded its cost compared to its original plan during the period ended June 30, 2026 and for the period/years ended June 30, 2025, December 31, 2025, December 31, 2024 and December 31, 2023 in relation to Capital-Work-in Progress and Intangible Assets under Development.

* Restated on account of acquisition of business under common control (Refer Note-46)

This space has been intentionally left blank

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure VI - Notes to Restated Summary Statements
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

	Non-current				
	As at June 30, 2026	**As at June 30, 2025***	**As at December 31, 2025**	**As at December 31, 2024***	**As at December 31, 2023***
4 Investments at FVTPL					
Investment in equity instruments - Quoted 37,500 (June 30, 2025 37,500, December 31, 2025, 2024, 2023 - 37,500) equity shares of Rs. 10 each fully paid-up in Tulsyan NEC Limited	1.13	1.13	1.13	1.13	1.13
Total	**1.13**	**1.13**	**1.13**	**1.13**	**1.13**
Aggregate amount of Quoted investments	1.13	1.13	1.13	1.13	1.13
Aggregate amount of impairment in the value of investments	-	-	-	-	-

4.1 These equity shares are valued at a price (represents the fair value) as determined in the share purchase agreement entered with Tulsyan NEC Limited

	Non-current				
	As at June 30, 2026	**As at June 30, 2025***	**As at December 31, 2025**	**As at December 31, 2024***	**As at December 31, 2023***
5A Loans (at amortised cost)					
(Unsecured, considered good)					
Loans to related party # (also refer Note 38)	69.30	92.40	69.30	92.40	-
	69.30	**92.40**	**69.30**	**92.40**	**-**

	Current				
	As at June 30, 2026	**As at June 30, 2025***	**As at December 31, 2025**	**As at December 31, 2024***	**As at December 31, 2023***
5B Loans (at amortised cost)					
(Unsecured, considered good)					
Loans to related party # (also refer Note 38)	60.91	59.41	49.95	126.11	-
	60.91	**59.41**	**49.95**	**126.11**	**-**
Total (Current and Non-current)	**130.21**	**151.81**	**119.25**	**218.51**	**-**

The Company has provided loan to Bonfiglioli Technology Space Private Limited
(i) amounting to Rs. 92.40 (June 30, 2025 - Rs. 115.50, December 31, 2025 Rs. 92.40, December 31, 2024 - Rs. 115.50; December 31, 2023 - Nil) relating to sale of discontinued operations, which is repayable in 5 equal annual instalments at an interest rate of 8.25% p.a and
(ii) cash pooling facility amounting to Rs 37.81 (June 30, 2025- Rs. 36.31; December 31, 2025 - Rs. 26.85; December 31, 2024 - Rs. 103.01; December 31, 2023 - Nil) at an interest rate of 8.25%, repayable within a year.

	Non-current				
	As at June 30, 2026	**As at June 30, 2025***	**As at December 31, 2025**	**As at December 31, 2024***	**As at December 31, 2023***
6A Other financial assets (at amortised cost)					
(Unsecured, considered good)					
Security deposits	36.45	57.56	38.30	55.56	54.59
Bank deposits with remaining maturity more than 12 months	-	-	-	-	-
Interest accrued on deposits with banks	-	-	-	-	-
Investment in Anaveel Renewables Private Limited #	31.50	-	-	-	-
Derivative instruments at fair value through profit or loss					
Derivatives not designated as hedges					
Foreign exchange forward contracts	-	-	-	-	-
Total	**67.95**	**57.56**	**38.30**	**55.56**	**54.59**

#The Company has invested Rs. 31.50 (June 30, 2025: Nil; December 31, 2025: Nil; December 31, 2024: Nil; December 31, 2023: Nil) in Anaveel Renewables Private Limited, representing 28.19% of its equity share capital. The investment was made solely to comply with the requirements of the Power Purchase Agreement, the Electricity Act, 2003, the Electricity Rules, 2005, the Indian Electricity Grid Code, 2010, captive consumption requirements and other applicable regulations.

* Restated on account of acquisition of business under common control (Refer Note-46)

This space has been intentionally left blank

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure VI - Notes to Restated Summary Statements
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

		Current				
		As at June 30, 2026	As at June 30, 2025*	As at December 31, 2025	As at December 31, 2024*	As at December 31, 2023*
6B	**Other financial assets**					
	(Unsecured, considered good) - (at amortised cost)					
	Security deposits	23.50	3.25	23.17	3.25	7.64
	Refund receivable	2.76	2.76	2.76	2.25	-
	Bank deposits with maturity of more than 12 months	-	-	-	-	-
	Interest accrued on deposits with banks	5.21	11.87	9.28	1.74	53.71
	Bank deposits with remaining maturity less than 12 months (also refer note 12.1)***	5.36	0.82	0.77	-	-
	Other receivables from related party (Refer Note 38) **	0.97	221.83	80.32	140.63	-
	Expenses recoverable from holding company (Refer Note 38)##	59.19	-	21.83	-	-
	Derivative instruments at fair value through profit or loss					
	Derivatives not designated as hedges					
	Foreign exchange forward contracts (net)	-	1.52	-	-	4.24
	Total	**96.99**	**242.05**	**138.13**	**147.87**	**65.59**

represents amount recoverable from holding company of Rs. 59.19 (June 30,2025: Nil,December 31, 2025: Rs. 21.83, December 31,2024: Nil, December 31,2023: Nil) which has been incurred by the Company towards proposed Initial Public Offering (IPO) of the equity shares held by the selling shareholders (offer for sale).

** Relates to Secondary Adjustment as per Transfer pricing (Refer Note 23)

*** Held as lien by bank against bank guarantees.

		Non-current				
		As at June 30, 2026	As at June 30, 2025*	As at December 31, 2025	As at December 31, 2024*	As at December 31, 2023*
7A	**Other assets**					
	(Unsecured, considered good)					
	Capital advances	131.72	60.81	78.31	74.39	71.10
	Prepaid expenses	-	-	-	-	0.79
	Total	**131.72**	**60.81**	**78.31**	**74.39**	**71.89**

		Current				
		As at June 30, 2026	As at June 30, 2025*	As at December 31, 2025	As at December 31, 2024*	As at December 31, 2023*
7B	**Other assets**					
	(Unsecured, considered good)					
	Advances to suppliers	41.08	33.81	46.50	26.29	37.97
	Advance to employees	14.63	3.07	15.46	2.43	3.29
	Prepaid expenses	37.07	38.75	31.49	39.50	20.26
	Export entitlements	36.29	22.67	33.75	16.49	18.59
	Gratuity fund (Net of provision) (refer Note 37)	27.21	-	-	-	-
	Balances with Government Authorities:					
	- Customs and excise	-	-	-	0.02	0.01
	- Goods and services tax (GST)	206.58	133.12	300.64	173.58	361.19
	- Rebate claim receivable from GST authorities	375.44	136.51	285.81	129.56	20.20
	Total other current assets	**738.30**	**367.93**	**713.65**	**387.87**	**461.51**

* Restated on account of acquisition of business under common control (Refer Note-46)

This space has been intentionally left blank

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure VI - Notes to Restated Summary Statements
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

8 Deferred tax assets

The balance comprises temporary differences attributable to:

	As at June 30, 2026	As at June 30, 2025*	As at December 31, 2025	As at December 31, 2024*	As at December 31, 2023*
Deferred tax assets					
Expenses allowable for tax on payment basis	20.08	29.33	44.74	26.62	37.39
Expense on which tax is not deducted	25.48	100.43	15.17	14.29	21.35
Provision for doubtful debts & product warranty	47.19	51.34	53.88	62.38	54.80
Difference between book and tax written down value of depreciable property, plant and equipment and intangible assets	68.34	60.60	59.99	57.21	61.20
Right of Use	(1.82)	(12.05)	(9.32)	(15.20)	(23.99)
Lease liabilities	1.97	12.12	9.62	16.50	24.33
Total deferred tax assets	**161.24**	**241.77**	**174.08**	**161.80**	**175.08**

Movement in deferred tax assets

	Expenses allowable for tax on payment basis	Expense on which tax is not deducted	Provision for doubtful debts & product warranty	Property, plant and equipment and intangible assets	Right of Use	Lease liabilities	Total
At January 1, 2023	**21.20**	**5.66**	**50.40**	**64.60**	**14.26**	**(13.82)**	**142.30**
(Charged)/credited:							
- to profit or loss	2.72	15.69	4.40	(3.40)	(38.25)	38.15	19.31
- to other comprehensive income	13.47	-	-	-	-	-	13.47
At December 31, 2023	**37.39**	**21.35**	**54.80**	**61.20**	**(23.99)**	**24.33**	**175.08**
(Charged)/credited:							
- to profit or loss	(13.02)	(7.06)	7.58	(3.99)	8.79	(7.83)	(15.53)
- to other comprehensive income	2.25	-	-	-	-	-	2.25
At December 31, 2024	**26.62**	**14.29**	**62.38**	**57.21**	**(15.20)**	**16.50**	**161.80**
(Charged)/credited:							
- to profit or loss	(2.31)	86.14	(11.04)	3.39	3.15	(4.38)	74.95
- to other comprehensive income	5.02	-	-	-	-	-	5.02
At June 30, 2025	**29.33**	**100.43**	**51.34**	**60.60**	**(12.05)**	**12.12**	**241.77**
At December 31, 2024	**26.62**	**14.29**	**62.38**	**57.21**	**(15.20)**	**16.50**	**161.80**
(Charged)/credited:							
- to profit or loss	12.28	0.88	(8.50)	2.78	5.88	(6.88)	6.44
- to other comprehensive income	5.84	-	-	-	-	-	5.84
At December 31, 2025	**44.74**	**15.17**	**53.88**	**59.99**	**(9.32)**	**9.62**	**174.08**
(Charged)/credited:							
- to profit or loss	(15.67)	10.31	(6.69)	8.35	7.50	(7.65)	(3.85)
- to other comprehensive income	(8.99)	-	-	-	-	-	(8.99)
At June 30, 2026	**20.08**	**25.48**	**47.19**	**68.34**	**(1.82)**	**1.97**	**161.24**

* Restated on account of acquisition of business under common control (Refer Note-46)

This space has been intentionally left blank

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure VI - Notes to Restated Summary Statements
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

		As at June 30, 2026	As at June 30, 2025*	As at December 31, 2025	As at December 31, 2024*	As at December 31, 2023*
9	**Inventories (at the lower of cost and Net realisable value)**					
	Raw materials and components	2,114.86	1,865.67	2,163.97	1,643.48	1,816.21
	Work-in-progress	616.73	618.33	280.33	701.64	779.66
	Finished goods	1,044.47	917.95	747.83	869.05	726.92
	Total Inventories at the lower of cost and Net realisable value	**3,776.06**	**3,401.95**	**3,192.13**	**3,214.17**	**3,322.79**

9.1 Includes goods-in-transit amounting to Rs. 558.30 (30 June 2025: Rs. 553.96 , 31 December 2025: Rs. 400.09 , 31 December 2024: Rs. 340.67, 31 December 2023: Rs. 564.41)

9.2 During the six month period ended 30 June 2026, Rs. 1.36 (30 June 2025: Rs. 0.71, for the years ended 31 December 2025: Rs. 1.43 , 31 December 2024: Rs. 0.95 , 31 December 2023: Rs. 0.54) was recognised as an expense for inventories carried at net realisable value

9.3 Inventories: Refer note 15.1 for details on encumbrances on inventories

10	**Trade receivables**					
	Trade receivables from related parties (Refer note 38)	1,598.00	874.60	1,274.49	849.73	1,057.52
	Trade receivables from third parties	3,727.06	3,534.92	3,902.90	3,212.19	3,043.91
	Total	**5,325.06**	**4,409.52**	**5,177.39**	**4,061.92**	**4,101.43**
	Break up of trade receivables					
	Secured, considered good					
	Trade receivables considered good - Secured *	590.92	586.53	659.58	516.24	128.73
	Trade receivables considered good - Unsecured	4,734.14	3,822.99	4,517.81	3,545.68	3,972.70
	Trade receivables which have significant increase in credit risk	18.88	9.39	14.15	15.32	14.70
	Trade receivables - credit impaired	36.39	41.05	38.08	44.39	23.91
		5,380.33	**4,459.96**	**5,229.62**	**4,121.63**	**4,140.04**
	Less: Allowance for doubtful debts	**(55.27)**	**(50.44)**	**(52.23)**	**(59.71)**	**(38.61)**
	Trade receivables which have significant increase in credit risk	(18.88)	(9.39)	(14.15)	(15.32)	(14.70)
	Trade receivables - credit impaired	(36.39)	(41.05)	(38.08)	(44.39)	(23.91)
	Total	**5,325.06**	**4,409.52**	**5,177.39**	**4,061.92**	**4,101.43**
10.1	**Movement in provision of Allowance for bad and doubtful debts**					
	Amount as at the beginning of the period/year	(52.23)	(59.71)	(59.71)	(38.61)	(43.02)
	Add: (Provision) / reversal made during the period/year	(3.36)	9.12	6.70	(23.24)	3.95
	Less: bad debts written off	0.32	0.15	0.78	2.14	0.46
	Amount as at the end of the period/year	**(55.27)**	**(50.44)**	**(52.23)**	**(59.71)**	**(38.61)**

10.2 Refer note 15.1 for details of encumbrance on trade receivables, Trade receivables are non-interest bearing and are generally on terms of 30 to 120 days. For terms and conditions relating to related party receivables/ payables, refer Note 38.No trade receivables or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

* The receivables are secured against letter of credit.

Trade receivables ageing schedule

As at 30 June 2026

	Not due	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	4,759.34	564.64	1.08	-	-	-	5,325.06
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	14.57	3.23	1.08	-	-	18.88
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	16.76	5.72	13.91	36.39
Total	**4,759.34**	**579.21**	**4.31**	**17.84**	**5.72**	**13.91**	**5,380.33**
Allowance for credit loss	-	(14.57)	(3.23)	(17.84)	(5.72)	(13.91)	(55.27)
Total Trade receivable	**4,759.34**	**564.64**	**1.08**	**-**	**-**	**-**	**5,325.06**

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure VI - Notes to Restated Summary Statements
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

As at 30 June 2025*

	Not due	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	4,028.51	380.28	0.73	-	-	-	4,409.52
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	6.55	2.18	0.66	-	-	9.39
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	17.52	5.25	1.11	17.17	41.05
Total	**4,028.51**	**386.83**	**20.43**	**5.91**	**1.11**	**17.17**	**4,459.96**
Allowance for credit loss	-	(6.55)	(19.70)	(5.91)	(1.11)	(17.17)	(50.44)
Total Trade receivable	**4,028.51**	**380.28**	**0.73**	**-**	**-**	**-**	**4,409.52**

As at 31st December 2025

	Not due	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	4,689.66	486.46	0.96	0.31	-	-	5,177.39
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	10.85	2.90	0.40	-	-	14.15
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	22.57	0.42	15.09	38.08
Total	**4,689.66**	**497.31**	**3.86**	**23.28**	**0.42**	**15.09**	**5,229.62**
Allowance for credit loss	-	(10.65)	(2.90)	(23.17)	(0.42)	(15.09)	(52.23)
Total Trade receivable	**4,689.66**	**486.66**	**0.96**	**0.11**	**-**	**-**	**5,177.39**

As at 31st December 2024*

	Not due	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	3,596.56	464.40	0.96	-	-	-	4,061.92
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	12.44	2.88	-	-	-	15.32
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	15.94	5.45	1.10	0.01	21.89	44.39
Total	**3,596.56**	**492.78**	**9.29**	**1.10**	**0.01**	**21.89**	**4,121.63**
Allowance for credit loss	-	(28.38)	(8.33)	(1.10)	(0.01)	(21.89)	(59.71)
Total Trade receivable	**3,596.56**	**464.40**	**0.96**	**-**	**-**	**-**	**4,061.92**

As at 31st December 2023*

	Not due	Outstanding for following periods from due date of payment					
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	3,876.75	223.00	1.68	-	-	-	4,101.43
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	8.43	5.09	1.08	0.10	-	14.70
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	0.91	1.10	0.01	2.36	19.53	23.91
Total	**3,876.75**	**232.34**	**7.87**	**1.09**	**2.46**	**19.53**	**4,140.04**
Allowance for credit loss	-	(9.35)	(6.18)	(1.09)	(2.46)	(19.53)	(38.61)
Total Trade receivable	**3,876.75**	**222.99**	**1.69**	**-**	**-**	**-**	**4,101.43**

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure VI - Notes to Restated Summary Statements
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

	As at June 30, 2026	As at June 30, 2025*	As at December 31, 2025	As at December 31, 2024*	As at December 31, 2023*
11 Cash and cash equivalents					
Cash and cash equivalents					
- Cash on hand	0.04	0.04	0.04	0.08	0.05
- Cheque on hand	-	-	-	-	2.73
Balances with banks			-		
- On current accounts	401.66	150.77	236.77	456.59	402.54
- Deposits with original maturity of less than three months	1,000.00	100.00	1,295.00	990.00	500.00
Total	**1,401.70**	**250.81**	**1,531.81**	**1,446.67**	**905.32**

Changes in liabilities arising from financing activities and non-cash financing and investing activities

Particulars	January 01, 2026	Cash inflows/ (outflows)	New leases	Others	June 30, 2026	January 01, 2025	Cash (inflows)/ outflows	New leases	Others	June 30, 2025*
Current Borrowings	-	-	-	-	-	-	-	-	-	-
Lease liabilities (note 33)	28.12	(21.03)	-	0.80	7.89	65.57	(19.99)	96.64	(94.85)	47.37
Non- current borrowings	-	-	-	-	-	-	-	-	-	-
Total liabilities from financing activities	**28.12**	**(21.03)**	**-**	**0.80**	**7.89**	**65.57**	**(19.99)**	**96.64**	**(94.85)**	**47.37**

Particulars	January 01, 2025	Cash inflows/ (outflows)	New leases	Others	December 31, 2025	January 01, 2024	Cash (inflows)/ outflows	New leases	Others	December 31, 2024*
Current Borrowings	-	-	-	-	-	1,107.86	(1,107.86)	-	-	-
Lease liabilities (note 33)	65.57	(40.79)	96.61	(93.27)	28.12	96.66	(45.46)	7.40	6.97	65.57
Non- current borrowings	-	-	-	-	-	-	-	-	-	-
Total liabilities from financing activities	**65.57**	**(40.79)**	**96.61**	**(93.27)**	**28.12**	**1,204.52**	**(1,153.32)**	**7.40**	**6.97**	**65.57**

Particulars	January 01, 2023	Cash inflows/ (outflows)	New leases	Others	December 31, 2023*
Current Borrowings	1,437.46	(329.60)	-	-	1,107.86
Lease liabilities (note 33)	56.65	(55.86)	103.04	(7.17)	96.66
Non- current borrowings	-	-	-	-	-
Total liabilities from financing activities	**1,494.11**	**(385.46)**	**103.04**	**(7.17)**	**1,204.52**

The 'Others' column includes the effect of accrued but not yet paid interest on lease liabilities and disposals during the year.

Non-cash financing and investing activities

Particulars	June 30, 2026	June 30, 2025*	December 31, 2025	December 31, 2024*	December 31, 2023*
Acquisition of Right-of-use assets	-	96.64	96.61	7.40	103.04

12 Bank balances other than cash and cash equivalents	As at June 30, 2026	As at June 30, 2025*	As at December 31, 2025	As at December 31, 2024*	As at December 31, 2023*
Current					
Fixed deposits with remaining maturity less than three months	-	-	-	-	1,150.00
Margin money deposits with original maturity period of more than three months but maturing within 12 months (refer note 12.1)	-	-	-	0.94	0.12
Bank deposits with more than 3 months and less than 12 months maturity	-	850.00	100.15	-	550.00
Earmarked balances with banks #	-	788.33	-	-	-
Total	**-**	**1,638.33**	**100.15**	**0.94**	**1,700.12**

12.1 Held as lien by bank against bank guarantees.

Represents earmarked balances towards payment of dividends.
* Restated on account of acquisition of business under common control (Refer Note-46)

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure VI - Notes to Restated Summary Statements
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

	As at June 30, 2026	As at June 30, 2025*	As at December 31, 2025	As at December 31, 2024*	As at December 31, 2023*
13 Equity share capital					
Authorised share capital					
187,995,834 equity shares of Rs.10 each (June 30, 2025 - 132,000,000 equity shares of Rs 10 each), (December 31, 2025 - 187,995,834 equity shares of Rs 10 each) ,(December 31, 2024 - 132,000,000 equity shares of Rs 10 each), (December 31, 2023 - 132,000,000 equity shares of 10 each))	1,879.96	1,320.00	1,879.96	1,320.00	1,320.00
Issued, subscribed and fully paid up					
187,995,834 equity shares of Rs.10 each (June 30, 2025 - 125,330,556 equity shares of Rs 10 each), (December 31, 2025 - 125,330,556 equity shares of Rs 10 each), (December 31, 2024 - 125,330,556 equity shares of Rs 10 each), (December 31, 2023 - 131,122,994 equity shares of 10 each)	1,253.31	1,253.31	1,253.31	1,311.23	1,311.23
Add: Bonus Issue	626.65				
Less: Shares Bought Back	-			(57.92)	
	1,879.96	**1,253.31**	**1,253.31**	**1,253.31**	**1,311.23**

	As at June 30, 2026		As at June 30, 2025*		As at December 31, 2025		As at December 31, 2024*		As at December 31, 2023*	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
(a) Reconciliation of number of equity shares										
Balance as at the beginning of the period/year	125,330,556	1,253.31	125,330,556	1,253.31	125,330,556	1,253.31	131,122,994	1,311.23	131,122,994	1,311.23
Add : Bonus Shares Issued	62,665,278	626.65	-	-	-	-	-	-	-	-
Less : Shares Bought Back		-	-	-	-	-	(5,792,438)	(57.92)	-	-
Balance as at the end of the period/year	**187,995,834**	**1,879.96**	**125,330,556**	**1,253.31**	**125,330,556**	**1,253.31**	**125,330,556**	**1,253.31**	**131,122,994**	**1,311.23**

(b) Rights, preferences and restrictions attached to equity shares

The Company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the board of directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

(c) Details of equity shares held by holding company and its nominees

	As at June 30, 2026		As at June 30, 2025*		As at December 31, 2025		As at December 31, 2024*		As at December 31, 2023*	
Equity shares held by Bonfiglioli S.p.a, Italy, the holding company, and its nominees	187,995,834	1,879.96	125,330,556	1,253.31	125,330,556	1,253.31	125,330,556	1,253.31	127,941,176	1,279.41

(d) Details of equity shares held by shareholders holding more than 5% of the aggregate shares in the Company

Equity shares held by Bonfiglioli S.p.a, Italy, the holding company, and its nominees	187,995,834	1,879.96	125,330,556	1,253.31	125,330,556	1,253.31	125,330,556	1,253.31	127,941,176	1,279.41
% of shares held	100%		100%		100%		100%		97.57%	

(e) In the period of five years immediately preceding June 30,2026, the aggregate number of equity shares bought back by the Company was 5,792,438 of face value of Rs. 10 each and the aggregate number of bonus equity shares issued by the company was 62,665,278 of face value of Rs 10 each.

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure VI - Notes to Restated Summary Statements
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

(f) Details of Shareholding by promoters

Shares held by promoters as at June 30, 2026						
S. No	**Promoter name**	**No. of Shares at the beginning of the year**	**Change during the period**	**No. of Shares at the end of the period**	**%of total shares**	**% Change during the period**
1	Bonfiglioli S.p.a, Italy & its nominees	125,330,556	62,665,278	187,995,834	100.00%	-50.00%
Shares held by promoters at the end of the year June 30, 2025*						
S. No	**Promoter name**	**No. of Shares at the beginning of the year**	**Change during the year**	**No. of Shares at the end of the year**	**%of total shares**	**% Change during the year**
1	Bonfiglioli S.p.a, Italy & its nominees	125,330,556	-	125,330,556	100.00%	0.00%
Shares held by promoters at the end of the year December 31, 2025						
S. No	**Promoter name**	**No. of Shares at the beginning of the year**	**Change during the year**	**No. of Shares at the end of the year**	**%of total shares**	**% Change during the year**
1	Bonfiglioli S.p.a, Italy & its nominees	125,330,556	-	125,330,556	100.00%	0.00%
Shares held by promoters at the end of the year December 31, 2024						
S. No	**Promoter name**	**No. of Shares at the beginning of the year**	**Change during the year**	**No. of Shares at the end of the year**	**%of total shares**	**% Change during the year**
1	Bonfiglioli S.p.a, Italy & its nominees	127,941,176	(2,610,620.00)	125,330,556	100.00%	2.04%
Shares held by promoters at the end of the year December 31, 2023						
S. No	**Promoter name**	**No. of Shares at the beginning of the year**	**Change during the year**	**No. of Shares at the end of the year**	**%of total shares**	**% Change during the year**
1	Bonfiglioli S.p.a, Italy & its nominees	127,941,176	-	127,941,176	97.57%	0.00%

13.1 Equity shares are not listed in any stock exchange. The Company filed its Draft Red Herring Prospectus (DRHP) dated February 9, 2026 and is in the process of listing its equity shares on recognized stock exchanges.

13.2 Bonus Shares issued during the current period

On January 25, 2026, the company had allotted bonus issue of 62,665,278 equity shares of INR 10 each to eligible Equity Shareholders of the Company holding equity shares whose name appears in the Register of Members as on November 03, 2025 ('Record date') in the proportion of 1 (One) bonus Equity Share for every 2 (Two) Equity Shares of the Company. The bonus issue of 62,665,278 equity shares of INR 10 each to eligible Equity Shareholders of the Company was approved by the board of directors through a circular resolution dated January 25, 2026. The Bonus Shares shall rank pari passu in all respects with and carry the same rights as the existing fully paid Equity Shares of the Company.

13.3 Buy back of shares

During the previous year ended December 31, 2024, the Company had bought back 5,792,438 shares of face value of INR 10 each at Rs 124.30 per share and such buy back were made in compliance of provisions of Section 68 and 69 of the Companies Act, 2013.

* Restated on account of acquisition of business under common control (Refer Note-46)

		As at June 30, 2026	As at June 30, 2025*	As at December 31, 2025	As at December 31, 2024*	As at December 31, 2023*
14	**Other equity**					
	Reserves and surplus					
	(i) Securities premium (refer note 14.1 (a))	-	-	-	-	309.32
	(ii) Retained earnings (refer note 14.1 (b))	8,462.72	7,443.24	8,618.70	7,298.28	6,393.08
	(iii) Capital Redemption Reserve (refer note 14.1 (c))	-	57.92	57.92	57.92	-
	Total	**8,462.72**	**7,501.16**	**8,676.62**	**7,356.20**	**6,702.40**
14.1	**Reserves and surplus**					
(a)	**Securities premium**					
	Balance as at the beginning of the period/ year	-	-	-	309.32	309.32
	Add: Pursuant to allotment of right issue equity shares	-	-	-	-	-
	Less: Utilized against Buyback of Shares	-	-	-	(309.32)	-
	Balance as at the end of the period/year	**-**	**-**	**-**	**-**	**309.32**
(b)	**Retained earnings**					
	Balance as at the beginning of the period/ year	8,618.70	7,298.28	7,298.28	6,393.08	5,633.28
	Add: Profit for the period/year	1,485.81	1,149.69	2,378.74	1,951.64	1,484.92
	Remeasurements of post-employment benefit obligations, net of tax for the period/year	26.72	(14.92)	(17.35)	(6.70)	(40.04)
	Adjustment on account of business combination (refer note 46)	-	(62.36)	(113.52)	113.56	(29.48)
	Total Restated comprehensive income for the period/ year	**10,131.23**	**8,370.69**	**9,546.15**	**8,451.58**	**7,048.68**
	Less: Dividend paid/ payable to the Shareholders	(1,099.78)	(927.45)	(927.45)	(689.30)	(655.60)
	Less: Utilized against Buyback of Shares	-	-	-	(352.75)	-
	Less: Bonus Issue of Shares	(568.73)	-	-		-
	Less: Tax on buyback of shares	-	-	-	(53.33)	-
	Less: Transferred to Capital Redemption reserve	-	-	-	(57.92)	-
	Balance as at the end of the period/year	**8,462.72**	**7,443.24**	**8,618.70**	**7,298.28**	**6,393.08**
(c)	**Capital Redemption Reserve**					
	Balance as at the beginning of the period/ year	57.92	57.92	57.92	-	-
	Add : Transferred from Retained earnings	-	-	-	57.92	-
	Less : Changes during the period	(57.92)				
	Balance as at the end of the period/year	**-**	**57.92**	**57.92**	**57.92**	**-**
	Total	**8,462.72**	**7,501.16**	**8,676.62**	**7,356.20**	**6,702.40**

14.2 Nature and purpose of other reserves

Securities premium

Securities premium is used to record the premium on issue of shares. The reserve can be utilized only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act. 2013.

Retained Earnings

Retained earnings are the profits/(loss) that the Company has earned/incurred till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings include re-measurement loss / (gain) on defined benefit plans, net of taxes that will not be reclassified to Statement of Profit and Loss.

Capital Redemption Reserve

The Company has recognised Capital Redemption Reserve on buy-back of equity shares from its retained earnings. The amount in Capital Redemption Reserve is equal to nominal amount of the equity shares bought back. The Company can utilize the same for the purpose of issue of fully paid-up bonus shares to its members.

14.3 Dividend Distribution made	As at June 30, 2026	As at June 30, 2025*	As at December 31, 2025	As at December 31, 2024*	As at December 31, 2023*
Dividends on equity shares declared and paid					
Final dividend for the period ended on June 30, 2026 - Nil (Period ended June 30, 2025 - Nil, December 31, 2025 - Nil, December 31, 2024 - Nil, December 31, 2023 - Rs. 5 per share)	-	-	-	-	655.60
Interim dividend for the period ended on June 30, 2026 - Rs. 5.85 per share (Period ended June 30, 2025- Rs 7.40, December 31, 2025 - Rs 7.40, December 31, 2024 - 5.50, December 31, 2023 - Nil per share)	1,099.78	927.45	927.45	689.30	-
Total	**1,099.78**	**927.45**	**927.45**	**689.30**	**655.60**

* Restated on account of acquisition of business under common control (Refer Note-46)

This space has been intentionally left blank

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure VI - Notes to Restated Summary Statements
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

		Current				
		As at June 30, 2026	As at June 30, 2025*	As at December 31, 2025	As at December 31, 2024*	As at December 31, 2023*
15	**Borrowings (at amortised cost)**					
	Secured - From banks					
	Packing credit (refer note 15.1))	-	-	-	-	1,107.86
		-	**-**	**-**	**-**	**1,107.86**

15.1 The Company had taken packing credit loans from banks with interest rates ranging from 6.15% to 6.65% p.a. These facilities are repayable within 120 - 150 days and are secured on a pari-passu basis by a first charge by way of hypothecation of all existing and future current assets and by a second charge on the Company's movable Property, plant and equipment, both present and future. The loan does not carry any debt covenant. The Company has not defaulted on any borrowings.

15.2 The quarterly returns / statements filed with the bank are in agreement with the books of accounts of the Company.

		Non-current				
		As at June 30, 2026	As at June 30, 2025*	As at December 31, 2025	As at December 31, 2024*	As at December 31, 2023*
16A	**Other financial liabilities at amortised cost**					
	Employee benefits payable	18.03	0.93	22.11	1.82	20.31
	Total	**18.03**	**0.93**	**22.11**	**1.82**	**20.31**

		Current				
		As at June 30, 2026	As at June 30, 2025*	As at December 31, 2025	As at December 31, 2024*	As at December 31, 2023*
16B	**Other financial liabilities at amortised cost**					
	Interest accrued and due on borrowings	-	-	7.76	-	1.77
	Other interest accrued and due	-	-		-	-
	Capital creditors					
	- total outstanding dues of micro enterprises and small enterprises (Refer note 35)	15.31	11.82	33.61	41.08	81.84
	- total outstanding dues of creditors other than micro enterprises and small enterprises	43.63	44.35	110.63	109.45	125.73
	Employee benefits payable	45.98	63.94	68.38	93.81	75.41
	Purchase consideration payable (Refer Note 46)	-	214.00	214.40	214.40	214.40
	Interim dividend payable to Parent company (Refer note 38)	-	788.33	-	191.76	-
	Derivative instruments at fair value through profit or loss					
	Derivatives not designated as hedges					
	Foreign exchange forward contracts	1.49	-	3.92	11.68	-
	Total	**106.41**	**1,122.44**	**438.70**	**662.18**	**499.15**

		Non-current				
		As at June 30, 2026	As at June 30, 2025*	As at December 31, 2025	As at December 31, 2024*	As at December 31, 2023*
17A	**Provisions**					
	Provision for employee benefits:					
	Compensated absences (Refer note 37)	72.20	55.17	73.44	57.30	62.10
	Gratuity (Refer note 37)	-	-	-	-	-
	Other provisions:					
	Provision for product warranty (Refer note 17.1)	50.16	52.34	47.86	49.05	45.49
	Provision for litigation (Refer note 17.2)	-	-	-	-	-
	Total	**122.36**	**107.51**	**121.30**	**106.35**	**107.59**

		Current				
		As at June 30, 2026	As at June 30, 2025*	As at December 31, 2025	As at December 31, 2024*	As at December 31, 2023*
17B	**Provisions**					
	Provision for employee benefits:					
	Compensated absences (Refer note 37)	14.00	10.36	13.79	9.03	9.40
	Gratuity (Refer note 37)	-	26.75	68.61	24.66	66.73
	Other provisions:					
	Provision for product warranty (Refer note 17.1)	82.07	103.63	113.99	140.07	133.77
	Provision for litigation (Refer note 17.2)	41.99	41.83	59.73	33.76	104.65
	Total	**138.06**	**182.57**	**256.12**	**207.52**	**314.55**
17.1	**Movement in provision for product warranty (current and non-current)**					
	Amount as at the beginning of the year	161.85	189.12	189.12	179.26	157.40
	Add: Provision created during the period/year	14.48	4.56	60.85	82.25	100.62
	Less: Claims settled during the period/year	(44.10)	(37.71)	(88.12)	(72.39)	(78.76)
	Amount as at the end of the period/year	**132.23**	**155.97**	**161.85**	**189.12**	**179.26**

The above provision represents estimate made for probable liabilities/ claims relating to warranty. The outflow is dependent on the receipt of claims during the period of warranty.

17.2	**Movement of provision for litigation**					
	Amount as at the beginning of the year	59.73	33.76	33.76	104.65	68.80
	Add: Provision made/ (reversal) during the period/year (Income tax)	-	8.07	39.82	(64.88)	38.17
	Less: Provision used against payment during the period/year	(17.74)	-	(13.85)	(6.01)	(2.32)
	Amount as at the end of the period/year	**41.99**	**41.83**	**59.73**	**33.76**	**104.65**

The Company has recorded provisions for the liabilities arising on account of pending assessment proceedings with various Government authorities without prejudice to its legal right under the respective Acts/ Regulations.

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure VI - Notes to Restated Summary Statements
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

	Non-current				
	As at June 30, 2026	**As at June 30, 2025***	**As at December 31, 2025**	**As at December 31, 2024***	**As at December 31, 2023***
18A Lease Liabilities					
Lease liabilities (refer note 33)	3.20	7.32	3.88	28.09	60.10
Total	**3.20**	**7.32**	**3.88**	**28.09**	**60.10**

	Current				
	As at June 30, 2026	**As at June 30, 2025***	**As at December 31, 2025**	**As at December 31, 2024***	**As at December 31, 2023***
18B Lease Liabilities					
Lease liabilities (refer note 33)	4.69	40.05	24.24	37.48	36.56
Total	**4.69**	**40.05**	**24.24**	**37.48**	**36.56**

* Restated on account of acquisition of business under common control (Refer Note-46)

This space has been intentionally left blank

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure VI - Notes to Restated Summary Statements
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

		Non-current				
		As at June 30, 2026	As at June 30, 2025*	As at December 31, 2025	As at December 31, 2024*	As at December 31, 2023*
19A	**Income Tax Assets (net)**					
	Opening balance	4.92	4.92	4.92	26.93	35.50
	Refund received/ reversed during the period/year	-	-	-	(22.01)	(8.57)
	Closing balance	**4.92**	**4.92**	**4.92**	**4.92**	**26.93**

		Current				
		As at June 30, 2026	As at June 30, 2025*	As at December 31, 2025	As at December 31, 2024*	As at December 31, 2023*
19B	**Income Tax Assets/(Liabilities) (net)**					
	Opening balance	(30.59)	82.30	82.30	92.53	70.96
	Refund receivable during the year	-		-	19.51	
	Refund received during the period/year	-	(19.51)	(19.51)	-	-
	Taxes paid for previous years	-		-	-	-
	Less: Provision for current tax	(509.48)	(472.81)	(810.33)	(577.64)	(561.15)
	Advance income tax and tax deducted at source	384.75	239.67	716.95	547.90	582.72
	Closing balance	**(155.32)**	**(170.35)**	**(30.59)**	**82.30**	**92.53**

20	**Trade payables**					
	Current					
	Total outstanding dues of micro and small enterprises (Refer note 35)	594.62	484.11	516.43	382.72	595.84
	Total outstanding dues of creditors other than micro and small enterprises	3,117.44	2,773.30	2,785.69	2,702.79	3,224.42
	Total	**3,712.06**	**3,257.41**	**3,302.12**	**3,085.51**	**3,820.26**
	Acceptances	-	-	-	-	7.80
	Payables to others	2,632.84	2,291.25	2,224.46	2,087.57	2,378.90
	Payables to related parties (Refer note 38)	1,079.22	966.16	1,077.66	997.94	1,433.56
	Total	**3,712.06**	**3,257.41**	**3,302.12**	**3,085.51**	**3,820.26**

Trade Payables ageing schedule

As at June 30, 2026

Particulars	Not due	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed dues - MSME	537.21	45.59	-	-	11.82	594.62
(ii) Undisputed - Others	2,716.06	399.54	0.46	0.06	1.32	3,117.44
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv)Disputed dues - Others	-	-	-	-	-	-
Total	**3,253.27**	**445.13**	**0.46**	**0.06**	**13.14**	**3,712.06**

As at June 30, 2025*

Particulars	Not due	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed dues - MSME	425.43	46.86	-	-	11.82	484.11
(ii) Undisputed - Others	2,341.77	430.14	0.07	0.34	0.98	2,773.30
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv)Disputed dues - Others	-	-	-	-	-	-
Total	**2,767.20**	**477.00**	**0.07**	**0.34**	**12.80**	**3,257.41**

As at December 31, 2025

Particulars	Not due	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed dues - MSME	473.00	31.61	-	-	11.82	516.43
(ii) Undisputed - Others	2,342.69	441.48	0.19	-	1.33	2,785.69
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv)Disputed dues - Others	-	-	-	-	-	-
Total	**2,815.69**	**473.09**	**0.19**	**-**	**13.15**	**3,302.12**

As at December 31, 2024*

Particulars	Not due	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed dues - MSME	348.75	22.15	-	1.75	10.07	382.72
(ii) Undisputed - Others	2,097.45	603.34	0.67	0.32	1.01	2,702.79
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv)Disputed dues - Others	-	-	-	-	-	-
Total	**2,446.20**	**625.49**	**0.67**	**2.07**	**11.08**	**3,085.51**

As at December 31, 2023*

Particulars	Not due	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed dues - MSME	526.90	56.43	1.84	0.50	10.17	595.84
(ii) Undisputed - Others	2,554.82	668.11	0.42	0.06	1.01	3,224.42
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv)Disputed dues - Others	-	-	-	-	-	-
Total	**3,081.72**	**724.54**	**2.26**	**0.56**	**11.18**	**3,820.26**

20.1 Trade payables are non-interest bearing and are generally settled between 30 to 120 days. For terms and conditions relating to related party receivables/ payables, refer Note 38
* Restated on account of acquisition of business under common control (Refer Note-46)

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure VI - Notes to Restated Summary Statements
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

		As at June 30, 2026	As at June 30, 2025*	As at December 31, 2025	As at December 31, 2024*	As at December 31, 2023*
21	**Other current liabilities**					
	Statutory dues	243.53	172.48	185.90	191.00	135.81
	Deferred Income (Export Promotion Capital Goods)	28.45	10.90	23.26	10.90	-
	Total	**271.98**	**183.38**	**209.16**	**201.90**	**135.81**
22	**Contract liabilities**					
	Advances from customers	83.45	52.98	56.43	50.40	31.33
		83.45	**52.98**	**56.43**	**50.40**	**31.33**

* Restated on account of acquisition of business under common control (Refer Note-46)

This space has been intentionally left blank

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure VI - Notes to Restated Summary Statements
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

	Six months period ended June 30, 2026	Six months period ended June 30, 2025*	Year ended December 31, 2025	Year ended December 31, 2024*	Year ended December 31, 2023*
23 Revenue from operations					
Revenue from contract with customers					
Sale of products					
Sale of goods	11,158.10	9,392.71	19,749.40	18,119.35	16,639.37
Sale of services					
Income from services	27.13	28.28	77.55	41.95	49.78
Total revenue from contract with customers	**11,185.23**	**9,420.99**	**19,826.95**	**18,161.30**	**16,689.15**
Other operating revenue					
Scrap sales	52.73	45.17	100.09	89.18	78.21
Commission income	-	-	-	5.10	3.81
Income from government grant	80.73	57.07	127.90	145.62	102.13
Others - Secondary Adjustment as per Transfer pricing	-	80.32	80.32	140.63	-
Total other operating revenue	**133.46**	**182.56**	**308.31**	**380.53**	**184.15**
Total revenue from operations	**11,318.69**	**9,603.55**	**20,135.26**	**18,541.83**	**16,873.30**
Timing of Revenue recognition					
Revenue recognised at a point of time	11,158.10	9,392.71	19,749.40	18,119.35	16,639.37
Revenue recognised over a period of time	27.13	28.28	77.55	41.95	49.78
Total	**11,185.23**	**9,420.99**	**19,826.95**	**18,161.30**	**16,689.15**

Summary of contract balances	**As at June 30, 2026**	**As at June 30, 2025***	**As at December 31, 2025**	**As at December 31, 2024***	**As at December 31, 2023***	**As at January 01, 2023**
Trade receivables (Refer note 10)	5,325.06	4,409.52	5,177.39	4,061.92	4,101.43	3,767.40
Advance from customers (Refer note 22)	83.45	52.98	56.43	50.40	31.33	23.73

Trade receivables are non-interest bearing and are normally settled on terms of 30 to 120 days. For the six-month period ended June 30, 2026 Rs 55.27 (June 30, 2025: Rs 50.44, December 31, 2025: Rs 52.23, December 31, 2024: Rs 59.71, December 31, 2023: Rs 38.61) was recognised as provision for expected credit losses on trade receivables.

Contract liabilities represents advances received from customers towards supply of products.

Reconciliation of amount of revenue recognised in the restated statement of profit and loss with the contracted price					
Revenue as per contracted price	11,185.23	9,420.99	19,826.95	18,161.30	16,689.15
Adjustments	-	-	-	-	-
Revenue from contract with customers as per Restated Statement of Profit and loss	**11,185.23**	**9,420.99**	**19,826.95**	**18,161.30**	**16,689.15**

Information about major customers
Revenue from one customer amounting to Rs nil for the six-month period ended June 30, 2026 constitute more than 10% of the total revenue of the Company (June 30, 2025 - one customer amounting to Rs 1,093.17, December 31, 2025 - one customer amounting to Rs. 2,265.48, December 31, 2024 - Nil, December 31, 2023 - Nil)

24 Other income					
Interest income					
On bank deposits	40.83	36.04	69.21	53.14	138.85
On other deposits	14.63	2.01	2.20	9.78	1.27
On loan given to related party (refer note 38)	3.68	5.95	9.61	2.09	-
Other non operating income					
Gain on disposal of property, plant and equipment	0.21	1.32	1.12	0.97	0.64
Allowance for doubtful debts no longer required written back	-	9.12	6.70	-	3.95
Gain on termination of lease	-	6.29	6.29	-	-
Net gain on foreign currency transactions	13.64	0.69	5.50	3.74	-
Total	**72.99**	**61.42**	**100.63**	**69.72**	**144.71**

* Restated on account of acquisition of business under common control (Refer Note-46)

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure VI - Notes to Restated Summary Statements
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

		Six months period ended June 30, 2026	Six months period ended June 30, 2025*	Year ended December 31, 2025	Year ended December 31, 2024*	Year ended December 31, 2023*
25	**Cost of raw materials & components consumed**					
	Inventory as at the beginning of the year	2,163.97	1,643.48	1,643.48	1,816.21	1,390.70
	Add: Purchases (net)	7,492.65	6,199.55	12,487.67	11,681.54	11,530.44
	Less: Inventory as at the end of the period/year	2,114.86	1,865.67	2,163.97	1,643.48	1,816.21
	Total	**7,541.76**	**5,977.36**	**11,967.18**	**11,854.27**	**11,104.93**
26	**Changes in inventories of finished goods and work-in-progress**					
	Stock as at the beginning of the year					
	Finished goods	747.83	869.05	869.05	726.92	634.52
	Work-in-progress	280.33	701.64	701.64	779.66	603.20
	Total (A)	**1,028.16**	**1,570.69**	**1,570.69**	**1,506.58**	**1,237.72**
	Stock as at the end of the period/year					
	Finished goods	1,044.47	917.95	747.83	869.05	726.92
	Work-in-progress	616.73	618.33	280.33	701.64	779.66
	Total (B)	**1,661.20**	**1,536.28**	**1,028.16**	**1,570.69**	**1,506.58**
	(Increase)/Decrease in inventories of finished goods and work-in-progress					
	Finished goods	(296.64)	(48.90)	121.22	(142.13)	(92.40)
	Work-in-progress	(336.40)	83.31	421.31	78.02	(176.46)
	Total (A-B)	**(633.04)**	**34.41**	**542.53**	**(64.11)**	**(268.86)**
27	**Employee benefits expense**					
	Salaries, wages and bonus	506.98	429.98	906.42	849.21	785.17
	Contribution to:					
	Provident fund (Defined contribution plan) (Refer note 37)	28.42	25.11	51.42	52.80	45.74
	Gratuity (Defined benefit plan) (Refer note 37)	14.86	10.64	50.12	25.90	17.63
	Staff welfare expenses	39.35	26.55	54.74	54.28	48.16
	Total	**589.61**	**492.28**	**1,062.70**	**982.19**	**896.70**

27.1 On November 21, 2025, the Government of India notified provisions of the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020, ('Labour Codes') which consolidate twenty-nine existing labour laws into a unified framework governing employee benefits during employment and post-employment. The Labour Codes, amongst other things, introduces changes including a uniform definition of wages and enhanced benefits relating to leave. The Company had assessed the financial implications of these changes and accounted for the increase in gratuity liability as of December 31, 2025.
This assessment and the above provision in the accounts are based on information currently available & the FAQs on key accounting implications arising from the Labour Codes issued by the Institute of Chartered Accountants of India. The Central Government has notified the Code on Wages (Central) Rules, 2026, however, the corresponding State Rules and certain other operational clarifications under the New Labour Codes are yet to be notified. The Company continues to monitor the notification of the remaining State Rules and clarifications, the impact, if any, of these will be accounted in accordance with applicable accounting standards.

28	**Depreciation and amortisation expense**					
	Depreciation of property, plant and equipment (Refer note 3)	249.28	213.75	435.08	421.67	319.37
	Amortisation of intangible assets (Refer note 3)	1.00	0.92	1.71	1.95	1.52
	Depreciation of Right-of-use asset (Refer note 3)	21.59	19.35	41.44	42.67	50.10
	Total	**271.87**	**234.02**	**478.23**	**466.29**	**370.99**
29	**Finance costs**					
	Interest on borrowings	-	3.81	3.97	30.44	77.58
	Interest on income tax	-	-	0.09	-	-
	Interest on lease liabilities	0.80	2.15	3.73	6.97	5.33
	Other borrowing costs	39.92	30.60	69.98	66.77	48.01
	Total	**40.72**	**36.56**	**77.77**	**104.18**	**130.92**

* Restated on account of acquisition of business under common control (Refer Note-46)

This space has been intentionally left blank

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure VI - Notes to Restated Summary Statements
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

	Six months period ended June 30, 2026	Six months period ended June 30, 2025*	Year ended December 31, 2025	Year ended December 31, 2024*	Year ended December 31, 2023*
30 Other expenses					
Consumption of stores, spare parts and tools	113.56	89.60	174.59	174.69	157.75
Sub-contracting charges	183.45	167.56	356.19	430.80	420.13
Power and fuel	118.45	109.95	224.39	213.74	177.59
Rent	7.86	8.46	16.34	6.35	7.16
Repairs and maintenance on Plant and machinery	61.86	44.32	107.99	120.30	110.74
Repairs and maintenance Buildings	2.20	2.44	5.02	5.38	4.51
Repairs and maintenance -Others	18.78	17.24	33.88	26.68	27.45
Insurance	8.86	12.58	24.82	25.82	25.56
Rates and taxes	6.02	4.37	18.15	8.92	8.41
Travelling and conveyance expenses	38.59	32.16	69.72	73.15	68.12
Contract labour charges	43.28	38.32	75.96	82.37	74.14
Payments to auditors (Refer note 30.1)	3.00	1.30	3.85	3.45	3.03
Directors' remuneration	5.08	1.00	2.00	2.00	2.00
Expenditure towards Corporate Social Responsibility (CSR) activities (Refer note 45)	36.68	31.17	67.03	44.91	55.30
Professional fees	284.05	228.18	475.67	453.06	474.84
Freight and handling charges (net)	47.63	35.01	80.13	67.88	60.08
Provision for product warranty	14.48	4.56	60.85	82.25	100.62
Royalty	507.36	430.33	895.87	822.09	752.35
Allowance for doubtful debts	3.36	-	-	23.24	-
Loss on disposal of property, plant and equipment	0.38	1.75	2.78	0.57	3.93
Net loss on foreign currency transactions	-	-	-	-	25.35
Miscellaneous expenses	76.69	74.92	159.92	151.09	142.56
Total	**1,581.62**	**1,335.22**	**2,855.15**	**2,818.74**	**2,701.62**

30.1 Payments to auditors

As auditor					
Statutory audit fee	3.00	1.30	3.85	2.90	2.80
Reimbursement of expenses		-		0.55	0.23
Other Services (Certification fees and other IPO related services)	7.30	-	21.83	-	-
Other Adjustments*	(7.30)	-	(21.83)	-	-
3.00	**1.30**	**3.85**	**3.45**	**3.03**

*Refer note 6B with regards to expenses recoverable from holding company

* Restated on account of acquisition of business under common control (Refer Note-46)

This space has been intentionally left blank

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure VI - Notes to Restated Summary Statements
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

		Six months period ended June 30, 2026	Six months period ended June 30, 2025*	Year ended December 31, 2025	Year ended December 31, 2024*	Year ended December 31, 2023*
31	**Tax expense**					
A.	**Income tax expense recognised in profit or loss**					
	Current tax - Continuing Operations					
	Current tax on profits for the period/year	509.31	452.12	818.82	577.06	560.85
	Adjustments for current tax of prior periods	0.17	28.26	61.21	(58.58)	73.52
	Current tax - Discontinued Operations	-	-	-	10.14	6.14
		509.48	**480.38**	**880.03**	**528.62**	**640.51**
	Deferred tax					
	Decrease/(increase) in deferred tax assets	3.85	(74.95)	(6.44)	15.53	(19.31)
	Adjustment for decrease of deferred tax due to change in tax rate	-	-	-	-	-
		3.85	**(74.95)**	**(6.44)**	**15.53**	**(19.31)**
	Total	**513.33**	**405.43**	**873.59**	**544.15**	**621.20**
	Tax reconciliation:					
	Restated Profit before income tax expense - Continuing Operations	1,999.14	1,555.12	3,252.33	2,449.99	2,081.71
	Restated Profit before income tax expense and gain on sale of Discontinued Operations	-	-	-	45.80	24.41
	Restated Profit before income tax expense	**1,999.14**	**1,555.12**	**3,252.33**	**2,495.79**	**2,106.12**
	Applied tax rate	25.168%	25.168%	25.168%	25.168%	25.168%
	Income tax expense calculated at 25.168%	503.14	391.39	818.55	628.14	530.07
	Tax effect of amounts which are not deductible (taxable) in calculating taxable income:					
	Interest payable under Income Tax Act & GST	-	-	-	-	0.17
	CSR Expenses	9.23	7.84	14.81	11.46	13.95
	Adjustment for tax relating to earlier periods	0.14	28.26	61.21	(58.58)	73.52
	Disallowance u/s 10(10CC)	0.82	0.74	1.82	1.73	1.10
	Secondary adjustment on account of Repatriation of CSA charges for earlier years (Offered to tax in earlier years)	-	(20.21)	(20.21)	(35.39)	-
	Fee for increase in authorised share capital	-	-	1.13	-	-
	Lower Tax Rate for Long Term Capital Gain on Slump Sale	-	-	-	(1.49)	-
	Others	-	(2.59)	(3.72)	(1.72)	2.39
	Total Tax expense	**513.33**	**405.43**	**873.59**	**544.15**	**621.20**

The Company elected to exercise the option permitted under section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019.

B.	**Income tax recognised in other comprehensive income**					
	Items that will not be reclassified to profit or loss	(8.99)	5.02	5.84	2.25	13.47

* Restated on account of acquisition of business under common control (Refer Note-46)

This space has been intentionally left blank

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure VI - Notes to Restated Summary Statements
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

32 Profit/ (Loss) from Discontinuing Operations

During the financial year ended December 31, 2024, for strategic reasons, the Company had decided to transfer a portion of its business division to a newly incorporated entity and thereby undertook restructuring activities of Slump sale of IT/ITES and R&D which led to the disposal of its business. Such disposal was completed on 30th September 2024.

Financial Impact of the Disposal

The financial effects of this transaction have been reflected in the restated summary statements. The profit or loss from discontinued operations (disposal group) has been presented separately in the statement of profit and loss, in accordance with the requirements of Ind AS 105 -'Non-current Assets Held for Sale and Discontinued Operations'. Accordingly, the profit and loss figures for the prior periods have been re-presented for comparative purposes in accordance with the requirements of the Ind AS 105 and consequently revenue from such discontinued operations are no longer disclosed in note 36(b) (Geographical segments) to the restated summary statements.

Compliance with Indian Accounting Standards (Ind AS)

The company has complied with the relevant Indian Accounting Standards (Ind AS) in recording and reporting this transaction. This includes Ind AS 105 for the classification, presentation and measurement of the disposed divisions, and Ind AS 1 for the presentation of financial statements.

This disclosure is made in accordance with the disclosure requirements under the Indian Accounting Standards.

	Six months period ended June 30, 2026	Six months period ended June 30, 2025*	Year ended December 31, 2025	Year ended December 31, 2024*	Year ended December 31, 2023*
REVENUES					
Revenue from operations	-	-	-	260.93	294.63
Total Revenues	**-**	**-**	**-**	**260.93**	**294.63**
EXPENSES					
Cost of raw materials & components consumed	-	-	-	0.46	2.50
Employee benefits expense	-	-	-	173.70	190.69
Depreciation and amortisation expense	-	-	-	16.40	17.01
Other expenses	-	-	-	48.31	60.02
Total Expenses	**-**	**-**	**-**	**238.87**	**270.22**
Profit before tax	**-**	**-**	**-**	**22.06**	**24.41**
Gain on sale of Division	**-**	**-**	**-**	**23.74**	**-**
Profit from Discontinued Operations	**-**	**-**	**-**	**45.80**	**24.41**
Tax Expenses of Discontinued Operations	**-**	**-**	**-**	**10.14**	**6.14**
Profit after tax from Discontinued Operations	**-**	**-**	**-**	**35.66**	**18.27**

* Restated on account of acquisition of business under common control (Refer Note-46)

This space has been intentionally left blank

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure VI - Notes to Restated Summary Statements
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

33 IND AS 116 - Lease Disclosure

The Company has lease contracts for Land and various buildings used in its operations. Leases of buildings generally have a lease term for 1 to 5 years and lease of land has a lease term of 95 years. The Company's obligations under its leases are secured by the lessor's title to the leased assets. Generally, the Company is restricted from assigning and sub-leasing the leased assets.

The Company also has certain leases of buildings with lease terms of 12 months or less and leases with low value. The Company applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

(i). Movement in the carrying value of the Right to Use Asset

Particulars	June 30, 2026	June 30, 2025*	December 31, 2025	December 31, 2024*	December 31, 2023*
Opening balance	306.97	343.07	343.07	381.04	342.81
Depreciation charge for the period/year	(21.59)	(19.35)	(41.44)	(42.67)	(50.10)
Additions during the period/year	-	96.64	96.61	7.40	103.04
Disposal during the period/year	-	(91.28)	(91.27)	(2.70)	(14.71)
Closing balance	**285.38**	**329.08**	**306.97**	**343.07**	**381.04**

(ii). Classification of current and non current liabilities of the lease liabilities

Particulars	June 30, 2026	June 30, 2025*	December 31, 2025	December 31, 2024*	December 31, 2023*
Current	4.69	40.05	24.24	37.48	36.56
Non Current	3.20	7.32	3.88	28.09	60.10
Total Lease Liabilities	**7.89**	**47.37**	**28.12**	**65.57**	**96.66**

(iii). Movement in the carrying value of the Lease Liabilities

Particulars	June 30, 2026	June 30, 2025*	December 31, 2025	December 31, 2024*	December 31, 2023*
Opening Lease Liabilities	28.12	65.57	65.57	96.66	56.65
Leases Entered during the period/year	-	96.64	96.61	7.40	103.04
Accretion of interest	0.80	2.15	3.73	6.97	5.33
Disposal during the period/year	-	(97.00)	(97.00)	-	(12.50)
Lease Payments (Cash Outflows)	(21.03)	(19.99)	(40.79)	(45.46)	(55.86)
Closing Lease Liabilities	**7.89**	**47.37**	**28.12**	**65.57**	**96.66**

(iv). Contractual Maturities of Lease liabilities

Particulars	June 30, 2026	June 30, 2025*	December 31, 2025	December 31, 2024*	December 31, 2023*
Less than one year	5.03	41.86	25.24	39.14	36.56
One to five years	3.47	8.52	4.31	29.55	60.10
More than five years	-	-	-	-	-
	8.50	**50.38**	**29.55**	**68.69**	**96.66**

(v) The following amounts are recognised in profit or loss:

Particulars	June 30, 2026	June 30, 2025*	December 31, 2025	December 31, 2024*	December 31, 2023*
Depreciation expenses of right of use	21.59	19.35	41.44	42.67	50.10
Interest expense on lease liabilities	0.80	2.15	3.73	6.97	5.33
Expense relating to short-term leases (included in other expenses)	7.86	8.46	16.34	6.35	7.16
Gain on termination of lease	-	(6.29)	(6.29)	-	-
Total amount recognised in profit or loss	**30.25**	**23.67**	**55.22**	**55.99**	**62.59**

The interest rate (weighted average incremental borrowing rate) for lease liabilities ranges from 7% to 9% with maturity between 2025-2029

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to the lease liabilities as and when they fall due.

The company has adopted the practical expediency of recognising Short term lease (Leasing of IT assets like laptop), Lease of Low value (Leasing of Crane) and lease involving variable rentals (storage and warehouse) in the statement of Profit and loss in a straight line basis disclosed as Rental expenses.

34 Earnings per equity share (EPS)	June 30, 2026	June 30, 2025*	December 31, 2025	December 31, 2024*	December 31, 2023*
Profit after tax - Rs. Millions - Continuing Operations	1,485.81	1,149.69	2,378.74	1,915.98	1,466.65
Profit after tax - Rs. Millions - Discontinued Operations	-	-	-	35.66	18.27
Profit after tax - Continuing & Discontinued Operations	**1,485.81**	**1,149.69**	**2,378.74**	**1,951.64**	**1,484.92**
Number of equity shares of Rs. 10 each as at the beginning of the year	187,995,834	125,330,556	125,330,556	131,122,994	131,122,994
Number of equity shares of Rs. 10 each as at the end of the year	187,995,834	125,330,556	125,330,556	125,330,556	131,122,994
Weighted average number of equity shares of Rs. 10 each outstanding during the year	187,995,834	125,330,556	125,330,556	127,356,327	131,122,994
Effect of dilution					
Issue of Bonus shares	-	62,665,278	62,665,278	62,665,278	62,665,278
Weighted average number of equity shares adjusted for the effect of dilution	187,995,834	187,995,834	187,995,834	190,021,605	193,788,272
Nominal value of each equity share (in Rs.)	10.00	10.00	10.00	10.00	10.00
Earnings per Equity Share: (Basic and Diluted) - Continuing Operations #	7.90	6.12	12.65	10.08	7.57
Earnings per Equity Share: (Basic and Diluted) - Discontinued Operations #	-	-	-	0.19	0.09
Earnings per Equity Share: (Basic and Diluted) - Continuing & Discontinued Operations #	7.90	6.12	12.65	10.27	7.66

Not annualised for June 30, 2026 and June 30, 2025.

* Restated on account of acquisition of business under common control (Refer Note-46)

35 Dues to micro and small enterprises

The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Particulars	As at June 30, 2026	As at June 30, 2025*	As at December 31, 2025	As at December 31, 2024*	As at December 31, 2023*
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at the period/year end	598.11	484.11	538.22	411.98	665.86
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at period/year end	11.82	11.82	11.82	11.82	11.82
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	95.04	130.52	239.63	261.12	452.45
Interest paid, other than under Section 16 of the MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-	-	-	
Interest paid, under Section 16 of the MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-	-	-	
Interest due and payable towards suppliers registered under the MSMED Act, for payments already made	-	-	-	-	-
Further interest remaining due and payable for earlier years	11.82	11.82	11.82	11.82	11.80

36 Segment information

(a) Description of segments and principal activities

The Board of Directors is considered to be the Chief Operating Decision Maker of the Company within the purview of Ind AS 108, Operating Segments. The Board examines the Company's performance and has determined the Company as a whole as one segment. Accordingly, the total segment revenue, total segment results, total carrying amount of segment assets, total carrying amount of segment liabilities, total capital expenditure during the period/year, total amount of charge of depreciation and amortisation during the period/year are all as reflected in the restated summary statements as at and for the six month periods ended June 30, 2026 and June 30, 2025, and for the years ending December 31, 2025, December 31, 2024 and December 31, 2023.

(b) The Company is domiciled in India. The amount of its revenue from contract with customers broken down by location of the customers is shown in the table below.

Revenue from contract with customers (Continuing Operations)	June 30, 2026	June 30, 2025*	December 31, 2025	December 31, 2024*	December 31, 2023*
India	7,833.67	6,981.67	14,372.84	13,546.37	12,709.58
China	108.15	94.17	186.70	411.43	592.70
USA	1,591.60	1,451.28	3,077.40	2,405.17	1,577.45
Italy	342.68	252.15	607.63	373.18	371.31
Germany	322.47	194.49	435.33	642.25	589.16
Other countries	986.66	447.23	1,147.05	782.90	848.95
Total	**11,185.23**	**9,420.99**	**19,826.95**	**18,161.30**	**16,689.15**

(c) All non-current assets of the Company are located in India.

(d) Details of sale of products and Services (Continuing Operations)

Particulars	June 30, 2026	June 30, 2025*	December 31, 2025	December 31, 2024*	December 31, 2023*
Gear box	7,100.96	5,698.01	12,056.19	11,072.63	9,615.62
Gear motor	2,856.94	2,802.28	5,825.12	5,366.21	5,231.89
Others	1,227.33	920.70	1,945.64	1,722.46	1,841.64
Total	**11,185.23**	**9,420.99**	**19,826.95**	**18,161.30**	**16,689.15**

* Restated on account of acquisition of business under common control (Refer Note-46)

This space has been intentionally left blank

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure VI - Notes to Restated Summary Statements
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

37 Employee benefit obligations

	Compensated absences (As per note 37.1)				
Particulars	**June 30, 2026**	**June 30, 2025***	**December 31, 2025**	**December 31, 2024***	**December 31, 2023***
Current	14.00	10.36	13.79	9.03	9.40
Non-current	72.20	55.17	73.44	57.30	62.10
Total	**86.20**	**65.53**	**87.23**	**66.33**	**71.50**

	Gratuity (As per note 37.3)				
Particulars	**June 30, 2026**	**June 30, 2025***	**December 31, 2025**	**December 31, 2024***	**December 31, 2023***
Current	-	26.75	68.61	24.66	66.73
Non-current	-	-	-	-	-
Total	**-**	**26.75**	**68.61**	**24.66**	**66.73**

37.1 Compensated absences

Compensated absences cover the Company's liability for earned leave.

Based on past experience, the Company does not expect all employees to avail the full amount of accrued leave or require payment for such leave within the next 12 months. Hence, amounts to the extent of Rs. 72.20 (June 30, 2025 - Rs. 55.17, December 31,2025 - Rs. 73.44 , December 31, 2024 - Rs. 57.30, December 31, 2023 - Rs. 62.10) is presented as non-current.

Significant Actuarial Assumptions	**June 30, 2026**	**June 30, 2025***	**December 31, 2025**	**December 31, 2024***	**December 31, 2023***
Discount Rate	7.00%	6.50%	6.80%	6.96%	7.40%
Future Salary Rate %	10.53%	12.20%	12.20%	11.60%	11.22%

Post-employment obligations

37.2 Defined contribution plan - Provident fund

Contributions are made to provident fund for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the Government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation.

Amount recognised in statement of profit and loss

Particulars	**June 30, 2026**	**June 30, 2025***	**December 31, 2025**	**December 31, 2024***	**December 31, 2023***
Provident fund	28.42	25.11	51.42	52.80	45.74
Total	**28.42**	**25.11**	**51.42**	**52.80**	**45.74**

37.3 Defined benefit plan - Gratuity

The Company provides for gratuity for employees as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contribution to LIC.

(a) The amounts recognised in the balance sheet and the movement in the net defined benefit obligation and plan assets over the year are as follows:

Particulars	**Present value of obligation**	**Fair value of plan assets**	**Net amount**
January 01, 2023	**161.11**	**140.09**	**21.02**
Current service cost	16.65	-	16.65
Interest expense/(income)	11.50	10.52	0.98
Past service costs	-	-	-
Total amount recognised in profit or loss	**28.15**	**10.52**	**17.63**
Remeasurements:			
(Gain)/loss from change in demographic assumptions	(1.83)	-	(1.83)
(Gain)/loss from change in financial assumptions	38.31	-	38.31
Effect of Experience (gains)/losses	16.15	-	16.15
Return on plan assets, excluding amounts included in interest expense/(income)	-	(0.88)	0.88
Total amount recognised in other comprehensive income	**52.63**	**(0.88)**	**53.51**
Employer contributions	-	25.43	(25.43)
Benefit payments	(7.71)	(7.71)	-
December 31, 2023	**234.18**	**167.45**	**66.73**

* Restated on account of acquisition of business under common control (Refer Note-46)

Particulars	Present value of obligation	Fair value of plan assets	Net amount
January 01, 2024	**234.18**	**167.45**	**66.73**
Current service cost	22.37	-	22.37
Interest expense/(income)	15.93	12.40	3.53
Past service costs	-	-	**-**
Total amount recognised in profit or loss	**38.30**	**12.40**	**25.90**
Remeasurements:			
(Gain)/loss from change in demographic assumptions	(5.11)	-	(5.11)
(Gain)/loss from change in financial assumptions	11.79	-	11.79
Effect of Experience (gains)/losses	3.35	-	3.35
Return on plan assets, excluding amounts included in interest expense/(income)	-	1.08	(1.08)
Total amount recognised in other comprehensive income	**10.03**	**1.08**	**8.95**
Employer contributions	-	73.65	(73.65)
Benefit payments	(10.06)	(10.06)	**-**
Transfer In/ (Out)	(31.08)	(27.81)	**(3.27)**
December 31, 2024	**241.37**	**216.71**	**24.66**

Particulars	Present value of obligation	Fair value of plan assets	Net amount
January 01, 2025	**241.37**	**216.71**	**24.66**
Current service cost	10.24	-	10.24
Interest expense/(income)	7.94	7.54	0.40
Past service costs	-	-	-
Total amount recognised in profit or loss	**18.18**	**7.54**	**10.64**
Remeasurements:			
(Gain)/loss from change in demographic assumptions	(0.51)	-	(0.51)
(Gain)/loss from change in financial assumptions	17.13	-	17.13
Effect of Experience (gains)/losses	8.15	-	8.15
Return on plan assets, excluding amounts included in interest expense/(income)	-	4.83	(4.83)
Total amount recognised in other comprehensive income	**24.77**	**4.83**	**19.94**
Employer contributions	-	28.49	(28.49)
Benefit payments	(13.05)	(13.05)	-
June 30, 2025*	**271.27**	**244.52**	**26.75**

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure VI - Notes to Restated Summary Statements
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

Particulars	Present value of obligation	Fair value of plan assets	Net amount
January 01, 2025	**241.37**	**216.71**	**24.66**
Current service cost	20.48	-	20.48
Interest expense/(income)	15.96	15.09	0.87
Past service costs	28.77	-	28.77
Total amount recognised in profit or loss	**65.21**	**15.09**	**50.12**
Remeasurements:			
(Gain)/loss from change in demographic assumptions	(0.53)	-	(0.53)
(Gain)/loss from change in financial assumptions	12.48	-	12.48
Effect of Experience (gains)/losses	11.61	-	11.61
Return on plan assets, excluding amounts included in interest expense/(income)	-	0.37	(0.37)
Total amount recognised in other comprehensive income	**23.56**	**0.37**	**23.19**
Employer contributions	-	29.36	(29.36)
Benefit payments	(16.44)	(16.44)	-
December 31, 2025	**313.70**	**245.09**	**68.61**

Particulars	Present value of obligation	Fair value of plan assets	Net amount
January 01, 2026	**313.70**	**245.09**	**68.61**
Current service cost	13.10	-	13.10
Interest expense/(income)	10.09	8.33	1.76
Past service costs			-
Total amount recognised in profit or loss	**23.19**	**8.33**	**14.86**
Remeasurements:			
(Gain)/loss from change in demographic assumptions	3.28	-	3.28
(Gain)/loss from change in financial assumptions	(34.00)	-	(34.00)
Effect of Experience (gains)/losses	(4.45)	-	(4.45)
Return on plan assets, excluding amounts included in interest expense/(income)	-	0.54	(0.54)
Total amount recognised in other comprehensive income	**(35.17)**	**0.54**	**(35.71)**
Employer contributions	-	74.97	(74.97)
Benefit payments	(8.05)	(8.05)	-
Transfer out			-
June 30, 2026	**293.67**	**320.88**	**(27.21)**

The net liability/(asset) disclosed above relates to funded plan as follows:

Particulars	June 30, 2026	June 30, 2025*	December 31, 2025	December 31, 2024*	December 31, 2023*
Present value of funded obligation	293.67	271.27	313.70	241.37	234.18
Fair value of plan assets	320.88	244.52	245.09	216.71	167.45
Deficit / (surplus) of funded plan	**(27.21)**	**26.75**	**68.61**	**24.66**	**66.73**

(b) Significant actuarial assumptions

The significant actuarial assumptions were as follows:

Particulars	June 30, 2026	June 30, 2025*	December 31, 2025	December 31, 2024*	December 31, 2023*
Discount rate	7.00%	6.50%	6.80%	6.96%	7.40%
Salary growth rate	10.53%	12.20%	12.20%	11.60%	11.22%
Attrition rate	13.25%	13.77%	13.77%	13.65%	12.14%

Notes:

i. The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligation.

ii. The estimates of future salary increases, considered in actuarial valuation, takes into account, inflation, seniority, promotions and other relevant factors, such as demand and supply in the employment market.

(c) Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions is:

	Impact on defined benefit obligation				
	Change in assumption				
Particulars	**June 30, 2026**	**June 30, 2025***	**December 31, 2025**	**December 31, 2024***	**December 31, 2023***
Discount rate	0.50%	0.50%	0.50%	0.50%	0.50%
Salary growth rate	0.50%	0.50%	0.50%	0.50%	0.50%

	Impact on defined benefit obligation				
	Increase in assumption				
Particulars	**June 30, 2026**	**June 30, 2025***	**December 31, 2025**	**December 31, 2024***	**December 31, 2023***
Discount rate	284.78	262.47	303.66	233.78	226.12
Salary growth rate	302.09	279.60	309.83	248.67	242.07

	Impact on defined benefit obligation				
	Decrease in assumption				
Particulars	**June 30, 2026**	**June 30, 2025***	**December 31, 2025**	**December 31, 2024***	**December 31, 2023***
Discount rate	303.12	280.76	324.38	249.61	242.96
Salary growth rate	285.66	263.46	292.36	234.58	226.87

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

* Restated on account of acquisition of business under common control (Refer Note-46)

(d) Plan assets

The Company has plan assets by way of investments funds in Life Insurance Corporation of India (LIC).

(e) Risk exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are detailed below:

Asset volatility
The present value of the defined benefit plan obligation is calculated using a discount rate determined by reference to Government of India bond rate.
If the return on plan asset is lower than this rate, then it will create a plan deficit.

Changes in bond yields
A decrease in bond yields will increase plan liabilities, although this will be partially offset by an yields increase in the value of the plans' bond holdings.

(f) Defined benefit liability and employer contributions

Expected contributions to post-employment benefit plan for the period/year ending June 30, 2026 is Rs. 33.22 (June 30, 2025 is Rs. 28.21 , December 31,2025 is Rs. 33.54, December 31, 2024 is Rs. 26.54,December 31, 2023 is Rs. 23.16.)

The weighted average duration of the defined benefit obligation is 7 years (June 30,2025 - 7 years, December 31, 2025 - 8 years, December 31, 2024 - 8 years, December 31, 2023 - 8 years).

The expected maturity analysis of undiscounted gratuity is as follows:

	Less than a year	**Between 1 - 2 years**	**Between 2 - 5 years**	**Over 5 years**	**Total**
June 30, 2026	33.22	38.98	119.94	226.10	**418.24**
June 30, 2025*	28.21	33.71	99.35	207.60	**368.87**
December 31, 2025	33.54	40.82	115.50	237.30	**427.16**
December 31, 2024	26.54	28.37	96.08	183.86	**334.85**
December 31, 2023*	23.16	26.27	89.22	190.50	**329.15**

* Restated on account of acquisition of business under common control (Refer Note-46)

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure VI - Notes to Restated Summary Statements
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

38 Related party disclosures

A Name of related parties and nature of relationship

(i) Where control exists

Ultimate Holding Company	Bon-Fi SRL
Holding company	Bonfiglioli S.p.A.

(ii) Other related parties with whom transactions have taken place during the year

Fellow subsidiaries	Bonfiglioli Transmission (Aust.) Pty Ltd - Australia
	Bonfiglioli Transmission (Aust.) Pty Ltd - New Zealand
	Bonfiglioli Vectron GmbH (until June 2024)**
	Bonfiglioli South Africa Pty Ltd.
	Bonfiglioli U.S.A. Inc.
	Bonfiglioli Vietnam Co. Ltd
	Bonfiglioli Riduttori S.p.A.
	Bonfiglioli Güç Aktarma ve Otomasyon Teknolojileri Sanayi ve Tic. A.Ş.
	Bonfiglioli (U.K) Ltd
	Bonfiglioli South East Asia Pte. Ltd.
	Bonfiglioli Trading (Shanghai) Co. Ltd
	Tecnotrans Bonfiglioli SA
	Bonfiglioli Deutschland GmbH
	Bonfiglioli Drives (Shanghai) Co. Ltd
	Bonfiglioli Slovakia sro
	Bonfiglioli Redutores do Brasil Indústria e Comércio Ltda
	Bonfiglioli Transmission S.A.S
	O&K Antriebstechnik GmbH
	Bonfiglioli Drive Solutions Private Ltd
	Bonfiglioli Technology Space Pvt. Ltd
(iii) Others	Clementino Bonfiglioli Charitable Trust*
	B.R.T. S.p.A#
(iv) Key management personnel	Mrs. Sonia Bonfiglioli, Promoter and Non-Executive Director
	Mr. G.A Balaji, Chief Financial Officer and Whole-time director
	Mr. Kennady V Kaipally, Managing Director (w.e.f. November 11, 2025) and Whole Time Director (upto November 09, 2025)
	Mr. Massimo Sarti, Non Executive Director (w.e.f. April 23, 2025)
	Mr Marco Mossuto, Non-Executive Director (w.e.f February 03, 2026)
	Mr. Ravindra Pisharody, Independent Director
	Mrs Rossella Schiavini, Independent Director (w.e.f February 03, 2026)
	Mr Sundaresan Ananthanarayanan, Independent Director (w.e.f February 03, 2026)
	Mr. Sunil kumar, Company Secretary (w.e.f November 27, 2024)
	Mr. Fausto Carboni, Director (till July 3, 2024)
	Ms. Bindhu Madhavi M (till April 21, 2023)
	Mr. Vijaykrishna (till August 12, 2022)
	Ms. Arthi N (till November 16, 2023)

* represents CSR trust in which Company is a trustee
represents Company in which Sonia Bonfiglioli is a director and her relative is a shareholder

The above information regarding related parties has been determined to the extent such parties have been identified on the basis of information available with the Company.

(**) Bonfiglioli Vectron GmbH is no more existence, since it was merged in Bonfiglioli Deutschland GmbH effective from 01.07.2024

B Particulars of transactions and balances with related parties

Description	June 30, 2026	June 30, 2025*	December 31, 2025	December 31, 2024*	December 31, 2023*
(a) Transactions during the year					
Sale of goods					
Fellow subsidiaries:					
Bonfiglioli Transmission (Aust.) Pty Ltd - Australia	98.90	52.66	112.43	155.54	102.54
Bonfiglioli Vietnam Co. Ltd	77.19	29.88	91.99	43.79	37.54
Bonfiglioli U.S.A. Inc.	722.04	347.58	785.25	603.36	328.77
Bonfiglioli Slovakia sro	19.77	10.47	22.74	83.06	176.77
Bonfiglioli South Africa Pty Ltd.	1.23	1.83	5.89	2.44	8.24
Bonfiglioli Transmission S.A.S	74.32	36.18	87.15	59.71	216.06
Bonfiglioli Redutores do Brasil Indústria e Comércio Ltda	118.67	119.02	198.64	132.78	25.83
Bonfiglioli Transmission (Aust.) Pty Ltd - New Zealand	21.38	6.31	22.41	10.65	18.21
Bonfiglioli Drives (Shanghai) Co. Ltd	92.25	63.72	143.83	95.59	89.54
Bonfiglioli Deutschland GmbH	322.47	194.49	435.33	628.32	571.01
Bonfiglioli Riduttori S.p.A.	239.16	174.25	471.86	301.24	336.19
Bonfiglioli Güç Aktarma ve Otomasyon Teknolojileri Sanayi ve Tic. A.Ş.	32.77	12.84	19.62	35.26	86.24
Bonfiglioli (U.K) Ltd	203.96	100.97	338.19	85.50	60.35
Bonfiglioli South East Asia Pte. Ltd.	27.07	17.13	36.74	67.85	57.65
Bonfiglioli Trading (Shanghai) Co. Ltd.	11.44	29.48	39.22	310.63	499.28
Tecnotrans Bonfiglioli SA	197.33	55.44	195.75	84.12	53.14
Bonfiglioli Technology Space Pvt Ltd	0.22	-	-	-	-
Others:					
B.R.T. S.p.A	(0.17)	35.34	43.23	47.17	21.72
Sale of services (from continuing operations)					
Holding company:					
Bonfiglioli S.p.A.	1.85	1.73	3.03	8.09	10.75
Fellow subsidiaries:					
Bonfiglioli Riduttori S.p.A.	0.41	0.61	1.78	0.03	2.65
Bonfiglioli Drives (Shanghai) Co. Ltd	0.36	0.89	3.54	0.35	0.16
Bonfiglioli Trading (Shanghai) Co. Ltd.	0.03	0.09	0.12	1.18	3.72
Bonfiglioli Transmission S.A.S	-	-	-	-	-
Bonfiglioli Deutschland GmbH	-	-	-	1.25	0.14
Bonfiglioli South East Asia Pte. Ltd.	0.19	-	-	-	0.11
Bonfiglioli Redutores do Brasil Indústria e Comércio Ltda	-	-	-	-	-
Bonfiglioli Transmission (Aust.) Pty Ltd - Australia	-	0.10	0.10	-	-
Bonfiglioli U.S.A. Inc.	-	2.58	2.58	-	-
Bonfiglioli Vietnam Co. Ltd	0.01	-	-	0.01	-
Tecnotrans Bonfiglioli SA	-	-	-	-	-
Bonfiglioli Vectron GmbH	-	-	-	4.11	7.67
Bonfiglioli Technology Space Pvt Ltd	1.11	1.18	3.10	0.52	-
Sale of services (from discontinued operations-also refer note 32)					
Holding company:					
Bonfiglioli S.p.A.	-	-	-	252.36	284.29
Fellow Subsidiaries:					
O&K Antriebstechnik GmbH	-	-	-	8.57	10.34
Sale of Discontinued Operations					
Fellow subsidiaries:					
Bonfiglioli Technology Space Pvt Ltd	-	-	-	115.50	-
Commission income					
Fellow subsidiaries:					
Bonfiglioli Riduttori S.p.A.	-	-	-	3.37	1.98
O&K Antriebstechnik GmbH	-	-	-	1.73	1.83
Interest Income on loan given					
Fellow subsidiaries:					
Bonfiglioli Technology Space Pvt Ltd	3.68	5.95	9.61	2.09	-
Secondary Adjustment received as per Transfer pricing					
Holding company:					
Bonfiglioli S.p.A.	-	80.32	80.32	140.63	-
Loan repaid during the period/year					
Fellow subsidiaries:					
Bonfiglioli Technology Space Pvt Ltd	229.79	270.64	541.26	-	-
Loan provided during the period/ year					
Fellow subsidiaries:					
Bonfiglioli Technology Space Pvt Ltd	240.75	203.93	441.99	218.51	-
Expenses recoverable from holding company					
Holding company:					
Bonfiglioli S.p.A.	59.19	-	21.83	-	-

* Restated on account of acquisition of business under common control (Refer Note-46)

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure VI - Notes to Restated Summary Statements
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

B Particulars of transactions and balances with related parties

Description	June 30, 2026	June 30, 2025*	December 31, 2025	December 31, 2024*	December 31, 2023*
Purchase of goods					
Fellow subsidiaries:					
Bonfiglioli Drives (Shanghai) Co. Ltd	6.45	5.08	8.24	3.17	7.41
Bonfiglioli Vectron GmbH	-	-	-	1.39	3.01
Bonfiglioli Deutschland GmbH	1.55	1.03	2.10	1.01	0.11
Bonfiglioli U.S.A. Inc.	2.62	0.04	0.43	0.07	0.42
Bonfiglioli Riduttori S.p.A.	1,163.34	998.90	1,856.50	1,985.81	2,303.32
Bonfiglioli Redutores do Brasil Indústria e Comércio Ltda	-	0.48	0.48	-	0.06
Bonfiglioli Transmission (Aust.) Pty Ltd - Australia	0.09	-	0.71	0.31	0.17
Bonfiglioli South Africa Pty Ltd.	0.95	0.17	5.98	0.80	0.75
Bonfiglioli (U.K) Ltd	0.01	-	-	-	-
Bonfiglioli Transmission S.A.S	-	0.10	0.21	0.29	0.00#
Tecnotrans Bonfiglioli SA	-	-	0.07	0.04	-
O&K Antriebstechnik GmbH	-	9.59	11.00	4.74	1.24
Bonfiglioli Trading (Shanghai) Co. Ltd.	8.25	-	-	28.29	11.82
Bonfiglioli Güç Aktarma ve Otomasyon Teknolojileri Sanayi ve Tic. A.Ş.	-	-	0.01	-	0.02
Others:					
B.R.T. S.p.A	-	22.41	33.16	76.28	83.70
Professional fees					
Holding company:					
Bonfiglioli S.p.A.	262.57	207.51	427.76	420.33	441.21
Sales commission expense					
Fellow subsidiaries:					
Bonfiglioli U.S.A. Inc.	19.40	21.78	46.17	36.39	25.14
Special project (E-commerce)					
Holding company:					
Bonfiglioli S.p.A.	-	-	-	4.45	-
Remuneration to Key managerial personnel					
Key Managerial personnel (Refer note c below)	33.42	22.37	42.17	52.83	39.50
Salary advance given during the year					
Key Managerial personnel:					
Mr. Kennady V Kaipally	-	-	12.10	-	-
Sitting fees to Director					
Key Managerial personnel:					
Mr. Ravindra Pisharody	1.82	1.00	2.00	2.00	2.00
Other expenses (including reimbursement of expenses)					
Fellow subsidiaries:					
Bonfiglioli Riduttori S.p.A.	0.22	2.03	2.03	0.28	0.64
Bonfiglioli Drives (Shanghai) Co. Ltd	0.12	0.83	0.75	0.34	0.52
Bonfiglioli Trading (Shanghai) Co. Ltd	-	0.00#	0.00#	0.21	-
Bonfiglioli Slovakia sro	0.08	0.23	0.52	0.62	0.61
Bonfiglioli Transmission (Aust.) Pty Ltd - Australia	-	-	-	0.13	-
Bonfiglioli Vietnam Co. Ltd	0.08	0.45	0.46	0.01	0.00#
Bonfiglioli Redutores do Brasil Indústria e Comércio Ltda	-	-	-	0.79	-
Bonfiglioli (U.K) Ltd	-	-	-	-	0.24
Bonfiglioli U.S.A. Inc.	0.04	0.10	0.31	1.76	0.58
Royalty					
Holding company:					
Bonfiglioli S.p.A.	505.43	425.92	888.08	813.32	741.26
Donation					
Others:					
Clementino Bonfiglioli Charitable Trust	1.40	1.69	3.79	3.10	3.15
Dividend Paid/ Payable					
Holding company:					
Bonfiglioli S.p.A.	1,099.78	927.45	927.45	689.30	639.71
Fellow subsidiaries:					
Bonfiglioli Vectron GmbH	-	-	-	-	15.91

* Restated on account of acquisition of business under common control (Refer Note-46)
represents amount less than Rs 0.01 millions

B Particulars of transactions and balances with related parties

Description	June 30, 2026	June 30, 2025*	December 31, 2025	December 31, 2024*	December 31, 2023*
Buy Back of Equity Shares					
Holding company:					
Bonfiglioli S.p.A.	-	-	-	324.50	-
Fellow subsidiaries:					
Bonfiglioli Vectron GmbH	-	-	-	395.50	-
Issue of Bonus shares					
Holding company:					
Bonfiglioli S.p.A.	626.65	-	-	-	-
(b) Balances as at the end of the year					
Trade receivables					
Holding company:					
Bonfiglioli S.p.A.	0.86	0.88	8.41	89.38	147.99
Fellow subsidiaries:					
Bonfiglioli Transmission (Aust.) Pty Ltd - Australia	75.16	38.11	40.68	36.79	38.56
Bonfiglioli Transmission S.A.S	60.48	30.36	27.97	10.34	50.51
Bonfiglioli Transmission (Aust.) Pty Ltd - New Zealand	15.56	3.30	11.65	3.78	6.70
Bonfiglioli Vietnam Co. Ltd	54.14	15.48	47.79	18.70	12.18
Bonfiglioli Drives (Shanghai) Co. Ltd.	59.84	53.20	45.38	33.78	23.32
Bonfiglioli Trading (Shanghai) Co. Ltd.	7.61	22.25	6.31	9.27	174.24
Bonfiglioli Slovakia sro	16.59	6.36	10.29	12.94	21.48
Bonfiglioli Riduttori S.p.A.	125.94	130.94	186.26	84.67	91.51
Bonfiglioli U.S.A. Inc.	525.31	174.93	357.65	321.58	140.27
Bonfiglioli Vectron GmbH	-	-	-	-	7.81
Bonfiglioli South Africa Pty Ltd	0.39	1.89	0.72	2.11	3.76
Bonfiglioli Deutschland GmbH	200.67	127.36	177.39	57.68	240.53
Bonfiglioli Redutores do Brasil Indústria e Comércio Ltda	93.85	80.48	28.05	42.97	7.65
Bonfiglioli Güç Aktarma ve Otomasyon Teknolojileri Sanayi ve Tic. A.Ş.	27.39	13.34	2.19	0.60	14.62
Bonfiglioli South East Asia Pte. Ltd.	14.02	17.16	15.61	24.72	41.24
Bonfiglioli (U.K) Ltd	160.55	82.15	164.85	35.63	20.81
Tecnotrans Bonfiglioli SA	157.52	44.01	133.10	39.09	4.48
O&K Antriebstechnik GmbH	-	-	-	3.36	7.82
Bonfiglioli Technology Space Pvt Ltd	2.12	2.90	3.32	4.12	-
Others:					
B.R.T. S.p.A	-	29.50	6.87	18.22	2.04
Trade payables					
Holding company:					
Bonfiglioli S.p.A.	375.34	329.12	551.77	471.22	537.68
Fellow subsidiaries:					
Bonfiglioli Transmission S.A.S	-	0.10	0.12	0.10	0.01
Bonfiglioli Drives (Shanghai) Co. Ltd	5.84	2.15	2.26	1.01	6.33
Bonfiglioli Trading (Shanghai) Co. Ltd.	8.17	0.00	-	-	12.06
Bonfiglioli U.S.A. Inc.	57.77	31.20	37.60	38.72	28.82
Bonfiglioli Riduttori S.p.A.	629.75	580.36	481.71	478.32	816.07
Bonfiglioli Transmission (Aust.) Pty Ltd - Australia	0.09	-	0.01	0.14	0.03
Bonfiglioli Transmission (Aust.) Pty Ltd - New Zealand	-	-	0.01	-	-
Bonfiglioli Vietnam Co. Ltd	0.09	0.45	0.03	0.01	-
Bonfiglioli South Africa Pty Ltd.	0.94	0.18	3.58	0.02	0.24
Bonfiglioli (U.K) Ltd	0.01	-	-	-	0.24
Bonfiglioli Vectron GmbH	-	-	-	-	1.79
Bonfiglioli Deutschland GmbH	0.97	0.31	0.26	0.88	0.11
Tecnotrans Bonfiglioli SA	-	-	0.07	-	-
Bonfiglioli Slovakia sro	0.08	0.24	-	0.01	0.28
Bonfiglioli Güç Aktarma ve Otomasyon Teknolojileri Sanayi ve Tic. A.Ş.	-	-	-	-	0.02
Bonfiglioli Redutores do Brasil Indústria e Comércio Ltda	-	-	-	-	0.07
O&K Antriebstechnik GmbH	-	8.54	-	-	1.28
Bonfiglioli Technology Space Pvt Ltd	0.17	0.06	0.24	0.00#	-
Others					
B.R.T. S.p.A	-	13.45	-	7.51	28.53
Purchase consideration payable (Refer Note 46)					
Fellow subsidiaries:					
Bonfiglioli Drive Solutions Private Limited	-	214.00	214.40	214.40	214.40
Loan given (Outstanding as at balance sheet date)					
Fellow subsidiaries:					
Bonfiglioli Technology Space Pvt Ltd	130.21	151.81	119.25	218.51	-
Other receivable					
Holding company:					
Bonfiglioli S.p.A.	0.97	221.83	80.32	140.63	-
Interim Dividend Payable (Net of tax deducted at source)					
Holding company:					
Bonfiglioli S.p.A.	-	788.33	-	191.76	-
Remuneration Payable to key managerial personnel					
Mr G.A Balaji	1.01	1.25	3.01	5.59	3.68
Mr. Kennady V Kaipally	18.44	24.37	19.87	26.89	17.28
Mr. S Sunil Kumar	0.02	0.02	0.06	0.01	-
Salary advance (Outstanding as at balance sheet date)					
Key Managerial personnel:					
Mr. Kennady V Kaipally	12.10	-	12.10	-	-
Expenses recoverable from holding company					
Holding company:					
Bonfiglioli S.p.A.	59.19	-	21.83	-	-

* Restated on account of acquisition of business under common control (Refer Note-46)
represents amount less than Rs 0.01 millions

C Details of Remuneration to Key Managerial Personnel

Particulars	'Six months period ended June 30, 2026		
	Mr G.A Balaji	Mr. Kennady V Kaipally	Mr. Sunil Kumar
(a) short-term employee benefits	8.15	11.11	0.73
(b) post-employment benefits	-	3.67*#	-
(c) other long-term benefits	2.58	7.11#*	0.07
Total	**10.73**	**21.89**	**0.80**

#* includes provision created towards bonus amounting to 4.42 MINR payable in 2028 subject to satisfaction of certain conditions

*# includes provision created towards pension amounting to 3.67 MINR payable at the time of retirement subject to satisfaction of certain conditions.

Particulars	'Six months period ended June 30, 2025**		
	Mr G.A Balaji	Mr. Kennady V Kaipally	Mr. Sunil Kumar
(a) short-term employee benefits	6.52	10.33	0.72
(b) post-employment benefits	-	0.72	0.03
(c) other long-term benefits	1.42	2.59	0.04
Total	**7.94**	**13.64**	**0.79**

Particulars	'Year ended December 31, 2025		
	Mr G.A Balaji	Mr. Kennady V Kaipally	Mr. Sunil Kumar
(a) short-term employee benefits	14.60	20.76	1.45
(b) post-employment benefits	1.67	8.81***	0.04
(c) other long-term benefits	3.91	13.97##	0.09
(d) reversal long term benefits accrued in previous years #	-	(23.12)	-
Total	**20.18**	**20.42**	**1.58**

during the current year owing to non-satisfaction of conditions, the Company has reversed provision for bonus created in earlier years amounting to Rs. 23.12 .

includes provision created towards bonus amounting to 8.91 MINR payable in 2028 subject to satisfaction of certain conditions.

*** includes pension amounting to 7.12 MINR payable at the time of retirement subject to satisfaction of certain conditions

Particulars	'Year ended December 31, 2024**		
	Mr G.A Balaji	Mr. Kennady V Kaipally	Mr. Sunil Kumar
(a) short-term employee benefits	12.30	18.30	0.13
(b) post-employment benefits	1.40	2.70	-
(c) other long-term benefits	4.50	13.50	-
Total	**18.20**	**34.50**	**0.13**

Particulars	'Year ended December 31, 2023**			
	Mr G.A Balaji	Mr. Kennady V Kaipally	Ms. Bindhu Madhavi M	Ms. Arthi N
(a) short-term employee benefits	9.00	13.90	0.40	0.80
(b) post-employment benefits	0.40	0.50	-	-
(c) other long-term benefits	3.50	11.00	-	-
Total	**12.90**	**25.40**	**0.40**	**0.80**

Information with respect to to post employment benefit plan is disclosed in note 37

Transaction with related party - Transfer price:

Transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions and all the related party outstanding balances as at the period/year end are unsecured, interest free and settlement occurs in cash except for loan provided to related parties as disclosed in note 5 to the restated summary statements. Further, there are no guarantees provided or received to/from any related party. For the six month periods ended June 30, 2026, June 30, 2025 and for the years ended December 31, 2025, December 31, 2024, December 31, 2023, the Company has assessed that no impairment is required in respect of amounts owed by related parties. This assessment is undertaken for each financial year through examining the financial position of the related party and the market in which the related party operates. Also, the Company has entered into international transactions with related parties and has a policy of maintaining documents as prescribed by the Income-tax Act, 1961 to prove that these transactions are at arm's length and believes that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.

**Restated on account of acquisition of business under common control (Refer Note-46)

39 Fair value measurements

(a) Fair Values

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those the carrying amounts that are reasonable approximations of fair values:

Particulars	Carrying value					Fair value				
	June 30, 2026	June 30, 2025*	December 31, 2025	December 31, 2024*	December 31, 2023*	June 30, 2026	June 30, 2025*	December 31, 2025	December 31, 2024*	December 31, 2023*
Investments	1.13	1.13	1.13	1.13	1.13	1.13	1.13	1.13	1.13	1.13
Loans	130.21	151.81	119.25	218.51	-	130.21	151.81	119.25	218.51	-
Other Financial assets	164.94	299.61	176.43	203.43	120.18	164.94	299.61	176.43	203.43	120.18
Total	**296.28**	**452.55**	**296.81**	**423.07**	**121.31**	**296.28**	**452.55**	**296.81**	**423.07**	**121.31**
Short term Borrowings	-	-	-	-	1,107.86	-	-	-	-	1,107.86
Lease liabilities	7.89	47.37	28.12	65.57	96.66	7.89	47.37	28.12	65.57	96.66
Other financial liabilities	124.44	1,123.37	460.81	664.00	519.46	124.44	1,123.37	460.81	664.00	519.46
Total	**132.33**	**1,170.74**	**488.93**	**729.57**	**1,723.98**	**132.33**	**1,170.74**	**488.93**	**729.57**	**1,723.98**

The carrying amounts of trade receivables, trade payables, cash & cash equivalents and bank balances other than cash & cash equivalents are considered to be the same as their fair values, due to their short-term nature.

The fair value of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

(b) Fair Value hierarchy

	Note	June 30, 2026			June 30, 2025*			December 31, 2025		
		Level 1	Level 2	Level 3	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial assets										
Investments										
- Equity instruments (quoted)	4	1.13	-	-	1.13	-	-	1.13	-	-
Derivative instruments	6B	-	-	-	-	1.52	-	-	-	-
Total		**1.13**	**-**	**-**	**1.13**	**1.52**	**-**	**1.13**	**-**	**-**
Financial liabilities										
Derivative instruments	16B	-	1.49	-	-	-	-	-	3.92	-
Total		**-**	**1.49**	**-**	**-**	**-**	**-**	**-**	**3.92**	**-**

	Note	December 31, 2024*			December 31, 2023*		
		Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial assets							
Investments							
- Equity instruments (quoted)	4	1.13	-	-	1.13	-	-
Derivative instruments	6B	-	-	-	-	4.24	-
Total		**1.13**	**-**	**-**	**1.13**	**4.24**	**-**
Financial liabilities							
Derivative instruments	16B	-	11.68	-	-	-	-
Total		**-**	**11.68**	**-**	**-**	**-**	**-**

Hierarchy:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices or realisable price as on the date of reporting. This includes listed equity instruments that have realisable price as agreed in the share purchase agreement.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

(c) Valuation process

The finance department of the Company performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. Discussions of valuation processes and results are held between the CFO and the finance department which is in accordance with the Company's policy.

(d) Fair value of financial assets and liabilities measured at amortised cost

The fair values for other financial assets were calculated based on cash flows discounted using a risk adjusted discount rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

* Restated on account of acquisition of business under common control (Refer Note-46)

40 Financial risk management

The Company's activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, bank balances other than cash and cash equivalents, financial assets measured at amortised cost	Ageing analysis Credit ratings	Diversification of bank deposits and review of credit ratings, credit limits and letters of credit
Liquidity risk	Trade payables, borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk - foreign exchange	Future commercial transactions Recognised financial assets and liabilities not denominated in Indian rupee (Rs.)	Sensitivity analysis	Monitoring exchange rate movements and forward foreign exchange contracts
Market risk - interest rate	Short-term borrowings at variable interest rates	Sensitivity analysis	Availability of committed credit lines and borrowing facilities

(A) Credit risk

Credit risk arises from cash and cash equivalents, bank balances other than cash and cash equivalents, financial assets measured at amortised cost and credit exposures to customers including outstanding receivables.

(i) Credit risk management

Credit risk on cash and cash equivalents is limited as the Company generally deposits surplus cash with banks holding high credit ratings.

Credit risk with respect to domestic and export trade receivable (other than receivables from related parties) is managed by the Company through periodical review of their credit worthiness. The Company does not perceive any credit risk in respect of receivables from related parties.

Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivable and, where appropriate, credit guarantee cover is taken.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information.

A default on a financial asset is when the counterparty fails to make contractual payments within one year from the due date. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

The Company evaluates the concentration of risk with respect to trade receivables and contract assets as low, as its customers are located in several jurisdictions and industries .

(ii) Provision for expected credit losses

The Company provides for loss allowance based 12 month expected credit loss except in the case of trade receivables which are provided based on life-time expected credit loss and on a specific identification basis.

Six Month Period Ended June 30, 2026:

(a) Expected credit loss for other financial assets at amortised cost

The risk of default in carrying value of other financial assets is negligible and hence no provision for expected credit loss has been provided.

(b) Expected credit loss for trade receivables and contract assets under simplified approach:

Ageing	Less than 6 months	More than 6 months	Total
Gross carrying amount - Trade receivables	5,338.55	41.78	5,380.33
Loss allowance rate - Trade receivables	-0.27%	-97.42%	-1.03%
Expected credit losses (Loss allowance provision)	(14.57)	(40.70)	(55.27)
Carrying amount of trade receivables (net of loss allowance provision)	**5,323.98**	**1.08**	**5,325.06**

Six Month period ended June 30, 2025*:

(a) Expected credit loss for other financial assets at amortised cost

The risk of default in carrying value of other financial assets is negligible and hence no provision for expected credit loss has been provided.

(b) Expected credit loss for trade receivables under simplified approach:

Ageing	Less than 6 months	More than 6 months	Total
Gross carrying amount - Trade receivables	4,415.34	44.62	4,459.96
Loss allowance rate - Trade receivables	-0.15%	-98.36%	-1.13%
Expected credit losses (Loss allowance provision)	(6.55)	(43.89)	(50.44)
Carrying amount of trade receivables (net of loss allowance provision)	**4,408.79**	**0.73**	**4,409.52**

Year ended December 31, 2025:

(a) Expected credit loss for other financial assets at amortised cost

The risk of default in carrying value of other financial assets is negligible and hence no provision for expected credit loss has been provided.

(b) Expected credit loss for trade receivables under simplified approach:

Ageing	Less than 6 months	More than 6 months	Total
Gross carrying amount - Trade receivables	5,186.97	42.65	5,229.62
Loss allowance rate - Trade receivables	-0.21%	-97.47%	-1.00%
Expected credit losses (Loss allowance provision)	(10.65)	(41.58)	(52.23)
Carrying amount of trade receivables (net of loss allowance provision)	**5,176.32**	**1.07**	**5,177.39**

Year ended December 31, 2024*:

(a) Expected credit loss for other financial assets at amortised cost

The risk of default in carrying value of other financial assets is negligible and hence no provision for expected credit loss has been provided.

(b) Expected credit loss for trade receivables under simplified approach:

Ageing	Less than 6 months	More than 6 months	Total
Gross carrying amount - Trade receivables	4,089.34	32.29	4,121.63
Loss allowance rate - Trade receivables	-0.69%	-97.01%	-1.45%
Expected credit losses (Loss allowance provision)	(28.38)	(31.33)	(59.71)
Carrying amount of trade receivables (net of loss allowance provision)	**4,060.95**	**0.96**	**4,061.92**

Year ended December 31, 2023*:

(a) Expected credit loss for other financial assets at amortised cost

The risk of default in carrying value of other financial assets is negligible and hence no provision for expected credit loss has been provided.

(b) Expected credit loss for trade receivables under simplified approach:

Ageing	Less than 6 months	More than 6 months	Total
Gross carrying amount - Trade receivables	4,109.09	30.95	4,140.04
Loss allowance rate - Trade receivables	-0.23%	-94.55%	-0.93%
Expected credit losses (Loss allowance provision)	(9.35)	(29.26)	(38.61)
Carrying amount of trade receivables (net of loss allowance provision)	**4,099.74**	**1.69**	**4,101.43**

(iv) Reconciliation of loss allowance provision

(a) Other financial assets

There is no loss allowance provision created for other financial assets.

(b) Trade receivables

During the year, the Company has written off/(back) of trade receivables June 30, 2026 - Rs. 3.04 (June 30, 2025 - Rs. (9.27), December 31, 2025 - Rs.(7.48), December 31, 2024 - Rs. 21.10, December 31, 2023 - Rs. (4.41)) and it does not expect to receive future cash flows or recoveries from collection of cash flows previously written-off.

Loss allowance on December 31, 2025	**(52.23)**
Changes in loss allowance - changes in risk parameters	(3.04)
Loss allowance on June 30, 2026	**(55.27)**

Loss allowance on December 31, 2024*	**(59.71)**
Changes in loss allowance - changes in risk parameters	9.27
Loss allowance on June 30, 2025*	**(50.44)**

Loss allowance on December 31, 2024*	**(59.71)**
Changes in loss allowance - changes in risk parameters	7.48
Loss allowance on December 31, 2025	**(52.23)**

Loss allowance on December 31, 2023*	**(38.61)**
Changes in loss allowance - changes in risk parameters	(21.10)
Loss allowance on December 31, 2024*	**(59.71)**

Loss allowance on December 31, 2022	**(43.02)**
Changes in loss allowance - changes in risk parameters	4.41
Loss allowance on December 31, 2023*	**(38.61)**

(B) Liquidity risk

Liquidity risk refers to risk that the Company cannot meet its financial obligations. The objective of a prudent liquidity risk management is to maintain sufficient liquidity and ensure availability of funds to meet its obligations through:
(a) internal financing by way of daily cash flow projection
(b) fund and non-fund based working capital limits from various banks.

The Company assessed the concentration of risk with respect to financial liabilities and concluded it to be low.

The tables below analyse the company's financial liabilities into relevant maturity groupings based on their contractual maturities for non-derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

* Restated on account of acquisition of business under common control (Refer Note-46)

(i) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

	June 30, 2026	June 30, 2025*	December 31, 2025	December 31, 2024*	December 31, 2023*
Floating rate					
- Expiring within 1 year (cash credit, packing credit and working capital demand loan)	1,825.00	1,825.00	1,825.00	1,825.00	717.14

The bank overdraft facilities may be drawn at any time and may be terminated by the bank as per terms and conditions of the sanction letter issued by the banker.

(ii) Contractual maturities of financial liabilities:

	Less than 6 months	6 months to 1 year	More than 1 year	Total
June 30, 2026				
Borrowings	-	-	-	-
Trade payables	3,712.06	-	-	3,712.06
Other financial liabilities	106.41	-	18.03	124.44
Lease liabilities	4.19	0.84	3.47	8.50
Total	**3,822.66**	**0.84**	**21.50**	**3,845.00**
June 30, 2025*				
Borrowings	-	-	-	-
Trade payables	3,257.41	-	-	3,257.41
Other financial liabilities	1,122.44	-	0.93	1,123.37
Lease liabilities	20.83	21.45	8.10	50.38
Total	**4,400.68**	**21.45**	**9.03**	**4,431.16**
December 31, 2025				
Borrowings	-	-	-	-
Trade payables	3,302.12	-	-	3,302.12
Other financial liabilities	438.70	-	22.11	460.81
Lease liabilities	21.03	4.21	4.31	29.55
Total	**3,761.85**	**4.21**	**26.42**	**3,792.48**
December 31, 2024*				
Borrowings	-	-	-	-
Trade payables	3,085.51	-	-	3,085.51
Other financial liabilities	662.18	-	1.82	664.00
Lease liabilities	18.31	20.83	29.55	68.69
Total	**3,766.00**	**20.83**	**31.37**	**3,818.20**
December 31, 2023*				
Borrowings	1,107.86	-	-	1,107.86
Trade payables	3,820.26	-	-	3,820.26
Other financial liabilities	499.15	-	20.31	519.46
Lease liabilities	17.85	18.72	60.10	96.67
Total	**5,445.12**	**18.72**	**80.41**	**5,544.25**

(C) Market risk

Market risk is the risk that changes in market price, liquidity and other factors that could have an adverse effect on realizable fair values or future cash flows to the Company. The Company's activities expose it primarily to the financial risks of changes in foreign currency exchange risks and interest rates as future specific market changes cannot be predicted normally with accuracy.

(i) Foreign currency risk

The Company is exposed to foreign exchange risk arising from foreign currency transactions on account of sale / purchase of goods denominated in a currency that is not the Company's functional currency (Rs). The risk is measured through a forecast of foreign currency cash flows that would arise due to the underlying assets and liabilities held.
The company review the import and exports in specific currency and if there be the need to make payment over and above the receivables and balance available in specific currency in EEFC account, then forward cover is taken to cover the exposure.

* Restated on account of acquisition of business under common control (Refer Note-46)

a) Foreign currency exposure

The Company's exposure to foreign exchange risk at the end of the reporting period/year are expressed as follows:

	June 30, 2026					June 30, 2025*				
	USD	**EUR**	**JPY**	**AUD**	**NZD**	**USD**	**EUR**	**JPY**	**AUD**	**NZD**
Financial assets:										
Trade receivables	1,059.20	1,063.20	-	90.72	-	751.44	696.88	-	41.41	-
Derivative assets										
Foreign exchange forward contract	1,032.83	-	-	93.87	-	659.34	-	-	37.16	-
Net exposure to foreign exchange risks (assets)	**26.37**	**1,063.20**	**-**	**(3.15)**	**-**	**92.10**	**696.88**	**-**	**4.25**	**-**
Financial liabilities:										
Trade payables	90.60	682.61	210.35	0.09	-	41.55	516.53	96.08	-	-
Derivative liability										
Foreign exchange forward contract	83.02		196.92	-	-	-	147.71	98.13	-	-
Net exposure to foreign exchange risks (liabilities)	**7.58**	**682.61**	**13.43**	**0.09**	**-**	**41.55**	**368.82**	**(2.05)**	**-**	**-**

	December 31, 2025					December 31, 2024 *				
	USD	**EUR**	**JPY**	**AUD**	**NZD**	**USD**	**EUR**	**JPY**	**AUD**	**NZD**
Financial assets:										
Trade receivables	964.98	901.81	-	52.34	-	708.42	498.96	-	40.58	-
			-							
Derivative assets										
Foreign exchange forward contract	962.02	-	-	51.50	-	718.09	-	-	58.08	-
Net exposure to foreign exchange risks (assets)	**2.96**	**901.81**	**-**	**0.84**	**-**	**(9.67)**	**498.96**	**-**	**(17.50)**	**-**
Financial liabilities:										
Trade payables	45.07	1,075.48	131.39	0.01	0.01	45.10	966.02	90.91	0.14	-
Derivative liability										
Foreign exchange forward contract	42.94	178.55	134.29	-	-	-	321.40	87.42		-
Net exposure to foreign exchange risks (liabilities)	**2.13**	**896.93**	**(2.90)**	**0.01**	**0.01**	**45.10**	**644.62**	**3.49**	**0.14**	**-**

	December 31, 2023*				
	USD	**EUR**	**JPY**	**AUD**	**NZD**
Financial assets:					
Trade receivables	310.43	874.78	-	45.27	-
Derivative financial assets					
Derivative assets					
Foreign exchange forward contract	300.68	805.01	-	43.91	-
Net exposure to foreign exchange risks (assets)	**9.75**	**69.77**	**-**	**1.36**	**-**
Financial liabilities:					
Trade payables	22.43	1,524.45	125.69	0.03	-
Derivative liability					
Foreign exchange forward contract	-	1,257.78	38.20	-	-
Net exposure to foreign exchange risks (liabilities)	**22.43**	**266.67**	**87.49**	**0.03**	**-**

	June 30, 2026		June 30, 2025*	
	Derivative financial assets	Derivative financial liabilities	Derivative financial assets	Derivative financial liabilities
Foreign exchange forward contracts	-	1.49	1.52	-
Total	**-**	**1.49**	**1.52**	**-**

	December 31, 2025		December 31, 2024 *	
	Derivative financial assets	Derivative financial liabilities	Derivative financial assets	Derivative financial liabilities
Foreign exchange forward contracts	-	3.92	-	11.68
Total	**-**	**3.92**	**-**	**11.68**

	December 31, 2023*	
	Derivative financial assets	Derivative financial
Foreign exchange forward contracts	4.24	-
Total	**4.24**	**-**

b) Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

	Impact on profit before tax				
	June 30, 2026	June 30, 2025*	December 31, 2025	December 31, 2024 *	December 31, 2023*
Sensitivity					
INR/USD - Increase by 1% **	0.19	0.51	0.01	(0.55)	(0.13)
INR/USD - Decrease by 1% **	(0.19)	(0.51)	(0.01)	0.55	0.13
INR/EUR - Increase by 1% **	3.81	3.28	0.05	(1.46)	(1.97)
INR/EUR - Decrease by 1% **	(3.81)	(3.28)	(0.05)	1.46	1.97
INR/JPY - Increase by 1% **	(0.13)	0.02	0.03	(0.03)	(0.87)
INR/JPY - Decrease by 1% **	0.13	(0.02)	(0.03)	0.03	0.87
INR/AUD - Increase by 1% **	(0.02)	0.03	0.01	(0.13)	0.01
INR/AUD - Decrease by 1% **	0.02	(0.03)	(0.01)	0.13	(0.01)

Sensitivity analysis is not disclosed for NZD & AUD due to negligible impact on profit.

** Holding all other variables constant.

(ii) Cash flow and fair value interest rate risk

The Company's main interest rate risk arises from short term borrowings with variable rates, which expose the Company to cash flow interest rate risk.

The Company has not taken any interest rate swaps to convert the floating rate borrowings to fixed rate loans. The Company monitors the movement in the interest rates and uses the prepayment option to repay the borrowings at the time when the interest rates are unfavourable. The assessment of viability of using the pre-payment option shall be evaluated by the finance team.

a) Interest rate risk exposure

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

	June 30, 2026	June 30, 2025*	December 31, 2025	December 31, 2024 *	December 31, 2023*
Variable rate borrowings	-	-	-	-	1,107.86
Total	**-**	**-**	**-**	**-**	**1,107.86**

b) Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

	Impact on profit after tax				
	June 30, 2026	June 30, 2025*	December 31, 2025	December 31, 2024 *	December 31, 2023*
Interest rates - increase by 100 basis points#	-	-	-	-	(8.00)
Interest rates - decrease by 100 basis points#	-	-	-	-	8.00

The risk estimates provided assume a parallel shift of 100 basis points interest rates across all yield curves. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

* Restated on account of acquisition of business under common control (Refer Note-46)

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure VI - Notes to Restated Summary Statements
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

41 Capital management

Risk management

The Company's objectives when managing capital are to

• safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders
• maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Company monitors capital on the basis of the following gearing ratio:

Net 'debt' divided by Total 'equity' (as shown in the balance sheet)

The Company's strategy is to maintain an optimal gearing ratio. The gearing ratios were as follows:

	As at June 30, 2026	As at June 30, 2025*	As at December 31, 2025	As at December 31, 2024 *	As at December 31, 2023*
Total equity (A)	**10,342.68**	**8,754.47**	**9,929.93**	**8,609.51**	**8,013.63**
Borrowings (refer note 15)	-	-	-	-	1,107.86
Lease liabilities (refer note 18A and note 18B)	7.89	47.37	28.12	65.57	96.66
Less: Cash and cash equivalents (refer note 11)	(1,401.70)	(250.81)	(1,531.81)	(1,446.67)	(905.32)
Less : Bank balances other than cash and cash equivalents above	-	(1,638.33)	(100.15)	(0.94)	(1,700.12)
Net debt (B)	**(1,393.81)**	**(1,841.77)**	**(1,603.84)**	**(1,382.04)**	**(1,400.92)**
Gearing ratio (B/A)	**-13.48%**	**-21.04%**	**-16.15%**	**-16.05%**	**-17.48%**

42 Contingent liabilities and Commitments

A Contingent liabilities

Particulars	As at June 30, 2026	As at June 30, 2025*	As at December 31, 2025	As at December 31, 2024 *	As at December 31, 2023*
Disputed Income-tax demands pending before various forums*	28.06	28.06	28.06	86.50	17.10
Indirect tax matters	2.76	2.76	2.76	-	-

* Includes demand orders received under Income Tax Act,1961 with respect to certain disallowances of expenditure for AY 04-05 (proceedings pending before High Court), AY 21-22 (Proceedings pending with CIT-Appeals) and AY 22-23 (demand Order received from Assessing Officer) amounting to 28.06 (30 June-25 28.06,31 December-25 28.06, 31 December-24 32.40, 31 December-23 17.10) and downward transfer pricing adjustments relating to certain corporate support charges for AY 15-16, 17-18, 18-19, 20-21 and 23-24 amounting to Nil (30 Jun 25 Nil, 31 December -25 Nil, 31 December-24 54.13, 31 December -23 Nil). Further, the amounts disclosed in 31 December-24 relating to downward transfer pricing adjustments represents the reduction in tax and interest amounting to 54.13 owing to the application filed by the Company under The Direct Tax Vivad se Vishwas Scheme, 2024 in respect of which, the Company has received approval from the Income Tax Authorities subsequently.

B Commitments

Particulars	As at June 30, 2026	As at June 30, 2025 *	As at December 31, 2025	As at December 31, 2024 *	As at December 31, 2023*
Estimated amount of contracts remaining to be executed on capital account, net of capital advances, and not provided for.	571.74	346.78	237.48	346.90	362.70

43 Following Ratios to be disclosed:-

Particulars	Numerator	Denominator	As at June 30, 2026	As at June 30, 2025*	Variance	Reason for variance
(a) Current Ratio (Times)	Current assets	Current liabilities	2.55	2.07	23.13%	
(b) Debt-Equity Ratio (Times)	Total Debt (including lease liabilities)	Total equity	0.00	0.01	-85.90%	The variance is due to the decrease in lease liability as at Jun-26 when compared to Jun-25.
(c) Debt Service Coverage Ratio (Times)	Earnings for debt service = Net profit after taxes + Non-cash operating expenses like depreciation and other amortizations Interest & other adjustments etc.	Debt service = Interest & Lease Payments + Principal Repayments	82.97	57.74	43.70%	Increase in operations during the year resulting in increase in profits during the period.
(d) Return on Equity Ratio (Percentage)	Net Profits after taxes	Average Shareholder's Equity	14.66%	13.24%	10.69%	Increase in operations during the year resulting in increase in profits during the period.
(e) Inventory turnover ratio (Times)	Cost of goods sold	Average inventory	1.98	1.82	8.79%	
(f) Trade Receivables turnover ratio (Times)	Net Credit Sale of Goods and Services	Average trade receivable	2.14	2.25	-4.89%	
(g) Trade payables turnover ratio (Times)	Net Credit Purchase	Average trade payable	2.14	1.95	9.74%	
(h) Capital turnover ratio (Times)	Net sales	Working capital = Current assets – Current liabilities	1.63	1.79	-8.94%	
(i) Net profit ratio (Percentage)	Net Profits after taxes	Net sales	13.13%	11.97%	9.65%	
(j) Return on Capital employed (Percentage)	Earnings before interest and taxes	Capital employed	20.03%	18.62%	7.52%	
(k) Return on investment (Percentage)	Profit after tax	Total equity	14.37%	13.13%	9.39%	

Particulars	Numerator	Denominator	As at December 31, 2025	As at December 31, 2024 *	Variance	Reason for variance
(a) Current Ratio (Times)	Current assets	Current liabilities	2.53	2.23	13.23%	
(b) Debt-Equity Ratio (Times)	Total Debt (including lease liabilities)	Shareholder's Equity	0.00	0.01	-62.82%	The variance is due to the decrease in lease liability as at December 25 when compared to December-24
(c) Debt Service Coverage Ratio (Times)	Earnings for debt service = Net profit after taxes + Non-cash operating expenses like depreciation and other amortizations Interest & other adjustments etc.	Debt service = Interest & Lease Payments + Principal Repayments	63.63	1.43	4335.42%	Variance noted due to reduction in the amount of principal repayments in the current year
(d) Return on Equity Ratio (Percentage)	Net Profits after taxes	Average Shareholder's Equity	25.66%	23.05%	11.32%	
(e) Inventory turnover ratio (Times)	Cost of goods sold	Average inventory	3.91	3.61	8.27%	
(f) Trade Receivables turnover ratio (Times)	Net Credit Sale of Goods and Services	Average trade receivable	4.33	4.57	-5.25%	
(g) Trade payables turnover ratio (Times)	Net Credit Purchase	Average trade payable	3.91	3.38	15.57%	
(h) Capital turnover ratio (Times)	Net sales	Working capital = Current assets – Current liabilities	3.06	3.55	-13.80%	
(i) Net profit ratio (Percentage)	Net Profits after taxes	Net sales	11.81%	10.33%	14.33%	
(j) Return on Capital employed (Percentage)	Earnings before interest and taxes	Capital employed	34.05%	30.05%	13.32%	
(k) Return on investment (Percentage)	Profit after tax	Total equity	23.96%	22.25%	7.64%	

* Restated on account of acquisition of business under common control (Refer Note-46)

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure VI - Notes to Restated Summary Statements
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

Particulars	Numerator	Denominator	December 31, 2024*	December 31, 2023*	Variance	Reason for variance
(a) Current Ratio (Times)	Current assets	Current liabilities	2.23	1.79	24.52%	
(b) Debt-Equity Ratio (Times)	Total Debt (including lease liabilities)	Shareholder's Equity	0.01	0.15	-94.93%	No borrowings outstanding as of December 31, 2024
(c) Debt Service Coverage Ratio (Times)	Earnings for debt service = Net profit after taxes + Non-cash operating expenses like depreciation and other amortizations Interest & other adjustments etc.	Debt service = Interest & Lease Payments + Principal Repayments	1.43	0.56	157.85%	Reduced due to decrease in the loan availed & increase in profit during the year ended December 31,2024
(d) Return on Equity Ratio (Percentage)	Net Profits after taxes	Average Shareholder's Equity	23.05%	19.21%	19.98%	
(e) Inventory turnover ratio (Times)	Cost of goods sold	Average inventory	3.61	3.64	-0.94%	
(f) Trade Receivables turnover ratio (Times)	Net Credit Sale of Goods and Services	Average trade receivable	4.57	4.34	5.38%	
(g) Trade payables turnover ratio (Times)	Net Credit Purchase	Average trade payable	3.38	3.47	-2.63%	
(h) Capital turnover ratio (Times)	Net sales	Working capital = Current assets – Current liabilities	3.55	3.59	-1.11%	
(i) Net profit ratio (Percentage)	Net Profits after taxes	Net sales	10.33%	8.69%	18.88%	
(j) Return on Capital employed (Percentage)	Earnings before interest and taxes	Capital employed	30.05%	24.53%	22.49%	
(k) Return on investment (Percentage)	Profit after tax	Total equity	22.25%	18.30%	21.59%	

44 Other Regulatory Disclosure as required under Schedule III of Companies Act, 2013

a) The Company does not have any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

b) The Company is not declared as a wilful defaulter by any bank or financial Institution or other lender.

c) The Company has balance with below-mentioned companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act,1956.

Name of Struck off Company	Nature of transactions with struck- off Company	Transactions during the period/year		Balance outstanding	
		June 30, 2026	June 30, 2025	As at June 30, 2026	As at June 30, 2025
Scanstar Inspection Technology Private Limited	Purchases	-	0.03	-	-
S B Reshellers Pvt. Ltd.	Sales made by company/Advance received from customer	-	-	-	-
Green Handle Products Pvt Ltd	Trade Payables	-	-	-	-
Integrated Engineering Services Private Limited	Sales/ Receivables	-	-	-	-

Name of Struck off Company	Nature of transactions with struck- off Company	Transactions during the year			Balance outstanding		
		December 31, 2025	December 31, 2024	December 31, 2023	As at December 31, 2025	As at December 31, 2024	As at December 31, 2023
Scanstar Inspection Technology Private Limited	Purchases	0.03	0.03	0.02	-	-	-
S B Reshellers Pvt. Ltd.	Sales made by company/Advance received from customer	-	-	-	-	0.00	-
Green Handle Products Pvt Ltd	Trade Payables	-	-	-	-	-	0.00
Integrated Engineering Services Private Limited	Sales/ Receivables	-	0.67	-		0.12	-

Note: Since the numbers are reported in Millions amount is disclosed as Zero

d) The Company does not have any charges or satisfaction to be registered with ROC beyond stipulated statutory period.

e) The Company has not traded or invested in Crypto currency or Virtual Currency during the six months periods ended June 30, 2026, June 30, 2025 and years ended December 31, 2025, December 31, 2024 and December 31, 2023.

f) No funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party ("Ultimate Beneficiaries") or provide any guarantee, security or the link on behalf of the Ultimate Beneficiaries.

g) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kinds of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons, or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

* Restated on account of acquisition of business under common control (Refer Note-46)

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure VI - Notes to Restated Summary Statements
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

h) The Company has not granted any loans or advances in nature of loans given to promotors, directors, KMPs and its related parties except for loan given to its related party as disclosed in Note 5 to the restated summary statements.

i) There are no transactions in the nature of undisclosed income or income surrendered which needs to be accounted in the books of accounts during the year in the tax assessments under the Income Tax Act, 1961.

45 Corporate Social Responsibility (CSR)

	As at June 30, 2026	As at June 30, 2025	As at December 31, 2025	As at December 31, 2024	As at December 31, 2023
(i) Gross amount required to be spent by the company during the period	36.68	31.17	46.33	44.91	43.64
(ii) Amount approved by the Board to be spent during the period	36.68	31.17	46.33	44.91	43.64

(iii) Amount spent during the year ending on 30th June 2026	In Cash	Yet to be paid in cash	Total
a) Construction/acquisition of any assets			-
b) on purpose other than (a) above	36.68	-	36.68

(iv) Amount spent during the year ending on 30th June 2025	In Cash	Yet to be paid in cash	Total
a) Construction/acquisition of any assets			-
b) on purpose other than (a) above	31.17	-	31.17

(v) Amount spent during the year ending on 31st December 2025	In Cash	Yet to be paid in cash	Total
a) Construction/acquisition of any assets			-
b) on purpose other than (a) above	57.66	-	57.66

(vi) Amount spent during the year ending on 31st December 2024	In Cash	Yet to be paid in cash	Total
a) Construction/acquisition of any assets			-
b) on purpose other than (a) above	35.54	9.37	44.91

(vii) Amount spent during the year ending on 31st December 2023	In Cash	Yet to be paid in cash	Total
a) Construction/acquisition of any assets			-
b) on purpose other than (a) above	37.06	-	37.06

	As at June 30, 2026	As at June 30, 2025	As at December 31, 2025	As at December 31, 2024	As at December 31, 2023
(vii) Details related to spent / unspent obligations:					
a) Contribution to Public Trust				-	-
b) Contribution to Charitable Trust	4.66	4.64	9.37	9.15	8.45
c) Contribution to Enhancing Vocation Skills	32.02	26.53	57.66	44.59	28.10
d) Contribution to Ensuring environmental sustainability	-	-	-	0.08	0.51
e) Contribution to Prompting health care including preventing heath care				-	-
f) Unspent amount in related to:				-	-
- Ongoing project	-	-	-	9.37	18.28
- Other than ongoing project	-	-	-		
(viii) Total of previous years shortfall	-	-			-
(ix) Reason for shortfall		Not applicable			
(x) Nature of CSR activities		Promoting Education Promoting Healthcare Enhancement of Vocation Skills Homes for women and orphans			
(xi) Details of related party transactions		Clementino Bonfiglioli Charitable Trust - Rs. 1.40 (June 30, 2025 - Rs. 1.69, December 31, 2025 - 3.79 Rs. December 31, 2024 - Rs. 3.10 and December 31, 2023 - Rs. 3.15)			
(xii) Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately.		Nil			

Details of Ongoing project and other than ongoing project

As at June 30, 2026

In case of S.135(6) (Ongoing Project)						
Opening Balance		Amount required to be spent during the period	Amount spent during the period		Closing balance	
With company	In Separate CSR Unspent A/c		From Company's bank A/c	For Separate CSR Unspent A/c	With Company	In Separate CSR Unspent A/c
-	-	36.68	36.68		-	

As at June 30, 2025*

In case of S.135(6) (Ongoing Project)						
Opening Balance		Amount required to be spent during the period	Amount spent during the year		Closing balance	
With company	In Separate CSR Unspent A/c		From Company's bank A/c	For Separate CSR Unspent A/c	With Company	In Separate CSR Unspent A/c
-	9.37	31.17	31.17	9.37	-	-

As at December 31, 2025

In case of S.135(6) (Ongoing Project)						
Opening Balance		Amount required to be spent during the year	Amount spent during the year		Closing balance	
With company	In Separate CSR Unspent A/c		From Company's bank A/c	For Separate CSR Unspent A/c	With Company	In Separate CSR Unspent A/c
-	9.37	46.33	57.66	9.37	(11.33)	-

As at December 31, 2024*

In case of S.135(6) (Ongoing Project)						
Opening Balance		Amount required to be spent during the year	Amount spent during the year		Closing balance	
With company	In Separate CSR Unspent A/c		From Company's bank A/c	For Separate CSR Unspent A/c	With Company	In Separate CSR Unspent A/c
-	18.28	44.91	35.54	18.28	-	9.37

As at December 31, 2023*

In case of S.135(6) (Ongoing Project)						
Opening Balance		Amount required to be spent during the year	Amount spent during the year		Closing balance	
With company	In Separate CSR Unspent A/c		From Company's bank A/c	For Separate CSR Unspent A/c	With Company	In Separate CSR Unspent A/c
-	11.70	43.64	-	37.06	-	18.28

* Restated on account of acquisition of business under common control (Refer Note-46)

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure VI - Notes to Restated Summary Statements
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

46 Business Combination

The Company entered into a Business Transfer Agreement ("BTA") on December 15, 2025 with its related party, Bonfiglioli Drive Solutions Private Limited ("BDSPL"), which is engaged in the manufacturing of gear components to align with the Group's business strategy in India. Pursuant to the BTA, the Company has acquired the business of BDSPL, comprising tangible movable properties, business contracts, employees, associated commercial rights, and has assumed the related liabilities, for a purchase consideration of INR 214.40. The Company has assessed this acquisition as a business combination under common control.

The transaction has been accounted in accordance with "Pooling of interest method" as laid down in Appendix C - 'Business combinations of entities under common control' of Ind AS 103 notified under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules, 2015. Accordingly, comparatives have been restated to give effect of the business transfer from the beginning of the previous year.

In addition, pursuant to the business transfer, there is no change in the authorised share capital of the Company.

1. Statement of Profit and Loss

For the years ending December 31, 2025 and December 31, 2024

Particulars	Amount for the year ended December 31, 2025 (before common control transaction)	Transactions undertaken by BDSPL	Other Adjustments#	Amount for the year ended December 31, 2025	Amount for the year ended December 31, 2024 (before common control transaction)	Transactions undertaken by BDSPL	Other Adjustments#	Amount for the year ended December 31, 2024
(I) Income								
Revenue from Operations								
(i) Revenue from contract with customers	19,848.38	386.83	(408.26)	19,826.95	18,260.26	82.57	(181.53)	18,161.30
(i) Other operating revenue	299.82	8.49	-	308.31	380.53	-	-	380.53
Other Income	101.93	(1.30)	-	100.63	69.72	0.00	-	69.72
Total Income	**20,250.13**	**394.02**	**(408.26)**	**20,235.89**	**18,710.51**	**82.57**	**(181.53)**	**18,611.55**
(II) Expenses								
Cost of raw materials & components consumed	12,180.49	194.95	(408.26)	11,967.18	11,989.38	46.42	(181.53)	11,854.27
Changes in inventories of finished goods and work-in-progress	435.36	107.17	-	542.53	(60.81)	(3.30)	-	(64.11)
Employee benefits expense	1,061.83	0.87	-	1,062.70	981.95	0.24	-	982.19
Finance costs	73.45	4.32	-	77.77	104.25	(0.07)	-	104.18
Depreciation and amortisation expense	459.27	18.96	-	478.23	450.26	16.03	-	466.29
Other expenses	2,830.51	24.64	-	2,855.15	2,799.66	19.08	-	2,818.74
Total Expenses	**17,040.91**	**350.91**	**(408.26)**	**16,983.56**	**16,264.69**	**78.40**	**(181.53)**	**16,161.56**
Profit before tax from continuing operations	**3,209.22**	**43.11**	**-**	**3,252.33**	**2,445.82**	**4.17**	**-**	**2,449.99**
Tax expense:								
Current tax	810.33	8.49	-	818.82	577.64	(0.58)	-	577.06
Tax pertaining to earlier years	61.61	(0.40)	-	61.21	(58.58)	-	-	(58.58)
Deferred tax	(6.44)	-	-	(6.44)	15.53	-	-	15.53
Total tax expense	**865.50**	**8.09**	**-**	**873.59**	**534.59**	**(0.58)**	**-**	**534.01**
Profit after tax for the year from continuing operations	**2,343.72**	**35.02**	**-**	**2,378.74**	**1,911.23**	**4.75**	**-**	**1,915.98**
Discontinued Operations								
Profit from Discontinued Operations before tax	-	-	-	-	22.06	-	-	22.06
Gain on disposal of discontinued Operations	-	-	-	-	23.74	-	-	23.74
Tax Expenses of Discontinued Operations	-	-	-	-	(10.14)	-	-	(10.14)
Profit after tax for the year from discontinued operations	**-**	**-**	**-**	**-**	**35.66**	**-**	**-**	**35.66**
Profit after tax for the year	**2,343.72**	**35.02**	**-**	**2,378.74**	**1,946.89**	**4.75**	**-**	**1,951.64**
Other comprehensive income:								
Items that will not be reclassified to profit or loss in subsequent periods								
Remeasurements loss of post-employment benefit obligations	(23.19)	-	-	(23.19)	(8.95)	-	-	(8.95)
Income tax relating to the above item	5.84	-	-	5.84	2.25	-	-	2.25
Other comprehensive income/(loss) for the year, net of tax	**(17.35)**	**-**	**-**	**(17.35)**	**(6.70)**	**-**	**-**	**(6.70)**
Total comprehensive income for the year, net of tax	**2,326.37**	**35.02**	**-**	**2,361.39**	**1,940.19**	**4.75**	**-**	**1,944.94**

For the year ending December 31, 2023

Particulars	Amount for the year ended December 31, 2023 (before common control transaction)	Transactions undertaken by BDSPL	Other Adjustments#	Amount for the year ended December 31, 2023
(I) Income				
Revenue from Operations				
(i) Revenue from contract with customers	16,690.92	17.16	(18.93)	16,689.15
(i) Other operating revenue	184.15	-	-	184.15
Other Income	144.81	(0.10)	-	144.71
Total Income	**17,019.88**	**17.06**	**(18.93)**	**17,018.01**
(II) Expenses				
Cost of raw materials & components consumed	11,112.52	9.57	(17.16)	11,104.93
Changes in inventories of finished goods and work-in-progress	(268.86)	-	-	(268.86)
Employee benefits expense	895.93	0.77	-	896.70
Finance costs	130.48	0.44	-	130.92
Depreciation and amortisation expense	363.07	7.92	-	370.99
Other expenses	2,694.40	8.99	(1.77)	2,701.62
Total Expenses	**14,927.54**	**27.69**	**(18.93)**	**14,936.30**
Profit before tax from continuing operations	**2,092.34**	**-10.63**	**-**	**2,081.71**
Tax expense:				
Current tax	561.15	(0.30)	-	560.85
Tax pertaining to earlier years	73.52	-	-	73.52
Deferred tax	(19.31)	-		(19.31)
Total tax expense	**615.36**	**(0.30)**	**-**	**615.06**
Profit after tax for the year from continuing operations	**1,476.98**	**(10.33)**	**-**	**1,466.65**
Discontinued Operations				
Profit from Discontinued Operations before tax	24.41	-	-	24.41
Gain on disposal of discontinued Operations	-	-	-	-
Tax Expenses of Discontinued Operations	(6.14)	-	-	(6.14)
Profit after tax for the year from discontinued operations	**18.27**	**-**	**-**	**18.27**
Profit after tax for the year	**1,495.25**	**(10.33)**	**-**	**1,484.92**
Other comprehensive income:				
Items that will not be reclassified to profit or loss in subsequent periods				
Remeasurements loss of post-employment benefit obligations	(53.51)			(53.51)
Income tax relating to the above item	13.47			13.47
Other comprehensive income/(loss) for the year, net of tax	**(40.04)**	**-**	**-**	**(40.04)**
Total comprehensive income for the year, net of tax	**1,455.21**	**(10.33)**	**-**	**1,444.88**

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure VI - Notes to Restated Summary Statements
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

For the period ending June 30, 2025

Particulars	Amount for the six months ended June 30, 2025 (before common control transaction)	Transactions undertaken by BDSPL	Other Adjustments#	Amount for the six months ended June 30, 2025
(I) Income				
Revenue from Operations				
(i) Revenue from contract with customers	9,428.41	153.46	(160.88)	9,420.99
(i) Other operating revenue	178.65	3.91	-	182.56
Other Income	61.78	(0.36)	-	61.42
Total Income	**9,668.84**	**157.01**	**(160.88)**	**9,664.97**
(II) Expenses				
Cost of raw materials & components consumed	6,055.36	82.88	(160.88)	5,977.36
Changes in inventories of finished goods and work-in-progress	(4.13)	38.54	-	34.41
Employee benefits expense	491.47	0.81	-	492.28
Finance costs	32.44	4.12	-	36.56
Depreciation and amortisation expense	226.06	7.96	-	234.02
Other expenses	1,318.24	16.98	-	1,335.22
Total Expenses	**8,119.44**	**151.29**	**(160.88)**	**8,109.85**
Profit before tax from continuing operations	**1,549.40**	**5.72**	**-**	**1,555.12**
Tax expense:				
Current tax	452.12	-	-	452.12
Tax pertaining to earlier years	28.26	-	-	28.26
Deferred tax	(74.95)	-	-	(74.95)
Total tax expense	**405.43**	**-**	**-**	**405.43**
Profit after tax for the year from continuing operations	**1,143.97**	**5.72**	**-**	**1,149.69**
Discontinued Operations				
Profit from Discontinued Operations before tax	-	-	-	-
Gain on disposal of discontinued Operations	-	-	-	-
Tax Expenses of Discontinued Operations	-	-	-	-
Profit after tax for the year from discontinued operations	**-**	**-**	**-**	**-**
Profit after tax for the year	**1,143.97**	**5.72**	**-**	**1,149.69**
Other comprehensive income:				
Items that will not be reclassified to profit or loss in subsequent periods				
Remeasurements loss of post-employment benefit obligations	(19.94)	-	-	(19.94)
Income tax relating to the above item	5.02	-	-	5.02
Other comprehensive income/(loss) for the year, net of tax	**(14.92)**	**-**	**-**	**(14.92)**
Total comprehensive income for the year, net of tax	**1,129.05**	**5.72**	**-**	**1,134.77**

2. Balance Sheet

As at June 30, 2025

Particulars	Amount as of June 30, 2025 (before common control transaction)	Amount as of June 30, 2025 (for BDSPL)	Other Adjustments#	Amount as of year ended June 30, 2025
Assets				
Non-current assets				
Property, plant and equipment	2,399.38	190.72	-	2,590.10
Capital work-in-progress	117.82	0.10	-	117.92
Intangible assets	4.16	-	-	4.16
Intangible assets under development	9.56	-	-	9.56
Right-of-use asset	329.08	-	-	329.08
Financial assets				
i. Investments	1.13	-	-	1.13
ii. Loans	92.40	-	-	92.40
iii. Other financial assets	57.56	-	-	57.56
Deferred tax assets (Net)	241.77	-	-	241.77
Non-Current tax assets (Net)	4.92	-	-	4.92
Other non-current assets	60.39	0.42	-	60.81
Total non-current assets	**3,318.17**	**191.24**	**-**	**3,509.41**
Current assets				
Inventories	3,271.22	130.73	-	3,401.95
Financial assets			-	-
i. Trade receivables	4,432.35	38.69	(61.52)	4,409.52
ii. Cash and cash equivalents	250.81	-	-	250.81
iii. Bank balances other than (ii) above	1,638.33	-	-	1,638.33
iv. Loans	59.41	-	-	59.41
v. Other financial assets	242.05	-	-	242.05
Current tax assets (net)	-	-	-	-
Other current assets	329.35	38.58	-	367.93
Total current assets	**10,223.52**	**208.00**	**(61.52)**	**10,370.00**
Total assets	**13,541.69**	**399.24**	**(61.52)**	**13,879.41**
Equity and liabilities				
Equity				
Equity share capital	1,253.31	-	-	1,253.31
Other equity	7,478.88	0.14	22.14	7,501.16
Total equity	**8,732.19**	**0.14**	**22.14**	**8,754.47**
Non-current liabilities				
Financial liabilities				
i. Lease liabilities	7.32	-	-	7.32
ii. Other financial liabilities	0.93	-	-	0.93
Provisions	107.51	-	-	107.51
Total non-current liabilities	**115.76**	**-**	**-**	**115.76**
Current liabilities				
Contract liabilities	52.98	-	-	52.98
Financial liabilities				-
i. Borrowings		-	-	-
ia. Lease liabilities	40.05	-	-	40.05
ii. Trade payables				-
Total outstanding dues of micro and small enterprises	480.83	3.28	-	484.11
Total outstanding dues of creditors other than micro and small enterprises	2,684.92	149.90	(61.52)	2,773.30
iii. Other financial liabilities	908.44	-	214.00	1,122.44
Current tax Liability (net)	170.35	-	-	170.35
Other current liabilities	176.03	7.35	-	183.38
Provisions	180.14	2.43	-	182.57
Total current liabilities	**4,693.74**	**162.96**	**152.48**	**5,009.18**
Total liabilities	**4,809.50**	**162.96**	**152.48**	**5,124.94**
Total equity and liabilities	**13,541.69**	**163.10**	**174.62**	**13,879.41**

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure VI - Notes to Restated Summary Statements
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

As at December 31, 2024

Particulars	Amount as of December 31, 2024 (before common control transaction)	Amount as of December 31, 2024 (for BDSPL)	Other Adjustments#	Amount as of year ended December 31, 2024
Assets				
Non-current assets				
Property, plant and equipment	2,481.46	158.36	-	2,639.82
Capital work-in-progress	112.21	25.11	-	137.32
Intangible assets	3.04	-	-	3.04
Intangible assets under development	9.46	-	-	9.46
Right-of-use asset	343.07	-	-	343.07
Financial assets				
i. Investments	1.13	-	-	1.13
ii. Loans	92.40	-	-	92.40
iii. Other financial assets	55.56	-	-	55.56
Deferred tax assets (Net)	161.80	-	-	161.80
Non-Current tax assets (Net)	4.92	-	-	4.92
Other non-current assets	74.39	-	-	74.39
Total non-current assets	**3,339.44**	**183.48**	**-**	**3,522.91**
Current assets				
Inventories	3,107.00	107.17	-	3,214.17
Financial assets			-	
i. Trade receivables	4,095.62	23.43	(57.13)	4,061.92
ii. Cash and cash equivalents	1,446.67	-	-	1,446.67
iii. Bank balances other than (ii) above	0.94	-	-	0.94
iv. Loans	126.11	-	-	126.11
v. Other financial assets	147.87	-	-	147.87
Current tax assets (net)	82.30	-	-	82.30
Other current assets	351.56	36.31	-	387.87
Total current assets	**9,358.07**	**166.91**	**(57.13)**	**9,467.85**
Total assets	**12,697.51**	**350.39**	**(57.13)**	**12,990.76**
Equity and liabilities				
Equity				
Equity share capital	1,253.31	-	-	1,253.31
Other equity	7,277.61	4.75	73.84	7,356.20
Total equity	**8,530.92**	**4.75**	**73.84**	**8,609.51**
Non-current liabilities				
Financial liabilities				
i. Lease liabilities	28.09	-	-	28.09
ii. Other financial liabilities	1.82	-	-	1.82
Provisions	106.35	-	-	106.35
Total non-current liabilities	**136.26**	**-**	**-**	**136.26**
Current liabilities				
Contract liabilities	50.40	-	-	50.40
Financial liabilities				
i. Borrowings	-	-	-	-
ia. Lease liabilities	37.48	-	-	37.48
ii. Trade payables				
Total outstanding dues of micro and small enterprises	382.72	-	-	382.72
Total outstanding dues of creditors other than micro and small enterprises	2,710.89	49.03	(57.13)	2,702.79
iii. Other financial liabilities	447.75	0.03	214.40	662.18
Current tax Liability (net)	-	-	-	-
Other current liabilities	194.55	7.35	-	201.90
Provisions	206.54	0.98	-	207.52
Total current liabilities	**4,030.33**	**57.39**	**157.27**	**4,244.99**
Total liabilities	**4,166.59**	**57.39**	**157.27**	**4,381.25**
Total equity and liabilities	**12,697.51**	**62.14**	**231.11**	**12,990.76**

As at December 31, 2023

Particulars	Amount as of December 31, 2023 (before common control transaction)	Amount as of December 31, 2023 (for BDSPL)	Other Adjustments#	Amount as of year ended December 31, 2023
Assets				
Non-current assets				
Property, plant and equipment	2,396.47	164.98	-	2,561.45
Capital work-in-progress	202.57	-	-	202.57
Intangible assets	23.18	-	-	23.18
Intangible assets under development	-	-	-	-
Right-of-use asset	381.04	-	-	381.04
Financial assets				
i. Investments	1.13	-	-	1.13
ii. Loans	-	-	-	-
iii. Other financial assets	54.59	-	-	54.59
Deferred tax assets (Net)	175.08	-	-	175.08
Non-Current tax assets (Net)	26.93	-	-	26.93
Other non-current assets	71.84	0.05	-	71.89
Total non-current assets	**3,332.83**	**165.03**	**-**	**3,497.86**
Current assets				
Inventories	3,315.60	7.19	-	3,322.79
Financial assets				
i. Trade receivables	4,103.34	6.89	(8.80)	4,101.43
ii. Cash and cash equivalents	905.32	-	-	905.32
iii. Bank balances other than (ii) above	1,700.12	-	-	1,700.12
iv. Loans	-	-	-	-
v. Other financial assets	65.59	-	-	65.59
Current tax assets (net)	92.53	-	-	92.53
Other current assets	443.36	18.15	-	461.51
Total current assets	**10,625.86**	**32.23**	**(8.80)**	**10,649.29**
Total assets	**13,958.69**	**197.26**	**(8.80)**	**14,147.15**
Equity and liabilities				
Equity				
Equity share capital	1,311.23			1,311.23
Other equity	6,742.21	(10.33)	(29.48)	6,702.40
Total equity	**8,053.44**	**(10.33)**	**(29.48)**	**8,013.63**
Non-current liabilities				
Financial liabilities				
i. Lease liabilities	60.10	-	-	60.10
ii. Other financial liabilities	20.31	-	-	20.31
Provisions	107.59	-	-	107.59
Total non-current liabilities	**188.00**	**-**	**-**	**188.00**
Current liabilities				
Contract liabilities	31.33	-	-	31.33
Financial liabilities				
i. Borrowings	1,107.86	-	-	1,107.86
ia. Lease liabilities	36.56	-	-	36.56
ii. Trade payables				
Total outstanding dues of micro and small enterprises	588.50	7.34	-	595.84
Total outstanding dues of creditors other than micro and small enterprises	3,227.00	6.22	(8.80)	3,224.42
iii. Other financial liabilities	275.85	8.90	214.40	499.15
Current tax Liability (net)	-	-	-	-
Other current liabilities	135.81	-	-	135.81
Provisions	314.34	0.21	-	314.55
Total current liabilities	**5,717.25**	**22.67**	**205.60**	**5,945.52**
Total liabilities	**5,905.25**	**22.67**	**205.60**	**6,133.52**
Total equity and liabilities	**13,958.69**	**12.34**	**176.12**	**14,147.15**

Other adjustments related to Intercompany eliminations

Bonfiglioli Transmissions Limited (Formerly known as Bonfiglioli Transmissions Private Limited)
Annexure VI - Notes to Restated Summary Statements
CIN: U29309TN1998PLC040717
(All amounts in Millions of Indian Rupees, unless otherwise stated)

47 Maintenance of books and records of the Company

For the year ended December 31,2025

'Proper books of account as required by law have been kept by the Company, except that the backup of the books of account and other books and papers maintained in electronic mode has not been maintained on servers physically located in India on daily basis.

The Company has migrated to SAP S4 HANA from SAP ECC during the year on January 14, 2025. The SAP ECC software has a feature of recording audit trail feature and was enabled throughout the year, except in respect of relevant transactions underlying the application where the audit trail feature was not enabled throughout the year. Further, audit trail was not enabled at the database level to capture direct data changes in the database during the year. For SAPA HANA, the software has a feature of recording audit trail and was enabled throughout the year, except in respect of certain relevant transactions underlying the application where the audit trail feature was not enabled throughout the year. Further, audit trail was enabled at the database level to capture direct data changes however in the absence of comprehensive information, we are unable to comment on whether it was enabled throughout the year.

The Company has used an accounting software which is operated by a third-party software service provider, for maintaining its payroll books of account. The software has a feature of recording audit trail (edit log) facility and is operating throughout the year at the application and database layer. Further, the Service Organisation Controls report did not reveal any instance of audit trail feature being tampered with in respect of the accounting software. Additionally, the audit trail in respect of the relevant prior year has been preserved by the company as per the statutory requirements for record retention to the extent it was enabled and recorded.

The Company has used an accounting software for accounting of leases & application of bank receipts and payments, which has the feature of recording audit trail (edit log) facility, which is not enabled at database level. Further, audit trail was not enabled for all the relevant transactions throughout the year. Additionally, the audit trail in respect of the relevant prior year has not been preserved by the company as per the statutory requirements for record retention.

The Company has used an accounting software relating to Bill of Materials (BOM), which has a feature of recording audit trail (edit log) facility which was enabled for relevant transactions throughout the year and the audit trail is not enabled at a database level. Additionally, the audit trail in respect of the relevant prior year has been preserved by the company as per the statutory requirements for record retention, to the extent it was enabled and recorded.

For the years ended December 31,2024 & December 31,2023

The Company has two accounting software's for maintaining its books of accounts, one of which is operated by a third-party service provider and used for maintaining its records related to Payroll.

In case of the SAP, such data is maintained in an application hosted by the parent entity which is accessible in India. The Company has maintained daily back-up for such electronic books of account in servers located outside India from January 01, 2024 to December 31, 2024. Further, the Company has enabled the audit trail feature and the same has operated throughout the year ended December 31, 2024 for all relevant transaction recorded in software except for certain relevant tables, audit classes and fields underlying the application, the audit trail feature was not enabled throughout the year. Additionally, the audit trail in respect of the period April 1, 2023 to December 31, 2023 has not been preserved by the company as per the statutory requirements for record retention.

The Company has used an accounting software (Alldigi (formerly Allsec)) which is operated by a third-party software service provider, for maintaining its payroll books of account. Management is in possession of Service Organisation Controls report and has determined whether audit trail feature of the said software was enabled and operated throughout the year for all relevant transactions recorded in the software or whether there were any instances of the audit trail feature being tampered with, in respect of an accounting software where the audit trail has been enabled. It was noted that the audit trail is not operated throughout the year ended December 31, 2024 for all relevant transactions recorded in the software. The audit trail in respect of the April 1,2023 to December 31,2023 has not been preserved by the company as per the statutory requirements for record retention.

48 The above statements should be read with Annexure V - Summary of Material accounting policies and explanatory notes forming part of Restated Summary Statements and Annexure VII - Statement of adjustments to Restated Summary Statements.

As per our report of even date.

for S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004

for and on behalf of the Board of
Bonfiglioli Transmissions Limited
(Formerly Known as Bonfiglioli Transmissions Private Limited)
CIN: U29309TN1998PLC040717

per Chirag Shah	**G A Balaji**	**Kennady V Kaippally**	**Sunil Kumar**
Partner	Whole Time Director and Chief Financial Officer	Managing Director	Company Secretary
Membership Number: 121648	DIN: 06630726	DIN: 08110794	M No: A58368
Place: Chennai	Place: Chennai	Place: Chennai	Place: Chennai
Date: 29.09.2026	Date: 29.09.2026	Date: 29.09.2026	Date: 29.09.2026

Part A: Statement of restatement adjustments to Audited financials statements

The accounting policies applied as at and for six month periods ended June 30, 2026 and June 30, 2025, and each of the years ended December 31, 2025, December 31, 2024 and December 31, 2023 are consistent with those adopted in the preparation of financial statements for the six month period ended June 30, 2026.

Material Restatement Adjustments:

These Restated Summary Statements have been compiled from the Statutory Financial Statements and
(a) there were no changes in accounting policies during the years of these financial statements
(b) there were no material amounts which have been adjusted for in arriving at profit/ loss of the respective years; and
(c) there were no material adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the Statutory Financial Statements and the requirements of the SEBI Regulations

Reconciliation between audited profit and restated profit:

Particulars	Six month period ended 30-June-2026	Six month period ended 30-June-2025	For the year ended 31-Dec-2025	For the year ended 31-Dec-2024	For the year ended 31-Dec-2023
A. Profit after tax (as per audited financial statements)	1,485.81	1,143.97	2,378.74	1,946.89	1,495.25
B.Restatement adjustments pursuant to business combination					
Impact on profit after tax for the period/year on account of business combination (Refer Note 46) *	-	5.72	-	4.75	(10.33)
C. Material restatement adjustments					
(i) Audit qualifications	-	-	-	-	-
(ii) Other material adjustments					
Change in accounting policies	-	-	-	-	-
Other adjustments	-	-	-	-	-
Total Adjustments (B+C)	-	5.72	-	4.75	(10.33)
D. Profit after tax (as per restated summary statements)	**1,485.81**	**1,149.69**	**2,378.74**	**1,951.64**	**1,484.92**

Reconciliation between audited total equity and restated total equity:

Particulars	As at 30-June-2026	As at 30-June-2025	As at 31-Dec-2025	As at 31-Dec-2024	As at 31-Dec-2023
A. Audited total equity	10,342.68	8,732.19	9,929.93	8,530.92	8,053.44
B.Restatement adjustments pursuant to business combination					
Reserves arising on account of business combination (Refer Note 46) *		22.28		78.59	(39.81)
C. Material restatement adjustments					
(i) Audit qualifications	-	-	-	-	-
(ii) Other material adjustments					
Change in accounting policies	-	-	-	-	-
Other adjustments	-		-		
Total Adjustments (B+C)	-	22.28	-	78.59	(39.81)
D. Total Equity as Restated Summary Statement of Assets and Liabilities (A+B)	**10,342.68**	**8,754.47**	**9,929.93**	**8,609.51**	**8,013.63**

* The Company entered into a Business Transfer Agreement ("BTA") on December 15, 2025 with its related party, Bonfiglioli Drive Solutions Private Limited ("BDSPL"). Pursuant to the BTA, the Company has acquired the business of BDSPL. The Company has assessed this acquisition as a business combination under common control.

The transaction has been accounted in accordance with "Pooling of interest method" as laid down in Appendix C - 'Business combinations of entities under common control' of Ind AS 103 notified under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules, 2015. Accordingly, comparatives have been restated to give effect of the business transfer from the beginning of the earliest period presented in the restated summary statements. (Refer Note 46)

Part B) Non-Adjusting items

(a) Modification in Other Legal and Regulatory Requirements included in the auditor's report on the financial statements of the Company, which do not require any corrective adjustments in the Restated Summary Statements:

As at and for the year ended December 31, 2025

Clause 2(b) of Report on Other Legal and Regulatory Requirements

In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except that
(i)for all the applications, the backup of the books of account and other books and papers
maintained in electronic mode has not been maintained on servers physically located
in India on daily basis; and
(ii) for the matters stated in the paragraph 2(i)(vi) below on reporting under Rule 11(g).

Clause 2(f) of Report on Other Legal and Regulatory Requirements of auditor's report

The modification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 2(b) above and paragraph 2(i)(vi) below on reporting under Rule 11(g)

Clause 2(i)(vi) of Report on Other Legal and Regulatory Requirements of auditor's report

Based on our examination which included test checks, as explained in note 47 to the financial statements,
(i) The Company has migrated to SAP S4 HANA from SAP ECC during the year of January 14, 2025. Based on our examination which included test checks, and as explained in note 47 to the financial statements, the SAP ECC software has a feature of recording audit trail and was enabled throughout the year, except in respect of relevant transactions underlying the application where the audit trail feature was not enabled throughout the year. Further, audit trail was not enabled at the database level to capture direct data changes in the database during the year.

For SAP S4 HANA,
Based on our examination which included test checks, and as explained in note 47 to the financial statements, the software has a feature of recording audit trail and was enabled throughout the year, except in respect of certain relevant transactions underlying the application where the audit trail feature was not enabled throughout the year. Further, audit trail was enabled at the database level to capture direct data changes however in the absence of comprehensive information we are unable to comment on whether it was enabled throughout the year. Accordingly, we are unable to comment upon whether during the year there was any instance of audit trail feature being tampered with in respect of the accounting software where audit trail has been enabled. Additionally, the audit trail in respect of the relevant prior year has been preserved by the company as per the statutory requirements for record retention to the extent it was enabled and recorded, as stated in Note 47 to the financial statements.

(ii) The Company has used an accounting software which is operated by a third-party software service provider, for maintaining its payroll books of account. On the examination of Service Organisation Controls report for maintaining its books of account(payroll) which has a feature of recording audit trail (edit log) facility, we noted that the audit log is operating throughout the year at the application and database layer, as described in note 47 to the financial statements. Further, the Service Organisation Controls report did not reveal any instance of audit trail feature being tampered with in respect of the accounting software. Additionally, the audit trail in respect of the relevant prior year has been preserved by the company as per the statutory requirements for record retention to the extent it was enabled and recorded, as stated in Note 47 to the financial statements.

(iii) The Company has used an accounting software for accounting of leases & application of bank receipts and payments, which has the feature of recording audit trail (edit log) facility, which is not enabled at database level, as described in note 47 to the financial statements. Further, audit trail was not enabled for all the relevant transactions throughout the year. Accordingly, we are unable to comment upon whether during the year there was any instance of audit trail feature being tampered with in respect of the accounting software. Additionally, the audit trail in respect of the relevant prior year has not been preserved by
the company as per the statutory requirements for record retention, as stated in Note 47 to the financial statements.

(iv) The Company has used an accounting software relating to Bill of Materials (BOM), which has a feature Of recording audit trail (edit log) facility which was enabled for relevant transactions throughout the year and the audit trail is not enabled at a database level. Further, wherever audit trail was enabled we did not come across any instance of audit trail feature being tampered with during the course of our audit. Additionally, the audit trail in respect of the relevant prior year has been preserved by the company as per the statutory requirements for record retention, to the extent it was enabled and recorded, as stated in Note 47 to the financial statements.

As at and for the year ended December 31, 2024
Clause 2(b) of Report on Other Legal and Regulatory Requirements

In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except that
(i) the backup of the books of account and other books and papers maintained in electronic mode has not been maintained on servers physically located in India on daily basis;
(ii) and for the matters stated in the paragraph 2(i)(vi) below on reporting under Rule 11(g).

Clause 2(h) of Report on Other Legal and Regulatory Requirements of auditor's report
The modification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 2(b) above and paragraph 2(i)(vi) below on reporting under Rule 11(g)

Clause 2(i)(vi) of Report on Other Legal and Regulatory Requirements of auditor's report

Based on our examination which included test checks, as explained in note 47 to the financial statements,

- the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that, as described in note 47 to the financial statements, audit trail feature is not enabled for certain tables and fields and certain changes made when using privileged/ administrative access rights. Accordingly, we are unable to comment upon whether during the year there was any instance of audit trail feature being tampered with in respect of the accounting software where audit trail has been enabled.

- the Company has used an accounting software (Alldigi (formerly Allsec)) which is operated by a third-party software service provider, for maintaining its payroll books of account. On the examination of Service Organisation Controls report for maintaining its books of account(payroll) which has a feature of recording audit trail (edit log) facility, we noted that the audit log is not operated throughout the year at the application and database layer.

Accordingly, we are unable to comment upon whether during the year there was any instance of audit trail feature being tampered with in respect of the accounting software where audit trail has been enabled.

As at and for the year ended December 31, 2023
Clause 2(b) of Report on Other Legal and Regulatory Requirements

In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except that the Company does not have server physically located in India for the daily backup of the books of account and other books and papers maintained in electronic mode as explained in note 47 to the financial statements.

Clause 2(h) of Report on Other Legal and Regulatory Requirements of auditor's report
The observation relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph (b) above.

(b) Qualifications / comments included in the Annexure to the auditors' report issued under Companies (Auditor's Report) Order, 2020, which do not require any adjustments in the Restated summary statements are as follows:

For the year ended December 31,2025

Clause i(c) of CARO 2020

The title deeds of all the immovable properties (other than properties where the Company is the lessee) are held in the name of the company. In case where company is a lessee for immovable properties, the lease agreements are duly executed in favour of the lessee, except for 1 lease agreement as indicated below and as disclosed in note 3.6 to the financial statements, where the lease agreements are not duly executed in favour of the Company.

Description of Property	Gross carrying value (In Millions)	Held in name of	Whether promoter, director or their relative or employee	Period held indicate range, where appropriate	Reason for not being held in the name of Company*
Leasehold land	22.32	Landlord	Not Applicable	From June 2025 onwards	The contract is signed by both parties and as per explanations given to us, the contract is expected to be registered at the time of renewal in July 2026.

Clause vii(a) of CARO 2020

The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues though there have been delays of upto 11 days in case of professional tax(amounting to Rs 0.07 million). According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

Clause xiii of CARO 2020

Transactions with the related parties are in compliance with sections 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards. With respect to Section 177 of the Act, the Company was converted into a public limited company with effect from September 2025. The Audit Committee was constituted subsequent to the year end and accordingly, no approvals in respect of related party transactions were obtained from the Audit Committee during the period.

For the year ended December 31, 2024
Clause vii(a) of CARO 2020

The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, duty of customs, duty of excise, cess and other statutory dues though there have been delays of upto 60 days(amounting to INR 0.33) in a few cases of tax deducted at source, 328 days in case of tax collected at source(amounting to INR 0.05) and 79 days in case of professional taxes(amounting to INR 0.82). According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

For the year ended December 31, 2023

Clause (vii)(a) of CARO 2020

The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, duty of customs, duty of excise, cess and other statutory dues though there have been slight delays in few cases in respect of income tax (tax deducted at source) . According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(c) Material Regroupings

No material re-groupings have been made in the restated summary statement of assets and liabilities, restated summary statement of profit and loss and restated summary statement of cash flows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per the financial information of the Company for the six month period ended June 30,2026 prepared in accordance with amended Schedule III of Companies Act, 2013, requirements of Ind AS 1 and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2019, as amended.

The above statement should be read with Annexure V - Material accounting policies and explanatory notes forming part of Restated Summary Statements and Annexure VI Notes to Restated Summary Statements.

for S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number:
101049W/E300004

for and on behalf of the Board of
Bonfiglioli Transmissions Limited
(Formerly Known as Bonfiglioli Transmissions Private Limited)
CIN: U29309TN1998PLC040717

per Chirag Shah	**G A Balaji**	**Kennady V Kaippally**	**Sunil Kumar**
Partner	Whole Time Director and Chief Financial Officer	Managing Director	Company Secretary
Membership Number: 121648	DIN: 06630726	DIN: 08110794	M No: A58368
Place: Chennai	Place: Chennai	Place: Chennai	Place: Chennai
Date: 29.09.2026	Date: 29.09.2026	Date: 29.09.2026	Date: 29.09.2026

OTHER FINANCIAL INFORMATION

The audited financial statements of our Company for Fiscals 2025, 2024 and 2023, together with all annexures, schedules and notes thereto ("**Audited Financial Statements**") are available on our website at https://www.bonfiglioli.in/Investor_Relations. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements and reports thereon or any other information on such website do not constitute, (i) a part of this Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document or recommendation or solicitation to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements and reports thereon should not be considered as part of information that any investor should consider when subscribing for or purchasing any securities of our Company and should not be relied upon or used as a basis for any investment decision. None of our Company or any of its advisors, nor BRLMs or the Promoter Selling Shareholder nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from reliance placed on any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

The accounting ratios derived from the Restated Financial Information as required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below:

Particulars	As at and for the six months ended June 30, 2026	As at and for the six months ended June 30, 2025	As at and for the Year ended December 31, 2025	As at and for the Year ended December 31, 2024	As at and for the Year ended December 31, 2023
			(*₹ in million, unless otherwise specified*)		
Restated earnings per equity share from continuing operations - Basic earnings per share from continuing operations (in ₹)[(1)]	7.90	6.12	12.65	10.08	7.57
- Diluted earnings per share from continuing operations (in ₹)[(2)]	7.90	6.12	12.65	10.08	7.57
Return On Net Worth (%)[(3)]	14.37%	13.13%	23.96%	22.25%	18.30%
Net Asset Value Per Equity Share (in ₹)[(4)]	55.02	46.57	52.82	47.25	41.35
EBITDA[(5)]	2,311.73	1,825.70	3,808.33	3,020.46	2,583.62
EBITDA (excluding Other Income)[(6)]	2,238.74	1,764.28	3,707.70	2,950.74	2,438.91

Notes:

[(1)] Restated Basic Earnings per Equity Share - Continuing Operations is calculated as Restated Profit after tax for the period/year from continuing operations divided by weighted average number of equity shares outstanding during the period/year after considering bonus shares which has been issued for all periods presented in accordance with IND AS 33 – Earnings per Share. The bonus shares are issued by our Company in the proportion of 1 (One) bonus Equity Share for every 2 (Two) Equity Shares of the Company pursuant to a resolution dated November 10, 2025 passed by the Shareholders and such bonus issue of equity shares were allotted pursuant to a resolution passed by Board of Directors on January 25, 2026. Restated Basic Earnings per Equity Share – Continuing Operations for the six months periods ended June 30, 2026 and June 30, 2025 has not been annualized.

[(2)]Restated Diluted Earnings per Equity Share – Continuing Operations is calculated as Restated Profit after tax for the period/year from continuing operations divided by weighted average number of equity shares outstanding during the period/year considered for deriving basic earnings per share and the weighted average number of Equity Shares which could have been issued on the conversion of all dilutive potential Equity Shares after considering bonus shares. The Company issued Bonus shares in the proportion of 1 (One) bonus Equity Share for every 2 (Two) Equity Shares of the Company pursuant to a resolution dated November 10, 2025 passed by the Shareholders and such bonus issue of equity shares were allotted pursuant to a resolution passed by Board of Directors on January 25, 2026. The weighted average number of Equity Shares outstanding during the period/year is adjusted for bonus issue of Equity Shares for all periods presented in accordance with IND AS 33 – Earnings per Share. Restated Diluted Earnings per Equity Share – Continuing Operations for the six months periods ended June 30, 2026 and June 30, 2025 has not been annualized.

[(3)]Return on Net Worth (in %) is calculated as restated profit after tax for the period/ year from continuing operations divided by the Net Worth at the end of the respective period/ year. Return on Net Worth (in %) for the six months period ended June 30, 2026 and June 30, 2025 has not been annualized.

[(4)] NAV per Equity Share is calculated as net worth as at the end of the period/year divided by number of equity shares outstanding as at the end of period / year plus bonus shares for all periods presented in accordance with principles of IND AS 33 – Earnings per Share. The bonus shares are issued by our Company in the proportion of 1 (One) bonus Equity Share for every 2 (Two) Equity Shares of the Company pursuant to a resolution dated November 10, 2025 passed by the Shareholders and such bonus issue of equity shares were allotted pursuant to a resolution passed by Board of Directors on January 25, 2026.

[5]EBITDA is calculated as restated profit after tax for the period / year from continuing operations plus total tax expenses plus finance costs plus depreciation and amortization expense.
[6]EBITDA (excluding other income) is calculated as EBITDA less other income.

For a reconciliation of non-GAAP measures, see "***Other Financial Information – Non-GAAP Financial Measures***" on page 349.

Non-GAAP Financial Measures

In addition to our results determined in accordance with Ind AS, we believe the following non-GAAP measures are useful to investors in evaluating our operating performance. We use the following non-GAAP financial information to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that non-GAAP financial information, when taken collectively with financial measures prepared in accordance with Ind AS, may be helpful to investors because it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance. However, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. Accordingly, our management does not consider these non-GAAP measures in isolation or as an alternative to financial measures determined in accordance with Ind AS. In addition, these non GAAP measures are not standardized terms, hence a direct comparison of these Non-GAAP Measures between our Company and other companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure.

Non-GAAP financial information is presented for supplemental informational purposes only, has limitations as an analytical tool and should not be considered in isolation or as a substitute for financial information presented in accordance with Ind AS. Our non-GAAP financial information may be different from similarly titled non-GAAP measures used by other companies. The principal limitation of these non-GAAP financial measures is that they exclude significant expenses and income that are required by Ind AS to be recorded in our financial statements, as further detailed below. In addition, they are subject to inherent limitations as they reflect the exercise of judgement by management about which expenses and income are excluded or included in determining these non-GAAP financial measures. A reconciliation is provided below for each non-GAAP financial measure to the most directly comparable financial measure prepared in accordance with Ind AS. Investors are encouraged to review the related Ind AS financial measures and the reconciliation of non-GAAP financial measures to their most directly identifiable Ind AS financial measures included below and to not rely on any single financial measure to evaluate our business. See "***Risk Factors – We have in this Red Herring Prospectus included certain non-generally accepted accounting principle ("Non-GAAP") financial measures related to our operations and financial performance. These Non-GAAP measures may vary from any standard methodology that is applicable across the industry in which we operate, and therefore may not be comparable with financial or statistical information of similar nomenclature computed and presented by other companies***" on page 50.

EBITDA, EBITDA (excluding other income) and EBITDA (excluding other income) Margin

EBITDA is calculated as restated profit after tax for the period / year from continuing operations plus total tax expense plus finance cost plus depreciation and amortization expense. EBITDA (excluding other income) is calculated as EBITDA less other income. EBITDA (excluding other income) Margin (%) is calculated as EBITDA (excluding other income) divided by revenue from operations – continuing operations.

[the remainder of this page has been intentionally left blank]

Reconciliation from restated profit after tax for the period/ year from continuing operations to EBITDA, EBITDA (excluding other income) and EBITDA (excluding other income) Margin

Particulars	For the six months ended June 30, 2026	For the six months ended June 30, 2025	For the years ended		
			December 31, 2025	December 31, 2024	December 31, 2023
			(₹ in million except percentages)		
Restated profit after tax for the period / year from continuing operations (A)	1,485.81	1,149.69	2,378.74	1,915.98	1,466.65
Add: Total Tax Expense (B)	513.33	405.43	873.59	534.01	615.06
Add: Finance cost (C)	40.72	36.56	77.77	104.18	130.92
Add: Depreciation and amortization expense (D)	271.87	234.02	478.23	466.29	370.99
EBITDA (E=A+B+C+D)	**2,311.73**	**1,825.70**	**3,808.33**	**3,020.46**	**2,583.62**
Less: Other income (F)	72.99	61.42	100.63	69.72	144.71
EBITDA (excluding other income) (G = E-F)	2,238.74	1,764.28	3,707.70	2,950.74	2,438.91
Revenue from operations – Continuing Operations (H)	**11,318.69**	**9,603.55**	**20,135.26**	**18,541.83**	**16,873.30**
EBITDA (excluding other income) Margin (%) (G/H)	**19.78%**	**18.37%**	**18.41%**	**15.91%**	**14.45%**

PAT Margin

PAT Margin is calculated as restated profit after tax for the period/ year from continuing operations divided by total income.

Reconciliation of PAT Margin

Particulars	For the six months ended June 30, 2026	For the six months ended June 30, 2025	For the years ended		
			December 31, 2025	December 31, 2024	December 31, 2023
			(₹ in million except percentages)		
Restated profit after tax for the period/year from continuing operations (A)	1,485.81	1,149.69	2,378.74	1,915.98	1,466.65
Total Income (B)	11,391.68	9,664.97	20,235.89	18,611.55	17,018.01
PAT Margin (%) (A/B)	**13.04%**	**11.90%**	**11.76%**	**10.29%**	**8.62%**

Net Debt

Net Debt is calculated as the sum of current borrowings, current lease liabilities, non-current borrowings and non-current lease liabilities minus cash and cash equivalents and bank balances other than cash and cash equivalents.

Reconciliation of total debt and net debt

Particulars	As at June 30, 2026	As at June 30, 2025	As at		
			December 31, 2025	December 31, 2024	December 31, 2023
			(₹ in million)		
Current Borrowings (A)	-	-	-	-	1,107.86
Current Lease Liabilities (B)	4.69	40.05	24.24	37.48	36.56
Non-current Borrowings (C)	-	-	-	-	-
Non-current Lease Liabilities (D)	3.20	7.32	3.88	28.09	60.10
Total Debt (E=A+B+C+D)	7.89	47.37	28.12	**65.57**	**1,204.52**
Cash & Cash Equivalents (F)	1,401.70	250.81	1,531.81	1,446.67	905.32
Bank balances other than Cash & Cash Equivalents (G)*	-	1,638.33	100.15	0.94	1,700.12
Net Debt (E-F-G)	**(1,393.81)**	**(1,841.77)**	**(1,603.84)**	**(1,382.04)**	**(1,400.92)**

** Break-up of Bank balances other than Cash & Cash Equivalents (G):*

Particulars	*As at June 30, 2026*	*As at June 30, 2025**	*As at*		
			December 31, 2025	*December 31, 2024*	*December 31, 2023*
			(₹ in million)		
Fixed deposits with remaining maturity less than three months (A)	-	-	-	-	*1,150.00*
Margin money deposits with original maturity period of more than three months but maturing within 12 months (B) [#]	-	-	-	*0.94*	*0.12*
Bank deposits with more than 3 months and less than 12 months maturity (C)	-	*850.00*	*100.15*	-	*550.00*
Earmarked balances with banks[&]	-	*788.33*	-	-	
Bank balances other than Cash & Cash Equivalents (A + B + C)	-	*1,638.33*	*100.15*	***0.94***	***1,700.12***

[#] *Held as lien by bank against bank guarantees*

[&] *Represents earmarked balances towards payment of dividends.*

Working Capital

Working Capital is calculated as total current assets minus total current liabilities.

Reconciliation of working capital

Particulars	**As at June 30, 2026**	**As at June 30, 2025**	**As at**		
			December 31, 2025	**December 31, 2024**	**December 31, 2023**
			(₹ in million)		
Total Current Assets (A)	11,399.02	10,370.00	10,903.21	9,467.85	10,649.29
Total Current Liabilities (B)	4,471.97	5,009.18	4,317.36	4,244.99	5,945.52
Working Capital (A-B)	**6,927.05**	**5,360.82**	**6,585.85**	**5,222.86**	**4,703.77**

Cash Conversion Cycle

Cash Conversion Cycle is calculated as receivable days plus inventory days minus payable days (in which receivable days is calculated as receivables divided by revenue from operations – continuing operations multiplied by number of days; inventory days is calculated as inventory divided by cost of goods sold multiplied by number of days; and payable days is calculated as payables divided by purchase of raw materials and components plus stock-in-trade multiplied by number of days; where cost of goods sold is the sum of cost of raw materials and components consumed; change in inventory, purchases of stock-in-trade, receivables, inventory and payables taken as of end of period/year)

Reconciliation of cash conversion cycle

Particulars	**As at and for the six months ended June 30, 2026**	**As at and for the six months ended June 30, 2025**	**As at and for the years ended**		
			December 31, 2025	**December 31, 2024**	**December 31, 2023**
			(₹ in million except percentages)		
Number of days in Period (A)	181	181	365	366	365
Trade Receivables (B)	5,325.06	4,409.52	5,177.39	4,061.92	4,101.43
Revenue from Operations – Continuing Operations (C)	11,318.69	9,603.55	20,135.26	18,541.83	16,873.30
Receivable Days Outstanding (D=A*B/C)	**85**	**83**	**94**	**80**	**89**
Inventories (E)	3,776.06	3,401.95	3,192.13	3,214.17	3,322.79
Cost of raw materials & components consumed (F)	7,541.76	5,977.36	11,967.18	11,854.27	11,104.93
Changes in inventories of finished goods and work-in-progress (G)	(633.04)	34.41	542.53	(64.11)	(268.86)
Cost of Goods Sold (H=F+G)	6,908.72	6,011.77	12,509.71	11,790.16	10,836.07
Inventory Days Outstanding (I=A*E/H)	**99**	**102**	**93**	**100**	**112**

Particulars	As at and for the six months ended June 30, 2026	As at and for the six months ended June 30, 2025	As at and for the years ended December 31, 2025	December 31, 2024	December 31, 2023
			(₹ in million except percentages)		
Trade Payables (J)	3,712.06	3,257.41	3,302.12	3,085.51	3,820.26
Purchase of raw materials & components consumed (K)	7,492.65	6,199.55	12,487.67	11,681.54	11,530.44
Payable Days Outstanding (L=A*J/K)	**90**	**95**	**97**	**97**	**121**
Cash Conversion Cycle (D+I-L)	**94**	**90**	**90**	**83^**	**80**

^ *Difference of one compared to calculated formula (D+I-L) due to rounding off*

Fixed Asset Turnover Ratio

Fixed Asset Turnover Ratio is calculated as revenue from operations – continuing operations divided by fixed assets. Fixed assets is calculated as the sum of property, plant and equipment and capital work-in-progress

Reconciliation of fixed asset turnover ratio

Particulars	As at and for the six months period ended June 30, 2026	As at and for the six months period ended June 30, 2025	As at and for the year ended December 31, 2025	December 31, 2024	December 31, 2023
			(₹ in million unless otherwise stated)		
Property, Plant and Equipment (A)	2,698.92	2,590.10	2,691.52	2,639.82	2,561.45
Capital Work-In-Progress (B)	135.69	117.92	123.46	137.32	202.57
Fixed Asset (C=A+B)	2,834.61	2,708.02	2,814.98	2,777.14	2,764.02
Revenue from Operations – Continuing Operations (D)	11,318.69	9,603.55	20,135.26	18,541.83	16,873.30
Fixed Asset Turnover Ratio (in times) (D/C)	**3.99**	**3.55**	**7.15**	**6.68**	**6.10**

Return on Equity

Restated profit after tax for the period/year from continuing operations divided by average of opening and closing total equity for the period / year

Reconciliation of return on equity

Particulars	As at and for the six months ended June 30, 2026	As at and for the six months ended June 30, 2025	As at and for the year ended December 31, 2025	December 31, 2024	December 31, 2023
			(₹ in million unless otherwise stated)		
Restated profit after tax for the period/year from continuing operations (A)	1,485.81	1,149.69	2,378.74	1,915.98	1,466.65
Opening Equity (B)	9,929.93	8,609.51	8,609.51	8,013.63	7,253.83
Closing Equity (C)	10,342.68	8,754.47	9,929.93	8,609.51	8,013.63
Average Equity (D = (B/2) + (C/2))	10,136.31	8,681.99	9,269.72	8,311.57	7,633.73
Return on Equity (%) (A / D)	**14.66%**	**13.24%**	**25.66%**	**23.05%**	**19.21%**

Return on Capital Employed

Return On Capital Employed is calculated as Earnings Before Interest and Tax divided by Capital Employed; Earnings Before Interest and Tax is calculated as Restated Profit after tax for the period/year from continuing operations plus total tax expense plus finance costs; Capital Employed is calculated as the sum of Tangible Net Worth and Total Debt; Tangible Net Worth is calculated as Total Equity minus Intangible Assets minus Intangible Assets Under Development minus Deferred Tax Assets (Net); Total Debt is calculated as sum of current borrowings, current lease liabilities, non-current borrowings and non-current lease liabilities.

Reconciliation of return on capital employed

Particulars	As at and for the six months ended June 30, 2026	As at and for the six months ended June 30, 2025	As at and for the year ended		
			December 31, 2025	December 31, 2024	December 31, 2023
			(₹ in million unless otherwise stated)		
Restated profit after tax for the period / year from continuing operations (A)	1,485.81	1,149.69	2,378.74	1,915.98	1,466.65
Total Tax Expense (B)	513.33	405.43	873.59	534.01	615.06
Finance costs (C)	40.72	36.56	77.77	104.18	130.92
EBIT (D=A+B+C)	2,039.86	1,591.68	3,330.10	2,554.17	2,212.63
Current Borrowings (E)	-	-	-	-	1,107.86
Current Lease Liabilities (F)	4.69	40.05	24.24	37.48	36.56
Non-current Borrowings (G)	-	-	-	-	-
Non-current Lease Liabilities (H)	3.20	7.32	3.88	28.09	60.10
Total Debt (I= E + F + G+H)	**7.89**	**47.37**	**28.12**	**65.57**	**1,204.52**
Total Equity (J)	10,342.68	8,754.47	9,929.93	8,609.51	8,013.63
Intangible Assets (K)	2.97	4.16	3.38	3.04	23.18
Intangible assets under development (L)	-	9.56	-	9.46	-
Deferred tax assets (Net) (M)	161.24	241.77	174.08	161.80	175.08
Tangible Net Worth (N = J - K – L-M)	**10,178.47**	**8,498.98**	**9,752.47**	**8,435.21**	**7,815.37**
Capital Employed (O= I + N)	10,186.36	8,546.35	9,780.59	8,500.78	9,019.89
Return on Capital Employed (%) (D/O)	**20.03%**	**18.62%**	**34.05%**	**30.05%**	**24.53%**

Materials Cost (Continuing Operations)

Materials cost (continuing operations) is the sum of cost of raw materials and components consumed and changes in inventories of finished goods and work-in-progress.

Reconciliation of materials cost (continuing operations)

Particulars	For the six months ended June 30, 2026	For the six months ended June 30, 2025	For the year ended		
			December 31, 2025	December 31, 2024	December 31, 2023
			(₹ in million)		
Cost of raw materials and components consumed (A)	7,541.76	5,977.36	11,967.18	11,854.27	11,104.93
Changes in inventories of finished goods and work-in-progress (B)	(633.04)	34.41	542.53	(64.11)	(268.86)
Materials Cost – Continuing Operations (C=A+B)	**6,908.72**	**6,011.77**	**12,509.71**	**11,790.16**	**10,836.07**

Return on Net Worth

Return on Net Worth is calculated as Restated profit after tax for the period/year from continuing operations divided by Net Worth at the end of the period / year. Net Worth is calculated as aggregate of Equity Share Capital and Other Equity at the end of the period / year.

Reconciliation of Net Worth and Return on Net Worth

Particulars	As at and for the six months ended June 30, 2026	As at and for the six months ended June 30, 2025	As at and for the year ended		
			December 31, 2025	December 31, 2024	December 31, 2023
			(₹ in million unless otherwise stated)		
Restated profit after tax for the period/year from continuing operations (A)	1,485.81	1,149.69	2,378.74	1,915.98	1,466.65
Equity share capital (B)	1,879.96	1,253.31	1,253.31	1,253.31	1,311.23
Other Equity (C)	8,462.72	7,501.16	8,676.62	7,356.20	6,702.40
Net Worth (D = B + C)	10,342.68	8,754.47	9,929.93	8,609.51	8,013.63
Return on Net Worth (%) (A/D)	**14.37%**	**13.13%**	**23.96%**	**22.25%**	**18.30%**

Net Asset Value per Equity Share

NAV per Equity Share is calculated as net worth as at the end of the period/year divided by number of equity shares outstanding as at the end of period / year plus bonus shares *for all periods presented in accordance with principles of IND AS 33 – Earnings per Share.* The bonus shares are issued by our Company in the proportion of 1 (One) bonus Equity Share for every 2 (Two) Equity Shares of the Company pursuant to a resolution dated November 10, 2025 passed by the Shareholders and such bonus issue of equity shares were allotted pursuant to a resolution passed by Board of Directors on January 25, 2026.

Reconciliation of Net Asset Value per Equity Share

Particulars	As at June 30, 2026	As at June 30, 2025	As at		
			December 31, 2025	December 31, 2024	December 31, 2023
			(₹ in million unless otherwise stated)		
Equity Share capital (A)	1,879.96	1,253.31	1,253.31	1,253.31	1,311.23
Other Equity (B)	8,462.72	7,501.16	8,676.62	7,356.20	6,702.40
Net Worth (C = A + B)	10,342.68	8,754.47	9,929.93	**8,609.51**	**8,013.63**
Number of equity shares of Rs. 10 each as at the end of the period / year (D)	187,995,834	125,330,556	125,330,556	125,330,556	131,122,994
Issue of Bonus Shares (E)[(1)]	-	62,665,278	62,665,278	62,665,278	62,665,278
Net Asset Value per Equity Share (C * 10^6 / (D+E) (in ***₹)***	55.02	46.57	52.82	47.25	41.35

[(1)] The shareholders in its meeting held on November 10, 2025 approved a bonus issue of 62,665,278 equity shares of ₹10 each to eligible Equity Shareholders of the Company holding equity shares whose name appears in the Register of Members as on November 3, 2025 ('Record date') in the proportion of 1 (One) bonus Equity Share for every 2 (Two) Equity Shares of the Company. The bonus issue of 62,665,278 Equity Shares of ₹10 each to eligible Equity Shareholders of the Company was allotted pursuant to approval by the board of directors through a circular resolution dated January 25, 2026.

Related Party Transactions

For details of the related party transactions, as per the requirements under applicable Accounting Standards, i.e., Ind AS 24 -Related Party Disclosures, read with the SEBI ICDR Regulations for the six months periods ended June 30, 2026 and June 30, 2025 and for the Fiscals 2025, 2024, and 2023, and as reported in the Restated Financial Information, see "***Restated Financial Information – Note 38. Related Party Disclosures"*** on page 327.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey the management's perspective on our financial condition and results of operations for the six months period ended June 30, 2026 and 2025 and for Fiscals 2025, 2024 and 2023.

*Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our "**Restated Financial Information**" included in this Red Herring Prospectus on page 281.*

*Ind AS differs in certain respects from Indian GAAP, IFRS and US GAAP and other accounting principles with which prospective investors may be familiar. Please also see "**Risk Factors - Differences exist between Ind AS use to prepare our financial information and other accounting principles, such as IFRS, Indian GAAP and U.S. GAAP, with which investors may be more familiar**" on page 52.*

*This discussion contains certain forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, such as the risks set forth in the chapters entitled "**Risk Factors**" and "**Forward-Looking Statements**" on pages 20 and 19, respectively.*

*Our Company's financial year commences on January 1 and ends on December 31 of the same year, and references to a particular Fiscal are to the 12 months ended December 31 of that particular year. Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our "**Restated Financial Information**" included in this Red Herring Prospectus beginning on page 281.*

*Only to the extent explicitly indicated, industry and market data used in this section has been derived from the report titled "Market potential assessment of power transmission products across industry & automation, mobility, and wind solutions" dated September 28, 2026, prepared and issued by Frost and Sullivan (the "**F&S Report**"), commissioned by and paid for by our Company in relation to the Offer and any reliance on such information for making an investment decision in this Offer is subject to inherent risks. The F&S Report has been prepared and issued by Frost & Sullivan for the purpose of understanding the industry exclusively in connection with the Offer. The F&S Report will be made available on the website of our Company at https://www.bonfiglioli.in/Investor_Relations from the date of this Red Herring Prospectus until the Bid/Offer Closing Date. Unless otherwise indicated, all financial, operational, industry and other related information derived from the F&S Report and included herein with respect to any particular fiscal or calendar year, refers to such information for the relevant fiscal or calendar year. For further details, see "**Risk Factors – We have used information from the F&S Report which has been commissioned and paid for by our Company for industry related data in this Red Herring Prospectus and any reliance on such information is subject to inherent risks**" and "**Industry Overview**" on pages 47 and 131, respectively.*

*All references to "Bonfiglioli Group" refer to any company (individually or in the aggregate, as the context may require) that is directly or indirectly owned or controlled by one of our Corporate Promoters, Bonfiglioli S.p.A. ("**BSPA**").*

OVERVIEW

We are one of India's largest technology-led mechanical and electro-mechanical power transmissions and industrial drive solutions providers by revenue for the six months period ended June 30, 2026 (*Source: F&S Report*). We manufacture a wide range of mission-critical and highly precision engineered gear motors, gearboxes and drive systems used across diverse end-user markets (*Source: F&S Report*). Our legacy and reputation lie in the Bonfiglioli brand, which has a worldwide presence of nearly 70 years, and which we have established in India through more than 25 years of operations.

Our Corporate Promoter, Bonfiglioli S.p.A. is headquartered in Italy, and according to the F&S Report, is one of the largest technologically advanced players globally in the mechanical and electro-mechanical power transmissions and industrial drive solutions industry with consolidated revenues of Euro 1,172.94 million (₹115.56 billion) for the year ended December 31, 2025. It focuses on the development, manufacture and distribution of gearboxes and drive systems to cater to the needs of industrial processes, automation, off-highway mobility solutions and renewable energy applications. As at the date of this Red Herring Prospectus, the Bonfiglioli Group has operations spanning across 80 countries through 18 production sites, seven R&D centres,

a network of more than 550 distributors and resellers, and a workforce of more than 5,000 employees, with 21 patents granted under the name of Bonfiglioli S.p.A.

The markets we cater to are broadly categorized into three business verticals: Industry and Automation Solutions, Off-Highway Mobility and Wind Industries, based on the end-use applications. According to the F&S Report, we are the largest manufacturer in India of gearboxes (gear motors below 15 kNm) and drives catering to OEMs and end-users in the Industry & Automation, Off-Highway Mobility and Wind Industries in India as of June 30, 2026, in terms of revenue from operations. We were also among the leading manufacturers of planetary gearboxes in India in the year ended December 31, 2025 by revenue. *(Source: F&S Report)*

Set forth below is an overview of our three business verticals, categorized based on the customer industries we serve:

Particulars	Industry & Automation Solutions	Off- highway Mobility Industry	Wind Industry
Market share according to the F&S Report	Leading market share of 25.0% (1)	32.0%(2)	Leading market share of 67.9% (3)
End-user industries(4)	Material handling, chemicals & pharmaceuticals, mining, food, beverage & tobacco, metal processing & machine tools, construction, textiles & leather, rubber & plastics	Earthmoving/ excavator, concrete, mining, road construction, agricultural and material handling	Wind turbine manufacturers
Product portfolio	Low, medium and heavy duty gear motors and gearboxes in torque capacities ranging from 13 Nm to 1,400 kNm Helical, bevel, planetary and worm gearboxes and gear motors, electric motors; variable frequency drives, servo motors and drives, and precision drives for robotics & automation solutions	Swing and track drives; drum and skip/ mixer drives; wheel and auger/ conveyor drives; cutter and hoist drives	Yaw and pitch drives
Key customers and vintage(5)	ElectroMech Material Handling Systems (India) Private Limited, GMM Pfaudler Limited, Milltec Machinery Private Limited, Terex India Private Limited, Uzzala Bio Energy Solutions and Ammann India Private Limited. As of June 30, 2026, each of our top 10 OEM customers (by revenue in Fiscal 2025), had been engaged with us for more than 10 years	Action Construction Equipment, Ajax Engineering Limited, CNH Industrial (India) Private Limited, Hyundai Construction Equipment India Private Limited, JCB India Limited, Schwing Stetter (India) Private Limited and Wirtgen India Private Limited. As of June 30, 2026, eight of our top 10 OEM customers by revenue in Fiscal 2025, had been engaged with us for more than 10 years	Nordex India Private Limited, Senvion Wind Technology Private Limited and Suzlon Energy Limited. As of June 30, 2026, seven of our top 10 OEM customers by revenue in Fiscal 2025, had been engaged with us for more than 10 years
Number of SKUs			
Six months period ended June 30, 2026	8,517	221	42
Six months period ended June 30, 2025	7,758	214	42
Fiscal 2025	11,535	274	48
Fiscal 2024	11,219	236	62
Fiscal 2023	9,676	221	62
Sales and distribution	Direct customer relationships and dealer network	Direct customer relationships and co-engineering (IP for co-	Direct customer relationships and co-engineering (IP for co-

Particulars	Industry & Automation Solutions	Off- highway Mobility Industry	Wind Industry
		engineered products remains with the Bonfiglioli Group)	engineered products remains with the Bonfiglioli Group)

Notes:

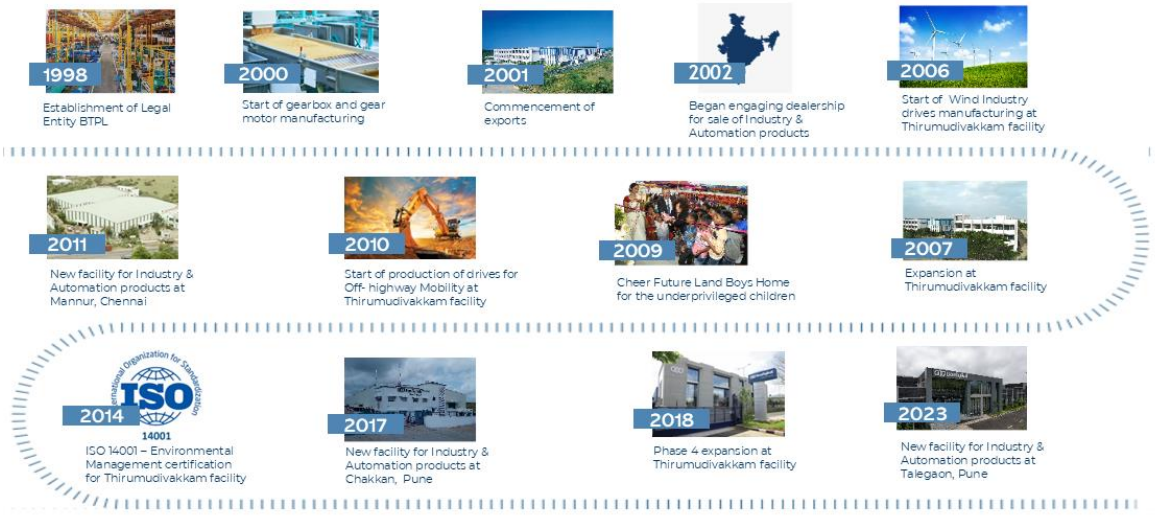
(1) Among low and medium-duty gear motors (below 15 kNm) in India based on revenue for the year ended December 31, 2025.
(2) Among off-highway mobility market among non-captive players in India by revenue for the year ended December 31, 2025.
(3) Among domestic manufacturers of yaw and pitch drives in terms of sales values for the year ended December 31, 2025.
(4) We categorize our customers into the relevant business verticals based on application of the customers' product – for example, mining applications where the equipment is static are categorized under Industry & Automation Solutions while those where the equipment is mobile are categorized under Off-Highway Mobility.
(5) Names of customers identified above have been included based on consents received from such entities to include their names in this Red Herring Prospectus.

The table below sets forth vertical-wise revenue from operations across our three business verticals for the periods/ years indicated:

Vertical	Six months period ended June 30, 2026		Six months period ended June 30, 2025		Year ended December 31, 2025		Year ended December 31, 2024		Year ended December 31, 2023	
	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)
Industry & Automation Solutions	4,813.28	42.53%	3,902.36	40.63%	8,244.39	40.95%	7,648.89	41.25%	7,270.46	43.09%
Off-Highway Mobility Industry	3,203.78	28.31%	2,349.51	24.46%	5,070.48	25.18%	4,357.92	23.50%	4,257.93	25.23%
Wind Industry	3,096.46	27.36%	3,092.33	32.20%	6,347.70	31.53%	5,994.29	32.33%	5,009.58	29.69%
Others [(1)]	205.17	1.80%	259.35	2.71%	472.69	2.34%	540.73	2.92%	335.33	1.99%
Total	**11,318.69**	**100.00%**	**9,603.55**	**100.00%**	**20,135.26**	**100.00%**	**18,541.83**	**100.00%**	**16,873.30**	**100.00%**

Notes: (1) Others include export incentive, scrap sales, and sale of components such as components like pinion shafts, housings, sun gears, reduction wheels, shafts, covers that we provide and bill to vendors we sub-contract certain services to on behalf of our customers.

Set forth below is a chart highlighting key milestones that we have achieved through 25 years of operations in India:



Our customer base comprises OEMs that we directly supply products to under our Industry & Automation vertical, and OEMs that we co-engineer with under our Off-Highway Mobility Industry and Wind Industry verticals. We cater to a wide range of industries under our Industry & Automation vertical with no single industry contributing more than 10% of our revenue under the Industry & Automation vertical in the six months periods ended June 30,

2026 and June 30, 2025 and in Fiscals 2025, 2024, and 2023. The Industry & Automation vertical benefits from our strong and loyal dealer network which, as of June 30, 2026 comprised of 44 dealers of which 16 dealers had been engaged with us for 20 years or more. Furthermore, of the 44 dealers we engaged with, 36 dealers engaged with us on an exclusive basis as of June 30, 2026. We are an integral part of our customer's product development cycles under the Off-Highway Mobility and Wind Industries, working closely with them from design stage to create customized, technology intensive products to meet their bespoke end-use specifications. For further information on our customer base, see " ***– Our Operations – Sales and Distribution***" on page 227.

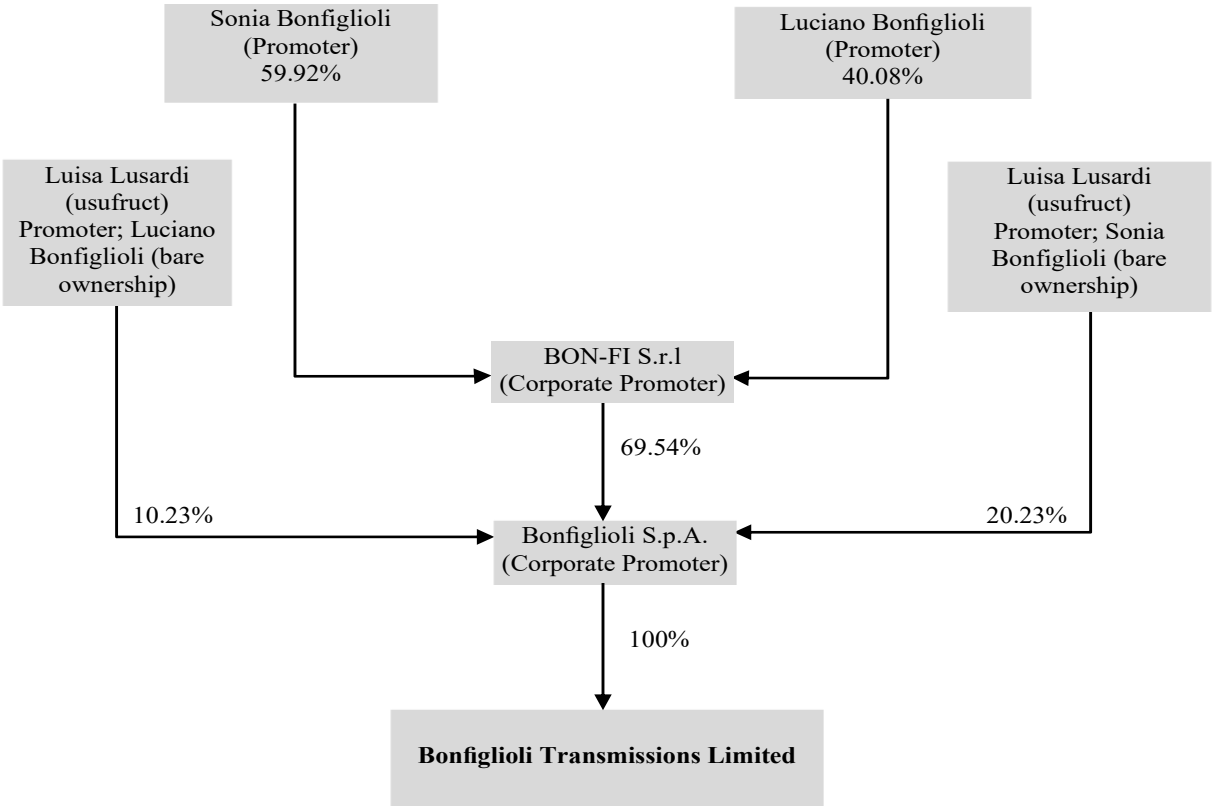
In the six months period ended June 30, 2026, we served more than 930 customers directly and had been engaged by seven out of our top 10 OEM customers (in terms of revenue from operations in Fiscal 2025) for more than 10 years, demonstrating the lasting value and reliability of our service commitment. We also had a diverse range of customers with our top 10 OEM customers representing less than 31.72% of our revenue from operations in the six months periods ended June 30, 2026 and June 30, 2025 and in each of Fiscals 2025, 2024, and 2023. We also engage with dealers for onward sales to OEMs under our Industry & Automation vertical.

We approach customers directly through our pan-India sales network that comprised 13 sales offices and 64 sales employees as of June 30, 2026. The table below sets forth channel-wise revenue from operations across our sales channels for the periods/ years indicated:

Sales Channel	Six months period ended June 30, 2026		Six months period ended June 30, 2025		Year ended December 31, 2025		Year ended December 31, 2024		Year ended December 31, 2023	
	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)
Dealer sales	2,145.72	18.96%	1,865.11	19.42%	3,909.41	19.42%	3,535.58	19.07%	3,333.07	19. 75%
Direct sales	6,741.06	59.56%	6,210.11	64.66%	12,746.32	63.30%	11,756.65	63.41%	10,556.18	62.56%
Inter-company sales [(1)]	2,263.99	20.00%	1,294.75	13.48%	3,064.77	15.22%	2,755.09	14.97%	2,722.21	16.13%
Others[(2)]	167.92	1.48%	233.59	2.44%	414.76	2.06%	474.51	2.56%	261.84	1.55%
Total	**11,318.69**	**100.00%**	**9,603.55**	**100.00%**	**20,135.26**	**100.00%**	**18,541.83**	**100.00%**	**16,873.30**	**100.00%**

Notes:
(1) Inter-company sales includes sale of finished goods such as yaw drives and swing drives to related parties for onward sale to their customers.
(2) Others includes non-core sales such as the sale of components to vendors.

We benefit significantly by being a part of the Bonfiglioli Group, which enables us to leverage its global customer relationships and supply products and solutions to the Indian businesses of international players. With access to the extensive research and development expertise of Bonfiglioli S.p.A. ("**BSPA**"), including a broad portfolio of innovative products, we are able to meet the localized requirements of our customers. As of June 30, 2026, the Bonfiglioli Group had seven R&D centers globally including in India, Italy, Germany and China, that employed 376 employees. Set forth below is a diagrammatic representation of the holding structure of our Company as on the date of this RHP:



We regularly liaise with the R&D and IT center located in Chennai, Tamil Nadu, India ("**India R&D Centre**") which is housed under Bonfiglioli Technology Space Private Limited ("**BTSPL**"), a company forming part of the Bonfiglioli Group. The India R&D Centre has test facilities for products across all three of our business verticals, and as of June 30, 2026, it was the only test laboratory in India equipped to test yaw and pitch drives for wind turbines (*Source: F&S Report*). The proximity of our manufacturing operations with Bonfiglioli Group's global R&D ecosystem enables faster product development through strong design manufacturing alignment and early supplier involvement, resulting in faster time-to-market and enhancing our responsiveness to India-specific customer requirements, establishing our position as a specialised solutions provider in India. The India R&D Centre is the only R&D centre in the Bonfiglioli Group that caters to all three end-user verticals, which allows us to leverage its development capabilities across our entire portfolio of products and services. For further information on our shared R&D functions, see " ***– Our Operations – Research and Development***" on page 231.

As of June 30, 2026, we operated three facilities in India, two of which were in Tamil Nadu (at Thirumudivakkam and Mannur) and one was in Maharashtra (in Talegaon), that manufactured a combined total of 341,133 units of gear motors and gearboxes in Fiscal 2025. Over the years, we have consistently increased sourcing parts and materials from domestic suppliers to strengthen our localisation strategy. As of June 30, 2026, we had 215 suppliers in India and 70 suppliers outside India. In the six months periods ended June 30, 2026 and June 30, 2025 and in Fiscals 2025, 2024 and 2023, purchases of raw materials and components from the domestic market represented 68.32%, 68.15%, 70.00%, 68.71% and 64.12%, of our total purchase of raw material and components, respectively, demonstrating our commitment to sourcing from India. We source from a diverse network of suppliers, with no single supplier providing more than 20.00% of our purchases in the six months periods ended June 30, 2026 and June 30, 2025 and Fiscals 2025, 2024 and 2023. For further information on our material procurement, see " ***– Our Operations – Procurement and Suppliers***" on page 237.

We follow a multi-dimensional approach to quality assurance that involves ensuring quality compliance at each level of our operations. We also provide after-sales services to our customers through two dedicated channels: (a) team of in-house service engineers stationed at our 13 sales offices across India (three of which are located at our manufacturing locations in Thirumudivakkam (Tamil Nadu), Mannur (Tamil Nadu), and Talegaon (Maharashtra) that aggregated to 15 engineers as of June 30, 2026; and (b) a broad base of 13 third-party authorised service facilities that had an aggregate of 24 service engineers as of June 30, 2026. We strive to, on average, respond to complaints within the next working day, significantly increasing product uptime and lifecycle value.

Our 25 years of operating experience in India, global R&D, manufacturing capabilities, and customer relationships, have enabled us to deliver growth over the years in terms of our profitability, return on equity and return on capital employed.

The table below summarizes key financial results and financial position for the periods/ years indicated:

Particulars	As at and for the six months period ended June 30, 2026	As at and for the six months period ended June 30, 2025	As at and for the year ended December 31, 2025	As at and for the year ended December 31, 2024	As at and for the year ended December 31, 2023
Total Assets (*₹ million*)	14,958.24	13,879.41	14,394.58	12,990.76	14,147.15
Total Equity (*₹ million*)	10,342.68	8,754.47	9,929.93	8,609.51	8,013.63
Total Current Assets (*₹ million*)	11,399.02	10,370.00	10,903.21	9,467.85	10,649.29
Total Current Liabilities (*₹ million*)	4,471.97	5,009.18	4,317.36	4,244.99	5,945.52
Current Borrowings (*₹ million*)	-	-	-	-	1,107.86
Cash and Cash Equivalents (*₹ million*)	1,401.70	250.81	1,531.81	1,446.67	905.32
Total income (*₹ million*)	11,391.68	9,664.97	20,235.89	18,611.55	17,018.01
Revenue from operations – continuing operations [(1)] (*₹ million*)	11,318.69	9,603.55	20,135.26	18,541.83	16,873.30
Revenue from operations – continuing operations growth [(2)] (YoY %)	12.43%	3.59%	8.59%	9.89%	8.25%
Restated profit after tax for the period/year from continuing operations (*₹ million*)	1,485.81	1,149.69	2,378.74	1,915.98	1,466.65
EBITDA (excluding Other Income) (*₹ million*) [(3)]	2,238.74	1,764.28	3,707.70	2,950.74	2,438.91
EBITDA (excluding Other Income) Margin (%) [(4)]	19.78%	18.37%	18.41%	15.91%	14.45%
PAT Margin (%) [(5)]	13.04%	11.90%	11.76%	10.29%	8.62%
Net Debt (*₹ million*) [(6)]	(1,393.81)	(1,841.77)	(1,603.84)	(1,382.04)	(1,400.92)
Working Capital (*₹ million*) [(7)]	6,927.05	5,360.82	6,585.85	5,222.86	4,703.77
Cash Conversion Cycle (Days) [(8)]	94	90	90	83	80
Return on Capital Employed (%) [(9)] *	20.03%	18.62%	34.05%	30.05%	24.53%
Return on Equity (%) [(10)] *	14.66%	13.24%	25.66%	23.05%	19.21%
Fixed Asset Turnover Ratio (in times) [(11)] *	3.99	3.55	7.15	6.68	6.10
Inventory Days Outstanding (Days) [(12)]	99	102	93	100	112
Payable Days Outstanding (Days) [(13)]	90	95	97	97	121
Receivable Days Outstanding (Days) [(14)]	85	83	94	80	89

**Not annualized for the six months periods ended June 30, 2026 and June 30, 2025.*

(1) Revenue from continuing operations (sale of products, sale of services and other operating revenue) for the period / year.

(2) Year-on-year growth in revenue from operations – continuing operations for a period/ year is calculated as revenue from operations – continuing operations in the relevant period/ year minus revenue from operations – continuing operations in the prior period/ year divided by revenue from operations – continuing operations in the prior period/ year and represented as a percentage.

(3) EBITDA (excluding Other Income) is calculated as profit after tax for the period/ year plus total tax expense plus finance costs plus depreciation and amortization. EBITDA (excluding Other Income) = EBITDA minus Other Income.

(4) EBITDA (excluding Other Income) Margin is calculated as EBITDA (excluding Other Income) divided by revenue from operations.

(5) PAT Margin is calculated as profit after tax for the period/year divided by Total Income.

(6) Net Debt is calculated as the sum of current borrowings, current lease liabilities, non-current borrowings and non-current lease liabilities minus cash and cash equivalents and bank balances other than cash and cash equivalents.

(7) Working Capital is calculated as total current assets minus total current liabilities.

(8) Cash Conversion Cycle is calculated as receivable days plus inventory days minus payable days (in which receivable days is calculated as receivables divided by revenue from operations multiplied by number of days; inventory days is calculated as inventory divided by cost of goods sold multiplied by number of days; and payable days is calculated as payables divided by purchase of raw materials and components plus stock-in-trade multiplied by number of days; where cost of goods sold is the sum of cost of material consumed, change in inventory, purchases of stock-in-trade, receivables, inventory and payables taken as of end of period/year.Cash conversion for six months period ended June 30, 2026 and June 30, 2025, has been calculated using 181 days, being the actual number of days in the reporting period.

(9) Return On Capital Employed is calculated as Earnings Before Interest and Tax divided by Capital Employed; Earnings Before Interest and Tax is calculated as restated profit after tax for the period/ year plus total tax expense and finance costs; Capital Employed is calculated as the sum of Tangible Net Worth and Total Debt; Tangible Net Worth is calculated as Total Equity minus Intangible Assets minus Intangible Assets Under Development minus Deferred Tax Asset (Net); Total Debt is calculated as sum of current borrowings, current lease liabilities, non-current borrowings and non-current lease liabilities.

(10) Return on Equity is calculated as restated profit after tax for the period/year from continuing operations divided by average of opening and closing Total Equity for the period / year

(11) Fixed Asset Turnover Ratio is calculated as revenue from operations –divided by Fixed Assets. Fixed Assets is calculated sum of Property, Plant and Equipment and Capital work-in-progress at the end of period/year.

(12) Inventory days outstanding is calculated as inventory as of end of period / year divided by cost of goods sold multiplied by number of days, where cost of goods sold is the sum of cost of material consumed, change in inventory, purchases of stock-in-trade. Inventory days outstanding for the six months periods ended June 30, 2026 and June 30, 2025, has been calculated using 181 days, being the actual number of days in the reporting period.or the fiscal year ended December 31, 2025, December 31, 2024, and December 31, 2023, has been calculated using 181 days, 181 days, 365 days, 366 days and 365 days respectively, being the actual number of the days in the reporting period.

(13) Payable days outstanding is calculated as payables as of end of period/year divided by sum of purchase of raw materials and components consumed and purchase of stock-in-trade multiplied by number of days. Payable days outstanding for the six months periods ended June 30, 2026 and June 30, 2025, has been calculated using 181 days, being the actual number of the days in the reporting period.

(14) Receivable days outstanding is calculated as trade receivables as of end of period / year divided by revenue from operations multiplied by number of days. Receivable days outstanding for the six months periods ended June 30, 2026 and June 30, 2025, has been calculated using 181 days, being the actual number of the days in the reporting period.

For a reconciliation of such Non-GAAP measures, see "***Other Financial Information – Non-GAAP Financial Measures***" on page 349.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our results of operations and financial condition are affected by a number of important factors including:

Macro-economic conditions and factors affecting the industries in which our customers operate

We sell gearboxes and drive systems in India and outside India. Our business therefore depends on general macroeconomic factors affecting Industry & Automation Solutions and the Mobility and Wind Industries in which our customers are engaged, which are beyond our control. In particular, our revenue and profitability are correlated with the level of industrial capital expenditure and modernisation in the end-user industries served by our Industry & Automation Solutions vertical, the level of investment in infrastructure, mining, construction and agriculture that drives OEM production in our Off-Highway Mobility Industry vertical, and renewable energy policy and wind capacity additions in India and in export markets that drive demand in our Wind Industry vertical.

The cyclical nature of general macro-economic conditions and, therefore, of the industries in which our customers operate means that our results of operations can fluctuate substantially from period to period. Stronger macro-economic indicators, such as GDP growth, increases in infrastructure investment and focus on renewable energy tend to correlate with increased activities in industries which require our products. We believe that this in turn contributes to an increased demand for our products, while weaker macro-economic indicators tend to correlate with less activities in the above industries and therefore, lower demand for our products. We expect that these macro-economic factors and conditions in the above industries will continue to be the most important factor affecting our revenues and results of operations.

See "***Industry Overview***" on page 131 of this Red Herring Prospectus for a discussion on macro-economic conditions in the industry in which we operate.

Fluctuations in exchange rates

We present our financial statements in Indian Rupees. However, a certain portion of our business transactions is denominated in foreign currencies, as we export products to customers in China, United States, Italy, Germany and other countries, and also purchase raw materials and components from vendors outside India.

The table below sets forth geography-wise revenue from contract with customers – continuing operations as per Ind AS-108, Operating Segments ("**Ind AS-108**"), including as a percentage of total revenue from contracts with customers – continuing operations for the period/years indicated:

Revenue from contract with customers – continuing operations	For the six months period ended June 30, 2026		For the six months period ended June 30, 2025		For the year ended December 31, 2025		For the year ended December 31, 2024		For the year ended December 31, 2023	
	Amount (₹ million)	Percentage of total revenue from contracts with customers – continuing operations (%)	Amount (₹ million)	Percentage of total revenue from contracts with customers – continuing operations (%)	Amount (₹ million)	Percentage of total revenue from contracts with customers – continuing operations (%)	Amount (₹ million)	Percentage of total revenue from contracts with customers – continuing operations (%)	Amount (₹ million)	Percentage of total revenue from contracts with customers – continuing operations (%)
India	7,833.67	70.04%	6,981.67	74.11%	14,372.84	72.49%	13,546.37	74.59%	12,709.58	76.15%
USA	1591.60	14.23%	1451.28	15.40%	3,077.40	15.52%	2,405.17	13.24%	1,577.45	9.45%
Italy	342.68	3.06%	252.15	2.68%	607.63	3.06%	373.18	2.05%	371.31	2.22%
Germany	322.47	2.88%	194.49	2.06%	435.33	2.20%	642.25	3.54%	589.16	3.53%
China	108.15	0.97%	94.17	1.00%	186.70	0.94%	411.43	2.27%	592.70	3.55%
Other countries	986.66	8.82%	447.23	4.75%	1,147.05	5.79%	782.90	4.31%	848.95	5.09%
Total	**11,185.23**	**100.00%**	**9,420.99**	**100.00%**	**19,826.95**	**100.00%**	**18,161.30**	**100.00%**	**16,689.15**	**100.00%**

For the six months period ended June 30, 2026 and 2025 and Fiscals 2025, 2024 and 2023, the proportion of our cost of raw materials & components consumed plus changes in inventories of work-in-progress supplied from international suppliers was 29.30%, 30.36%, 28.90%, 30.00%, and 34.61%, respectively.

The exchange rates between the Indian Rupee and the U.S. Dollar and Euro have fluctuated in the past and our results of operations have been impacted by such fluctuations and may be impacted by such fluctuations in the future. For further details in relation to RBI reference exchange rates for the U.S. Dollar and Euro, see "***Certain Conventions, Presentation of Financial, Industry and Market Data***" on page 16.

Depreciation of the Indian Rupee against the U.S. Dollar, the Euro and other foreign currencies may adversely affect our results of operations by increasing the cost of our raw materials or any proposed capital expenditure in foreign currencies. Similarly, appreciation of the Indian Rupee against foreign currencies may positively affect our results of operations by decreasing the cost of our raw materials or any proposed capital expenditure in such foreign currencies. Our revenue from customers outside India and our purchases of raw materials and components from international suppliers therefore provide a partial natural hedge against depreciation in the Indian Rupee. We have a risk management policy covering our foreign exchange risk, which is reviewed periodically by our management. To manage the risk of exchange rate fluctuations, we enter into derivative transactions and adopt policies for financial risk management, for our open positions to hedge our foreign currency exposure. However, any amounts we spend in order to hedge the risks on account of fluctuations in currencies may not adequately hedge against any losses we incur due to such fluctuations. See "***– Quantitative and Qualitative Disclosures about Market Risks – Currency risk***" on page 383 for further details.

Product and Sales mix

We are engaged in the manufacture of low, medium and heavy duty gearboxes, swing and track drives; drum and skip/ mixer drives; wheel and auger/ conveyor drives; cutter and hoist drives and yaw and pitch drives. Our

margins depend on the prices we charge on our products and our production volume. The following table sets forth our revenue from operations by vertical in the period/years indicated:

Vertical	Six months period ended June 30, 2026		Six months period ended June 30, 2025		Year ended December 31, 2025		Year ended December 31, 2024		Year ended December 31, 2023	
	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)	Amount (₹ million)	Percentage of total revenue from operations (%)
Industry & Automation Solutions	4,813.28	42.53%	3,902.36	40.63%	8,244.39	40.95%	7,648.89	41.25%	7,270.46	43.09%
Off-Highway Mobility Industry	3,203.78	28.31%	2,349.59	24.46%	5,070.48	25.18%	4,357.92	23.50%	4,257.93	25.23%
Wind Industry	3,096.46	27.36%	3,092.33	32.20%	6,347.70	31.53%	5,994.29	32.33%	5,009.58	29.69%
Others [(1)]	205.17	1.80%	259.35	2.71%	472.69	2.34%	540.73	2.92%	335.32	1.99%
Total	**11,318.69**	**100.00%**	**9,603.55**	**100.00%**	**20,135.26**	**100.00%**	**18,541.83**	**100.00%**	**16,873.30**	**100.00%**

Notes: (1) Others include non-core sales such as sale of components to vendors.

For further details, see "***Our Business – Our Operations – Manufacturing Facilities***" on page 232.

Demand for our products is driven by different factors in each of our three business verticals: (i) in Industry & Automation Solutions, by capacity additions, modernisation and replacement across the industrial end-user segments we serve (including material handling, chemicals and pharmaceuticals, food and beverage, metal processing, cement and steel), with new installations accounting for approximately 55% and replacement and modernisation approximately 45% of India's industrial gearbox demand (*Source: F&S Report*), and where we sell at catalogue and negotiated prices for standardised gear motors and gearboxes through direct customer relationships and a dealer network of 44 dealers as of June 30, 2026 (36 on an exclusive basis); (ii) in Off-Highway Mobility Industry, by investment in infrastructure, mining, road construction and agriculture, which drives OEM production of excavators, concrete equipment, cranes and agricultural machinery, for which our products are co-engineered with OEMs to their platform specifications and supplied on a programme basis over the life of the platform; and (iii) in Wind Industry,by wind capacity additions in India and in the export markets served by our OEM customers, with the industry's shift towards turbines of 3–5 MW increasing the value of yaw and pitch drives supplied per installation (*Source: F&S Report*).

Because our Off-Highway Mobility and Wind Industry products are co-engineered and supplied under programme-based arrangements, while our Industry & Automation Solutions products are largely standardised and sold through dealers and direct channels, changes in the relative contribution of our verticals affect our average realisations, raw-material intensity and margins. The overall sales mix impacts our raw material requirements and costs. A shift in our sales mix may require increased procurement of components such as iron and aluminium castings, forgings, gears, bearings, as well as more complex machining and testing processes, enabling us to leverage economies of scale in our negotiations with our supplier network. Accordingly, changes in our sales mix across the Industry & Automation, Mobility Solutions and Wind Solutions verticals may affect our revenue, cost of operations and operating results.

Cost and availability of raw materials

Our cost of raw materials and components consumed constitutes the largest component of our expenses. The table below sets forth our cost of raw materials and components consumed, changes in Inventories of Finished Goods and Work-in-progress and materials cost in the period/years indicated and the percentage of total expenses:

Particulars	For the six months period ended June 30, 2026	For the six months period ended June 30, 2025	For the year ended December 31, 2025	For the year ended December 31, 2024	For the year ended December 31, 2023
Cost of raw materials & components consumed (₹ million) (A)	7,541.76	5,977.36	11,967.18	11,854.27	11,104.93
Total Expenses (₹ million) (B)	9,392.54	8,109.85	16,983.56	16,161.56	14,936.30
Cost of raw materials & components consumed as a % of total expenses (C=A/B) (%)	80.30%	73.70%	70.46%	73.35%	74.35%

Particulars	For the six months period ended June 30, 2026	For the six months period ended June 30, 2025	For the year ended December 31, 2025	For the year ended December 31, 2024	For the year ended December 31, 2023
Changes in Inventories of Finished Goods and Work-in-progress (₹ million) (D)	(633.04)	34.41	542.53	(64.11)	(268.86)
Materials Cost (₹ million) (E = A + D)	6,908.72	6,011.77	12,509.71	11,790.16	10,836.07
Revenue from Operations – Continuing Operations (₹ million) (F)	11,318.69	9,603.55	20,135.26	18,541.83	16,873.30
Materials Cost as a percentage of revenue from operations (%) (E/F)	61.04%	62.60%	62.13%	63.59%	64.22%

Our materials cost as a percentage of revenue from operations declined over Fiscals 2023, 2024 and 2025, and was lower in the six months period ended June 30, 2026 compared to the corresponding period in the previous year, reflecting the pass-through of raw material price movements under the price variation clauses in our agreements with OEM customers, changes in our product mix and the increase in the proportion of raw materials and components sourced from domestic suppliers. We use materials cost, which comprises cost of raw materials and components consumed together with changes in inventories of finished goods and work-in-progress, to assess our material intensity, since the cost of raw materials and components consumed in any period is affected by the timing of production relative to deliveries.

Our cost of raw materials and components consumed are generally impacted by our manufacturing volumes, mix of products, the prices paid for raw materials and our manufacturing efficiency. Our primary raw materials required for the manufacture of our products include iron and aluminium castings, forgings, gears, bearings and proprietary components. Our suppliers may impose price increases and surcharges on us from time to time. In addition, according to the F&S Report, pricing and availability of such materials can be highly volatile due to numerous factors beyond the control of any individual company, including general economic conditions, global production capacity, import levels, fluctuations in raw material costs, sales levels, competition, supply chain fluctuations, labour costs, trade policies, and foreign currency exchange rates.

Furthermore, we procure our materials from a mix of local and international suppliers, the split of which are set forth in the table below:

Particulars	For the six months period ended June 30, 2026		For the six months period ended June 30, 2025		For the year ended December 31, 2025		For the year ended December 31, 2024		For the year ended December 31, 2023	
	Amount	% of cost of raw materials consumed adjusted for change in WIP	Amount	% of cost of raw materials consumed adjusted for change in WIP	Amount	% of cost of raw materials consumed adjusted for change in WIP	Amount	% of cost of raw materials consumed adjusted for change in WIP	Amount	% of cost of raw materials consumed adjusted for change in WIP
From local suppliers	5,093.87	70.70%	4220.93	69.64%	8,808.63	71.10%	8,352.73	70%	7,145.80	65.39%
From international suppliers	2,111.49	29.30%	1,839.74	30.36%	3,579.86	28.90%	3,579.56	30%	3,782.67	34.61%
Total cost of raw materials consumed	**7,205.36**	**100.00%**	**6,060.67**	**100.00%**	**12,388.49**	**100.00%**	**11,932.29**	**100.00%**	**10,928.47**	**100.00%**

Note: International suppliers also include Group Companies such as Bonfiglioli Riduttori S.p.A, Bonfiglioli Drive Solutions Private Limited

Accordingly, the price we pay for the raw materials that we import from international suppliers may fluctuate due to volatility in exchange rates.

The proportion of our cost of raw materials consumed sourced from domestic suppliers increased over Fiscals 2023, 2024 and 2025. Over the years, we have adopted a phased strategy to increase the share of locally sourced materials in our overall procurement, prioritising components for localisation on the basis of product lead time, application of the end product, supply chain risk and total cost of ownership. Increased local sourcing reduces our exposure to exchange rate fluctuations, import duties and transportation and inventory costs, and shortens lead times. For instance, in October 2025 we commenced in-house production of electric motors at our facility in Mannur (Tamil Nadu), with a target lead time of up to four weeks from the date of order compared to the erstwhile

lead time of approximately 12 weeks for such motors. The proportion of our cost of raw materials consumed sourced from international suppliers was marginally higher in the six months period ended June 30, 2026 compared to Fiscal 2025, primarily due to the product mix during the period, including a relatively higher consumption of components that are currently sourced internationally. This does not represent a reversal of our localisation strategy.

Any increase in our prices and surcharges of our primary raw materials may result in us having to incur higher input costs in the manufacture of our products and we may not be able to pass on the increased costs to our customers, which may have an adverse effect on our business and results of operations. In the agreements with our OEM customers, we generally include price variation clauses so that the sales price of our products is adjusted periodically based on a formula that takes into account changes in raw material prices. While we are generally able to pass on changes in the cost of our raw materials due to changes in prices of raw materials to our customers, we may not be able to do so immediately or fully, and as a result, fluctuations in the price of these raw materials may adversely affect our business and results of operations.

Manufacturing capacity and utilization

Our results of operations are directly affected by our production volume, which in turn depends on several factors, including our manufacturing capacity and market demand. As of June 30, 2026, we had three manufacturing facilities, two of which were located in Tamil Nadu at Thirumudivakkam and Mannur and one was located in Maharashtra at Talegaon. The following table sets forth the available manufacturing capacity, utilization and utilization as a percentage of available capacity at our manufacturing facilities for the period/years indicated:

Facility	Six months period ended June 30, 2026*	Six months period ended June 30, 2025*	Year ended December 31, 2025	Year ended December 31, 2024	Year ended December 31, 2023
			(*in hours, except for percentages*)		
Thirumudivakkam, Tamil Nadu					
Machine Shop					
Available Capacity	353,304	322,658	687,348	629,657	594,332
Utilization	285,262	261,661	556,670	500,737	443,805
Utilization as a percentage of Available Capacity	80.74%	81.10%	80.99%	79.53%	74.67%
Assembly					
Available Capacity	167,184	163,080	323,411	312,570	312,570
Utilization	102,746	88,634	181,709	162,655	151,406
Utilization as a percentage of Available Capacity	61.46%	54.35%	56.19%	52.04%	48.44%
Mannur, Tamil Nadu					
Assembly					
Available Capacity	35,938	24,468	54,040	48,320	112,368
Utilization	27,997	18,001	41,913	35,463	65,039
Utilization as a percentage of Available Capacity	77.90%	73.57%	77.56%	73.39%	57.88%
Machine Shop					
Available Capacity	5,663	-	-	-	-
Utilization	4,118	-	-	-	-
Utilization as a percentage of	72.72%	-	-	-	-

Facility	Six months period ended June 30, 2026*	Six months period ended June 30, 2025*	Year ended December 31, 2025	Year ended December 31, 2024	Year ended December 31, 2023
			(*in hours, except for percentages*)		
Available Capacity					
Talegaon, Maharashtra					
Assembly					
Available Capacity	86,146	66,818	140,950	129,105	91,482
Utilization	66,319	51,168	108,522	92,456	52,905
Utilization as a percentage of Available Capacity	76.99%	76.58%	76.99%	71.61%	57.83%

** Not annualized*

Notes:

(i) Our Company produced 8,780 SKUs, 8,014 SKUs, 11,857 SKUs, 11,517 SKUs and 9,959 SKUs of Gearbox & Gearmotors (SKU's) in the six months periods ended June 30, 2026 and June 30, 2025 and the financial years ended December 31, 2025, December 31, 2024 and December 31, 2023. Each SKU has multiple sub-components and there are multiple SKUs which require different machining and/or assembly processes. The time for machining and or assembly for each SKU is different. The capacity utilisation also depends on the SKU's that our Company manufactures as per demand. Hence, capacity utilization in the table above has been computed based on the number of available hours of machines used in the manufacturing processes during a period ("Available Capacity") and the number of hours for which such machines were utilized during the relevant period

(ii) The calculation of the hours for which machines were available during the periods included above is based on the following assumptions and estimates: (i) each of the machines operates for 22.5 hours a day (after deducting 30 minutes due for shift change) across 302 working days in a financial year (excluding one weekly holiday) (or 151 working days during the six months periods ended June 30, 2026 and June 30, 2025): (ii) in case of heat treatment plant at Thirumudivakkam which is continuous process plant, the Available Capacity is computed on 342 days in a financial year (excluding the mandatory maintenance period) (or 171 working days during the six months periods ended June 30, 2026 and June 30, 2025) ; and (iii) the manufacturing facilities located in Thirumudivakkam, Tamil Nadu and Talegaon, Maharashtra operated on a 3 shift basis, while the manufacturing facility located in Mannur, Tamil Nadu operated on a 2 shift basis in the financial year ended December 31, 2023 and one shift basis in the financial years ended December 31, 2024 and December 31, 2025 and the six months periods ended June 30, 2025 and June 30, 2026. Owing to these shifts, the year-on-year available capacity of the manufacturing facility in Mannur is not directly comparable.

(iii) In case of the manufacturing facility located in Mannur, Tamil Nadu, certain equipment have been relocated to the assembly plant located at Talegaon, Maharashtra in the financial years ended December 31, 2023 and December 31, 2024 due to business requirements. Hence, the same is reflected in the reduced available capacity for the respective periods in Mannur, Tamil Nadu facility. Furthermore, since establishing the assembly plant in Talegaon, our Company has gradually increased use of the facility resulting in an increase in available capacity from 91,482 hours in the financial year ended December 31, 2023, to 129,105 hours in the financial year ended December 31, 2024, to 140,950 hours in the financial year ended December 31, 2025 and to 86,146 hours in the six months period ended June 30, 2026. The increase in the available assembly capacity in Mannur during the financial year ended December 31, 2025 and the six months period ended June 30, 2026 was the result of addition of motor assembly and testing line in Q4 of the financial year ended December 31, 2025. The machine shop was added to the manufacturing facility at Mannur towards the end of the financial year ended December 31, 2025 as a result of a slump sale acquisition from Bonfiglioli Drive Solutions Private Limited pursuant to a business transfer agreement.

(iv) In case of the machine shop at the manufacturing facility located in Thirumudivakkam, Tamil Nadu, certain machines have been added in each of the periods, resulting in an increase in the Available Capacity.

Utilisation of the machine shop at our Thirumudivakkam facility increased over Fiscals 2023, 2024 and 2025, following the addition of machines in each of these years, while our assembly operations at Thirumudivakkam, Mannur and Talegaon retain capacity to support growth in volumes. Utilisation of our Talegaon assembly facility, which commenced operations in the fourth quarter of Fiscal 2023, also increased over Fiscals 2023, 2024 and 2025 as production was ramped up. We have funded our capacity additions during the periods under review from internal accruals, and we had no outstanding borrowings as of December 31, 2024, December 31, 2025 and June 30, 2026.

For further details in relation to our capacity and utilization during the six months period ended June 30, 2026 and 2025 and Fiscals 2025, 2024 and 2023, see "***Our Business – Our Operations – Manufacturing Facilities***" on page 232.

We plan our manufacturing capacity requirements and capacity expansions based on forecasts of our customers' demands, overall growth rate of the Indian economy and market feedback on growth in our key product segments. We have to maintain a balance to ensure that we have the optimum capacity to meet our customer demands currently and in the future. Any delay in our capacity adjustment process following a significant increase or decrease in demand may impact our overall utilization. Conversely, a greater than expected increase of competitors' investments in additional capacity might lead to overcapacity in the industry which could impact our

utilization. This in turn may cause reduced sales and/or a decrease in prices, which would have a negative impact on our business, financial condition, results of operations and cash flows. Any discrepancy between our forecasted and actual customers' demands may lead to prolonged underutilization of our manufacturing plants, which may adversely affect our business and results of operations.

Pricing mechanisms and OEM programme dynamics

Our financial performance is affected by the operating models of our key customer segments. A significant portion of our revenue in the Mobility Solutions and Wind Solutions verticals is derived from OMEs that operate on program-based procurement models. As a result, our results of operations may be influenced by changes in OEM production schedules, inventory strategies, sourcing decisions and program lifecycles, including delays, rescheduling or cancellations, which may affect our revenue, capacity utilization and margins. OEM-driven businesses may also involve longer receivable cycles and higher working capital requirements, which may affect our cash flows and return on capital employed in certain periods. While our Industry & Automation Solutions vertical benefits from a broader customer base and channel-driven sales model, our Mobility Solutions and Wind Solutions verticals may experience higher variability in performance from period to period. In addition, our profitability is influenced by pricing arrangements with customers and the timing of cost pass-through. In some cases, particularly with OEM customers, pricing revisions are governed by contractual mechanisms such as periodic reviews or price variation clauses linked to raw material indices, which may create a time lag between changes in raw material costs and corresponding adjustments in our selling prices. Also see, "***Risk Factors – Any increase in the prices of raw materials and components required for our operations or levy of duties on the materials we import for our operations, could adversely affect our business, financial condition, results of operations, and cash flows.***" on page 22.

PRINCIPAL COMPONENTS OF INCOME AND EXPENDITURE

The following descriptions set forth information with respect to the key components of our profit and loss statements.

Income

Income consists of revenue from operations and other income.

Revenue from operations. Revenue from operations comprises sale of products, income from services, and other operating revenue.

Sale of products includes sale of goods, and revenue from sale of goods is recognized at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods or ex-works depending on the contractual terms.

Income from services includes income from services rendered. Revenue from services is recognised as and when the services are rendered in accordance with the specific terms of contract with the customer. When the consideration is received, before we render service to the customer, we present the consideration as a contract liability, which is then recognised as revenue once the services are rendered.

Other operating revenue comprises revenue from scrap sales, export incentives, and miscellaneous income. In Fiscal 2024, we recorded a one-time income from secondary adjustment as per transfer pricing regulations. This arose from a dispute with the income tax department regarding disallowance of certain cost-sharing expenses under the Intercompany Service Agreement with BSPA, which was subsequently settled under the Vivad se Vishwas scheme in Fiscal 2025, whereby we paid 50% of the disputed tax liability and the remaining amount was waived. Consequently, the corresponding cost-sharing expenses were reversed and reimbursed to BSPA, resulting in this one-time income recognition in Fiscal 2024.

Other income. Other income primarily comprises (i) interest income on bank deposits, other deposits, and inter-company loans, (ii) net gain on sale of property, plant and equipment, (iii) allowance for doubtful debts no longer required written back, (iv) net gain on foreign currency transactions and translation, and (v) liabilities no longer required written back.

Expenses

Expenses comprise cost of raw materials consumed, changes in inventories of finished goods and work-in-progress, employee benefits expense, finance costs, depreciation and amortisation expense, and other expenses.

Cost of raw materials & components consumed. Cost of raw materials & components consumed comprises the cost of raw materials and components we use in our manufacturing operations, such as iron and aluminium castings, forgings, gears, bearings.

Changes in inventories of finished goods and work-in-progress. Changes in inventories of finished goods and work-in-progress comprises opening stock and closing stock, which each comprise net increase or decrease in stock of work-in-progress and finished goods.

Employee benefits expense. Employee benefits expense comprises salaries, wages and bonus, and contribution to provident and gratuity, and staff welfare expenses. On November 21, 2025, the Government of India notified the provisions of the Code on Wages, 2019, the Industrial Relations Code, 2020, the Code on Social Security, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020 (the "**Labour Codes**"), which consolidate twenty-nine existing labour laws into a unified framework governing employee benefits during employment and post-employment. The Labour Codes, amongst other things, introduce changes including a --uniform definition of wages and enhanced benefits relating to leave. Our Company has assessed the financial implications of these changes and ensured compliance with the latest provisions of the Labor Codes as of December 31, 2025. This assessment is based on information currently available and the FAQs on key accounting implications arising from the Labour Codes issued by the Institute of Chartered Accountants of India. The Central Government has notified the Code on Wages (Central) Rules, 2026; however, the corresponding State Rules and certain other operational clarifications under the Labour Codes are yet to be notified. Our Company continues to monitor the notification of the remaining State Rules and clarifications, and the impact, if any, of these will be accounted for in accordance with applicable accounting standards.

Finance costs. Finance costs include interest on borrowings, interest on lease liabilities, and other borrowing costs.

Depreciation and amortisation expense. Depreciation and amortisation expense relate to depreciation of property, plant and equipment, and amortisation of intangible assets and right-of-use-assets.

Other expenses. Other expenses primarily comprise (i) royalty to the Bonfiglioli Group for use of intellectual property including the "Bonfiglioli" brand, (ii) professional fees incurred towards cost sharing from Bonfiglioli Group under the Intra-Group Services Agreement and other third party consultancy for industrial and corporate functions, (iii) sub-contracting charges incurred towards processing of raw materials that we outsource to third party manufacturers,(iv) power and fuel expenses, and (v) consumption of stores, spare parts and tools. For further information, see "***Our Business – Our Operations – Agreements with BSPA; License Agreement and Intercompany Services***" on page 231.

Other expenses also comprise expenses towards rent, repairs and maintenance on plant and machinery, buildings and others, insurance, rates and taxes, travelling and conveyance expenses, contract labour charges, payments to auditors, directors' remuneration, expenditure towards corporate social responsibility ("**CSR**") activities, freight and handling charges (net), provision for product warranty, allowance for doubtful debts, communication expenses, bad debts written off, asset written off, provision for sales tax disputes, net loss on foreign currency transactions and translation, and miscellaneous expenses.

Tax Expense

Tax expense consists of current tax, tax pertaining to earlier years and deferred tax.

RESULTS OF OPERATIONS

The following table sets forth our selected restated financial data derived from our restated statement of profit and loss for the six months period ended June 30, 2026 and 2025, the components of which are also expressed as a percentage of total income for such period:

Particulars	For the six months period ended June 30, 2026		For the six months period ended June 30, 2025	
	Amount (₹ million)	Percentage of Total Income (%)	Amount (₹ million)	Percentage of Total Income (%)
Income				
Revenue from operations	11,318.69	99.36%	9,603.55	99.36%

Particulars	For the six months period ended June 30, 2026		For the six months period ended June 30, 2025	
	Amount (₹ million)	Percentage of Total Income (%)	Amount (₹ million)	Percentage of Total Income (%)
Other income	72.99	0.64%	61.42	0.64%
Total Income	**11,391.68**	**100.00%**	**9,664.97**	**100.00%**
Expenses				
Cost of raw materials & components consumed	7,541.76	66.20%	5,977.36	61.85%
Changes in inventories of finished goods and work-in-progress	(633.04)	(5.56)%	34.41	0.36%
Employee benefits expense	589.61	5.18%	492.28	5.09%
Finance costs	40.72	0.36%	36.56	0.38%
Depreciation and amortisation expense	271.87	2.39%	234.02	2.42%
Other Expenses	1,581.62	13.88%	1,335.22	13.82%
Total Expenses	**9,392.54**	**82.45%**	**8,109.85**	**83.91%**
Restated Profit Before Tax from Continuing Operations	**1,999.14**	**17.55%**	**1,555.12**	**16.09%**
Tax Expenses				
Current Tax	509.31	4.47%	452.12	4.68%
Tax pertaining to earlier years	0.17	0.00%	28.26	0.29%
Deferred Tax	3.85	0.03%	(74.95)	(0.78)%
Total Tax Expense	**513.33**	**4.51%**	**405.43**	**4.19%**
Restated Profit After Tax for the period from Continuing Operations	**1,485.81**	**13.04%**	**1,149.69**	**11.90%**
Discontinued Operations				
Profit/ (Loss) from Discontinued Operations before tax	-	-	-	-
Gain on disposal of discontinued operations	-	-	-	-
Tax expense of discontinued operations	-	-	-	-
Restated Profit after tax for the period from discontinued operations	**-**	**-**	**-**	**-**
Restated Profit after tax for the year				
Restated total comprehensive income for the period net of tax	**1,512.53**	**13.28%**	**1,134.77**	**11.74%**
Other comprehensive income:				
Items that will not be reclassified to profit or loss in subsequent periods				
Remeasurements loss of post-employment benefit obligations	35.71	0.31%	(19.94)	(0.21)%
Income tax relating to the above item	(8.99)	(0.08)%	5.02	0.05%

Six months period ended June 30, 2026 compared to six months period ended June 30, 2025

Total income. Total income increased by 17.87% from ₹9,664.97 million in the six months period ended June 30, 2025 to ₹11,391.68 million in the six months period ended June 30, 2026, primarily driven by higher revenue from operations.

Revenue from operations . Revenue from operations increased by 17.86% from ₹9,603.55 million in the six months period ended June 30, 2025 to ₹11,318.69 million in the six months period ended June 30, 2026, primarily due to an increase in total revenue from contract with customers by 18.73% from ₹9,420.99 million in period ended June 30, 2025 to ₹11,185.23 million in period ended June 30, 2026, which was primarily a result of an increase in revenue from sale of goods that increased by 18.80% from ₹9,392.71 million in period ended June 30, 2025 to ₹11,158.10 million in period ended 30, June 2026.

The increase in revenue from sale of goods was driven by growth in our Off-Highway Mobility Industry and Industry & Automation Solutions verticals. Revenue from our Off-Highway Mobility Industry vertical increased by 36.36% from ₹2,349.51 million in the six months period ended June 30, 2025 to ₹3,203.78 million in the six months period ended June 30, 2026, primarily due to higher OEM production volumes and the commencement

and ramp-up of supplies under new programmes, including programmes linked to OEM customers' supply chain diversification. Revenue from our Industry & Automation Solutions vertical increased by 23.34% from ₹3,902.36 million in the six months period ended June 30, 2025 to ₹4,813.28 million in the six months period ended June 30, 2026, primarily due to higher demand from end-user industries including material handling, mining, construction and wastewater management, across both our direct and dealer channels. Revenue from our Wind Industry vertical was broadly stable at ₹3,096.46 million in the six months period ended June 30, 2026 compared to ₹3,092.33 million in the six months period ended June 30, 2025, as lower exports to the United States, arising from delays in wind turbine installations by our customers, were substantially offset by growth in the domestic market and increased exports to other international markets.

Other income. Other income increased by 18.84% from ₹61.42 million in the six months period ended June 30, 2025 to ₹72.99 million in the six months period ended June 30, 2026, mainly due to increase in net gain on foreign currency transactions

Total expenses . Total expenses increased by 15.82% from ₹8,109.85 million in the six months period ended June 30, 2025 to ₹9,392.54 million in the six months period ended June 30, 2026, which was lower than the growth in our total income. Total expenses as a percentage of total income decreased from 83.91% in the six months period ended June 30, 2025 to 82.45% in the six months period ended June 30, 2026. The increase in total expenses was primarily due to an increase in Materials Cost, employee benefits expense and other expenses in line with the increase in our sales volumes.

Cost of raw materials & components consumed. Cost of raw materials & components consumed increased by 26.17% from ₹5,977.36 million in the six months period ended June 30, 2025 to ₹7,541.76 million in the six months period ended June 30, 2026 on account of higher volumes of raw materials and components consumed to meet the increase in sale of our goods.

Changes in inventories of finished goods and work-in-progress. Changes in inventories of finished goods and work-in-progress was ₹(633.04) million in the six months period ended June 30, 2026, as compared to ₹34.41 million in the six months period ended June 30, 2025, reflecting a build-up of finished goods and work-in-progress inventories during the six months period ended June 30, 2026 to support higher production and sales volumes.

Materials Cost. Materials Cost increased from ₹6,011.77 million in period ended June 30, 2025 to ₹6,908.72 million in period ended June 30, 2026, and represented 62.60% of revenue from operations in period ended June 30, 2025 and 61.04% of revenue from operations in period ended June 30 2026. This was primarily attributable to change in sales mix, increase in price of certain products to pass on inflation in raw material cost and net impact of exchange rate change.

Employee benefits expense. Employee benefits expense increased by 19.77% from ₹492.28 million in the six months period ended June 30, 2025 to ₹589.61 million in the six months period ended June 30, 2026, primarily due to annual increments in salaries and an increase in headcount from 943 employees as of June 30, 2025 to 1032 employees as of June 30, 2026 to support the increase in our production volumes, sales and the commencement of operations at our electric motor line at Mannur . Employee benefits expense represented 5.21% of revenue from operations (continuing operations) in the six months period ended June 30, 2026 compared to 5.13% in the six months period ended June 30, 2025.

Depreciation and amortisation expense. Depreciation and amortisation expense increased by 16.17% from ₹234.02 million in the six months period ended June 30, 2025 to ₹271.87 million in the six months period ended June 30, 2026, primarily due to an increase in depreciation of property, plant and equipment from ₹213.75 million to ₹249.28 million on account of additions to plant and machinery of ₹148.84 million in the six months period ended June 30, 2025 and ₹246.21 million in the six months period ended June 30, 2026, which included additional machines at the machine shop at our Thirumudivakkam facility and, in the six months period ended June 30, 2026, the electric motor production line at our Mannur facility that commenced operations in October 2025. Depreciation and amortisation expense represented 2.40% of revenue from operations in the six months period ended June 30, 2026 compared to 2.44% in the six months period ended June 30, 2025.

Finance costs. Finance costs increased by 11.38% from ₹36.56 million in the six months period ended June 30, 2025 to ₹40.72 million in the six months period ended June 30, 2026. We had no outstanding borrowings as of June 30, 2026. Finance costs during the period primarily comprised charges associated with early payment arrangements with certain customers, under which receivables otherwise payable under normal credit terms may be settled earlier at an agreed discount, together with interest on lease liabilities and other borrowing costs.

Other expenses . Other expenses increased by 18.45% from ₹1,335.22 million in the six months period ended June 30, 2025 to ₹1,581.62 million in the six months period ended June 30, 2026, in line with the increase in our revenue from operations and represented 13.97% of revenue from operations in the six months period ended June 30, 2026 compared to 13.90% in the six months period ended June 30, 2025. The increase in other expenses was primarily attributable to:

- Royalty, which increased by 17.90% from ₹430.33 million in the six months period ended June 30, 2025 to ₹507.36 million in the six months period ended June 30, 2026, in line with growing sales of products on which royalty is payable.

- Professional fees, which increased by 24.49% from ₹228.18 million, or 2.38% of revenue from operations in the six months period ended June 30, 2025 to ₹284.05 million, or 2.51% of revenue from operations in the six months period ended June 30, 2026, primarily attributable to the foreign exchange impact on Group cost-sharing charges allocated under the Intra-Group Services Agreement.

- Power and fuel expenses, which increased by 7.73% from ₹109.95 million, or 1.14% of revenue from operations, in the six months period ended June 30, 2025 to ₹118.45 million, or 1.05% of revenue from operations, in the six months period ended June 30, 2026. The increase was lower than the growth in our revenue from operations, reflecting increased productivity and improved product mix.

Tax expense . Total tax expense increased by 26.61% from ₹405.43 million in the six months period ended June 30, 2025 to ₹513.33 million in the six months period ended June 30, 2026.

Restated profit after tax for the period from continuing operations. As a result of the foregoing, restated profit after tax for the period from continuing operations increased by 29.24% from ₹1,149.69 million in the six months period ended June 30, 2025 to ₹1,485.81 million in the six months period ended June 30, 2026.

Fiscals 2025, 2024 and 2023

The following table sets forth our selected restated financial data derived from our restated statement of profit and loss for Fiscals 2025, 2024 and 2023, the components of which are also expressed as a percentage of total income for such years:

Particulars	**For the years ended**					
	December 31, 2025		**December 31, 2024**		**December 31, 2023**	
	Amount (₹ million)	**Percentage of total income (%)**	**Amount (₹ million)**	**Percentage of total income (%)**	**Amount (₹ million)**	**Percentage of total income (%)**
Continuing Operations						
Income						
Revenue from operations	20,135.26	99.50%	18,541.83	99.63%	16,873.30	99.15%
Other income	100.63	0.50%	69.72	0.37%	144.71	0.85%
Total income	**20,235.89**	**100.00%**	**18,611.55**	**100.00%**	**17,018.01**	**100.00%**
Expenses						
Cost of raw materials & components consumed	11,967.18	59.14%	11,854.27	63.69%	11,104.93	65.25%
Changes in inventories of finished goods and work-in-progress	542.53	2.68%	(64.11)	(0.34)%	(268.86)	(1.58)%
Employee benefits expense	1,062.70	5.25%	982.19	5.28%	896.70	5.27%
Finance costs	77.77	0.38%	104.18	0.56%	130.92	0.77%
Depreciation and amortisation expense	478.23	2.36%	466.29	2.51%	370.99	2.18%
Other expenses	2,855.15	14.11%	2,818.74	15.15%	2,701.62	15.88%
Total expenses	**16,983.56**	**83.93%**	**16,161.56**	**86.84%**	**14,936.30**	**87.77%**

Particulars	For the years ended					
	December 31, 2025		December 31, 2024		December 31, 2023	
	Amount (₹ million)	Percentage of total income (%)	Amount (₹ million)	Percentage of total income (%)	Amount (₹ million)	Percentage of total income (%)
Restated profit before tax from continuing operations	**3,252.33**	**16.07%**	**2,449.99**	**13.16%**	**2,081.71**	**12.23%**
Tax expense						
Current tax	818.82	4.05%	577.06	3.10%	560.85	3.30%
Tax pertaining to earlier years	61.21	0.30%	(58.58)	(0.31)%	73.52	0.43%
Deferred tax	(6.44)	(0.03)%	15.53	0.08%	(19.31)	(0.11)%
Total tax expense	**873.59**	**4.32%**	**534.01**	**2.87%**	**615.06**	**3.61%**
Restated profit after tax for the year from continuing operations	**2,378.74**	**11.76%**	**1,915.98**	**10.29%**	**1,466.65**	**8.62%**
Discontinued Operations						
Profit from Discontinued Operations before tax	-	-	22.06	0.12%	24.41	0.14%
Gain on disposal of discontinued operations	-	-	23.74	0.13%	-	-
Tax expenses of discontinued operations	-	-	(10.14)	(0.05)%	(6.14)	(0.04)%
Restated Profit after tax for the year from discontinued operations	**-**	**-**	**35.66**	**0.19%**	**18.27**	**0.11%**
Restated Profit after tax for the year	**2,378.74**	**11.76%**	**1,951.64**	**10.49%**	**1,484.92**	**8.73%**
Restated total comprehensive income for the year net of tax	**2,361.39**	**11.67%**	**1,944.94**	**10.45%**	**1,444.88**	**8.49%**
Other comprehensive income:						
Items that will not be reclassified to profit or loss in subsequent periods						
Remeasurements loss of post-employment benefit obligations	(23.19)	(0.11)%	(8.95)	(0.05)%	(53.51)	(0.31)%
Income tax relating to the above item	5.84	0.03%	2.25	0.01%	13.47	0.08%

Fiscal 2025 compared to Fiscal 2024

In Fiscal 2025, we recorded a non-recuring income from secondary adjustment as per transfer pricing regulations amounting to ₹80.32 million. The income was recognized further to the settlement of a dispute with the Indian income tax authorities under the Vivad se Vishwas scheme with respect to transfer pricing adjustments by the Company. As the dispute with the income tax department was regarding disallowance of certain cost-sharing expenses under the Intercompany Service Agreement with BSPA, on settlement of the dispute, the adjusted amount of ₹80.32 million was recovered from BSPA in accordance with the secondary adjustment provisions provided under the Income Tax Act, 1961.

Total income (continuing operations). Total income (continuing operations) increased by 8.73% from ₹18,611.55 million in Fiscal 2024 to ₹20,235.89 million in Fiscal 2025, primarily driven by growth in revenue from operations (continuing operations).

Revenue from operations (continuing operations). Revenue from operations (continuing operations) increased by 8.59% from ₹18,541.83 million in Fiscal 2024 to ₹20,135.26 million in Fiscal 2025, primarily due to an increase in total revenue from contract with customers by 9.17% from ₹18,161.30 million in Fiscal 2024 to ₹19,826.95 million in Fiscal 2025, which was primarily a result of an increase in revenue from sale of goods that increased by 9.00% from ₹18,119.35 million in Fiscal 2024 to ₹19,749.40 million in Fiscal 2025.

The increase in revenue from sale of goods was driven by growth across each of our business verticals. Revenue from our Off-Highway Mobility Industry vertical increased by 16.35% from ₹4,357.92 million in Fiscal 2024 to ₹5,070.48 million in Fiscal 2025, primarily due to higher production volumes at our OEM customers in the construction and agricultural equipment segments. Revenue from our Industry & Automation Solutions vertical increased by 7.79% from ₹7,648.89 million in Fiscal 2024 to ₹8,244.39 million in Fiscal 2025, primarily due to increase in demand from textile, leather and construction sectors. Revenue from our Wind Industry vertical increased by 5.90% from ₹5,994.29 million in Fiscal 2024 to ₹6,347.70 million in Fiscal 2025. During Fiscal 2025, revenue from customers in the United States increased significantly, while revenue from certain other export markets declined and the domestic wind market recorded high-single-digit growth. The diversification of our customer and geographic exposure enabled us to deliver overall growth in the Wind Industry vertical despite differing demand conditions across individual markets.

The increase in revenue from operations (continuing operations) was also partially offset by a decrease in other operating revenue (continuing operations) that decreased from ₹380.53 million in Fiscal 2024 to ₹308.31 million in Fiscal 2025, primarily due to decrease in non-recurring revenue from secondary adjustment as per the transfer pricing regulations of ₹80.32 million recognized in Fiscal 2025 compared to ₹140.63 million recognized in Fiscal 2024.

Other income. Other income (continuing operations) increased by 44.33% from ₹69.72 million in Fiscal 2024 to ₹100.63 million in Fiscal 2025, mainly due to an increase in interest income on bank deposits, which increased from ₹53.14 million in Fiscal 2024 to ₹69.21 million in Fiscal 2025 on account of increase in our cash deposits.

Total expenses (continuing operations). increased by 5.09% from ₹16,161.56 million in Fiscal 2024 to ₹16,983.56 million in Fiscal 2025, which was lower than the growth in our total income, and total expenses as a percentage of total income decreased from 86.84% in Fiscal 2024 to 83.93% in Fiscal 2025.

Cost of raw materials & components consumed (continuing operations). Cost of raw materials & components consumed (continuing operations) increased by 0.95% from ₹11,854.27 million in Fiscal 2024 to ₹11,967.18 million in Fiscal 2025 on account of higher volumes of raw materials and components consumed to meet an increase in sale of our goods.

Changes in inventories of finished goods and work-in-progress (continuing operations). Changes in inventories of finished goods and work-in-progress was ₹542.53 million in Fiscal 2025, as compared to ₹(64.11) million in Fiscal 2024. For Fiscal 2025, we had stock as at the beginning of the year of ₹1,570.69 million and stock as at the end of the year of ₹1,028.16 million. For Fiscal 2024, the stock as at the beginning of the year was ₹1,506.58 million and the stock as at the end of the year was ₹1,570.69 million. The decrease in inventory in Fiscal 2025 was primarily due to the delivery during Fiscal 2025 of products manufactured towards the end of Fiscal 2024.

Materials Cost (continuing operations). Materials Cost (continuing operations) increased from ₹11,790.16 million in Fiscal 2024 to ₹12,509.71 million in Fiscal 2025 and represented 63.59% of revenue from operations (continuing operations) in Fiscal 2024 and 62.13% of revenue from operations (continuing operations) in Fiscal 2025. This decrease in Materials Cost (continuing operations) as percent of revenue from operations (continuing operations) was primarily attributable to increasing localization of raw material procurement and efficient procurement strategies.

Employee benefits expense (continuing operations). Employee benefits expense (continuing operations) increased by 8.20% from ₹982.19 million, or 5.30% of revenue from operations (continuing operations) in Fiscal 2024 to ₹1,062.70 million, or 5.28% of revenue from operations (continuing operations) in Fiscal 2025, primarily due to an increase in salaries, wages and bonus that increased by 6.74% from ₹849.21 million in Fiscal 2024 to ₹906.42 million in Fiscal 2025, as a result of increase in head count from 968 at end of Fiscal 2024 to 987 at end of Fiscal 2025 to support higher production and sales, and annual increments in salaries.

Depreciation and amortisation expense (continuing operations). Depreciation and amortisation expense increased by 2.56% from ₹466.29 million for Fiscal 2024 to ₹478.23 million for Fiscal 2025, primarily due to an increase

in depreciation of property, plant and equipment from ₹421.67 million in Fiscal 2024 to ₹435.08 million in Fiscal 2025, which was due to addition of machinery to meet production requirements.

Finance costs (continuing operations). Finance costs decreased by 25.35% from ₹104.18 million in Fiscal 2024 to ₹77.77 million in Fiscal 2025. We had nil borrowings during both these periods and Finance costs during the period primarily comprised charges associated with early payment arrangements with certain customers, under which receivables otherwise payable under normal credit terms may be settled earlier at an agreed discount, together with interest on lease liabilities and other borrowing costs.

Other expenses. (continuing operations) increased by 1.29% from ₹2,818.74 million in Fiscal 2024 to ₹2,855.15 million in Fiscal 2025, which was lower than the growth in our revenue from operations, and other expenses as a percentage of revenue from operations (continuing operations) decreased from 15.20% in Fiscal 2024 to 14.18% in Fiscal 2025. The increase in other expenses (continuing operations) was primarily attributable to:

- Royalty, which increased by 8.97% from ₹822.09 million, or 4.43% of revenue from operations (continuing operations) in Fiscal 2024 to ₹895.87 million, or 4.45% of revenue from operations (continuing operations) in Fiscal 2025, in line with growing sales of products on which royalty is payable.

- Professional fees, which increased by 4.99% from ₹453.06 million, or 2.44% of revenue from operations (continuing operations) in Fiscal 2024 to ₹475.67 million, or 2.36% of revenue from operations (continuing operations) in Fiscal 2025

- Power and fuel expenses, which increased by 4.98% from ₹213.74 million in Fiscal 2024, or 1.15% of revenue from operations (continuing operations) to ₹224.39 million, or 1.11% of revenue from operations (continuing operations) in Fiscal 2025. The reduction in Power and fuel expenses as percent of revenue from operations (continuing operations) was on account of improved efficiency in our manufacturing processes.

These increases were partially offset by lower sub-contracting charges, which decreased by 17.32% from ₹430.80 million, or 2.32% of revenue from operations (continuing operations) in Fiscal 2024 to ₹356.19 million, or 1.77% of revenue from operations (continuing operations) in Fiscal 2025, notwithstanding the increase in our production volumes due to in-sourcing of manufacturing processes at our Thirumudivakkam facility

Total tax expense (continuing operations). Total tax expense (continuing operations) increased by 63.59% from ₹534.01 million in Fiscal 2024 to ₹873.59 million in Fiscal 2025. This was primarily due to an increase in tax expenses pertaining to earlier years, which shifted from a credit of ₹58.58 million in Fiscal 2024 of ₹61.21 million in Fiscal 2025. This increase was partially offset by a decrease in deferred tax, which shifted from an expense of ₹15.53 million in Fiscal 2024 of ₹6.44 million in Fiscal 2025.

Restated profit after tax for the year from continuing operations. As a result of the foregoing, restated profit after tax for the year from continuing operations increased by 24.15% from ₹1,915.98 million in Fiscal 2024 to ₹2,378.74 million in Fiscal 2025.

Restated profit after tax for the year. Restated profit after tax for the year increased by 21.88% from ₹1,951.64 million in Fiscal 2024 to ₹2,378.74 million in Fiscal 2025, primarily due to an increase in revenue from operations (continuing operations) by 8.59% from ₹18,541.83 million in Fiscal 2024 to ₹20,135.26 million in Fiscal 2025, and a reduction in raw material prices and increasing localisation of raw material procurement. As a result, total expense as a percentage of revenue from operations decreased from 87.16% in Fiscal 2024 to 84.35% in Fiscal 2025.

Fiscal 2024 compared to Fiscal 2023

In Fiscal 2024, we recorded an income from secondary adjustment as per transfer pricing regulations amounting to ₹140.63 million. The income was recognized further to the settlement of a dispute with the Indian income tax authorities under the Vivad se Vishwas scheme with respect to transfer pricing adjustments by the Company. As the dispute with the income tax department was regarding disallowance of certain cost-sharing expenses under the Intercompany Service Agreement with BSPA, on settlement of the dispute, the adjusted amount of ₹140.63 million was recovered from BSPA in accordance with the secondary adjustment provisions provided under the Income Tax Act, 1961.

Total income (continuing operations). Total income (continuing operations) increased by 9.36% from ₹17,018.01 million in Fiscal 2023 to ₹18,611.55 million in Fiscal 2024, primarily driven by higher revenue from operations (continuing operations).

Revenue from operations (continuing operations). Revenue from operations (continuing operations) increased by 9.89% from ₹16,873.30 million in Fiscal 2023 to ₹18,541.83 million in Fiscal 2024, primarily due to an increase in total revenue from contract with customers by 8.82% from ₹16,689.15 million in Fiscal 2023 to ₹18,161.30 million in Fiscal 2024, which was primarily a result of an increase in revenue from sale of goods that increased by 8.89% from ₹16,639.37 million in Fiscal 2023 to ₹18,119.35 million in Fiscal 2024.

The increase in revenue from sale of goods was driven by an increase in sale of gear boxes that increased by 15.15% from ₹9,615.62 million in Fiscal 2023 to ₹11,072.63 million in Fiscal 2024, primarily as a result of an increase in sales to customers in the Wind Solutions vertical. Revenue from our Wind Solutions vertical increased by 19.66% from ₹5,009.58 million in Fiscal 2023 to ₹5,994.29 million in Fiscal 2024, which was largely attributable to an increase in order size/ price of an order placed by a customer in the United States. As per Ind AS - 108, Operating Segments, our revenue from customers in the United States increased by 52.47% from ₹1,577.45 million in Fiscal 2023 to ₹2,405.17 million in Fiscal 2024.

The increase in revenue from operations (continuing operations) was also attributable to an increase in other operating revenue (continuing operations) that increased from ₹184.15 million in Fiscal 2023 to ₹380.53 million in Fiscal 2024, primarily due to revenue from secondary adjustment as per transfer pricing regulations of ₹140.63 million recognized in Fiscal 2024, while no such revenue was recognized in Fiscal 2023. This income arose from a dispute with the income tax department regarding disallowance of certain cost-sharing expenses under the Intercompany Service Agreement with BSPA, which was subsequently settled under the Vivad se Vishwas scheme in Fiscal 2025.

Other income. Other income (continuing operations) decreased by 51.82% from ₹144.71 million in Fiscal 2023 to ₹69.72 million in Fiscal 2024, mainly due to lower interest income on bank deposits, which declined from ₹138.85 million in Fiscal 2023 to ₹53.14 million in Fiscal 2024.

Total expenses (continuing operations). Total expenses (continuing operations) increased by 8.20% from ₹14,936.30 million in Fiscal 2023 to ₹16,161.56 million in Fiscal 2024, mainly due to an increase in depreciation (continuing operations), cost of raw materials & components consumed (continuing operations), employee benefits expense (continuing operations) and other operating expenses (continuing operations).

Cost of raw materials & components consumed (continuing operations). Cost of raw materials & components consumed (continuing operations) increased by 6.75% from ₹11,104.93 million in Fiscal 2023 to ₹11,854.27 million in Fiscal 2024 on account of higher volumes of raw materials and components consumed to meet an increase in sale of our goods.

Changes in inventories of finished goods and work-in-progress (continuing operations). Inventories of finished goods and work-in-progress was ₹(64.11) million for Fiscal 2024, as compared to ₹(268.86) million for Fiscal 2023. For Fiscal 2024, we had stock as at the beginning of the year of ₹1,506.58 million and stock as at the end of the year of ₹1,570.69 million. For Fiscal 2023, the stock as at the beginning of the year was ₹1,237.72 million and the stock as at the end of the year was ₹1,506.58 million. The increase in inventory in Fiscal 2024 was primarily to meet the increase in sale of our products.

Materials Cost (continuing operations). Materials Cost (continuing operations) increased from ₹10,836.07 million in Fiscal 2023 to ₹11,790.16 million in Fiscal 2024, and represented 64.22% of revenue from operations (continuing operations) in Fiscal 2023 and 63.59% of revenue from operations (continuing operations) in Fiscal 2024. This was primarily attributable to a reduction in raw material prices.

Employee benefits expense (continuing operations). Employee benefits expense (continuing operations) increased by 9.53% from ₹896.70 million in Fiscal 2023 to ₹982.19 million in Fiscal 2024, primarily due to an increase in salaries, wages and bonus that increased by 8.16% from ₹785.17 million in Fiscal 2023 to ₹849.21 million in Fiscal 2024, as a result of annual increments in salaries.

Depreciation and amortisation expense (continuing operations). Depreciation and amortisation expense increased by 25.69% from ₹370.99 million for Fiscal 2023 to ₹466.29 million for Fiscal 2024, primarily due to an increase in depreciation of property, plant and equipment from ₹319.37 million in Fiscal 2023 to ₹421.67 million in Fiscal 2024, which was due to establishment of the new assembly facility at Talegaon, Pune in the fourth quarter of 2023.

Finance costs (continuing operations). Finance costs decreased by 20.42% from ₹130.92 million in Fiscal 2023 to ₹104.18 million in Fiscal 2024 as we repaid our outstanding loans leading to reduced interest payments in the period. As a result of such repayment during the year ended December 31, 2024, we had nil borrowings as at December 31, 2024.

Other expenses (continuing operations). Other expenses (continuing operations) increased by 4.34% from ₹2,701.62 million in Fiscal 2023 to ₹2,818.74 million in Fiscal 2024. This increase was primarily attributable to:

- Higher royalty, which increased by 9.27% from ₹752.35 million in Fiscal 2023 to ₹822.09 million in Fiscal 2024, as a result of higher sales.

- Power and fuel expenses (continuing operations), which increased by 20.36% from ₹177.59 million in Fiscal 2023 to ₹213.74 million in Fiscal 2024, mainly due to an increase in production to meet the increase in sales/ orders placed, and partly due to an increase in the per unit cost of electricity as prices were hiked by the state electricity board of Maharashtra and Tamil Nadu.

- Allowance for doubtful debts which increased from no such allowance in Fiscal 2023 to ₹23.24 million in Fiscal 2024, as a result of non-payment of dues by one of our OEM customers in Fiscal 2024.

Total tax expense (continuing operations). Total tax expense (continuing operations) decreased by 13.18% from ₹615.06 million in Fiscal 2023 to ₹534.01 million in Fiscal 2024. This was primarily due to tax expenses pertaining to earlier years decreasing from a charge of ₹73.52 million in Fiscal 2023 to a credit of ₹58.58 million in Fiscal 2024. This decrease was partially offset by the increase in deferred tax, which shifted from a credit of ₹19.31 million in Fiscal 2023 to an expense of ₹15.53 million in Fiscal 2024.

Restated profit after tax for the year from continuing operations. As a result of the foregoing, restated profit after tax for the year from continuing operations increased by 30.64% from ₹1,466.65 million in Fiscal 2023 to ₹1,915.98 million in Fiscal 2024.

Restated profit after tax for the year. Restated profit after tax for the year increased by 31.43% from ₹1,484.92 million in Fiscal 2023 to ₹1,951.64 million in Fiscal 2024, primarily due to an increase in revenue from operations (continuing operations) by 9.89% from ₹16,873.30 million in Fiscal 2023 to ₹18,541.83 million in Fiscal 2024 due to increase in sales, and cost rationalization measures such as reduction in warranty cost and decrease in professional fees. In addition, we had nil net loss on foreign currency transactions in Fiscal 2024 compared to a net loss on foreign currency transactions of ₹25.35 million in the Fiscal 2023. As a result, total expense as a percentage of revenue from operations reduced from 88.52% in Fiscal 2023 to 87.16% in Fiscal 2024.

Discontinued Operations

During the year ended December 31, 2024, our Company transferred a portion of its business that undertook IT related and R&D functions to a newly incorporated entity under the Bonfiglioli Group. The India R&D centre is currently located in Chennai (Tamil Nadu). The portion of the business that was transferred is referred to as our "discontinued operations", and the transfer was completed on September 30, 2024.

The table below sets forth information on the impact of the discontinued operations on our continuing operations, for the periods/years indicated:

Particulars	For the six months period ended June 30, 2026	For the six months period ended June 30, 2025	For the year ended December 31, 2025	For the year ended December 31, 2024	For the year ended December 31, 2023
Profit from discontinued operations before tax (₹ million) (A)	-	-	-	22.06	24.41
Restated profit before tax from continuing operations (₹ million) (B)	1,999.14	1,555.12	3,252.33	2,449.99	2,081.71
Profit from discontinued operations before tax as a percentage of Restated profit before tax from continuing operations (%) (A/B)	-	-	-	**0.90%**	**1.17%**
Tax expenses of discontinued operations (₹ million) (A)	-	-	-	(10.14)	(6.14)
Total tax expense (₹ million) (B)	513.33	405.43	873.59	534.01	615.06

Particulars	For the six months period ended June 30, 2026	For the six months period ended June 30, 2025	For the year ended December 31, 2025	For the year ended December 31, 2024	For the year ended December 31, 2023
Tax expenses of discontinued operations as a percentage of Total tax expense (%) (A/B)	-	-	-	**(1.90%)**	**(1.00%)**

Liquidity and Capital Resources

Historically, our primary liquidity requirements have been to fund our working capital needs for our operations. We have met these requirements through cash flows from operations and equity infusions from our Promoter. As of June 30, 2026, we had cash and cash equivalents of ₹1,401.70 million. We believe that, after taking into account the expected cash to be generated from operations, we will have sufficient liquidity for our present requirements and anticipated requirements for capital expenditure and working capital for 12 months following the date of this Red Herring Prospectus.

Cash Flows

The following table summarizes our statements of cash flows for the period/years presented:

Particulars	For the six months period ended June 30, 2026	For the six months period ended June 30, 2025	For the year ended December 31, 2025	For the year ended December 31, 2024	For the year ended December 31, 2023
			(₹ in million)		
Net cash inflow from operating activities (A)	1,298.96	686.53	1,876.81	1,883.50	1,982.28
Cash flow from / (used) investing activities – continuing and discontinued operations (B)	(260.58)	(1,827.99)	(523.79)	1,093.95	(999.23)
Net cash used from financing activities (C)	(1,168.49)	(54.40)	(1,267.88)	(2,436.10)	(1,164.44)
Net increase / (decrease) in cash and cash equivalents (A+B+C)	**(130.11)**	**(1,195.86)**	**85.14**	**541.35**	**(181.39)**
Cash and cash equivalents at beginning of the period / year	**1,531.81**	**1,446.67**	**1,446.67**	**905.32**	**1,086.71**
Cash and cash equivalents at end of the period / year	**1,401.70**	**250.81**	**1,531.81**	**1,446.67**	**905.32**

Operating Activities

Six months period ended June 30, 2026

In the six months period ended June 30, 2026, net cash inflow from operating activities was ₹1,298.96 million. Restated profit before tax from continuing and discontinued operations was ₹1,999.14 million in the six months period ended June 30, 2026 and adjustments to reconcile restated profit before tax to operating profit before working capital changes primarily consisted of depreciation and amortisation expense of ₹250.28 million, depreciation of right-of-use asset of ₹21.59 million, finance cost excluding interest on lease liabilities of ₹39.92 million and provision for product warranty of ₹14.48 million. Operating profit before working capital changes was ₹2,270.39 million in the six months period ended June 30, 2026. The main working capital adjustments in the six months period ended June 30, 2026 included increase in inventories of ₹583.93 million, primarily on account of a build-up of inventory of certain components (particularly imported components) to support higher

production requirements and mitigate supply-chain and logistics risks, decrease in other financial liabilities of ₹243.31 million, increase in trade receivables of ₹169.08 million and decrease in provisions of ₹95.76 million, partially offset by an increase in trade payables of ₹428.21 million. Cash generated from operations in the six months period ended June 30, 2026 amounted to ₹1,683.71 million. Tax paid (continuing & discontinued operations) - net of refunds amounted to ₹384.75 million. As a result, net cash inflow from operating activities in the six months period ended June 30, 2026 was ₹1,298.96 million.

Six months period ended June 30, 2025

In the six months period ended June 30, 2025, net cash inflow from operating activities was ₹686.53 million. Restated profit before tax from continuing and discontinued operations was ₹1,555.12 million in the six months period ended June 30, 2025 and adjustments to reconcile restated profit before tax to operating profit before working capital changes primarily consisted of depreciation and amortisation expense of ₹214.67 million, depreciation of right-of-use asset of ₹19.35 million, finance cost excluding interest on lease liabilities of ₹34.41 million and provision for product warranty of ₹4.56 million. Operating profit before working capital changes was ₹1,759.19 million in the six months period ended June 30, 2025. The main working capital adjustments in the six months period ended June 30, 2025 included decrease in other financial liabilities of ₹234.60 million, increase in trade receivables of ₹307.58 million, partially offset by an increase in trade payables of ₹152.64 million. Cash generated from operations in the six months period ended June 30, 2025 amounted to ₹906.69 million. Tax paid (continuing & discontinued operations) - net of refunds amounted to ₹220.16million. As a result, net cash inflow from operating activities in the six months period ended June 30, 2025 was ₹686.53 million.

Fiscal 2025

In Fiscal 2025, net cash inflow from operating activities was ₹1,876.81 million. Restated profit before tax from continuing and discontinued operations was ₹3,252.33 million in Fiscal 2025 and adjustments to reconcile restated profit before tax to operating profit before working capital changes consisted of depreciation and amortisation expense of ₹436.79 million, depreciation of right-of-use asset of ₹41.44 million, finance cost excluding interest on lease liabilities of ₹74.04 million and provision for product warranty of ₹60.85 million. Operating profit before working capital changes was ₹3,764.77 million in Fiscal 2025. The main working capital adjustments in Fiscal 2025 included increase in trade receivables of ₹1,083.44 million, increase in other assets of ₹325.78 million and decrease in other financial liabilities of ₹5.14 million, partially offset by an increase in trade payables of ₹203.26 million. Cash generated from operations in Fiscal 2025 amounted to ₹2,635.89. million. Tax paid (continuing & discontinued operations) - net of refunds amounted to ₹759.08 million. As a result, net cash inflow from operating activities in Fiscal 2025 was ₹1,876.81 million.

Fiscal 2024

In Fiscal 2024, net cash inflow from operating activities was ₹1,883.50 million. Restated profit before tax from continuing and discontinued operations was ₹2,495.79 million in Fiscal 2024 and adjustments to reconcile restated profit before tax to operating profit before working capital changes consisted of depreciation and amortisation expense of ₹407.59 million, depreciation of right-of-use asset of ₹42.67 million, finance cost excluding interest on lease liabilities of ₹97.21 million and provision for product warranty of ₹82.25 million. Operating profit before working capital changes was ₹3,026.63 million in Fiscal 2024. The main working capital adjustments in Fiscal 2024 included decrease in trade payables of ₹677.10 million, increase in other financial assets of ₹249.16 million, increase in other financial liabilities of ₹34.87 million and decrease in provisions of ₹124.42 million. Cash generated from operations in Fiscal 2024 amounted to ₹2,406.81 million. Tax paid (continuing & discontinued operations) - net of refunds amounted to ₹567.90 million and cash flow from operating activities – discontinued operations was ₹44.59 million. As a result, net cash inflow from operating activities in Fiscal 2024 was ₹1,883.50 million.

Fiscal 2023

In Fiscal 2023, net cash inflow from operating activities was ₹1,982.28 million. Restated profit before tax from continuing and discontinued operations was ₹2,106.12 million in Fiscal 2023 and adjustments to reconcile restated profit before tax to operating profit before working capital changes consisted of depreciation and amortisation expense of ₹320.89 million, depreciation of right-of-use asset of ₹50.10 million, finance cost excluding interest on lease liabilities of ₹125.59 million and provision for product warranty of ₹100.62 million. Operating profit before working capital changes was ₹2,567.07 million in Fiscal 2023. The main working capital adjustments in Fiscal 2023 included increase in inventories of ₹694.37 million, increase in trade receivables of ₹308.56 million and increase in other assets of ₹135.73 million which was partially offset by an increase in trade payables of

₹935.74 million. Cash generated from operations in Fiscal 2023 was ₹2,557.28 million. Tax paid (continuing & discontinued operations) - net of refunds amounted to ₹616.90 million, and cash flow from operating activities – discontinued operations amounts to ₹41.90 million. As a result, net cash inflow from operating activities in Fiscal 2023 was ₹1,982.28 million.

Investing Activities

Six months period ended June 30, 2026

Cash flow used investing activities – continuing and discontinued operations was ₹(260.58) million in the six months ended June 30, 2026, primarily on account of proceeds from the deposits matured during the period of ₹100.00 million, which was partially offset by deposits made during the periodof ₹4.44 million and purchase of property, plant and equipment and intangible assets of ₹409.22 million.

Six months period ended June 30, 2025

Cash flow used investing activities – continuing and discontinued operations was ₹(1827.99) million in the six months ended June 30, 2025, primarily on account of deposits made during the period of ₹1,638.33 million and purchase of property, plant and equipment and intangible assets of ₹247.99 million, which was partially offset by proceeds from the deposits matured during the period of ₹0.12 million.

Fiscal 2025

Cash flow used investing activities – continuing and discontinued operations was ₹(523.79) million in Fiscal 2025, primarily on account of deposits made during the year of ₹1,200.15 million and purchase of property, plant and equipment and intangible assets of ₹539.77 million, which was partially offset by proceeds from the deposits matured during the year of ₹1,100.94 million.

Fiscal 2024

Cash flow from investing activities – continuing and discontinued operations was ₹1,093.95 million in Fiscal 2024, primarily on account of proceeds from the deposits matured during the year of ₹2,200.00 million, which was partially offset by deposits made during the year of ₹500.80 million and purchase of property, plant and equipment and intangible assets of ₹430.77 million.

Fiscal 2023

Cash flow used investing activities – continuing and discontinued operations was ₹(999.23) million in Fiscal 2023, primarily on account of deposits made during the year of ₹4,740.10 million and purchase of property, plant and equipment and intangible assets of ₹1,201.21 million, which was partially offset by proceeds from the deposits matured during the year of ₹4,870.40 million.

Financing Activities

Six months period ended June 30, 2026

Net cash used from financing activities was ₹(1,168.49) million in the six months ended June 30, 2026, primarily on account of payment of dividend of ₹1,099.78 million and interest paid of ₹47.68 million. The higher financing cash outflow in the six months period ended June 30, 2026 compared to the corresponding period in the previous year was primarily attributable to the timing of dividend payments. A dividend of ₹1,099.78 million was paid during the six months period ended June 30, 2026, whereas the dividend payment in the previous Fiscal occurred in the second half of the year.

Six months period ended June 30, 2025

Net cash used from financing activities was ₹(54.40) million in the six months ended June 30, 2025, primarily on account of interest paid of ₹34.41 million and payment of principal portion of lease liabilities of ₹17.84 million.

Fiscal 2025

Net cash used from financing activities was ₹(1,267.88) million in Fiscal 2025, primarily on account of payment of dividend of ₹1,153.05 million and interest paid of ₹74.04 million.

Fiscal 2024

Net cash used from financing activities was ₹(2,436.10) million in Fiscal 2024, primarily on account of repayments of borrowings of ₹1,607.86 million, payment of dividend of ₹463.72 million, buyback of shares of ₹720.00 million and interest paid of ₹99.07 million, partially offset by proceeds from borrowings of ₹500.00 million.

Fiscal 2023

Net cash used from financing activities was ₹(1,164.44) million in Fiscal 2023, primarily on account of repayment of borrowings of ₹3,319.60 million and payment of dividend of ₹655.60 million, which was partially offset by proceeds from borrowings of ₹2,990.00 million.

Indebtedness

For information on our outstanding indebtedness as of June 30, 2026, see "***Financial Indebtedness***" on page 398.

Capital Expenditures

Our historical capital expenditures were, and we expect our future capital expenditures to be, primarily for purchase of property, plant and equipment. In the six months period ended June 30, 2026 and 2025 and in Fiscals 2025, 2024 and 2023, capital expenditure towards additions to our property, plant and equipment, intangible assets, and right of use asset, were as follows:

Particulars	Six months period ended June 30, 2026	Six months period ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
			(₹ million)		
Additions:					
Property, plant and equipment (A)	257.68	184.92	508.12	556.72	1,210.30
Intangible assets (B)[(1)]	0.59	2.04	2.05	9.10	14.02
Right of Use Asset (C)	-	96.64	96.61	7.40	103.04
Total (D=A+B+C)	**258.27**	**283.60**	**606.78**	**573.22**	**1,327.36**

Note: (1) Intangible assets primarily comprise computer software.

The table below sets forth the break-up of additions to property, plant and equipment in the six months period ended June 30, 2026 and 2025 and in Fiscals 2025, 2024 and 2023:

Particulars	Six months period ended June 30, 2026	Six months period ended June 30, 2025	Fiscal 2025	Fiscal 2024	Fiscal 2023
			(₹ million)		
Buildings (A)	1.58	21.46	21.64	3.70	461.57
Plant and machinery (B)	246.21	148.84	451.81	518.52	636.16
Furniture and fixtures (C)	0.86	0.67	0.67	0.40	11.79
Office equipments (including computers) (D)	7.29	3.38	23.43	15.60	91.47
Vehicles (E)	1.74	10.57	10.57	18.50	9.31
Total additions to property, plant and equipment (F=A+B+C+D+E)	**257.68**	**184.92**	**508.12**	**556.72**	**1,210.30**

Our additions to property, plant and equipment in Fiscal 2023 of ₹1,210.30 million primarily related to the establishment of our assembly facility at Talegaon, Maharashtra, and comprised buildings of ₹461.57 million and plant and machinery of ₹636.16 million. Our additions in Fiscal 2024, Fiscal 2025 and the six months period ended June 30, 2026 primarily comprised plant and machinery of ₹518.52 million, ₹451.81 million and ₹246.21 million, respectively, including additional machines at the machine shop at our Thirumudivakkam facility to increase our in-house machining capacity and, in Fiscal 2025, the production line for electric motors at our Mannur facility. As of June 30, 2026, the estimated amount of contracts remaining to be executed on capital account and not provided for was ₹571.74 million. For details, see ***"– Contingent Liabilities and Commitments***" on page 381.

Total assets decreased by 8.17% from ₹14,147.15 million as at December 31, 2023 to ₹12,990.76 million as at December 31, 2024, primarily due to a decrease in inventories by 3.27% from ₹3,322.79 million as at December 31, 2023 to ₹3,214.17 million as at December 31, 2024 and a decrease in bank balances other than cash and cash equivalents from ₹1,700.12 million as at December 31, 2023 to ₹0.94 million as at December 31, 2024.

Contractual Obligations

The table below sets forth our contractual obligations as at June 30, 2026. These obligations primarily relate to our contractual maturities of financial liabilities such as trade payables, other financial liabilities and lease liabilities:

Particulars	Carrying value	Less than 6 months	6 months to 1 year	More than 1 year
			(₹ million)	
Trade Payables (includes total outstanding dues of micro and small enterprises and total outstanding dues of creditors other than micro and small enterprises) (A)	3,712.06	3,698.40	-	13.66
Other financial liabilities (B)	124.44	106.41	-	18.03
- Current	106.41	106.41	-	-
- Non-current	18.03	-	-	18.03
Lease liabilities (C)	7.89	4.69	-	3.20
- Current	4.69	4.69	-	-
- Non-current	3.20	-	-	3.20
Total (A+B+C)	**3,844.39**	**3,809.50**	-	**34.89**

Contingent Liabilities and Commitments

The following table sets forth the principal components of our contingent liabilities as per Ind AS-37 – Provisions, contingent liabilities, and contingent assets as at June 30, 2026 as derived from the Restated Financial Information:

Particulars	As at June 30, 2026	As at June 30, 2025	As at December 31, 2025	As at December 31, 2024	As at December 31, 2023
			(₹ million)		
Disputed Income-tax demands pending before various forums	28.06	28.06	28.06	86.50	17.10
Indirect tax matters	2.76	2.76	2.76	-	-

Disputed income-tax demands pending before various forums includes demand orders received under Income Tax Act,1961 with respect to certain disallowances of expenditure for AY 04-05 (proceedings pending before High Court), AY 21-22 (Proceedings pending with CIT-Appeals) and AY 22-23 (demand order received from Assessing Officer) amounting to 28.06 (30 June-25 28.06,31 December-25 28.06, 31 December-24 32.40, 31 December-23 17.10) and downward transfer pricing adjustments relating to certain corporate support charges for AY 15-16, 17-18, 18-19, 20-21 and 23-24 amounting to Nil (30 Jun 25 Nil, 31 December -25 Nil, 31 December-24 54.13, 31 December -23 Nil). Further, the amounts disclosed in 31 December-24 relating to downward transfer pricing adjustments represents the reduction in tax and interest amounting to 54.13 owing to the application filed by the Company under The Direct Tax Vivad se Vishwas Scheme, 2024 in respect of which, the Company has received approval from the Income Tax Authorities subsequently.

The following table sets forth the principal components of our commitments as at June 30, 2026 as derived from the Restated Financial Information:

Particulars	As at June 30, 2026
	(₹ million)
Commitments	
Estimated amount of contracts remaining to be executed on capital account and not provided for	571.74

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements, derivative instruments or other relationships with other entities that would have been established for the purpose of facilitating off-balance sheet arrangements.

Unusual or Infrequent Events of Transactions

Except as described in this Red Herring Prospectus, there have been no other events or transactions that, to our knowledge, may be described as "unusual" or "infrequent".

Known Trends or Uncertainties

Our business has been affected and we expect will continue to be affected by the trends identified above in the heading titled " - ***Significant Factors Affecting Our Results of Operations***" and the uncertainties described in the section titled "***Risk Factors***" on pages 361 and 20, respectively. To our knowledge, except as described or anticipated in this Red Herring Prospectus, there are no known factors which we expect will have a material adverse impact on our revenues or income from continuing operations.

Significant Economic Changes that Materially Affected or are likely to Affect Revenue from Operations

There are no significant economic changes that materially affected our Company's operations or are likely to affect income from continuing operations except as described in the sections "***Risk Factors***", "***Industry Overview***" and "***Our Business***" on pages 20, 131, and 205, respectively.

Future Relationship between Cost and Income

Other than as described in this Red Herring Prospectus, to the knowledge of our management, there are no known factors that might affect the future relationship between costs and revenues.

New Products or Business Segments

Other than as described in "***Our Business***" on page 205 of this Red Herring Prospectus, there are no new products or business segments in which we operate.

Significant dependence on a single or few Customers or Suppliers

Other than as described in this Red Herring Prospectus, particularly in sections "***Risk Factors***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on pages 20 and 355, respectively, to our knowledge, there is no significant dependence on a single or few customers or suppliers.

Seasonality of Business

Our business is not subject to seasonal fluctuations.

Quantitative and Qualitative Disclosures about Market Risks

Credit risk

Credit risk arises from cash and cash equivalents, bank balances other than cash and cash equivalents, financial assets measured at amortised cost and credit exposures to customers including outstanding receivables.

(i) Credit risk management

Credit risk on cash and cash equivalents is limited as we generally deposit surplus cash with banks holding high credit ratings.

Credit risk with respect to domestic and export trade receivable (other than receivables from related parties) is managed by us through periodical review of their credit worthiness. We do not perceive any credit risk in respect of receivables from related parties.

Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas. Ongoing credit evaluation is performed on the financial condition of accounts receivable and, where appropriate, credit guarantee cover is taken.

We consider the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk we compare the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. We consider available reasonable and supportive forwarding-looking information.

A default on a financial asset is when the counterparty fails to make contractual payments within one year from the due date. This definition of default is determined by considering the business environment in which entity operates and other macro-economic factors.

(ii) Provision for expected credit losses

We provide for loss allowance based on 12 month expected credit loss except in the case of trade receivables which are provided based on life-time expected credit loss and on a specific identification basis.

Liquidity risk

Liquidity risk refers to risk that we cannot meet our financial obligations. The objective of a prudent liquidity risk management is to maintain sufficient liquidity and ensure availability of funds to meet our obligations through: (a) internal financing by way of daily cash flow projection; and (b) fund and non-fund based working capital limits from various banks.

Market risk

Market risk is the risk that changes in market price, liquidity and other factors that could have an adverse effect on realizable fair values or future cash flows to the Company. Our activities expose it primarily to the financial risks of changes in foreign currency exchange risks and interest rates as future specific market changes cannot be predicted normally with accuracy.

Currency risk

We are exposed to foreign exchange risk arising from foreign currency transactions on account of sale/ purchase of goods denominated in a currency that is not the Company's functional currency (Rs). The risk is measured through a forecast of foreign currency cash flows that would arise due to the underlying assets and liabilities held.

We review the import and exports in specific currency and if there be the need to make payment over and above the receivables, then forward cover is taken to cover the exposure.

Cash flow and fair value interest rate risk

Our main interest rate risk arises from short term borrowings with variable rates, which expose us to cash flow interest rate risk.

We have not taken any interest rate swaps to convert the floating rate borrowings to fixed rate loans. We monitor the movement in the interest rates and uses the prepayment option to repay the borrowings at the time when the interest rates are unfavourable. The assessment of viability of using the pre-payment option shall be evaluated by the finance team.

Significant Developments after June 30, 2026

Except as stated in this Red Herring Prospectus, to our knowledge, no circumstances have arisen since the date of the Restated Financial Information as disclosed in this Red Herring Prospectus which materially and adversely affect or are likely to affect our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next twelve months.

MATERIAL ACCOUNTING POLICIES

Historical cost convention

Our Restated Summary Statements have been prepared on the historical cost and accrual basis, except for certain financial instruments that are measured at fair value at the end of each reporting period (refer to the accounting policy regarding financial instruments). All amounts disclosed in our Restated Summary Statements and the accompanying notes have been rounded off to the nearest million Indian Rupees with two decimal places, unless otherwise stated.

Current/Non-current classification

We segregate assets and liabilities into current and non-current categories for presentation in the balance sheet, after considering our normal operating cycle and the other criteria set out in Ind AS 1, "Presentation of Financial

Statements". For this purpose, current assets and liabilities include the current portion of non-current assets and liabilities, respectively. Deferred tax assets and liabilities are always classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. We have identified a period of up to twelve months as our operating cycle.

Use of Estimates

The preparation of the restated summary statements in conformity with generally accepted accounting principles in India requires our management to make estimates and assumptions that affect the reported amounts of assets and liabilities as at the balance sheet date, the reported amounts of income and expenses for the year, and the disclosure of contingent liabilities as at the balance sheet date. The estimates and assumptions used in these restated summary statements are based on our management's evaluation of the relevant facts and circumstances as at the date of the restated summary statements. Actual results could differ from these estimates. Appropriate changes in estimates are made as our management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the restated summary statements in the period in which such changes are made and, if material, their effects are disclosed in the notes to the restated summary statement.

Property, plant and equipment and intangible assets

Property, plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less accumulated depreciation and impairment losses, if any. Historical cost represents expenditure that is directly attributable to the acquisition of the asset, including related taxes, duties, freight, insurance and cost of installation, and is net of Cenvat and VAT/GST credits.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to us and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance costs are charged to profit or loss during the reporting period in which they are incurred.

Capital work in progress is stated at cost, net of accumulated impairment loss, if any.

Gains or losses arising on derecognition of property, plant and equipment are recognised in the Statement of Profit and Loss.

Intangible assets

Intangible assets are stated at acquisition cost less accumulated amortisation and impairment losses, if any. Computer software is capitalised when it is expected to provide future enduring economic benefits.

Capitalisation cost includes license fees.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

Gains or losses arising from derecognition of an intangible asset are recognised in the Statement of Profit and Loss.

Depreciation and Amortization

Depreciation on property, plant and equipment is provided on a pro-rata basis on the straight-line method over the estimated useful lives of the assets, assessed based on technical evaluation, which are lower than those specified by Schedule II to the Act, in order to reflect the actual usage of the assets. Technical evaluation takes into account the estimated usage, past history of replacement, service support, availability of spares, anticipated technological changes, and similar factors.

The useful life, residual value and the depreciation method are reviewed at least at each financial year end. If the expectations differ from previous estimates, the changes are accounted for prospectively as a change in accounting estimate.

The estimated useful lives of property, plant and equipment are as follows :

Assets	Useful life followed by the Company (in years)	Useful life prescribed under Schedule II of the Act (in years)
Buildings	30.00	30.00
Office equipment's (including computers)	4.00	5.00
Furniture and fixtures	8.33	10.00
Motor vehicles	5.00	8.00
Plant and machinery		
Tools and patterns	4.00	7.50
Testing instruments	6.45	7.50
Others	10.00	15.00

The cost of computer software is amortised on a straight-line basis over a period of three years based on the estimated useful life of the asset.

Leasehold improvements are depreciated over the leasehold period or the useful life estimated by our management, whichever is lesser.

Impairment of Non-financial Assets

Assessment is made at each balance sheet date as to whether there is any indication that an asset (tangible or intangible) may be impaired. If any such indication exists, an estimate of the recoverable amount of the asset / cash generating unit is made. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets is considered as a cash generating unit (CGU). Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is the higher of an asset's or CGU's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also made at each balance sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

Foreign Currency Translation

(i) Functional and presentation currency

Items included in the restated summary statements are measured using the currency of the primary economic environment in which we operate (the "functional currency'), i.e., Indian Rupees (₹), and all values are rounded off to the nearest million and decimals thereof, except where otherwise indicated.

(ii) Transactions and balances

Initial Recognition

All foreign currency transactions are recorded in our functional currency using the exchange rate prevailing on the date of the transaction.

Subsequent Recognition

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate prevailing at the date of the transaction.

All monetary assets and liabilities denominated in foreign currency are restated at the closing exchange rates. Exchange differences arising out of actual payment / realisation and from the year-end restatement are recognised in the Statement of Profit and Loss.

Forward contracts

Foreign exchange forward contracts outstanding at the year-end on account of firm commitment / highly probable forecast transactions are marked to market and the gains / losses, if any, are recognised in the Statement of Profit and Loss.

Hedging activities and derivatives

We are exposed to certain risks relating to our ongoing business operations. The primary risks managed using derivative instruments are foreign currency risk, commodity price risk and interest rate risk.

Inventories

Inventories are stated at the lower of cost and net realisable value.

The cost of raw materials is determined using the moving average price method.

The cost of finished goods and work-in-progress comprises raw materials, direct labour, other direct costs and related production overheads.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. Inventories are written down for obsolete / slow-moving / non-moving items, wherever necessary.

Financial instruments

Financial assets

(i) Classification

We classify our financial assets in the following measurement categories:

a) those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss); and

b) those measured at amortised cost.

The classification depends on our business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses are either recorded in profit or loss or in other comprehensive income. For investments in debt instruments, this depends on the business model in which the investment is held. For investments in equity instruments, this depends on whether we have made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

We reclassify debt investments when, and only when, our business model for managing those assets changes.

(ii) Measurements

Initial Recognition:

With the exception of trade receivables that do not contain a significant financing component or for which we have applied the practical expedient, we initially measure a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which we have applied the practical expedient are measured at the transaction price determined under Ind AS 115. Refer to the accounting policies on “Revenue from contracts with customers”.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are ‘solely payments of principal and interest (SPPI)’ on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

Our business model for managing financial assets refers to how we manage our financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective of holding financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date on which we commit to purchase or sell the asset.

Subsequent measurement:

a) Debt Instruments:

Subsequent measurement of debt instruments depends on our business model for managing the asset and the cash flow characteristics of the asset. There are two measurement categories into which we classify our debt instruments. The instruments that do not meet the criteria for classification as measured at amortised cost or FVOCI are measured at FVTPL.

Amortized Cost:

Financial assets that are held for collection of contractual cash flows, where those cash flows represent solely payments of principal and interest, are measured at amortised cost. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method and are subject to impairment as per the accounting policy applicable to 'Impairment of financial assets". Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in profit or loss. The losses arising from impairment are recognised in profit or loss.

Fair value through other comprehensive income (FVTOCI) with recycling of cumulative gains and losses:

A financial asset is classified as at FVTOCI if the objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and the asset's contractual cash flows represent solely payments of principal and interest.

Debt instruments included within the FVTOCI category are measured initially, and at each reporting date, at fair value. For debt instruments at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in profit or loss and are computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value changes recognised in OCI are reclassified from equity to profit or loss.

b) Equity instruments:

Upon initial recognition, we may elect to classify irrevocably our equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under Ind AS 32, "Financial Instruments: Presentation", for the issuer and are not held for trading. The classification is determined on an instrument-by-instrument basis. Equity investments which are held for trading, and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies, are classified as FVTPL.

Gains and losses on such equity investments are never recycled to profit or loss. Dividends are recognised as other income in the Statement of Profit and Loss when the right of payment has been established, except when we benefit from such proceeds as a recovery of part of the cost of the financial asset, in which case such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

c) Financial assets at fair value through profit or loss:

Financial assets in this category are those that are held for trading and have been either designated by our management upon initial recognition or are mandatorily required to be measured at fair value under Ind AS 109, i.e., they do not meet the criteria for classification as measured at amortised cost or FVOCI. Our management only designates an instrument at FVTPL upon initial recognition if the designation eliminates, or significantly

reduces, the inconsistent treatment that would otherwise arise from measuring the assets or liabilities, or recognising gains or losses on them, on a different basis. Such designation is determined on an instrument-by-instrument basis. For us, this category includes derivative instruments and listed equity investments which we have not irrevocably elected to classify at fair value through OCI. We have not designated any financial assets at FVTPL.

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value, with net changes in fair value recognised in the Statement of Profit and Loss.

Interest earned on instruments designated at FVTPL is accrued in interest income using the EIR, taking into account any discount / premium and qualifying transaction costs that are an integral part of the instrument. Interest earned on assets mandatorily required to be measured at FVTPL is recorded using the contractual interest rate. Dividend income on listed equity investments is recognised in the Statement of Profit and Loss as other income when the right of payment has been established.

(iii) Impairment of financial assets

We assess, on a forward-looking basis, the expected credit losses associated with our assets carried at amortised cost and our FVOCI debt instruments. Impairment is considered when there is a significant increase in credit risk.

We recognise an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that we expect to receive, discounted at an approximation of the original effective interest rate. The expected cash flows include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables, we apply the simplified approach permitted by Ind AS 109, “Financial Instruments”, which requires expected credit losses to be recognised from initial recognition of the receivables.

(iv) De-recognition of financial assets

A financial asset is derecognised only when:

a) our contractual right to the cash flows expires; or

b) we have transferred the rights to receive cash flows from the financial asset.

Financial liabilities

(i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Our financial liabilities include deposits, loans and borrowings, and trade and other payables.

(ii) Subsequent measurement

Financial liabilities are subsequently carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(iii) **Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires.

(iv) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Trade receivables

A receivable represents our right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Trade receivables are recognised initially at transaction price and are subsequently measured at amortised cost using the effective interest method, less provision for impairment. Also refer to the accounting policy on "Impairment of financial assets".

Cash and Cash Equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand, and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with financial institutions, and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value.

Revenue from contract with customer

Revenue from contracts with customers is recognised when control of the goods or services is transferred to the customer at an amount that reflects the consideration to which we expect to be entitled in exchange for those goods or services. We have generally concluded that we are the principal in our revenue arrangements because we typically control the goods or services before transferring them to the customer.

Sale of goods

Revenue from the sale of goods is recognised at the point in time when control of the asset is transferred to the customer, generally on delivery of the goods or ex-works depending on the contractual terms.

Volume rebates

We provide retrospective volume rebates to certain customers once the quantity of products purchased during the period exceeds a threshold specified in the contract. Rebates are offset against amounts payable by the customer. To estimate the variable consideration for the expected future rebates, we apply the most likely amount method for contracts with a single volume threshold and the expected value method for contracts with more than one volume threshold. The method selected is the one that best predicts the amount of variable consideration and is primarily driven by the number of volume thresholds contained in the contract. We then apply the requirements on constraining estimates of variable consideration and recognise a refund liability for the expected future rebates.

Significant financing component

Generally, we receive short-term advances from our customers. Using the practical expedient in Ind AS 115, we do not adjust the promised amount of consideration for the effects of a significant financing component if we expect, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

Contract balances

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If we perform by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which we have received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before we transfer goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when we perform under the contract.

Government Grants

Grants from the government are recognised at their fair value where there is reasonable assurance that the grant will be received and we will comply with all attached conditions.

When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

Government grants relating to income are recognised in profit or loss, as necessary to match them with the costs that they are intended to compensate.

When we receive grants of non-monetary assets, the asset and the grant are recorded at fair value and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset, i.e., by equal annual instalments.

When loans or similar assistance are provided by governments or related institutions with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value, and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured in accordance with the accounting policy applicable to financial liabilities.

Retirement and other employee benefits

Short-term

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service, are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

We recognise a liability and an expense for bonuses that we are contractually obliged to pay or where there is a past practice that has created a constructive obligation.

Post employment

Post-employment benefits comprise provident fund and gratuity, which are accounted for as follows:

(i) Provident fund

Contributions towards provident fund for employees are made to the regulatory authorities, and we have no further obligations. Such benefits are classified as defined contribution schemes, as we do not carry any further obligations apart from the contributions made on a monthly basis.

(ii) Gratuity

The liability or asset recognised in the balance sheet in respect of the defined benefit gratuity plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on Government Bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefits expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income (net of tax). They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

Compensated absences

Accumulated compensated absences that are expected to be availed or encashed within 12 months from the end of the year are treated as short-term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year-end.

Accumulated compensated absences that are expected to be availed or encashed beyond 12 months from the end of the year are treated as other long-term employee benefits. Our liability is actuarially determined (using the projected unit credit method) at the end of each year. Actuarial losses / gains are recognised in the Statement of Profit and Loss in the year in which they arise.

Current and Deferred Tax

Tax expense comprises current tax and deferred tax.

Provision for current tax is computed at the applicable tax rate in accordance with the Income Tax Act, 1961. Our management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation, and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is provided using the balance sheet approach on temporary differences between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where we have a legally enforceable right to offset and intend either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity, in which case the tax is also recognised in other comprehensive income or directly in equity, respectively.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Borrowing Costs

Borrowing costs include interest, other costs incurred in connection with borrowing, and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to the interest cost. General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in the Statement of Profit and Loss in the period in which they are incurred.

Provisions and Contingent Liabilities

Provisions

Provisions are recognised when there is a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation, and the amount can be reasonably estimated.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Provision for product warranty covers the estimated liability to repair or replace products still under warranty on the balance sheet date, and is determined by applying a percentage of eligible sales based on management's best estimate, taking into account historical experience levels of repairs and replacement. Product warranty is generally extended for a period of 12 months from the date of sale.

Contingent liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within our control, or a present obligation that arises from past events but is not recognised because (a) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or (b) the amount of the obligation cannot be measured with sufficient reliability. We do not recognise a contingent liability but disclose its existence and other required disclosures in the notes to the financial statements, unless the possibility of any outflow in settlement is remote. Further, provision is created in the books of account in respect of matters where our management has concluded that our liability is probable.

Contingent Assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within our control.

Contingent assets are not recognised; however, they are disclosed in the restated summary statements when an inflow of economic benefits is probable. When the realisation of income is virtually certain, the related asset is not a contingent asset and we recognise such asset.

Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM).

Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Leases:

We assess at contract inception whether a contract is, or contains, a lease. That is, whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a Lessee

We apply a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. We recognise lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right of Use Assets:

We recognise right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease period or the useful life estimated by our management, whichever is lesser, as follows:

Asset Description	Useful Lives (Years)
Building	2 – 5
Leasehold land	95

If ownership of the leased asset transfers to us at the end of the lease term, or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Lease Liabilities

At the commencement date of the lease, we recognise lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

In calculating the present value of lease payments, we use our incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in an index or rate used to determine such lease payments), or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

We apply the short-term lease recognition exemption to our short-term leases of buildings and others (i.e., leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases are recognised as an expense on a straight-line basis over the lease term.

Company as lessor

Leases in which we do not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Dividend

Final dividend distributed to equity shareholders is recognised in the period in which it is approved by our shareholders at the annual general meeting. Interim dividend is recognised when approved by our Board of Directors at the board meeting. Dividend distributed (including interim dividend) is recognised in the statement of changes in equity.

Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

(i) In the principal market for the asset or liability, or

(ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by us.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

We use valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the restated summary statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the restated summary statements on a recurring basis, we determine whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For recurring and non-recurring fair value measurements categorised within Level 3 of the fair value hierarchy, we describe the valuation processes used, including how we decide our valuation policies and procedures and analyse changes in fair value measurements from period to period.

For the purpose of fair value disclosures, we have determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Non-current assets held for sale and Discontinued operations

We classify non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use.

Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Costs to sell are the incremental costs directly attributable to the disposal of an asset (or disposal group), excluding finance costs and income tax expense.

The criteria for held for sale classification is regarded as met only when the sale is highly probable and the asset or disposal group is available for immediate sale in its present condition. Actions required to complete the sale / distribution should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Our management must be committed to the sale, and the sale must be expected within one year from the date of classification.

For these purposes, sale transactions include exchanges of non-current assets for other non-current assets when the exchange has commercial substance. The criteria for held for sale classification is regarded as met only when the asset or disposal group is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets (or disposal groups), the sale is highly probable, and the asset or disposal group will genuinely be sold, and not abandoned. We treat the sale of an asset or disposal group as highly probable when:

- the appropriate level of our management is committed to a plan to sell the asset (or disposal group);
- an active programme to locate a buyer and complete the plan has been initiated (if applicable);
- the asset (or disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value;
- the sale is expected to qualify for recognition as a completed sale within one year from the date of classification; and
- the actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made, or that the plan will be withdrawn.

Property, plant and equipment and intangible assets are not depreciated or amortised once classified as held for sale.

Assets and liabilities classified as held for sale are presented separately from other items in the balance sheet.

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss before tax from discontinued operations in the Statement of Profit and Loss.

Business Combinations

We apply the acquisition method to account for business combinations. The consideration transferred for the acquisition of a business comprises the:

- fair values of the assets transferred;
- liabilities incurred to the former owners of the acquired business; equity interests issued by us; and
- fair value of any asset or liability resulting from a contingent consideration arrangement.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The excess of the fair value of consideration over the identifiable net assets acquired is recorded as goodwill; if the consideration is lower, the gain is recognised directly in equity as capital reserve. In case the business acquisition is classified as a bargain purchase, the aforementioned gain is recognised in other comprehensive income and accumulated in equity as capital reserve.

Any contingent consideration to be transferred by us is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability are recognised in the Statement of Profit and Loss.

Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within equity.

Business combinations involving entities or businesses under common control are accounted for using the pooling of interest method. Under the pooling of interest method, the assets and liabilities of the combining entities are reflected at their carrying amounts, with adjustments only to harmonise accounting policies. Acquisition-related costs are expensed as incurred.

Significant estimates and judgments

The areas involving significant estimates and judgments are:

Defined benefit obligation

The cost of our defined benefit gratuity plan and other post-employment medical benefits, and the present value of our gratuity obligation, are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Useful life and Residual Value of PPE

Warranty provision

We typically provide warranties for general repairs of defects that existed at the time of sale, as required by law. These assurance-type warranties are accounted for under Ind AS 37, "Provisions, Contingent Liabilities and Contingent Assets". We also incur warranty expenses beyond the warranty period as a goodwill gesture to our customers on a case-to-case basis.

Expected credit loss

We use a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., by geography, product type, customer type and rating, and coverage by letters of credit). The provision matrix is initially based on our historical observed default rates as follows:

Balances not due are provided at 0.04% and amounts overdue by 1–90 days are provided at 0.29%. Amounts overdue by 91–180 days are provided at 8.47%, 181–270 days at 32.71%, 271–360 days at 88.32%, and more than 360 days at 100%.

We calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year in a manner that could lead to an increased number of defaults in the manufacturing sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. Our historical credit loss experience and forecast of economic conditions may also not be representative of our customers' actual default in the future.

CAPITALISATION STATEMENT

The following table sets forth capitalisation, derived from our Restated Financial Information as at June 30, 2026, and as adjusted for the Offer. This table below should be read in conjunction with the sections titled "***Risk Factors***", "***Restated Financial Information***" and "***Management's Discussion and Analysis of Financial Condition and Results of Operations***", on pages 20, 281, and 355, respectively.

Particulars	Pre-Offer as at June 30, 2026 *(₹ in million, except ratios)*	As adjusted for the proposed Offer[#]
Total Borrowings		Refer note # below.
Non-current borrowings (A)	-	
Current borrowings (B)	-	
Total Borrowings (C) = (A+B)	-	
Total Equity		
Equity share capital (D)	1,879.96	
Other equity (E)	8,462.72	
Total equity (F) = (D+E)	10,342.68	
Non-current borrowings/Total equity ratio (in times) (G) = (A/F)	-	
Total Borrowings /Total equity ratio (in times) (I) = (C/F)	-	

[#] *There will be no change in capital structure post the Offer since it is an initial public offering by way of an Offer for Sale by the Promoter Selling Shareholder.*

Notes:

Non-current borrowings, current borrowings, equity share capital, and other equity shall carry the meaning as per Schedule III of the Companies Act.

FINANCIAL INDEBTEDNESS

Our Company has certain credit facilities available to it, of which it has availed a bank guarantee, in its ordinary course of business, for meeting its working capital requirements and other business requirements. For details regarding the borrowing powers of our Board, see "***Our Management – Borrowing powers of our Board***" on page 261.

The details of our aggregate indebtedness as on June 30, 2026 is provided below:

Category of borrowing	Sanctioned amount*	Outstanding amount*
	(*in ₹ million*)	
Secured borrowings		
Fund-based		
Working capital facilities	1,300.00#	-
Non-fund based		
Bank Guarantees/Letter of Credit	52.00$	58.28^
Total secured borrowings (A)	1,352.00	58.28
Unsecured borrowings		
Fund-based		
Working capital facilities	525.00*	-
Non-fund based		
Total unsecured borrowings (B)	525.00	-
Total borrowings (A+B)	1,877.00	58.28

**As certified by J.C. Bhalla & Co., Chartered Accountants (FRN No. 001111N), by way of their certificate dated October 9, 2026.*
Fund-based facility also consists of sublimit of non-fund facilities in the form of letter of credit and bank guarantee of ₹200.00 million and ₹400.00 million respectively.
** Fund-based facility also consists of sublimit of non-fund facilities in the form of bank guarantees and export credit finance of ₹525.00 million each.*
$ Excludes sanction amounts pertaining to sub-limits of fund-based facilities.
^ The outstanding amount also consist of sublimit with regard to a bank guarantee from fund based limit and it was utilized, hence the outstanding amount shown above is higher than the sanctioned limit.

Key terms of the facilities available to our Company:

Tenor: The tenor of the sanctioned working capital facilities available to our Company ranges from on demand to 270 days. Further, the tenor of the sanctioned bank guarantee facility ranges from 180 days to 84 months (including 12 months invocation period).

Interest: The applicable rate of interest for the facilities available to our Company are typically limited to benchmark rates, such as the marginal cost of lending rate and London interbank offered rate, of a specified lender over a specific period of time plus a specified spread per annum and generally ranges from 7.50% p.a. to 8.95% p.a., and for certain facilities, the rate of interest would be determined at the time of draw-down or as mutually agreed upon between the lender and our Company.

Prepayment: Certain facilities available to our Company have prepayment provisions which allow for prepayment of the outstanding loan amount and may carry a prepayment penalty on the pre-paid amount or on the outstanding amount subject to terms and conditions stipulated under the loan documents. The prepayment penalty as per the terms of certain facility agreements typically ranges from 0.50% to 2.00% of the prepaid amount or of the outstanding principal amount.

Repayment: The facilities available to us are repayable as per the terms of repayment in the relevant facility documents, which may be as equated monthly instalments or on demand.

Penal interest*:* Our Company is required to pay additional interest to the lenders for non-compliance of sanction terms including defaults in the payment of interest or other monies due and payable and contravention or non-compliance of non-financial terms. This additional interest is charged as per the terms of the facility agreements and typically ranges from 1.00% p.a. to 8.00% p.a. over the applicable interest rate.

Security: In terms of our borrowings where security needs to be created, we are typically required to create security by way of charge on the current and future current assets of our Company.

Restrictive covenants: As per the terms of the facility documents, certain corporate actions for which our Company requires prior written consent or intimation of the lenders includes, amongst other things, amending

and/or modifying the constitutional documents of the Company, including but not limited to the memorandum of association and articles of association to reflect, *inter alia,* modifications in the authorized share capital and other Offer-related modifications.

This is an indicative list and there may be additional terms that may require the consent of the relevant lender, the breach of which may amount to an event of default under various borrowing arrangements entered into by our Company with its respective lenders, and the same may lead to consequences other than those stated above.

We have obtained the necessary consents required under the relevant facility documentation for undertaking activities in relation to the Offer.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated below, as on the date of this Red Herring Prospectus, there are no outstanding (i) criminal proceedings (including first information reports whether cognizance has been taken or not) involving our Company, Directors or Promoters (collectively, "**Relevant Parties**"); (ii) actions taken by statutory or regulatory authorities (including show cause notices issued by such authorities) against the Relevant Parties; (iii) claims related to direct or indirect taxes involving the Relevant Parties (disclosed in a manner giving the total number of claims and the total amounts involved);(iv) disciplinary actions including penalties imposed by SEBI or the Stock Exchanges against the Promoters in the last five financial years, including outstanding action; and (v) other outstanding civil litigation or arbitration proceedings involving the Relevant Parties as determined to be material pursuant to the Materiality Policy; (vi) criminal proceedings (including first information reports whether cognizance has been taken or not) involving Key Managerial Personnel or Senior Management, and (vii) actions taken by regulatory or statutory authorities (including show cause notices issued by such authorities) against any of our Key Managerial Personnel or Senior Management. Further, there is no pending litigation involving our Group Companies, the adverse outcome of which may have a material impact on our Company.*

*Pursuant to the Materiality Policy, for the purposes of (v) above, any outstanding litigation involving the Relevant Parties (including tax matters mentioned in point (iii) above), has been considered 'material' and accordingly disclosed in this Red Herring Prospectus where the monetary amount of claim/ amount in dispute, to the extent quantifiable exceeds, (a) 2% of turnover, for the most recent financial year based on the Restated Financial Information i.e., Fiscal 2025, being ₹ 402.70 million; or (b) 2% of net worth, as at the end of the most recent financial year based on the Restated Financial Information i.e., December 31, 2025, being ₹ 198.60 million; or (c) 5% of the average of absolute value of profit or loss after tax, for the last three financial years based on the Restated Financial Information being ₹ 96.92 million, whichever is lower ("**Materiality Threshold**"). Accordingly, 5% of the average of absolute value of profit or loss after tax, based on the Restated Financial Information for the last three Financial Year, i.e., ₹ 96.92 million has been considered as the Materiality Threshold. Further, litigation where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in an individual litigation may not exceed the Materiality Threshold shall also be considered material litigation in relation to the Relevant Parties. In addition, any outstanding civil litigation/ arbitration proceedings involving the Relevant Parties wherein the monetary liability is not quantifiable, or does not exceed the Materiality Threshold, shall be considered 'material' and shall be disclosed in this Red Herring Prospectus, if the outcome of such litigation could have a material adverse effect on the business, operations, performance, prospects, financial position or reputation of our Company.*

For the above purposes, pre-litigation notices received by any of the Relevant Parties or Group Companies from third parties (excluding notices issued by governmental, statutory, regulatory, judiciary, quasi-judicial or taxation authorities or regulatory/ statutory notices in relation to any criminal action) shall not be evaluated for materiality until such persons are impleaded as defendants or respondents in proceedings before any judicial/arbitral forum or is notified by any governmental, statutory, or regulatory authority of any such proceeding that may be commenced.

*Except as stated in this section, there are no outstanding dues to material creditors of our Company, as of June 30, 2026. In terms of the Materiality Policy, outstanding dues to any creditor of our Company having a monetary value which is equal to or exceeds 5% of our Company's trade payables based on the most recent financial period for which Restated Financial Information, shall be considered as 'material'. Accordingly, as on June 30, 2026, any creditor with outstanding dues exceeding or equivalent to ₹ 185.60 million has been considered as 'material' for the purposes of disclosure and related information in this section. Further, for outstanding dues to any party which is a micro or small enterprise, the disclosure will be based on information available with our Company regarding status of the creditor as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006 ("**MSME Act**").*

Unless otherwise specified, the terms defined in the description of a particular litigation matter pertain to such matter only.

i. **Litigation involving our Company**

(a) Criminal proceedings against our Company

Nil

(b) Criminal proceedings by our Company

Our Company has, in the ordinary course of business, initiated eight recovery proceedings against our customers, for the dishonour of cheques under Section 138 read with Section 141 of the Negotiable Instruments Act, 1881. The aggregate amount involved in these proceedings is ₹ 43.11 million, to the extent ascertainable. These proceedings are pending at various stages of adjudication before various courts.

(c) Actions by statutory and regulatory authorities against our Company

Nil

(d) Material civil litigation against our Company

Nil

(e) Material civil litigation by our Company

Nil

(f) Tax proceedings against our Company

Nature of the claim	Number of claims	Amount involved (in ₹ million)
Direct tax (A)	3	34.74[#]
Indirect tax (B)	3	319.61[*@]
Total (A+B)	**6**	**354.35**

** to the extent quantifiable based on the demand letter/order received from the respective revenue authorities. Inclusive of interests and penalties wherever determined by the respective revenue authorities. Further, the aforesaid demand is already paid under protest by our Company.*

[@] to the extent quantifiable based on the demand letter/order received from the respective revenue authorities. Further, this amount has been paid by our Company, under protest.

[#]The transfer pricing order relating to transfer pricing adjustments for the assessment year 2023-24 has been passed by the respective revenue authorities. However, the final assessment order has not been passed by the respective revenue authority and therefore, the demand has not been crystallised till the date of this RHP. Accordingly, the matter has been reflected in the number of cases, while the amount has been considered as NIL.

Material tax matters involving our Company

i. Our Company has filed a civil writ petition under Article 226 of the Constitution of India, before the Hon'ble High Court of Judicature at Madras challenging the show cause notice ("**SCN**") dated August 25, 2026, received from the Office of the Commissioner of GST & Central Excise. The SCN alleges excess and ineligible availing of input tax credit ("**ITC**") amounting to ₹316.85 million, including in respect of the suppliers charging 28% of GST instead of 18%. Our Company seeks to quash the SCN on the grounds that (i) the ITC was availed against valid supplier tax invoices, (ii) determining the applicable tax rate is the supplier's responsibility, and (iii) the SCN is illegal, arbitrary, time-barred, and without jurisdiction. Our Company has sought a stay on all further proceedings pending disposal of the writ petition. The matter is currently pending, and our Company has also sought an opinion confirming that the related exposure is remote.

(g) Other matters including our Company

Our Company has filed an adjudication application under section 454 of the Companies Act, 2013, dated January 14, 2026, before the Adjudicating Officer, RoC. The application has been filed for seeking adjudication on non-compliance of section 203(1)(ii) of the Companies Act, 2013, read with Rule 8A of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Company was obligated to appoint a company secretary within a period of six months from date of resignation of the previous company secretary. Our Company made an unintentional delay in appointing a company

secretary for a period of 194 days, i.e., from May 17, 2024, to November 26, 2024, in complying with the statutory requirement and subsequently, Sunil Kumar was appointed as the Company Secretary with effect from November 27, 2024. The default is not continuing as on the date, and our Company is currently in compliance with the stated provisions. Our Company has sought adjudication with nominal penalty or no penalty. The matter is currently pending before the RoC for adjudication.

ii. **Litigation involving our Directors**

(a) Criminal proceedings against our Directors

A criminal case was initiated against Ravindra Pisharody in his capacity as an 'Occupier' of a plant of Tata Motors Limited situated in Pune, Maharashtra, under the Factories Act, 1948 by Sharada Satappa Hondule at the instance of the Government of Maharashtra on August 8, 2016, alleging failure to comply with safety, health, and welfare regulations, putting factory workers' lives and well-being at risk, and contravention of Section 7A(2)(c) in respect of an accident pertaining to a temporary workman that took place in 2016. Pursuant to an order dated April 23, 2026 of the additional Chief Judicial Magistrate, Pune, a penalty of ₹ 0.08 million was subsequently paid by Ravindra Pisharody.

(b) Criminal proceedings by our Directors

Nil

(c) Actions by statutory and regulatory authorities against our Directors

Nil

(d) Material civil litigation against our Directors

Nil

(e) Material civil litigation by our Directors

Nil

(f) Tax proceedings against our Directors

Nil

iii. **Litigation involving our Promoters**

(a) Criminal proceedings against our Promoters

Nil

(b) Criminal proceedings by our Promoters

Nil

(c) Actions by statutory and regulatory authorities against our Promoters

Nil

(d) Material civil litigation against our Promoters

Nil

(e) Material civil litigation by our Promoters

Nil

(f) Disciplinary actions including penalties imposed by SEBI or the Stock Exchanges against the Promoters in the last five financial years preceding the date of this Red Herring Prospectus including outstanding actions:

Nil

(g) Tax proceedings against our Promoters

Nature of the claim	Number of claims	Amount involved (in ₹ million)*
Direct tax (A)	1	24.82#
Indirect tax (B)	3	11.54^
Total (A+B)	**4**	**36.36**

**To the extent quantifiable.*
The amount involved is approximately € 0.23 million, which has been converted considering the RBI reference rate as at September 28, 2026, i.e. 1€ = ₹ 109.20).
^ The amount involved is approximately € 0.11 million, which has been converted considering the RBI reference rate as at September 28, 2026, i.e. 1€ = ₹ 109.20).

iv. **Litigation involving our Key Managerial Personnel and Senior Management**

(a) Criminal proceedings against our KMPs and Senior Management

Nil

(b) Criminal proceedings by our KMPs and Senior Management

Nil

(c) Actions taken by regulatory and statutory authorities against our KMPs and Senior Management

Nil

v. **Outstanding dues to creditors**

In accordance with the SEBI ICDR Regulations, our Company, pursuant to the Materiality Policy, considers all creditors to whom the amount due by our Company is equal to or exceeds 5% of the trade payables of our Company, based on the Restated Financial Information (being ₹ 185.60 million as on June 30, 2026), as Material Creditors.

Details of outstanding dues owed to the material creditors, micro and small enterprises and other creditors of our Company based on such determination are disclosed below:

Types of Creditors	Number of creditors*	Amount (in ₹ million)
Micro and small enterprises	190	584.49
Material creditors	3	1,217.29
Other creditors (other than micro and small enterprises as defined under the MSME Act)*	475	1,900.15
Total	**668**	**3,701.93#**

As certified by J.C. Bhalla & Co., Chartered Accountants (FRN No. 001111N), pursuant to their certificate dated October 9, 2026.
**Does not include material creditors.*
Does not include provision for expenses of ₹10.13 million pertaining to micro and small enterprises.

The details pertaining to outstanding over-dues to the material creditors as of June 30, 2026, along with the names and amounts involved for each such material creditor are available on the website of our Company at https://www.bonfiglioli.in/Investor_Relations. It is clarified that such details available on our website do not form a part of this Red Herring Prospectus.

vi. **Material developments since the last balance sheet**

Other than as disclosed in "***Management's Discussion and Analysis of Financial Condition and Results of Operations***" on page 355, in the opinion of our Board, no circumstances have arisen since the date of our last balance sheet as disclosed in this Red Herring Prospectus which materially and adversely affect, or are likely to affect, our operations or profitability, or the value of our assets, or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

*Set out below is an indicative list of consents, licenses, registrations, permissions, and approvals obtained by our Company, which are considered material and necessary for the purposes of undertaking our businesses and operations. Except as mentioned below, no other material consents, licenses, registrations, permissions, and approvals are required to undertake the Offer or to carry on the business and operations of our Company. Unless otherwise stated, these material approvals are valid as on the date of this Red Herring Prospectus. For further details in connection with the regulatory and legal framework within which we operate, see "**Key Regulations and Policies in India**" on page* 242.

I. Approvals in relation to the Offer

For details of corporate and other approvals in relation to the Offer, see "***Other Regulatory and Statutory Disclosures – Authority for the Offer***" on page 410.

II. Incorporation details of our Company

For details of the incorporation of our Company, see "***History and Certain Corporate Matters – Brief history of our Company***" on page 249.

III. Material Approvals obtained in relation to our Company

A. Material approvals obtained in relation to the business and operations of our Company, as applicable

In order to carry on our operations, including at our manufacturing facilities in India, our Company requires various approvals, licenses and registrations under several central or state legislations, acts, rules and regulations. Some of the approvals, licenses and registrations that we are required to obtain and maintain may expire from time to time in the ordinary course of business, and applications for renewal of such approvals are submitted by us in due course, in accordance with applicable procedures and requirements. An indicative list of the material approvals required by us is provided below:

(i) ***Factory licenses:*** Under the erstwhile Factories Act, 1948, and the rules made thereunder, which have now been subsumed under the Occupational Safety, Health and Working Conditions Code, 2020, we have obtained licenses to work under the Factories Act, 1948 issued by the (i) Joint Director of Industrial Safety and Health, Kancheepuram for our manufacturing facility at Mannur, Tamil Nadu; (ii) Directorate of Industrial Safety and Health, Maharashtra for our manufacturing facility at Talegaon, Maharashtra; (iii) Directorate of Industrial Safety and Health, Kancheepuram for our manufacturing facility at Thirumudivakkam, Tamil Nadu.

(ii) ***Environmental laws related consents:*** We have obtained environmental clearances, consents, and authorizations including consents from the state pollution control board of the relevant states wherein our manufacturing facilities are situated, to operate under the Water (Prevention and Control of Pollution) Act, 1974, and Air (Prevention and Control of Pollution) Act, 1981. We have obtained consents to operate under the Water (Prevention & Control of Pollution) Act, 1974, and the Air (Prevention & Control of Pollution) Act, 1981 by the (i) Tamil Nadu Pollution Control Board for our manufacturing facility at Mannur, Tamil Nadu; (ii) Tamil Nadu Pollution Control Board for our manufacturing facility at Thirumudivakkam, Tamil Nadu; and (iii) Maharashtra Pollution Control Board for our manufacturing facility at Talegaon, Maharashtra.

We have obtained the authorization for generation, collection, and disposal of hazardous or other waste under Hazardous and Other Wastes (Management & Transboundary Movement) Rules, 2016, by the (i) Tamil Nadu Pollution Control Board for our manufacturing facility at Thirumudivakkam, Tamil Nadu; (ii) Tamil Nadu Pollution Control Board for our manufacturing facility at Mannur, Tamil Nadu; and (iii) Maharashtra Pollution Control Board for our manufacturing facility at Talegaon, Maharashtra.

We have obtained the authorization for discharge of sewage and/or trade effluents under the Water (Prevention & Control of Pollution) Act, 1974 by the (i) Tamil Nadu Pollution Control Board for our manufacturing facility at Mannur, Tamil Nadu; (ii) Tamil Nadu Pollution Control Board for our manufacturing facility at Thirumudivakkam, Tamil Nadu; and (iii) Maharashtra Pollution Control Board for our manufacturing facility at Talegaon, Maharashtra.

(iii) ***No objection certificates from fire department:*** We have obtained no objection certificates from the fire departments of the respective State Governments to undertake our operations at our manufacturing facilities by the (i) District Office, Fire and Rescue Service, Kancheepuram, Tamil Nadu for our manufacturing facility at Mannur, Tamil Nadu; (ii) District Office, Fire and Rescue Service, Kancheepuram, Tamil Nadu for our manufacturing facility at Thirumudivakkam, Tamil Nadu; and (iii) Maharashtra Industrial Development Corporation for our manufacturing facility at Talegaon, Maharashtra.

(iv) ***Import export registration:*** We have obtained importer-exporter code ("**IE Code**") from the Directorate General of Foreign Trade, Ministry of Commerce and Industry, GoI to import or export to and from India and have obtained such IE Code 0498052605.

(v) ***Licenses for possession and use of industrial chemicals:*** We have obtained license from the Ministry of Commerce and Industry, Petroleum and Explosives Safety Organisation, under the Petroleum Act, 1934 for (i) importation of class A petroleum for our manufacturing facility at Thirumudivakkam, Tamil Nadu; and (ii) importation and storage of class B petroleum for our manufacturing facility at Thirumudivakkam, Tamil Nadu.

(vi) ***Legal metrology registration and BIS certification:*** We have obtained a certificate of verification issued by the (i) Government of Tamil Nadu under the Tamil Nadu Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009; and the (ii) Government of Maharashtra under the Maharashtra Legal Metrology (Enforcement) Rules, 2011 and Legal Metrology Act, 2009. Additionally, we have also received a license under IS 12615:2018, issued by Chennai Branch Office, Bureau of Indian Standards under the Bureau of Indian Standards Act, 2016.

(vii) ***Trade licenses:*** We have obtained trade licences from the relevant state municipal corporations, as applicable for our operations at our sales offices.

(viii) ***Legal Entity Identifier***: We have obtained Legal Entity Identifier number ("**LEI number**") from the Legal Entity Identifier India Limited and the LEI Number is 3358003Y4PPC6RQK3O84.

B. Tax related approvals obtained by our Company

(i) The permanent account number of our Company is AABCB1675N.

(ii) The tax deduction account number of our Company is CHEB02226A.

(iii) Professional tax registrations under applicable state professional tax legislations.

(iv) Goods and Services Tax ("**GST**") registrations for payments under central and applicable state GST legislations.

C. Labour and employee related approvals obtained by our Company

(i) Certificates of registration issued under the erstwhile Employees' Provident Fund and Miscellaneous Provisions Act, 1952, which has now been subsumed under the Code on Social Security, 2020.

(ii) Certificates of registrations issued under the erstwhile Employees' State Insurance Act, 1948, which has now been subsumed under the Code on Social Security, 2020.

(iii) Registrations under the erstwhile Contract Labour (Regulation and Abolition) Act, 1970, which has now been subsumed under the Occupational Safety, Health and Working Conditions Code, 2020.

(iv) Registrations under the relevant labour welfare fund legislations, as applicable.

(v) Shops and establishments licenses issued under various state shops and establishments regulations.

D. Material Approvals pending in respect of our Company

(i) **Material Approvals or renewals for which applications are currently pending before relevant authorities**

Application for renewal dated September 28, 2026, for trade license under the West Bengal Municipal Act, 1995 for our sales office located in Kolkata.

(ii) **Material Approvals expired and renewal yet to be applied for**

There are no material approvals which have expired and are due for renewal as on the date of this Red Herring Prospectus.

(iii) **Material Approvals required but not obtained or applied for**

There are no material approvals required which have not been obtained or applied for by our Company as on the date of this Red Herring Prospectus.

IV. Intellectual Property

As on the date of this Red Herring Prospectus, our Company does not hold any registered marks or patents or designs in its own name and our Company has a non-exclusive, non-transferable right and license to use intellectual property rights of one of our Corporate Promoters, Bonfiglioli S.p.A., including trade marks, patents, and other intellectual property. For further details, see "***Our Business – Our Operations – Agreements with BSPA; License Agreement and Intercompany Services***" and "***History and Certain Corporate Matters – Key terms of other subsisting material agreements"*** on pages 231 and 253, respectively.

OUR GROUP COMPANIES

In accordance with SEBI ICDR Regulations, the term 'group companies', includes (i) such companies (other than promoter(s) and subsidiary(ies)) with which there were related party transactions during the period for which financial information is disclosed in the Offer Documents, as covered under applicable accounting standards, and also (ii) other companies considered material by the board of directors of the issuer.

Accordingly, for (i) above, all such companies (other than our Corporate Promoters) with which there were related party transactions in accordance with Indian Accounting Standard (Ind AS) 24, during the periods covered in the Restated Financial Information in this Red Herring Prospectus, shall be considered as Group Companies in terms of the SEBI ICDR Regulations.

In addition, for the purposes of (ii) above, pursuant to the Materiality Policy, a company (other than our Corporate Promoters and companies categorized under (i) above) shall be considered "material" and will be disclosed as a "group company" if such company forms part of the Promoter Group and has entered into one or more transactions with the Company during the most recent financial year and stub period, if any, as per Ind AS 24, which individually or in the aggregate, exceed 10% of the total restated revenue from operations of our Company for such period.

Accordingly, based on the parameters for (i) and (ii) as outlined above, the following companies have been identified as our group companies ("**Group Companies**"), as on the date of this Red Herring Prospectus. The details are set forth below:

Sr. No.	Name of Group Company	Registered address
1.	Bonfiglioli Deutschland GmbH[#]	Sperberweg 12, 41468 Neuss, Germany
2.	Bonfiglioli Drive Solutions Private Limited	No.50, Papparambakkam Road, Mannur Village, Sriperumbudur Taluk, Kanchipuram, Sriperumbudur, Tiruvallur 602105, Tamil Nadu, India
3.	Bonfiglioli Drives (Shanghai) Co. Ltd	68 Huilian Road, QingPu District, 201707 Shanghai, China
4.	Bonfiglioli Güç Aktarma ve Otomasyon Teknolojileri Sanayi ve Tic. A.Ş.	10007 sokak No 30 Atatürk Organize Sanayi Bölgesi 35260 Çiğli İzmir, Turkey
5.	Bonfiglioli Redutores do Brasil Indústria e Comércio Ltda	Avenue Osvaldo Fregonezi, nº 171, Offices 31 and 44, Alves Dias, 09851-015 São Bernardo do Campo, State of São Paulo, Brazil
6.	B.R.T. S.p.A.	Castagnini Street 2-4, Calderara di Reno, Bologna 40012, Italy
7.	Bonfiglioli Riduttori S.p.A.	Via Cav. Clementino Bonfiglioli, 1 40012 Calderara di Reno, Bologna, Italy
8.	Bonfiglioli Slovakia s.r.o.	Robotnìcka 2129, 01701 Povazska Bystrica, Slovakia
9.	Bonfiglioli South Africa Pty Ltd.	55 Galaxy Avenue, Linbro Business Park, 2125 Sandton, South Africa
10.	Bonfiglioli South East Asia Pte. Ltd.	8 Boon Lay Way #04-09, 8 Tradehub 21 609964, Singapore
11.	Bonfiglioli Technology Space Private Limited	Featherlite - The Address, 200 Ft Radial Road, Tiruneermalai, Kanchipuram 600 044, Tamil Nadu, India
12.	Bonfiglioli Trading (Shanghai) Co. Ltd	Room A-57, 1/F, Building 3, No.8, Area 3, No.8228 Beiqing Highway, Qingpu District, Shanghai, China
13.	Bonfiglioli Transmission (Aust.) Pty Ltd – Australia	2 Cox Place, Glendenning New South Wales 2761, Australia
14.	Bonfiglioli Transmission S.A.S	14, Rue Eugène Pottier Zone Industrielle De Moimont Ii, 95670 Marly La Ville, France
15.	Bonfiglioli (U.K) Ltd	Unit 1 Calver Quay, Calver Road, Warrington, WA2 8UD, United Kingdom
16.	Bonfiglioli U.S.A. Inc.	3541 Hargrave Drive, 41048 Hebron Kentucky, United States of America
17.	Bonfiglioli Vietnam Ltd	Lot C-9D-CN My Phuoc Industrial Park 3 Ben Cat, Thoi Hoa Ward, Ho Chi Minh, Vietnam
18.	O&K Antriebstechnik GmbH	Ruhrallee 8-12, 45525 Hattingen, Germany
19.	Tecnotrans Bonfiglioli SA	Avinguda del Ferrocarril, nº 14 Pol. Ind. Can Estapé 08755 Castellbisbal, Barcelona, Spain

[#] *Bonfiglioli Vectron GmbH is no longer in existence since it was merged with Bonfiglioli Deutschland GmbH with effect from July 1, 2024.*

In relation to the identification of the top five group companies for the disclosure of certain financial information for the preceding three years with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after

tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value, pursuant to the SEBI ICDR Regulations ("**Financial Disclosure Requirement**"), such companies shall be identified based on market capitalisation in case of listed companies or turnover in case of unlisted companies, based on their respective audited financial statements, as applicable. It is clarified that in case any unlisted group company identified basis the abovementioned criterion is not required to prepare audited financial statements under the applicable laws of the relevant jurisdiction of its incorporation, such group company has been excluded for identification of the top five group companies for the purposes of Financial Disclosure Requirement and other unlisted group companies having audited financial statements have been considered for identification of the top five group companies. Accordingly, Bonfiglioli U.S.A. Inc. has not been considered for the analysis of top five group companies as its financials are unaudited, since it is not required to prepare audited financial statements under the applicable laws of the relevant jurisdiction of its incorporation

Accordingly, our Company has identified the following Group Companies i.e., Bonfiglioli Deutschland GmbH, Bonfiglioli Drives (Shanghai) Co. Ltd, Bonfiglioli Riduttori S.p.A, Bonfiglioli Slovakia s.r.o., and Bonfiglioli Vietnam Ltd, as the top five group companies, in accordance with the SEBI ICDR Regulations and certain financial information in relation to each of such Group Companies for the previous three Fiscals, derived from its respective audited financial statements, are hosted on the websites of our Company as mentioned below.

Sr. No.	Name of Group Company	Website
1.	Bonfiglioli Deutschland GmbH	https://www.bonfiglioli.in/Investor_Relations
2.	Bonfiglioli Drives (Shanghai) Co. Ltd	
3.	Bonfiglioli Riduttori S.p.A	
4.	Bonfiglioli Slovakia s.r.o.	
5.	Bonfiglioli Vietnam Ltd	

Our Company is providing link to such website solely to comply with the requirements specified under the SEBI ICDR Regulations. Such financial information/ details of the Group Companies provided on the website do not constitute a part of the Draft Red Herring Prospectus, this Red Herring Prospectus, or the Prospectus an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013 the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. Such information should not be relied upon or used as a basis for any investment decision. Anyone placing reliance on any other source of information, would be doing so at their own risk.

A. Litigation

As on the date of this Red Herring Prospectus, our Group Companies are not party to any outstanding litigation which may have a material impact on our Company.

B. Common pursuits between our Group Companies and our Company

Except Bonfiglioli Technology Space Private Limited, all of our Group Companies operate in the same line of business as our Company, i.e., manufacturing and sales of gearboxes and drive systems, and accordingly, may have common pursuits. However, there are no conflict-of-interest situations between our Company and (i) B.R.T. S.p.A (which does not form a part of the Bonfiglioli Group), and (ii) the remaining Group Companies which are members of the Bonfiglioli Group. We will adopt the necessary procedures and practices as permitted by law and regulatory guidelines to address any conflict situations as and when they arise.

C. Related business transactions within our Group Companies and significance on the financial performance of our Company

Other than the transactions disclosed in "***Summary of Related Party Transactions***" on page 73, there are no other related business transactions between our Group Companies and our Company during the six months ended June 30, 2026 and June 30, 2025, and for the Fiscals 2025, 2024, and 2023.

D. Business interest

Except in the ordinary course of business and as disclosed in "***Summary of Related Party Transactions***" on page 73, our Group Companies have no business interests in our Company.

E. Nature and extent of interest of our Group Companies

In the promotion of our Company

Our Group Companies do not have any interest in the promotion of our Company.

In the properties acquired by us in the preceding three years before filing this Red Herring Prospectus or proposed to be acquired by our Company

Except for the interest held by BDSPL on a leasehold basis in land located at Talegaon, Maharashtra, which our Company proposes to acquire, and wherein our Company has received the requisite approval from Maharashtra Industrial Development Corporation and the process for transfer of the leasehold rights from BDSPL to our Company is currently ongoing, none of our other Group Companies are interested, directly or indirectly, in the properties acquired by our Company in the preceding three years or proposed to be acquired by our Company.

In transactions for acquisition of land, construction of building and supply of machinery, etc.

Other than the transactions disclosed in "***Summary of Related Party Transactions***" and "***History and Certain Corporate Matters - Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, any revaluation of assets, etc., in the last 10 years"*** on pages 73 and 251, respectively, none of our Group Companies are interested, directly or indirectly, in any transactions for acquisition of land, construction of building, supply of machinery, etc., with our Company.

Other Confirmations

None the equity shares of our Group Companies are listed on any stock exchange.

As on date of this Red Herring Prospectus, no debt securities issued by any of our Group Companies are listed on any stock exchange in India or abroad.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorised by our Board pursuant to a resolution passed at its meeting dated February 3, 2026. Our Board has taken on record the authorisation of the Promoter Selling Shareholder to participate in the Offer for Sale pursuant to a resolution passed by the Board on February 3, 2026. Further, our Board has approved the Draft Red Herring Prospectus pursuant to resolution passed at its meeting held on February 9, 2026.

Our Board has approved this Red Herring Prospectus and the Abridged Prospectus pursuant to resolutions passed at its meeting held on October 9, 2026.

The Promoter Selling Shareholder has confirmed and authorized its participation in the Offer for Sale in relation to its Offered Shares, as set out below and disclosed in "***The Offer***" on page 63.

Name of the Promoter Selling Shareholder	Aggregate proceeds from the Offered Shares	Maximum number of Offered Shares	Date of consent letter	Date of board resolution/corporate authorization
Bonfiglioli S.p.A.	[●]	43,239,042	October 6, 2026	October 31, 2025

In-principle listing approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters each dated March 19, 2026.

Prohibition by SEBI, RBI or other Governmental Authorities

Our Company, Promoters (including our Promoter Selling Shareholder), members of our Promoter Group and Directors are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

Directors associated with the securities market

None of our Directors are, in any manner, associated with the securities market and there is no outstanding action initiated by the SEBI against the Directors of our Company in the past five years preceding the date of this Red Herring Prospectus.

Confirmation under the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoters (including our Promoter Selling Shareholder), and members of our Promoter Group, severally and not jointly, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable to each of them, as on the date of this Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible to undertake the Offer in accordance with the eligibility criteria provided in Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- our Company has net tangible assets of at least ₹ 30.00 million, calculated on a restated basis, in each of the preceding three financial years ended December 31, 2025, December 31, 2024, and December 31, 2023;

- our Company has an average operating profit of at least ₹ 150.00 million, calculated on a restated basis, during the preceding three financial years ended December 31, 2025, December 31, 2024, and December 31 2023, with operating profit in each of these preceding three financial years;

- our Company has a net worth of at least ₹ 10.00 million in each of the three preceding financial years ended December 31, 2025, December 31, 2024, and December 31, 2023, calculated on a restated basis; and

- there has been no change of name of our Company at any time during the one year immediately preceding

the date of filing of this Red Herring Prospectus.

Set forth below are details of our Company's net tangible assets, operating profit and net worth, derived from our Restated Financial Information included in this Red Herring Prospectus as at, and for Fiscals 2025, 2024 and 2023.

Particulars	Year ended as on		
	December 31, 2025	December 31, 2024	December 31, 2023
	(*₹ in million, unless otherwise stated*)		
Restated net tangible assets[(1)] (A)	9,473.62	8,157.71	7,530.99
Pre-tax operating profit (excluding other income and finance costs) [(2)]	3,229.47	2,484.45	2,067.92
Net Worth[(3)]	9,929.93	8,609.51	8,013.63

Notes:

1. *Net tangible assets means the sum of all net assets of our Company, excluding intangible assets as defined in Indian Accounting Standard (Ind AS) 38 and deferred tax assets(net) as defined in Ind AS 12 Right-of-use assets and Lease liabilities as defined under Indian accounting standard (Ind AS) 116, Goodwill as defined under Indian accounting standard (Ind AS) 103 as applicable, issued by the Institute of Chartered Accountants of India.*
2. *Pre-tax operating profit has been calculated as profit before tax from continuing operations excluding other income and finance cost.*
3. *Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation, in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations. We have calculated net worth by aggregate value of equity share capital and other equity at the end of the period / year.*

The average of operating profit for Fiscals 2025, 2024, and 2023, of our Company was ₹ 2,593.95 million. For further details, see "***Other Financial Information***" on page 348.

Our Company is in compliance with the following conditions specified in Regulation 5 and 7(1) of the SEBI ICDR Regulations:

- none of our Company, Promoters (including our Promoter Selling Shareholder), Directors and members of our Promoter Group are debarred from accessing the capital markets by SEBI;
- neither our Promoters nor any of our Directors are promoters or directors of companies which are debarred from accessing the capital markets by SEBI;
- none of our Company, Promoters, or Directors have been declared as Wilful Defaulters or Fraudulent Borrowers;
- none of our Promoters or Directors have been declared a fugitive economic offender (in accordance with Section 12 of the Fugitive Economic Offenders Act, 2018);
- as on the date of this Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares;
- the Equity Shares of our Company held by our Promoter Selling Shareholder (including its nominee shareholders), are in dematerialised form;
- Our Company, along with the Registrar to our Company, has entered into tripartite agreements dated October 28, 2025, and November 12, 2025, with NSDL and CDSL, respectively, for dematerialization of the Equity Shares;
- all the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Red Herring Prospectus; and
- there is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance.

The Promoter Selling Shareholder has held the Offered Shares for a period of at least one year prior to the date of filing of the Draft Red Herring Prospectus and is in compliance with Regulation 8 of the SEBI ICDR Regulations and are eligible for being offered in the Offer for Sale.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, AXIS CAPITAL LIMITED, BNP PARIBAS, ICICI SECURITIES LIMITED, AND JEFFERIES INDIA PRIVATE LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS AND THE PROMOTER SELLING SHAREHOLDER WILL BE RESPONSIBLE FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THE DRAFT RED HERRING PROSPECTUS IN RELATION TO ITSELF OR ITS OFFERED SHARES, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE PROMOTER SELLING SHAREHOLDER DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO THE SEBI, A DUE DILIGENCE CERTIFICATE DATED FEBRUARY 9, 2026 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V (FORM A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. THE SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to this Offer have been complied with at the time of filing of this Red Herring Prospectus with the RoC including in terms of Section 32 of the Companies Act. All legal requirements pertaining to this Offer will be complied with at the time of filing of the Prospectus with the RoC including in terms of Sections 26, 32, 33(1) and 33(2) of the Companies Act.

Disclaimer from our Company, the Promoter Selling Shareholder, Directors and Book Running Lead Managers

The Promoter Selling Shareholder, its directors, affiliates, associates, and officers accept no responsibility for any statements made in this Red Herring Prospectus, other than those specifically made or confirmed by the Promoter Selling Shareholder in relation to itself as a Promoter Selling Shareholder and the Offered Shares.

The Book Running Lead Managers accept no responsibility, save to the limited extent as provided in the Offer Agreement and as will be provided for in the Underwriting Agreement to be entered into between the Underwriters, the Promoter Selling Shareholder and our Company.

All information, to the extent required in relation to the Offer, shall be made available by our Company, and the Book Running Lead Managers to the Bidders and the public at large and no selective or additional information would be made available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder and their directors, officers, agents, affiliates, and representatives, Underwriters, the Book Running Lead Managers and their respective directors, partners, designated partners, officers, agents, affiliates, and

representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares.

The Book Running Lead Managers and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, the Promoter Selling Shareholder, our Group Companies, our Promoters, members of the Promoter Group and their directors and officers, group companies, affiliates or associates or third parties (as applicable) in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, its Directors, our Promoters, officers, agents, group companies, affiliates, associates or third parties, (as applicable) for which they have received, and may in the future receive, compensation. As used herein, the term 'affiliate' means any person or entity that controls or is controlled by or is under common control with another person or entity.

Disclaimer in respect of jurisdiction

Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Chennai only.

The Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in equity shares, domestic Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), systemically important non-banking financial companies registered with the RBI or trusts under applicable trust law and who are authorised under their constitution to hold and invest in shares, state industrial development corporations, permitted insurance companies registered with IRDAI, public financial institutions as specified in Section 2(72) of the Companies Act, permitted provident funds with a minimum corpus of ₹ 250 million (subject to applicable law) and Pension Funds (registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable laws, with minimum corpus of ₹ 250 million), National Investment Fund, insurance funds set up and managed by the army and navy or air force of Union of India and insurance funds set up and managed by the Department of Posts, India registered with the Insurance Regulatory and Development Authority of India, multilateral and bilateral development financial institutions and permitted Non-Residents including FPIs and Eligible NRIs, AIFs and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares. This Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Red Herring Prospectus comes is required to inform him or herself about, and to observe, any such restrictions.

Neither the delivery of this Red Herring Prospectus nor the offer of the Offered Shares shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date of this Red Herring Prospectus or that the information contained herein is correct as of any time subsequent to this date.

Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to this Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises this Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India.

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction.

Eligibility and Transfer Restrictions

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any other applicable

law of the United States, and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold (i) within the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A) and referred to in this Red Herring Prospectus as "U.S. QIBs" and, for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Red Herring Prospectus as "QIBs") in transactions exempt from or not subject to the registration requirements of the U.S. Securities Act and (ii) in "offshore transactions" as defined in, and in reliance on, Regulation S and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Until the expiry of 40 days after the commencement of the Offer, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in the Offer) may violate the registration requirements of the U.S. Securities Act unless made pursuant to Rule 144A or another available exemption from the registration requirements of the U.S. Securities Act and in accordance with applicable state securities laws in the United States.

Eligible Investors

The Equity Shares are being offered:

(i) in the United States to investors that are U.S. QIBs, in transactions exempt from or not subject to the registration requirements of the U.S. Securities Act; and

(ii) in "offshore transactions" as defined in, and in reliance on, Regulation S and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

Equity Shares Offered Pursuant to the Offer within the United States

Each purchaser that is acquiring the Equity Shares offered pursuant to the Offer within the United States, by its acceptance of the Draft Red Herring Prospectus, this Red Herring Prospectus, the Prospectus and of the Equity Shares, will be deemed to have acknowledged, represented and warranted to and agreed with our Company, the Promoter Selling Shareholder and the Book Running Lead Managers that it has received a copy of the Draft Red Herring Prospectus, this Red Herring Prospectus, the Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser is authorised to consummate the purchase of the Equity Shares offered pursuant to the Offer in compliance with all applicable laws and regulations;

2. the purchaser acknowledges that the Equity Shares offered pursuant to the Offer have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and accordingly, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act;

3. the purchaser (i) is a U.S. QIB, (ii) is aware that the sale to it is being made in a transaction exempt from or not subject to the registration requirements of the U.S. Securities Act, (iii) that the sellers of the Equity Shares may rely on the exemption from the provisions of section 5 of the U.S. Securities Act provided by Rule 144A and (iv) is acquiring such Equity Shares for its own account or for the account of one or more U.S. QIBs with respect to which it exercises sole investment discretion;

4. the purchaser is not an affiliate of our Company or a person acting on behalf of an affiliate;

5. if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred, only (A) (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a U.S. QIB in a transaction meeting the requirements of Rule 144A, or (ii) in an "offshore transaction" complying with Rule 903 or Rule 904 of Regulation S; and (B) in accordance with all applicable laws, including the state securities laws in the United States.

The purchaser understands that the transfer restrictions will remain in effect until our Company determines, in its sole discretion, to remove them;

6. the Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 under the U.S. Securities Act for resales of any such Equity Shares;

7. the purchaser will not deposit or cause to be deposited such Equity Shares into any depositary receipt facility established or maintained by a depositary bank other than a Rule 144A restricted depositary receipt facility, so long as such Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act;

8. the purchaser agrees that neither the purchaser, nor any of its affiliates (as defined in Rule 405 of the U.S. Securities Act), nor any person acting on behalf of the purchaser or any of its affiliates (as defined in Rule 405 of the U.S. Securities Act), will make any "directed selling efforts" (as defined in Regulation S) in the United States with respect to the Equity Shares or any form of "general solicitation" or "general advertising" (within the meaning of Regulation D under the U.S. Securities Act) in connection with any offer or sale of the Equity Shares;

9. the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless our Company determines otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

   "THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES, EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND APPLICABLE STATE SECURITIES LAW. ACCORDINGLY, THE EQUITY SHARES MAY BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED (1) WITHIN THE UNITED STATES, SOLELY TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A "QUALIFIED INSTITUTIONAL BUYER" AS DEFINED IN RULE 144A UNDER THE U.S. SECURITIES ACT IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A UNDER THE U.S. SECURITIES ACT OR ANOTHER EXEMPTION FROM, OR TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT, OR (2) IN AN "OFFSHORE TRANSACTION" AS DEFINED IN AND IN COMPLIANCE WITH REGULATION S UNDER THE U.S. SECURITIES ACT, AND THE APPLICABLE LAWS OF THE JURISDICTIONS WHERE THOSE OFFERS AND SALES OCCUR."

10. our Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

11. the purchaser acknowledges that our Company, the Promoter Selling Shareholder, the Book Running Lead Managers, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify our Company, the Promoter Selling Shareholder and the Book Running Lead Managers, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

All other Equity Shares Offered and sold in the Offer

Each purchaser that is acquiring the Equity Shares offered pursuant to the Offer outside the United States, by its acceptance of this Red Herring Prospectus and of the Equity Shares offered pursuant to the Offer, will be deemed to have acknowledged, represented and warranted to and agreed with our Company, the Promoter Selling Shareholder and the Book Running Lead Managers that it has received a copy of the Draft Red Herring Prospectus,

this Red Herring Prospectus, the Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1. the purchaser is authorised to consummate the purchase of the Equity Shares offered pursuant to the Offer in compliance with all applicable laws and regulations;

2. the purchaser acknowledges that the Equity Shares offered pursuant to the Offer have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state of or other jurisdiction of the United States and accordingly, may not be offered, resold, pledged or transferred within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act;

3. the purchaser is purchasing the Equity Shares offered pursuant to the Offer in an "offshore transaction" meeting the requirements of Rule 903 of Regulation S;

4. the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Equity Shares offered pursuant to the Offer, was located outside the United States at the time (i) the offer for such Equity Shares was made to it and (ii) when the buy order for such Equity Shares was originated and continues to be located outside the United States and has not purchased such Equity Shares for the account or benefit of any person in the United States or entered into any arrangement for the transfer of such Equity Shares or any economic interest therein to any person in the United States;

5. the purchaser is not an affiliate of our Company or a person acting on behalf of an affiliate;

6. neither the purchaser nor any of its affiliates (as defined in Rule 405 of the U.S. Securities Act), nor any person acting on behalf of the purchaser or any of its affiliates (as defined in Rule 405 of the U.S. Securities Act), is acquiring the Equity Shares as a result of any "directed selling efforts" as defined in Regulation S with respect to the Equity Shares;

7. the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless our Company determine otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

   "THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A UNDER THE U.S. SECURITIES ACT IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A UNDER THE U.S. SECURITIES ACT, OR (2) IN AN "OFFSHORE TRANSACTION" COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES."

8. our Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

9. the purchaser acknowledges that our Company, the Promoter Selling Shareholder, the Book Running Lead Managers, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify our Company, the Promoter Selling Shareholder and the Book Running Lead Managers, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account

1. United Kingdom

No Equity Shares have been offered or will be offered pursuant to the Offer to the public in the United Kingdom prior to the publication of a prospectus in relation to the Equity Shares which has been approved by the Financial Conduct Authority, except that the Equity Shares may be offered to the public in the United Kingdom at any time:

1. to any legal entity which is a qualified investor as defined under Article 2 of the UK Prospectus Regulation;

2. to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the UK Prospectus Regulation), subject to obtaining the prior consent of the BRLMs for any such offer; or

3. in any other circumstances falling within Section 86 of the FSMA,

provided that no such offer of the Equity Shares shall require the Issuer or any BRLMS to publish a prospectus pursuant to Section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation.

For the purposes of this provision, the expression an "offer to the public" in relation to the Equity Shares in the United Kingdom means the communication in any form and by any means of sufficient information on the terms of the offer and any Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Equity Shares and the expression "**UK Prospectus Regulation**" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

2. European Economic Area

In relation to each Member State of the European Economic Area (each a "**Relevant State**"), no Equity Shares have been offered or will be offered pursuant to the Offer to the public in that Relevant State prior to the publication of a prospectus in relation to the Equity Shares which has been approved by the competent authority in that Relevant State or, where appropriate, approved in another Relevant State and notified to the competent authority in that Relevant State, all in accordance with the Prospectus Regulation, except that the Equity Shares may be offered to the public in that Relevant State at any time:

1. to any legal entity which is a qualified investor as defined under Article 2 of the Prospectus Regulation;

2. to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the Prospectus Regulation), subject to obtaining the prior consent of the BRLMs for any such offer; or

3. in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of the Equity Shares shall require the Issuer or any BRLM to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this provision, the expression an "offer to the public" in relation to the Equity Shares in any Relevant State means the communication in any form and by any means of sufficient information on the terms of the offer and any Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Equity Shares, and the expression "**Prospectus Regulation**" means Regulation (EU) 2017/1129, as amended.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any offshore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.]

Disclaimer clause of BSE

As required, a copy of the Draft Red Herring Prospectus has been submitted to BSE. The disclaimer clause as intimated by BSE to our Company, vide its in-principle approval dated March 19, 2026, is as under:

"BSE Limited ("the Exchange") has given vide its letter dated March 19, 2026, permission to this Company to use the Exchange's name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of

deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

(a) *warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or*

(b) *warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or*

(c) *take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.*

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever."

Disclaimer clause of NSE

As required, a copy of the Draft Red Herring Prospectus has been submitted to the NSE. The disclaimer clause as intimated by NSE to our Company, vide its in-principle approval dated March 19, 2026, is as under:

"As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/ 6689 dated March 19, 2026, permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever."

Listing

The Equity Shares offered through this Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Application will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares. BSE will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges are taken within three Working Days from

the Bid/ Offer Closing Date or within such other period as may be prescribed.

If our Company does not Allot the Equity Shares within two Working Days from the Bid/Offer Closing Date or within such timeline as prescribed by SEBI, all amounts received in the Public Offer Accounts will be transferred to the Refund Account and it shall be utilised to repay, without interest, all monies received from Bidders, failing which interest shall be due to be paid to the Bidders as prescribed under applicable law.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of this Red Herring Prospectus in accordance with applicable law. If such money is not repaid within the prescribed time, then our Company and every officer in default shall be liable to repay the money, with interest, as prescribed under applicable law. Any expense incurred by our Company on behalf of the Promoter Selling Shareholder with regard to interest on such refunds will be reimbursed by the Promoter Selling Shareholder as agreed among our Company and the Promoter Selling Shareholder, in proportion to the Offered Shares. For the avoidance of doubt, subject to applicable law, the Promoter Selling Shareholder shall not be responsible to pay and/or reimburse any

expenses towards refund or any interest thereon for any delay, unless such failure or default or delay, as the case may be, is by, and is directly attributable to, an act or omission, of the Promoter Selling Shareholder and such liability shall be limited to the extent of its Offered Shares.

Consents

Consents in writing of: (a) our Directors, our Company Secretary and Compliance Officer, Promoter Selling Shareholder, banker(s) to the Company, legal counsels to our Company, the Book Running Lead Managers, the Registrar to the Offer, Syndicate Members, the Public Offer Account Bank(s)/ Escrow Collection Bank(s)/ Refund Bank(s), Sponsor Banks to act in their respective capacities, have been obtained and such consents, which have been obtained under (a) above, have not been withdrawn up to the time of delivery of this Red Herring Prospectus.

Experts to the Offer

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

(i) Our Company has received written consent dated October 9, 2026 from S.R. Batliboi & Associates LLP, Chartered Accountants, to include their name as required under section 26(1) of the Companies Act read with the SEBI ICDR Regulations in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act to the extent and in their capacity as Statutory Auditors, and in respect of (i) their examination report dated September 29, 2026 on our Restated Financial Information; and (ii) their report dated September 29, 2026, on the Statement of Special Tax Benefits in this Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

(ii) Our Company has received written consent dated October 9, 2026 from J.C. Bhalla & Co, Chartered Accountants, to include their name as required under section 26(5) of the Companies Act read with the SEBI ICDR Regulations in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act to the extent and in their capacity as the Independent Chartered Accountant, in respect of their certificates in connection with the Offer and details derived therefrom as included in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

(iii) Our Company has received a written consent dated September 30, 2026 from Prabhakar Prabhu, Independent Chartered Engineer to include his name as an "expert" as defined under section 2(38) and 26(5) of the Companies Act to the extent and in his capacity as the independent chartered engineer and in respect of the certificate issued by him and details derived therefrom as included in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

(iv) Our Company has received a written consent dated October 9, 2026, from Pramod S, Company Secretary, bearing membership number 8081/2026, to include his name as an "expert" as defined under section 2(38) and 26(5) of the Companies Act to the extent and in his capacity as the practising company secretary and in respect of the certificate issued by him and details derived there from as included in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Particulars regarding public or rights issues by our Company during the last five years

Our Company has not made any public or rights issue during the last five years, preceding the date of this Red Herring Prospectus.

Commission and brokerage paid on previous issues of the Equity Shares in the last five years

Since this is the initial public offering of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure public subscription for any of our Equity Shares in the five years preceding the date of this Red Herring Prospectus.

Particulars regarding capital issues by our Company, listed Group Companies, or associates during the last three years

Except as disclosed in "***Capital Structure – Notes to Capital Structure - Equity Share capital history of our Company***" on page 93, our Company has not made any capital issues during the three years preceding the date of

this Red Herring Prospectus.

Performance vis-à-vis objects – public/ rights issue of our Company

Our Company has not undertaken a public or rights issue (as defined under the SEBI ICDR Regulations) in the five years preceding the date of this Red Herring Prospectus.

Performance vis-à-vis objects – public/ rights issue of the listed Promoter of our Company

As on date of this Red Herring Prospectus, our Corporate Promoters are not listed on any stock exchange.

[The remainder of this page is intentionally left blank]

Price information of past issues handled by the Book Running Lead Managers

AXIS CAPITAL LIMITED

1. *Price information of past issues (during the current financial year and two financial years preceding the current financial year) handled by Axis Capital Limited.*

Sr. No.	Issue name	Issue Size (₹ million)	Issue price (₹)	Listing Date	Opening price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing
1.	Moneyview Limited	10,916.80	34.00	October 1, 2026	55.00	-	-	-
2.	National Stock Exchange of India Limited(2)*	225,627.10	1,785.00	September 24, 2026	1,800.00	-	-	-
3.	Rentomojo Limited(1)@	12,555.67	404.00	September 17, 2026	482.45	-		
4.	Manipal Payment and Identity Solutions Limited(1)	8,050.00	339.00	September 17, 2026	330.00		-	-
5.	Purple Style Labs Limited(1)	6,800.00	575.00	September 7, 2026	535.00	-	-	-
6.	Horizon Industrial Parks Limited (1)$$	26,000.00	60.00	August 24, 2026	60.25	+12.07%, [-3.67%]	-	-
7.	Shiprocket Limited(1)%	16,174.85	97.00	August 19, 2026	131.00	+24.67%, [-3.35%]	-	-
8.	Milky Mist Dairy Food Limited(1)$	15,530.00	140.00	August 18, 2026	165.00	+97.31%, [-3.86%]	-	-
9.	Dhoot Transmission Limited(1)%%	30,668.85	871.00	August 17, 2026	1200.00	+78.63%, [-4.81%]	-	-
10.	Manipal Health Enterprises Limited(1)^^	92,752.16	590.00	August 5, 2026	652.00	+23.05%, [-3.05%]	-	-

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

(1)NSE as Designated Stock Exchange

(2)BSE as Designated Stock Exchange

@ Offer Price was ₹ 384.00 per equity share to eligible employees

** Offer Price was ₹ 1,615.00 per equity share to eligible employees*

@@ Offer Price was ₹ 440.00 per equity share to eligible employees

^^ Offer Price was ₹ 534.00 per equity share to eligible employees

%% Offer Price was ₹ 791.00 per equity share to eligible employees

$ Offer Price was ₹127.00 per equity share to eligible employees

% Offer Price was ₹ 88.00 per equity share to eligible employees

$$ Offer Price was ₹55.00 per equity share to eligible employees

Notes:

a. Issue size derived from Prospectus/final post issue reports, as available.

b. The CNX NIFTY or S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.

c. Price on NSE or BSE is considered for all of the above calculations as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.

d. In case 30th/90th/180th day is not a trading day, closing price of the previous trading day has been considered.

e. *Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.*

2. *Summary statement of price information of past issues (during the current financial year and two financial years preceding the current financial year) handled by Axis Capital Limited:*

Financial Year	Total no. of IPOs	Total funds raised (` Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25% - 50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2026-2027*	13	587,649.79	-	-	3	3	1	2	-	-	-	-	-	-
2025-2026	25	1,003,425.37	-	1	6	1	6	11	-	1	8	8	3	5
2024-2025	20	445,928.65	-	1	2	7	6	4	-	3	3	9	1	4

** The information is as on the date of the document.*
The information for each of the financial years is based on issues listed during such financial year.
Note:
1. Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for the same is not available.

BNP PARIBAS

1. Price information of past issues (during the current financial year and two financial years preceding the current financial year) handled by BNP Paribas.

Sr. No.	Issue Name	Issue Size (₹ million)	Issue Price (₹)	Listing Date	Opening Price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Clean Max Enviro Energy Solutions Limited^	30,838.26	1,053.00(1)	March 2, 2026	960.00	-26.90% [-10.19%]	5.40% [-5.30%]	46.93% [-2.78%]
2.	ICICI Prudential Asset Management Company Limited^	106,026.50	2,165.00	December 19, 2025	2,600.00	35.59% [-1.05%]	39.49% [-8.43%]	49.90% [-7.61%]
3.	Canara HSBC Life Insurance Company Limited^	25,159.50	106.00(2)	October 17, 2025	106.00	13.50% [0.78%]	34.92% [-0.17%]	36.73% [-7.26%]
4.	Tata Capital Limited^	155,118.70	326.00	October 13, 2025	330.00	-0.11% [1.85%]	10.43% [1.81%]	0.18% [-4.66%]
5.	HDB Financial Services Limited^	125,000.00	740.00	July 2, 2025	835.00	2.51% [-2.69%]	1.10% [-3.22%]	2.49% [2.31%]
6.	Aegis Vopak Terminals Limited^^	28,000.00	235.00	June 2, 2025	220.00	3.74% [2.86%]	5.09% [-1.92%]	10.89% [5.32%]
7.	Carraro India Limited^	12,500.00	704.00	December 30, 2024	651.00	-27.73% [-2.91%]	-56.10% [-0.53%]	-38.17% [8.43%]

Source: www.nseindia.com; www.bseindia.com
Notes:

Benchmark index taken as NIFTY 50 for ICICI Prudential Asset Management Company Limited, Canara HSBC Life Insurance Company Limited, Tata Capital Limited, HDB Financial Services Limited, Aegis Vopak Terminals Limited, Carraro India Limited, Fedbank Financial Services Limited and TVS Supply Chain Solutions, and BSE SENSEX for DOMS Industries Limited.

1. A discount of Rs. 10 per equity share was offered to eligible employees bidding in the employee reservation portion.
2. A discount of Rs. 75 per equity share was offered to eligible employees bidding in the employee reservation portion.
3. A discount of Rs. 10 per equity share was offered to eligible employees bidding in the employee reservation portion.

2. Summary statement of price information of past issues (during the current financial year and two financial years preceding the current financial year) handled by BNP Paribas

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2026-27*	0	-	-	-	-	-	-	-	-	-	-	-	-	-
2025-26	6	470,142.96	-	1	1	-	1	3	-	-	-	-	2	3
2024-25	1	12,500.00	-	1	-	-	-	-	-	1	-	-	-	-

** The information is as on the date of the document*

Notes:

1. Date of listing used to determine which financial year that particular issue falls.

ICICI SECURITIES LIMITED

Price information of past issues (during the current financial year and two financial years preceding the current financial year) handled by ICICI Securities Limited.

Sr. No.	Issue name	Issue Size (₹ million)	Issue price (₹)	Listing Date	Opening price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing
1.	Laser Power & Infra Limited^^	7,420.00	214.00	July 16, 2026	250.00	+41.54% [+1.22%]	NA*	NA*
2.	SBI Funds Management Limited^^	97,953.21	574.00(1)	July 21, 2026	613.30	-3.49% [-0.45%]	NA*	NA*
3.	INDO-MIM Limited^^	38,121.15	485.00(2)	July 30, 2026	700.00	+78.89% [-0.58%]	NA*	NA*
4.	Juniper Green Energy Limited^^	18,000.00	225.00(3)	August 06, 2026	245.00	+17.82% [-3.00%]	NA*	NA*
5.	Tempsens Instruments (India) Limited^^	6,500.00	300.00	August 28, 2026	634.00	+77.02% [-4.28%]	NA*	NA*
6.	Manipal Payment and Identity Solutions Limited^^	8,050.00	339.00	September 17, 2026	330.00	NA*	NA*	NA*
7.	Karamtara Engineering Limited^^	8,750.00	254.00	September 17, 2026	320.00	NA*	NA*	NA*
8.	Hero Motors Limited^	10,000.00	84.00	September 23, 2026	82.10	NA*	NA*	NA*
9.	National Stock Exchange of India Ltd^	2,25,615.74	1,785.00(4)	September 24, 2026	1,800.00	NA*	NA*	NA*
10.	Runwal Enterprises Limited^^	5,000.00	305.00(5)	October 05, 2026	305.00	NA*	NA*	NA*

** Data not available*

^BSE as designated stock exchange

^^NSE as designated stock exchange

(1) Discount of Rs. 54 per equity share offered to eligible employees. All calculations are based on Issue price 574.00 per equity share
(2) Discount of Rs. 45 per equity share offered to eligible employees. All calculations are based on Issue price of 485.00 per equity share
(3) Discount of Rs. 21 per equity share offered to eligible employees. All calculations are based on Issue price of 225.00 per equity share
(4) Discount of Rs. 170 per equity share offered to eligible employees. All calculations are based on Issue price of 1,785.00 per equity share
(5) Discount of Rs. 14 per equity share offered to eligible employees. All calculations are based on Issue price of 305.00 per equity share

Summary statement of price information of past issues (during the current financial year and two financial years preceding the current financial year) handled by ICICI *Securities Limited*

Financial Year*	Total no. of IPOs	Total funds raised (₹ Millions)	Nos. of IPOs trading at discount as on 30th calendar days from listing date			Nos. of IPOs trading at premium as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2026-27*	13	4,51,543.01	-	-	2	2	1	3	-	-	-	-	1	-
2025-26	22	5,70,175.06	-	-	11	3	2	6	-	3	5	8	1	5
2024-25	23	6,47,643.15	-	-	5	4	8	6	-	3	5	6	4	5

** This data covers issues up to YTD*

Notes:

1. *Data is sourced either from www.nseindia.com or www.bseindia.com, as per the designated stock exchange disclosed by the respective Issuer Company.*
2. *Similarly, benchmark index considered is "NIFTY 50" where NSE is the designated stock exchange and "S&P BSE SENSEX" where BSE is the designated stock exchange, as disclosed by the respective Issuer Company.*
3. *30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the previous trading day.*

JEFFERIES INDIA PRIVATE LIMITED

Price information of past issues (during the current financial year and two financial years preceding the current financial year) handled by Jefferies India Private Limited.

Sr. No.	Issue name	Issue Size (₹ million)	Issue price (₹)	Listing Date	Opening price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing
1.	Runwal Enterprises Limited^^	5,000.00	305.00(1)	October 5, 2026	305.00	NA	NA	NA
2.	Dhoot Transmission Limited^^	30,668.85	871.00(2)	August 17, 2026	1,200.00	+78.63% [-4.81%]	NA	NA
3.	Molbio Diagnostics Limited^	9,396.96	807.00(3)	August 17, 2026	980.00	+68.70% [-4.79%]	NA	NA
4.	Manipal Health Enterprises Limited^^	92,752.16	590.00(4)	August 5, 2026	652.00	+23.05% [-3.05%]	NA	NA
5.	SBI Funds Management Limited^^	97,953.21	574.00(5)	July 21, 2026	613.30	-3.49% [-0.45%]	NA	NA
6.	Turtlemint Fintech Solutions Limited^^	8,826.70	152.00	June 29, 2026	134.90	-19.84% [+0.16%]	-42.61% [-3.36%]	NA

Sr. No.	Issue name	Issue Size (₹ million)	Issue price (₹)	Listing Date	Opening price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing
7.	Emmvee Photovoltaic Power Limited^^	29,000.00	217.00	November 18, 2025	217.00	-18.14% [-0.35%]	-3.09% [-1.69%]	+18.89% [-8.75%]
8.	Pine Labs Limited^^	38,999.08	221.00(6)	November 14, 2025	242.00	+7.30% [+0.53%]	-5.54% [+0.17%]	-14.93% [-9.77%]
9.	WeWork India Management Limited^^	29,996.43	648.00(7)	October 10, 2025	650.00	-2.48% [+0.82%]	-4.21% [+3.38%]	-30.18% [-8.55%]
10.	JSW Cement Limited^^	36,000.00	147.00	August 14, 2025	153.50	+1.17% [+1.96%]	-16.64% [+4.32%]	-16.03% [+5.02%]

NA- Not Applicable, as the relevant period is not completed.
Data Restricted to last 10 equity initial public issues.
^^NSE as designated stock exchange
^ BSE as designated stock exchange

1. *A discount of ₹ 14 per equity share was offered to eligible employees bidding in the employee reservation portion.*
2. *A discount of ₹ 80 per equity share was offered to eligible employees bidding in the employee reservation portion.*
3. *A discount of ₹ 76 per equity share was offered to eligible employees bidding in the employee reservation portion.*
4. *A discount of ₹ 56 per equity share was offered to eligible employees bidding in the employee reservation portion.*
5. *A discount of ₹ 54 per equity share was offered to eligible employees bidding in the employee reservation portion.*
6. *A discount of ₹ 21 per equity share was offered to eligible employees bidding in the employee reservation portion.*
7. *A discount of ₹ 60 per equity share was offered to eligible employees bidding in the employee reservation portion.*

Summary statement of price information of past issues (during the current financial year and two financial years preceding the current financial year) handled by Jefferies India Private Limited

Financial Year	Total no. of IPOs	Total funds raised (₹ Millions)	Nos. of IPOs trading at discount as on 30th calendar days from listing date			Nos. of IPOs trading at premium as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2026 – 2027*	6	244,597.88	-	-	2	2	-	1	-	-	-	-	-	-
2025 – 2026	7	308,495.51	-	-	2	-	-	5	-	1	2	1	-	3
2024 – 2025	10	432,557.24	-	-	-	2	6	2	-	-	2	3	4	1

** This data covers issues up to YTD*
Notes:

1. *Data is sourced either from www.nseindia.com or www.bseindia.com, as per the designated stock exchange disclosed by the respective Issuer Company.*
2. *Similarly, benchmark index considered is "NIFTY 50" where NSE is the designated stock exchange and "S&P BSE SENSEX" where BSE is the designated stock exchange, as disclosed by the respective Issuer Company.*
3. *30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the previous trading day.*
4. *The information for each of the financial years is based on issues listed during such financial year.*

Track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, as specified in circular reference CIR/MIRSD/1/2012 dated January 10, 2012, issued by SEBI, please see the websites of the BRLMs, as set forth in the table below:

S. No	Name of the BRLM	Website
1.	Axis Capital	www.axiscapital.co.in
2.	BNPP	www.bnpparibas.co.in
3.	ICICI	www.icicisecurities.com
4.	Jefferies	www.jefferies.com

For further details in relation to the BRLMs, see "***General Information – Book Running Lead Managers***" on page 86.

Stock market data of Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Red Herring Prospectus and accordingly, no stock market data is available for the Equity Shares.

Mechanism for redressal of investor grievances

The Registrar Agreement provides for the retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, subject to agreement with our Company for storage of such records for a longer period, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

Bidders may contact our Company Secretary and Compliance Officer and/or the Registrar to the Offer in case of

any pre-Offer or post-Offer related problems such as non-receipt of Allotment Advice, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, investors may also write to the

BRLMs.

All grievances in relation to the Bidding process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, PAN, UPI ID, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder. Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer.

All grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the BRLMs where the Bid cum Application Form was submitted by the Anchor Investor.

In terms of SEBI ICDR Master Circular and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated in the manner specified in the SEBI ICDR Master Circular in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application in the following manner:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled/withdrawn/deleted	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation/withdrawal/deletion is

Scenario	Compensation amount	Compensation period
applications		placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original Bid Amount 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non-Allotted/partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there is a delay in redressal of the investor grievance, the BRLMs shall compensate the investors at the rate higher of ₹ 100 or 15% per annum of the application amount. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated by the intermediary responsible for causing such delay in unblocking in accordance with applicable law. Further, investors shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Further, in terms of SEBI ICDR Master Circular, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

Our Company, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

For grievance redressal contact details of the BRLMs pursuant to the SEBI ICDR Master Circular, see "***Offer Procedure – General Instructions***" on page 454.

Disposal of Investor grievances by our Company

Our Company has obtained authentication on the SEBI SCORES platform in compliance with the SEBI Circular SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023, in relation to redressal of investor grievances through SCORES.

Our Company has not received any investor grievances in the last three Fiscals prior to the filing of this Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of filing of this Red Herring Prospectus.

Our Company estimates that the average time required by our Company or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances shall be ten Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

The Promoter Selling Shareholder has authorized the Company Secretary and the Compliance Officer of our Company and the Registrar to the Offer to redress investor grievances, if any, in relation to itself and the Offered Shares.

Our Company has appointed Sunil Kumar, as the Company Secretary and Compliance Officer for the Offer and he may be contacted in case of any pre-Offer or post-Offer related problems. For details, see "***General Information***" on page 84.

Investors can also contact the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc.

Our Company has also constituted a Stakeholders' Relationship Committee to review and redress shareholder and investor grievances. For details, see "***Our Management – Committees of our Board – Stakeholders' Relationship Committee***" on page 266.

Exemption from complying with any provisions of securities laws, if any, granted by the SEBI

Our Company has not sought any exemption from the SEBI from complying with any provisions of securities laws, as on the date of this Red Herring Prospectus.

SECTION VII: OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered and Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, the SCRA, the SCRR, the SEBI Listing Regulations, the MoA, the AoA, the terms of this Red Herring Prospectus and the Prospectus, the Abridged Prospectus, Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the offer for sale and listing and trading of securities, issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RoC, the RBI and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, the Stock Exchanges, the RoC, the RBI and/or any other governmental, statutory or regulatory authorities while granting approval for the Offer, to the extent and for such time as these continue to be applicable.

The Offer

The Offer comprises of an Offer for Sale by the Promoter Selling Shareholder. Expenses for the Offer shall be shared amongst our Company and the Promoter Selling Shareholder in the manner specified in "***Objects of the Offer – Offer-related Expenses***" on page 106.

Ranking of the Equity Shares

The Equity Shares being offered and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, SCRA, SCRR, MoA and AoA, and will rank *pari passu* in all respects with the existing Equity Shares of our Company, including rights in respect of dividends, voting and other corporate benefits, if any, declared by our Company after the date of Allotment in accordance with applicable laws. For further details, see "***Main Provisions of Articles of Association***" on page 465.

Mode of payment of dividend

Our Company shall pay dividends, if declared, to the Shareholders, as per the provisions of the Companies Act, our MoA, AoA, the SEBI Listing Regulations and other applicable laws including guidelines or directives that may be issued by the GoI in this respect or any other applicable law. All dividends, if any, declared by our Company after the date of Allotment in this Offer (including pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Allottees who have been Allotted or transferred Equity Shares in the Offer, for the entire year, in accordance with applicable law. For further details in relation to dividends, see "***Dividend Policy***" and "***Main Provisions of Articles of Association***" on pages 280 and 465, respectively.

Face Value, Offer Price, Floor Price and Price Band

The face value of each Equity Share is ₹10. The Floor Price is ₹[●] per Equity Share and the Cap Price is ₹[●] per Equity Share. The Offer Price is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share.

The Price Band and the minimum Bid Lot will be decided by our Company, in consultation with the BRLMs, and will be advertised, at least two Working Days prior to the Bid/ Offer Opening Date, by our Company in all editions of Financial Express (a widely circulated English national daily newspaper) and all editions of Jansatta (a widely circulated Hindi national daily newspaper) and Chennai edition of Makkal Kural (a widely circulated Tamil daily newspaper, Tamil being the regional language of Tamil Nadu, India, where our Registered and Corporate Office is located) and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges. The Offer Price shall be determined by our Company, in consultation with the BRLMs, after the Bid/ Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of the Book Building Process.

At any given point in time, there will be only one denomination for the Equity Shares.

Compliance with disclosure and accounting norms

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

The Offer

Rights of the Shareholders

Subject to applicable laws, rules, regulations and guidelines and the AoA, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive any surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability of their Equity Shares, subject to applicable foreign exchange regulations and other applicable laws including any RBI rules and regulations;; and
- Such other rights, as may be available to a Shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations, the MoA, the AoA and other applicable laws.

For a detailed description of the main provisions of the AoA of our Company relating to voting rights, dividend, forfeiture, lien, transfer, transmission, consolidation or sub-division, see "***Main Provisions of Articles of Association***" on page 465.

Allotment only in dematerialised form

Pursuant to Section 29 of the Companies Act and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations and the SEBI Listing Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges. Hence, the Equity Shares offered through this Offer can be applied for in the dematerialised form only.

In this context, two agreements have been entered into amongst our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated October 28, 2025 amongst our Company, NSDL and the Registrar to the Offer; and
- Tripartite agreement dated November 12, 2025 amongst our Company, CDSL and the Registrar to the Offer.

Market lot and trading lot

Since trading of the Equity Shares on the Stock Exchanges will only be in dematerialised form, the tradable lot is one Equity Share. Allotment in the Offer will be only in dematerialised form in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares of face value of ₹ 10 each to QIBs and RIBs. For NIBs allotment shall not be less than the minimum non-Institutional application size. For further details of the method of Basis of Allotment, see "***Offer Procedure***" on page 441.

Jurisdiction

Exclusive jurisdiction for the purpose of the Offer is with the competent courts/authorities in Chennai, Tamil Nadu, India.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws of the United States and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A) and referred to in this Red Herring Prospectus as "U.S. QIBs"; for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Red Herring Prospectus as "QIBs" in transactions exempt from or not subject to the registration requirements of the U.S. Securities Act and in reliance on Rule 144A and (b) in "offshore transactions" as defined in and in reliance on, Regulation S and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made, by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Joint holders

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

Nomination facility to Bidders

In accordance with Section 72 of the Companies Act, read with the Companies (Share Capital and Debentures) Rules, 2014, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest, to the exclusion of all other persons, unless the nomination is modified or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale, transfer or alienation of Equity Share(s) by the holder of such Equity Share(s). A nomination may be cancelled or modified by nominating any other person in place of the present nominee, by the holder of the Equity Shares who has made the nomination, by giving a notice of such cancellation or variation to our Company in the prescribed form. Fresh nomination can be made only on the prescribed form available on request at our Registered Office and Corporate Office or at the Registrar and Share Transfer Agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon the production of such evidence as may be required by the Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or

b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, interests, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialised form, there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Bidder would prevail. If Bidders want to change their nomination, they are advised to inform their respective Depository Participant.

Bid/ Offer Period

BID/ OFFER OPENS ON	October 15, 2026, Thursday
BID/ OFFER CLOSES ON(1)	October 19, 2026, Monday

(1) UPI mandate end time and date shall be at 5:00 pm on Bid/Offer Closing Date.

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Days and Dates
Bid/ Offer Closing Date	October 19, 2026, Monday
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about October 21, 2026, Wednesday
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about October 22, 2026, Thursday
Credit of Equity Shares to demat accounts of Allottees	On or about October 22, 2026, Thursday
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about October 23, 2026, Friday

**In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/Offer Closing Date till date of actual unblock, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from three Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, the Bidder shall be compensated in the manner specified in the SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs, to the extent applicable.*

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance in accordance with the SEBI ICDR Master Circular.

The above timetable, other than the Bid/Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company, or the Promoter Selling Shareholder or the BRLMs.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within three Working days of Bid/ Offer Closing Date or such period as may be prescribed by SEBI, with reasonable support and co-operation of the Promoter Selling Shareholder, as may be required in respect of its Offered Shares, the timetable may be subject to change due to various factors, such as extension of the Bid/ Offer Period by our Company in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges and delay in respect of final certificates from SCSBs. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Promoter Selling Shareholder confirms that it shall extend reasonable support and co-operation to the Company and the BRLMs, as may be required in relation to their respective Offered Shares, in accordance with applicable law, to facilitate the completion of listing and commencement of trading of Equity Shares on the Stock Exchanges within three Working Days from the Bid/Offer Closing Date or such time as prescribed by SEBI.

The Offer will be made under UPI Phase III on mandatory basis, subject to the timing of the Offer and any circulars, clarification or notification issued by the SEBI from time to time, including the SEBI ICDR Master Circular.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid/ Offer Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Any circulars or notifications from SEBI after the date of this Red Herring Prospectus may result in changes to the abovementioned timelines. Further, the Offer procedure is subject to change basis any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST
Bid/Offer Closing Date*	
Submission of electronic applications (online ASBA through 3-in-1 accounts) for RIIs	Only between 10.00 a.m. and up to 5.00 p.m. IST

Submission of electronic application (bank ASBA through online channels like internet banking, mobile banking and syndicate ASBA applications through UPI as a payment mechanism where Bid Amount is up to ₹500,000)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of electronic applications (syndicate non-retail, non-individual applications of QIBs and NIIs)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of physical applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of physical applications (syndicate non-retail, non-individual applications where Bid Amount is more than ₹500,000)	Only between 10.00 a.m. and up to 12.00 p.m. IST
Revision/cancellation of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Investors categories[#]	Only between 10.00 a.m. and up to 4.00 p.m. IST on Bid/ Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIIs and Eligible Employees Bidding in the Employee Reservation Portion	Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/ Offer Closing Date

[*]*UPI mandate end time shall be 5:00 p.m. on the Bid/ Offer Closing Date*
#QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/withdraw their bids.

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids and the upward revision of Bids by QIBs and Non-Institutional Investors, and

(ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids and the revision of Bids by RIIs and Eligible Employees Bidding in the Employee Reservation Portion.

On the Bid/ Offer Closing Date, extension of time will be granted by the Stock Exchanges only for uploading Bids received by RIIs and Eligible Employees Bidding in the Employee Reservation Portion, after taking into account the total number of Bids received up to closure of timings for acceptance of Bid cum Application Forms as stated herein and as reported by the BRLMs to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/Offer Closing Date by obtaining such information from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLMs and the registrar and share transfer agents on a daily basis, as per the format prescribed in the SEBI ICDR Master Circular.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

It is clarified that Bids shall be processed only after the application monies are blocked in the ASBA Account and Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/ Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid / Offer Closing Date and in any case no later than 1.00 p.m. IST on the Bid/Offer Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time to upload. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids and any revision to Bids will be accepted on the Stock Exchange platform only during Working Days, during the Bid/ Offer Period and revisions shall not be accepted on Saturdays and public holidays. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing. Further, as per letter no. list/SMD/SM/2006 dated July 3, 2006, and letter no. NSE/IPO/25101- 6 dated July 6, 2006, issued by BSE and NSE, respectively, Bids and any revision in Bids shall not be accepted on Saturdays, Sundays and public/bank holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Our Company, in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid/ Offer Period, in accordance with the SEBI ICDR Regulations, provided that the Cap Price will be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price and the Floor Price will not be less than the face value of the Equity Shares. Subject to compliance with the foregoing, the Floor Price may move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

In case of any revision to the Price Band, the Bid/ Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company, in consultation with the BRLMs, may for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of one Working Day, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Offer Period, if applicable, will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable. In case of revision of price band, the Bid lot shall remain the same.

In case of discrepancy in data entered in the electronic book vis-à-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment. The Floor Price shall not be less than the face value of the Equity Shares, which is ₹ 10 each.

Minimum subscription

The requirement of minimum subscription is not applicable to the Offer in accordance with the SEBI ICDR Regulations. In the event our Company does not receive the minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including devolvement of Underwriters, our Company shall within sixty (60) days from the date of the Bid/ Offer Closing Date, or if the subscription level falls below the thresholds mentioned above after the Bid/Offer Closing Date, on account of withdrawal of applications or after technical rejections or any other reason, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being offered under this Red Herring Prospectus, our Company shall refund the entire subscription amount received in accordance with applicable law, including the SEBI ICDR Master Circular. If there is a delay beyond two Working days, our Company, every Director of our Company, who is an officer in default shall pay interest at the rate of 15% per annum, in accordance with the SEBI ICDR Master Circular and the SEBI ICDR Regulations.

Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted will be not less than 1,000, failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) within such timeline as prescribed under applicable laws, our Company and the Promoter Selling Shareholder shall be liable to pay interest on the application money in accordance with applicable laws.

New financial instruments

Our Company is not issuing any new financial instruments through this Offer.

Arrangements for disposal of odd lots

There are no arrangements for disposal of odd lots since our Equity Shares will be traded in dematerialised form only, and the market lot for our Equity Shares will be one Equity Share.

Restrictions, if any, on transfer and transmission of Equity Shares and on their consolidation or splitting

Except for lock-in of the pre-Offer Equity Share capital of our Company, including lock-in of the Promoters' contribution and the Anchor Investor lock-in as provided in "***Capital Structure***" on page 93 and provided under the AoA detailed in "***Main Provisions of Articles of Association***" on page 465, there are no restrictions on transfer and transmission of the Equity Shares, and on their consolidation or splitting.

Option to receive Equity Shares in dematerialized form

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. Bidders will not have the option of being Allotted Equity Shares in physical form. The Equity Shares on Allotment

will be traded only in the dematerialized segment of the Stock Exchanges. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Withdrawal of the Offer

Our Company in consultation with the BRLMs, reserves the right not to proceed with the entire or portion of the Offer for any reason at any time after the Bid/Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer and Price Band advertisement were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank(s), in case of UPI Bidders, to unblock the bank accounts of the ASBA Bidders and the BRLMs shall notify the Escrow Collection Bank to release the Bid Amounts to the Anchor Investors, within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed simultaneously.

Notwithstanding the foregoing, the Offer is also subject to (i) filing of the Prospectus by our Company with the RoC; and (ii) obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within three Working Days of the Bid/Offer Closing Date or such other time period as prescribed under Applicable Law and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. If our Company withdraws the Offer at any stage, including after the Bid/Offer Closing Date and thereafter determines that it will proceed with an issue or offer for sale of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI and the Stock Exchanges. The notice of withdrawal will be issued in the same newspapers where the pre-Offer and Price Band advertisement have appeared, and the Stock Exchanges will also be informed promptly.

OFFER STRUCTURE

The Offer is of up to 43,239,042 Equity Shares of face value of ₹10 each, for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share) aggregating to ₹ [●] million comprising an Offer for Sale by the Promoter Selling Shareholder. The Offer includes an Employee Reservation Portion of up to 50,000 Equity Shares of face value of ₹10 each resulting in Net Offer of [●] Equity Shares of face value of ₹10 each. The Offer and Net Offer shall constitute [●]% and [●]%, respectively of the post-Offer paid-up Equity Share capital of our Company.

In terms of Rule 19(2)(b) of the SCRR, the Offer is being made through the Book Building Process, in compliance with Regulations 6(1) and 31 of the SEBI ICDR Regulations.

Particulars	QIBs[(1)]	Non-Institutional Investors [(1)]	Retail Individual Investors	Eligible Employees[#]
Number of Equity Shares available for Allotment/ allocation[*(2)]	Not more than [●] Equity Shares of face value of ₹ 10 each	Not less than [●] Equity Shares of face value of ₹ 10 each available for allocation or Offer less allocation to QIB Bidders and RIIs.	Not less than [●] Equity Shares of face value of ₹ 10 each available for allocation or Offer less allocation to QIB Bidders and NIIs.	Not less than [●] Equity Shares bearing face value of ₹ 10 each.
Percentage of Offer size available for Allotment/ allocation	Not more than 50% of the Net Offer shall be available for allocation to QIBs. However, up to 5% of the Net QIB Portion shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance Net QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be available for allocation to the Net QIB Portion.	Not less than 15% of the Net Offer or the Offer less allocation to QIBs and RIIs, subject to the following: (a) one-third of the portion available to NIIs shall be reserved for bidders with an application size of more than ₹200,000 and up to ₹1,000,000; and (b) two-third of the portion available to NIIs shall be reserved for bidders with application size of more than ₹1,000,000. provided that the unsubscribed portion in either of the sub-categories specified above may be allocated to Bidders in the other sub-category of NIIs subject to valid Bids being received at or above the Offer Price.	Not less than 35% of the Net Offer or Offer less allocation to QIBs and NIIs will be available for allocation.	[●]% of the post-Offer paid-up equity share capital of our Company.

Particulars	QIBs[(1)]	Non-Institutional Investors [(1)]	Retail Individual Investors	Eligible Employees[#]
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) [●] Equity Shares of face value of ₹ 10 each shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) [●] Equity Shares of face value of ₹ 10 each shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. (c) up to 60% of the QIB Portion ([●] Equity Shares of face value of ₹ 10 each) may be allocated on a discretionary basis to Anchor Investors of which 40% shall be reserved in the following manner: (i) 33.33% shall be available for allocation to domestic Mutual Funds, and (ii) 6.67% shall be available for Life Insurance Companies and Pension Funds, subject to valid bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in (ii) above, the allocation may be made to domestic Mutual Funds.	The Allotment of Equity Shares to each NII shall not be less than the minimum application size, subject to availability in the Non-Institutional Portion, and the remainder, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in Schedule XIII to the SEBI ICDR Regulations. The Equity Shares available for allocation to Bidders in the Non-Institutional Portion shall be subject to the following: (a) One-third of the Non-Institutional Portion shall be available for allocation to Bidders with an application size more than ₹200,000 up to ₹1,000,000; and (b) Two-thirds of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹1,000,000. Provided that the unsubscribed portion in either of these two sub-categories of Non-Institutional Portion may be allocated to the Bidders in the other sub-category of Non-Institutional Portion in accordance with SEBI ICDR Regulations. The allotment to each NII shall not be less than the Minimum NII Bid Size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis, in accordance with Schedule XIII to the SEBI ICDR Regulations.	Allotment to each RII shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For further details see, "***Offer Procedure***" on page 441.	Proportionate unless the Employee Reservation Portion is undersubscribed, the value of allocation to an Eligible Employee shall not exceed ₹ 200,000 (net of Employee Discount, if any). In the event of undersubscription in the Employee Reservation Portion, the unsubscribed portion may be allocated, on a proportionate basis, to Eligible Employees Bidding in the Employee Reservation Portion for value exceeding ₹ 200,000 (net of Employee Discount, if any), subject to total Allotment to an Eligible Employee not exceeding ₹ 500,000 each (net of Employee Discount, if any).
Minimum Bid	Such number of Equity Shares and in multiples of [●] Equity Shares of face value of ₹ 10 each so that the Bid Amount exceeds ₹200,000	Such number of Equity Shares and in multiples of [●] Equity Shares of face value of ₹ 10each so that the Bid Amount exceeds ₹200,000	[●] Equity Shares of face value of ₹ 10 each and in multiples of [●] Equity Shares of face value of ₹10 each thereafter.	[●] Equity Shares of face value of ₹ 10 each.

Particulars	QIBs[1]	Non-Institutional Investors [1]	Retail Individual Investors	Eligible Employees[#]
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹ 10 each so that the Bid does not exceed the size of the Net Offer, excluding the Anchor Portion, subject to applicable limits to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹ 10 each so that the Bid does not exceed the size of the Net Offer (excluding the QIB Portion), subject to applicable limits to each Bidder	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹ 10 each so that the Bid Amount does not exceed ₹200,000	Such number of Equity Shares in multiples of [●] Equity Shares of face value of ₹ 10 each, so as to ensure that the Bid Amount by each Eligible Employee does not exceed ₹ 500,000 (net of Employee Discount, if any)
Mode of Allotment	Compulsory in dematerialized form			
Bid Lot	[●] Equity Shares of face value of ₹ 10 each and in multiples of [●] Equity Shares of face value of ₹ 10 each thereafter			
Allotment Lot	[•] Equity Shares of face value of ₹10 each and in multiples of [•] Equity Share of face value of ₹ 10 each thereafter for QIBs, RIBs and Eligible Employees. For NIBs allotment shall not be less than the minimum non-institutional application size.			
Trading Lot	One Equity Share of face value of ₹10 each			
Who can apply[3][5][6]	Public financial institutions (as specified in Section 2(72) of the Companies Act), scheduled commercial banks, multilateral and bilateral development financial institutions, mutual funds registered with SEBI, FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, state industrial development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹250.00 million, pension fund with minimum corpus of ₹250.00 million registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the GoI, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the Karta), companies, corporate bodies, scientific institutions, societies, trusts and FPIs who are individuals, corporate bodies, and family offices which are re- categorised as Category II FPIs (as defined in the SEBI FPI Regulations) and registered with SEBI	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the Karta) applying for Equity Shares such that the Bid amount does not exceed ₹200,000 in value.	Eligible Employees
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[4] **In case of all other Bidders**: Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors), or by the Sponsor Bank(s)			

Particulars	QIBs[(1)]	Non-Institutional Investors [(1)]	Retail Individual Investors	Eligible Employees[#]
	through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form			
Mode of Bidding^	Through ASBA process only (excluding the UPI Mechanism) (except in case of Anchor Investors)	Through ASBA process only (including the UPI Mechanism for Bids up to ₹500,000)	Through ASBA process only (including the UPI Mechanism)	

[*] *Assuming full subscription in the Offer.*

[^] *Anchor Investors are not permitted to use the ASBA process. Further, pursuant to the SEBI ICDR Master Circular, SEBI has mandated that ASBA applications in the Offer will be processed only after the Bid Amounts are blocked in the bank accounts of the Bidders. Accordingly, Stock Exchanges shall, for all categories of investors viz. QIBs, NIIs and RIIs and all modes through which the Bid cum Application Forms are processed, accept ASBA Forms in their electronic book building platform only with a mandatory confirmation on the Bid Amounts blocked.*

[#] *Eligible Employees Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹ 500,000 (net of Employee Discount, if any). However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹ 200,000 (net of Employee Discount, if any). In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000, subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹ 500,000 (net of Employee Discount, if any). An Eligible Employee Bidding in the Employee Reservation Portion can also Bid under the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits. Eligible Employee can also apply under Retail Portion. However, Bids by Eligible Employees in the Employee Reservation Portion and in the Non-Institutional Portion shall be treated as multiple Bids, only if Eligible Employee has made an application of more than ₹ 200,000 (net of Employee Discount, if any) in the Employee Reservation Portion. The unsubscribed portion if any, in the Employee Reservation Portion shall be added to the Net Offer. In case of under-subscription in the Net Offer, spill-over to the extent of such under-subscription shall be permitted from the Employee Reservation Portion. For further details, please see "**Terms of the Offer**" on page 429.*

1) *Subject to valid Bids being received at or above the Offer Price. Our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with SEBI ICDR Regulations. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. 33.33% of the Anchor Investor Portion shall be reserved for allocation to domestic Mutual Funds; and 6.67% of the Anchor Investor Portion shall be reserved for Life Insurance Companies and Pension Funds, subject to valid Bids being received from domestic Mutual Funds/Life Insurance Companies/ Pension Funds at or above the price at which Equity Shares are allocated to Anchor Investors in the Offer. Any under-subscription in the reserved category i.e., Life Insurance Companies, and Pension Funds may be allocated to domestic Mutual Funds. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than the Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than the Anchor Investors) in proportion to their Bids. For further details, see "**Offer Procedure**" on page 441. Further, not less than 15% of the Offer shall be available for allocation to NIIs and not less than 35% of the Net Offer shall be available for allocation to RIIs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. The Equity Shares available for allocation to NIIs under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to NIIs shall be reserved for Bidders with an application size of more than ₹200,000 and up to ₹1,000,000, and (ii) two-third of the portion available to NIIs shall be reserved for Bidders with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of NIIs.*
2) *Subject to valid Bids being received at or above the Offer Price. This Offer is being made in accordance with Rule 19(2)(b) of the SCRR and Regulation 6(1) of the SEBI ICDR Regulations.*
3) *In case of joint Bids, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. Further, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids, except as otherwise permitted, in any or all categories.*
4) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-in Date as indicated in the CAN.*
5) *Bids by FPIs with certain structures as described under "**Offer Procedure - Bids by FPIs**" on page 448 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed.*
6) *Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.*

Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, the members of the Syndicate, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire/ subscribe to our Equity Shares.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill- over from any other category or combination of categories,

as applicable, on a proportionate basis at the discretion of our Company in consultation with the BRLMs, and the Designated Stock Exchange, subject to applicable law. Under-subscription, if any, in the QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see "***Terms of the Offer***" on page 429.

Eligible Employees Bidding in the Employee Reservation Portion at a price within the Price Band can make payment based on Bid Amount, at the time of making a Bid. Eligible Employees Bidding in the Employee Reservation Portion at the Cut-Off Price have to ensure payment at the Cap Price, at the time of making a Bid.

OFFER PROCEDURE

*All Bidders should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the "**General Information Document**") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the Abridged Prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer, including in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.*

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of CAN and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) Designated Date; (viii) disposal of applications and electronic registration of Bids; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of the Companies Act, relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism with the ASBA for applications by Retail Individual Investors through intermediaries from January 1, 2019. The UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the prior process and timeline of T+6 days ("**UPI Phase I**"). The UPI Phase I was effective until June 30, 2019.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIIs through Designated Intermediaries (other than SCSBs), the prior process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds was discontinued and only the UPI Mechanism for such Bids with a timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever was later ("**UPI Phase II**"). Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI has increased the UPI limit from ₹ 200,000 to ₹ 500,000 for all the individual investors applying in public issues. All individual Bidders in initial public offerings whose application sizes are up to ₹ 500,000 shall use the UPI Mechanism. Pursuant to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Circular**"), the final reduced timeline of T+3 days for applications by UPI Bidders ("**UPI Phase III**") was made voluntary for public issues opening on or after September 1, 2023, and has been made mandatory for public issues opening on or after December 1, 2023. This Offer will be undertaken pursuant to the processes and procedures under UPI Phase III on mandatory basis, subject to any circulars, clarification or notification issued by the SEBI from time to time.*

The SEBI ICDR Master Circular has consolidated and rescinded the aforementioned circulars, to the extent they relate to the SEBI ICDR Regulations. The SEBI ICDR Master Circular has prescribed certain additional measures for streamlining the process of initial public offers and redressing investor grievances. The provisions of the SEBI ICDR Master Circular are deemed to form part of this Red Herring Prospectus. The SEBI RTA Master Circular has consolidated the aforementioned circulars (excluding SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023) and rescinded these circulars to the extent relevant for the RTAs. Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories). In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in the SEBI RTA Master Circular and the SEBI ICDR Master Circular shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

*SEBI vide its circular no. SEBI/HO/CFD/CFD-TPD-1/P/CIR/2024/5 dated May 24, 2024 ("**AV Circular**") has introduced the disclosure of audiovisual presentation of disclosures made in Offer Documents. Pursuant to the AV Circular, investors are advised not to rely on any other document, content or information provided in respect to the public issue on the internet/online websites/social media platforms/micro-blogging platforms by finfluencers. Further, investors are advised to rely only on the information contained in this Red Herring Prospectus and the pre-Offer and Price Band advertisement for making investment decision.*

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated as per the timelines prescribed under the applicable law. The liability shall be fixed by the intermediaries responsible for such delays and shall bear compensation as per applicable law. The BRLMs shall coordinate with intermediaries and exchanges and report any non-adherence. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Draft Red Herring Prospectus, this Red Herring Prospectus and the Prospectus. The BRLMs shall be the nodal entity for any issues arising out of public issuance process.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations, through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Net Offer shall be available for allocation, on a proportionate basis, to QIBs, provided that our Company in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which 40% shall be reserved in the following manner: (i) 33.33% shall be available for allocation to domestic Mutual Funds and (ii) 6.67% shall be available for Life Insurance Companies and Pension Funds, subject to valid bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in (ii) above, the allocation may be made to domestic Mutual Funds. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill over from the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors in accordance with the SEBI ICDR Regulations, out of which (a) one third of such portion shall be reserved for applicants with application size of more than ₹200,000 and up to ₹1,000,000; and (b) two-third of such portion shall be reserved for applicants with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors; and not less than 35% of the Net Offer shall be available for allocation to RIIs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLMs, and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Offer Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories. Furthermore, up to 50,000 Equity Shares of face value of ₹ 10 each, aggregating up to ₹ [●] million shall be made available for allocation on a proportionate basis only to Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids being received at or above the Offer Price, if any. The Employee Reservation Portion shall not exceed 5% of our post -Offer paid-up equity share capital subject to valid Bids being received at or above the Offer Price.

Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes ("CBDT") notification dated February 13, 2020, read with press release dated June 25, 2021 and September 17, 2021, CBDT circular no.7 of 2022, dated March 30, 2022 and March 28, 2023, and any subsequent press releases in this regard.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID (for UPI Bidders), as applicable, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Phased implementation of Unified Payments Interface ("UPI")

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, *inter alia*, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by UPI Bidders through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. The SEBI in the T+3 Circular, has reduced the time period for listing of equity shares pursuant to a public issue from six Working Days to three Working Days. The timeline was applicable on a voluntary basis for public issues opening on or after September 1, 2023 and has been made applicable on a mandatory basis for public issues opening on or after December 1, 2023. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, an RII had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase became applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever was later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II until further notice. Under this phase, submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds was discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase.

SEBI through its circular SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, prescribed that all individual bidders applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹500,000, shall use UPI. Individual investors bidding under the Non-Institutional Portion bidding for more than ₹200,000 and up to ₹500,000, shall provide their UPI ID in the Bid cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

Phase III: This phase became applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide the T+3 Circular. In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The SEBI ICDR Master Circular, has consolidated and rescinded the aforementioned circulars, including the T+3 Notification, to the extent they relate to the SEBI ICDR Regulations. The Offer shall be undertaken pursuant to the processes and procedures as notified in the SEBI ICDR Master Circular as applicable, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by the SEBI.

The processing fees for applications made by UPI Bidders may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the format as prescribed by SEBI, from time to time, including in compliance with the SEBI RTA Master Circular and the SEBI ICDR Master Circular, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as the Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders.

SEBI has set out specific requirements in the SEBI ICDR Master Circular for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the SEBI ICDR Master Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send short message service ("**SMS**") alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Further, in terms of the SEBI ICDR Master Circular, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the SEBI ICDR Master Circular and NPCI vide circular reference no. NPCI/UPI/OC No. 127/ 2021-22 dated December 9, 2021, inter alia, has enhanced the per transaction limit in UPI from more than ₹200,000 to ₹500,000 for UPI based ASBA in initial public offerings.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post – Offer BRLM will be required to compensate the concerned investor.

Electronic registration of Bids

a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer, subject to applicable laws.

b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids until such time as may be permitted by the Stock Exchanges and as disclosed in this Red Herring Prospectus.

c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given until 5:00 pm IST on the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

d) QIBs and Non-Institutional Investors can neither revise their bids downwards nor cancel/withdraw their bids.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com) at least one day prior to the Bid/ Offer Opening Date. UPI Bidders may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI. Copies of the Anchor Investor Application Form will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process, which shall include the UPI Mechanism in case of UPI Bidders. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

UPI Bidders must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Forms that do not contain the UPI ID are liable to be rejected.

ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in their respective ASBA Accounts, or (ii) the UPI ID, as applicable in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable for rejection.

The ASBA Bidders, including UPI Bidders, shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI ICDR Master Circular.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders, may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs. RIIs authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs (except UPI Bidders).

Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. As specified in the SEBI ICDR Master Circular, the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. This circular shall be applicable for all categories of investors, i.e. RII, QIB, NII and other reserved categories and also for all modes through which the applications are processed. Since the Offer is made under Phase III of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

(i) RIIs and NIIs (other than NIIs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(ii) UPI Bidders may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

(iii) QIBs and NIIs (not using the UPI Mechanism) may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

(iv) ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB or the Sponsor Bank(s), as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked / unblocked including details as prescribed in the SEBI ICDR Master Circular.

For Anchor Investors, the Anchor Investor Application Form will be available at the offices of the BRLMs.

The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors, each resident in India and Eligible NRIs applying on a non-repatriation basis[(1)]	White
Non-Residents including Eligible NRIs, their sub-accounts (other than sub-accounts which are foreign corporates or foreign individuals under the QIB Portion), FPIs or FVCIs registered multilateral and bilateral development financial institutions applying on a repatriation basis.	Blue
Anchor Investors[(2)]	White
Eligible Employees Bidding in the Employee Reservation Portion [(3)]	Pink

* *Excluding electronic Bid cum Application Forms*

Notes:

(1) Electronic Bid cum Application forms and the Abridged Prospectus will also be available for download on the websites of the Stock Exchanges (www.nseindia.com and www.bseindia.com).

(2) Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLMs.

(3) Bid cum Application Forms for Eligible Employees shall be available at the Registered and Corporate Office of the Company.

In case of ASBA forms (except ASBA forms submitted by UPI Bidders), the relevant Designated Intermediaries (other than SCSBs) shall submit/deliver the Bid cum Application Form to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank. Further, SCSBs shall upload the relevant Bid details (including UPI ID in case of ASBA Forms under the UPI Mechanism) in the electronic bidding system of the Stock Exchanges and the Stock Exchanges validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. The Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on application monies blocked. For UPI Bidders, the Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded. The Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders for blocking of funds.

For UPI Bidders, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis through API integration to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate the UPI Bidders in case of failed transactions shall be with the concerned entity (*i.e.*, the Sponsor Bank(s), NPCI or the Bankers to the Offer) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank(s) and the issuer bank. The Sponsor Bank(s) and the Bankers to the Offer shall provide the audit trail to the Book Running Lead Managers for analysing the same and fixing liability.

The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the Book Running Lead Managers in the format and within the timelines as specified under the SEBI UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock including details specified in the SEBI ICDR Master Circular. For all pending UPI Mandate Requests, the Sponsor Bank(s) shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm IST on the Bid/Offer Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. Further, modification/cancellation of Bids (if any) shall be allowed in parallel during the Bid/Offer Period until the Cut-Off Time.

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid/ Offer Opening Date until the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

The processing fees for applications made by the UPI Bidders may be released to the SCSBs only after such SCSBs provide a written confirmation in compliance with the SEBI RTA Master Circular, in a format prescribed by SEBI or applicable law.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any state securities laws of the United States and unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A) and referred to in this Red Herring Prospectus as "U.S. QIBs"; for the avoidance of doubt,

the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Red Herring Prospectus as "QIBs") in transactions exempt from or not subject to the registration requirements of the U.S. Securities Act and in reliance on Rule 144A and (b) in "offshore transactions" as defined in, and in reliance on, Regulation S and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Participation by Promoter and Promoter Group of the Company, the BRLMs and the Syndicate Members and persons related to Promoter/Promoter Group/the BRLMs

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLMs and the Syndicate Members may Bid for Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis or in any other manner as introduced under applicable laws and such subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Neither (i) the BRLMs or any associates of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs other than individuals, corporate bodies and family offices which are associates of the BRLMs) or Pension Funds, with minimum corpus of ₹250 million and registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, and sponsored by entities which are associate of the BRLMs nor; (ii) any person related to the Promoter or Promoter Group shall apply in the Offer under the Anchor Investor Portion.

For the purposes of this section, a QIB who has any of the following rights shall be deemed to be a "person related to the Promoter or Promoter Group": (a) rights under a shareholders' agreement or voting agreement entered into with the Promoter or Promoter Group; (b) veto rights; or (c) right to appoint any nominee director on our Board.

Further, an Anchor Investor shall be deemed to be an associate of the BRLMs, if: (a) either of them controls, directly or indirectly through holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, amongst the Anchor Investor and the BRLMs.

The Promoter Selling Shareholder, except to the extent of its Offered Shares, and the other members of the Promoter Group will not participate in the Offer.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the Book Running Lead Managers, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights except for specialised investment funds which can invest up to 15% of the company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident forms should authorize their respective SCSB or confirm or accept the UPI Mandate Request (in case of RIIs Bidding through the UPI Mechanism) to block their Non- Resident External ("**NRE**") accounts (including UPI ID, if activated), or FCNR Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSB to block their Non- Resident Ordinary ("**NRO**") accounts or confirm or accept the UPI mandate request (in case of UPI Bidders) for the full Bid Amount, at the time of the submission of the Bid cum Application Form. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (White in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (Blue in colour).

NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/ NRO accounts.

For further details of restrictions on investment by NRIs, see "***Restrictions on Foreign Ownership of Indian Securities***" on page 463.

Participation of Eligible NRIs in the Offer shall be subject to the FEMA NDI Rules. In terms of the FEMA Non-debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. The aggregate limit for FPI investments shall be the sectoral cap applicable to our Company. In accordance with the FEMA Non-debt Instruments Rules, the total holding by any person resident outside India (including Eligible NRIs and Overseas Citizen of India (OCIs), on a repatriation basis, shall be less than 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company or shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant issued by an Indian company listed on a recognised stock exchange and the total holdings of all individual persons resident outside India put together shall not exceed 24% of the total paid-up equity capital on a fully diluted basis or shall not exceed 24% of the paid-up value of each series of debentures or preference shares or share warrants.

Bids by HUFs

Bids by Hindu Undivided Families or HUFs should be made, in the individual name of the *Karta*. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals.

Bids by FPIs

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our total paid-up Equity Share capital on a fully diluted basis. Further, in terms of the FEMA NDI Rules, the total holding by each FPI (or an investor group) shall be less than 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis and the aggregate limit for FPI investments shall be sectoral caps applicable to our Company, which is 100% of the total paid-up Equity Share capital of our Company on a fully diluted basis.

In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis the total investment made by the FPI or investor group will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100% under the automatic route).

In terms of the FEMA NDI Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. Bids by FPIs which utilize the multi-investment manager structure, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs may not be treated as multiple Bids. FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents (Blue in colour).

SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for Offer procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to *inter alia* the following conditions:

(a) such offshore derivative instruments are transferred only to persons in accordance with Regulation 21(1) of the SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Participation of FPIs in the Offer shall be subject to the FEMA NDI Rules.

The FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for non-residents. Bids received from FPIs bearing the same PAN shall be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilize the multiple investment manager structure in accordance with the circular bearing reference number SEBI/HO/AFD/AFD-PoD-2/CIR/2024/70 dated May 30, 2024 (such structure referred to as "**MIM Structure**"), provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.

Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilize the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation in the Bid cum Application Forms that the relevant FPIs making multiple Bids utilize the MIM Structure. In the absence of such confirmation from the relevant FPIs, such multiple Bids shall be rejected.

Further, in the following cases, Bids by FPIs shall not be treated as multiple Bids:

- FPIs which utilize the MIM Structure, indicating the name of their respective investment managers in such confirmation;
- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed

by a single investment manager;

- Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- Government and Government related investors registered as Category 1 FPIs; and
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned seven structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN). In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such compliance from the relevant FPIs with the operational guidelines for FPIs and designated Depository participants issued to facilitate implementation of SEBI FPI Regulations, such multiple Bids shall be rejected.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, eligible FPIs, AIFs, Mutual Funds, insurance companies, insurance finds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million and Pension Funds with a minimum corpus of ₹ 250 million, registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013 (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable must be lodged along with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof.

Our Company, in consultation with the BRLMs, in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form.

Bids by SEBI registered VCFs, AIFs and FVCIs

The SEBI FVCI Regulations, *inter alia*, prescribe the investment restrictions on VCFs, and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. The SEBI FVCI Regulations prescribe the investment restrictions on FVCIs.

Accordingly, the holding in any company by any individual VCF or FVCIs registered with SEBI should not exceed 25% of the investible funds of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offering.

Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in an investee company directly or through investment in the units of other AIF. A Category III AIFs cannot invest more than 10% of the investible funds in one investee company directly or through investment in the units of other AIF. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking whose shares are proposed to be listed and at least two-thirds (66.67%) of investible funds should be invested in unlisted equity/equity-linked instruments. Pursuant to the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. Additionally, the VCFs which have not migrated under a new sub-category of AIF called "Migrated VCFs") under the SEBI AIF Regulations by July 19, 2025, the shall be subject to enhanced regulatory reporting (similar to AIFs) and are prohibited from making any new investments or extensions unless they surrender their existing VCF registration. Our Company, the Promoter Selling Shareholder, severally and not jointly, and the Book Running Lead Managers will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, subject to FEMA NDI Rules, VCFs and FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offerings.

Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the FEMA NDI Rules.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with the RBI, certified copies of (i) the certificate of registration issued by the RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. The investment limit for banking companies in any entity, including its group entity, as per the Banking Regulation Act and Master Direction – Reserve Bank of India (Commercial Banks – Undertaking of Financial Services) Directions, 2025, individually cannot exceed 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves as per the latest audited balance sheet or audited/unaudited balance sheet of the latest quarter, whichever is lower. Further, the aggregate equity investments made in all entities, including group entities and overseas investments, shall not exceed 20% of the bank's paid -up share capital and reserves as per the latest audited balance sheet or audited/unaudited balance sheet of the latest quarter, whichever is lower. However, a banking company may hold up to 20% (with or without investment by the bank) in the equity share capital of an entity without the prior approval of the RBI, provided that the bank's Capital to Risk-Weighted Assets Ratio ("**CRAR**") shall not be less than the minimum prescribed capital (including Capital Conversion Buffer) post the investment, and the bank should have reported net profit in each of the preceding two Fiscals. Additionally, the investments held under 'Held for Trading' category shall not require prior approval, subject to the limit stipulated under Section 19(2) of the Banking Regulation Act, 1949.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI ICDR Master Circular. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by Eligible Employees

The Bid must be for a minimum of [●] Equity Shares of face value of ₹ 10 each, and in multiples of [●] Equity Shares of face value of ₹ 10 each, thereafter so as to ensure that the Bid Amount payable by the Eligible Employee does not exceed ₹ 500,000 (net of Employee Discount, if any). The Allotment in the Employee Reservation Portion will be on a proportionate basis. Eligible Employees under the Employee Reservation Portion may Bid at Cut-off Price provided that the Bid does not exceed ₹ 500,000 (net of Employee Discount, if any).

However, Allotments to Eligible Employees in excess of ₹ 200,000 (net of Employee Discount, if any) shall be considered on a proportionate basis, in the event of undersubscription in the Employee Reservation Portion, subject to the total Allotment to an Eligible Employee not exceeding ₹ 500,000 (net of Employee Discount, if any). Subsequent undersubscription, if any, in the Employee Reservation Portion shall be added back to the Net Offer. Eligible Employees Bidding in the Employee Reservation Portion may Bid at the Cut-off Price.

Bids under Employee Reservation Portion by Eligible Employees shall be:

a) Made only in the prescribed Bid cum Application Form or Revision Form (i.e., Pink colour form).

b) The Bidder should be an Eligible Employee as defined. In case of joint bids, the first Bidder shall be an Eligible Employee.

c) Only Eligible Employees would be eligible to apply in the Offer under the Employee Reservation Portion.

d) Only those Bids, which are received at or above the Offer Price, if any would be considered for Allotment under this category.

e) Eligible Employees can apply at Cut-off Price.

f) If the aggregate demand in this category is less than or equal to [●] Equity Shares of face value of ₹ 10 each, at or above the Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand.

g) Eligible Employee Bidding in the Employee Reservation Portion can also Bid under the Net Offer and such Bids will not be treated as multiple Bids subject to applicable limits. Eligible Employee can also apply under Retail Portion. However, Bids by Eligible Employees in the Employee Reservation Portion and in the Non-Institutional Portion shall be treated as multiple Bids, only if Eligible Employee has made an application of more than ₹ 200,000 in the Employee Reservation Portion.

h) Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids in any or all categories.

i) As per the SEBI ICDR Master Circular, Eligible Employees Bidding in the Employee Reservation Portion must also Bid through the UPI mechanism

j) Under-subscription, if any, in the Employee Reservation Portion will be added back to the Net Offer.

In case of under-subscription in the Net Offer, spill over to the extent of under-subscription shall be permitted from the Employee Reservation Portion. If the aggregate demand in this category is greater than [●] Equity Shares of face value of ₹ 10 each, at or above the Offer Price, the allocation shall be made on a proportionate basis. Please note that any individuals who are directors, employees or promoters of (a) the BRLMs, Registrar to the Offer, or the Syndicate Members, or of the (b) 'associate companies' (as defined in the Companies Act 2013, as amended) and 'group companies' of such BRLMs, Registrar to the Offer or Syndicate Members are not eligible to bid in the Employee Reservation Portion.

Bids by Insurance Companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority of India (Actuarial, Finance and Investment Functions of Insurers) Regulations, 2024, ("**IRDAI Investment Regulations**"), based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates.

Insurance companies participating in the Offer are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Provident Funds/Pension Funds

In case of Bids made by provident funds/pension funds with minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under sub-section (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, subject to applicable law, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid, without assigning any reason thereof.

Bids by NBFC-SIs

In case of Bids made by NBFC-SIs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditor, and (iv) such other approval as may be required by the NBFC-SIs, are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for NBFC-SI shall be as prescribed by RBI from time to time.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section, the key terms for participation by Anchor Investors are provided below.

1. Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the Book Running Lead Managers.

2. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 100 million.

3. Out of 40%, (i) 33.33% shall be available for allocation to domestic Mutual Funds, and (ii) 6.67% shall be available for Life Insurance Companies and Pension Funds, subject to valid bids being received from domestic Mutual Funds, Life Insurance Companies and Pension Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in (ii) above, the allocation may be made to domestic Mutual Funds.

4. Bidding for Anchor Investors will open one Working Day before the Bid/Offer Opening Date, and will be completed on the same day.

5. Our Company, in consultation with the BRLMs, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: (a) minimum of two and maximum of 15 Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 2,500,000,000, subject to a minimum allotment of ₹ 50,000,000 per Anchor Investor; and (b) in case of allocation above ₹ 2,500,000,000, a minimum of five such investors and a maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is up to ₹ 2,500,000,000 under the Anchor Investor Portion and an additional 15 Anchor Investors for every additional ₹ 2,500,000,000 or part thereof, will be permitted, subject to minimum allotment of ₹ 50,000,000 per Anchor Investor.

6. Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the Book Running Lead Managers before the Bid/Offer Opening Date, through intimation to the Stock Exchanges.

7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

8. If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, *i.e.*, the Anchor Investor Offer Price.

9. 50% Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining 50% shall be locked-in for a period of 30 days from the date of Allotment.

10. Neither the (a) Book Running Lead Managers (s) or any associate of the Book Running Lead Managers (other than mutual funds sponsored by entities which are associate of the Book Running Lead Managers

or insurance companies promoted by entities which are associate of the Book Running Lead Managers or AIFs sponsored by the entities which are associates of the Book Running Lead Managers or FPIs, other than individuals, corporate bodies and family offices, sponsored by the entities which are associate of the Book Running Lead Managers) or Pension Funds, with minimum corpus of ₹250 million and registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, and sponsored by entities which are associate of the Book Running Lead Managers nor (b) the Promoter, Promoter Group or any person related to the Promoter or members of the Promoter Group shall apply under the Anchor Investors category.

11. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

For more information, please read the General Information Document.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in the Offer.

The information set out above is given for the benefit of the Bidders. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulations, or as will be specified in this Red Herring Prospectus and the Prospectus.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Promoter Selling Shareholder and/or the Book Running Lead Managers are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Draft Red Herring Prospectus or this Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General Instructions

QIBs and Non-Institutional Investors are not allowed to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. RIIs and Eligible Employees Bidding under the Employee Reservation Portion can revise their Bids during the Bid/ Offer Period and withdraw their Bids until Bid/ Offer Closing Date.

***Do's*:**

1. Check if you are eligible to apply as per the terms of this Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

4. Ensure that you (other than in the case of Anchor Investors) have mentioned the correct details of ASBA Account (*i.e.*, bank account number) in the Bid cum Application Form if you are not an UPI Bidder in the Bid cum Application Form and if you are an UPI Bidder ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;

5. UPI Bidders through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;

6. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the relevant Bidding Centre (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the GID;

7. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs;

8. Ensure that you mandatorily have funds equal to or higher than the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to the relevant Designated Intermediaries;

9. If the First Bidder is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have an account with an SCSB and have mentioned the correct bank account number in the Bid cum Application Form (for all ASBA Bidders other than UPI Bidders);

10. Ensure that you request for and receive a stamped acknowledgement counterfoil or acknowledgment specifying the application number as a proof of having accepted Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

11. The ASBA bidders shall ensure that bids above ₹ 500,000, are uploaded only by the SCSBs;

12. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;

13. Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs or the relevant Designated Intermediary, as applicable;

14. UPI Bidders in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID which is UPI 2.0 certified by NPCI to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

15. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

16. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank(s), as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid;

17. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular no. MRD/Dop/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular no. MRD/DoP/SE/Cir- 8 /2006 dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficial owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of

Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

18. Ensure that the Demographic Details are updated, true and correct in all respects;

19. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

20. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

21. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents including a copy of the power of attorney, if applicable, are submitted;

22. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;

23. Since the Allotment will be in demat form only, ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;

24. RIIs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIIs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in the RII's ASBA Account;

25. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank(s) prior to 5:00 p.m. IST on the Bid/ Offer Closing Date;

26. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

27. Bids by Eligible NRIs for a Bid Amount of less than ₹200,000 would be considered under the retail portion for the purposes of allocation and Bids for a Bid Amount exceeding ₹200,000 would be considered under the non-institutional portion for allocation in the Offer;

28. UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorisation of the mandate using his/her UPI PIN, an UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorised the Sponsor Bank(s) to block the Bid Amount mentioned in the Bid Cum Application Form;

29. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in);

30. Bidders (except UPI Bidders) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process. In case of RIIs, once the Sponsor Bank(s) issues the Mandate Request, the RIIs would be required to proceed to authorize the blocking of funds by confirming or accepting the UPI Mandate Request to authorize the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner; and

31. UPI Bidders who have revised their Bids subsequent to making the initial Bid should also approve the revised UPI Mandate Request generated by the Sponsor Bank(s) to authorize blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of Allotment in a timely manner.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid on another Bid cum Application Form after you have submitted a Bid to a Designated Intermediary;

3. Do not Bid for a Bid Amount exceeding ₹200,000 for Bids by Retail Individual Investors and Eligible Employees Bidding under the Employee Reservation Portion and ₹500,000 (net of Employee Discount, if any) for Bids by UPI Bidders;

4. Do not Bid/revise Bid Amount to less than the Floor Price or higher than the Cap Price;

5. Do not submit the ASBA Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centres;

6. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

7. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

8. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

9. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Investors);

10. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

11. Do not submit the Bid for an amount more than funds available in your ASBA account;

12. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;

13. In case of ASBA Bidders, do not submit more than one ASBA Form from an ASBA Account;

14. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA Account or in the case of UPI Bidders, in the UPI linked bank account where funds for making the Bid are available;

15. If you are an UPI Bidder, do not submit more than one Bid cum Application Form for each UPI ID;

16. Anchor Investors should not Bid through the ASBA process;

17. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

18. Do not submit the General Index Register (GIR) number instead of the PAN;

19. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

20. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

21. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

22. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

23. If you are a QIB, do not submit your Bid after 3 p.m. IST on the QIB Bid/Offer Closing Date (for online applications) and after 12:00 p.m. on the Bid/ Offer Closing Date (for physical applications);

24. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of this Red Herring Prospectus;

25. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investors. RIIs can revise or withdraw their Bids on or before the Bid/ Offer Closing Date;

26. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres. If you are UPI Bidder, do not submit the ASBA Form directly with SCSBs;

27. If you are an UPI Bidder which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third party bank account or third party linked bank account UPI ID;

28. Do not Bid if you are an OCB;

29. UPI Bidders using the incorrect UPI handle or using a bank account of an SCSB and/ or mobile applications which is not mentioned in the list provided on the SEBI website is liable to be rejected;

30. Do not submit the Bid cum Application Forms to any non-SCSB bank;

31. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by Retail Individual Investors);

32. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders; and

33. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹500,000.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

For helpline details of the BRLMs pursuant to the SEBI ICDR Master Circular, see "***General Information – Book Running Lead Managers***" on page 86.

Grounds for technical rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

(a) Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

(b) Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

(c) Bids submitted on a plain paper;

(d) Bids submitted by UPI Bidders through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

(e) Bids under the UPI Mechanism submitted by UPI Bidders using third-party bank accounts or using a

third-party linked bank account UPI ID (subject to availability of information regarding third-party account from Sponsor Bank(s));

(f) Anchor Investors should submit Anchor Investor Application Form only to the Book Running Lead Managers;

(g) Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;

(h) ASBA Form by the UPI Bidders using third party bank accounts or using third party linked bank account UPI IDs;

(i) ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

(j) Bids submitted without the signature of the First Bidder or Sole Bidder;

(k) The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

(l) Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

(m) GIR number furnished instead of PAN;

(n) Bids by RIIs with Bid Amount of a value of more than ₹200,000;

(o) Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

(p) Bids accompanied by stock invest, money order, postal order, or cash; and

(q) Bids uploaded by QIBs and by Non-Institutional Investors after 4.00 pm on the Bid/Offer Closing Date and Bids by RIIs uploaded after 5.00 p.m. on the Bid/Offer Closing Date, unless extended by the Stock Exchanges. On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received from RIIs, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

Further, in case of any pre-Offer or post-Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors can reach out to the Company Secretary and Compliance Officer. For further details of the Company Secretary and Compliance Officer, see "***General Information***" and "***Our Management***" on pages 84 and 255, respectively.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular read with SEBI ICDR Master Circular, in case of delays in resolving investor grievances in relation to blocking / unblocking of funds.

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the Book Running Lead Managers and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any Allotment in excess of the Equity Shares offered through the Offer except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated

Stock Exchange. Further, upon oversubscription, an Allotment of not more than 1% of the Offer to public may be made for the purpose of making Allotment in minimum lots.

The Allotment of Equity Shares to Bidders other than to the RIIs, NIIs and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities Allotted shall be rounded off to the nearest integer, subject to minimum Allotment being equal to the minimum application size as determined and disclosed. The Allotment of Equity Shares to Anchor Investors shall be on a discretionary basis.

The Allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to the availability of shares in Retail Portion, and the remaining available shares, if any, shall be allotted on a proportionate basis. Not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors. The Equity Shares available for allocation to Non-Institutional Investors under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Investors shall be reserved for applicants with an application size of more than ₹ 200,000 and up to ₹ 1,000,000, and (ii) two-third of the portion available to Non-Institutional Investors shall be reserved for applicants with an application size of more than ₹ 1,000,000, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors. The allotment to each Non-Institutional Investors shall not be less than the Minimum NII Application Size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares.

The Allotment of Equity Shares to each RII shall not be less than the minimum Bid lot, subject to the availability of shares in RII category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

Payment into Anchor Investor Escrow Accounts

Our Company, in consultation with the BRLMs, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which, the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT) to the Escrow Accounts. For Anchor Investors, the payment instruments for payment into the Anchor Investor Escrow Account should be drawn in favour of:

(a) In case of resident Anchor Investors: "BONFIGLIOLI TRANSMISSIONS LIMITED ANCHOR R ACCOUNT"
(b) In case of Non-Resident Anchor Investors: "BONFIGLIOLI TRANSMISSIONS LIMITED ANCHOR NR ACCOUNT"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Promoter Selling Shareholder, the Syndicate, the Escrow Banks and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre-Offer and Price Band Advertisement

Subject to Section 30 of the Companies Act, our Company shall, after filing this Red Herring Prospectus with the RoC, publish a pre-Offer and Price Band advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of Financial Express (a widely circulated English national daily newspaper) and all editions of Jansatta (a widely circulated Hindi national daily newspaper, and Chennai edition of Makkal Kural (a widely circulated Tamil daily newspaper, Tamil being the regional language of Tamil Nadu, India, where our Registered and Corporate Office is located).

In the pre-Offer and Price Band advertisement, we shall state the floor price or the price band at least two working days before the opening of the Offer. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations, in the same newspapers in which the public announcement under sub-regulation (2) of Regulation 26 was published.

Allotment advertisement

Our Company, the Book Running Lead Managers and the Registrar shall publish an allotment advertisement before commencement of trading, disclosing the date of commencement of trading in all editions of Financial Express (a widely circulated English national daily newspaper), and all editions of Jansatta (a widely circulated Hindi national daily newspaper, and Chennai edition of Makkal Kural (a widely circulated Tamil daily newspaper, Tamil being the regional language of Tamil Nadu, India, where our Registered and Corporate Office is located).

The allotment advertisement shall be uploaded on the websites of our Company, the BRLMs and the Registrar to the Offer, before 9:00 p.m. IST, on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the Equity Shares are proposed to be listed, provided such final listing and trading approval from all the Stock Exchanges is received prior to 9:00 p.m. IST on that day. In an event, if final listing and trading approval from all the Stock Exchanges is received post 9:00 p.m. IST on the date of receipt of the final listing and trading approval from all the Stock Exchanges where the Equity Shares are proposed to be listed, then the allotment advertisement shall be uploaded on the websites of our Company, the BRLMs and the Registrar to the Offer, following the receipt of final listing and trading approval from all the Stock Exchanges.

The information set out above is given for the benefit of the Bidders/applicants. Our Company, the Promoter Selling Shareholder, severally and not jointly and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Signing of the Underwriting Agreement and Filing with the RoC

(a) Our Company, the Promoter Selling Shareholder and the Underwriters intend to enter into an Underwriting Agreement after the finalisation of the Offer Price, but prior to filing of the Prospectus.

(b) After signing the Underwriting Agreement, a Prospectus will be filed with the RoC in accordance with applicable law. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, the Offer size, and underwriting arrangements and will be complete in all material respects.

Depository Arrangements

The Allotment of the Equity Shares in the Offer shall be only in a dematerialised form, (*i.e.*, not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). For more information, see "***Terms of the Offer***" on page 429.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders;
- the complaints shall be redressed by in the investor grievance redressal system to be set up in respect of the Offer, in accordance with applicable law;
- all steps for completion of the necessary formalities for listing and commencement of trading at the all the Stock Exchanges where securities are to be listed shall be taken within such time period as prescribed by the Board and under applicable law;
- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed in this Red Herring Prospectus shall be made available to the Registrar to the Offer by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the unsuccessful Bidder within time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- the Promoter's contribution shall be brought in advance before the Bid/ Offer Opening Date;
- that if our Company does not proceed with the Offer after the Bid/ Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/ Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer and Price Band advertisement were published. The Stock Exchanges shall be informed promptly;
- that if the Offer is withdrawn including after the Bid/ Offer Closing Date, our Company shall be required to file a fresh offer document with SEBI; and

- there shall be no further issue or offer of securities of our Company, whether by way of a bonus issue, preferential allotment, rights issue or in any other manner, during the period commencing from the date of filing the Draft Red Herring Prospectus with the SEBI until the Equity Shares proposed to be transferred pursuant to the Offer have been listed and have commenced trading or until the Bid monies are refunded on account of, *inter alia*, failure to obtain listing approvals in relation to the Offer.

Undertakings by the Promoter Selling Shareholder

The Promoter Selling Shareholder undertakes that:

- its Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations;

- it shall provide reasonable co-operation to our Company in relation to the Offered Shares for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges;

- that it shall provide such reasonable assistance to our Company in redressal of such investor grievances that pertain to the Offered Shares;

- it shall deposit the Offered Shares in an escrow demat account in accordance with the Share Escrow Agreement;

- it is the legal and beneficial owner of the Offered Shares and such Offered Shares shall be transferred in the Offer free from lien, charge and encumbrance; and

- it shall not have recourse to the proceeds of the Offer, which shall be held in escrow in its favour, until the final approval for listing and trading of the Equity Shares from the Stock Exchanges where listing is sought has been received.

Utilisation of Offer Proceeds

Our Company and the Promoter Selling Shareholder, severally and not jointly, specifically confirm that all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act. Our company will not receive any proceeds from the Offer and all the Offer Proceeds will be received by the Promoter Selling Shareholder.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act which is reproduced below:

"*Any person who –*

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act for fraud involving an amount of at least ₹1 million or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years). Further, where the fraud involves an amount less than ₹1.00 million or 1% of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5.00 million or with both.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Foreign investment is permitted (except in the prohibited sectors) in Indian companies, either through the automatic route or the approval route, depending upon the sector in which foreign investment is sought to be made. The RBI and the concerned ministries/ departments are responsible for granting approval for foreign investment.

The Government of India makes policy announcements on FDI through press notes and press releases. The regulatory framework, over a period of time, thus, consists of acts, regulations, press notes, press releases, and clarifications among other amendments. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (formerly known as the Department of Industrial Policy and Promotion), Government of India ("**DPIIT**") issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (the "**FDI Policy**"), which consolidates and supersedes all previous press note, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020.

On October 17, 2019, the Ministry of Finance, Department of Economic Affairs, had notified the FEMA rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in this Offer shall be on the basis of the FEMA rules. Further in terms of Press Note 3 of 2020, dated April 17, 2020 ("**Press Note**"), issued by the DPIIT, the FDI Policy and the FEMA NDI Rules has been amended to state that all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. Further, in accordance with the amendment to the Companies (Share Capital and Debentures) Rules, 2014 vide notification dated May 4, 2022 issued by Ministry of Corporate Affairs, a declaration shall be inserted in the share transfer form stipulating whether government approval shall be required to be obtained under Foreign Exchange Management (Non-debt Instruments) Rules, 2019 prior to transfer of shares, as applicable. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period. Subsequently, vide Press Note No. 2 (2026 Series), dated March 15, 2026 issued by the DPIIT, the Consolidated FDI Policy has been further amended to, *inter alia*, define the expression "beneficial owner" and to provide that prior approval of the Government of India shall be required only where citizen(s) and/ or entity(ies) of a country sharing a land border with India have the ability to, directly or indirectly, individually or cumulatively, independently or collectively, whether acting together or otherwise, hold rights/entitlements more than 10% of the shares, capital or profits of the investor entity which is incorporated or registered in a country other than a country sharing land border with India, or exercise control over such investor entity, or exercise ultimate effective control over the investee entity in any manner. The amendments under Press Note No. 2 (2026 Series) have come into effect as on the date of this Red Herring Prospectus.

In accordance with the FEMA NDI Rules and FDI Policy read with Press Note, 100% foreign direct investment is permitted under the automatic route for companies in the "manufacturing" sector. Further, transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see "***Offer Procedure – Bids by Eligible NRIs***" and "***Offer Procedure – Bids by FPIs***" on page 448.

In accordance with the existing policy of the Government of India, OCBs cannot participate in this Offer.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws of the United States and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold (a) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in and in reliance on Rule 144A) and referred to in this Red Herring Prospectus as "U.S. QIBs"; for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in this Red Herring Prospectus as "QIBs" in transactions exempt from or not subject to the registration requirements of the U.S. Securities Act and in reliance on Rule 144A and (b) in "offshore transactions" as defined in, and in reliance on, Regulation S and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Bidders are advised to make their independent investigations, seek independent legal advice about its ability to participate in the Offer and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII: MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. The Articles of Association of our Company are detailed below. No material clause of the Articles of Association having bearing on the Offer or the disclosures required in this Red Herring Prospectus has been omitted. As on the date of this Red Herring Prospectus, the provisions of the Articles of Association of our Company are in compliance with the Companies Act.

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BONFIGLIOLI TRANSMISSIONS LIMITED

The following regulations comprised in these Articles of Association were adopted pursuant to members' resolution passed at the Extra-Ordinary General Meeting of the Company held on 03.02.2026[4] in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

TABLE 'F' APPLICABILITY

1.	(a)	The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 shall apply to the Company except provisions which are applicable only to a one-person Company, so far as they are applicable to a public company, except so far as they have implied or expressly modified by what is contained in these Articles and as altered or amended from time to time only to the extent of the subject matter of those regulations, not being covered under these Articles of Association.	Table 'F' to apply to the extent they are not inconsistent with the Articles
	(b)	The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by special resolution as prescribed or permitted by the Act, be such as are contained in these Articles.	Company to be governed by these Articles
2.	(i)	In these Articles -	"The Act"
		(a) "the Act" means the Companies Act, 2013, including the rules and regulations framed thereunder, from time to time, and includes any statutory modification(s) or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles including the Rules (as defined hereinafter) and any previous company law, so far as may be applicable.	
		(b) "the Articles" means these articles of association of the Company or as altered from time to time.	"The Articles"
		(c) "the Company" means Bonfiglioli Transmissions Limited and any successor thereof.	"The Company"
		(d) "the Depository" means a depository, as defined in clause (e) of sub-section (1) of Section 2 of the Depositories Act, 1996, and a company	"The Depository"

[4] Articles of Association were adopted pursuant to the resolution passed by the members at the Extra-Ordinary General Meeting of the Company held on 03.02.2026.

formed and registered under the Companies Act, 2013 and which has been granted a certificate of registration under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992.

(e) "the Director" shall means a director appointed to the Board of a company, including alternate Directors, Independent Directors and nominee Directors appointed in accordance with and the provisions of these Articles. — "The Director"

(f) "the Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act. — "The Rules"

(g) "Shares" means the Shares of the Company issued from time to time and carrying the rights as set out in these Articles including preference Shares and the equity Shares; — "The Shares"

(h) "the seal" means the common seal of the Company. — "The Seal"

(ii) Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender. — "Number" and "Gender"

(iii) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act. — Expressions in the Act to bear the same meaning in Articles

Share capital and variation of rights

1. The Authorised Share Capital of the company shall be Shares that amount referred to in Clause V of the memorandum of association. Subject to the provisions of the Act and these Articles, the Shares in the capital of the Company for the time being (including any increased capital of the Company) shall be under the control of the Board who may issue, allot or otherwise dispose of Shares the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par or (subject to the compliance with the provision of Section 53 of the Act) at a discount and at such time as they may from time to time think fit and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares. Provided that the option or right to call of shares shall not be given to any person or persons without the sanction of the Company in the General Meeting. The fully paid shares shall be free from all lien and that in the case of partly paid shares the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares. — Shares under control of Board

1A Subject to the provisions of the Act and these Articles, the Board may issue and allot Shares in the capital of the Company on payment in full or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any Shares which may be so allotted may be issued as fully paid-up Shares or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid- — Board may allot Shares as fully paid-up

up or partly paid-up Shares, as the case may be.

1B Except so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new Shares shall be considered as part of the original capital and shall be subject to the provisions herein contained with reference to the payment of calls, instalments, transfers, transmission, forfeiture, lien, surrender, voting and otherwise. — New capital same as original capital

1C The Company may issue the following kinds of Shares in accordance with these Articles, the Act and other applicable laws: — "Kinds of Share Capital"

(i) equity share capital:
(a) with voting rights; and / or
(b) with differential rights as to dividend, voting or otherwise; and

(ii) Preference share capital

1D Subject to the provisions of the Act, the Company may issue bonus shares to its members out of (i) its free reserves; (ii) the securities premium account; or (iii) the capital redemption reserve account, in any manner as the Board may deem fit.

2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer, or transmission or sub-division, consolidation or renewal of Shares or within such other period as the conditions of issue shall be provided, - — Issue of certificate

(a) one certificate for all his Shares without payment of any charges, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from time to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within three months from the date of allotment, Unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application of registration of transfer, transmission, sub-division. Consolidation or renewal of any of its shares, as the case may be; or

(b) several certificates, each for one or more of his Shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall be under the seal of the Company and shall specify the number and distinctive numbers of Shares to which it relates and the amount paid-up thereon.

(iii) In respect of any Share or Shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such joint holders.

3. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution — Issue of new certificate in place of one defaced, lost or destroyed

of such indemnity as the Company deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees for each certificate as prescribed by the Rules. Provided that no fee shall be charged for issue of new certificates or for registration of transfer, transmission, probate, succession certificate and Letters of administration, Certificate of Death or Marriage, Power of Attorney or similar other document in replacement of those that are old, defaced, or worn out or where there is no further space on the back thereof for endorsement of transfer.

New Share certificates shall also be issued in the event of consolidation or sub-division of Shares of the Company. Every such share certificate shall be issued in the manner prescribed under the Act.

Provided that notwithstanding what is stated above, the Directors shall comply with such Rules or Regulation or requirements of any stock exchange, or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable in this behalf.

The provisions of this Article shall apply mutatis mutandis to debentures of the Company.

3A. (a) Subject to the provisions of the Act, either the Company or the investor may exercise an option to issue (in case of the Company only), deal in, hold the securities (including shares) with a Depository in electronic form and the share certificates in respect thereof shall be dematerialized, in which event, the rights and obligations of the parties concerned and matters connected therewith or incidental thereof shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time or any statutory modification(s) thereto or re-enactment thereof, the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and other Applicable Law.

Dematerialisation of securities

(b) Notwithstanding anything contained in the Act or these Articles, the Board of Directors are empowered without any prior sanction of the members to dematerialize or rematerialize its Securities of the Company and issue / allot fresh securities in dematerialized form. The Board of Directors is also empowered to determine the terms and conditions thereof pursuant to the provisions of the Depositories Act, 1996 and rules framed there under.

(c) Securities in depositories to be in fungible form:

(i) All Securities held by a Depository shall be dematerialized and shall be in fungible form.

(ii) Nothing contained in Sections 89 of the Act shall apply to a Depositor in respect of the Securities held by it on behalf of the Beneficial Owners.

Section 45 of the Act not to apply: Nothing contained in the Act or these Articles regarding the necessity of having distinctive number for Securities issued by the Company shall apply to securities held in a Depository.

3B. (a) Every person subscribing to Securities offered by the Company shall have the option to receive and/or deal-in the security certificates or hold Securities with a Depository.

Option to receive Security certificates or hold Securities with Depository

(b) Where a person opts to hold a Security with a Depository the Company shall intimate such Depository the details of allotment of the Security and on receipt of such information the Depository shall enter in its record the name of the allottees as the Beneficial Owner of such Security(ies).

(c) **Register and Index of beneficial owners**

(i) The Company shall be entitled to keep in any state or any country outside India a branch register and index of beneficial owners residing outside India.

(ii) The Company or an investor may exercise an option to issue, deal in, hold the securities (including Shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialised, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time or any statutory modification thereto or re-enactment thereof.

(iii) The Company shall cause to be kept a register and index of beneficial owners in accordance with all applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996 with details of Shares held in dematerialised forms in any medium as may be permitted by law including in any form of electronic medium.

(iv) Subject to the provisions of any law the Depository shall preserve records and documents for a minimum period of eight years.

Rights of Depositories and Beneficial Owners:

(d) (i) Notwithstanding anything to the contrary contained in the Articles or any other law for the time being in force, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of the Security on behalf of the Beneficial Owner.

(ii) Save as otherwise provided in (i) hereinabove, the Depository as a registered owner shall not have any voting rights or any other rights in respect of Securities held by it.

(iii) Every person holding Securities of the Company and whose name is entered as a Beneficial Owner in the records of the Depository shall be deemed to be a member of the Company. The Beneficial Owner shall be entitled to all the rights and benefits and be subjected to all the liabilities in respect of his Securities held by a Depository.

Every Depository shall furnish to the Company, information regarding the transfer of Securities in the name of the beneficial owners at such interval and in such manner as may be specified by the bye-laws and the Company in that behalf.

Notwithstanding anything in the Act or these Articles to contrary where Securities are held in a Depository the records of beneficial ownership may be served by such Depository on the Company means of electronic mode or by delivery of floppies or discs.

Option to opt out in respect of any security.

(i) If a Beneficial Owner seeks to opt out of a Depository in respect of any Security, the Beneficial Owner shall inform the Depository accordingly.

(ii) The Depository shall on receipt of an intimation as above, make appropriate entries in its records and shall inform the Company.

(e)

(iii) The Company shall within thirty (30) days of the receipt of intimation from the Depository and on fulfilment of such conditions and on payment of such fees as may be specified by these Articles, issue the certificate of securities to the Beneficial Owner of the transferee as the case may be.

3C. Nothing contained in section 56 of the Act, shall apply to transfer of Securities effected by the transferor and the transferee both of whom are entered as Beneficial Owner in the record of the Company. — Section 56 not to apply

4. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these Articles or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder. — Trust not recognised

5. (i) The Company may exercise the powers of paying commissions conferred by sub-section (6) of Section 40 of the Act, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the rules made thereunder. — Power to pay commission and brokerage

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid Shares or partly in the one way and partly in the other.

6. (i) If at any time the share capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may, subject to the provisions of Section 48, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued Shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the Shares of that class. — Variation of members' rights

(ii) To every such separate meeting, the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least five persons in accordance with Section 103 of the Act.

7. The rights conferred upon the holders of the Shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the Shares of that class, be deemed to be varied by the creation or issue of further Shares ranking *pari passu* therewith. — Issue of further Shares not to affect rights of existing members

8. Subject to the provisions of the Act, the Company shall have the power to issue or re-issue preference Shares of one or more classes which are at the option of the Company, liable to be redeemed, or converted to equity Shares, on such terms and conditions and in such manner as — Power to issue redeemable preference Shares

determined by the Company in accordance with the Act.

8A. (1) The Company may, in accordance with the Act and subject to the provision of Section 62 of the Act, issue further Shares to: Further issue of capital

Where it is proposed to increase the subscribed capital of the company by allotment of further Shares either out of the unissued capital or out of the increased Shares capital then;

a. such additional Shares shall be offered to the persons who, at the date of the offer, are holders of the company's equity Shares, in proportion, as near as circumstances admit, to the capital paid up on those Shares at the date.

b. Such offer shall be made by a notice specifying the number of Shares offered and limiting time, not less than thirty days from the date of the offer, and the offer, if not accepted, will be deemed to have been declined.

c. The offer above shall be deemed to include the right exercisable by the person concerned to renounce the Shares offered to them in favour of any other person, and the notice referred to in subclause (b) hereof shall contain a statement of this right. Provided that the Directors may decline, without assigning any reason, to allot any Shares to any person in whose favour any member may renounce the Shares offered to him.

d. After expiry of the time specified in the aforesaid notice or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the Shares offered, the Board of Directors may dispose of such Shares in such manner and to such person(s) as they may think, in their sole discretion, fit.

e. To any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a), either for cash or for a consideration other than cash, wherein, the price of such shares will be in accordance to the applicable laws at the time.

(2) Notwithstanding anything contained in sub-clause (1) thereof, the further Shares aforesaid may be offered to any persons (whether or not those persons include the persons referred to in clause (a) of sub-clause (1) hereof) in any manner whatsoever.

a) If a special resolution to that effect is passed by the company in a general meeting; or

b) Where no such special resolution is passed, if the votes cast (whether by show of hands or by poll as the case may be) in favour of the proposal contained in the resolution moved in the general meeting (including the casting vote, if any, of the Chairman) by the members who being entitled to do so, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the proposal by members, so entitled and voting and the central Government is satisfied, on an application by the Board of Directors in this behalf that the proposal is most beneficial to the company.

(3) Nothing in sub-clause clause (c) of (1) hereof shall be deemed

a) To extend the time within which the offer should be accepted; or

b) To authorise any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the Shares of the renunciation.

(4) Nothing in this Article shall apply to increase the subscribed capital of the company caused by the exercise as an option attached to the debenture issued or loans raised by the company:

a) To convert such debentures or loans into Shares in the company; or

b) to subscribe for Shares in the company (whether such option is conferred in these Articles or otherwise.)

Provided that the terms of issue of such debentures or the terms of such loans include a term providing for such option and such term:

a) Either has been approved by the Central Government before the issue of the debentures or the raising of the loans or is in conformity with Rules, if any, made by that Government in this behalf: and

b) In the case of debentures or loans or other than debentures issued to or loans obtained from the Government or any institution specified by the Central Government on this behalf, has also been approved by a special resolution passed by the company in a general meeting before the issue of a debenture or raising of the loans.

(5) employees under any scheme of employees' stock option subject to special resolution passed by the shareholders of the Company and subject to the rules and such other conditions, as may be prescribed under applicable law; or

(6)

to any persons, if it is authorised by special resolution, whether or not those persons include the persons referred to in clause 1 sub-clause c or clause 5 above either for cash or for a consideration other than cash, at such price as may be determined in compliance with the Act and the rules made thereunder and in accordance with applicable law.

(7) A further issue of Shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act.

The notice referred above shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing shareholders at least three days before the opening of the issue.

8B Any debentures, debenture-stock or other securities may be issued at any discount, premium or otherwise and may be issued on condition that they shall be convertible into Shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of Shares, attending (but not voting) at the general meeting, for appointment of Directors and otherwise Debentures with the right to conversion into or allotment of Shares shall be issued only with the consent of the Company in the general meeting by a special resolution.

Term of issue of debentures

Lien

9. (i) The Company shall have a first and paramount lien— Company's lien on Shares

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all Shares (not being fully paid Shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this clause.

(ii) The Company's lien, if any, on a Share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such Shares and for any money owing to the Company. Unless otherwise agreed, the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien, if any, on such shares/debentures.

(iia) Unless otherwise agreed by the Board, the registration of a transfer of Shares shall operate as a waiver of the Company's lien.

(iib) Notwithstanding anything contained hereinabove, the Company shall have a lien also on fully paid Shares but such lien shall extend only in respect of payment by the Company of excess dividend or interest, as the case may be.

10. The Company may sell, in such manner as the Board thinks fit, any Shares on which the company has a lien: As to enforcing lien by sale

Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

11. (i) To give effect to any such sale, the Board may authorise some person to transfer the Shares sold to the purchaser thereof. Validity of sale

(ii) The purchaser shall be registered as the holder of the Shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the Shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12. (i) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. Application of proceeds of sale

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the Shares before the sale, be paid to the person entitled to the Shares at the date of the sale.

12A In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim. — Outsider's lien not to affect Company's lien

12B The provisions of these Articles shall *mutatis mutandis* apply to any other securities including debentures of the Company. — Provisions to apply to debentures

Calls on Shares

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their Shares (whether on account of the nominal value of the Shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times: — Board may make calls

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable not less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his Shares. — Notice of call

(iia) The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call-in respect of one or more members as the Board may deem appropriate in any circumstances. — Board may extend time for payment

(iii) A call may be revoked or postponed at the discretion of the Board. — Revocation or postponement of call

14. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments. — Call to take effect from date of resolution

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof. — Liability of joint holders of Shares

16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at fifteen per cent per annum or at such lower rate, if any, as the Board may determine. — When interest on call or instalment payable

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on — Sums deemed to be calls

which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18. The Board—

(a) may, if it thinks fit, subject to the provisions of Section 50 of the Act, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any Shares held by him; and — Payment in anticipation of calls may carry interest

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate fixed by the Board, unless the Company in general meeting shall otherwise direct, not exceeding twelve per cent per annum. Nothing contained in this clause shall confer on the member: (a) any right to participate in profits or dividends; or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.

18A If by the conditions of allotment of any Shares, the whole or part of the amount of issue price thereof shall be payable by instalments, then every such instalment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder. — Instalments on Shares to be duly paid

18B All calls shall be made on a uniform basis on all Shares falling under the same class. — Calls on Shares of same class to be on uniform basis

Explanation: Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.

18C Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any Shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any Shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money, shall preclude the forfeiture of such Shares as herein provided. — Partial payment not to preclude forfeiture

18D The provisions of these Articles shall *mutatis mutandis* apply to calls on any other securities including debentures of the Company. — Provisions to apply to debentures

Transfer of Shares

19. (i) The Shares or other interests of any member in the Company shall be freely transferable subject to restrictions set out in these Articles. A common form of transfer shall be used. — Shares to be freely transferable

(ii) The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee. This shall be in writing and all the provisions of the Act, and of any statutory modification thereof for the time being shall be duly complied with in — Instrument of transfer to be executed by transferor and transferee

respect of all transfer of Shares and registration thereof.

(iii) No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney, or similar other documents. — No fee on transfer or transmission

(iv) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

20. The Board may, at their discretion and by giving reasons, decline to register, subject to the right of appeal conferred by the Act decline to register or acknowledge any transfer of Shares — — Board may refuse to register transfer

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve;

(b) any transfer of Shares on which the Company has a lien; or

(c) that the proposed transferee is already a member of the Company, but in such cases the Directors shall within one month from the date on which the instrument of transfer was lodged with the Company, send to the transferee and transferor notice of the refusal to register such transfer provided that registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except when the Company has lien on the shares. Transfer of shares in whatever lot shall not be refused.

21. The Board may decline to recognise any instrument of transfer unless— — Board may decline to recognise instrument of transfer

(a) the instrument of transfer is duly executed, stamped and is in the form as prescribed in Rules made under sub-section (1) of Section 56 and shall be duly complied with in respect of all transfer of shares and registration thereof;

(b) the instrument of transfer is accompanied by the certificate of the Shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of Shares.

22. On giving of previous notice of at least seven days or such lesser period in accordance with the Act, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: — Transfer of Shares when suspended

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

22A The provisions of these Articles shall *mutatis mutandis* apply to the transfer of any other securities including debentures of the Company. — Provision to apply to debentures

Transmission of Shares

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the — Title to Shares on death of a member

company as having any title to his interest in the Shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons. — Estate of deceased member liable

24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either— — Transmission Clause

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. — Right to election of holder of share

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of Shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company: — Claimant to be entitled to same advantage

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

26A The provisions of these Articles shall *mutatis mutandis* apply to the transmission, by operation of law, of debentures of the Company. — Provisions to apply to debentures

Forfeiture of Shares

27. If a member fails to pay any call, or instalment of a call or any money due in respect of any share, either by way of principal or interest, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on them requiring payment of so much of the call or instalment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred — If call or instalment not paid notice must be given

by the Company by reason of non-payment. The Company's right of forfeiture shall extend to a fully paid share for all monies presently payable by member to the Company.

28. The notice aforesaid shall (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and (b) state that, in the event of non-payment on or before the day so named, the Shares in respect of which the call was made shall be liable to be forfeited. Form of notice

29. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. In default of payment of Shares to be forfeited

At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

29A Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his Shares either by way of principal or otherwise, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such Shares as herein provided. Such forfeiture shall include all dividends declared for any other moneys payable in respect of the forfeited Shares and not actually paid before the forfeiture. Receipt of part amount or grant of indulgence not to affect forfeiture

29B When any share shall have been so forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid. Entry of forfeiture in register of members

29C The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved. Effect of forfeiture

30. (i) A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person or otherwise disposed of, on such terms and in such manner as the Board thinks fit. Forfeited Shares may be sold etc.

(ii) At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

31. (i) A person whose Shares have been forfeited shall cease to be a member in respect of the forfeited Shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the Shares. Members still liable to pay money owing at the time of forfeiture

(ii) All such monies payable shall be paid together with interest thereon at fifteen per cent per annum or at such lower rate as the Board may determine, from the time of forfeiture until payment or realisation. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, Member still liable to pay money owing at time of forfeiture and interest

without any allowance for the value of the Shares at the time of forfeiture or waive payment in whole or in part.

(iii) The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the Shares.

32. (i) A duly verified declaration in writing that the declarant is a Director, the manager or the secretary, of the company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share; — Certificate of forfeiture

(ii) The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of; — Title of purchaser and allotted of forfeited Shares

(iii) The transferee shall thereupon be registered as the holder of the share; and

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

32A Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument or transfer of the Shares sold and cause the purchaser's name to be entered in the register of members in respect of the Shares sold and after his name has been entered in the register of members in respect of such Shares the validity of the sale shall not be impeached by any person, and the remedy of any person (whether the former holder of the Shares or otherwise) aggrieved by the sale shall be for damages only and against the Company exclusively. — Validity of sales

32B Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative Shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said Shares to the person(s) entitled thereto. — Cancellation of share certificate in respect of forfeited Shares

32C The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit. — Surrender of Shares certificate

33. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified. — Sums deemed to be calls

33A The provisions of these Articles shall *mutatis mutandis* apply to forfeiture of any other securities including debentures of the Company. — Provisions to apply to debentures

Alteration of capital

34. The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into Shares of such amount, as may be specified in the resolution. — Increase in capital

35. Subject to the provisions of the Act, the Company may, by ordinary resolution, — Power to alter share capital

(a) Consolidate, divide or sub-divide all or any of its share capital into Shares of larger amount than its existing Shares Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act;

(b) convert all or any of its fully paid-up Shares into stock, and reconvert that stock into fully paid-up Shares of any denomination;

(c) sub-divide its existing Shares or any of them into Shares of smaller amount than is fixed by the memorandum;

(d) cancel any Shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

Subject to the provisions of Section 62, the Company may increase its subscribed capital by the issue of further shares, such shares shall be offered:

a) to persons who, at the date of the offer, are holders of equity shares of the Company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares;

b) employees under a scheme of employees‟ stock option, subject to special resolution passed by Company and subject to such conditions as may be prescribed in the Companies Act and Rules made there under; or

c) to any persons, if it is authorised by a special resolution, whether or not those persons include the persons referred to in Article 80(a) or Article 80(b), either for cash or for a consideration other than cash, subject to such conditions as may be prescribed Companies Act and Rules made there under.

36. Where Shares are converted into stock, (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the Shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: — Shares may be converted into stock

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the Shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the Shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in Shares, have conferred — Right of stockholders

that privilege or advantage.

(c) such of these Articles of the Company as are applicable to paid-up Shares shall apply to stock and the words "share" and "shareholder"/ "member" shall include "stock" and "stock-holder" respectively.

37. The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law, — Reduction of capital
(a) its share capital;
(b) any capital redemption reserve account; or
(c) any share premium account.

Joint Holders

37A Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles. Joint-holders

(a) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share. Liability of Joint-holders

(b) On the death of any one or more of such joint-holders the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on Shares held by him jointly with any other person. Death of one or more joint-holders

(c) Only the person whose name stands first in the register of members may give effectual receipts for any dividends, interests or other moneys payable in respect of such share. Receipt of one sufficient

(d) Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders. Delivery of certificate and giving of notice to first named holder

(e) (i) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such Shares as if he were solely entitled thereto and if more than one of such joint-holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such Shares shall alone be entitled to vote in respect thereof but the other or others of the joint-holders shall be entitled to vote in preference to a joint-holder present by attorney or by proxy although the name of such joint-holder present by any attorney or proxy stands first or higher (as the case may be) in the register in respect of such Shares. Vote of joint-holders

(ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders. Executors or administrators as joint holders

(f) The provisions of these Articles shall *mutatis mutandis* apply to any other securities including debentures of the Company registered in joint names. Provisions to apply debentures

Capitalisation of profits

38. (i) The Company in general meeting may, upon the recommendation of the Board, resolve — Capitalisation

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards

(A) paying up any amounts for the time being unpaid on any Shares held by such members respectively;

(B) paying up in full, unissued Shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(D) A securities premium account and a capital redemption reserve account may, for the purposes of this Article, be applied in the paying up of unissued Shares to be issued to members of the Company as fully paid bonus Shares;

(E) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.

39. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall— Powers of the Board for capitalisation

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid Shares if any; and

(b) generally, do all acts and things required to give effect thereto.

(ii) The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of Shares becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further Shares to

which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing Shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of Shares

40. Notwithstanding anything contained in these articles but subject to the provisions of Sections 67 to 69 and applicable provision of the Act or any other law for the time being in force, the Company may purchase its own Shares or other specified securities. — Buy-back of Shares

General meetings

41. All general meetings other than annual general meeting shall be called extraordinary general meeting. — Extraordinary general meeting

42. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting. — Powers of Board to call extraordinary general meeting

(ii) A general meeting of a Company shall be called by giving not less than clear twenty- one days' notice either in writing or through electronic mode as prescribed in the Companies Act 2013 and Rules there under. Provided that a general meeting may be called after giving a shorter notice if consent is given in writing or by electronic mode by not less than ninety-five per cent of the members entitled to vote at such meeting.

(iii) If at any time Directors capable of acting who are sufficient in number to form a quorum are not within India, any Director or any two members of the Board may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

(iv) Every notice of a meeting shall specify the place, date, day and the hour of the meeting and shall contain a statement of the business to be transacted at such meeting.

Proceedings at general meetings

43. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and throughout the duration of the meeting. — Presence of Quorum

(ia) No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant. — Business confined to election of Chairperson whilst chair vacant

(ii) The quorum for a general meeting shall be: — Quorum for general meeting

(i) At least five members personally present if the number of members as on the date of meeting is not more than 1,000, and where such members hold at least 40% of the issued and paid-up share capital of the Company;

(ii) At least 15 members personally present if the number of members as on the date of meeting is more than 1,000 but up to

5,000, and where such members hold at least 40% of the issued and paid-up share capital of the Company; and

(iii) At least 30 members personally present if the number of members as on the date of the meeting exceeds 5,000, and where such members hold at least 40% of the issued and paid-up share capital of the Company.

43A The duly signed notice of call shall be sent by the secretary to shareholders by email with reasonable prior notice (at least 21 clear days in advance of meeting), unless in case of urgency, it can be sent with shorter notice, with the consent of 95% of members entitle to vote in case of an annual general meeting, or with the consent of members holding at least 95% of the total voting power exercisable at the meeting in any other case. — Notice of call.

44. The Chairperson of the Company shall preside as Chairperson at every general meeting of the Company. — Chairperson of the meetings

45. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the Directors present shall elect one of their members to be Chairperson of the meeting. — Directors to elect a Chairperson

46. If at any meeting no Director is willing to act as Chairperson or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting. — Members to elect a Chairperson

46A On any business at any general meeting, in case of an equality of votes, whether on a show of hands or on a poll, the Chairperson shall have a second or casting vote. — Casting vote of Chairperson

46B (a) The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot in books kept for that purpose with their pages consecutively numbered. — Minutes of proceedings of and resolutions passed by postal ballot

(b) There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting, - — Certain matters not to be included in Minutes

(i) is, or could reasonably be regarded, as defamatory of any person; or

(ii) is irrelevant or immaterial to the proceedings; or

(iii) is detrimental to the interests of the Company.

(c) The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this clause. — Discretion of Chairperson in relation to Minutes

(d) The minutes of the meeting kept in accordance with the provision of the Act shall be evidence of the proceedings recorded therein. — Minutes to be evidence

46C (a) The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall: — Inspection of minute books of general meeting

(i) be kept at the registered office of the Company; and

(ii) be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days other than Saturday.

(b) Any member shall be entitled to be furnished, within seven working days after he has made a request in writing in that behalf to the Company and on payment of such fees as may be prescribed by the Rules, with a copy of any minutes referred to in Clause (a) above, on payment of a sum as prescribed by the Rules for each page or part of any page Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.

46D All documents shall be drafted and signed in English language, and shall be shared in advance with the shareholders. — Maintenance and circulation of documents

All documents (including notice of call/agenda, draft minutes and attached documents) to be sent to the shareholders as soon as it is ready.

All original documents duly signed shall be filed at the registered office. Scanned copy in PDF format of all documents signed shall be sent by the secretary to shareholders as soon as possible.

47. The Board, and also any person(s) authorised by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision. — Powers to promote security at meetings

Adjournment of meeting

48. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so, directed by the meeting, adjourn the meeting from time to time and from place to place. — Chairperson with consent may adjourn the meeting

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. — Business at adjourned meeting

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. — Notice of adjourned meeting

(iv) Save as aforesaid, and save as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

49. Subject to any rights or restrictions for the time being attached to any class or classes of Shares, — — Entitlement to vote on show of hands and on poll

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his

share in the paid-up equity share capital of the company.

50. A member may exercise his vote at a meeting by electronic means in accordance with Section 108 of the Act and shall vote only once. — Voting through electronic means

51. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. — Vote of joint-holders

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

52. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or Shares shall be by his guardians or any one of his guardians, if more than one, to be selected in case of dispute by the Chairperson of the meeting. — How members *non compos mentis* and minor may vote

52A Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any Shares may vote at any general meeting in respect thereof as if he was the registered holder of such Shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such Shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof. — Votes in respect of Shares of deceased or insolvent members etc.

53. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. — In what case poll taken with or without adjournment

54. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of Shares in the Company have been paid or in regard to which the Company has exercised any right of lien. — Restriction on voting rights

54A A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the preceding Article. — Restriction on exercise of voting rights in other cases to be void

54B Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class. — Equal rights of members

55. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. — Time for objections for vote

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

56. (i) Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf. — Member may vote in person or otherwise

(ii) The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid. — Proxies when to be deposited

57. An instrument appointing a proxy shall be in the form as prescribed in the Rules made under Section 105. — Form of proxy

58. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the Shares in respect of which the proxy is given: — Proxy valid notwithstanding death of the principal

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

59. Unless otherwise determined by the company in general meeting, the number of Directors shall not be less than 3 (three) and unless otherwise determined by the Company in general meeting shall not be more than 15 (fifteen). The Company may appoint more than fifteen (15) Directors after passing a special resolution. — Board of Directors

The Company shall appoint Independent Directors as required under the provisions of the Act.

60. (i) The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day. — Remuneration of Directors

(ii) In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel and other expenses properly incurred by them— — Travelling and other expenses

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or

(b) in connection with the business of the Company.

61. (a) The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register. — Foreign register

(b) The foreign register shall be open for inspection and may be closed, and extract may be taken therefrom and copies thereof may be required, in the same manner, *mutatis mutandis,* as is applicable to the register of members.

62. All cheques, promissory notes, drafts, *hundis,* bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the — Execution of negotiable instruments

Board shall from time to time by resolution determine.

63. Every Director present at any meeting of the Board or of a committee thereof shall sign the attendance sheet to be kept for that purpose. Attendance at meetings of Board or Committee

64. (i) Subject to the provisions of the Act and, the Board shall have power at any time, and from time to time, to appoint a person as an additional Director, provided the number of the Directors and additional Directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles. Appointment of additional Directors

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a Director at that meeting subject to the provisions of the Act.

64A (i) The Board may appoint an alternate Director to act for a Director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate Director for an independent Director unless he is qualified to be appointed as an independent Director under the provisions of the Act. Appointment of alternate Director

(ii) An Alternate Director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.

(iii) If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring Directors in default of another appointment shall apply to the Original Director and not to the alternate Director.

64B (i) If the office of any Director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board. Appointment of Director to fill a casual vacancy

(ii) The Director so appointed shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated

Powers of Board

64C The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers and do all such acts and things as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statue or otherwise directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. General powers of the Company vested in Board

64D Without prejudice to the general powers conferred by Article 64C and the other powers conferred by these Articles and so as not in any way to limit any or all of those powers, it is hereby expressly declared that the Specific powers given to Board

Board shall have, and subject to the provisions of the Act and these Articles, exercise the following powers:

(i)	to contribute such amount as the Board thinks fit to the National Defence Fund or any other Fund approved by the Central Government for the purpose of national defence	Contribution to National Defence Fund etc.
.		
(ii)	to purchase or otherwise acquire any lands, buildings, machinery, premises, hereditaments, property effects, assets, rights, credits, royalties, bounties and goodwill of any person, firm or company carrying on the business which this Company is authorized to carry on, at or for such price or consideration and generally on such terms and conditions as they may think fit; and in any such purchase or acquisition to accept such title as the Board may believe or may be advised to be reasonably satisfactory;	To acquire property
(iii)	to purchase, or take on lease for any term or terms of years, or otherwise acquire any mills or factories or any land or lands, with or without buildings and outhouses thereon, situate in any part of India or outside India, at such price or rent and under and subject to such terms and conditions as the Board may think fit; and in any such price, lease or other acquisition to accept such title as the Board may believe or may be advised to be reasonably satisfactory;	To purchase lands, buildings etc.
(iv)	to erect, construct, enlarge, improve, alter, maintain, pull down rebuild or reconstruct any buildings, factories, offices, workshops or other structures, necessary or convenient for the purposes of the Company and to acquire lands for the purposes of the Company;	To construct buildings
(v)	to let, mortgage, charge, sell or otherwise dispose of any property of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as they think fit and to accept payment or satisfaction for the same in cash or otherwise, as they may think fit;	To mortgage, charge property
(vi)	to pay for any property, rights or privileges acquired by, or services rendered to, the Company, either wholly or partially, in cash or in Shares, bonds, debentures, debenture-stock or other securities of the company, and any such Shares may be issued either as fully paid-up or with such amount credited as paid-up thereon as may be agreed upon; and any such bonds, debentures, debenture-stock or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged;	To pay for property etc.
(vii)	to insure and keep insured against loss or damage by fire or otherwise, for such period and to such extent as they may think proper, all or any part of the building, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies or assurance effected in pursuance of this power;	To insure
(viii)	to open accounts with any bank or bankers or with any Company, firm or individual and to pay money into and draw money from any account from time to time as the Board may think fit;	To open Accounts
(ix)	to secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the	

properties of the Company and its unpaid capital for the time being or in such manner as it may think fit;

To secure contracts

(x) to attach to any Shares to be issued as the consideration for any contract with or property acquired by the Company, or in payment for services rendered to the Company, such conditions, as to the transfer thereof as it may think fit;

To attach to Shares such conditions.

(xi) to accept from any member on such terms and conditions as shall be agreed, a surrender of his Shares or stock or any part thereof;

(xii) to appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purposes and to execute and do all such deeds and things as may be required in relation to any such trusts and to provide for the remuneration of such trustee or trustees;

To accept surrender of Shares

To appoint trustees

(xiii) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and to compound and allow time for payment or satisfaction or any debts due, or of any claims or demands by or against the Company;

To bring and defend actions

(xiv) to refer any claims or demands by or against the Company to arbitration and observe and perform the awards;

To refer to arbitration

(xv) to act on behalf of the Company in all matters relating to bankrupts and insolvents;

To act on insolvency matters

(xvi) to make and give receipts, release and other discharge for moneys payable to the Company and for the claims and demands of the Company;

To give receipts

(xvii) to determine from time to time as to who shall be entitled to sign bills, notices, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents on company's behalf;

To authorize acceptances

(xviii) to invest and deal with any of the moneys of the Company, not immediately required for the purpose thereof,

To invest monies

(xix) to execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company, such mortgages of the Company's property (present and future) as they may think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed on;

To provide for personal liabilities

(xx) to give to any Director, officer, or other person employed by the Company, an interest in any particular business or transaction either by way of commission on the gross expenditure thereon or otherwise or a share in general profits of the Company, and such interest, commission or share of profits shall be treated as part of the working expenses of the Company;

To give to Directors etc. an interest in business

(xxi) to provide for the welfare of employees or ex-employees of the Company and their wives, widows, families, dependents or connections of such persons by building or contributing to the

To provide for welfare of employees

building of houses, dwelling units or by grant of money, pensions, allowance, gratuities, bonus or payments by creating and from time to time subscribing or contributing to provident and other funds, institutions, or trust and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the Board shall think fit;

(xxii) to subscribe, or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public or any other useful institutions, object or purposes for any exhibition;

To subscribe to charitable and other funds

(xxiii) to establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or super-Annuation funds for the benefit of, and give or procure the giving of donation, gratuities, pensions, allowances or emoluments, to any person who are or were at any time in the employment or services of the Company, or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and defendants of any such persons and, also to establish and subsidise and subscribe to any institutions, associations, club or funds collected to be for the benefit or to advance the interests and wellbeing of the Company or of any such other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid;

To maintain pension funds

(xxiv) to decide and allocate the expenditure on capital and revenue account either for the year or period or spread over the years;

To allocate expenditure

(xxv) before recommending any dividend, to set aside out of profits of the Company such sums as they may think proper for depreciation or to depreciation fund or reserve fund or sinking fund or any other special fund to meet contingencies or to repay redeemable preference Shares, debentures or debenture-stock or for special dividends or for equalizing dividends or for repairing, improving, extending and maintaining any part of the property of the Company, and for such other purposes as the Board may, in its absolute discretion, think conducive to the interests of the Company and to invest the several sums so set aside or so much thereof as required to be invested upon such investments (subject to the restrictions imposed by the Act) as the Board may think fit, and from time to time, to deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company in such manner and for such purposes as the Board subject to such restrictions as aforesaid) in its absolute discretion think conducive to the interests of the Company notwithstanding that the matters to or upon which the capital moneys of the Company might rightly be applied or expended; and to divide the reserve fund into such special funds as the Board thinks fit; and to employ the assets constituting all or any of the above funds, including the depreciation fund, in the business of the Company or in repayment or redemption or redeemable preference Shares, debentures or debenture-stock and that without being bound to keep the same separate from other assets or to pay interest on the same, with power, however to the Board at its

To create Reserve Fund

discretion to pay or allow to the credit of such fund, interest at such rate as the Board may think fit;

(xxvi) to appoint, and at its discretion to remove or suspend, such officers, agents and servants for permanent, temporary or special service as it may from time to time think fit, and to determine their powers and duties, and fix their salaries or emoluments and require security in such instances and to such amounts as it may think fit; and from time to time to provide for the management and transactions of the affairs of the Company in any special locality in India in such manner as they may think fit. The provisions contained in the clause next following shall be without prejudice to the general powers conferred by this clause. — To appoint Managers etc.

(xxvii) at any time and from time to time by power of attorney to appoint any person or persons to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as the Board may from time to time think fit and any such appointment (if the Board may think fit) to be made in favour of any company or any member, Director, nominee or manager of any company of firm or otherwise in favour of any fluctuating body or person whether nominated, directly, or indirectly by the Board and any such power of attorney may contain any powers for the protection or convenience of persons dealing with such attorneys as the Board may think fit; and may contain powers enabling any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers, authorities, and discretions for the time being vested in them; — To authorize by power of attorney

(xxviii) generally and from time to time and at any time to authorize, empower or delegate to (with or without powers of sub-delegation) any Director, officer or officers or employees for the time being of the Company and/or any other person, firm or company all or any of the powers, authorities and discretions for the time being vested in the Board by these Articles, subject to such restrictions and conditions, if any as the Board may think proper; — To authorize, delegate

(xxix) To enter into all such negotiations, contracts and rescind and/or vary all such contracts and to execute and do all such acts, deeds, and things in the name and on behalf of the Company as it may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company. — To negotiate

Borrowing powers of the Board

64E (a) Subject to the provisions of Sections 73 , 179 and 180 of the Act, and regulations made there under and directions issued by RBI (as applicable), the Directors shall have the power, from time to time and at their discretion to borrow or raise or secure the payment of any sum of money for the purpose of the Company from the member or other persons, companies or banks or they may themselves advance money to the Company on such interest as may be approved by the Directors. — Power of the Board to borrow

The Directors may, from time to time, secure the payment of such money in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of Debentures or bonds of the Company or by pledge, mortgage, charge or any other

security on all or any of the properties of the Company, both present and future, including its uncalled capital for the time being.

Any Debenture, bonds, or other securities may be issued with special privileges as to redemption, surrender, drawing and allotment of shares of the Company and otherwise.

Proceedings of the Board

65. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. — When meeting to be convened

(ii) A Director may, and the manager or secretary on the requisition of a Director shall, at any time, summon a meeting of the Board. — Who may summon Board meeting

(iii) The quorum for a Board meeting shall be two-thirds of the total strength of the board of directors. — Quorum for Board meetings

65A The duly signed notice of call shall be sent to the board members at the address registered with the Company by hand delivery or by post or by email with reasonable prior notice of at least 7 days. In case of any urgent business to be transacted, it can be sent with a shorter notice, subject to the condition that at least one independent Director, if any, shall be present at such meeting of the Board. — Circulation of notice

Provided further that in case of absence of independent Directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the Directors and shall be final only on ratification thereof by at least one independent Director, if any.

66. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. — Questions at Board meeting how decided

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote. — Casting vote of Chairperson

67. The continuing Directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose. — Directors not to act when number falls minimum

68. (i) The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his/her absence, the Board may elect a Chairperson of its meetings and determine the period for which he/she is to hold office. — Who to preside meetings of the Board

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their member to be Chairperson of the meeting.

69. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. — Delegation of powers

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

70. (i) A committee may elect a Chairperson of its meetings unless the Board, while constituting a committee, has appointed a Chairperson of such committee. — Chairperson of Committee

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting. — Who to preside at meetings of Committee

71. (i) A committee may meet and adjourn as it thinks fit. — Questions at Committee meeting how decided

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote. — Casting vote of Chairperson

72. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a Director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director. — Acts of Board or Committee valid notwithstanding defect of appointment

73. Save as otherwise expressly provided in the Act, a resolution in writing, signed by a majority of the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held. — Passing of resolution by circulation

73A All documents (including notice of call/agenda, draft minutes and attached documents) to be sent to the Board as soon as ready. — Preparation and circulation of documents

All documents shall be drafted and signed in English language and be shared in advance with shareholders.

All original documents duly signed shall be filed at the registered office. Scanned copy in PDF format of all documents signed shall be sent by the secretary to the Directors as soon as possible.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

74. Subject to the provisions of the Act, —

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses. — Chief Executive Officer etc.

(ii) A Director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

75. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, chief executive officer, manager, company secretary or chief — Acts by or to Director or chief executive officer etc.

financial officer.

Registers

75A (i) The register of charges and a copy of the instrument creating the charge shall be kept by the Company at its registered office in such form and in such manner as prescribed by the Rules. The register of charges and instrument of charges shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days other than Saturday: — Register of charges

(a) by any member or creditor without payment of fees;

(b) by any other person on payment of such fees as may be fixed by the Board.

(ii) The register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual returns shall be kept at the registered office of the Company in the form and manner, as prescribed by the Rules and such documents shall be open for inspection by the persons entitled thereto. The said documents shall be open for inspection and extracts and copies thereof may be obtained during 11.00 a.m. to 1.00 p.m. on all working days other than Saturday: — Register of members, annual returns etc.

(a) by any member, debenture holder, other security holder or beneficial owner without payment of fees;

(b) by any other person or payment of such fees as may be fixed by the Board.

(iii) The register of loans and investments shall be kept at the registered office of the Company and contain such particulars and be maintained in such manner as prescribed by the Rules. The said register shall be open for inspection and copies thereof may be obtained during 11.00 a.m. and 1.00 p.m. on all working days other than Saturday by any member of the Company on payment of such fees as may be fixed by the Board. — Register of loans and investments

(iv) The register of contracts and arrangements shall be kept at the registered office of the Company in such manner and containing such particular as prescribed by the Rules. The said register shall be open for inspection and extracts may be taken therefrom during 11.00 a.m. and 1.00 p.m. on all working days other than Saturday by any member of the Company on payment of such fees as may be fixed by the Board. — Register of contracts and arrangements

The Seal

76. (i) The Company may, at its option, have a common seal. If the Company adopts a common seal, the Board shall provide for the safe custody of the seal. Common Seal has been omitted by the Companies (Amendment) Act, 2015 (21 of 2015), notified on 26th May, 2015, with effect from 29th May 2015 vide notification S.O. 1440(E) — The seal, its custody and use

(ii) The seal, if any, of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least one Director and of the secretary or such other person as the Board may appoint for the purpose; and those one Director and the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

Dividends and Reserve

77.		The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare lesser dividend.	Company in general meeting may declare dividends
78.		Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.	Interim dividends
79.	(i)	The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than Shares of the Company) as the Board may, from time to time, thinks fit.	Dividends only to be paid out of profits
	(ii)	The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.	Carry forward of profits
80.	(i)	All dividends shall be declared and paid according to the amounts paid or credited as paid on the Shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the Shares in the Company, dividends may be declared and paid according to the amounts of the Shares.	Division of profits
	(ii)	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.	Payments in advance
	(iii)	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.	Dividends to be apportioned
81.	(a)	The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the Shares of the company.	No member to receive dividend whilst indebted to the Company and Company's right to reimbursement therefrom
	(b)	The Board may retain dividends payable upon Shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person becomes a member in respect of such Shares.	Retention of dividends
82.	(i)	Any dividend, interest or other monies payable in cash in respect of Shares may be paid via electronic mode, in addition to cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.	Dividend how remitted
	(ii)	Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.	Instrument of payment

83. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share. — Receipt of one sufficient

84. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act. — Person entitled to dividend

85. No dividend shall bear interest against the Company. — No interest on dividends

85A The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board. — Waiver of dividends

85B Where the Company has declared a dividend but it has not been paid or the dividend warrant in respect thereof has not been posted within 30 days from the date of declaration to any shareholder entitled to the payment of the dividend, the Company shall within 7 days from the date of expiry of the said period of 30 days, or in accordance with the applicable law, open a special account in that behalf in any scheduled bank called "***Unpaid Dividend of Bonfiglioli Transmissions Limited***" and transfer to the said account, the total amount of dividend which remains unpaid or in relation to which no dividend warrant has been posted — Unpaid or unclaimed dividend

Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the Company along with the interest accrued, if any, thereon, to the fund known as Investor Education and Protection Fund established under the Act and the Company shall send a statement in the prescribed form of the details of such transfer to the authority which administers the said fund and the authority shall issue a receipt to the Company as evidence of such transfer.

No unclaimed or unpaid dividend shall be forfeited by the board.

Issue of Bonus Shares

86. (a) Whenever such a resolution as aforesaid shall have been passed, the Board shall: — Issuance of bonus Shares

i. make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid Shares or other securities, if any; and

ii. generally do all acts and things required to give effect thereto.

(b) The Board shall have full power: — Power of Directors for declaration of bonus issue

(i) to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of Shares or debentures becoming distributable in fractions; and

(ii) to authorize any person to enter, on behalf of all the Members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further Shares or other securities to which they may be entitled upon such capitalization or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized, of the amount or any parts of the amounts remaining unpaid on their existing Shares.

(c) Any agreement made under such authority shall be effective and binding on such members.

Accounts

87. (i) The books of account and books and papers of the Company, or any of them, shall be open to the inspection of Directors in accordance with the applicable provisions of the Act. — Inspection by Directors

(ii) No member (not being a Director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by law or authorised by the Board or by the Company in general meeting. — Restriction on inspection by members

Winding up

88. Subject to the applicable provisions of the Act made thereunder— — Winding up of Company

(i) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any Shares or other securities whereon there is any liability.

Indemnity

89. Every officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal. — Officers' rights to indemnity

Corporate Social Responsibility

90. In keeping with national aspirations, the Company is mindful of its social and moral responsibilities to consumers, employees, members, society and local community and towards that end, the Company is committed to discharge its corporate social responsibilities in — CSR objective

accordance with the corporate social responsibility policy formulated by the corporate social responsibility committee as recommended to, and approved by the Board.

General Power

91. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific regulation in that behalf herein provided. General power

At any point of time from the date of adoption of these Articles, if the Articles are or become contrary to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**Listing Regulations**") or of the Act or of the Secretarial Standard issued by the Institute of Company Secretaries of India ("**Secretarial Standards**"), the provisions of the Listing Regulations or the Act or the Secretarial Standards shall prevail over the Articles to such extent and the Company shall discharge all of its obligations as prescribed under the Listing Regulations or the Act or the Secretarial Standards, from time to time.

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and subsisting contracts (not being contracts entered into in the ordinary course of business carried on by our Company and including contracts entered into until the date of this Red Herring Prospectus), which have been entered or are to be entered into by our Company which are, or may be, deemed material, will be attached to the copy of this Red Herring Prospectus and the Prospectus, as applicable, which will be delivered to the RoC for filing. Copies of the abovementioned documents (including this Red Herring Prospectus) and contracts, and also the documents for inspection referred to hereunder, may be inspected at the Registered and Corporate Office between 10:00 a.m. and 5:00 p.m. on all Working Days from the date of filing of this Red Herring Prospectus until the Bid/ Offer Closing Date and will be available on the website of our Company at https://www.bonfiglioli.in/Investor_Relations.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time, if so required, in the interest of our Company, or if required by the other parties, without reference to the Shareholders, subject to compliance with the provisions of the Companies Act and other applicable law.

A. Material Contracts for the Offer

1. Offer Agreement dated February 9, 2026 among our Company, the Promoter Selling Shareholder and the BRLMs.

2. Registrar Agreement dated February 5, 2026 among our Company, the Promoter Selling Shareholder and the Registrar to the Offer.

3. Cash Escrow and Sponsor Bank(s) Agreement dated October 9, 2026 by and among our Company, the Promoter Selling Shareholder, the Registrar to the Offer, the BRLMs, the Syndicate Members, the Escrow Collection Bank(s), Sponsor Bank(s), Public Offer Bank and the Refund Bank(s).

4. Share Escrow Agreement dated October 9, 2026 among our Company, the Promoter Selling Shareholder and the Share Escrow Agent.

5. Syndicate Agreement dated October 9, 2026 among our Company, the Promoter Selling Shareholder, the BRLMs and the Syndicate Members.

6. Underwriting Agreement dated [●] among our Company, the Promoter Selling Shareholder and the Underwriters.

B. Material Documents

1. Certified copies of our Memorandum of Association and Articles of Association, as amended from time to time.

2. Certificate of incorporation dated June 23, 1998 issued by the Registrar of Companies, Tamil Nadu at Chennai.

3. Certificate of incorporation issued consequent upon conversion to public company dated September 16, 2025 issued by the Central Registration Centre on behalf of the RoC pursuant to conversion of our Company into a public company and consequential change in our name from ‘Bonfiglioli Transmissions Private Limited’ to ‘Bonfiglioli Transmissions Limited’.

4. Resolution of the Board dated February 3, 2026 authorizing the Offer and other related matters.

5. Resolution of our Board dated February 9, 2026 approving the Draft Red Herring Prospectus.

6. Resolution of our Board dated October 9, 2026 approving this Red Herring Prospectus and the Abridged Prospectus.

7. Resolutions of our Board dated February 3, 2026 and our IPO Committee dated October 6, 2026 taking on record the consent and authorization of the Promoter Selling Shareholder for the transfer of the Offered Shares pursuant to the Offer for Sale.

8. Resolution dated October 31, 2025 passed by the board of directors of the Promoter Selling Shareholder for participation in the Offer for Sale.

9. Consent letter dated October 6, 2026 from the Promoter Selling Shareholder consenting to and authorizing the transfer of the Offered Shares pursuant to the Offer for Sale.

10. Resolution of our Audit Committee dated October 9, 2026 approving the KPIs.

11. Copies of the annual reports of our Company for Fiscals 2025, 2024, and 2023.

12. The examination report dated September 29, 2026 of the Statutory Auditor, on our Restated Financial Information, included in this Red Herring Prospectus.

13. The report dated September 29, 2026 on the Statement of Special Tax Benefits of our Company and our Shareholders issued by the Statutory Auditor.

14. Written consents of the Directors, Company Secretary and Compliance Officer, the BRLMs, the Syndicate Members, legal counsel to our Company as to Indian law, Registrar to the Offer, Escrow Collection Bank(s), Public Offer Bank(s), Refund Bank(s), Sponsor Bank, Bankers to our Company, as referred to in their specific capacities.

15. Consent dated October 9, 2026 from S.R. Batliboi & Associates LLP, Chartered Accountants, to include their name as required under section 26(1) of the Companies Act read with SEBI ICDR Regulations, in this Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act to the extent and in their capacity as Statutory Auditors, and in respect of their (i) examination report, dated September 29, 2026, on our Restated Financial Information; and (ii) their report dated September 29, 2026, on the Statement of Special Tax Benefits in this Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

16. Consent dated October 9, 2026 from J.C. Bhalla & Co, Chartered Accountants, to include their name as required under section 26(5) of the Companies Act read with the SEBI ICDR Regulations in this Red Herring Prospectus, and as an "expert" as defined under section 2(38) of the Companies Act to the extent and in their capacity as the Independent Chartered Accountant, in respect of their certificates in connection with the Offer and details derived therefrom as included in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

17. Certificate dated October 9, 2026, from J.C. Bhalla, Chartered Accountants *(FRN No. 001111N)*, certifying the KPIs of the Company.

18. Certificate dated October 9, 2026, from J.C. Bhalla, Chartered Accountants (*FRN No. 001111N*), on the average cost of acquisition, weighted average price, weighted average cost of acquisition and details of price at which Equity Shares were acquired.

19. Certificate dated October 9, 2026, from J.C. Bhalla, Chartered Accountants (*FRN No. 001111N*), on financial indebtedness of our Company.

20. Certificate dated October 9, 2026, from J.C. Bhalla, Chartered Accountants (*FRN No. 001111N*), on outstanding dues to creditors.

21. Consent dated September 30, 2026, from Prabhakar Prabhu, Independent Chartered Engineer to include his name as an "expert" as defined under section 2(38) and 26(5) of the Companies Act to the extent and in his capacity as the independent chartered engineer and in respect of the certificate issued by him and details derived therefrom as included in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

22. Consent dated October 9, 2026, from Pramod S, Company Secretary, bearing membership number 8081/2026, to include their name as an "expert" as defined under section 2(38) and 26(5) of the Companies Act to the extent and in his capacity as the practising company secretary and in respect of the certificate issued by him and details derived there from as included in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

23. Industry report titled "*Market Potential Assessment of Power Transmission Products Across Industry & Automation, Mobility and Wind Solutions*" dated September 28, 2026 prepared by F&S and commissioned and paid for by our Company.

24. Consent letter dated September 28, 2026 from F&S, for the industry report titled *"Market Potential Assessment of Power Transmission Products Across Industry & Automation, Mobility and Wind Solutions"*.

25. Scheme of Arrangement dated October 25, 2017, obtained in relation to the demerger amongst Bonfiglioli Renewable Power Conversion India Private Limited, our Company, and their respective shareholders.

26. License for limited scope manufacturing agreement between Bonfiglioli S.p.A., and our Company, dated June 1, 2021, read with the amendments thereof.

27. Intercompany Service Agreement amongst Bonfiglioli S.p.A., its subsidiaries including our Company, dated January 1, 2024.

28. Business transfer agreement dated September 30, 2024, read with the addendum dated October 23, 2024, between our Company and Bonfiglioli Technology Space Private Limited.

29. Valuation report dated October 23, 2024, prepared in relation to the business transfer agreement dated September 30, 2024.

30. Business transfer agreement dated December 15, 2025, between our Company and Bonfiglioli Drive Solutions Private Limited.

31. Valuation report dated December 17, 2025, prepared in relation to the business transfer agreement dated December 15, 2025

32. Valuation report dated January 9, 2017, obtained in relation to the Scheme of Arrangement for Demerger amongst Bonfiglioli Renewable Power Conversion India Private Limited, our Company, and their respective shareholders.

33. Due diligence certificate dated February 9, 2026 addressed to SEBI from the BRLMs.

34. Board resolutions dated October 16, 2025 and July 27, 2026, and Shareholders resolutions dated November 10, 2025 and July 29, 2026, approving the remuneration payable to our: (i) Managing Director and, (ii) Whole-time Director and Chief Financial Officer.

35. In-principle approvals each dated March 19, 2026, issued by BSE and NSE.

36. Tripartite agreement dated October 28, 2025, between our Company, NSDL and the Registrar to the Company.

37. Tripartite agreement dated November 12, 2025, between our Company, CDSL and the Registrar to the Company.

38. SEBI final observations letter bearing number HO/49/11/(1)2026-CFD-POD-I/13572/2026 dated June 11, 2026.

DECLARATION

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

SIGNED BY THE DIRECTOR OF OUR COMPANY

_____

Ravindra Pisharody
Chairperson and Independent Director

Place: Mumbai, Maharashtra, India
Date: October 9, 2026

DECLARATION

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

SIGNED BY THE DIRECTOR OF OUR COMPANY

_____

Sonia Bonfiglioli
Non-Executive and Non-Independent Director

Place: Bologna, Italy
Date: October 9, 2026

DECLARATION

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

SIGNED BY THE DIRECTOR OF OUR COMPANY

_____

Massimo Sarti
Non-Executive and Non-Independent Director

Place: Bologna, Italy
Date: October 9, 2026

DECLARATION

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

SIGNED BY THE DIRECTOR OF OUR COMPANY

_____

Marco Mossuto
Non-Executive and Non-Independent Director

Place: Bologna, Italy
Date: October 9, 2026

DECLARATION

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

SIGNED BY THE DIRECTOR OF OUR COMPANY

_____

Kennady V Kaippally
Managing Director

Place: Chennai, Tamil Nadu, India
Date: October 9, 2026

DECLARATION

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

SIGNED BY THE DIRECTOR AND CHIEF FINANCIAL OFFICER OF OUR COMPANY

_____

Gatham Anandhan Balaji
Whole-Time Director and Chief Financial Officer

Place: Chennai, Tamil Nadu, India
Date: October 9, 2026

DECLARATION

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

SIGNED BY THE DIRECTOR OF OUR COMPANY

_____

Rossella Schiavini
Independent Director

Place: Milan, Italy
Date: October 9, 2026

DECLARATION

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

SIGNED BY THE DIRECTOR OF OUR COMPANY

_____

Ananthanarayan Sundaresan
Independent Director

Place: Chennai, Tamil Nadu, India
Date: October 9, 2026

DECLARATION

We, Bonfiglioli S.p.A., hereby confirm that all statements, disclosures and undertakings specifically made by or confirmed by us in this Red Herring Prospectus about or in relation to ourselves as a Promoter Selling Shareholder and our Offered Shares, are true and correct. We assume no responsibility for any other statements, disclosures and undertakings including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other person(s) in this Red Herring Prospectus.

SIGNED FOR AND ON BEHALF OF BONFIGLIOLI S.p.A.

_____

Authorised Signatory

Name: Sonia Bonfiglioli
Designation: Executive Chairwoman

Place: Bologna, Italy
Date: October 9, 2026