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DRAFT RED HERRING PROSPECTUS

Dated September 26, 2025

Please read Section 32 of the Companies Act, 2013

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

100% Book Built Offer

ROTOMAG ENERTEC LIMITED

CORPORATE IDENTITY NUMBER: U34100GJ1993PLC020063

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
Plot No. 2102 / 3 & 4, GIDC Estate, Anand, Vithal Udyognagar - 388 121 Gujarat, India	Priyank Dharmeshkumar Tuiwala <i>Company Secretary and Compliance Officer</i>	Email: cs@rotomag.com Telephone: +91 92271 10024	https://www.rotomag.com/

PROMOTERS OF OUR COMPANY: UMESH MOHAN BALANI, NEELAM UMESH BALANI, PRIYA MOHAN BALANI, UMESH BALANI FAMILY PRIVATE TRUST AND NEELAM BALANI FAMILY PRIVATE TRUST

DETAILS OF OFFER TO THE PUBLIC

TYPE	FRESH ISSUE SIZE [^]	OFFER FOR SALE SIZE	TOTAL OFFER SIZE	ELIGIBILITY- 6(1) & SHARE RESERVATION AMONG QIBs, NIBs & RIBs
Fresh Issue and Offer for Sale	Up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹5,000.00 million	Up to 24,040,162 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million	Up to [●] Equity Shares of face value of ₹1 each aggregating up 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, as amended (“SEBI ICDR Regulations”). For further details, see “Other Regulatory and Statutory Disclosures – Eligibility for the Offer” on page 441. For details in relation to share reservation among QIBs, NIBs and RIBs (as defined hereinafter), see “Offer Structure” on page 466.

DETAILS OF THE OFFER FOR SALE BY THE SELLING SHAREHOLDERS AND WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE

NAME OF THE SELLING SHAREHOLDERS	TYPE OF SELLING SHAREHOLDER	NUMBER OF EQUITY SHARES OFFERED / AMOUNT (IN ₹ MILLION)	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹)*
Umesh Mohan Balani	Promoter Selling Shareholder	Up to 8,000,000 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million	0.05
Neelam Umesh Balani	Promoter Selling Shareholder	Up to 1,872,754 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million	0.00
Priya Mohan Balani	Promoter Selling Shareholder	Up to 1,782,189 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million	0.08
Anjali Umesh Balani	Promoter Group Selling Shareholder	Up to 801,650 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million	0.09
BanyanTree Growth Capital II, LLC	Investor Selling Shareholder	Up to 10,101,325** Equity Shares of face value of ₹1 each aggregating up to ₹[●] million	18.02**
Pooja Tushar Patel	Other Selling Shareholder	Up to 689,409 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million	0.07
Siddharth Tushar Patel	Other Selling Shareholder	Up to 792,835 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million	0.07

*As certified by GMJ and Co., Chartered Accountants, with firm registration number 103429W pursuant to their certificate dated September 26, 2025.

** Includes Equity Shares that will be issued upon conversion of the outstanding CCDs prior to filing of the Red Herring Prospectus. As on the date of this Draft Red Herring Prospectus, 3,200 CCDs of face value ₹100,000 each, are outstanding and will be converted up to a maximum of 17,754,881 Equity Shares of face value ₹1 each, prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue by our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹1 each. The Offer Price, Floor Price, and Price Band determined by our Company, in consultation with the Book Running Lead Managers, in accordance with the SEBI ICDR Regulations, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “Basis for the Offer Price” on page 128, should not be considered 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 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 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 in the Offer have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to “Risk Factors” on page 32.

ISSUER’S AND SELLING SHAREHOLDERS’ ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and

intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Each of the Selling Shareholders, severally and not jointly, accepts responsibility for and only confirms the statements made or confirmed by such Selling Shareholder in this Draft Red Herring Prospectus to the extent of information specifically pertaining to them and their respective portion of the Offered Shares in the Offer for Sale and assumes responsibility that such statements are true and correct in all material respects and are not misleading in any material respect. However, each of the Selling Shareholder, severally and not jointly, confirms that it does not assume any responsibility for any other statements, disclosures and undertakings in this Draft Red Herring Prospectus, 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 Selling Shareholder or any other person.

LISTING

The Equity Shares that will be offered through the Red Herring Prospectus are proposed to be listed on National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”, and together with NSE, the “**Stock Exchanges**”). For the purposes of the Offer, [●] is the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGERS			
NAME OF BRLMs AND LOGO		CONTACT PERSON	E-MAIL AND TELEPHONE
Equirus Capital Private Limited		Mrunal Jadhav / Rahul Wadekar	E-mail: rotomag.ipo@equirus.com Telephone: +91 22 4332 0734
CLSA India Private Limited	 A CITIC Securities Company	Siddhant Thakur / Vedant Jain	E-mail: rotomag.ipo@clsa.com Telephone: + 91 22 6650 5050
JM Financial Limited		Prachee Dhuri	E-mail: rotomag.ipo@jmfl.com Telephone: + 91 22 6630 3030

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

BID / OFFER PROGRAMME					
ANCHOR INVESTOR BIDDING DATE	[●]**	BID / OFFER OPENS ON	[●]	BID / OFFER CLOSES ON [#]	[●]***

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

*******Our Company, in consultation with the BRLMs, may consider closing the Bid / Offer Period for QIBs one Working Day prior to the Bid / Offer Closing Date in accordance with the SEBI ICDR Regulations.

The UPI mandate end time and date shall be at 5:00 p.m. on Bid / Offer Closing Date.

^Our Company, in consultation with the BRLMs, may consider a further issue of specified securities as may be permitted under applicable law, at its discretion, aggregating up to ₹1,000.00 million (the “**Pre-IPO Placement**”), prior to the filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (“**SCRR**”). The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or that the Offer may be successful and will result in the listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.



ROTOMAG ENERTEC LIMITED

Our Company was incorporated as 'Rotomag Motors and Controls Private Limited' at Ahmedabad, Gujarat as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated August 24, 1993 issued by the Registrar of Companies, Gujarat, Dadra & Nagar Haveli. Thereafter, our Company was converted from a private limited company to a public limited company, pursuant to a resolution passed in the extraordinary general meeting of our Shareholders held on February 24, 2025, and the name of our Company was changed to 'Rotomag Motors and Controls Limited', and a certificate of incorporation consequent upon conversion to public company dated April 29, 2025 was issued to our Company by the Registrar of Companies, Central Processing Centre. Our Company's name was further changed to 'Rotomag Enertec Limited' for the purpose of reflecting the main business activity of the Company and a certificate of incorporation pursuant to change of name was issued by the Registrar of Companies, Central Processing Centre on May 8, 2025. For details in relation to the changes in the registered office of our Company, see "History and Certain Corporate Matters - Change in the registered office of our Company" on page 291.

Corporate Identity Number: U34100GJ1993PLC020063; **Website:** <https://www.rotomag.com/>

Registered and Corporate Office: Plot No. 2102 / 3 & 4, GIDC Estate, Anand, Vithal Udyog Nagar - 388 121 Gujarat, India

Contact Person: Priyank Dharmeshkumar Tuiwala, Company Secretary and Compliance Officer; **Telephone:** +91 92271 10024; **Email:** cs@rotomag.com

THE PROMOTERS OF OUR COMPANY ARE UMESH MOHAN BALANI, NEELAM UMESH BALANI, PRIYA MOHAN BALANI, UMESH BALANI FAMILY PRIVATE TRUST AND NEELAM BALANI FAMILY PRIVATE TRUST

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹1 EACH ("EQUITY SHARES") OF OUR COMPANY FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹[●] MILLION ("OFFER"). THE OFFER COMPRISES A FRESH ISSUE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹5,000.00 MILLION BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 24,040,162 EQUITY SHARES OF FACE VALUE OF ₹1 EACH ("OFFERED SHARES") AGGREGATING UP TO ₹[●] MILLION, COMPRISING OF UP TO 8,000,000 EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY UMESH MOHAN BALANI, UP TO 1,872,754 EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY NEELAM UMESH BALANI, UP TO 1,782,189 EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY PRIYA MOHAN BALANI (THE "PROMOTER SELLING SHAREHOLDERS"), UP TO 801,650 EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY ANJALI UMESH BALANI (THE "PROMOTER GROUP SELLING SHAREHOLDER"), UP TO 10,101,325 EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY BANYANTREE GROWTH CAPITAL II, LLC (THE "INVESTOR SELLING SHAREHOLDER"), UP TO 689,409 EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY POOJA TUSHAR PATEL AND UP TO 792,835 EQUITY SHARES OF FACE VALUE OF ₹1 EACH AGGREGATING UP TO ₹[●] MILLION BY SIDDHARTH TUSHAR PATEL (THE "OTHER SELLING SHAREHOLDERS", AND TOGETHER WITH THE PROMOTER SELLING SHAREHOLDERS, THE PROMOTER GROUP SELLING SHAREHOLDER AND THE INVESTOR SELLING SHAREHOLDER, THE "SELLING SHAREHOLDERS" AND SUCH OFFER FOR SALE OF EQUITY SHARES BY THE SELLING SHAREHOLDERS, THE "OFFER FOR SALE").

OUR COMPANY, IN CONSULTATION WITH THE BRLMS, MAY CONSIDER A FURTHER ISSUE OF SPECIFIED SECURITIES AS MAY BE PERMITTED UNDER APPLICABLE LAW, AT ITS DISCRETION, AGGREGATING UP TO ₹1,000.00 MILLION (THE "PRE-IPO PLACEMENT"), PRIOR TO THE FILING OF THE RED HERRING PROSPECTUS. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, WILL BE AT A PRICE TO BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLMS. IF THE PRE-IPO PLACEMENT IS COMPLETED, THE AMOUNT RAISED PURSUANT TO THE PRE-IPO PLACEMENT WILL BE REDUCED FROM THE FRESH ISSUE, SUBJECT TO COMPLIANCE WITH RULE 19(2)(B) OF THE SCRR. THE PRE-IPO PLACEMENT, IF UNDERTAKEN, SHALL NOT EXCEED 20% OF THE SIZE OF THE FRESH ISSUE. PRIOR TO THE COMPLETION OF THE OFFER, OUR COMPANY SHALL APPROPRIATELY INTIMATE THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT, PRIOR TO ALLOTMENT PURSUANT TO THE PRE-IPO PLACEMENT, THAT THERE IS NO GUARANTEE THAT OUR COMPANY MAY PROCEED WITH THE OFFER OR THAT THE OFFER MAY BE SUCCESSFUL AND WILL RESULT IN THE LISTING OF THE EQUITY SHARES ON THE STOCK EXCHANGES. FURTHER, RELEVANT DISCLOSURES IN RELATION TO SUCH INTIMATION TO THE SUBSCRIBERS TO THE PRE-IPO PLACEMENT (IF UNDERTAKEN) SHALL BE APPROPRIATELY MADE IN THE RELEVANT SECTIONS OF THE RED HERRING PROSPECTUS AND PROSPECTUS.

THE FACE VALUE OF THE EQUITY SHARE IS ₹1 EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE 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 [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER), ALL EDITIONS OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER) AND [●] EDITIONS OF [●] (A WIDELY CIRCULATED GUJARATI DAILY NEWSPAPER, GUJARATI BEING THE REGIONAL LANGUAGE OF GUJARAT WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID / OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED 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 will be extended by at least three additional Working Days after such revision in 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 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 Syndicate Members and by intimation to Self-Certified Syndicate Banks ("SCSBs"). Designated Intermediaries and the Sponsor Bank(s), as applicable.

This Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957 ("SCRR") read with Regulation 31 of the SEBI ICDR Regulations and is in compliance with Regulation 6(1) of the SEBI ICDR Regulations wherein in accordance with Regulation 32(1) of the SEBI ICDR Regulations not more than 50% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs" and such portion, the "QIB Portion"), 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 ("Anchor Investor Portion"). One-third of the Anchor Investor Portion shall be reserved for the domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors ("Anchor Investor Allocation Price") in accordance with the SEBI ICDR Regulations. 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) (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, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from the Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders (out of which one-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million, and two-third shall be reserved for Bidders with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category) and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price in accordance with the SEBI ICDR Regulations. All Bidders, other than Anchor Investors, are required to participate in the Offer by mandatorily utilising the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) and UPI ID in case of UPI Bidders (as defined hereinafter), as applicable, pursuant to which their corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks (as defined hereinafter) or by the Sponsor Bank(s) under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For further details, see "Offer Procedure" on page 470.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue by our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹1 each. The Offer Price, Floor Price or the Price Band as determined by our Company, in consultation with the Book Running Lead Managers, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "Basis for the Offer Price" on page 128, 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 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 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 have not been recommended or approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 32.

ISSUER'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Each of the Selling Shareholders, severally and not jointly, accepts responsibility for and confirms the statements made or confirmed by such Selling Shareholder in this Draft Red Herring Prospectus to the extent of information specifically pertaining to them and their respective portion of the Offered Shares in the Offer for Sale and assumes responsibility that such statements are true and correct in all material respects and are not misleading in any material respect. However, each Selling Shareholder, severally and not jointly, confirms that it does not assume any responsibility for any other statements, disclosures 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 the other Selling Shareholder or any other person, in this Draft Red Herring Prospectus.

LISTING

The Equity Shares that will be offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively. For the purposes of the Offer, [●] is the Designated Stock Exchange. A copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus until the Bid / Offer Closing Date, see "Material Contracts and Documents for Inspection" on page 515.

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER
Equirus Capital Private Limited Unit No. 2601B, 26 th Floor, A Wing, Marathon Furturex N M Joshi Marg, Lower Parel Mumbai – 400 013, Maharashtra, India Telephone: +91 22 4332 0734 E-mail: rotomag.ipo@equirus.com Investor Grievance E-mail: investorgrievance@equirus.com Website: www.equirus.com Contact Person: Mrunal Jadhav / Rahul Wadekar SEBI Registration No.: INM000011286	CLSA India Private Limited 8/F Dalamal House Nariman Point Mumbai – 400 021 Maharashtra, India Telephone: +91 22 6650 5050 E-mail: rotomag.ipo@clsa.com Investor Grievance E-mail: investor.helpdesk@clsa.com Website: www.india.clsa.com Contact Person: Siddhant Thakur / Vedant Jain SEBI Registration No.: INM000010619	JM Financial Limited 7 th Floor, Energy, Appasaheb Marathe Marg, Prabhadevi, Mumbai - 400 025, Maharashtra, India Telephone: + 91 22 6630 3030 E-mail: rotomag.ipo@jmfl.com Investor Grievance E-mail: grievance.ibd@jmfl.com Website: www.jmfl.com Contact Person: Prachee Dhuri SEBI Registration No.: INM000010361	MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083, Maharashtra, India Telephone: +91 810 811 4949 E-mail: rotomag.ipo@in.mpmf.com Investor Grievance E-mail: rotomag.ipo@in.mpmf.com Website: www.in.mpmf.com Contact Person: Shanti Gopalkrishnan SEBI Registration No.: INR000004058

BID / OFFER PROGRAMME

ANCHOR INVESTOR BIDDING DATE	[●]*	BID / OFFER OPENS ON	[●]	BID / OFFER CLOSES ON*	[●]**

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

** Our Company, in consultation with the BRLMs, may consider closing the Bid / Offer Period for QIBs one Working Day prior to the Bid / Offer Closing Date in accordance with the SEBI ICDR Regulations.

The UPI mandate end time and date shall be at 5:00 p.m. on Bid / Offer Closing Date.

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, or unless otherwise specified, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines, circular, notification, direction, clarification, policy, articles of association or memorandum of association shall be to such legislation, act, regulation, rules, guidelines, circular, notification, statute, direction, clarification or policy or articles of association or memorandum of association as amended, updated, supplemented, re-enacted or modified, from time to time and any reference to a statutory provision shall include any subordinate legislation made, from time to time, under such provision.

The words and expressions used in this Draft Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meanings ascribed to such terms under the Companies Act, the SEBI Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made thereunder. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document, the definitions given below shall prevail.

Notwithstanding the foregoing, terms in “Basis for the Offer Price”, “Statement of Special Tax Benefits”, “Industry Overview”, “Key Regulations and Policies in India”, “History and Certain Corporate Matters”, “Restated Consolidated Financial Information”, “Outstanding Litigation and Other Material Developments”, “Offer Procedure” and “Articles of Association” on pages 128, 145, 156, 282, 291, 331, 425, 470 and 495, respectively, will have the meaning ascribed to such terms in those respective sections.

General terms

Term	Description
Our Company / the Company / the Issuer	Rotomag Enertec Limited (formerly known as Rotomag Motors and Controls Limited), a public limited company, incorporated under the Companies Act, 1956 and having its registered and corporate office at Plot No. 2102 / 3 & 4, GIDC Estate, Anand, Vithal Udyognagar - 388 121 Gujarat, India
We / us / our / Group	Unless the context otherwise indicates or implies, our Company, together with our Subsidiaries (as defined below), on a consolidated basis

Company-related terms

Term	Description
AoA / Articles of Association / Articles	The articles of association of our Company, as amended from time to time. For details of articles of association of our Company, see “Articles of Association” on page 495
Audit Committee	The audit committee of the Board of Directors, constituted in accordance with the Companies Act, 2013 and the SEBI Listing Regulations, described in “Our Management – Committees of our Board – Audit Committee” on page 310
Auditors / Statutory Auditors	The current statutory auditors of our Company, being K C Mehta & Co LLP, Chartered Accountants, having a firm registration number as ‘106237W/W100829’
Bhondsi Unit	The manufacturing unit of our subsidiary, Su-Vastika Systems Private Limited located at Village Ghamroj, Bhondsi Sohna Road, Gurugram, Haryana, India
Board / Board of Directors	The board of directors of our Company, as constituted from time to time or any duly constituted committee thereof as described in “Our Management – Board of Directors” on page 303
CCD(s)	The compulsorily convertible debentures issued by our Company. For further details regarding the compulsorily convertible debentures of our Company, see “Capital Structure – Notes to the capital structure – 2. Compulsory convertible debenture build-up history of our Company” on page 101
Chairman and Managing Director	Umesh Mohan Balani, the chairman and managing director of our Company. For details with respect to his profile, see “Our Management – Board of Directors” on page 303
Chief Financial Officer / CFO	Kuldeep Singh, the chief financial officer of our Company. For details with respect to his profile, see “Our Management – Key Managerial Personnel and Senior Management” on page 319
Company Secretary and Compliance Officer	Priyank Dharmeshkumar Tuiwala, the company secretary and compliance officer of our Company. For details with respect to his profile, see “Our Management – Key Managerial Personnel and Senior Management” on page 319
Corporate Social Responsibility Committee	The corporate social responsibility committee of the Board of Directors, constituted in accordance with the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014, described in “Our Management – Committees of our Board – Corporate Social Responsibility Committee” on page 317
Cyclo	Cyclo Transmissions Limited, one of the Subsidiaries of our Company. For further details, please see “History and Certain Corporate Matters - Our Subsidiaries” on page 294

Term	Description
Director(s)	The director(s) on the Board of our Company, as appointed from time to time. For details, see “ <i>Our Management – Board of Directors</i> ” on page 303
ESOP Scheme 2025	The Rotomag Employee Stock Option Plan 2025 as described in “ <i>Capital Structure - Employee Stock Option Plan</i> ” on page 112
Equity Shares	The equity shares of our Company of face value of ₹1 each
Executive Director(s)	The executive directors of our Company, being Umesh Mohan Balani and Neelam Umesh Balani. For further details of our Executive Director(s), see “ <i>Our Management</i> ” on page 303
F&S	Frost & Sullivan (India) Private Limited
F&S Report / Industry Report	Report titled “ <i>Assessing the Market Potential of Select Industrial Drive Solutions and Solar Products</i> ” dated September 2025, prepared by F&S pursuant to their engagement letter dated February 3, 2025, commissioned by our Company, and issued by F&S. The F&S Report is available on the website of our Company at https://www.rotomag.com/investor_relation.html , and has also been included in “ <i>Material Contracts and Documents for Inspection – Material Documents</i> ” on page 515
Group Company	Our group company, in terms of SEBI ICDR Regulations, namely Motive SRL, as described in section “ <i>Our Group Company</i> ” on page 438
Hapur Unit	The manufacturing unit of our subsidiary, Statcon located at Khasra No.509, Village - Chhijarsi Kulich Nagar, P.O. - Pilkhuwa, District - Hapur, Uttar Pradesh, India
Independent Chartered Accountant	The independent chartered accountant appointed by our Company, namely GMJ and Co., Chartered Accountants having a firm registration number as 103429W
Independent Chartered Engineer	The independent chartered engineer appointed by our Company, namely Atishkumar Naishadbhai Patel, Chartered Engineer
Independent Director(s)	The independent directors of our Company appointed as per the Companies Act, 2013 and the SEBI Listing Regulations, namely Ranganath N Krishna, Anil Kumar Raina and Priyanka Gulati. For further details of our Independent Directors, see “ <i>Our Management</i> ” on page 303
Investor Selling Shareholder	BanyanTree Growth Capital II, LLC
IPO Committee	The IPO committee of the Board of Directors, described in “ <i>Our Management – Committees of our Board</i> ” on page 310
KMP(s) / Key Managerial Personnel(s)	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013 and as described in “ <i>Our Management – Key Managerial Personnel and Senior Management</i> ” on page 319
Manufacturing Facilities	Collectively, Bhondsi Unit, Hapur Unit, Napa Gana Unit, Napa Talpad Unit, Patkhal Unit and Udyog Nagar Unit of our Company and our Subsidiaries
Material Subsidiaries	Rotomotive Powerdrives India Limited, being the material subsidiary of our Company in terms of the SEBI ICDR Regulations and the SEBI Listing Regulations Further, pursuant to the board resolution dated September 18, 2025, our Company has identified Statcon as a material subsidiary of our Company for the purposes of disclosure of the statement of special tax benefits available to Statcon and the disclosure of material approvals applicable to Statcon in the DRHP, RHP and Prospectus. For further details, please see “ <i>Statement of Special Tax Benefits</i> ” and “ <i>Government and Other Approvals</i> ” on pages 145 and 431
Materiality Policy	The policy adopted by our Board pursuant to its resolution dated September 18, 2025, for identification of material (a) outstanding litigation proceedings of our Company, our Subsidiaries, our Promoters and our Directors; (b) group company; and (c) identification of dues to creditors, pursuant to the disclosure requirements under the SEBI ICDR Regulations, for the purposes of disclosure in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus
MoA / Memorandum of Association	The memorandum of association of our Company, as amended from time to time
Napa Gana Unit	The manufacturing unit of Rotomotive located at 45, Meghava Gam, Napa-Gana Road, Anand, Gujarat, India
Napa Talpad Unit	The manufacturing unit of Rotomotive located at 223, Napa Talpad, Borsad, Anand, Gujarat, India
NCDs / Non-Convertible Debentures	The non-convertible debentures shall mean up to 10,000 non-convertible debentures, each having a face value of ₹0.10 million each, aggregating to ₹1,000.00 million issued on a private placement basis
Nomination and Remuneration Committee	The nomination and remuneration committee of the Board of Directors, constituted in accordance with the Companies Act, 2013 and the SEBI Listing Regulations, described in “ <i>Our Management – Committees of our Board – Nomination and Remuneration Committee</i> ” on page 313
Non-Executive Nominee Director	The non-executive nominee director on the Board of our Company, namely Rakesh Kumar Bhutoria. For further details of our Nominee Director, see “ <i>Our Management</i> ” on page [●]
Non-Executive Director(s)	The non-executive director(s) of our Company, namely Rakesh Kumar Bhutoria and the Independent Directors. For further details of our Non-Executive Directors, see “ <i>Our Management</i> ” on page 303
Other Selling Shareholder(s)	Pooja Tushar Patel and Siddharth Tushar Patel

Term	Description
Patkhal Unit	The manufacturing unit of our subsidiary, Cyclo At Post Tal, District Patkhal, Wasole, Maharashtra, India
Promoter(s)	The promoters of our Company, namely Umesh Mohan Balani, Neelam Umesh Balani, Priya Mohan Balani, Umesh Balani Family Private Trust and Neelam Balani Family Private Trust
Promoter Selling Shareholder(s)	Umesh Mohan Balani, Neelam Umesh Balani and Priya Mohan Balani
Promoter Group	Persons and entities constituting the promoter group of our Company, pursuant to Regulation 2(1)(pp) of the SEBI ICDR Regulations and as disclosed in “ <i>Our Promoters and Promoter Group</i> ” on page 324
Promoter Group Selling Shareholder	Anjali Umesh Balani
Registered Office / Registered and Corporate Office	Plot No. 2102 / 3 & 4, GIDC Estate, Anand, Vithal Udyognagar - 388 121 Gujarat, India
Restated Consolidated Financial Information	The restated consolidated financial information of our Company and our Subsidiaries as at and for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023, comprising of the restated consolidated balance sheet as at March 31, 2025, March 31, 2024 and March 31, 2023, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity and the restated consolidated statement of cash flows, for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 together with the summary statement of material accounting policies, notes, and other explanatory information relating to such financial periods prepared in accordance with Ind AS specified under Section 133 of the Companies Act 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and restated in accordance with the SEBI ICDR Regulations and included in “ <i>Restated Consolidated Financial Information</i> ” on page 331
Risk Management Committee	The risk management committee of the Board of Directors constituted in accordance with the SEBI Listing Regulations, described in “ <i>Our Management – Committees of our Board – Risk Management Committee</i> ” on page 318
RoC / Registrar of Companies	The Registrar of Companies, Gujarat at Ahmedabad
Rotomotive	Rotomotive Powerdrives India Limited, one of the Material Subsidiaries of our Company. For further details, please see “ <i>History and Certain Corporate Matters - Our Subsidiaries</i> ” on page 294
Selling Shareholders	Collectively, the Promoter Selling Shareholders, the Promoter Group Selling Shareholder, the Investor Selling Shareholder and the Other Selling Shareholders
Senior Management	The senior management of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations and as described in “ <i>Our Management – Key Managerial Personnel and Senior Management</i> ” on page 319
Shareholders	The shareholders of our Company from time to time
Shareholders’ Agreement / SHA	The subscription and shareholders’ agreement dated August 20, 2015, entered into by and amongst our Company, Umesh Mohan Balani, Neelam Umesh Balani and BanyanTree Growth Capital II, LLC
Stakeholders’ Relationship Committee	The stakeholders’ relationship committee of the Board of Directors, constituted in accordance with the Companies Act, 2013 and the SEBI Listing Regulations, described in “ <i>Our Management – Committees of our Board – Stakeholders’ Relationship Committee</i> ” on page 316
Statcon	Staon Energiaa Private Limited, one of the Material Subsidiaries of our Company. For further details, please see “ <i>History and Certain Corporate Matters - Our Subsidiaries</i> ” on page 294
Subsidiary(ies)	The direct and step-down subsidiaries of our Company namely: <i>Direct Subsidiaries:</i> 1. Rotomotive Powerdrives India Limited; 2. Statcon Energiaa Private Limited; and 3. Su – Vastika Systems Private Limited <i>Step – Down Subsidiary:</i> Cyclo Transmissions Limited For further details, please see “<i>History and Certain Corporate Matters - Our Subsidiaries</i>” on page 294
Su-Vastika	Su-Vastika Systems Private Limited, one of the Subsidiaries of our Company. For further details, please see “ <i>History and Certain Corporate Matters - Our Subsidiaries</i> ” on page 294
Udyognagar Unit	Our manufacturing facility located at plot No. 2102/3 & 2102/4, GIDC, Vithal Udyognagar, Anand, Gujarat, India
Waiver - cum - Amendment Agreement	The agreement dated September 19, 2025, for amending the Shareholders’ Agreement executed by and amongst our Company, Umesh Mohan Balani, Neelam Umesh Balani and BanyanTree Growth Capital II, LLC

Term	Description
Whole-Time Director	Neelam Umesh Balani, the Whole-Time director of our Company. For details with respect to her profile, see “Our Management – Board of Directors” on page 303

Offer-related terms

Term	Description
Abridged Prospectus	The memorandum containing such salient features of a prospectus as may be specified by the SEBI in this regard
Acknowledgement Slip	The slip or document issued by a Designated Intermediary(ies) to a Bidder as proof of registration of the Bid cum Application Form
Allot / Allotment / Allotted	Unless the context otherwise requires, allotment or transfer, as the case may be of Equity Shares offered pursuant to the Fresh Issue and transfer of the Offered Shares by the Selling Shareholders pursuant to the Offer for Sale to the successful Bidders
Allotment Advice	A note or advice or intimation of Allotment sent to all Bidders who bid in the Offer
Allottee	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 the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹100.00 million
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to Anchor Investors in terms of the Red Herring Prospectus, which price will be equal to or higher 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 during the Anchor Investor Bidding Date
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 the Red Herring Prospectus and Prospectus
Anchor Investor Bidding Date	The date, being one Working Day prior to the Bid / Offer Opening Date, 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	Final price at which the Equity Shares will be issued and Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher 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 on a discretionary basis, in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations
Applications Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorize an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB or to block the Bid Amount upon acceptance of the UPI Mandate Request by UPI Bidders using the UPI Mechanism
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, which may be blocked by such SCSB or the account of the UPI Bidders blocked upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism to the extent of the Bid Amount of the ASBA 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 the Red Herring Prospectus and the Prospectus
Banker(s) to the Offer	Collectively, the Escrow Collection Bank(s), Refund Bank(s), Sponsor Bank(s) and Public Offer Account Bank(s)
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer
Bid	An indication to make an offer during the Bid / Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares of our Company at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations, in terms of the Red Herring Prospectus and the Bid cum Application Form. The term “Bidding” shall be construed accordingly

Term	Description
Bidder	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an ASBA Bidder and an Anchor Investor
Bid Amount	In relation to each Bid, the highest value of optional Bids indicated in the Bid cum Application Form and payable by the Bidder and, in the case of Retail Individual Bidders Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidders, as the case maybe, upon submission of the Bid in the Offer
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter for QIBs and RIBs. For NIBs allotment shall not be less than the Minimum NIB Application Size
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 [●], which shall be published in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Gujarati newspaper, Gujarati being the regional language of Gujarat, where our Registered Office is located). In case of any revisions, the extended Bid / Offer Closing Date shall also be notified on the website of the BRLMs and terminals of the Syndicate Members, as required under the SEBI ICDR Regulations and communicated to the Designated Intermediaries and the Sponsor Bank(s), and shall also be notified in an advertisement in the same newspapers in which the Bid / Offer Opening Date was published, as required under the SEBI ICDR Regulations. Our Company in consultation with the Book Running Lead Managers may consider closing the Bid / Offer Period for QIBs one Working Day prior to the Bid / Offer Closing Date in accordance with the SEBI ICDR Regulations, which will be notified in an advertisement in the same newspapers in which the Bid / Offer Opening Date will be published
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 [●], which shall be published in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Gujarati newspaper, Gujarati being the regional language of Gujarat where our Registered Office is located)
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 prospective Bidders can submit their Bids, including any revisions thereof, in accordance with the SEBI ICDR Regulations and in accordance with the terms of the 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. Our Company may, in consultation with the BRLMs, consider closing the Bid / Offer Period for the QIB Category one Working Day prior to the Bid / Offer Closing Date in accordance with the SEBI ICDR Regulations, which will be notified in an advertisement in the same newspapers in which the Bid / Offer Opening Date will be published
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branches for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in 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 namely Equirus Capital Private Limited, CLSA India Private Limited and JM Financial Limited
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 Broker are available on the respective websites of the Stock Exchanges (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 / after the Anchor Investor Bidding Date
Cap Price	The higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. In all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price, subject to being a minimum of 105% of the Floor Price
Cash Escrow and Sponsor Bank Agreement	Agreement dated [●] to be entered into by our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Syndicate Members and the Banker(s) to the Offer for, among other things, the appointment of the Escrow and Sponsor Bank(s), the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account(s)

Term	Description
	and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof in accordance with the UPI circulars
Client ID	Client identification number maintained with one of the Depositories in relation to demat account
CLSA	CLSA India Private Limited
Collecting Depository Participant(s) / CDP	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 the SEBI RTA Master Circular and the UPI Circulars issued by SEBI, and as per the list available on the websites of BSE and NSE, as updated from time to time
Cut-off Price	Offer Price, finalised by our Company, in consultation with the BRLMs and in accordance with the SEBI ICDR Regulations, which shall be any price within the Price Band. Only Retail Individual Bidders Bidding in the Retail Portion are entitled to Bid at the Cut-off Price. QIBs (including the Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
Demographic Details	Details of the Bidders including the Bidder's address, name of the Bidder's father / husband, investor status, occupation, PAN, demat account and bank account details and UPI ID, where 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 respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) as updated from time to time
Designated Date	The date on which funds are transferred from the Escrow Account(s) and the amounts blocked are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account(s) or the Refund Account(s), as appropriate, in terms of the Red Herring Prospectus and the Prospectus, after the finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange in terms of the Red Herring Prospectus, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Offer
Designated Intermediaries	Collectively, the members of the Syndicate, Sub-Syndicate or agents, SCSBs (other than in relation to RIBs using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the Offer. In relation to ASBA Forms submitted by RIBs and Non-Institutional Bidders Bidding with an application size of up to ₹0.50 million (not using the UPI mechanism) by authorising 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 using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, Sub-Syndicate / agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders with an application size of more than ₹0.50 million (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, Sub-Syndicate / agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where 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) and updated from time to time
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI 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
Designated Stock Exchange	[●]
Document Repository Platform	The online platform set up by the stock exchanges to upload and maintain documents electronically as required in terms of SEBI Merchant Bankers Regulations and SEBI circular number SEBI/HO/CFD/CFD-TPD- 1/P/CIR/2024/170 dated December 5, 2024
Draft Red Herring Prospectus / DRHP	This draft red herring prospectus dated September 26, 2025, 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, including any addenda or corrigenda thereto
ECPL	Equirus Capital Private Limited

Term	Description
Eligible FPIs	FPIs from such jurisdictions outside India where it is not unlawful to make an offer / invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares offered thereby
Eligible NRI(s)	NRI(s) eligible to invest under Schedule 3 and Schedule 4 of the FEMA Rules, from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the ASBA Form and the Red Herring Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares
Escrow Account(s)	The 'no-lien' and 'non-interest bearing' account(s) to be opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors will transfer money through direct credit / NEFT / RTGS / NACH in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank(s)	The bank(s) which are clearing members and registered with SEBI as bankers to an issue under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, and with whom the Escrow Account(s) will be opened, in this case being [●]
First Bidder / Sole Bidder	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(s) thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted
Fresh Issue	The fresh issue component of the Offer comprising of an issuance by our Company of up to [●] Equity Shares of face value of ₹1 each at ₹[●] per Equity Share (including a premium of ₹[●] per Equity Share) aggregating up to ₹5,000.00 million. Our Company, in consultation with the BRLMs, may consider a further issue of specified securities as may be permitted under applicable law, at its discretion, aggregating up to ₹1,000.00 million (the “Pre-IPO Placement”), prior to the filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or that the Offer may be successful and will result in the listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.
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 issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020, suitably modified and updated pursuant to, among others, SEBI master circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024 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
Gross Proceeds	The Offer proceeds from the Fresh Issue that will be available to our Company
JM	JM Financial Limited
Mobile App(s)	The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 or such other website as may be updated from time to time, which may be used by UPI Bidders to submit Bids using the UPI Mechanism as provided under 'Annexure A' for the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019
Minimum NIB Application Size	Bid amount of more than ₹0.20 million in the specified lot size
Monitoring Agency	[●], being a credit rating agency registered with SEBI
Monitoring Agency Agreement	The agreement dated [●] to be entered into between our Company and the Monitoring Agency, prior to filing of the Red Herring Prospectus
Mutual Fund	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended
Mutual Fund Portion	Up to 5% of the Net QIB Portion, or [●] Equity Shares of face value of ₹1 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 Proceeds	The proceeds from the Fresh Issue less the Offer related expenses applicable to the Fresh Issue. For further details regarding the use of the Net Proceeds and the Offer related expenses, see “ <i>Objects of the Offer</i> ” on page 114
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors

Term	Description
Non-Institutional Bidders / NIBs	All Bidders that are not QIBs, Retail Individual Bidders and who have Bid for Equity Shares for an amount more than ₹0.20 million (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Offer consisting of [●] Equity Shares of face value of ₹1 each which shall be available for allocation to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: One third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹0.20 million and up to ₹1.00 million while the remaining portion shall be reserved for applicants with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders
Non-Resident / NR	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs.
Offer	The initial public offering of up to [●] Equity Shares of face value of ₹1 each, comprising of a Fresh Issue and the Offer for Sale, for cash at a price of ₹[●] each, aggregating up to ₹[●] million. Our Company, in consultation with the BRLMs, may consider a further issue of specified securities as may be permitted under applicable law, at its discretion, aggregating up to ₹1,000.00 million (the “Pre-IPO Placement”), prior to the filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or that the Offer may be successful and will result in the listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.
Offer Agreement	The agreement dated September 26, 2025, amongst our Company, the Selling Shareholders and the BRLMs, pursuant to the requirements of the SEBI ICDR Regulations, based on which certain arrangements are agreed to in relation to the Offer
Offer for Sale	The offer for sale component of the Offer of up to 24,040,162 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million (comprising of an offer for sale of up to 8,000,000 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million by Umesh Mohan Balani, up to 1,872,754 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million by Neelam Umesh Balani, up to 1,782,189 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million by Priya Mohan Balani, up to 801,650 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million by Anjali Umesh Balani, up to 10,101,325 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million by BanyanTree Growth Capital II, LLC, up to 689,409 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million by Pooja Tushar Patel, and up to 792,835 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million by Siddharth Tushar Patel)
Offer Price	The final price at which Equity Shares will be Allotted to ASBA Bidders, in terms of the Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of the Red Herring Prospectus. The Offer Price 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 the Red Herring Prospectus
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to our Company and the proceeds of the Offer for Sale (net of their portion of Offer-related expenses and relevant taxes thereon) which shall be available to the Selling Shareholders in proportion to the respective portion of Offered Shares of each such Selling Shareholder. For further information about use of the Offer Proceeds, see “ <i>Objects of the Offer</i> ” on page 114
Offered Shares	Up to 24,040,162 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million being offered by the Selling Shareholders as part of the Offer for Sale, comprising up to 8,000,000 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million by Umesh Mohan Balani, up to 1,872,754 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million by Neelam Umesh Balani, up to 1,782,189 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million by Priya Mohan Balani, up to 801,650 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million by Anjali Umesh Balani, up to 10,101,325 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million by BanyanTree Growth Capital II, LLC, up to 689,409 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million by

Term	Description
	Pooja Tushar Patel, and up to 792,835 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million by Siddharth Tushar Patel
Pre-IPO Placement	A further issue of specified securities as may be permitted under applicable law, aggregating up to ₹1,000.00 million, prior to the filing of the Red Herring Prospectus, that may be considered by our Company, in consultation with the BRLMs. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or that the Offer may be successful and will result in the listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.
Price Band	Price band ranging from a minimum price of ₹[●] per Equity Share (Floor Price) to the maximum price of ₹[●] per Equity Share (Cap Price) including any revisions thereof. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company, in consultation with the BRLMs, and will be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Gujarati newspaper, Gujarati being the regional language of Gujarat, where our Registered 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
Promoters' Contribution	Aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company that is eligible to form part of the minimum promoters' contribution, as required under the provisions of the SEBI ICDR Regulations, held by our Promoters, which shall be locked-in for a period of 18 months from the date of Allotment
Prospectus	The prospectus dated [●] to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013 and the SEBI ICDR Regulations containing, <i>inter alia</i> , the Offer Price that is determined in accordance with the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account(s)	Bank account(s) to be opened with the Public Offer Account Bank(s) under Section 40(3) of the Companies Act, 2013, to receive monies from the Escrow Account(s) and ASBA Accounts on the Designated Date
Public Offer Account Bank(s)	The banks which are clearing members and registered with SEBI as bankers to an issue under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, and with which the Public Offer Account(s) is opened for collection of Bid Amounts from Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being [●]
Qualified Institutional Buyers / QIBs	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
QIB Bidders	QIBs who Bid in the Offer
QIB Category / QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Offer comprising of up to [●] Equity Shares of face value of ₹1 each which shall be allocated 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 Book Running Lead Managers), subject to valid Bids being received at or above the Offer Price
Red Herring Prospectus / RHP	The red herring prospectus dated [●] to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be 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(s) opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to the Anchor Investors shall be made
Refund Bank(s)	The Banker(s) to the Offer with whom the Refund Account(s) will be opened, in this case being [●]
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub-Brokers) Regulations, 1992, as amended 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 SEBI circular No. CIR/CFD/14/2012 dated

Term	Description
	October 4, 2012 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), issued by SEBI
Registrar Agreement	The agreement dated September 19, 2025, amongst our Company, the Selling Shareholders and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar and Share Transfer Agents / RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids from relevant bidders at the Designated RTA Locations in terms of SEBI RTA Master Circular read with SEBI ICDR Master Circular and as per the lists available on the website of BSE and NSE, and the UPI Circulars
Registrar to the Offer / Registrar	MUFG Intime India Private Limited (<i>Formerly known as Link Intime India Private Limited</i>)
Resident Indian	A person resident in India, as defined under FEMA
Retail Individual Bidder(s) / RIB(s)	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹0.20 million in any of the bidding options in the Offer (including HUFs applying through their <i>karta</i> and Eligible NRIs and does not include NRIs other than Eligible NRIs)
Retail Portion	The portion of the Offer being not less than 35% of the Offer consisting of up to [●] Equity Shares of face value of ₹1 each, which shall be available for allocation to Retail Individual Bidders (subject to valid Bids being received at or above the Offer Price) in accordance with the SEBI ICDR Regulations
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s), as applicable. QIB Bidders and Non-Institutional Bidders 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 Bidders can revise their Bids during the Bid / Offer Period and withdraw their Bids until Bid / Offer Closing Date
Self-Certified Syndicate Bank(s) / SCSB(s)	The banks registered with SEBI, offering services: (a) in relation to ASBA (other than using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 , as applicable or such other website as may be prescribed by SEBI from time to time; and (b) in relation to ASBA (using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 , or such other website as may be prescribed by SEBI from time to time. In relation to Bids (other than Bids by Anchor Investor) submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 as updated from time to time. In accordance with SEBI RTA Master Circular, UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI. A list of SCSBs and mobile applications, which, are live for applying in public issues using UPI Mechanism as provided as 'Annexure A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, and 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
Share Escrow Agent	Share escrow agent to be appointed pursuant to the Share Escrow Agreement, namely [●]
Share Escrow Agreement	Agreement dated [●] to be entered into amongst our Company, the Selling Shareholders and the Share Escrow Agent in connection with the transfer of Equity Shares under the Offer for Sale by the Selling Shareholders and credit of such Equity Shares to the demat account of the Allottees
Specified Locations	Bidding Centres where the Syndicate shall accept ASBA Forms from Bidders
Sponsor Bank(s)	The Banker(s) to the Offer registered with SEBI under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended, which has been 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 the UPI Bidders, using the UPI Mechanism and carry out any other responsibilities in terms of the UPI Circulars, in this case being [●]

Term	Description
Stock Exchanges	Collectively, 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 / Members of the Syndicate	Together, the BRLMs and the Syndicate Members
Syndicate Agreement	Agreement dated [●] to be entered into amongst our Company, the Selling Shareholders, the BRLMs, the Syndicate Members and the Registrar to the Offer
Syndicate Members	Intermediaries (other than the BRLMs) 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, in this case being [●]
Systemically Important Non-Banking Financial Company / NBFC-SI	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
Underwriters	[●]
Underwriting Agreement	The agreement dated [●] to be entered into among the Underwriters, our Company and the Selling Shareholders, on or after the Pricing Date, but prior to filing of the Prospectus with the RoC.
UPI	Unified payments interface, which is an instant payment mechanism developed by NPCI
UPI Bidder(s)	Collectively, individual investors applying as (i) Retail Individual Bidders, in the Retail Portion, and (ii) Non-Institutional Bidders with an application size of up to ₹0.50 million in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to the SEBI ICDR Master Circular and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations) issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹0.50 million shall use UPI and shall provide their UPI ID in the bid-cum-application form submitted with: (i) a syndicate member, (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 (to the extent not rescinded by the SEBI RTA Master Circular), SEBI RTA Master Circular (to the extent it pertains to UPI), SEBI ICDR Master Circular, along with the circulars issued by the National Stock Exchange of India Limited having reference no. no. 23/2022 dated July 22, 2022 and reference no. 25/2022 dated August 3, 2022 and the notices issued by BSE Limited having reference no. 20220722-30 dated July 22, 2022 and reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars, notifications or notices issued by SEBI or the Stock Exchanges in this regard.
UPI ID	An 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 Mobile App and by way of a SMS directing the UPI Bidder to such UPI Mobile App) to the UPI Bidder initiated by the Sponsor Bank(s) to authorise blocking of funds in the relevant ASBA Account through the UPI Mobile App equivalent to the Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that may be used by a UPI Bidder to make a Bid in the Offer in accordance with the UPI Circulars
UPI PIN	Password to authenticate UPI transaction
Wilful Defaulter or a Fraudulent Borrower	A company or person, as the case may be, categorised as a wilful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the RBI
Working Day(s)	All days on which commercial banks in Mumbai 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, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; (c) 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 Mumbai, India, as per the circulars issued by SEBI

Conventional and general terms and abbreviations

Term	Description
AIF(s)	Alternative Investment Funds as defined in, and registered with SEBI under the SEBI AIF Regulations
Bn	Billion
BSE	BSE Limited
CAGR	Compound annual growth rate
Calendar Year or year	Unless the context otherwise requires, shall refer to the 12 months period ending December 31
Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations
Category II AIF	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as “Category I Foreign Portfolio Investors” under the SEBI FPI Regulations
Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations
CBDT	Central Board of Direct Taxes
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Companies Act, 1956	The erstwhile Companies Act, 1956, along with the relevant rules made thereunder
Companies Act / Companies Act, 2013	Companies Act, as amended, 2013, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder, as amended to the extent currently in force
Consolidated FDI Policy	The consolidated foreign direct investment policy bearing DPIIT file number 5(2) / 2020-FDI Policy dated October 15, 2020 and effective from October 15, 2020, issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India and any modifications thereto or substitutions thereof, issued from time to time
CSR	Corporate social responsibility
Depositories	NSDL and CDSL, collectively
Depositories Act	Depositories Act, 1996, as amended
DIN	Director Identification Number
DP ID	Depository Participant’s identity number
DP or Depository Participant	A depository participant as defined under the Depositories Act
DPIIT	The Department for Promotion of Industry and Internal Trade (earlier known as Department of Industrial Policy and Promotion)
EBITDA	EBITDA is calculated as restated profit for the year less other income add finance costs, depreciation and amortization expense and total tax expense
EBITDA Margin	EBITDA Margin (%) is calculated as calculated as EBITDA divided by revenue from operations
EPS	Earnings per share
€ / Euro	Euro, the official currency of the European Union
FCNR Account	Foreign Currency Non Resident (Bank) account established in accordance with the FEMA
FDI	Foreign direct investment
FEMA	Foreign Exchange Management Act, 1999, as amended, read with rules and regulations thereunder
FEMA NDI Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended
Financial Year / Fiscal / Fiscal Year / FY	The period of 12 months commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year
FIR	First information report
FPIs	Foreign Portfolio Investors, as defined under SEBI FPI Regulations
FVCI	Foreign Venture Capital Investors (as defined under the Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000) registered with SEBI
GAAR	General anti-avoidance rules
GDP	Gross Domestic Product
GoI / Government / Central Government	Government of India
GST	Goods and Services Tax
HUF(s)	Hindu Undivided Family(ies)
IAS Rules	Companies (Indian Accounting Standards) Rules, 2015, as amended
ICAI	Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards as issued by the International Accounting Standards Board
IFSC	Indian Financial System Code
IGST	Integrated Goods and Services Tax
Income Tax Act / IT Act	Income-tax Act, 1961, as amended

Term	Description
Ind AS	The Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013
Ind AS 24	Indian Accounting Standard 24, “Related Party Disclosures”, notified by the Ministry of Corporate Affairs under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013
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
IGAAP / Indian GAAP	Accounting standards notified under Section 133 of the Companies Act, 2013, read with Companies (Accounting Standards) Rules, 2006, as amended and the Companies (Accounts) Rules, 2014, as amended
INR / Rupee / ₹ / Rs.	Indian Rupee, the official currency of the Republic of India
IRDAI	Insurance Regulatory and Development Authority of India
ISIN	International Securities Identification Number
IST	Indian Standard Time
IT	Information Technology
MAT	Minimum Alternate Tax
MCA	The Ministry of Corporate Affairs, Government of India
MCLR	Marginal Cost of Funds Based Lending Rate
Mn / mn	Million
MSMEs	Small scale undertakings as per the Micro, Small and Medium Enterprises Development Act, 2006, as amended
N.A.	Not applicable
NACH	National Automated Clearing House
NBFC	Non-Banking Financial Company
NEFT	National Electronic Fund Transfer
NFAC	National Faceless Assessment Centre
NI Act	Negotiable Instruments Act, 1881, as amended
Net asset value per equity share / NAV	Net worth as restated / Number of equity shares as at financial year end
Net Debt	Net Debt is calculated as total debt reduced by cash and cash equivalents and bank balances other than cash and cash equivalents
Net Debt to Equity Ratio	Net debt / equity is calculated as net debt divided by total equity
Net Worth	Net Worth is calculated as Equity attributable to owners of the parent less Capital Reserve.
NOC	No-objection certificate
NPCI	National Payments Corporation of India
NR / Non-Resident	A person resident outside India, as defined under the FEMA and includes an NRI, FPIs and FVCIs
NRI(s) / Non-Resident Indian(s)	Non-Resident Indian(s)
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
PAN	Permanent account number
Profit after tax / PAT	PAT represents total profit after tax for the year as per the Restated Consolidated Financial Information.
PAT Margin	Restated profit for the year divided by total income.
PM-KUSUM	Pradhan Mantri Kisan Urja Suraksha Evam Utthaan Mahabhiyan
RBI	The Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
Return on Capital Employed / ROCE	Return on Capital Employed is calculated as EBIT divided by Capital employed. Capital employed is calculated as the sum of Net Worth, Non-controlling interest, Non-current borrowings and Current borrowings while EBIT is calculated as Restated profit for the year add total tax expense and Finance costs
Return on Equity	Return on Equity is calculated as Restated profit for the year attributable to owners of the Company divided by Net Worth.
Return on Net Worth / RoNW	Return on Net Worth is calculated as Restated profit for the year attributable to owners of the Company / Net worth as restated as at year end
Revenue from Operations	Revenue from operations means revenue from sale of products, services and other operating revenues as per the Restated Consolidated Financial Information
RTGS	Real Time Gross Settlement
Rule 144A	Rule 144A under the U.S. Securities Act
SCORES	Securities and Exchange Board of India Complaints Redress System, a centralized web based complaints redressal system launched by SEBI
SCRA	Securities Contracts (Regulation) Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended

Term	Description
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
SEBI ICDR Master Circular	SEBI master circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended
SEBI RTA Master Circular	SEBI master circular no SEBI/HO/MIRSD/MIRSD-POD/P/CIR/2025/91 dated June 23, 2025
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
SNA	State Nodal Agencies
STT	Securities Transaction Tax
Trade Marks Act	Trade Marks Act, 1999, as amended
US\$ / USD / US Dollar	United States Dollar, the official currency of the United States of America
USA / U.S. / US	United States of America and its territories and possessions, including any state of the United States, and the District of Columbia
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
U.S. Securities Act	U.S. Securities Act of 1933
U.S. SEC	Securities and Exchange Commission of the United States of America
VAT	Value Added Tax
VCFs	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

Business, technical and industry-related terms

Term	Description
AC	Alternating current
BLDC	Brushless direct current
DC	Direct current
EV	Electric vehicle
hp	Horsepower
IoT	Internet of Things
OEM	Original equipment manufacturers
PMDC	Permanent magnet direct current
PMSM	Permanent magnet synchronous motors

Definitions of Key Performance Indicators

KPI	Remarks/ Definition/ Assumption
Revenue from Operations (₹ million)	Revenue from operations helps management track business income and assess our Company's overall financial performance and scale.
Growth in Revenue from Operations (%)	Growth in revenue from operations reflects the business' expansion over the respective period compared to the previous period.
Material Margin (%)	Material margin represents insights into the value our Company adds by showing the profitability achieved over material costs from revenue from operations.
EBITDA (₹ million)	EBITDA represents our operating profitability by measuring earnings generated from business activities, excluding the impact of financing decisions, tax environment, and depreciation and amortisation expenses.
EBITDA Margin (%)	EBITDA margin represents the percentage of our revenue from operations that translates into EBITDA, indicating the operational efficiency and profitability of our business, excluding the impact of financing decisions, tax

KPI	Remarks/ Definition/ Assumption
	environment, and depreciation and amortisation expenses.
Restated Profit for the Year (₹ million)	Restated Profit for the year represents the net earnings after deducting all expenses, including taxes, reflecting the Company's true profitability during a given year.
PAT Margin (%)	PAT margin represents the percentage of our total income that remains as net profit after all expenses and taxes, indicating the overall profitability of the company.
Return on Equity (%)	Return on Equity measures how efficiently our Company generates profits using shareholders' funds.
Return on Capital Employed (%)	Return on Capital Employed measures how efficiently our Company generates earnings before finance costs and taxes from the capital employed in the business.
Net Debt (₹ million)	Net Debt reflects our overall debt position after adjusting for available funds as of the Balance Sheet date.
Net Debt to EBITDA (times)	Net Debt to EBITDA measures the extent to which our Company's EBITDA can cover its net debt, helping assess financial leverage.
Net Debt to Equity (times)	Net Debt to Equity measures the proportion of our Company's net debt relative to its equity. It provides insights into our Company's financial leverage, reflecting how much debt is used to finance the business in relation to shareholders' equity.
Net Fixed Assets Turnover Ratio (times)	Net Fixed Assets Turnover Ratio measures the efficiency with which our Company utilizes its net fixed assets to generate revenue.
Net Working Capital Days (No. of days)	Net Working Capital Days measures the number of days it takes for our Company to convert its working capital into revenue. It reflects the efficiency of managing short-term assets and liabilities.
Revenue from Operations (In India) (₹ million)	Revenue from operations (in India) provides insights into the geographic distribution of our Company's revenue, highlighting the revenue generated from domestic market.
Revenue from Operations (Outside India) (₹ million)	Revenue from operations (Outside India) provides insights into the geographic distribution of our Company's revenue, highlighting the revenue generated outside India.
Revenue from Operations (In India) (%)	Revenue from operations (in India) % provides insights into the geographic distribution of our Company's revenue, indicating the share of revenue from operations that is generated from domestic market.
Revenue from Operations (Outside India) (%)	Revenue from operations (outside India) % provides insights into the geographic distribution of our Company's revenue, indicating the share of revenue from operations that is generated outside India.
Revenue split across product categories: Solar Products	Revenue from Solar Products represents the revenue generated by our Company from the sale of solar-related products, including solar pumping systems, solar pumps, power inverters, solar inverters, and energy storage systems, and helps us track the performance of our solar product offerings.
Revenue split across product categories: Industrial Drive Solutions	Revenue from Industrial Drive Solutions represents the revenue generated by our Company from the sale of a range of products, including direct current (DC) motors, permanent magnet DC (PMD) motors, brushless DC (BLDC) motors, alternating current (AC) motors, permanent magnet synchronous motors (PMSM), as well as various gearboxes—such as worm, bevel, helical, in-line bevel, in-line helical, cycloidal, and planetary gearmotors, drivetrains and railway products. This metric helps us track the performance of our product offerings from the Industrial Drive Solutions segment.
Number of Manufacturing Facilities	The number of manufacturing facilities represents the total facilities operated by our Company for the production of both Industrial Drive Solutions and Solar Products.
Number of Solar Pumping Systems installed	The number of solar pumping systems installed represents the total systems installed by our Company under the PM Kusum scheme and similar state government programs. This metric helps us monitor our growth and assess the operational performance of our solar pump installations.
Number of Solar Pumps sold to Installers	The number of solar pumps sold to installers tracks the total standalone solar pumps sold to third-party installers, who deploy and install solar pumping systems on our behalf.
Order book - Solar Pumping Systems (₹ million)	Order Book for our solar pumping systems business is defined as the value of the orders received by us under the schemes implemented by State Nodal Agencies ("SNA"), for the installation of solar-powered pumping systems under the PM Kusum scheme and similar state government programs, less the revenue already recognized from these allocations. The order book helps us track the Company's outstanding business as of the respective date.
Number of Service Centres in India for solar pumps and solar pumping systems	The number of service centres in India represents the total service centres we operate for our solar pumps and solar pumping systems. This helps us

KPI	Remarks/ Definition/ Assumption
	track the reach and scope of our customer support across the country.
Number of Installation Partners	The number of installation partners represents the total partners we collaborate with for implementing solar pumping system projects. They oversee and coordinate large-scale operations. This helps us track the scale and geographical spread of our project execution capabilities
Number of Installation Agents	The number of installation agents represents the total third-party partners we work with to install solar pumping systems. These include prominent dealers, traders, small agricultural field operators and shop owners. This helps us monitor the effectiveness and coverage of our installation network

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

Certain conventions

All references in this Draft Red Herring Prospectus to “India” are to the Republic of India and its territories and possessions and 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.

All references herein to the “US”, the “U.S.”, the “USA”, or the “United States” are to the United States of America and its territories and possessions.

Page Numbers

Unless indicated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to page numbers of this Draft Red Herring Prospectus.

Financial data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Draft Red Herring Prospectus are derived from the Restated Consolidated Financial Information.

The Restated Consolidated Financial Information of our Company and our Subsidiaries as at and for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023, comprising of the restated consolidated balance sheet as at and for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity and the restated consolidated statement of cash flows, for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 together with the summary statement of material accounting policies, notes, and other explanatory information relating to such financial periods prepared in accordance with Ind AS specified under Section 133 of the Companies Act 2013, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and restated in accordance with the SEBI ICDR Regulations and included in “*Restated Consolidated Financial Information*” on page 331.

For further information on our Company’s financial information, please see “*Restated Consolidated Financial Information*” on page 331.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. In addition, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

Our Company’s financial year commences on April 1 and ends on March 31 of the next calendar year. Accordingly, all references in this Draft Red Herring Prospectus to a particular “Financial Year”, “Fiscal” or “Fiscal Year”, unless stated otherwise, are to the 12-month period ended on March 31 of that particular calendar year.

The degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act, 2013 and the SEBI ICDR Regulations. Any reliance by persons not familiar with Ind AS, the Companies Act 2013, the SEBI ICDR Regulations and Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited. There are significant differences between Ind AS, Indian GAAP, US GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or US GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft 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. For details in connection with risks involving differences between Ind AS, U.S. GAAP and IFRS, please see “*Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our business, financial condition, cash flows and result of operations*” on page 77.

Unless the context otherwise requires or indicates, any percentage amounts or ratios (excluding certain operational metrics), with respect to the financial information of our Company in this Draft Red Herring Prospectus have been derived from the Restated Consolidated Financial Information.

Non-GAAP measures

Certain non-GAAP measures presented in this Draft Red Herring Prospectus such as Material Margin, EBITDA, EBITDA Margin, PAT Margin, Return on Equity, Return on Capital Employed, Net Debt, Net Debt to EBITDA, Net Debt to Equity, Net Fixed Assets Turnover Ratio and Net Asset Value (collectively “**Non-GAAP Measures**”) are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, or IFRS and should not be considered in isolation or construed as an alternative to cash flows, profit / (loss) for the year / 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, or IFRS. In addition, these Non-GAAP Measures and other 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, therefore, a comparison of similarly titled Non-GAAP Measures or statistical or other information relating to operations and financial performance between companies may not be possible. Other companies may calculate the Non-GAAP Measures differently from us, limiting their usefulness as a comparative measure. Although the Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, we compute and disclose them as our Company’s management believes that they are useful information in relation to our business and financial performance.

For the risks relating to Non-GAAP Measures, see “*Risk Factors – We have in this Draft Red Herring Prospectus included certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance that may vary from any standard methodology that is applicable across the industry we operate*” on page 70.

Industry and market data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been derived from a report titled “*Assessing the Market Potential of Select Industrial Drive Solutions and Solar Products*” dated September 2025 (the “**F&S Report**”) that has been commissioned and paid for by our Company and prepared by F&S exclusively for the purpose of understanding the industry our Company operates in, in connection with the Offer. The F&S Report is available on the website of our Company at https://www.rotomag.com/investor_relation.html, until the Bid / Offer Closing Date, and has also been included in “*Material Contracts and Documents for Inspection – Material Documents*” on page 515. F&S has, pursuant to their letter dated September 19, 2025, accorded their no-objection and consent to use the F&S Report in connection with the Offer and confirmed that it is an independent agency and is not related, in any manner, to our Company, our Directors, our Promoters, KMPs, Senior Management, any of the Selling Shareholders, our Subsidiaries or the Book Running Lead Managers. F&S was appointed by our Company pursuant to engagement letter dated February 3, 2025.

Although we believe that the industry and market data used in this Draft Red Herring Prospectus is reliable, the data used in these sources may also have been reclassified by us for the purposes of presentation and may also not be comparable. Further, industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends.

The extent to which the industry and market data presented in this Draft Red Herring Prospectus is meaningful depends upon the reader’s familiarity with, and understanding of, the methodologies used in compiling such information. There are no standard data gathering methodologies in the industry in which we conduct business, and the methodologies and assumptions may vary widely among different market and industry sources. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “*Risk Factors – Certain sections of this Draft Red Herring Prospectus disclose information from the F&S Report which has been prepared exclusively for the Offer and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks*” on page 67. Accordingly, no investment decisions should be made based on such information.

In accordance with the SEBI ICDR Regulations, the section “*Basis for the Offer Price*” on page 128 includes information relating to our peer group company, which has been derived from publicly available sources. This

information is believed to be reliable and has been verified by GMJ and Co., Chartered Accountants, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Accordingly, no investment decisions should be based solely on such information.

Time and Year

All references to time in this Draft Red Herring Prospectus are to Indian Standard Time. Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a Calendar Year.

Currency and Units of Presentation

All references to:

- ‘**Rupees**’ or ‘**₹**’ or ‘**Rs.**’ or **INR** are to Indian Rupees, the official currency of the Republic of India.
- ‘**U.S.\$**’, ‘**U.S. Dollar**’, ‘**USD**’ or ‘**U.S. Dollars**’ are to United States Dollars, the official currency of the United States of America.
- ‘**Euro**’ or ‘**€**’ are to Euro, the official currency of the European Union.
- ‘**JPY**’ are to Japanese Yen, the official currency of Japan.

In this Draft Red Herring Prospectus, our Company has presented certain numerical information. Except otherwise stated, all figures have been expressed in millions. One million represents ‘0.10 crore’, ‘10 lakhs’ or 1,000,000. However, where any figures that may have been sourced from third-party industry sources and expressed in denominations other than millions, such figures appear in this Draft Red Herring Prospectus expressed in such denominations as provided in their respective sources.

Figures sourced from third-party industry sources may be rounded off to other than two decimal points in the respective sources, and such figures have been expressed in this Draft Red Herring Prospectus in such number of decimal points as provided in such respective sources. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given, and (ii) the sum of the figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

Exchange rates

This Draft Red Herring Prospectus may contain conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI ICDR Regulations. These conversions should not be construed as a representation that such 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	Exchange Rate as on		
	March 31, 2025	March 31, 2024	March 31, 2023
1 USD	85.58	83.37	82.22
1 EUR	92.32	90.22	89.61
1 JPY	56.75	55.09	61.80

Source: www.fbi.org.in and www.rbi.org.in

Note: Exchange rate is rounded off to two decimal places and in case March 31 of any of the respective years is a public holiday, the previous Working Day not being a public holiday has been considered.

Notice to Prospective Bidders

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Draft Red Herring Prospectus or approved or disapproved the Equity Shares. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Offer, including the merits and risks involved. The offer and sale of the Equity Shares in the Offer 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 U.S. except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (a) within the U.S. only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft 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 Draft Red Herring Prospectus as “**QIBs**”) in transactions exempt from or not subject to the registration requirements of the U.S. Securities Act; and (b) outside of the U.S. in offshore transactions as defined in and in compliance with Regulation S and the applicable laws of the jurisdiction where those offers and sales occur. See “*Other Regulatory and Statutory Disclosures – Eligibility and Transfer Restrictions*” on page 444.

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.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain statements which are not statements of historical fact and may be described as “forward-looking statements”. These forward looking statements include statements which can generally be identified by words or phrases such as “aim”, “anticipate”, “are likely”, “believe”, “continue”, “can”, “could”, “expect”, “estimate”, “intend”, “may”, “likely”, “objective”, “plan”, “project”, “propose”, “seek to”, “strive to”, “shall”, “should”, “will”, “will continue”, “will pursue” or other words or phrases of similar import. Similarly, statements that describe the strategies, objectives, plans or goals of our Company are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements.

By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. These forward-looking statements are based on our management’s belief and assumptions, current plans, estimates, presumptions and expectations, which in turn are based on currently available information. As a result, actual results could be materially different from those that have been estimated. Forward-looking statements reflect our current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance.

Although we believe that the assumptions on which such statements are based are reasonable, any such assumptions as well as statements based on them could prove to be inaccurate. 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. This may be due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industries we cater to, and our ability to respond to them, our ability to successfully implement our strategies, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India or globally which have an impact on our 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, regulations and taxes, changes in competition in our industry and incidence of any natural calamities and/or acts of violence. There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

For a further discussion of factors that could cause our actual results to differ from our estimates and expectations, see “Risk Factors”, “Industry Overview”, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 32, 156, 252 and 392, respectively.

Neither our Company, our Directors, the Selling Shareholders, nor 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 the SEBI ICDR Regulations, our Company will ensure that investors in India are informed of material developments pertaining to our Company and the Equity Shares from the date of the Red Herring Prospectus until the date of Allotment. In accordance with the requirements of SEBI, each of the Selling Shareholders (through our Company and the BRLMs) shall, severally and not jointly, to the extent of statements specifically made or confirmed by them in relation to themselves and their respective portion of Offered Shares in this Draft Red Herring Prospectus, ensure that investors in India are informed of material developments until the date of Allotment.

SECTION II - SUMMARY OF THE OFFER DOCUMENT

This section is a general summary of certain disclosures included in this Draft Red Herring Prospectus and is neither exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including “Risk Factors”, “The Offer”, “Capital Structure”, “Objects of the Offer”, “Industry Overview”, “Our Business”, “Our Promoters and Promoter Group”, “Restated Consolidated Financial Information”, “Outstanding Litigation and Other Material Developments”, “Offer Structure” and “Offer Procedure”, on pages 32, 82, 98, 114, 156, 252, 324, 331, 425, 466 and 470 respectively of this Draft Red Herring Prospectus.

Primary business of our Company

We are a design-focused manufacturer and supplier of industrial drive solutions (comprising motors, gearboxes, drivetrains and railway products) and solar products (comprising solar pumps, solar pumping systems, inverters and energy storage systems), serving diverse applications across multiple industries. Our industrial drive solutions comprise direct current motors, permanent magnet DC motors, brushless direct current motors, alternating current motors (asynchronous motors), permanent magnet synchronous motors, gearboxes and gearmotors. As of the date of this Draft Red Herring Prospectus, we operate six manufacturing facilities in India with key focus on concept design, assembly and finished product testing.

Summary of the industry in which our Company operates

In Fiscal 2025, the Indian market for solar pumps was valued at ₹53,000 million. It is projected to grow at a CAGR of approximately 21.4% between Fiscals 2025 and 2030 to reach ₹140,000 million by Fiscal 2030. The Government of India launched the PM KUSUM Scheme which contains (under Component B) the installation of 20 lakh standalone solar powered agriculture pumps. Further, in Fiscal 2025, the Indian market for industrial electric motors was valued at ₹95,000.00 million, and it is projected to grow at a CAGR of approximately 6.0% between Fiscals 2025 and 2030, reaching ₹127,000.00 million by Fiscal 2030. (Source: F&S Report)

Names of Promoters

As on the date of this Draft Red Herring Prospectus, our Promoters are Umesh Mohan Balani, Neelam Umesh Balani, Priya Mohan Balani, Umesh Balani Family Private Trust and Neelam Balani Family Private Trust. For further details, see “Our Promoters and Promoter Group” on page 324.

Offer size

The following table summarizes the details of the Offer:

Offer ⁽¹⁾	Up to [●] Equity Shares of face value of ₹1 each for cash at price of ₹[●] per Equity Share (including a premium of [●] per Equity Share), aggregating up to ₹[●] million
of which	
(i) Fresh Issue ^{^ (1)}	Up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹5,000.00 million
(ii) Offer for Sale ⁽²⁾⁽³⁾	Up to 24,040,162 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million (comprising of an offer for sale of up to 8,000,000 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million by Umesh Mohan Balani, up to 1,872,754 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million by Neelam Umesh Balani, up to 1,782,189 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million by Priya Mohan Balani, up to 801,650 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million by Anjali Umesh Balani, up to 10,101,325 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million by BanyanTree Growth Capital II, LLC, up to 689,409 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million by Pooja Tushar Patel, and up to 792,835 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million by Siddharth Tushar Patel

[^] Our Company, in consultation with the BRLMs, may consider a further issue of specified securities as may be permitted under applicable law, at its discretion, aggregating up to ₹1,000.00 million (the “Pre-IPO Placement”), prior to the filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or that the Offer may be successful and will result in the listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.

Notes:

- (1) The Offer has been authorized by a resolution of our Board dated September 18, 2025 and the Fresh Issue has been authorized by a special resolution of our Shareholders, dated September 19, 2025. Further, our Board has taken on record the consent of the Selling Shareholders for participation in the Offer for Sale pursuant to its resolution dated September 18, 2025.
- (2) Each of the Selling Shareholders, severally and not jointly, confirm that their respective portion of the Offered Shares are eligible for being offered for sale in terms of Regulation 8 of the SEBI ICDR Regulations. Each Selling Shareholder has, severally and not jointly, consented for the sale of its respective portion of the Offered Shares in the Offer for Sale. For details of the authorisation of the Selling Shareholders in relation to the Offered Shares, see “Other Regulatory and Statutory Disclosures – Authority for the Offer” on page 440.
- (3) As on the date of this Draft Red Herring Prospectus, 3,200 CCDs of face value ₹100,000 each, are outstanding and will be converted to a maximum of up to 17,754,881 Equity Shares of face value ₹1 each, prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations.

The Offer shall constitute [●]% of the post Offer paid up Equity Share capital of our Company. For further details, see “The Offer”, “Offer Structure” and “Other Regulatory Statutory Disclosures” on pages 82, 466 and 440, respectively.

Objects of the Offer

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

(in ₹ million)	
Objects	Amount**
Redemption of Non-Convertible Debentures issued by our Company	1,000.00
Funding the working capital requirements of our Company	2,750.00
General corporate purposes*^	[●]
Net Proceeds*	[●]

^The amount to be utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds.

*To be finalised upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

Our Company, in consultation with the BRLMs, may consider a further issue of specified securities as may be permitted under applicable law, at its discretion, aggregating up to ₹1,000.00 million (the “Pre-IPO Placement**”), prior to the filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or that the Offer may be successful and will result in the listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.

For further details, see “Objects of the Offer” on page 114.

Aggregate pre-Offer shareholding of our Promoters, the members of our Promoter Group (other than our Promoters) and the Selling Shareholders

The aggregate pre-Offer shareholding and percentage of the pre-Offer paid-up Equity Share capital, of our Promoters, the members of our Promoter Group (other than the Promoters), and the Selling Shareholders, as on the date of this Draft Red Herring Prospectus is set forth below:

S. No.	Name of Shareholder	Pre-Offer				Post-Offer^	
		Number of Equity Shares of face value of ₹1 each	% of total pre-Offer paid up Equity Share capital	Number of Equity Shares of face value of ₹1 each, on a fully diluted basis	% of pre-Offer Equity Share capital, on a fully diluted basis	Number of Equity Shares of face value of ₹1 each	% of total post-Offer paid up Equity Share capital
Promoters							
1.	Umesh Mohan Balani*	39,811,846	47.82	39,811,846	39.41	[●]	[●]
2.	Neelam Umesh Balani*	2,881,160	3.46	2,881,160	2.85	[●]	[●]
3.	Priya Mohan Balani*	8,910,948	10.70	8,910,948	8.82	[●]	[●]
4.	Umesh Balani Family Private Trust	10,826,640	13.00	10,826,640	10.72	[●]	[●]
5.	Neelam Balani Family Private Trust	10,482,611	12.59	10,482,611	10.38	[●]	[●]
Total (A)		72,913,205	87.57	72,913,205	72.18	[●]	[●]
Promoter Group (excluding our Promoters)							
1.	Aparna Tushar Patel	842,400	1.01	842,400	0.83	[●]	[●]
2.	Anjali Umesh Balani**	2,605,363	3.13	2,605,363	2.58	[●]	[●]
Total (B)		3,447,763	4.14	3,447,763	3.41	[●]	[●]
Investor Selling Shareholder							
1.	BanyanTree Growth Capital II, LLC	3,250	0.00	17,758,131#	17.58	[●]	[●]
Total (C)		3,250	0.00	17,758,131	17.58	[●]	[●]
Other Selling Shareholders							
1.	Pooja Tushar Patel	3,447,048	4.14	3,447,048	3.41	[●]	[●]
2.	Siddharth Tushar Patel	3,447,113	4.14	3,447,113	3.41	[●]	[●]
Total (D)		6,894,161	8.28	6,894,161	6.83	[●]	[●]
Total (E = A + B + C + D)		83,258,379	100.00	101,013,260	100.00	[●]	[●]

*Also, the Promoter Selling Shareholders

**Also, the Promoter Group Selling Shareholder

[#] Calculated assuming conversion of 3,200 CCDs of face value of ₹100,000 each held by BanyanTree Growth Capital II, LLC to a maximum of up to 17,754,881 Equity Shares of face value of ₹1 each.

[^] To be updated at the Prospectus stage

For further details, see “Capital Structure” on page 98.

Shareholding of our Promoters, members of our Promoter Group (other than our Promoters) and additional top 10 Shareholders of our Company

As on the date of this Draft Red Herring Prospectus, our Company has 10 Shareholders, including the Promoters and members of the Promoter Group.

The aggregate pre-Offer and post-Offer shareholding, of each of our Promoters, the members of our Promoter Group and additional top 10 Shareholders (other than our Promoters) as on the date of the Price Band advertisement and as at the date of Allotment is set forth below:

S. No.	Name of the Shareholder		Pre-Offer shareholding as on the date of the price band advertisement		Post-Offer shareholding as at Allotment ^{# (1)}			
			Number of Equity Shares of face value ₹1 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 ₹1 each	Post-Offer shareholding (%)	Number of Equity Shares of face value ₹1 each	Post-Offer shareholding (%)
Promoters								
1.	Umesh Balani*	Mohan	[●]	[●]	[●]	[●]	[●]	[●]
2.	Neelam Balani*	Umesh	[●]	[●]	[●]	[●]	[●]	[●]
3.	Priya Balani*	Mohan	[●]	[●]	[●]	[●]	[●]	[●]
4.	Umesh Family Trust	Balani Private	[●]	[●]	[●]	[●]	[●]	[●]
5.	Neelam Balani		[●]	[●]	[●]	[●]	[●]	[●]

	Family Trust	Private						
Promoter Group								
1.	Aparna Patel	Tushar	[●]	[●]	[●]	[●]	[●]	[●]
2.	Anjali Balani**	Umesh	[●]	[●]	[●]	[●]	[●]	[●]
Additional top 10 Shareholders								
1.	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
2.	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
3.	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
4.	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
5.	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
6.	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
7.	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
8.	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
9.	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
10.	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

* Also, the Promoter Selling Shareholders

** Also, the Promoter Group Selling Shareholder

To be filled at the Prospectus stage

Notes:

⁽¹⁾ Based on the Offer Price of ₹[●] and subject to finalisation of the Basis of Allotment.

Summary of select financial information derived from the Restated Consolidated Financial Information

The following information has been derived from our Restated Consolidated Financial Information as at and for the Fiscals ended March 31, 2025, March 31, 2024, and March 31, 2023:

(in ₹ million, except per share data)

Particulars	As at and for the Fiscal ended		
	March 31, 2025	March 31, 2024	March 31, 2023
Equity Share capital	25.62 [#]	25.62	25.62
Net Worth ⁽¹⁾	5,981.78	4,308.35	3,596.61
Revenue from operations	12,649.96	6,941.82	7,042.19
Restated profit after tax	1,675.19	713.76	554.49
Earnings per equity share (basic) ⁽²⁾ (in ₹)	20.10	8.55	6.63
Earnings per equity share (diluted) ⁽³⁾ (in ₹)	16.85	7.30	5.46
Net Asset Value per equity share ⁽⁴⁾ (in ₹)	233.50	168.18	140.39
Total Borrowings ⁽⁵⁾	2,769.79	1,327.24	316.14

Notes:

(1) Net Worth is calculated as Equity attributable to owners of the parent less Capital Reserve.

(2) Basic Earnings per share is calculated as Restated Profit for the year, attributable to the owners of the Company / Weighted average number of equity shares outstanding during the financial year (after considering the impact of sub-division and bonus)

(3) Diluted Earnings per share is calculated as Restated Profit for the year, attributable to the owners of the Company add interest on compulsory convertible debentures (net of tax) / (Weighted average number of equity shares outstanding during the financial year add Weighted average number of potential equity shares outstanding during the financial year) (after considering the impact of sub-division and bonus).

(4) Net Asset Value per equity share means Net worth as restated / Number of equity shares as at financial year end.

(5) Total Borrowings is computed as the sum of non-current and current borrowing.

[#] The Company has allotted 57,640,419 Equity Shares pursuant to a bonus issue, to our Shareholders as on record date of August 8, 2025, in the ratio of 9:4 Equity Shares of ₹1 each, authorised by our Board resolution dated August 8, 2025, and Shareholders through an ordinary resolution at their meeting held on August 16, 2025.

For further details, see “Restated Consolidated Financial Information” and “Other Financial Information” on pages 331 and 391, respectively.

Qualifications of the Statutory Auditors which have not been given effect to in the Restated Consolidated Financial Information

There are no qualifications by our Statutory Auditors which have not been given effect to in the Restated Consolidated Financial Information.

Summary of outstanding litigation

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

Category of individuals / entities	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action	Material civil litigation [#]	Aggregate amount involved* (in ₹ million)
Company						
By the Company	Nil	Nil	N.A.	N.A.	Nil	Nil
Against the Company	Nil	7**	Nil	N.A.	Nil	557.01
Directors***						
By the Directors	Nil	Nil	N.A.	N.A.	Nil	Nil
Against the Directors	Nil	Nil	Nil	N.A.	Nil	Nil
Promoters						
By the Promoters	Nil	Nil	N.A.	N.A.	Nil	Nil
Against the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Subsidiaries						
By the Subsidiaries	5	Nil	N.A.	N.A.	Nil	7.32
Against the Subsidiaries	1	3	Nil	N.A.	Nil	4.84

[#] Determined in accordance with the Materiality Policy.

* To the extent quantifiable.

** Includes one case involving a refund of ₹1.48 million

***Excluding the Directors who are Promoters.

Our Key Managerial Personnel and members of our Senior Management are not involved in any criminal proceedings and no action has been taken against them by any regulatory or statutory authorities. Further, as on the date of this Draft Red Herring Prospectus, there are no pending litigation proceedings involving our Group Company which will have a material impact on our Company. For further details, see “*Outstanding Litigation and Other Material Developments*” on page 425.

Risk factors

The following is a summary of the top 10 risk factors in relation to our Company:

1. We derive a substantial portion of our revenue from our solar products (82.40% of our revenue of operations in Fiscal 2025). Any adverse trend (including reduction in demand) in the solar products sector or industrial drive solutions sector could have a material adverse effect on our business, financial condition, cash flows and results of operations.
2. If we fail to qualify for, or win new contracts for our solar pumping systems from government entities (75.18% of our revenue of operations in Fiscal 2025 were attributable to the sale of solar pumping systems under government contracts), our business, financial condition, cash flows and results of operations could be adversely affected. Further, our inability to adequately perform under these contracts could adversely affect our business, financial condition, cash flows and results of operations.
3. Our operations depend on our manufacturing facilities, a majority of which are located in Gujarat, India. Any adverse development in Gujarat, India could have a material adverse effect on our business, financial condition, cash flows and results of operations.
4. Our operations are subject to volatility in the supply and pricing of raw materials, which constitute a significant portion of our total expenses. We are dependent on our suppliers (63.41% of our purchases of raw materials (including freight and other expenses) in Fiscal 2025 were attributable to our top 10 suppliers) for certain raw materials and an inability to procure the required quality and quantity, at competitive prices, could have an adverse effect on our business, financial condition, cash flows and results of operations.
5. We depend on our third-party installation partners and installation agents for our solar products business. Our inability to expand or effectively manage our installation partners and installation agents, could have an adverse effect on our business, financial condition, cash flows and results of operations.
6. We depend on certain key customers for a portion of our revenues (our top 10 customers contributed to 58.62% of our revenue from operations in Fiscal 2025). Any decrease in revenues from any of our key customers or any loss of these customers may adversely affect our business, financial condition, cash flows and results of operations.
7. We do not execute long-term agreements with most of our customers and our inability to procure new orders on a regular basis or at all may adversely affect our business, financial condition, cash flows and results of

- operations.
8. The examination report of our Restated Consolidated Financial Information highlights certain qualifications (with respect to non-appointment of independent director on the board of directors of our Subsidiary) and emphasis of matter that were included by the previous auditor in their audit reports for Fiscals 2023 and 2024. While these qualifications and emphasis of matter do not subsist in Fiscal 2025, there can be no assurance that our audit reports for any future periods or financial years will not contain qualifications, matters of emphasis or other observations, including any observations that may have an effect on our financial statements and which could adversely affect our business, financial condition, cash flows and results of operations.
 9. We depend on our third-party outsourced manufacturing partners for certain manufacturing operations and with whom we do not enter into long-term agreements. Any inability to procure such services from our outsourced manufacturing partners in a timely manner or at acceptable terms, may adversely affect our business, financial condition, cash flows and results of operations.
 10. Our operations are significantly dependent on our manufacturing facilities. Any unscheduled, unplanned or prolonged disruption, slowdown or shutdown of our manufacturing facilities, including due to the breakdown of machinery, could have a material adverse effect on our business, financial condition, cash flows and results of operations.

Investors are advised to carefully read “*Risk Factors*” on page 32, to have an informed view before making an investment decision in the Offer.

Summary of capital commitments and contingent liabilities

A summary table of capital commitments, as derived from the Restated Consolidated Financial Information, is set forth below:

	(in ₹ million)		
	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
Estimated amount of contracts remaining to be executed on capital account and not provided (net of advances)	32.46	139.52	148.74

A summary table of contingent liabilities as per Ind AS 37, as derived from the Restated Consolidated Financial Information, is set forth below:

Particulars	(in ₹ million)		
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
a) Claims against the Group not acknowledged as debts (to the extent ascertained from available records):-			
i) Income tax demands contested by the Group	548.37	528.30	8.34
ii) Indirect tax demands contested by the Group	9.94	-	-
b) Bank Guarantees	226.40	622.69	402.42

iii): Future cash outflows, if any, in respect of (i) and (ii) above is dependent upon the outcome of future events, etc. The Group does not expect any reimbursements in respect of above contingent liabilities.

(iv) Income Tax:

"The Holding Company is involved in tax disputes amounting to Rs. 548.14 million (as at March 31, 2024 Rs. 528.11 million and as at March 31, 2023 Rs. 8.14 million) relating to Income Tax. This mainly relate to the incorrect addition of stock in trade and CSR expenses claimed on accrual basis and includes interest and penalty thereon which is pending at CIT (Appeals) and Appellate level, respectively.

In case of Subsidiary, it is involved in tax disputes amounting to Rs. 0.23 million (as at March 31, 2024 Rs. 0.19 million and as at March 31, 2023 0.20 million) relating to Income Tax. This mainly relate to the TDS demand which are pending at CPC Bangalore."

(v) Indirect Tax:

In case of Holding Company, tax disputes amounting to Rs. 9.94 million (as at March 31, 2024 Rs. Nil and as at March 31, 2023 Rs. Nil) relating to GST. This mainly relate to the ITC disallowance and others and interest thereon which is pending at Appellate level.

For further details, see “*Restated Consolidated Financial Information*” on page 331.

Summary of related party transactions

A summary of the related party transactions entered into by our Company with related parties as at and for the Financial Years ending March 31, 2025, March 31, 2024 and March 31, 2023, as per Ind AS 24 – Related Party Disclosures read with SEBI ICDR Regulations derived from the Restated Consolidated Financial Information is detailed below:

Name of the Related Party	Relationship of the Related Party	Nature of Transaction	Fiscal 2025		Fiscal 2024		Fiscal 2023	
			Amount (in ₹ million)	% of revenue from operations	Amount (in ₹ million)	% of revenue from operations	Amount (in ₹ million)	% of revenue from operations
Motive SRL	Common Directorship	Sale of Goods	8.42	0.07	2.73	0.04	14.83	0.21
Neelam Umesh Balani	Promoter & Director	Sale of Assets	-	-	-	-	99.39	1.41
Motive SRL	Common Directorship	Purchase of Raw Material	1.31	0.01	2.55	0.04	0.89	0.01
Priya Mohan Balani	Promoter	Guest House Expense	0.05	0.00	0.10	0.00	0.19	0.00
Umesh Mohan Balani	Director	Director's remuneration	12.60	0.10	12.60	0.18	11.81	0.17
Batuk Dave	Director	Director's remuneration	2.05	0.02	1.99	0.03	-	-
Neelam Umesh Balani	Director	Director's remuneration	4.40	0.03	3.30	0.05	5.00	0.07
Neelam Umesh Balani	Relative of KMP	Salary	2.20	0.02	3.30	0.05	3.04	0.04
Manoj Munot	Relative of KMP	Salary	-	-	-	-	0.10	0.00
Vijendra Kumar Jain	Resolution Professional	Professional Fee	-	-	-	-	1.86	0.03
Vijendra Kumar Jain	Resolution Professional	Reimbursement of Expense	-	-	-	-	0.01	0.00
Umesh Mohan Balani	Director	Reimbursement of Expense	2.05	0.02	0.04	0.00	-	-
Neelam Umesh Balani	Director	Reimbursement of Expense	0.48	0.00	-	-	-	-
Neelam Umesh Balani	Director	Interest	-	-	-	-	0.54	0.01
Neelam Umesh Balani	Director	Loan Repaid	-	-	-	-	27.50	0.39
Rotomotive Power drives India Limited	Subsidiary	Sale of Goods	2.39	0.02	0.89	0.01	3.21	0.05
Rotomotive Power drives India Limited	Subsidiary	Purchase of Raw material and services	26.07	0.21	9.91	0.14	27.64	0.39
Rotomotive Power drives India Limited	Subsidiary	Interest income on Unsecured Loan given	1.20	0.01	0.05	0.00	2.00	0.03
Rotomotive Power drives India Limited	Subsidiary	Interest expense Advances received	0.25	0.00	-	-	-	-
Rotomotive Power drives India Limited	Subsidiary	Rent expense	0.87	0.01	0.18	0.00	-	-
Rotomotive Power drives India Limited	Subsidiary	Facility & Support Services Expenses	42.20	0.33	-	-	-	-
Cyclo Transmissions Limited	Step-down Subsidiary	Purchase of Raw material and services	-	-	0.07	0.00	0.05	0.00

For further details, see “Restated Consolidated Financial Information – Note 28 – Related Party Disclosure” on page 374.

Financing arrangements

There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our Directors and their relatives (as defined in Companies Act, 2013) have financed the purchase by any other person of securities of our Company, other than in the normal course of the business of the financing entity, during a period of six months immediately preceding the date of this Draft Red Herring Prospectus.

Weighted average price at which specified securities were acquired by our Promoters and the Selling Shareholders in the last one year preceding the date of this Draft Red Herring Prospectus

The weighted average price at which Equity Shares were acquired by our Promoters and the Selling Shareholders in the last one year preceding the date of this Draft Red Herring Prospectus, is set forth below:

S. No.	Name of the acquirer / shareholder	Date of acquisition	Number of Equity Shares of face value of ₹1 each	Acquisition price per Equity Share (in ₹)*
Promoters				
1.	Umesh Mohan Balani*	August 27, 2025	37,826,646***	Nil
2.	Neelam Umesh Balani*	August 27, 2025	6,482,611***	Nil
		September 11, 2025	4,000,000 ^{##}	Nil
3.	Priya Mohan Balani*	August 27, 2025	6,169,118***	Nil
4.	Umesh Balani Family Private Trust	September 11, 2025	10,826,640 ^{###}	Nil
5.	Neelam Balani Family Private Trust	September 15, 2025	10,482,611 ^{####}	Nil
Promoter Group (excluding our Promoters)				
1.	Aparna Tushar Patel	August 13, 2025	259,000 ^{#####}	Nil
		August 27, 2025	583,200***	Nil
2.	Anjali Umesh Balani**	August 27, 2025	1,803,713***	Nil
Investor Selling Shareholder (with nominee director rights or other rights)				
1.	BanyanTree Growth Capital II, LLC [#]	August 27, 2025	2,250***	Nil
Other Selling Shareholders				
1.	Pooja Tushar Patel	August 13, 2025	259,000 [§]	Nil
		August 27, 2025	2,386,418***	Nil
2.	Siddharth Tushar Patel	August 13, 2025	259,000 ^{§§}	Nil
		August 27, 2025	2,386,463***	Nil

As certified by GMJ and Co., Chartered Accountants by way of their certificate dated September 26, 2025.

* Also the Promoter Selling Shareholders

** Also the Promoter Group Selling Shareholder

*** This is pursuant to bonus issue of Equity Shares in the ratio of 9:4 on August 27, 2025.

[#] Calculated assuming conversion of 3,200 CCDs of face value of ₹100,000 each held by BanyanTree Growth Capital II, LLC to a maximum of up to 17,754,881 Equity Shares of face value of ₹1 each.

^{##} Transfer of 4,000,000 as a gift from Umesh Mohan Balani to Neelam Umesh Balani

^{###} Transfer of 10,826,640 as a gift from Umesh Mohan Balani to Umesh Balani Family Private Trust

^{####} Transfer of 10,482,611 as a gift from Neelam Umesh Balani to Neelam Balani Family Private Trust

^{#####} Transfer of 259,000 as a gift from Tushar H Patel to Aparna Tushar Patel

[§] Transfer of 259,000 as a gift from Tushar H Patel to Pooja Tushar Patel

^{§§} Transfer of 259,000 as a gift from Tushar H Patel to Siddharth Tushar Patel

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

Period	Weighted average cost of acquisition per Equity Share (in ₹)^	Cap Price is 'x' times the weighted average cost of acquisition*	Range of acquisition price per Equity Share: lowest price – highest price (in ₹)^
Last one year preceding the date of this Draft Red Herring Prospectus	Nil	[•]	N.A.
Last 18 months preceding the date of this Draft Red Herring Prospectus	Nil	[•]	N.A.
Last three years preceding the date of this Draft Red Herring Prospectus	Nil	[•]	N.A.

^ As certified by GMJ and Co., Chartered Accountants by way of their certificate dated September 26, 2025.

* To be updated in the Prospectus.

Notes:

Our Company has only allotted shares by way of bonus issuance and gift in the last one year, 18 months and three years preceding the date of this Draft Red Herring Prospectus.

Details of the price at which specified securities were acquired in the three years preceding the date of this Draft Red Herring Prospectus

The details of the price at which Equity Shares were acquired in the three years preceding the date of this Draft Red Herring Prospectus, by our Promoters, members of the Promoter Group, Selling Shareholders and the shareholders entitled with right to nominate directors or any other rights, are disclosed below:

S. No.	Name of the acquirer / shareholder	Date of acquisition	Number of Equity Shares of face value of ₹1 each	Acquisition price per Equity Share (in ₹)*
Promoters				
1.	Umesh Mohan Balani*	August 27, 2025	37,826,646***	Nil
2.	Neelam Umesh Balani*	August 27, 2025	6,482,611***	Nil
		September 11, 2025	400,000###	Nil
3.	Priya Mohan Balani*	August 27, 2025	6,169,118***	Nil
4.	Umesh Balani Family Private Trust	September 11, 2025	10,826,640####	Nil
5.	Neelam Balani Family Private Trust	September 15, 2025	10,482,611####	Nil
Promoter Group (excluding our Promoters)				
1.	Aparna Tushar Patel	August 13, 2025	259,000#####	Nil
		August 27, 2025	583,200***	Nil
2.	Anjali Umesh Balani**	August 27, 2025	1,803,713***	Nil
Investor Selling Shareholder				
1.	BanyanTree Growth Capital II, LLC#	August 27, 2025	2,250***	Nil
Other Selling Shareholders				
1.	Pooja Tushar Patel	August 13, 2025	259,000\$	Nil
		August 27, 2025	2,386,418***	Nil
2.	Siddharth Tushar Patel	August 13, 2025	259,000\$\$	Nil
3.		August 27, 2025	2,386,463***	Nil

As certified by GMJ and Co., Chartered Accountants by way of their certificate dated September 26, 2025.

* Also the Promoter Selling Shareholders

** Also the Promoter Group Selling Shareholder

*** This is pursuant to bonus issue of Equity Shares in the ratio of 9:4 on August 27, 2025.

Calculated assuming conversion of 3,200 CCDs of face value of ₹100,000 each held by BanyanTree Growth Capital II, LLC to a maximum of up to 17,754,881 Equity Shares of face value of ₹1 each.

Transfer of 4,000,000 as a gift from Umesh Mohan Balani to Neelam Umesh Balani

Transfer of 10,826,640 as a gift from Umesh Mohan Balani to Umesh Balani Family Private Trust

Transfer of 10,482,611 as a gift from Neelam Umesh Balani to Neelam Balani Family Private Trust

Transfer of 259,000 as a gift from Tushar H Patel to Aparna Tushar Patel

\$ Transfer of 259,000 as a gift from Tushar H Patel to Pooja Tushar Patel

\$\$ Transfer of 259,000 as a gift from Tushar H Patel to Siddharth Tushar Patel

Except for the allotment of 2,250 Equity Shares of face value of ₹1 each to BanyanTree Growth Capital II, LLC on August 27, 2025 pursuant to a bonus issue, none of the Shareholders with right to nominate directors or other special rights have acquired any specified securities in the last three years preceding the date of this Draft Red Herring Prospectus.

Average cost of acquisition of Equity Shares by our Promoters and the Selling Shareholders

The average cost of acquisition of Equity Shares by our Promoters and the Selling Shareholders as on the date of this Draft Red Herring Prospectus is set forth below:

S. No.	Name	Number of Equity Shares of face value of ₹1 each	Average cost of acquisition per Equity Share (in ₹)*
Promoters			
1.	Umesh Mohan Balani*	39,811,846	0.05
2.	Neelam Umesh Balani*	2,881,160	0.00
3.	Priya Mohan Balani*	8,910,948	0.08
4.	Umesh Balani Family Private Trust	10,826,640	Nil
5.	Neelam Balani Family Private Trust	10,482,611	Nil
Selling Shareholders (other than the Promoter Selling Shareholders)			

S. No.	Name	Number of Equity Shares of face value of ₹1 each	Average cost of acquisition per Equity Share (in ₹)*
1.	Anjali Umesh Balani**	2,605,363	0.09
2.	BanyanTree Growth Capital II, LLC***#	3,250	18.02
3.	Pooja Tushar Patel****	3,447,048	0.07
4.	Siddharth Tushar Patel****	3,447,113	0.07

As certified by GMJ and Co., Chartered Accountants, pursuant to their certificate dated September 26, 2025.

* Also the Promoter Selling Shareholders

** Also the Promoter Group Selling Shareholder

*** Also the Investor Selling Shareholder

**** Also the Other Selling Shareholders

Calculated assuming conversion of 3,200 CCDs of face value of ₹100,000 each held by BanyanTree Growth Capital II, LLC to a maximum of up to 17,754,881 Equity Shares of face value of ₹ 1 each.

For further details of the cost of acquisition of our Promoters and Selling Shareholders, see “*Capital Structure – Build-up of the Promoters shareholding in the Company*” on page 102.

Details of Pre-IPO placement

Our Company, in consultation with the BRLMs, may consider a further issue of specified securities as may be permitted under applicable law, at its discretion, aggregating up to ₹1,000.00 million (the “**Pre-IPO Placement**”), prior to the filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or that the Offer may be successful and will result in the listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.

The details of the Pre-IPO Placement (i.e., the details of date of allotment, name of allottees, number of Equity Shares, percentage of pre-Offer share capital of our Company, price per share, total consideration), if undertaken will be updated in the RHP and Prospectus.

Issue of Equity Shares for consideration other than cash

Except as disclosed in “*Capital Structure - Shares issued for consideration other than cash or out of revaluation reserves or by way of a bonus issue*”, our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Draft Red Herring Prospectus.

Split or consolidation of Equity Shares in the last one year

Except as disclosed below, our Company has not undertaken a split or consolidation of its Equity Shares in the one year preceding the date of this Draft Red Herring Prospectus:

Date of Shareholder's resolution	Particulars
December 10, 2024	Our Company sub-divided the face value of its equity shares from ₹10 each into Equity Shares of ₹1 each. Accordingly, subsequent to such sub-division, 2,561,796 equity shares of ₹10 each were sub-divided into 25,617,960 Equity Shares of face value of ₹1 each.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

Our Company has not sought any exemption from complying with any provisions of securities laws by SEBI, as on the date of this Draft Red Herring Prospectus.

SECTION III – RISK FACTORS

An investment in our Equity Shares involves a high degree of risk. You should carefully consider the risks described below as well as other information as may be disclosed in this Draft Red Herring Prospectus 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, results of operations and financial condition as of the date of this Draft Red Herring Prospectus. The risks set out in this section may not be exhaustive and additional risks and uncertainties not presently known to us, or which we currently deem to be immaterial, may arise or may become material in the future and may also impair our business or results of operations. If any or a combination of the following risks or other risks that are not currently known or are now deemed immaterial actually occur, our business, prospects, results of operations and financial condition, cash flows, could suffer, the trading price and the value of your investment in our Equity Shares could decline and you may lose all or part of your investment. In order to obtain an understanding of our Company and our business, prospective investors should read this section in conjunction with “Industry Overview”, “Our Business”, “Key Regulations and Policies in India”, “Restated Consolidated Financial Information”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Outstanding Litigation and Material Developments” on pages 156, 252, 282, 331, 392 and 425, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus.

Unless specified in the relevant risk factors below, we are not in a position to quantify the financial implication of any of the risks mentioned below. Any potential investor in the Equity Shares should pay particular attention to the fact that we are subject to a regulatory environment in India which may differ significantly from that in other jurisdictions. In making an investment decision, prospective investors must rely on their own examinations of us and the terms of the Offer, including the merits and the risks involved.

This Draft Red Herring Prospectus contains 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, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. See “Forward-Looking Statements” on page 21. Unless otherwise stated or the context otherwise requires, the financial information used in this section is derived from our Restated Consolidated Financial Information included in this Draft Red Herring Prospectus. See “Restated Consolidated Financial Information” on page 331.

Unless otherwise indicated, or if the context otherwise requires, in this section, references to “the Company” or “our Company” are to Rotomag Enertec Limited on a standalone basis, and references to “the Group”, “we”, “us”, “our”, are to Rotomag Enertec Limited and its Subsidiaries, on a consolidated basis.

Unless otherwise indicated, industry and market data used in this section have been derived from the report titled “Assessing the Market Potential of Select Industrial Drive Solutions and Solar Products” dated September 2025 (the “F&S Report”) prepared and released by Frost & Sullivan and exclusively commissioned and paid for by us in connection with the Offer, pursuant to an engagement letter dated February 3, 2025. The data included herein includes excerpts from the F&S Report and may have been re-ordered by us for the purposes of presentation. Unless otherwise indicated, financial, operational, industry and other related information derived from the F&S Report and included herein with respect to any particular year refers to such information for the relevant calendar year. For more information, see “—Certain sections of this Draft Red Herring Prospectus disclose information from the F&S Report which has been prepared exclusively for the Offer and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.” on page 67.

INTERNAL RISKS

- 1. We derive a substantial portion of our revenue from our solar products (82.40% of our revenue of operations in Fiscal 2025). Any adverse trend (including reduction in demand) in the solar products sector or industrial drive solutions sector could have a material adverse effect on our business, financial condition, cash flows and results of operations.***

Our business is dependent on the sale of our solar products (comprising solar pumps, solar pumping systems, inverters and energy storage systems) for a significant portion of our revenues. We also generate revenues from our industrial drive solutions (comprising motors, gearboxes, drivetrains and railway products). For further information, see “Our Business - Description of our Business - Products” on page 267. Set out below are details of revenue generated from each of our product categories, for the years indicated:

Particulars	Fiscal					
	2025		2024		2023	
	Amount (₹ million)	% of revenue from operations	Amount (₹ million)	% of revenue from operations	Amount (₹ million)	% of revenue from operations
Solar products (A)	10,423.93	82.40%	4,664.06	67.19%	4,301.11	61.08%
<i>Solar pumping systems</i>	9,509.82	75.18%	4,101.83	59.09%	3,823.21	54.29%
<i>Solar pumps</i>	914.12	7.23%	562.22	8.10%	477.90	6.79%
Industrial drive solutions (B)	2,194.36	17.35%	2,265.89	32.64%	2,720.47	38.63%
<i>AC motor</i>	1,131.95	8.95%	1,201.08	17.30%	1,403.26	19.93%
<i>Gearbox and gearmotor</i>	546.12	4.32%	516.78	7.44%	514.06	7.30%
<i>DC motors</i>	434.79	3.44%	487.28	7.02%	724.45	10.29%
<i>Drivetrain for EV manufacturers</i>	32.91	0.26%	45.53	0.66%	76.95	1.09%
<i>Railway products</i>	48.60	0.38%	15.22	0.22%	1.76	0.02%
Total (C=A+B)	12,618.29	99.75%	6,929.94	99.83%	7,021.59	99.71%

Any downturn or negative trends in the solar products or industrial drive solutions sectors and other industries that we cater to (such as plastic processing, textile, pumps, wind energy, construction equipment, material handling, floorcare, power distribution, hoist and winch and railways), could result in loss of business or reduction in the volume of business from customers operating in these industries. According to the F&S Report, key threats and challenges for the solar pumps market in agriculture include high initial costs, dependence on subsidies technical challenges, intermittent energy, land and water issues, quality issues, low awareness, grid integration, climate risks and high working capital. Further, for industrial electric motors markets, key threats and challenges include price sensitivity of the Indian market, fragmented and unorganized industry, limited awareness, raw material costs volatility, lagging technological advancement and dependence on imports for specialized motors (*Source: F&S Report*). For instance, we faced significant pricing pressures in Fiscals 2023 in relation to our solar products and a decrease in demand for industrial drive solutions in Fiscal 2024 that led to a negative growth in revenue for industrial drive solutions for our Company. There can be no assurance that we will not face any further reduction in demand or negative trends in the solar products or other industries that we cater to in the future, which may impact our sales and in turn adversely affect our business, financial condition, cash flows and results of operations.

Further, in relation to our solar products, we participate in tenders of various state nodal agencies (“SNA”) for the supply and installation of our solar pumping systems. As of June 30, 2025, we installed solar pumping systems in 14 states across India including Maharashtra, Rajasthan, Haryana, Uttar Pradesh, Assam and Chhattisgarh. Accordingly, our operations are significantly dependent on uncertainties or changes in government policies regarding solar pumping systems, whether related to the overall allocation of funds or pricing. Also see “- *If we fail to qualify for, or win new contracts for our solar pumping systems from government entities (75.18% of our revenue of operations in Fiscal 2025 were attributable to the sale of solar pumping systems under government contracts), our business, financial condition, cash flows and results of operations could be adversely affected.*” on page 33.

2. ***If we fail to qualify for, or win new contracts for our solar pumping systems from government entities (75.18% of our revenue of operations in Fiscal 2025 were attributable to the sale of solar pumping systems under government contracts), our business, financial condition, cash flows and results of operations could be adversely affected. Further, our inability to adequately perform under these contracts could adversely affect our business, financial condition, cash flows and results of operations.***

We enter into contracts with certain SNAs for the supply and installation of our solar pumping systems through a competitive bidding process under the PM Kusum Scheme, as well as schemes introduced by certain state governments including Assam and Chhattisgarh, and our business depends on our ability to bid for and be awarded contracts for projects by these SNAs. The potential projects are typically advertised in newspapers or on the websites of such SNAs by publishing pre-qualification notices. If a project is of interest to us, we evaluate our credentials by considering the eligibility criteria specified for the project and subsequently submit a financial bid, along with any technical bid details as required.

We cannot assure you that we will be able to meet the pre-qualification criteria prescribed by SNAs which are at the sole prerogative of such government entities and are subject to change. Even if we pre-qualify for a project, we cannot assure you that we will satisfy all the criteria specified in the bid which may include product specifications, delivery timelines, financial commitments, payment terms, amongst others. These may impede our

ability to submit our bid within prescribed timelines, which combined with any delay in submitting the required bank guarantee or uploading of the required documents, may lead to our bid application being rejected. While we have not faced difficulties including delays in bid submissions in Fiscals 2025, 2024 and 2023 that led to any material adverse impact on our business and operations, there can be no assurance that these instances will not occur in the future. Our success in such bidding processes is dependent on the intensity of competition and relative feasibility of submissions made by us as part of technical bids and financial bids.

Set out below are details of revenue generated from government entities for the sale of solar pumping systems during the years indicated:

Particulars	Fiscal		
	2025	2024	2023
Revenue generated from solar pumping systems attributable to government contracts (₹ million)	9,509.82	4,101.83	3,823.21
Revenue generated from solar pumping systems attributable to government contracts as a % of revenue from operations	75.18%	59.09%	54.29%

Upon the award of projects to us, we enter into long-term contracts with SNAs typically for terms ranging between 12 to 30 months. These contracts contain clauses that provide the SNAs with rights and remedies including termination of contracts for any default, delay or force majeure conditions, invocation of performance guarantee, imposition of liquidated damages and indemnification rights. Certain contracts also require us to provide product warranties, maintain insurance policies, make reporting to the SNA on a periodic basis and provide toll-free support services to customers, among other things. These warranty and maintenance obligations may increase our operating costs and could expose us to liabilities in the event of defects, failures or service lapses.

Set out below are details of our warranty expenses (including provisions), erection, commissioning and installation expenses and annual maintenance contract expenses for the years indicated:

Particulars	Fiscal					
	2025		2024		2023	
	Amount (₹ million)	% of total expenses	Amount (₹ million)	% of total expenses	Amount (₹ million)	% of total expenses
Warranty expenses (including provisions)	77.11	0.74%	46.13	0.75%	61.70	0.94 %
Erection, commissioning and installation expenses	1,139.51	10.88%	578.56	9.38%	428.21	6.50%
Annual maintenance contract expense	6.15	0.06%	6.28	0.10%	0.52	0.01%

Additionally, the orders that we receive from the SNAs to install solar pumping systems may be modified, cancelled, delayed or put on hold due to several reasons beyond our control, including on account of changes in the scope of work, changes in government policies or budgetary allocations towards such projects. The occurrence of any such event could adversely affect our order book visibility and financial performance. Set out below are details of our order book for solar pumping systems as of the dates indicated:

Particulars	As of August 31, 2025	As of March 31,		
		2025	2024	2023
	(in ₹ million)			
Order book for solar pumping systems	9,380.33	8,524.51	3,974.02	3,327.66

Note: Order book for our solar pumping systems is defined as the value of the work orders received by us under the schemes implemented by SNAs for the installation of solar-powered pumping systems under the PM Kusum Scheme and similar state government programs, less the revenue already recognized from these allocations.

While we have not faced any instances of termination of awards in Fiscals 2025, 2024 and 2023, there can be no assurance that such instances will not occur in the future. Any inability to convert awarded orders into executed installations could have a material adverse effect on our business, financial condition, cash flows and results of operations.

Further, under the PM Kusum Scheme, a foreign company is neither allowed to participate on a standalone basis nor as a member of a consortium and it is mandatory for bidders to procure essential components integral to solar pumping systems, such as solar pumps with controller, solar module, structures and cables, from domestic sources. (Source: F&S Report) Allowing the import of these components or allowing foreign companies to participate in the PM Kusum Scheme could result in increased competition from international players, which could have an adverse effect on our business, financial condition, cash flows and results of operations.

3. ***Our operations depend on our manufacturing facilities, a majority of which are located in Gujarat, India. Any adverse development in Gujarat, India could have a material adverse effect on our business, financial condition, cash flows and results of operations.***

As of the date of this Draft Red Herring Prospectus, we operate six manufacturing facilities. Three out of our six manufacturing facilities are located in Anand, Gujarat, one manufacturing facility is located in Satara, Maharashtra, one manufacturing facility in Gurugram, Haryana and one facility is situated in Hapur, Uttar Pradesh. For further information, see “*Our Business – Description of our Business – Manufacturing Facilities*” on page 271. Our operations are significantly susceptible to disruptions caused by local and regional factors in or around Anand, Gujarat, including agitations, accidents, system failures, economic and weather conditions, natural disasters, demographic factors, and other unforeseen events and circumstances. Disruptions resulting from such events could lead to partial or complete shutdown of one or more of our facilities, damage to products or inventory, delays in production or delivery schedules and adverse impacts on our contractual obligations. Further, the majority of our product offerings are produced at a single dedicated manufacturing facility. For instance, our DC motors are produced at our Udyognagar Unit and AC motors are produced at our facility located at our Napa Talpad Unit- I. Accordingly, any shutdown or interruption in the operations of any of our facilities, or our inability to respond to such shutdown or disruption in a timely manner or at an acceptable cost, could adversely affect the manufacturing of a particular product in its entirety. Also see “- *Any unscheduled, unplanned or prolonged disruption, slowdown or shutdown of our manufacturing facilities could have a material adverse effect on our business, financial condition, cash flows and results of operations*” on page 41. While we have not faced any such instances of disruption in our manufacturing facilities in Fiscals 2025, 2024 and 2023 that led to any material adverse impact on our business and operations, there can be no assurance that such instances will not occur in the future. Further, the high concentration of our facilities in Gujarat exposes us to regulatory and policy changes at the state level. Any adverse development in state-level industrial policy, tax laws or environmental law could affect our operations as compared to industry peers with a more geographically diversified manufacturing base.

4. ***Our operations are subject to volatility in the supply and pricing of raw materials, which constitute a significant portion of our total expenses. We are dependent on our suppliers (63.41% of our purchases of raw materials (including freight and other expenses) in Fiscal 2025 were attributable to our top 10 suppliers) for certain raw materials and an inability to procure the required quality and quantity, at competitive prices, could have an adverse effect on our business, financial condition, cash flows and results of operations.***

Our raw materials constitute a significant portion of our total expenses. We are dependent on certain raw materials and bought-out components include poly wrapped winding wire, rotor tube, solar photovoltaic module and flange (fabricated metal parts). Set out below are details of our cost of materials consumed including changes in inventories of finished goods and semi-finished goods for the years indicated:

Particulars	Fiscal					
	2025		2024		2023	
	Amount (₹ million)	% of total expenses	Amount (₹ million)	% of total expenses	Amount (₹ million)	% of total expenses
Cost of materials consumed including changes in inventories of finished goods and semi-finished goods	7,969.10	76.07%	4,580.42	74.29%	5,232.32	79.40%

We are dependent on our network of suppliers (including Premier Energies Limited, Insolation Green Energy Private Limited, S.P. Engineering Works and Vidya Wires Limited). Set out below are details of suppliers for the years indicated:

Particulars	Fiscal					
	2025		2024		2023	
	Amount (₹ million)	% of total purchases of raw materials (including freight and other expenses)	Amount (₹ million)	% of total purchases of raw materials (including freight and other expenses)	Amount (₹ million)	% of total purchases of raw materials (including freight and other expenses)
Top supplier	1,571.93	19.14%	713.72	15.16%	517.32	9.89%

Particulars	Fiscal					
	2025		2024		2023	
	Amount (₹ million)	% of total purchases of raw materials (including freight and other expenses)	Amount (₹ million)	% of total purchases of raw materials (including freight and other expenses)	Amount (₹ million)	% of total purchases of raw materials (including freight and other expenses)
Top five suppliers	4,405.49	53.65%	1,785.73	37.93%	1,715.65	32.78%
Top ten suppliers	5,207.41	63.41%	2,362.15	50.17%	2,526.37	48.28%

Note: The top supplier, top five suppliers and top ten suppliers are the top supplier, top five suppliers and top ten suppliers, respectively, in terms of total purchases of raw materials (including freight and other expenses) for each of the respective years and may not necessarily be the same suppliers.

We procure our supplies through third-party suppliers on a non-exclusive basis, typically pursuant to short-term arrangements through purchase orders. We also enter into certain long-term agreements through annual supply contracts for the supply of solar photovoltaic modules. In the absence of long-term contracts, our suppliers may not be obligated to supply their products to us and may choose to sell their products to our competitors. The absence of long-term contracts also exposes us to the risk of being unable to obtain raw materials in the desired quantities and at reasonable costs, and we may be impacted by unforeseen increases in raw material prices. Our ability to identify and build relationships with reliable suppliers contributes to our growth and successful management of our inventory as well as other aspects of our operations. While we have a large network of suppliers, we purchase certain types of raw materials from a limited number of suppliers. Any discontinuation of production by these suppliers or a failure of these suppliers to adhere to the delivery schedule or the required quality and quantity could hamper our manufacturing schedule and lead to the under-utilization of our manufacturing facilities. Our operations may also be impacted due to instances such as disputes with suppliers, our inability to make timely payments to the suppliers, changes in governmental or regulatory policies, or any other adverse market conditions affecting the industry in which our supplier operates or the economic environment generally.

Further, we also rely on imports for certain raw materials, such as magnets, commutators, brush holders, carbon brushes, gears and laminations, primarily sourced from China. Set out below are details of our cost of imports for the years indicated:

Particulars	Fiscal					
	2025		2024		2023	
	Amount (₹ million)	% of total purchases of raw materials (including freight and other expenses)	Amount (₹ million)	% of total purchases of raw materials (including freight and other expenses)	Amount (₹ million)	% of total purchases of raw materials (including freight and other expenses)
Cost of imports	385.64	4.70%	232.63	4.94%	420.33	8.03%

In the event we are unable to import these raw materials, including due to imposition of any sanctions or other government or regulatory restrictions, there can be no assurance that we will be successful in identifying alternate suppliers for raw materials or we will be able to source the raw materials at favorable terms in a timely manner or at all. While we have not faced any difficulties in import of supplies from China or any other country that led to any adverse effect on our business or operations in Fiscals 2025, 2024 and 2023, there can be no assurance that such instances will not occur in the future. Also see “- Restrictions on or import duties relating to materials and equipment imported for our manufacturing operations as well as restrictions on or import duties levied on our products in our export markets may adversely affect our business, financial condition, cash flows and results of operations” on page 68.

If we were to experience a significant or prolonged shortage of supplies from any of our suppliers and cannot procure those supplies from other sources, we may be unable to meet our production schedules for our products and provide such products to our customers in a timely fashion, which may adversely affect our customer relations, reputation and may require us to pay liquidated damages. Our cost of supplies may also be impacted by numerous factors beyond our control, including fluctuations in anti-dumping duties, which in turn will impact the cost of our product prices. Further, we cannot assure you that our suppliers will continue to be associated with us on

reasonable terms, or at all. We may also be required to replace a supplier if its products or services do not meet our safety, quality or performance standards or if a supplier unexpectedly suspends or discontinues operations due to reasons beyond its or our control, including strikes, natural calamities or financing constraints caused by credit market conditions. Further, under the PM Kusum Scheme, it is mandatory for bidders to procure essential components integral to solar pumping systems, such as solar pumps with controller, solar module, structures and cables, from domestic sources. (Source: F&S Report) Accordingly, our ability to diversify the sourcing of such supplies is limited. In the event our domestic suppliers are unable to supply such raw materials to us in a timely manner and at reasonable cost, our ability to provide our solar products to our customers may be adversely impacted. While we have not faced any volatility in raw material prices or interruptions in the supply of raw materials that led to any adverse effect on our business or operations in Fiscals 2025, 2024 and 2023, there can be no assurance that such instances will not occur in the future. If the prices of our raw materials rise in the future and if we are unable to (a) renegotiate existing contracts; (b) secure alternative supply at lower prices; or (c) pass on the increased costs to our customers, we will not be able to maintain our current margin levels. Prolonged margin compression would adversely affect our business, financial condition, cash flows and results of operations, and constrain our ability to fund our working capital for future orders.

5. *We depend on our third-party installation partners and installation agents for our solar products business. Our inability to expand or effectively manage our installation partners and installation agents, could have an adverse effect on our business, financial condition, cash flows and results of operations.*

We depend on the network of our installation partners and installation agents for the success of our solar products business. Our network comprises 12 installation partners as of June 30, 2025, who oversee and coordinate large-scale operations. Our network also consists of 378 installation agents, ranging from prominent dealers and traders to small agricultural field operators and shop owners, as of June 30, 2025. Our installation partners and installation agents are instrumental in providing our service throughout India and acquiring customers, managing documentation, conducting site surveys, handling the installation, commissioning and inspection of our solar pumping systems and recovery of receivables. Set out below are details of our installation partners and installation agents as of the dates indicated:

Particulars	As of March 31,		
	2025	2024	2023
Number of Installation Partners	12	9	8
Number of Installation Agents	378	244	188

Any failure by such third parties in the performance of their obligations could subject us to delays and penalties under our contracts with the SNAs. While we have indemnification clauses in our third party agreements, where if the delay has been caused by the third party in executing the assigned contracts, they would share the penalties pursuant to it, and while we have not faced any instances of termination of contracts, imposition of liquidated damages, invocation of performance bank guarantees or claims for indemnity in relation to our contracts with the SNAs in Fiscals 2025, 2024 and 2023, there can be no assurance that such instances will not occur in the future.

If we are unable to maintain and grow our partners, our products and services may not effectively reach our customers and we may lose market share. Any disruptions, delays or inefficiencies by, among others, our partners could adversely affect our operations and may lead to disruptions in our supply chain. We may not be able to compete successfully against competitors that have larger partner networks, particularly, if such competitors provide their partners with more favourable arrangements than us. If the terms offered by our competitors to such partners are more favourable than those offered by us, such partners may terminate their arrangements with us. While we have not faced any difficulties in retaining and managing our installation partners and installation agents that led to any adverse effect on our business or operations in Fiscals 2025, 2024 and 2023, there can be no assurance that such instances will not occur in the future.

Further, there can be no assurance that we will be successful in identifying or appointing new partners, maintain and strengthen our relationships with existing partners, or effectively manage our partner network. Our failure to maintain relationships with existing partners, establish relationships with new partners on favourable terms or at all, disputes with partners, including those regarding pricing or performance and inability to timely identify and appoint additional partners upon the loss of one or more partners, could have an adverse impact on our business, results of operations, financial condition and cash flows.

6. *We depend on certain key customers for a portion of our revenues (our top 10 customers contributed to 58.62% of our revenue from operations in Fiscal 2025). Any decrease in revenues from any of our key*

customers or any loss of these customers may adversely affect our business, financial condition, cash flows and results of operations.

A portion of our revenue is generated from certain key customers that include SNAs across Maharashtra, Rajasthan, Haryana, Uttar Pradesh, Assam and Chhattisgarh and original equipment manufacturers in India and internationally. Set out below are details of revenue contribution by our top three, top five and top ten customers for the years indicated:

Particulars	Fiscal					
	2025		2024		2023	
	Amount (₹ million)	% of revenue from operations	Amount (₹ million)	% of revenue from operations	Amount (₹ million)	% of revenue from operations
Top three customers	3,789.88	29.96%	3,040.56	43.80%	2,611.60	37.09%
Top five customers	5,349.22	42.29%	3,433.23	49.46%	3,144.98	44.66%
Top ten customers	7,415.12	58.62%	3,966.74	57.14%	3,819.96	54.24%

Note: The top three, top five, and top ten customers represent the customers contributing the highest revenue in each respective year. These customers may vary from year to year and do not necessarily consist of the same customers.

Accordingly, our future revenues will be dependent upon the successful continuation of our relationships with such key customers or finding customers of similar size and scope. Our dependence on these customers subjects us to various risks which may include, but are not limited to, reduction, delay or cancellation of orders from our key customers, failure to renew contracts with one or more of our key customers, failure to renegotiate favorable terms with our key customers or the loss of these customers entirely (due to factors such as disputes with customers, financial hardship including due to bankruptcy or liquidation, migration of customers to our competitors, changes in governmental or regulatory policies or any other circumstances specific to customers such as acquisition or consolidation of such customer, or adverse market conditions affecting the industry in which our customer operates or the economic environment generally), financial health of our customers, all of which could have a material adverse effect on our business, financial condition, cash flows and results of operations. Moreover, certain of our products, including DC motors and AC motors are manufactured based on customer specifications and typically cannot be used for the orders placed by any other customer, accordingly, any cancellation or non-lifting of orders by customers could adversely affect our business, financial condition, cash flows and results of operations.

Further, except in relation to our solar pumping systems, we typically enter into short term non-exclusive agreements (majorly through purchase orders) with our customers for industrial drive solutions. For more details, see “- *We do not execute long-term agreements with most of our customers and our inability to procure new orders on a regular basis or at all may adversely affect our business, financial condition, cash flows and results of operations*” on page 39. Also see “- *If we fail to qualify for, or win new contracts for our solar pumping systems from government entities (75.18% of our revenue of operations in Fiscal 2025 were attributable to the sale of solar pumping systems under government contracts), our business, financial condition, cash flows and results of operations could be adversely affected. Further, our inability to adequately perform under these contracts could adversely affect our business, financial condition, cash flows and results of operations*” on page 33. In order to retain some of our existing customers we may also be required to undertake additional obligations, such as moderating price escalations, which could affect our profitability. While we have not lost any key customer in Fiscals 2025, 2024 and 2023 that led to any material adverse impact on our business and operations, there can be no assurance that we will be able to retain the business of our existing key customers or maintain the current level of business with each of these customers in the future. The loss of these customers or a loss of revenue from these customers may materially adversely affect our business, financial condition, cash flows and results of operations.

The growth and performance in the business of our key customers also impact our business and profitability. Our revenues are dependent on the sale of products and/ or services by our customers to their end customers. We rely on the success of our customers in marketing and selling of these products/ services and therefore any negative impact on their reputation may also have an adverse effect on our business and operations. Accordingly, risks that could seriously harm our key customers could harm us as well, including, recession in the geography or industry in which our key customers operate their businesses, strikes, natural calamities, fire and other such incidents at our customer’s facilities leading to shutdown of their facilities, our key customers’ inability to effectively manage their operations or changes in laws and policies affecting our customers to operate profitably.

7. ***We do not execute long-term agreements with most of our customers and our inability to procure new orders on a regular basis or at all may adversely affect our business, financial condition, cash flows and results of operations.***

Except in relation to solar pumping systems, we do not enter into long-term agreements with our customers. We typically enter into short term non-exclusive supply agreements (through purchase orders) with our customers. These agreements do not bind the customers to any purchase volume. Our short-term agreements can be terminated by our customers with or without cause, with limited advance notice and without compensation. While our customers provide us guidance on the demand or forecast volume, they do not make commitments to purchase the quantities specified in their volume projections. Further, our customers may not place firm purchase orders until a short time before the products are required from us, and may make it difficult for us to forecast production volume or sales accurately. These are based on numerous factors including economic and business factors such as our customers' demand and supply situation, and certain other variables and assumptions, some or all of which may change or may not be accurate. Accordingly, we may not be able to effectively plan our production schedules in advance and our growth estimates may not indicate our actual sales and revenues for any future period.

Our business is dependent upon the continuous relationship with customers and the quality of our products. In the event we fail to identify and understand evolving industry trends or preferences or fail to meet our customers' demands or expectations of quality in the future, our revenue and customer base may be adversely affected. For instance, we faced a decrease in demand for AC motors, DC motors and drivetrains for EV manufacturers together with a decrease in realization driven by a decline in pricing. This led to a decrease in our revenue from industrial drive solutions from ₹2,720.47 million in Fiscal 2023 to ₹2,194.36 million in Fiscal 2025. Our inability to procure new orders on a regular basis or at all may adversely affect our business, financial condition, cash flows and results of operations.

In the absence of exclusive contracts with our customers, our customers may also replace our products with those of our competitors on short notice. Accordingly, we may not realize all of the future sales represented by our current orders, which could materially and adversely affect our business, financial condition, cash flows and results of operations. While we have not faced instances of unexpected cancellations or amendment of orders from our customers that led to any adverse effect on our business or operations in Fiscals 2025, 2024 and 2023, there can be no assurance that such instances will not occur in the future.

Additionally, a portion of our revenue is derived from products that are customized to our customers' specifications. Given that customized products are uniquely tailored to the requirements of a particular customer and, by their nature, cannot readily be repurposed, in the event that a customer subsequently alters the size or design preference, those customized assets may become entirely obsolete, resulting in an immediate risk of inventory obsolescence.

Also see “- We depend on certain key customers for a portion of our revenues (our top 10 customers contributed to 58.62% of our revenue from operations in Fiscal 2025). Any decrease in revenues from any of our key customers or any loss of these customers may adversely affect our business, financial condition, cash flows and results of operations” on page 37.

8. ***The examination report of our Restated Consolidated Financial Information highlights certain qualifications (with respect to non-appointment of independent director on the board of directors of our Subsidiary) and emphasis of matter that were included by the previous auditor in their audit reports for Fiscals 2023 and 2024. While these qualifications and emphasis of matter do not subsist in Fiscal 2025, there can be no assurance that our audit reports for any future periods or financial years will not contain qualifications, matters of emphasis or other observations, including any observations that may have an effect on our financial statements and which could adversely affect our business, financial condition, cash flows and results of operations.***

The examination report of our Restated Consolidated Financial Information highlights certain qualifications and emphasis of matter that were included in the auditor's reports issued by our previous auditor on our consolidated financial statements for Fiscals 2023 and 2024 which do not require any adjustments in the Restated Consolidated Financial Information, as set forth below:

- “There was one qualification each in the Audit Reports issued by Previous Auditors on the Special Purpose Consolidated Financial Statements for the Financial year ended on March 31, 2024 & March 31, 2023, with respect to non-appointment of independent director on the board of directors (“Board”) of subsidiary, namely Rotomotive Powerdrives India Limited. Rotomotive Powerdrives India Limited has appointed independent director on its board on March 31, 2025 in accordance with the provisions

of Companies Act, 2013, as amended. Hence, the above qualification does not subsist of March 31, 2025 and as of date and they do not require any adjustments.”

Company response: Rotomotive Powerdrives India Limited appointed an independent director on its board of directors on March 31, 2025 in accordance with the provisions of the Companies Act. Accordingly, the above qualifications do not subsist as of March 31, 2025 and are not included in the examination report issued by our Statutory Auditors on the Restated Consolidated Financial Information.

- The audit report issued by our previous auditor on the special purpose consolidated financial statements of the Group as of and for the years ended March 31, 2024 and March 31, 2023, respectively, included the following emphasis of matter paragraphs which did not require any adjustment in the Restated Consolidated Financial Information:

“For the year ended March 31, 2024

- We draw your attention to Note no 12(a) of the Special Purpose Consolidated Financial Statements in respect of fixed deposit with Banks jointly held by the stepdown Subsidiary Company and erstwhile Promoters which have been incorporated in books of accounts as formalities relating to transfer of rights from joint holder to the name of Indirect Subsidiary Company is completed in the current year.*

Our opinion is not modified in respect of this matter.

For the year ended March 31, 2023

- We draw your attention to Note 14A(v) of the Special Purpose Consolidated Financial Statements in respect of approval pending from Registrar of Companies for the necessary forms filed for increase in authorized capital of the Subsidiary Company ‘Rotomotive Powerdrives India Limited’ due to merger.*
- We draw your attention to Note no 12 (a) of the Special Purpose Consolidated Financial Statements in respect of fixed deposit with Banks jointly held by the subsidiary company and erstwhile Promoters which have not been incorporated in books of accounts as formalities relating to transfer of rights from joint holder to the name of subsidiary company is under process.*

Our opinion is not modified in respect of the matters given above.”

Company response: The above-mentioned fixed deposit was liquidated in Fiscal 2025. Further, necessary approvals were obtained from the relevant RoC for the increase in the authorized share capital of Rotomotive Powerdrives India Limited in Fiscal 2025. Accordingly, both of these emphasis of matter do not subsist as of March 31, 2025 and are not included in the examination report issued by our Statutory Auditors on the Restated Consolidated Financial Information.

While the above qualifications and emphasis of matter do not subsist as of March 31, 2025 and our Restated Consolidated Financial Information does not contain any qualification or emphasis of matter, there can be no assurance that any qualifications, emphasis of matter, adverse remarks or observations will not form part of our financial statements for the future periods, which could subject us to additional liabilities, due to which our reputation, results of operations, financial condition and cash flows may be adversely affected.

- 9. We depend on our third-party outsourced manufacturing partners for certain manufacturing operations and with whom we do not enter into long-term agreements. Any inability to procure such services from our outsourced manufacturing partners in a timely manner or at acceptable terms, may adversely affect our business, financial condition, cash flows and results of operations.***

We have entered into arrangements with third-parties to procure semi-finished goods for certain of our product offerings. As of June 30, 2025, we engaged 22 partners to perform metal works. We are dependent on such partners and may be unable to replace them at short notice, or at all, and may face delays in our manufacturing operations and added costs as a result of the time required to train new partners to undertake the relevant services in accordance with our standard processes and quality control standards. Set out below are details of our job work charges for the years indicated:

Particulars	Fiscal					
	2025		2024		2023	
	Amount (₹ million)	% of total expenses	Amount (₹ million)	% of total expenses	Amount (₹ million)	% of total expenses
Job work charges	51.93	0.50%	46.51	0.75%	52.05	0.79%

We enter into short-term agreements, typically in the nature of purchase orders with such outsourced manufacturing partners, and do not pre-book any minimum capacity with them. Accordingly, there can be no assurance that our outsourced manufacturing partners will, at all times, have sufficient capacity to meet our orders, or be able to fulfil their obligations, including those in relation to maintenance of quality standards in a manner acceptable to us, or at all. From time to time, we may have to cease working with certain outsourced manufacturing partners, for reasons including delay or insufficiency in delivery and quality defects. Further, in the event that we are unable to outsource such manufacturing operations, we may have to set-up the relevant infrastructure and undertake such operations in-house, which could substantially increase our costs and management bandwidth. While we have not faced any instances of delays or disruption or increase in prices for services provided by our outsourced manufacturing partners in Fiscals 2025, 2024 and 2023 that led to any material adverse impact on our business and operations, there can be no assurance that these instances will not occur in the future.

10. *Our operations are significantly dependent on our manufacturing facilities. Any unscheduled, unplanned or prolonged disruption, slowdown or shutdown of our manufacturing facilities, including due to the breakdown of machinery, could have a material adverse effect on our business, financial condition, cash flows and results of operations.*

We may experience interruptions at our manufacturing facilities due to external factors such as adverse weather conditions, natural disasters, fire, terrorism, vandalism, extended power failures or internet failures, and internal factors such as loss of licenses, certifications and permits, failure to comply with regulatory requirements and the resulting loss of authorization to operate the facility, employee or manpower conflict, accidents or injury to workmen or termination or nonrenewal of leases, which may affect our ability to provide our product offerings in India or overseas, and could lead to an adverse effect on our business, financial condition, cash flows and results of operations. Our inability to effectively respond to such shutdown, interruption or to rectify any disruption, in a timely manner or at an acceptable cost, could lead to an adverse effect on our business, financial condition, cash flows and results of operations.

Disruptions caused due to the breakdown of machinery installed at our manufacturing facilities could lead to a reduction in our production levels, resulting in a negative impact on our earnings. While we strive to maintain our machinery with consistent repair and maintenance checks, there can be no assurance that our manufacturing facilities will remain unaffected by interruption caused by breakdowns. Set out below are details of our repairs and maintenance expenses for the years indicated:

Particulars	Fiscal					
	2025		2024		2023	
	Amount (₹ million)	% of total expenses	Amount (₹ million)	% of total expenses	Amount (₹ million)	% of total expenses
Repairs and maintenance expenses	27.71	0.26%	42.86	0.70%	34.63	0.53%

The occurrence of any interruption could result in the temporary or long-term closure of our manufacturing facilities, which could result in severely disrupting our business operations, thereby materially and adversely affecting our reputation, business, financial condition, cash flows and results of operations. While there has been no instances of any material adverse impact on our business and operations due to breakdown of machinery in our manufacturing facilities Fiscals 2025, 2024 and 2023, there can be no assurance that such instances will not occur in the future.

Further, the majority of our product offerings are produced at a single dedicated manufacturing facility. For instance, our DC motors are produced at our facility located at our Udyognagar Unit and AC motors are produced at our facility located at our Napa Talpad Unit- I. Accordingly, any shutdown or interruption in the operations of any of our facilities, or our inability to respond to such shutdown or disruption in a timely manner or at an acceptable cost, could adversely affect the manufacturing of a particular product in its entirety. While we have not faced any instances of disruption in our manufacturing facilities in Fiscals 2025, 2024 and 2023 that led to any material adverse impact on our business and operations, there can be no assurance that such instances will not occur in the future.

Our business is also subject to technological changes which requires us to continually upgrade the machinery deployed in order to maintain quality norms and efficiency in our manufacturing operations, fulfilling customer requirements, which in turn, is linked to our success and financial condition. Although we strive to maintain and upgrade our technologies and machinery consistent with prevailing customer preferences as well as applicable international quality standards, the technologies and machinery we currently use may become obsolete. The cost of implementing new technologies and upgrading our manufacturing facilities could be significant. If our products and technologies become obsolete and if we are unable to maintain, innovate and keep up with technological advancements for various reasons, our business, cash flows, financial condition and results of operations could be adversely affected.

11. ***We derive a significant portion of our revenues attributable to solar pumping systems that we install in certain states in India (58.41% and 17.36% of the revenue from operations for solar pumping systems in Fiscal 2025 were attributable to Maharashtra and Rajasthan, respectively). Any interruption for a significant period of time, in these regions may adversely affect our business, financial condition, cash flows and results of operations.***

We derive a significant portion of our revenue attributable to solar pumping systems from the states of Maharashtra and Rajasthan in India. Set out below are details of our revenues from various states for our solar pumping systems during the years indicated:

Particulars	Fiscal					
	2025		2024		2023	
	Amount (₹ million)	% of revenue from operations for solar pumping systems	Amount (₹ million)	% of revenue from operations for solar pumping systems	Amount (₹ million)	% of revenue from operations for solar pumping systems
Maharashtra	5,554.25	58.41%	311.45	7.59%	169.79	4.44%
Rajasthan	1,650.75	17.36%	558.53	13.62%	1,267.66	33.16%
Haryana	792.16	8.33%	2,021.69	49.29%	979.07	25.61%
Uttar Pradesh	514.44	5.41%	114.34	2.79%	29.09	0.76%
Chhattisgarh	389.24	4.09%	550.31	13.42%	255.78	6.69%
Assam	210.83	2.22%	539.89	13.16%	426.58	11.16%
Other states*	398.14	4.19%	5.63	0.14%	695.24	18.18%
Total	9,509.82	100.00%	4,101.83	100.00%	3,823.21	100.00%

*Other states include Jharkhand, Tamil Nadu, Karnataka, Gujarat, Madhya Pradesh, Punjab, Odisha and Telangana.

Any significant disruption, including due to social, political or economic factors or natural calamities or civil disruptions, impacting Maharashtra and Rajasthan may interrupt our operations in these states and affect our ability to provide quality products and services to our customers in a timely manner. Any decrease in our revenues from these locations, including due to increased competition, supply or reduction in demand or other unfavorable regional or local economic and political developments, may have an adverse effect on our business, financial condition, cash flows and results of operations. In addition, changes in the policies of the state or local governments of these regions, including any increase in tax or imposition other restrictions, may require us to change our business strategy. We cannot assure you that we will be able to reduce our reliance on these regions in the future. We have not faced any instances of disruptions in Maharashtra and Rajasthan that led to any adverse effect on our business and operations in Fiscals 2025, 2024 and 2023. Our failure to effectively react to these situations in the future may affect our business operations, which in turn could have an adverse impact on our financial condition and results of operations.

12. ***Our operations require a significant amount of working capital. Any inability to meet our working capital requirements may adversely affect our business, financial condition, cash flows and results of operations.***

Our operations require a significant amount of working capital, since a significant portion of revenues are attributable to government entities, which exposes us to the risk of significant delays in payments, thereby increasing our working capital days. Our working capital requirements are dependent on various factors, including current order book, anticipated order wins, and the margin money needed to support bank guarantees during order execution for our business, especially our solar pumping solutions business. We have faced past instances where we have faced significant delays in receipt of payments from the sale of solar pumping systems, which has affected our working capital days. There can be no assurance that payments will be remitted by our customers to us on a timely basis or that we will be able to effectively manage the level of bad debt arising from defaults in the future. Our working capital requirements could also increase if we are required to pay higher prices for raw materials or

excessive advances for the procurement of raw materials. Set out below are details of our net working capital and net working capital days for the years indicated:

Particulars	As of and for the financial year ended March 31,		
	2025	2024	2023
Net working capital ⁽¹⁾ (₹ million)	6,739.62	4,057.11	2,918.80
Net working capital days ⁽²⁾ (No of days)	194	213	151

Notes:

⁽¹⁾ Net working capital is calculated as total current assets (excluding cash and cash equivalents) less total current liabilities (excluding current borrowings).

⁽²⁾ Net working capital days is calculated as Net working capital divided by revenue from operations multiplied by 365.

Any inability to source the required amount of working capital, may lead to interruptions in our operations, decreased revenues and a dissatisfied customer base. Further, we may also have large cash outflows, including among others, losses resulting from environmental liabilities, litigation costs, project-related disruptions caused by changes in political or regulatory conditions, foreign exchange risks and liability claims. Accordingly, continued increases in our working capital requirements may have an adverse effect on our business, financial condition, cash flows and results of operations. While we have not faced any instances of difficulties in meeting our working capital requirements Fiscals 2025, 2024 and 2023, there can be no assurance that such instances will not occur in the future.

Further, an increase in working capital requirements could lead to the need to seek external financing through loans or other capital sources. As of August 31, 2025, we had sanctioned working capital facilities of ₹5,379.50 million. Further, as of August 31, 2025, we had availed fund based facility of ₹2,597.03 million and non-fund based facility of ₹1,620.49 million. For further details, see “- We have incurred indebtedness in the past. Our inability to obtain further financing or meet our obligations, including financial and other restrictive covenants under our debt financing arrangements could adversely affect our business, financial condition, cash flows and results of operations” on page 48.

13. Our inability to effectively collect receivables and default in payment from our customers could result in the reduction of our profits and adversely affect our business, financial condition, cash flows and results of operations.

We receive payments in parts as per the terms of the agreements and purchase orders entered into with our customers. Our business depends in part on our ability to successfully obtain payments from our customers on a timely basis. While we typically limit the credit we extend, we may still experience losses in the event our customers are unable to pay. As a result, while we maintain a provision for doubtful receivables in our financial statements on the basis of ageing of our receivables, there can be no assurance that such provisions will be adequate to cover all doubtful receivables in the future. Macroeconomic conditions could result in financial difficulties, including insolvency or bankruptcy, for our customers, and as a result could cause customers to delay payments to us, request modifications to their payment arrangements, all of which could increase our receivables or default on their payment obligations to us. Set out below are details of our trade receivables for the years indicated:

Particulars	Fiscal		
	2025	2024	2023
Trade receivables (in ₹ million)	6,776.23	3,258.33	2,466.23
Trade receivable days (in days) ⁽¹⁾	196	171	128
Trade receivables turnover ratio ⁽²⁾ (times)	1.87x	2.13x	2.86x

Notes:

⁽¹⁾ Trade receivables days is calculated as trade receivables multiplied by 365 days and divided by revenue from operations.

⁽²⁾ Trade receivables turnover ratio is calculated as revenue from operations divided by trade receivables.

Our provision for bad and doubtful debts increased in the past due to delays encountered in collection of receivables. There can be no assurance that we will not encounter such delays in the future, which could require us to increase our provision for bad and doubtful debts. All of these would adversely impact our profitability. Set out below are details of our provision for expected credit loss for the years indicated:

Particulars	Fiscal		
	2025	2024	2023
Provision for expected credit loss (in ₹ million)	104.44	54.32	11.97

Bringing action against our customers to enforce their contractual obligations is often expensive and time

consuming and there can be no assurance that if we initiate any legal proceedings against any such entities, we will receive a judgment in our favour or on a timely basis. If we are unable to collect customer receivables, it could have a material adverse effect on our liquidity, business, financial condition, cash flows and results of operations.

14. *An inability to improvise and launch new and quality product offerings that address customer needs or adopt new technologies in the solar products and industrial drive solutions industries in an effective and timely manner may adversely affect our business, financial condition, cash flows and results of operations.*

We are a design-focused manufacturer and supplier dedicated to innovation by leveraging our technical expertise and design capabilities. As of June 30, 2025, we had a dedicated team of 36 members in our design department. We are dependent on our ability to adopt new technologies, improvise, develop and deliver product offerings that address evolving customer needs.

There can be no assurance that any new products introduced by us will be successful in gaining market acceptance. If our products do not deliver reliable results, or if we fail to introduce products that meet customer preferences in a timely and cost-effective manner, we may fail to retain our existing customers and increase demand for our products. We make incremental investments to adapt evolving technologies to both existing equipment as well as planned capacity expansion. If customers do not widely adopt our products, we may not be able to realize a return on our investment and our business prospects and financial condition may be adversely impacted.

We may be required to commit significantly larger resources both in the nature of capital as well as management bandwidth to adopt evolving technologies for our products and despite making such investments we cannot assure you that our products will continue to be technologically relevant. For instance, according to the F&S Report, advancements in solid-state motors, smart motor technologies, variable frequency drives, and other energy-efficient systems are rapidly evolving. These innovations could render traditional electric motors obsolete, pressuring manufacturers to invest heavily in R&D to stay relevant. (*Source: F&S Report*). Our competitors may develop technologies or model their products on technologies which offer significantly improved performance characteristics with a potential that such advances may be protected through intellectual property regulations limiting our ability to adapt to the changing technology landscape. Technologies developed or adopted by others for related products may prove more advantageous than ours for commercialization and may render our products obsolete or unable to compete with such products of competitors. Any such change may require us to seek technological parity through in-house development or in-licensing of technology at a significant cost.

We may experience difficulties with the quality of new products we introduce. In addition, the cost of upgrading our manufacturing capacities or implementing new technologies, replacing existing equipment or expanding our manufacturing capacity to accommodate technology advancements in the manufacture of our product offerings, may adversely affect our financial performance if we are unable to pass on such costs to our customers. Failure to respond to current and future technological changes in a cost effective and timely manner may adversely affect our business, financial condition, cash flows and results of operations. While we have not faced any instances where failure to respond to technological changes has caused an adverse effect on our business and operations in Fiscals 2025, 2024 and 2023, there can be no assurance that such instances will not occur in the future.

15. *We face intense competition in each of our product categories and an inability to compete effectively may adversely affect our business, financial condition, cash flows and results of operations.*

We face competition for our solar products and our industrial drive solutions businesses. With respect to our solar pumps, we face intense competition due to several challenges faced by the industry including the high initial costs, technological limitations, awareness and knowledge gaps, infrastructure and integration challenges, policy and regulatory challenges and competitive pressures due to the prevalence of conventional pumps. (*Source: F&S Report*) Similarly, the solar inverter market and the solar energy storage solutions markets face various challenges including high initial costs, competition from Chinese manufacturers, grid integration and stability issues, lack of skilled workforce and after-sales support and policy and regulatory uncertainty. (*Source: F&S Report*) Intense competition among domestic manufacturers with lower production costs can affect market share and pricing strategies. (*Source: F&S Report*)

Further, established brands within the global industrial electric motors market face pricing pressure from low-cost manufacturers offering cost-efficient alternatives. (*Source: F&S Report*) Simultaneously, the growing preference for renewable energy systems and advanced motor technologies is shifting market demand away from traditional motor solutions, further intensifying competition. (*Source: F&S Report*)

In relation to the EV market, we may not be able to effectively compete due to reasons such as high cost of technology and limited range, lack of charging infrastructure, high upfront cost of batteries, along with uncertainties about their long-term lifespan and resale value, and underdeveloped local manufacturing and supply chain. (Source: F&S Report)

Moreover, for Railway products, the entry of inexperienced companies from unrelated sectors has led to smaller tender sizes and aggressive pricing strategies, intensifying competition. Further, relaxed pre-qualification criteria allows companies from unrelated sectors to bid on railway tenders, potentially compromising quality and safety standards. We may also face challenges in relation to stringent quality, regulatory and compliance standards, procurement, logistics and other supply chain challenges, financial and operational challenges such as payment delays, working capital issues and high initial investment and RDSO vendor approval process (which in turn poses several challenges such as financial burden, lengthy approval processes and competition from established vendors). (Source: F&S Report)

Our inability to compete effectively may adversely affect our business, cash flows, results of operations, financial condition, and may also lead to a lower market share or reduced operating margins. For further details, see “*Our Business - Competition*” on page 277. For details on operational and financial benchmarking for us and our competitors, see “*Industry Overview – Competitive Benchmarking of Key Companies in Industrial Solutions and Solar Pumping Systems*” on page 248. In addition, for details in relation to a comparison of the KPIs of our Company with our peer group, see “*Basis for the Offer Price - Comparison of the KPIs with listed peers*” on page 133.

We may have to compete with new players in India and abroad who enter the market and are able to offer competing products. Increasing competition may result in pricing pressures and decreasing profit margins or loss of market share or failure to improve our market position, any of which could substantially harm our business and results of operations. We cannot assure you that we will be able to compete successfully in the future against our existing or potential competitors or that our business and results of operations will not be adversely affected by increased competition. There is also no assurance that we will be able to maintain our existing market share. Our competitors may significantly increase their marketing expenses to promote their brands and products, which may require us to similarly increase our advertising and marketing expenses and engage in effective pricing strategies, which we may not be able to pass on to our customers which in turn may have an adverse effect on our business, financial condition, cash flows and results of operations.

16. ***We recently changed our corporate name to Rotomag Enertec Limited. Further, we sell our products under our segment specific brands including “Rotomag”, “Rotomotive”, “Rotodrive”, “Cyclo”, “Su-Vastika” and “Statcon”. An inability to establish our new corporate name or maintain or enhance the popularity of our brands may adversely affect customer confidence in our products, which may adversely impact our business, financial condition, cash flows and results of operations.***

Our Company changed our corporate name recently to “Rotomag Enertec Limited” and we are in the process of transitioning all our operations under our new name. For further information, see “*History and Certain Corporate Matters - Brief history of our Company*” on page 291. Even though we will continue to leverage our experience, reputation and product offerings, and incur increased costs for implementation and marketing of our new name, we cannot predict the impact of the change in our corporate name on our reputation, business, operations and financial condition. Our change in corporate name may present us with various challenges including: (a) alienation of existing customers who were loyal to the previous name and confusion among potential customers who may be unfamiliar with our new name and who may therefore choose our competitors over us, which may in turn lead to a decrease in the sale of our product offerings; and (b) exposure to legal and regulatory risks including trademark infringement and domain name disputes which may also require us to undergo expensive litigation or forced re-branding.

Further, we sell our products under our segment specific brands including “Rotomag”, “Rotomotive”, “Rotodrive”, “Cyclo”, “Su-Vastika” and “Statcon”. The success of our business depends on our ability to develop, maintain and strengthen our brands. Maintaining and enhancing our brand may require us to make substantial investments in areas such as design, advertising, marketing and employee training, after-sales service and the actual results of incurring such expenditure may differ from those anticipated. To promote our brands further, we may be required to evolve our marketing practices, which could result in an increase in our expenses. Set out below are details of our exhibition expenses, selling and distribution expenses and commission expenses for the years indicated:

Particulars	Fiscal					
	2025		2024		2023	
	Amount (₹ million)	% of revenue from operations	Amount (₹ million)	% of revenue from operations	Amount (₹ million)	% of revenue from operations
Exhibition expenses	34.75	0.27%	25.49	0.37%	2.36	0.03%
Selling and distribution expenses	36.60	0.29%	27.75	0.40%	34.15	0.48%
Commission expenses	0.99	0.01%	0.98	0.01%	1.72	0.02%

If we fail to preserve the value of our brands, maintain our reputation, or attract consumers to our brands through, for example, quality after-sale services to our customers, our business could be adversely impacted. Further, our reputation and our brands are vulnerable to threats that can be difficult to predict or control, and costly or unfeasible to remediate. Any negative publicity about us or our brands, 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 rumors relating to our business, directors, officers, employees or shareholders, could harm our reputation, business, financial condition, cash flows and results of operations. These allegations, 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. While we have not received any legal claims or recorded any instances of significant negative publicity that have resulted in brand or reputational damage in Fiscals 2025, 2024 and 2023, there can be no assurance that such instances will not occur in the future.

17. *We may be unable to adequately obtain, maintain, protect and enforce our intellectual property rights, technical knowledge and process know-how confidential. We may also be subject to intellectual property infringement claims, which may be expensive to defend and may disrupt our business and operations and we may suffer a loss of our competitive advantage.*

As of the date of this Draft Red Herring Prospectus, our Company had obtained two registered trademarks and eight design registrations in India. Our Company has also applied for four trademark registrations under various classes in India out of which two are pending and two have been opposed. Further, one of our Material Subsidiaries, Rotomotive Powerdrives India Limited has obtained four trademarks in India and has applied for one trademark in India which remains pending. Further, Rotomotive Powerdrives India Limited has obtained registrations for 13 designs in India, eight design patents in China and eight design registrations in Europe. Statcon Energiaa Private Limited, one of our Material Subsidiaries has obtained five trademark registrations in India and has applied for one trademark which is currently pending. Further, Statcon Energiaa Private Limited has obtained one design registration in India and has applied for a design in India which is currently pending. For a list of intellectual property owned and registered by us, see “Government and Other Approvals – Intellectual Property” on page 434.

The registration of intellectual property including trademarks and designs is a time-consuming process and there can be no assurance that any registration applications we may pursue will be successful and that such registration will be granted to us. If we fail to register the appropriate intellectual property, or our efforts to protect relevant intellectual property prove to be inadequate, the value attached to our brand and proprietary property could deteriorate, which could have a material adverse effect on our business growth and prospects, financial condition, cash flows and results of operations.

Our efforts to protect our intellectual property may not be adequate. Unauthorized parties may infringe upon or misappropriate our services or proprietary information. In addition, despite our efforts to comply with the intellectual property rights of others, we cannot determine with certainty whether we are infringing any existing third-party intellectual property rights which may force us to alter our manufacturing processes, obtain additional licenses or cease parts of our operations.

While we ensure that we comply with the intellectual property rights of others, we cannot determine with certainty as to whether we are infringing on any existing third-party intellectual property rights. Accordingly, we may be susceptible to claims from third parties asserting infringement and other related claims. Regardless of their merits, such claims could materially and adversely affect our business, including our relationships with current or future customers, result in costly litigation, delay or disrupt supply of products, divert management's attention and resources, subject us to significant liabilities, or require us to cease certain activities. Moreover, if claims or actions are asserted against us, we could be required to obtain a licence, modify our existing technology or cease the use of such technology and design a new non-infringing technology. Such licences or design modifications can be

extremely costly. Further, necessary licences may not be available to us on satisfactory terms, if at all. Any of the foregoing could materially and adversely affect our business, financial condition, cash flows and results of operations. While we have not faced any instances of failure to register or protect our intellectual property in Fiscals 2025, 2024 and 2023, there can be no assurance that such instances will not occur in the future.

Further, we possess technical knowledge about our products which has been developed through our own experiences. Our technical knowledge is an independent asset of ours, which may not be adequately protected by intellectual property rights such as patent registration or design registration. Some of our technical knowledge is protected only by secrecy. As a result, we cannot be certain that our technical knowledge will remain confidential in the long run. While we typically execute non-disclosure agreements with our customers and confidentiality agreements with our employees, certain proprietary knowledge may be leaked (either inadvertently or willfully), at various stages of the development process. In the event that the confidential technical information in respect of our business becomes available to third parties or to the general public, any competitive advantage we may have over other companies in our industry could be compromised. If a competitor is able to reproduce or otherwise capitalize on our technology, it may be difficult, expensive or impossible for us to obtain necessary legal protection. While we have not faced any instances of leakage of confidential technical information and process know-how in Fiscals 2025, 2024 and 2023, there can be no assurance that such instances will not occur in the future. Any leakage of confidential technical information in the future could have an adverse effect on our business, financial condition, cash flows and results of operations.

18. *Our current order book may not be indicative of the orders we will receive in future. The outstanding orders in our order book may be delayed, modified or cancelled which may have an adverse impact on our business, financial condition, cash flows and results of operations.*

We have an order book for our solar pumping systems, details of which are set out below as of the dates indicated:

Particulars	As of August 31, 2025	As of March 31,		
		2025	2024	2023
	(in ₹ million)			
Solar pumping systems	9,380.33	8,524.51	3,974.02	3,327.66

Note: Order book for our solar pumping systems is defined as the value of the work orders received by us under the schemes implemented by SNAs for the installation of solar-powered pumping systems under the PM Kusun Scheme and similar state government programs, less the revenue already recognized from these allocations.

We cannot guarantee that the income anticipated in our order book will be realized on time, or at all. Any cancellations or scope adjustments, which may occur from time to time, could reduce the amount of our order book and the income and profits that we ultimately earn from the contracts. Accordingly, our order book does not represent our future revenue and our realized income may be significantly lower than the estimates reflected in our order book. While we have not faced any instance of termination or amendment of orders by our customers in Fiscals 2025, 2024 and 2023 that led to any material adverse impact on our business and operations, there can be no assurance that such instances will not occur in the future. In the event that our orders are cancelled or terminated prematurely in the future, our business, financial condition, cash flows and results of operations will be adversely affected.

The completion of our orders involves various execution risks which may make us unable to complete our orders within the scheduled time including operational delays, modifications in the scope, incidents of force majeure, regulatory delays and other factors beyond our control. Our orders may remain in our order book for extended periods of time because of the nature of the order and the timing of the services required by our customers. Delays in the completion of an order may lead to delays in payments from our customers or cancellation. Any delays in the execution of our orders could also result in cost overruns and affect our payment milestones, which in turn could impact our revenue recognition method and expose our business to revenue volatility. While we have not faced any delays in execution of customer orders in Fiscals 2025, 2024 and 2023 that led to any material adverse impact on our business and operations, there can be no assurance that such instances will not occur in the future. Any delay or cancellation of orders or payment defaults by customers could have a material adverse effect on our business, financial condition, cash flows and results of operations.

19. *An inability to provide adequate customer support and ancillary services may adversely affect our relationship with our existing and prospective customers, and in turn our business, financial condition, cash flows and results of operations.*

We endeavor to provide efficient and timely customer support and ancillary services to resolve technical and operational issues to our customers. As of June 30, 2025, we have established a pan-India presence of after-sales

services through over 65 service centres for our AC motors, gearboxes, and gearmotors. Similarly, to provide after-sales service to the customers of our solar pumps and solar pumping systems, we have established a network of over 440 service centres across India, as of the same date. Consequently, the outsourcing of after-sales services to third parties exposes us to the risk of (i) inadequate customer service; (ii) untimely and inefficient support system; and (iii) any other gross negligence on the part of the third party. Any of these events could culminate in increased customer complaints, higher product returns, negative reviews on social-media platforms, compensatory payouts, and erosion of customer trust.

We may be unable to accommodate short-term increases in demand for our products or associated customer support including maintenance. We also may be unable to modify the nature, scope and delivery of such services to compete with support services provided by our competitors. Increased operational requests, without corresponding revenue, could increase costs and adversely affect our results of operations and financial condition. Our sales are dependent on our reputation and on positive recommendations from our existing customers. Any failure to maintain adequate and timely customer support and ancillary services, or a market perception that we are unable to do so, could adversely affect our business, financial condition, cash flows and results of operations. While we have not faced any instances of difficulties in providing timely customer support in Fiscals 2025, 2024 and 2023 that led to an adverse impact on our business and operations, there can be no assurance that such instances will not occur in the future.

20. *We have incurred indebtedness in the past. Our inability to obtain further financing or meet our obligations, including financial and other restrictive covenants under our debt financing arrangements could adversely affect our business, financial condition, cash flows and results of operations.*

We require adequate capital to develop new product offerings, purchase equipment and develop and implement new technologies in our manufacturing facilities. To the extent our expenditure requirements exceed our available resources, we seek additional debt financing. Further, delays in receiving payments from customers could also increase our borrowing needs. Our total borrowing amounted to ₹7,045.21 million as of August 31, 2025. Set out below are details of our indebtedness, as of and for the years indicated:

Particulars	As at and for the financial year ended March 31,		
	2025	2024	2023
Total borrowings (₹ million) (A) ⁽¹⁾	2,769.79	1,327.24	316.14
- Non-current borrowings	455.60	371.05	280.23
- Current borrowings	2,314.19	956.19	35.91
Finance costs (₹ million)	181.00	84.76	38.75
Net Debt (₹ million) ⁽²⁾	832.34	419.84	(463.54)
Net Debt to Equity (times) ⁽³⁾	0.14x	0.10x	(0.13)x
Interest coverage ratio (in times) ⁽⁴⁾	13.73x	12.31x	19.34x
Debt service coverage ratio ⁽⁵⁾	7.60x	7.93x	11.15x

⁽¹⁾ Total borrowings is computed as the sum of non-current and current borrowings.

⁽²⁾ Net debt is calculated as the sum of non-current borrowings and current borrowings less cash and cash equivalents and other bank balances.

⁽³⁾ Net debt to equity is calculated as net debt divided by total equity (excluding capital reserve).

⁽⁴⁾ Interest coverage ratio is calculated as earnings before interest and taxes (EBIT) divided by finance costs. EBIT is calculated as restated profit for the year add total tax expense and finance costs.

⁽⁵⁾ Debt service coverage ratio is calculated as earnings before depreciation and interest divided by (interest plus long term borrowings and lease liabilities paid during the year).

For further details on the nature of our outstanding borrowings, see “Financial Indebtedness” on page 422.

Our ability to pay interest and repay the principal for our indebtedness is dependent upon our ability to manage our business operations and generate sufficient cash flows to service such debt. Any additional indebtedness we incur may have significant consequences, including, without limitation, requiring us to use a significant portion of our cash flow from operations and other available cash to service our indebtedness, thereby reducing the funds available for other purposes, including capital expenditures, acquisitions, and strategic investments.

Our financing arrangements have been availed by our Company based on certain personal guarantees of our Promoters and corporate guarantees of our Material Subsidiary. These financing arrangements include conditions that require us to obtain respective lenders’ consent prior to carrying out certain activities and entering into certain transactions. Failure to meet these conditions or obtain these consents could have significant consequences on our business and operations. These covenants vary depending on the requirements of the financial institution extending such loan and the conditions negotiated under each financing agreement. Certain of the corporate actions that require prior consents from certain lenders include, amongst others, changes in the shareholding

pattern or capital structure of our Company, changes in the status or nature of constitution of our Company, changes in ownership, control or management set-up of our Company, and making any amendments in our Company's MoA and AoA. Further, some of our financing arrangements restrict us from declaring dividends to our shareholders. While we have not faced any instances of difficulties to obtain further financing or breach of covenants of our financing agreements that led to any adverse effect on our business or operations in Fiscals 2025, 2024 and 2023 and we have obtained necessary consents from our lenders for the Offer, there can be no assurance that these instances will not occur in the future. A failure to observe the covenants under our financing arrangements or to obtain necessary waivers may also lead to, among others, the termination of our credit facilities and acceleration of amounts due under such facilities.

- 21. Our Promoters and our Material Subsidiary, Rotomotive Powerdrives India Limited, have provided personal and corporate guarantees for certain borrowings obtained by our Company. Any failure or default by our Company to repay such loans could trigger repayment obligations on our Promoters and our Material Subsidiary which may impact their ability to effectively service their obligations and adversely impact our business, financial condition, cash flows and results of operations.**

Our Promoters, Umesh Mohan Balani and Neelam Umesh Balani have issued personal guarantees in favour of certain of our lenders, including Axis Bank Limited, ICICI Bank Limited, Bank of Baroda, Bank of India and Catalyst Trusteeship Limited. Further, our Material Subsidiary, Rotomotive Powerdrives India Limited, has issued corporate guarantee in favour of certain of our lenders, including Bank of Baroda against the loans obtained by our Company. These Promoters and one of our Material Subsidiary may be considered to be interested to the extent of personal and corporate guarantees issued by them in favour of our lenders against the loans sanctioned to us. For further details in relation to our borrowings, see “*Financial Indebtedness*” on page 422. Any default or failure by our Company to repay loans in a timely manner or at all could trigger repayment obligations on the part of our Promoters and our Material Subsidiary in respect of such loans. This, in turn, could have an impact on the Promoters' ability to effectively service their obligations as Promoters of our Company and on the financial position of our Material Subsidiary, thereby having an adverse effect on our business, results of operations and financial condition. Further, in the event that our Promoters' or Material Subsidiary withdraw or terminate the guarantees, our lenders for such facility may ask for alternate security/ guarantees, repayment of amounts outstanding under such facility, or even terminate such facility. In case of any events of default with respect to NCD, the debenture holder or debenture trustee can require the guarantors to pay the amount immediately. We may not be successful in procuring security/ guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facility or seek additional sources of capital, which could affect our business, results of operations and financial condition. While we have not faced any instances of invocation of personal guarantees of Promoters and/or corporate guarantees issued by our Material Subsidiary that led to any adverse effect on our business or operations in Fiscals 2025, 2024 and 2023, there can be no assurance that these instances will not occur in the future.

- 22. We depend on a third-party distribution network for the sale of our AC motors and gearboxes. Any inability to expand or effectively manage our distribution network may have an adverse effect on our business, financial condition, cash flows and results of operations.**

As of June 30, 2025, we have a distribution network of over 320 dealers across India to sell a portion of our AC motors and gearboxes. For further details, see “*Our Business – Description of our Business – Distribution Network*” on page 274. Set out below are details of our revenues for AC motors and gearboxes generated from our distribution network for the years indicated:

Particulars	Fiscal					
	2025		2024		2023	
	Amount (₹ million)	% of revenue from operations for AC motors, gearboxes and gearmotors	Amount (₹ million)	% of revenue from operations for AC motors, gearboxes and gearmotors	Amount (₹ million)	% of revenue from operations for AC motors, gearboxes and gearmotors
Revenue generated from distributors of AC motors and gearboxes	725.85	43.26%	723.10	42.09%	807.48	42.12%

There can be no assurance that we will be able to successfully expand, maintain or manage our distribution network in the future. If we lose any of our significant distributors, including to our competitors, our business, financial condition, cash flows and results of operations will be adversely affected. Further, our distributors are independent third parties over which we do not have control. In addition, any instances of fraud, counterfeiting or malfeasance, or any non-compliance by our distributors of statutory and government regulations, may have an adverse impact on our reputation and may impact customer confidence in our brand. As a result, our growth, results of operations and the integrity of our brand name in these areas is dependent on the performance of these distributors. While we have not faced any instances of inadequate or non-satisfactory performance by our distributors or disputes with our distributors that led to any adverse effect on our business and operations in Fiscals 2025, 2024 and 2023, there can be no assurance that such instances will not occur in the future.

23. *Under-utilization of our manufacturing capacities and an inability to effectively utilize our expanded manufacturing capacities could have an adverse effect on our business, financial condition, cash flows and results of operations.*

The success of any capacity expansion and expected return on investment on capital expenditure is subject to various factors including the ability to procure requisite regulatory approvals in a timely manner, recruit and ensure satisfactory performance of personnel to further grow the business and the ability to absorb additional infrastructure costs and develop new expertise. For information in relation to the installed capacity and capacity utilization for our manufacturing facilities, see “Our Business – Description of our Business – Manufacturing Facilities – Installed Capacity and Capacity Utilization” on page 272.

Under-utilization of our manufacturing capacities over extended periods, or significant under-utilization in the short term, or an inability to fully realize the benefits of our recently implemented or contemplated capacity expansion, could materially and adversely impact our business, growth prospects and future financial performance. We also face the risk that our customers might not place any order or might place orders of lesser than expected size or may even cancel existing orders or make change in their policies, which may result in reduced quantities being manufactured by us resulting in under-utilization of our existing manufacturing capacity. Further, we make significant decisions, including determining the levels of business that we will seek and accept, production schedules, personnel requirements and other resource requirements, based on our estimates of customer orders. The changes in demand for the products/services of customers (which are in turn manufactured by us) could reduce our ability to estimate accurately future customer requirements, make it difficult to schedule production and lead to over production and utilization of our manufacturing capacity for a particular product. The requirements of our customers may not be restricted to one type of product and therefore variations in demand for certain types of products also require us to make certain changes in our manufacturing processes thereby affecting our production schedules. This is particularly true given that the majority of our product offerings are produced at a single dedicated manufacturing facility. For instance, our DC motors are produced at our facility located at our Udyognagar Unit. As a result, fluctuations in demand across different products may lead to imbalances in capacity and capacity utilization. Any such imbalances leading to over or under utilization of our manufacturing facilities could adversely affect our business, financial condition, cash flows and results of operations. While we have not faced any instances of mismatch leading to over or under utilization of our manufacturing facilities that led to any material adverse impact on our business and operations in Fiscals 2025, 2024 and 2023, there can be no assurance that these instances will not occur in the future.

24. *Our Company, Directors, Promoters, Key Managerial Personnel, Senior Management Personnel and Subsidiaries are or may be involved in certain legal and regulatory proceedings. An adverse outcome in any of these proceedings may affect our reputation and standing and impact our future business and could have a material adverse effect on our business, financial condition, cash flows and results of operations.*

As of the date of this Draft Red Herring Prospectus, we are involved in certain tax, regulatory and civil legal proceedings which are pending at different levels of adjudication before various courts, tribunals, forums and appellate authorities. We cannot assure you that these legal proceedings will be decided in our favor. Decisions in proceedings adverse to our interests may have a significant adverse effect on our business, financial condition, cash flows and results of operations. In relation to tax proceedings, in the event of any adverse outcome, we may be required to pay the disputed amounts along with applicable interest and penalty and may also incur additional tax incidence going forward.

A summary of pending material civil, tax and criminal proceedings involving our Company, Directors, Promoters and Subsidiaries, as identified by our Company pursuant to the Materiality Policy adopted by our Board is provided below:

Name	Criminal proceedings	Tax proceedings	Actions taken by statutory or regulatory authorities	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters in the last five years, including outstanding action	Material civil litigation [#]	Aggregate* amount involved (in ₹ million)
Company						
By our Company	Nil	Nil	N.A.	N.A.	Nil	N.A.
Against our Company	Nil	7**	Nil	Nil	Nil	557.01
Directors***						
By our Directors	Nil	Nil	N.A.	N.A.	Nil	Nil
Against our Directors	Nil	Nil	Nil	N.A.	Nil	Nil
Promoter						
By our Promoters	Nil	N.A.	N.A.	N.A.	Nil	Nil
Against our Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Subsidiaries						
By our Subsidiaries	5	Nil	N.A.	N.A.	Nil	7.32
Against our Subsidiaries	1	3	Nil	N.A.	Nil	4.84

[#] Determined in accordance with the Materiality Policy.

* To the extent quantifiable

** Includes one case involving a refund of ₹1.48 million

*** Excluding the Directors who are Promoters

Further, as on the date of this Draft Red Herring Prospectus, there are no pending litigation proceedings involving our Group Company which will have a material impact on our Company. Our Key Managerial Personnel and members of our Senior Management are not involved in any criminal proceedings and no action by any regulatory or statutory authorities have been taken against them. For further details, see “*Outstanding Litigation and Other Material Developments*” on page 425. The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally. There may be claims in these proceedings, the amounts of which cannot currently be determined, and which have therefore not been disclosed. Such claims may be brought jointly or severally against the Company. If any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current or long-term liabilities or reduce our cash and bank balance. While our Company is not required to indemnify or settle any claims or penalties incurred by our Promoters, KMP or SMP in relation to litigation involving them in their personal capacity, adverse rulings in such proceedings could have an adverse effect on our Company’s reputation and consequently on our business. For details, see “*Outstanding Litigation and Material Developments*” on page 425.

25. We have witnessed negative operating cash flows and our Subsidiaries, Cyclo Transmissions Limited, Su-Vastika Systems Private Limited and Statcon Energiaa Private Limited, have incurred losses and witnessed negative operating cash flows (on a standalone basis) in the past.

We have witnessed negative operating cash flows and our Subsidiaries, Cyclo Transmissions Limited, Su-Vastika Systems Private Limited and Statcon Energiaa Private Limited, have incurred losses and witnessed negative operating cash flows in the past, details of which are set out below for the years indicated:

Particulars	Fiscal		
	2025	2024	2023
	(in ₹ million)		
<i>Our Company[^]</i>			
Restated Profit before tax	2,303.22	958.61	710.82
Net cash generated from/(used in) operating activities	(240.23)	(110.96)	595.92
<i>Cyclo Transmissions Limited</i>			
Profit/(loss) before tax [§]	9.85	11.10	(2.25)
Net cash generated from/(used in) operating activities [§]	18.45	4.70	(39.06)
<i>Su-Vastika Systems Private Limited[#]</i>			
Profit/(loss) before tax*	(47.76)	22.53	16.75
Net cash generated from/(used in) operating activities*	(31.48)	37.21	30.72
<i>Statcon Energiaa Private Limited[#]</i>			
Profit/(loss) before tax*	90.19	82.30	39.84
Net cash generated from/(used in) operating activities*	(14.43)	60.61	60.15

Notes:

[^] Based on the Restated Consolidated Financial Information.

^sRepresents financial information derived from the special purpose Ind AS financial statements of the respective entities for the years indicated.

^{*}Represents financial information derived from the standalone audited financial statements of the respective entities for the years indicated.

[#]We acquired Su-Vastika Systems Private Limited in June 2025 and Statcon Energiaa Private Limited in August 2025.

Also see “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Cash Flows” on page 410.

If we continue to have negative cash flows in the future, our business, financial condition, cash flows and results of operations could be adversely affected and we may be required to raise additional capital to fund such negative operating cash flows including through issuance of equity shares which may lead to dilution of shareholding. Further, we may be required to fund the operations of Cyclo Transmissions Limited, Su-Vastika Systems Private Limited and/ or Statcon Energiaa Private Limited in the future and our investments in Cyclo Transmissions Limited, Su-Vastika Systems Private Limited and/ or Statcon Energiaa Private Limited may eventually be written-off, which could subject us to additional liabilities and could have an adverse effect on our Company’s reputation, profitability and financial condition. We may similarly be required to furnish guarantees in the future to secure the financial obligations of Cyclo Transmissions Limited, Su-Vastika Systems Private Limited and/ or Statcon Energiaa Private Limited and in the event that any corporate guarantees provided by us are invoked, we may be required to pay the amount outstanding under such facilities availed, resulting in an adverse effect on our business, cash flows and financial condition.

26. ***We derive a significant portion of our revenue from operations attributable to the sale of DC motors from outside India (66.07% of our revenue from operations attributable to the sale of DC motors in Fiscal 2025) which exposes us to risks inherent to operations in these foreign jurisdictions. Any adverse developments in the international markets that we operate or intend to expand to, could have an adverse effect on our business, financial condition, cash flows and results of operations.***

As of the date of this Draft Red Herring Prospectus, we have been serving our customers in over 35 countries including United States, Germany and Brazil. A significant portion of our revenue from operations attributable to the sale of DC motors are generated from exports, details of which are set out below, for the years indicated:

Particulars	Fiscal					
	2025		2024		2023	
	Amount (₹ million)	% of revenue from operations attributable to the sale of DC motors	Amount (₹ million)	% of revenue from operations attributable to the sale of DC motors	Amount (₹ million)	% of revenue from operations attributable to the sale of DC motors
Revenue from sale of DC motors from outside India	287.27	66.07%	310.28	63.68%	562.43	77.63%

Our revenues from the sale of DC motors are significantly dependent on our exports. Any failure to comply with applicable laws or regulations (including in relation to duties, tariffs and taxation) of the jurisdictions we operate in can lead to civil, administrative or criminal penalties, including fines or the revocation of permits and licenses that may be necessary for our business activities in the relevant jurisdiction. In addition, the costs associated with entering and establishing ourselves in new markets, and expanding such operations, may be higher than expected, and we may face significant competition in those regions. We have experienced a slowdown in our export sales in the past due to reduction in demand for our products from certain geographies where we export our products, together with a decrease in realization driven by a decline in pricing. These led to a decrease in our revenue from sale of DC motors from outside India from ₹562.43 million in Fiscal 2023 to ₹287.27 million in Fiscal 2025. Any further slowdown in our existing international operations and/ or delays in expansion of exports in the future could have a material adverse effect on our business, financial condition, cash flows and results of operations. For more details, see “- Changes in international trade policies, geopolitics and trade tariffs, export controls, economic or trade sanctions may materially and adversely affect our business, financial condition, cash flows, results of operations and prospects” on page 72.

27. ***Our Registered Office and manufacturing facility situated at Plot No. 2102/3 & 4, GIDC Estate are being conducted on a premises leased from a third party. Our inability to continue operating from such premises, or to seek renewal or extension of such lease may have an adverse effect on our business, operations and financial condition.***

The premises used by us for our registered office and manufacturing facility at the Udyognagar Unit are taken on leasehold basis from a third party and we may continue to enter into such transactions in future.

The table below sets forth details of our manufacturing facilities which are on leased premises as of the date of this Draft Red Herring Prospectus:

S. No.	Address	Lessor	Duration/ Period of Lease	Nature/ Use	Agreement with Related Party (Yes/No)
1.	Plot No. 2102/3 & 4, GIDC Estate	Gujarat Industrial Development Corporation	Leased for 99 years till September 28, 2088 and November 18, 2091, respectively	Manufacturing	No
2.	Village Ghamroj, Bhondsi Sohna Road, Gurugram, Haryana - 122102	Kunwar Sachdev	Leased for 11 months till August 7, 2026	Manufacturing	Yes

For further information, see “*Our Business –Property*” on page 280. We cannot assure you that we will be able to continue operating out of these premises or renew the leases on the same or similar terms, or that we will find alternate locations for the existing unit on terms favourable to us, or at all. Any encumbrance or adverse impact, or deficiency in, the title, ownership rights or development rights of the lessors on whose premises we operate, breach of the contractual terms of any lease or leave and license agreements may adversely affect our business and results of operations. Further, failure to identify suitable premises for relocation of existing properties and facilities, if required, or in relation to new or proposed properties we may purchase, in time or at all, may have an adverse effect on our production, supply chain, and the pace of our projected growth. In the event of relocation, we may be required to obtain fresh regulatory licenses and approvals. Until we receive these, we may suffer disruptions in our operations and our business. While we have not faced any disruptions to our operations or business due to an inability to continue operating from leased premises or to seek renewal or extension of such leases in the last three Fiscal years, we cannot assure you that we will not encounter such issues in the future. Any failure to continue operating out of our existing premises or to renew our leases on favourable terms, or at all, could adversely affect our business, financial condition, and results of operations.

28. *The success of our business operations is dependent on the continued efforts and contributions of our Promoters and if they cease to be involved in or decrease their involvement in our business prior to us having a succession plan in place, it could have a material adverse effect our business, financial condition, results of operations and cash flows.*

Our future success is substantially dependent on the continued services and contributions of Promoters, including Umesh Mohan Balani, our Chairman and Managing Director. The loss of the services of any of our Promoters or other key employees could harm our business. The inputs and experience of our Promoters or other key personnel are valuable for the development of our business and operations, and the strategic directions taken by us. For further information on our Directors, Key Managerial Personnel and members of our Senior Management, see “*Our Management*” on page 303.

Our ability to sustain our growth depends upon our ability to attract and retain key personnel, developing managerial experience to address emerging business and operating challenges and ensuring a high standard of customer service. We cannot assure you that these individuals or any other member of our key managerial personnel will not leave us or join a competitor or that we will be able to retain such personnel or find adequate replacements in a timely manner, or at all. In addition, we may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with us. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires. The loss of the services of such persons may have an adverse effect on our business, results of operations, financial condition and cash flows. As on date, our Company does not have a business succession policy in place, and there can be no assurance that we will be able to effectively formulate or implement appropriate succession plans in the future. Any loss of members of our Promoters, senior management or key personnel could significantly delay or prevent the achievement of our business objectives, affect our succession planning and could harm our business and customer relationships.

We may also face attrition of our existing workforce as a result of increased competition or other factors relating to our businesses. If we cannot hire additional qualified personnel or retain them, our ability to expand our business will be impaired and our revenue could decline. We will need to recruit new employees, who will have to be

trained and integrated into our operations. We will also have to train existing employees to adhere properly to internal controls and risk management procedures. Failure to train and motivate our employees properly may result in an increase in employee attrition rates, require additional hiring, erode the quality of customer service, divert management resources and impose significant costs on us.

29. *Certain of our regulatory records are not traceable. Further, there has been a delay in the appointment of the independent directors by one of our Material Subsidiaries. We cannot assure you that regulatory proceedings or actions will not be initiated against us in the future and we will not be subject to any penalty imposed by the competent regulatory authority in this regard.*

Certain of our Company's corporate records and form filings are not traceable. These form filings include:

- (a) Form 2 for allotment of equity shares on August 25, 1993;
- (b) Form 2 for allotment of equity shares on May 1, 1994; and
- (c) Form 2 for allotment of equity shares on March 30, 1995.

While we have conducted searches of our records at our Company's offices, on the MCA portal maintained by the Ministry of Corporate Affairs ("MCA Portal"), we have not been able to trace the aforementioned form filings in the records maintained by the Company or on the MCA Portal. In this regard, we have also relied on the search report dated September 26, 2025 prepared by PCS Ladhwal & Associates, an independent practicing company secretary, which was prepared basis their physical search of the documents available at the Registered Office of the Company and search of the information and records available on MCA Portal. We have also approached the Registrar of Companies through our email dated September 24, 2025, highlighting the missing form filings.

One of our Material Subsidiaries, Rotomotive has filed an adjudication application dated September 24, 2025 in relation to the delay of appointment of independent director on its board for non-compliance of Section 149(4) of the Companies Act. Non-appointment of independent director has also triggered the non-compliance under section 177 for the constitution of audit committee.

We cannot assure you that untraceable corporate records and documents will be available with us in future or that in future, we will not be subjected to any liability on account of such non-compliances. Although no legal proceedings or regulatory actions have been initiated or pending against us in relation to such delays, untraceable secretarial and other corporate records and documents, if we are subject to any such liability, it may have a material adverse effect on our reputation, financial condition, cash flows and results of operations. Further, there can be no assurance that there will be no such delays or non-compliances in the future and our Company will not be subject to adverse actions by the authorities.

30. *There have been delays in payment of statutory dues, by our Company and our Subsidiaries, during Fiscals 2025, 2024 and 2023. Any delays in payment of our statutory dues may attract financial penalties from the respective government authorities and could adversely affect our results of operations and financial condition.*

Our Company and our Subsidiaries, in the regular course of its operations, are required to pay certain periodic statutory dues, which we may not be able to undertake at all times. In compliance with applicable laws, in Fiscals 2025, 2024 and 2023, our Company and Subsidiaries namely Rotomotive Powerdrives India Limited and Cyclo Transmissions Limited paid an aggregate amount of ₹131.40 million, ₹109.58 million, and ₹131.73 million, respectively, as statutory dues to government agencies.

The table below sets forth details of statutory dues paid by our Company, and our Subsidiaries, Rotomotive Powerdrives India Limited and Cyclo Transmissions Limited in relation to our employees for the periods indicated:

Particulars	Number of employees as at March 31, 2025	Statutory dues paid (₹ in million)	Number of employees as at March 31, 2024	Statutory dues paid (₹ in million)	Number of employees as at March 31, 2023	Statutory dues paid (₹ in million)
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	302	6.00	271	5.16	257	6.09
Employee State Insurance Act, 1948	43	0.32	41	0.26	N/A	-
Professional Taxes	275	0.64	260	0.63	290	0.68

Particulars	Number of employees as at March 31, 2025	Statutory dues paid (₹ in million)	Number of employees as at March 31, 2024	Statutory dues paid (₹ in million)	Number of employees as at March 31, 2023	Statutory dues paid (₹ in million)
Income Tax Act, 1961 (TDS on salary)	73	22.82	58	18.91	54	17.50
Goods and Service Tax	N.A	101.22	N.A	84	N.A	102.37
Gratuity Paid	7	0.40	13	0.62	130	5.09

Further, the table below sets out details of non-payment, defaults or delays in payments of statutory dues including our Company, and our Subsidiaries, Rotomotive Powerdrives India Limited and Cyclo Transmissions Limited for the period indicated:

Particulars	Financial Year 2025		Financial Year 2024		Financial Year 2023	
	Number of Instances	Amount delayed (₹ in million)	Number of Instances	Amount delayed (₹ in million)	Number of Instances	Amount delayed (₹ in million)
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	-	-	4	0.42	1	0.00
Employee State Insurance Act, 1948	-	-	-	-	-	-
Professional Taxes	-	-	1	0.00	-	-
Income Tax Act, 1961 (TDS on Salary)	-	-	-	-	-	-
Goods and Service Tax	1	0.00	-	-	-	-
Gratuity Paid	-	-	-	-	-	-

We cannot assure you that, in future, we will not be subjected to any liability on account of such delay in payment of statutory dues. Although no legal proceedings or regulatory actions have been initiated or pending against us in relation to such delays in payment of statutory dues, if we are subject to any such proceedings or regulatory actions in the future, it may have a material adverse effect on our reputation, financial condition and results of operations. 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 penalties and fines in future, or other regulatory action including payment of interest on the delay in payment of statutory dues, which could adversely affect our business, and our results of operations and financial condition.

31. *We are dependent on third-party contract workers for several aspects relating to our manufacturing activities. Any such reliance exposes us to risks relating to labour availability, cost escalation, legal liabilities, and potential operational disruptions.*

Our workforce comprises contract workers and permanent employees. In order to retain flexibility and control costs, we appoint independent contractors who in turn engage on-site contract workers for performance of certain of our operations. As of June 30, 2025, we employed 502 contract workers. Our dependence on contract labor may result in significant risks, specifically relating to the cost, availability and skill of such contract workers in India. We may not have adequate access to skilled and unskilled workmen at reasonable rates or favorable terms at all times in the future and any increase in the cost of labor or failure to procure availability of labor due to any other reason, will adversely affect our business, financial condition, cash flows and result of operations.

Our dependence on contract labour may also expose us to regulatory, financial and operational risks. Although we do not engage these contract workers directly, we could be held responsible for any wage payments to be made to such workers in the event of default by such independent contractors. While the amount paid in such an event may be recoverable from the independent contractor, there is a risk that we may not be able to recover the full amount. Any requirement to fund the wage requirements of the engaged workers could have an adverse effect on our cash flows until such amount is recovered from the contractor and on our results of operations and financial condition in the event we are unable to recover such amount from the independent contractor. In addition, under the Contract Labour (Regulation and Abolition) Act, 1970, as amended, we could be required to absorb a number of such contract workers as permanent employees. We could also be subject to legal proceedings in this regard. Any order from a regulatory body or court would increase our costs and decrease our flexibility to increase or

decrease our workforce in response to changes in demand for our products and would have an adverse effect on our business and results of operations. While we have not been required to make wage payments for contract workers due to default by independent contractors, nor have we faced any legal proceedings under the Contract Labour (Regulation and Abolition) Act, 1970 in Fiscals 2025, 2024 and 2023, there can be no assurance that such instances will not occur in the future.

Further, our contract workers may participate in strikes, work stoppages or other industrial actions in the future which could disrupt our operations. While none of our employees are associated with any labor unions, and we have not faced any instances of non-availability of contract workers at reasonable cost or any strikes, work stoppages or increased wage demands from such contract workers that led to any adverse effect on our business or operations in Fiscals 2025, 2024 and 2023, there can be no assurance that such instances will not occur in the future.

32. *Our solar products business is subject to seasonality which causes fluctuations in our sales and working capital surge during certain quarters.*

Our solar products are impacted by seasonal variations which may cause our revenues to vary between different quarters in a Fiscal. We typically experience low demand for our solar products during the first half of the Fiscal. Further, we typically generate more revenue in the second half of the Fiscal due to high demand of our solar products due to climatic conditions favouring the product utilisation. Therefore, our results of operations and cash flows across quarters in a Fiscal are not comparable and any such comparisons may not be meaningful or may not be indicative of our annual financial results or our results in any future quarters or periods.

The seasonal variations may materially impact our profit margins as well as working capital requirements. We may experience periods of lower capacity utilization during off-peak seasons, which can adversely affect our operating efficiencies and fixed cost absorption. Conversely, during peak seasons, we may be required to operate at or near full capacity, which could strain our resources and impact our ability to meet customer demand in a timely manner. These seasonal variations may lead to significant differences in our margins from quarter to quarter, as changes in production volumes and sales mix can affect our cost structure and pricing strategies. Further, our working capital requirements tend to be elevated during certain quarters, particularly when we need to build up inventory or extend credit to customers in anticipation of higher demand. Any inability to effectively manage these seasonal fluctuations could have a material adverse effect on our business, financial condition, results of operations and cash flows.

33. *The loss of accreditation for our manufacturing facilities and operations could damage our reputation, business, financial condition, cash flows and results of operations.*

The quality certifications and accreditations of our manufacturing facilities are critical for sales to our customers. As of June 30, 2025, certain of our manufacturing facilities are accredited with quality certifications including ISO 9001:2015, ISO 45001:2018 and ISO 14001:2015. For further details of our certifications and accreditations, see “Our Business - Description of our Business – Quality Assurance and Quality Control” on page 278. Our manufacturing facilities, operating processes and products are also audited by third party auditors and external agencies. In the event we fail to comply with the requirements of customers in relation to third-party audits, or fail our audits, we may be unable to procure orders from customers or subject us to be in breach of our arrangements with certain customers. In the event we are unable to renew our accreditations or comply with the accreditation criteria or if such agencies find that we are not in compliance with the standards and norms prescribed, our accreditation may be revoked or we may not be granted accreditation. While we have not faced any instances of non-renewal or loss of any certification or accreditation obtained by our manufacturing facilities in Fiscals 2025, 2024 and 2023, there can be no assurance that these instances will not occur in the future. If we lose one or more of our accreditations or certifications, our reputation, business, cash flows and results of operations may be adversely affected.

34. *We are required to obtain, renew or maintain statutory and regulatory permits, licenses and approvals to operate our business, and any delay or inability in obtaining, renewing or maintaining such permits, licenses and approvals could result in an adverse effect on our business, financial condition, cash flows and results of operations.*

We require certain statutory and regulatory approvals, licenses, registrations and permissions to operate our manufacturing facilities, including from the relevant state pollution control boards and local municipal authorities, some of which have been granted for a fixed period of time and need to be renewed from time to time.

There can be no assurance that the relevant authorities will approve and provide us with licenses, approvals and registrations for our manufacturing facilities or will renew our existing licenses, approvals and registrations, or if renewed would do so in a timely manner. While we have obtained a number of approvals required for our operations, we have filed an application for issuance of registrations under the provisions of E-Waste Management Rules 2022 for our Udyognagar Unit. For one of our Material Subsidiaries, Rotomotive, Napa Gana Unit, an application dated May 22, 2025, for issuance of consolidated consent and authorisation under the provisions of Air (Prevention and Control of Pollution) Act, 1981, Water (Prevention and Control of Pollution) Act, 1974 and Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 and an application for issuance of registration as a producer under E-Waste Management Rules, 2022 have been made and such approvals are currently awaited. For details of material approvals relating to our business and operations, for which applications are pending or which are pending renewal, please see “*Government and Other Approvals – Material approvals pending in respect of our Company and its Material Subsidiaries*” on page 434. Further, these licenses and approvals are subject to several conditions, and we cannot assure you that we would be able to continuously meet such conditions or be able to comply with such conditions of statutory authorities. This may in turn lead to cancellation, revocation or suspension of the relevant licenses, approvals and registrations.

Further, there can be no assurance that we will be successful in our applications for obtaining or renewing such approvals, in a timely manner or at all. Any failure to renew, maintain or obtain the required licenses or approvals, or cancellation, suspension, or revocation of any of the licenses, approvals and registrations may result in the interruption of our operations and may adversely affect our business, financial condition, cash flows and results of operations. While we have not faced any instances of rejection or non-renewal of our material approvals in Fiscals 2025, 2024 and 2023, there can be no assurance that these instances will not occur in the future.

35. *We are dependent on third-party transportation providers for the supply of materials for our manufacturing process and delivery of our finished products.*

Our success depends on the supply and transportation of the various materials to our manufacturing facilities from suppliers, as well as the distribution of our finished products from our manufacturing facilities to our customers, which are subject to various uncertainties and risks. Set out below are details of our carriage outward expenses for the years indicated:

Particulars	Fiscal					
	2025		2024		2023	
	Amount (₹ million)	% of total expenses	Amount (₹ million)	% of total expenses	Amount (₹ million)	% of total expenses
Carriage outward expenses	21.61	0.21%	24.88	0.40%	20.12	0.31%

A failure to maintain a continuous supply of raw materials or to deliver our products to our customers in a timely, efficient and reliable manner could adversely affect our business, financial condition, cash flows and results of operations. We are significantly dependent on third-party transportation providers and freight forwarders for the delivery of raw materials to us and delivery of our finished products to our customers. Uncertainties and risks such as transportation strikes or delay in supply of raw materials and products could have an adverse effect on our supplies and deliveries to and from our customers and suppliers. For instance, we incurred ₹40.00 million in Fiscal 2025 towards a provision made to cover a one-off expense arising from project delivery delays caused by unforeseen logistical disruptions. Additionally, raw materials and products may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters.

Further, we typically enter into short-term agreements with terms ranging between 6 to 12 months with our transportation providers, who are entitled to terminate or cancel such agreements voluntarily with prior written notice. If any of our transportation providers terminate our agreement prematurely or refuse to renew our agreement, we may be exposed to the risk of significant disruption in our operations, loss of revenue and related customer dissatisfaction, which would materially and adversely impact our business and operations. If we are required to find alternative transportation providers, we may incur additional expenses or may be unsuccessful in finding such alternative partners at all. Further, there can be no assurance that the transport agencies would fulfil their obligations or would not commit a breach of their agreement with us. Further, the transport agencies are not contractually bound to deal with us exclusively and we may face the risk of our competitors offering better terms or prices (in particular, during the seasons of higher demand), which may cause them to cater to our competitors alongside us or on a priority basis, which could adversely affect our business, financial condition, cash flows and results of operations. We have not faced any instances of breach of agreements with transportation providers or premature termination of such agreements or any delay in transportation of raw materials to us from our suppliers and delivery of our finished products to our customers or any other failure on the part of our transport providers

to meet their obligations that led to any adverse effect on our business or operations in Fiscals 2025, 2024 and 2023. However, there can be no assurance that such instances will not occur in the future. Any recompense received from insurers or third-party transportation providers may be insufficient to cover the cost of any delays or lost or damaged goods and will not repair damage to our relationships with our affected customers. 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. This could require us to expend considerable resources in addressing our transportation requirements, including by way of absorbing these excess freight charges to maintain our selling price, which could adversely affect our results of operations, or passing these charges on to our customers, which could adversely affect demand for our products. For instance, in certain cases where transportation and freight costs are included in the sale price agreed with our customers, any subsequent increase in transportation costs, including due to delays, will impact our business and profitability.

36. *Our future success will depend on our ability to effectively implement our business and growth strategies failing which our business, financial condition, cash flows and results of operations may be adversely affected.*

Our success will depend, in large part, on our ability to effectively implement our business and growth strategies. As part of our growth strategies, we plan to, among other things, capitalize on industry tailwinds for our existing product segments, enhance our product innovation and design capabilities and introduce new products, pursue inorganic growth through strategic acquisitions and collaborations, increase geographical penetration and expansion of addressable market, focus on digitization and automation measures and de-leveraging and liquidity optimization. For further details, see “*Our Business – Our Strategies*” on page 262. We cannot assure you that we will be able to execute our strategies in a timely manner or within budget estimates or that we will meet the expectations of our customers and other stakeholders. We believe that our business and growth strategies will place significant demands on our management and other resources and will require us to develop and improve operational, financial and other internal controls. Further, our business and growth strategies may require us to incur further indebtedness. In the past, we have relied on primarily on internal accruals and external borrowings to finance our growth strategies. However, there can be no assurance that such funding sources, or alternative sources, will be available to us in the future on commercially acceptable terms or at all. Any inability to secure adequate financing may adversely affect our ability to implement our growth plans and could exert significant pressure on our financial condition and operations. Any inability to manage our business and growth strategies could adversely affect our business, financial condition, cash flows and results of operations. While we have not faced any significant instances of difficulty in implementing our business and growth strategies in Fiscals 2025, 2024 and 2023, that led to a material adverse effect on our business and operations, there can be no assurance that these instances will not occur in the future.

37. *We have in the past entered into related party transactions and will continue to do so in the future and we cannot assure you that we would achieve more favorable terms if such transactions are not entered into with related parties.*

We have in the past entered into transactions with certain of our related parties and are likely to do so in the future. Set out below are details of our related party transactions for years indicated:

Particulars	Income transactions		
	Fiscal		
	2025	2024	2023
	(₹ million, unless specified otherwise)		
Total amount transacted	12.01	3.66	119.43
Total income	12,779.15	7,124.18	7,300.28
% of total income	0.09%	0.05%	1.64%

Particulars	Expense transactions		
	Fiscal		
	2025	2024	2023
	(₹ million, unless specified otherwise)		
Total amount transacted	92.00	33.99	51.11
Total expenses	10,475.93	6,165.57	6,589.46
% of total expenses	0.88%	0.55%	0.78%

For details, see “*Other Financial Information - Related Party Transactions*” on page 391. All such transactions have been conducted on an arm’s length basis in accordance with applicable laws and are not prejudicial to the interest of our Company. We cannot assure you that we could not have obtained more favorable terms had such

transactions been entered into with unrelated parties. Although all related party transactions that we may enter into post-listing, will be subject to board or shareholders' approval, as necessary under the Companies Act and the Listing Regulations, we cannot assure you that such transactions in the future, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations. There can be no assurance that such approvals will be granted in a timely manner, or at all. Any existing or future transactions with our related parties could potentially involve conflicts of interest which may be detrimental to our Company, and there is no assurance that such conflicts of interest will be resolved in our favor. Furthermore, there is no assurance that our existing agreements and any such future transactions will be in the interest of our Company and minority shareholders or will perform as expected. For more details about our relationship and transactions with our Promoters, see “- *Certain of our Promoters, Directors and Key Managerial Personnel have interests in our Company in addition to their remuneration or benefits and reimbursement of expenses incurred*” on page 70.

38. *Our operations are subject to manufacturing risk and causing fatal injury to personnel including death, permanent disablement, and destruction of property and consequent imposition of civil and criminal penalties.*

Our manufacturing facilities are subject to operating risks and potential industrial accidents. An accident may result in personal injury to our employees, or the labour deployed at our manufacturing facilities, destruction of property or equipment, manufacturing or delivery delays, environmental damage, or may lead to suspension of our operations and/or imposition of liabilities. Our manufacturing facilities are also subject to operating risk such as machinery-related accidents, electrical hazards resulting in fatal personal injury, permanent disablement, and property damage and consequent imposition of civil and criminal penalties. While we provide a safe and healthy working environment which is compliant with applicable occupational health and safety management system and environmental management system standards, there is a risk that an accident may occur at our manufacturing facilities.

We may also face claims and litigation, filed on behalf of persons alleging injury predominantly as a result of occupational exposure to hazards at our manufacturing facilities. If these claims and lawsuits, individually or in the aggregate, are resolved against us, our business, financial condition, cash flows and results of operations could be adversely affected. Also see “- *Our insurance coverage may not be sufficient or may not adequately protect us against risks and unexpected events, which may adversely affect our business, financial condition, cash flows and results of operations*” on page 63. While we have not faced any instances of fatal injuries or accidents at our manufacturing facilities in Fiscals 2025, 2024 and 2023, there can be no assurance that these instances will not occur in the future.

39. *We are exposed to losses due to fraud, employee negligence, theft or similar incidents, which may have an adverse impact on our business, financial condition, cash flows and results of operations.*

Our business is exposed to the risk of incidents of theft, fraud, pilferage by employees, misappropriation of funds or inventory and such similar incidents. Although we closely monitor our personnel, misconduct-including acts of theft and fraud- by employees or executives could include binding us to transactions that exceed authorized limits or present unacceptable risks or hiding unauthorized or unlawful activities from us, which may result in substantial financial losses and damage to our reputation and loss of business from our customers. Our dependence on our workforce to carry out various functions in our manufacturing processes and delivery services also subjects us to risks associated with the improper handling of goods at our facilities. Employee or executive misconduct could also involve the improper use or disclosure of confidential information, which could result in regulatory sanctions and serious reputational or financial harm, including harm to our brand. It is not always possible to deter employee or executive misconduct and the precautions taken and systems put in place to prevent and detect such activities may not be effective in all cases. Any instances of such misconduct could adversely affect our reputation, business, financial condition, cash flows and results of operations. For instance, an FIR was filed by the senior executive of Rotomotive against an erstwhile employee for stealing enamelled copper wire from the premises of Rotomotive. For more details, see “*Outstanding Litigation and Other Material Developments - Litigation proceedings involving our Subsidiaries*” on page 427.

40. *Our operations are subject to strict quality requirements and any product defects or failure by us or our suppliers to comply with quality standards may lead to cancellation of existing and future orders or liability claims, which in turn could have an adverse impact on our business, financial condition, cash flows and results of operations.*

We are subject to strict quality requirements from regulatory authorities including the Ministry of New and Renewable Energy as well as our customers (that comprise among others SNAs). Any failure to comply with

these quality requirements could result in liability claims and related legal proceedings, together with cancellation of our existing and future product orders. While we have implemented quality control processes for our raw materials and finished products on the basis of internal and international quality standards, we and our suppliers may not be able to meet the regulatory quality standards, or the high quality standards imposed by our customers and applicable to our manufacturing processes, which could have a material adverse effect on our business, financial condition, cash flows and results of operations. Further, our manufacturing facilities, operating processes and products are also audited by third party auditors and external agencies. In the event our products do not comply with the specification provided by our customers, our products may be rejected and we may also be required to reimburse such customers for any losses suffered as a result of our non-compliance together with other penalties. This may also reduce customer confidence in our products and strain our relationships with these customers, who may refuse our services and choose to engage our competitors. Moreover, in the event that any of our products do not meet regulatory standards or are defective (including due to reasons of failure of our quality control procedures, negligence or human error), we may be responsible for damages relating to any defective products, and may be required to replace, recall or redesign such products or incur significant costs to defend any such claims. Our rejection rates have reduced in the last few years, details of which are set out below for the years indicated:

Particulars	Fiscal		
	2025	2024	2023
Product returns (₹ million)	41.12	31.65	40.18
Product returns as a % of revenue from operations	0.33%	0.46%	0.57%

Further, set out below are details of our warranty expenses (including provisions) for the years indicated:

Particulars	Fiscal					
	2025		2024		2023	
	Amount (₹ million)	% of total expenses	Amount (₹ million)	% of total expenses	Amount (₹ million)	% of total expenses
Warranty expenses (including provisions)	77.11	0.74%	46.13	0.75%	61.70	0.94%

However, we cannot assure you that we or our suppliers can continue to comply with all regulatory requirements or the quality requirement standards of our customers. While we have not faced any instances of cancellation of existing and future orders or liability claims on account of product defects or failure by us or our suppliers to comply with quality standards that led to any adverse effect on our business or operations in Fiscals 2025, 2024 and 2023, there can be no assurance that we will not be subject to such product liability, related legal proceedings or loss of business in the future. Further, while we have obtained a comprehensive general liability insurance policy which, among others, covers product liability claims up to certain specified limits, there can be no assurance that we will be able to make a successful claim or recover losses in full or at all.

41. Our inability to accurately forecast customer demand and maintain an optimal inventory level could adversely affect our business, financial condition, cash flows and results of operations.

Our business depends upon our ability to anticipate and forecast customer demand and trends, and maintain an optimal level of inventory. Set out below are details of our inventories for the years indicated:

Particulars	As of and for the financial year ended March 31,		
	2025	2024	2023
Inventories (in ₹ million)	1,724.46	1,473.89	1,290.22
Inventory days ⁽¹⁾ (in days)	50	77	67
Inventory turnover ratio ⁽²⁾ (times)	7.34x	4.71x	5.46x

Note:

⁽¹⁾ Inventory days is calculated as inventories multiplied by 365 days and divided by revenue from operations.

⁽²⁾ Inventory turnover ratio is calculated as revenue from operations divided by inventories.

Any error in such identification could result in either surplus inventories, which we may not be able to sell in a timely manner, or under stocking, which will affect our ability to meet customer demand. We may not effectively manage our inventory and may be subject to a heightened risk of inventory obsolescence, a decline in inventory values, and inventory write-downs or write-offs in the case of overestimation of consumer demand, or increased costs to secure necessary production and delivery delays in the case of underestimation of consumer demand. We plan our inventory and estimate our sales based on the demand forecast for our products received from customers as well as past data. An optimal level of inventory is important to our business and requires prompt turnaround

time and a high level of coordination across raw material procurement, manufacturers, suppliers, warehouse management and departmental coordination. While we aim to avoid under-stocking and over-stocking, our estimates and forecasts may not always be accurate. While we have not faced any instances of difficulties to identify customer demand accurately and maintain an optimal level of inventory that led to any adverse effect on our business or operations in Fiscals 2025, 2024 and 2023, there can be no assurance that these instances will not occur in the future. If we fail to accurately forecast customer demand, we may experience excess inventory levels or a shortage of products available for sale. Any over-stocked and unsold inventory may have to be sold at a discount, leading to losses.

42. *Information relating to the historical capacity of our manufacturing facilities included in this Draft Red Herring Prospectus is based on various assumptions and estimates and our future production and capacity may vary.*

Information relating to the historical capacity of our manufacturing facilities included in this Draft Red Herring Prospectus is based on various assumptions and estimates of our management, including uninterrupted availability of raw materials, timely execution of routine maintenance and annual overhauls as per schedule, and continuous and reliable power supply. The capacity information has been certified by Atishkumar Naishadkumar Patel, Chartered Engineer, pursuant to the certificate dated September 26, 2025. Actual and future production levels and capacity utilization rates may differ significantly from the estimated production capacities or historical estimated capacity information of our facilities due to various factors including sales demand, availability of raw material/bought out items, maintenance of our machines and infrastructure and continuous availability of power and labor. Any undue reliance should not be placed on our historical capacity information for our existing manufacturing facilities included in this Draft Red Herring Prospectus.

43. *We are subject to governmental regulation and we may incur material liabilities under, or costs in order to comply with, existing or future laws and regulation, and our failure to comply may result in enforcements, recalls, and other adverse actions.*

The regulatory and policy environment in which we operate is continuously evolving and is subject to change. The Government of India may implement new laws or other regulations and policies that could affect the renewable energy industry and the industrial drive solutions industry, which could lead to new compliance requirements.

Our operations are also subject to a broad range of health, safety and environmental laws and regulations, which include the Electricity Act, 2003 and Electricity Rules, 2005, MNRE Circular on imposition of Basic Customs Duty (“BCD”) on Solar PV Cells & Modules / Panels, Approved Models and Manufacturers of Solar Photovoltaic Modules (Requirement for Compulsory Registration) Order, 2019 (“ALMM Order”), The Solar Photovoltaics, Systems, Devices and Components Goods (Requirements for Compulsory Registration) Order, 2017, Scheme for Promotion of Manufacturing of Electronic Components and Semiconductors, PM Surya Ghar Muft Bijli Yojana, the Environmental Protection Act, 1986, the Environment Protection Rules, 1986, the Air (Prevention and Control of Pollution) Act, 1981, the Water (Prevention and Control of Pollution) Act, 1974, the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016, the Noise Pollution (Regulation and Control) Rules, 2000, the E-Waste Management Rules, 2022 and other rules and regulations promulgated by the Ministry of Environment and the pollution control boards of the relevant states. These environmental protection laws and regulations impose controls on air and water discharge, noise levels, storage handling, employee exposure to hazardous substances and other such aspects of our manufacturing. These laws affect our day-to-day operations, and violations of these laws and regulations can result in fines or penalties, which may adversely affect our business, financial condition, cash flows and results of operations. For instance, contravention or failure to comply with the provisions of the Environment Protection Act, 1986 read with the Environment Protection Rules, 1986 may attract penalties in the form of imprisonment or fine. For details, see “Key Regulations and Policies in India” on page 282.

As of the date of this Draft Red Herring Prospectus, we are not involved in any environmental law related litigation. However, in the future, if we fail to meet environmental requirements, we may be subject to administrative, civil and criminal proceedings by Government entities, as well as civil proceedings by environmental groups and other individuals, which could result in substantial fines and penalties against us as well as revocation of approvals and permits and orders that could limit or halt our operations including injunction orders against us. Additionally, we export our products to various overseas markets across Europe, North America, South America and Asia. In overseas markets, maintaining certain standards are customarily expected and compliance with laws relating to safety, health and environmental protection of relevant jurisdictions is required

and our inability to maintain such standards and non-compliance of laws may impact our business, financial condition, cash flows and results of operations.

44. *We have certain contingent liabilities, which if they materialize, may adversely affect our business, financial condition, cash flows and results of operations.*

The details of our contingent liabilities are set out below as of the dates indicated:

	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
	(₹ million)		
a) Claims against the Group not acknowledged as debts (to the extent ascertained from available records):			
i) Income tax demands contested by the Group	548.37	528.30	8.34
ii) Indirect tax demands contested by the Group	9.94	-	-
b) Bank guarantees	226.40	622.69	402.42

Our contingent liabilities may become actual liabilities. There can be no assurance that our contingent liabilities will not increase in the future. Further, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the current fiscal year or in the future. For further information, see “Financial Information - Restated Consolidated Financial Information - Note 31(i) Capital Commitment” on page 379.

45. *Our success depends in large part upon our KMPs, Senior Management and certain other employees and our inability to attract, train and retain such persons could adversely affect our business, financial condition, cash flows and results of operations.*

Our ability to sustain our rate of growth depends upon our ability to manage key issues such as selecting and retaining our management team, KMPs and Senior Management for developing managerial experience, upskilling our employees, addressing emerging workforce challenges, and ensuring a high standard of customer service. In order to be successful, we must attract, train, motivate and retain experienced technical professionals, industry and management professionals, and skilled employees, especially relationship managers and risk management personnel who are instrumental to the success of our business and on whom our business model heavily relies.

Set out below are details of the number of our permanent employees and attrition for permanent employees as of and for the years indicated:

Particulars	As of and for the financial year ended March 31,		
	2025	2024	2023
Total number of permanent employees	349	318	344
Attrition rate of permanent employees (%)	15.09%	22.82%	23.04%

Note: Employee attrition ratio is calculated as (Number of employees left during the year) / (Number of employees at the beginning of the year + Number of employees joined during the year); Permanent employees include KMPs and members of the Senior Management.

Also see “Our Management” on page 303.

We face intense competition for qualified personnel with relevant industry expertise in India and no assurance can be given that we will be successful in hiring or retaining appropriately qualified people. If we cannot hire or retain appropriately qualified people, our ability to expand our business could be impaired and our revenue could decline. Further, recruiting new employees who require training tailored to our business and business operations, as well as providing training to our existing employees on our internal policies, procedures, controls and risk management frameworks, could be costly, in terms of time, money and resources. In addition, we may be required to increase our levels of employee compensation more rapidly than in the past in order to remain competitive in retaining existing employees or attracting new employees that our business requires.

Hiring and retaining qualified and skilled employees is critical to the future of our business and our business model. Our inability to attract and retain talented professionals, or the resignation or loss of our KMPs, may have an adverse impact on our business, reputation and future financial performance. While we have not faced any instances of difficulties in hiring and retaining our KMPs, Senior Management and other employees that led to any adverse effect on our business or operations in Fiscals 2025, 2024 and 2023, there can be no assurance that such instances will not occur in the future.

46. Our insurance coverage may not be sufficient or may not adequately protect us against risks and unexpected events, which may adversely affect our business, financial condition, cash flows and results of operations.

Our operations are subject to risks and hazards such as accidents at work, fire, earthquakes, flood and other force majeure events, acts of terrorism and explosions, including hazards that may cause destruction of property, plant and machinery and inventory. We maintain insurance policies for our business which are customary for our industry. These include policies in relation to standard fire and special perils insurance, burglary, marine import and export insurance, workman's compensation insurance, group personal accident, health policy and staff group gratuity. For further details, see "Our Business – Insurance" on page 278. Our insurance may not be adequate to completely cover any or all of our risks and liabilities. Set out below are details of our insurance coverage on our net assets as of the dates indicated:

Particulars	As of March 31,		
	2025	2024	2023
Insurance cover* (₹ million) (A)	7,342.35	3,194.58	4,322.13
Net assets** as per the Restated Consolidated Financial Information (B)	2,628.62	2,068.23	1,712.81
Insurance coverage ratio (%) (C = A/B)	279.32%	154.46%	252.34%

* Total insurance coverage amount is calculated by considering insurance policies of Property, Plant and Equipment, Vehicles, Inventories and all risk insurance excluding policies of Directors and officers, commercial general liability, professional indemnity and Medclaim, Maritime Insurance, Trade Credit Insurance and Cyber-crime insurance (on Group level)

**Net assets = Net Block of Property, Plant and Equipment (excluding Freehold Land value) + Capital work in progress + Inventories

We cannot assure you that our insurance coverage is sufficient to prevent us from any loss or that we will be able to successfully claim our losses under our current insurance policy on a timely basis, or at all. If we incur any loss that is not covered by our insurance policies, or the compensated amount is significantly less than our actual loss, our business, financial condition, cash flows and results of operations could be materially and adversely affected. If our insurance carriers change the terms of our policies in a manner unfavorable to us, our insurance costs could increase. While we have not faced any instances of insufficient insurance coverage that led to any adverse effect on our business or operations in Fiscals 2025, 2024 and 2023, there can be no assurance that such instances will not occur in the future. If our losses significantly exceed or differ from our insurance coverage or cannot be recovered through insurance in the future, our business, financial condition, cash flows and results of operations could be adversely affected.

Any payments we make to cover any losses, damages or liabilities or any delays we experience in receiving appropriate payments from our insurers could have a material adverse impact on our business, financial condition, cash flows and results of operations. Further, our insurance coverage expires from time to time and we apply for the renewal of our insurance coverage in the ordinary course of our business.

47. Our Promoters, Umesh Mohan Balani, Neelam Umesh Balani, Priya Mohan Balani, Umesh Balani Family Private Trust and Neelam Balani Family Private Trust and certain members of our Promoter Group will continue to retain significant shareholding in our Company after the Offer, which will allow them to exercise significant influence over us.

As on the date of this Draft Red Herring Prospectus, our Promoters, Umesh Mohan Balani, Neelam Umesh Balani, Priya Mohan Balani, Umesh Balani Family Private Trust and Neelam Balani Family Private Trust and members of our Promoter Group namely, Aparna Tushar Patel and Anjali Umesh Balani cumulatively hold 75.59% of our issued, subscribed and paid-up share capital (on a fully diluted basis) and after the completion of the Offer, our Promoters and members of our Promoter Group will cumulatively hold approximately [●]% of our issued, subscribed and paid-up share capital (on a fully diluted basis). Accordingly, our Promoters and members of our Promoter Group will continue to exercise significant influence over our business and all matters requiring shareholders' approval, including the composition of our Board of Directors, the adoption of amendments to our certificate of incorporation, 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. The interests of our Promoters and members of our Promoter Group, as our Company's significant shareholders, could be different from the interests of our other Shareholders and their influence may result in change of management or control of our Company, even if such a transaction may not be beneficial to our other Shareholders.

48. *An inability to establish and maintain effective internal controls could lead to an adverse effect on our business, financial condition, cash flows and results of operations.*

Our success depends on our ability to effectively utilize our resources and maintain internal controls. Maintaining such internal controls requires human diligence and compliance and is therefore subject to lapses in judgment and failures that result from human error. Our efforts in improving our internal control systems may not result in eliminating all risks. If we are not successful in discovering and eliminating weaknesses in our internal controls, our ability to manage our business effectively may materially and adversely be affected. Our previous statutory auditor had identified certain weaknesses in internal control system for recording scrap items and for physical verification of inventory in its audit report for financial years ended March 31, 2023 and March 31, 2024. We subsequently implemented corrective measures, accordingly, this qualification did not subsist in the audit report issued by our Statutory Auditor for the financial year ended March 31, 2025. However, there can be no assurance that we will not face lapses in our internal controls in the future which may lead to an adverse effect on our business, financial condition, cash flows and results of operations.

We are also subject to anti-corruption laws and regulations, which generally 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, these measures may not prevent the breach of such anti-corruption laws. 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, cash flows, results of operations 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.

49. *Our Subsidiary, Rotomotive Powerdrives India Limited, benefits from certain export benefits and other local state government incentives which are subject to the policies and decisions of the Government. Any reduction in or termination of incentives/subsidies/schemes our Subsidiary enjoys or change in other favorable government policies resulting in reduction or termination of incentives/subsidies/schemes may affect our business, financial condition, cash flows and results of operations.*

Our Subsidiary, Rotomotive Powerdrives India Limited, has availed of benefits in relation to its operations under certain export promotion schemes such as the Duty Drawback Scheme, Remission of Duties and Taxes on Exported Products (RoDTEP) and Export Promotion Capital Goods (EPCG). Set out below are details our export benefits received during the years indicated:

Particulars	Fiscal					
	2025		2024		2023	
	Amount (₹ million)	% of total income	Amount (₹ million)	% of total income	Amount (₹ million)	% of total income
Export benefits received	0.32	0.00%	0.13	0.00%	0.48	0.01%

In accordance with the licensing requirements outlined in the EPCG scheme, we are permitted to import capital goods in India required for export production without the payment of custom duty, provided we export goods from India worth a defined amount within a certain period of time. In the event that we fail to fulfill these export obligations in full and within the stipulated time period, we may have to pay the Government of India a sum equivalent to the duty enjoyed by us under the scheme that is proportionate to the unfulfilled obligations, along with interest. To avail of these benefits, we are required to comply with specific conditions set by the respective authorities. For instance, under the RoDTEP, all manufacturer exporters are eligible to avail of the benefits subject to the condition that the exported products should have India as their country of origin. We are exposed to the risk of failure to meet the underlying conditions of such benefit schemes.

Any newly introduced or revised policies in relation to the benefits availed of by our Subsidiary issued by relevant authorities, may deprive it of its existing benefits. We cannot predict the current or future initiatives of the governments and relevant authorities and there can be no assurance that our Subsidiary will continue to enjoy the mentioned incentives.

Our Subsidiary may not be able to comply with the obligations and stipulations that would allow it to avail of such benefits or concessions, and consequently, it may lose such benefits and concessions. If there is a failure to

adhere to any criteria while availing of benefit, it could also result in the reversal of benefits, potentially leading to the imposition of interest and penalties as outlined in the relevant scheme. Further, any failure to meet the obligations under such schemes may result in an adverse effect on our Subsidiary's business operations and consequently, our financial condition. While our Subsidiary, Rotomotive Powerdrives India Limited, has not faced any instances of failures to meet such conditions or breached any terms of the government schemes in Fiscals 2025, 2024 and 2023, there can be no assurance that such instances will not occur in the future.

50. *A portion of our revenues and expenses are denominated in foreign currencies. As a result, we are exposed to foreign currency exchange risks and regulatory changes in foreign exchange management which may adversely impact our business, financial condition, cash flows and results of operations.*

Apart from our operations in India of which our sales are denominated in Indian Rupees, we also sell our products in and source our raw materials from several other countries and receive and make payments in foreign currencies including Euro and US Dollar. Particularly, we import certain raw materials including magnets, commutators, brush holders, carbon brushes, gears and laminations. Also see “- Our operations are subject to volatility in the supply and pricing of raw materials, which constitute a significant portion of our total expenses. We are dependent on third parties for certain raw materials and an inability to procure the required quality and quantity, at competitive prices, could have an adverse effect on our business, financial condition, cash flows and results of operations” on page 35. Any fluctuation in foreign currency exchange rates could have an adverse effect on our business, financial condition, cash flows and results of operations. Set out below are details of our foreign exchange fluctuations on import and export for the years indicated:

Particulars	Fiscal					
	2025		2024		2023	
	Amount (₹ million)	% of revenue from operations	Amount (₹ million)	% of revenue from operations	Amount (₹ million)	% of revenue from operations
Foreign exchange gain (net)	10.35	0.08%	7.12	0.10%	10.65	0.15%

Our business and results from operations may be affected in the event that the exchange rate between international currencies and the Indian Rupee fluctuates. We do not have a formal hedging policy as on the date of this Draft Red Herring Prospects. Depreciation of the Indian Rupee against such international currencies may have an adverse effect on our total expenses and profit. Further, volatility in exchange rates may result in an increase in the cost of our products. We may not be able to pass on such increase in costs to our customers. Certain markets in which we sell our products may be subject to exchange control risks, which may result in either delayed recovery or even non-realization of revenue. In addition, the policies of the RBI may also change from time to time, which may limit our ability to effectively hedge our foreign currency exposures and may have an adverse effect on our business, financial condition, cash flows and results of operations.

51. *Our funding requirements and deployment of the Net Proceeds of the Offer are based on management estimates and have not been independently appraised.*

We intend to use the net proceeds of the Offer for the purposes described in the section titled “Objects of the Offer” on page 114. The objects of the Offer and our funding requirement are based on internal management estimates and have not been appraised by any bank or financial institution or other independent agency. These are based on current market conditions and historic level of expenditures and are subject to changes in external circumstances or costs, or in other financial condition, business or strategy, as discussed further below. Our management, in accordance with the policies established by our Board of Directors and the guidelines enshrined in the Company's constituent documents, may from time to time, will have flexibility in deploying the Net Proceeds of the Offer. Based on the competitive nature of our industry, we may have to revise our business plan and/ or management estimates from time to time and consequently our funding requirements may also change. Our management estimates may differ from the value that would have been determined by third party appraisals, which may require us to reschedule or reallocate our expenditure, subject to applicable laws, and may have an adverse impact on our business, financial condition, cash flows and results of operations. Accordingly, investors in Equity Shares will be relying on the judgment of our management regarding the application of the Net Proceeds.

Further, we will appoint a monitoring agency for monitoring the utilization of the Gross Proceeds in accordance with Regulation 41 of the SEBI ICDR Regulations and the monitoring agency will submit its report to us on a quarterly basis in accordance with the SEBI ICDR Regulations.

The application of the Net Proceeds in our business may not lead to an increase in the value of your investment. Various risks and uncertainties, including those set forth in this section “*Risk Factors*”, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth in our business.

52. *Any variation in the utilization of the Net Proceeds as disclosed in this Draft Red Herring Prospectus would be subject to certain compliance requirements, including prior Shareholders’ approval.*

We propose to utilize the Net Proceeds towards funding the following objects: (a) redemption of non-convertible debentures issued by our Company and the accrued interest thereon; (b) funding our working capital requirements; and (c) general corporate purposes. See “*Objects of the Offer*” on page 114. The deployment of the Net Proceeds is based on management estimates, current circumstances of our business, prevailing market conditions and has not been appraised by any bank, financial institution or other independent party. These estimates may be inaccurate, and we may require additional funds to implement the purposes of the Offer. Further, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of the competitive environment, business conditions, economic conditions or other factors beyond our control.

In accordance with Sections 13(8) and 27 of the Companies Act, 2013 and applicable rules, we cannot undertake any variation in the utilization of the Net Proceeds or in the terms of any contracts as disclosed in this Draft Red Herring Prospectus without obtaining the shareholders’ approval through a special resolution, however, if the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used towards general corporate purposes, without any approval, provided that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Gross Proceeds in accordance with Regulation 7(2) of the SEBI ICDR Regulations. In the event of any such circumstances that require us to undertake variation in the disclosed utilization of the Net Proceeds, we may not be able to obtain the Shareholders’ approval in a timely manner, or at all. Any delay or inability in obtaining such Shareholders’ approval may adversely affect our business or operations.

Further, pursuant to the Companies Act, our Promoters, at the time of such proposed variation will be required to provide an exit opportunity to the Shareholders who do not agree to such proposal to change the objects of the Offer or vary the terms of such contracts, at a price and manner as prescribed by SEBI. Additionally, the requirement on Promoters to provide an exit opportunity to such dissenting shareholders may deter our Promoters from agreeing to the variation of the proposed utilization of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI.

In light of these factors, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Offer, if any, or vary the terms of any contract, even if such variation is in the interest of our Company. This may restrict our Company’s ability to respond to any change in our business or financial condition by re-deploying the unutilized portion of the Net Proceeds, if any, or varying the terms of any contract, which may adversely affect our business and results of operations.

53. *We cannot assure payment of dividends on the Equity Shares in the future and our ability to pay dividends in the future will depend on our earnings, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements and we may not be able to pay dividends in future.*

Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure requirements and restrictive covenants under financing arrangements that we may enter into. The declaration and payment of dividends will be recommended by our Board of Directors and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act, 2013. We may retain all future earnings, if any, for use in the operations and expansion of the business. As a result, we may not declare dividends in the foreseeable future. Our Company did not declare any dividends on the Equity Shares in the last three Fiscals and the period from April 1, 2025 until the date of this Draft Red Herring Prospectus. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, profitability, free cash flow, growth plans, enhancement in the borrowing capacity, investment opportunities, statutory restrictions, contractual restrictions, and emerging trends. For further details, see “*Dividend Policy*” on page 330. We cannot assure you that we will be able to pay dividends in the future. Accordingly, realization of a gain on Shareholders’ investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that our Equity Shares will appreciate in value.

54. *We may grow our business through acquisitions, which may prove to be difficult to integrate and manage or may not be successful.*

We have in the past made and may in the future continue to make acquisitions to explore opportunities and there can be no assurance that we will be successful in doing so. It is also possible that we may not identify suitable acquisition or investment targets, or that if we do identify suitable targets, we may not complete those transactions on terms commercially acceptable to us or at all. The inability to identify suitable acquisition targets or the inability to complete such transactions may adversely affect our competitiveness or our growth prospects.

In acquiring and integrating new businesses, we may encounter a variety of challenges in connection with developing and preserving uniform culture, values and work environment across our operations and delays or failure to obtain requisite consents or authorizations from relevant statutory authorities. Integrating the acquired businesses or assets with our existing businesses could require substantial time and effort from our management and may also involve unforeseen costs, delays or other operational, technical and financial difficulties that may require a disproportionate amount of management attention and financial and other resources. Further, acquired businesses or assets may not generate the financial results we expect and may incur losses over time. Further, undertaking acquisitions may result in dilutive issuances of equity securities or may lead to the incurrence of debt. In addition, the key personnel of the acquired company may decide not to work for us.

For instance, we recently completed two strategic acquisitions in Fiscal 2026. We acquired 100% of the shareholding of Su-Vastika Systems Private Limited in June 2025 and acquired 50.99% of the shareholding in Statcon Energiaa Private Limited in August 2025 to enter into the power inverter, solar inverter and energy storage system markets. There can be no assurance that we will be successful in integrating the operations of Su-Vastika Systems Private Limited and Statcon Energiaa Private Limited in our overall business. For example, our Bhondsi Unit and Hapur Unit were acquired pursuant to these acquisitions and there can be no assurance that the capacity of these manufacturing facilities will be utilised effectively. Further, we have no prior experience operating in Gurugram, Haryana and Hapur, Uttar Pradesh. The business environment, including competition, regulatory requirements, local practices and customer preferences, may differ significantly in Gurugram, Haryana and Hapur, Uttar Pradesh from our existing markets. There can be no assurance that we will be able to successfully grow our business in Gurugram, Haryana and Hapur, Uttar Pradesh and any failure to do so could adversely affect our business, financial condition, cash flows and results of operations. Further, operating a manufacturing facility in a new area introduces several risks, including increased costs associated with navigating unfamiliar regulatory environments, securing necessary approvals, and dealing with local infrastructure limitations. The availability and cost of skilled labor, as well as the local economic conditions, could also affect our operations and expenses. Additionally, unforeseen environmental conditions, social concerns, and the need for additional mitigation measures may lead to further increased costs. Local political and administrative processes may differ from those in our current areas of operation, potentially causing additional hurdles and expenses. These risks could require us to expend additional capital and may adversely affect our business, financial condition, cash flows and results of operations.

Further, there can be no assurance that we will be able to successfully compete in the solar inverter industry. According to the F&S Report, the domestic solar inverter market remains exposed to policy and regulatory uncertainty such as frequent changes in subsidies, import duties that raise costs and inconsistent quality enforcement (BIS certification) that allows substandard products into the market. Further, the dominance of Chinese brands due to aggressive pricing and economies of scale lead the Indian manufacturers to struggle to compete, which increases reliance on imports and slows down domestic production (*Source: F&S Report*).

For details of all our recent acquisitions, see “*History and Certain Corporate Matters – Details regarding material acquisition or divestment of business or undertakings, slump sale, if any, in the last ten years*” on page 298.

While we have not faced any instances of difficulties in integrating or managing our acquisitions or investments in Fiscals 2025, 2024 and 2023, there can be no assurance that such instances will not occur in the future. There can be no assurance that we will be able to achieve the strategic purpose of such acquisition or operational integration or our targeted return on investment. We cannot assure you that we will experience success and growth through acquisitions in the future.

55. *Certain sections of this Draft Red Herring Prospectus disclose information from the F&S Report which has been prepared exclusively for the Offer and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.*

We have commissioned from Frost & Sullivan its report titled “Assessing the Market Potential of Select Industrial Drive Solutions and Solar Products” (the “**F&S Report**”), pursuant to an engagement letter dated February 3, 2025. Certain information in “*Industry Overview*,” “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*”, on pages 156, 252 and 392, respectively, have been derived from the F&S Report. Neither we nor any other person connected with this Draft Red Herring Prospectus has verified the information in the F&S Report or the other industry sources. Further, the F&S Report is prepared based on information as of specific dates, which may no longer be current or reflect current trends. For the disclaimer regarding the F&S Report, see “*Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and market data*” on page 18.

Further, the commissioned report is not a recommendation to invest or disinvest in our Company and shall not be construed as an expert advice or investment advice. Prospective investors are advised not to unduly rely on the F&S Report or extracts thereof as included in this Draft Red Herring Prospectus, when making their investment decisions.

56. Any downgrade of our credit ratings may restrict our access to capital and thereby adversely affect our business, financial condition, cash flows and results of operations.

The cost and availability of capital, among other factors, is also dependent on our current and future results of operations and financial condition, our ability to effectively manage risks, our brand and our credit ratings. We may not be able to avail the requisite amount of financing or obtain financing at competitive interest rates if we fail to have favorable results of operations. Set out below are details of our credit ratings from Care Ratings Limited as of the dates indicated:

Name of the Instrument/ Bank Facility	Credit Rating		
	March 03, 2025	March 06, 2024	January 23, 2023
Long term bank facilities	-	-	CARE A-; Stable (Single A Minus; Outlook: Stable)
Long term/ short term bank facilities	CARE A-; Stable / CARE A2+	CARE A-; Stable / CARE A2+	CARE A-; Stable / CARE A2+ (Single A Minus; Outlook: Stable / A Two Plus)
Short term bank facilities	CARE A2+	CARE A2+	CARE A2+ (A Two Plus)

While there has been no downgrade to our Company’s credit ratings during Fiscals 2025, 2024 and 2023, any downgrade made to our credit ratings could lead to high borrowing costs and limit our access to capital and lending markets which, as a result, could adversely affect our business. In addition, downgrades of our credit ratings could increase the possibility of additional terms and conditions being added to any new or replacement financing arrangements. For more information, see “*Financial Indebtedness*” starting at page 422.

57. Restrictions on or import duties relating to materials and equipment imported for our manufacturing operations as well as restrictions on or import duties levied on our products in our export markets may adversely affect our business, financial condition, cash flows and results of operations.

A portion of our raw materials is imported from outside India, including gears and magnets. Any restriction, either from the GoI or any state or provincial government or governmental authority, or from restrictions imposed by any other applicable authorized bilateral or multilateral organizations, on such imports from jurisdictions in which our principal suppliers are located, may adversely affect our business, results of operations and prospects. Also see “*-Our operations are subject to volatility in the supply and pricing of raw materials, which constitute a significant portion our total expenses. We are dependent on third parties for certain raw materials and an inability to procure the required quality and quantity, at competitive prices, could have an adverse effect on our business, financial condition, cash flows and results of operations*” on page 35.

Further, any imposition of import duties in relation to supplies or equipment required in our manufacturing processes or for our proposed capacity expansion and technology upgradation plans or our products in our export markets, may adversely impact our business, financial condition, cash flows and results of operations. Additionally, we apply for an advance license allowing duty free import of input material used for our manufacturing activities under the Foreign Trade Policy of India 2023, which imposes certain export obligations on us. While we have not faced any difficulty in obtaining this license or breach of the terms of such license in

the past, there can be no assurance that we will be successful in obtaining this license in the future or will be able to comply with the requirements prescribed thereunder.

Additionally, a portion of our revenue is derived from sales to customers located in jurisdictions outside India, across Europe, North America, South America and Asia. Each of these jurisdictions periodically revises the customs duty, antidumping duty, countervailing duty, safeguard duty, cess and other tariff and non-tariff barriers applicable to imports of products identical or comparable to those we manufacture. Any actual or threatened increase in such duties could make our products less price-competitive relative to goods produced domestically in those markets or sourced from countries that benefit from preferential tariff treatment. Even an incremental change in duty rates may materially erode our operating margins, or require us to renegotiate pricing with existing customers, any of which could have a consequential adverse effect on our business, financial condition, cash flows and results of operations.

58. *Damage to and/or malfunction of any of our operating systems or cyber security risks could disrupt our operations and adversely affect our business, financial condition, cash flows and results of operations.*

Our success depends on our information technology systems used for our operations and on their reliability and functionality. The reliability and functionality of these systems can be affected by numerous factors, including, but not limited to, the increasing complexity of the information technology (“IT”) systems, frequent change and short life span due to technological advancements and data security. If our IT systems malfunction or experience extended periods of downtime, we may not be able to run our operations safely or efficiently. We are subject to cyber security risks and may incur costs to minimize those risks.

Any damage or system failure that causes interruptions or delays in the input, retrieval or transmission of data could disrupt our normal operations and possibly interfere with our ability to undertake manufacturing of our products and projects pursuant to the requirements of our contracts. While we have not faced any instances of IT systems disruptions or data security breaches in Fiscals 2025, 2024 and 2023, there can be no assurance that such instances will not occur in the future. Any such breach could result in loss of data or information that is important to our business and there can be no assurance that we will be able to restore our operational capacity within a sufficiently adequate timeframe to avoid disruptions to our business. If our systems malfunction or experience extended periods of downtime, we will not be able to run our operations safely or efficiently. We may suffer losses in revenue, reputation, volume of business, and our business, financial condition, cash flows and results of operations may be materially and adversely affected.

59. *We are exposed to risks in relation to the availability and fluctuations in the prices of power and fuel. Any shortage or non-availability of power and fuel at reasonable cost and in a timely manner could have an adverse impact on our business, financial condition, cash flows and results of operations.*

Our manufacturing facilities have significant power and fuel requirements and any interruption in the supply of power and fuel may disrupt our operations. Set out below are details of our power and fuel expenses for the years indicated:

Particulars	Fiscal					
	2025		2024		2023	
	Amount (₹ million)	% of total expenses	Amount (₹ million)	% of total expenses	Amount (₹ million)	% of total expenses
Power and fuel expenses	13.38	0.13%	13.34	0.22%	13.94	0.21%

We operate rooftop solar facilities at two of our manufacturing facilities, with installed capacities of 496 kW and 90 kW, respectively, as of June 30, 2025. While we maintain power and fuel back-ups, and/or use renewable sources such as solar power for our operations, there can be no assurance that such reserves will be adequate in case of any prolonged disruption in the future. Any prolonged disruption in power may lead to stoppage of production and/or increase in cost of production due to high-cost alternatives such as diesel generators for power backup. Further, any unexpected or unforeseen increase in the tariff rates for power can increase the operating cost of our manufacturing facilities and thereby increase the production cost which we may not be able to pass on to our customers. While we have not faced any material interruption in power and fuel supplies to our manufacturing facilities or any irregular or significant hike in tariff rates for power in Fiscals 2025, 2024 and 2023, there can be no assurance that these instances will not occur in the future. Given that only a limited number of power, fuel and electricity providers are present in the locations of our manufacturing facilities, we may not be able to find a cost-effective substitute in the event of significant tariff hikes for power, which may adversely affect our business, financial condition, cash flows and results of operations.

60. *We have in this Draft Red Herring Prospectus included certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance that may vary from any standard methodology that is applicable across the industry we operate.*

Certain non-GAAP financial measures, such as Material Margin, EBITDA, EBITDA margin, PAT Margin, Return on Equity, Return on Capital Employed, Net Debt, Net Debt to EBITDA, Net Debt to Equity, Net Fixed Assets Turnover Ratio and certain other industry measures relating to our operations and financial performance (“Non-GAAP Measures”) have been included in this Draft Red Herring Prospectus. Such Non-GAAP Measures are supplemental measures of our performance and liquidity is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. We compute and disclose such Non-GAAP Measures and such other industry related statistical and operational 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 similar businesses, many of which provide such Non-GAAP Measures and other industry related statistical and operational information. Further, 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 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. These Non-GAAP Measures and such other industry related statistical and operational 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 therefore may not be comparable to financial and operational measures, and industry related statistical information of similar nomenclature that may be computed and presented by other similar companies. In addition, these Non-GAAP Measures are not standardized terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure.

Further, we track certain operating metrics with our internal systems and tools. Our methodologies for tracking these metrics may change over time, which could result in changes to our metrics in the future, including to metrics that we publicly disclose. If our internal systems and tools track our metrics inaccurately in the future, the corresponding data may be inaccurate. This may impair our understanding and evaluation of certain aspects of our business, which could affect our operations and long-term strategies.

Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of our Restated Consolidated Financial Information disclosed elsewhere in this Draft Red Herring Prospectus. For further information, see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures*” on page 413.

61. *Our Company will not receive any proceeds from the Offer for Sale portion.*

The Offer comprises the Fresh Issue and the Offer for Sale. The proceeds of the Offer for Sale, net of their respective share of Offer-related expenses, will be paid to the Selling Shareholders and our Company will not receive any portion of the proceeds from the Offer for Sale. The proceeds from the Offer for Sale will be transferred to each of the Selling Shareholders, in proportion to its respective portion of the Offered Shares transferred by each of them in the Offer for Sale (after deducting applicable Offer-related expenses and taxes) and will not result in any creation of value for us or in respect of your investment in our Company.

62. *Certain of our Promoters, Directors and Key Managerial Personnel have interests in our Company in addition to their remuneration or benefits and reimbursement of expenses incurred.*

Certain of our Promoters, Directors and Key Managerial Personnel have interests in our Company that are in addition to reimbursement of expenses and normal remuneration or benefits payable to them. Our Promoters and Directors may be deemed to be interested to the extent of Equity Shares held by them, as well as to the extent of any dividends, bonuses or other distributions on such Equity Shares and to the extent of their participation in the Offer as Selling Shareholders. For more information on the Selling Shareholders, see “*The Offer*” on page 82. We cannot assure you that our Promoters, Directors and our Key Management Personnel will exercise their rights as shareholders to the benefit and best interest of our Company. For further details of such interests, see “*Our Management – Interest of Directors*” and “*Our Management – Interests of Key Managerial Personnel and Senior*

Management” on pages 308, and 323, respectively. For further details of our Promoters, see “Our Promoter and Promoter Group” on page 324.

63. Our Selling Shareholders have subscribed to, and purchased, Equity Shares, at a price which could be below the Offer Price. The average cost of acquisition of Equity Shares by our Selling Shareholders could also be lower than the Offer Price.

We have issued Equity Shares to the Selling Shareholders, and the Selling shareholders have acquired Equity Shares by way of subscription and transfers, at a price which could be below the Offer Price. For more details, see “Capital Structure” on page 98. The details of average cost of acquisition of Equity Shares by our Selling Shareholders (“Average Cost of Acquisition”) is set out below:

Name	Type of Selling Shareholder	Number of Equity Shares	Average Cost of Acquisition per Equity Share (in ₹)*
Umesh Mohan Balani	Promoter Selling Shareholder	39,811,846	0.05
Neelam Umesh Balani	Promoter Selling Shareholder	2,881,160	0.00
Priya Mohan Balani	Promoter Selling Shareholder	8,910,948	0.08
Anjali Umesh Balani	Promoter Group Selling Shareholder	2,605,363	0.09
BanyanTree Growth Capital II, LLC	Investor Selling Shareholder	3,250	18.02
Pooja Tushar Patel	Other Selling Shareholder	3,447,048	0.07
Siddharth Tushar Patel	Other Selling Shareholder	3,447,113	0.07

* As certified by GMJ and Co., Chartered Accountants, with firm registration number 103429W pursuant to their certificate dated September 26, 2025.

The aforementioned average cost of acquisition of Equity Shares by the Selling Shareholders may be lower than the Offer Price. For more details see ‘Capital Structure’ on page 98.

64. Grants of stock options under the Rotomag Employee Stock Option Plan 2025 (“ESOP Scheme 2025”) may result in a charge to our profit and loss account and will, to that extent, reduce our profits.

Our Company, pursuant to resolutions passed by our Board and Shareholders, has adopted the ESOP Scheme 2025. For further information, see “Capital Structure—Employee Stock Options Plan” on page 112. While as of the date of this Draft Red Herring Prospectus, we have not granted any options to employees, we may grant options under the ESOP Scheme 2025 or establish other employee stock option schemes or plans in the future, under which eligible employees may participate, subject to the requisite approvals having been obtained.

Further, we may continue to introduce similar employee stock ESOP schemes in the future, where we may issue options to our employees at substantial discount to the market price of Equity Shares, which may have an adverse impact on our results of operations and financial condition.

65. Our Promoters and Directors may have interests other than reimbursement of expenses incurred and receipt of remuneration or benefits from our Company, which may result in conflicts of interest, adversely affecting our results of operations.

Our Promoters and Directors, Umesh Mohan Balani and Neelam Umesh Balani are interested in Subsidiaries, Rotomotive Powerdrives India Limited, Cyclo Transmissions Limited Su-Vastika Systems Private Limited and Statcon Energiaa Private Limited by virtue of their shareholding and positions as directors on the board of the Subsidiaries. For details of these entities, see “History and Certain Corporate Matters - Details of our Subsidiaries” on page 294. There is no formal agreement, arrangement or memorandum of understanding between our Company and Subsidiaries to address any conflict of interest arising out of such common pursuits, if any. Whilst we cannot assure you that a conflict of interest will not arise if the entity decides to pursue such activities in future which may impact our Company’s business and revenue from operations, our Company shall adopt necessary procedures and practices as permitted by law and regulatory guidelines to address any instances of conflict of interest, if and when they may arise.

There are no conflicts of interest between (i) the lessors of immovable properties; and (ii) suppliers of raw

materials and third-party service providers, each crucial for operations of the Company, on the one hand, and the Company, Promoter, Promoter Group, Key Managerial Personnel, Directors, Subsidiaries, Group Company and their directors on the other hand, except for such transactions as disclosed in “*Other Financial Information – Related Party Transactions*” on page 391. However, there can be no assurance that such transactions in the future, between our Company and such entities, individually or in aggregate, will not have an adverse effect on our business, prospects, results of operations, financial condition and cash flows. Further, conflicts of interest may arise in allocating or addressing business opportunities and strategies among our Company and other entities in our Subsidiaries, Promoter Group or Group Company and we cannot assure you that our Promoters will not favour the interests of other Promoter Group or Group Company over our interests. There can be no assurance that such other entities will not compete with our existing business or any future business that we may undertake, nor that their interests will not conflict with ours.

66. *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 of SEBI, our Equity Shares are required to be listed on the stock exchanges 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.

EXTERNAL RISK FACTORS

67. *Changes in international trade policies, geopolitics and trade tariffs, export controls, economic or trade sanctions may materially and adversely affect our business, financial condition and results of operations.*

Our export business is exposed to international trade policies, geopolitical tensions and the imposition of tariffs, export controls or economic sanctions, which are inherently unpredictable and beyond our control. In particular, geopolitical tensions and economic sanctions may lead to restrictions on our product sales and raw material procurement in certain countries, limiting our access to key markets. Changes in trade or investment agreements could result in bans or limitations on our goods, thereby curbing our expansion efforts. In addition, sanctions could strain our relationships with foreign partners and suppliers, adversely affecting our international business. Additionally, heightened tensions may shift consumer preferences in overseas markets toward domestically produced products, reducing demand for imported goods, including ours. In some regions, we may face increased tariffs on our products, driving up our products’ prices, undermining our competitiveness and impacting our profit margins.

In 2025, the United States implemented tariffs on several major trading partners, including India, Canada and the European Union, with a baseline of 10% tariffs on all countries, including India, and an additional individualized reciprocal higher tariff on the countries with which the U.S. has the largest trade deficits. These tariffs, together with countermeasures that have been or may be adopted by trading partners affected by these tariffs are likely to disrupt global trade and increase volatility in financial markets, including stock, currency and interest rate markets. Also see “- *We derive a significant portion of our revenue from operations attributable to the sale of DC motors from outside India (66.07% of our revenue from operations attributable to the sale of DC motors in Fiscal 2025, respectively) which exposes us to risks inherent to operations in these foreign jurisdictions. Any adverse developments in the international markets that we operate or intend to expand to, could have an adverse effect on our business, financial condition, cash flows and results of operations.*” on page 52. If our exports increase in the future, we may be more exposed to the adverse effects of such tariffs implemented by the countries that we operate in or will operate in.

Any negative trends or changes in international trade policies, geopolitics and trade tariffs, export controls, economic or trade sanctions may materially and adversely affect our business, financial condition and results of operations.

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

Subsequent to the listing of the Equity Shares, we may be subject to Additional Surveillance Measures (“ASM”) and Graded Surveillance Measures (“GSM”) by the Stock Exchanges. These measures are in place to enhance the integrity of the market and safeguard the interest of investors. The criteria for shortlisting any security trading on the Stock Exchanges for ASM is based on objective criteria, which includes market-based parameters such as high low price variation, concentration of client accounts, close to close price variation, market capitalization, average daily trading volume and its change, and average delivery percentage, among others. Securities are subject to GSM when its price is not commensurate with the financial health and fundamentals of the issuer. Specific parameters for GSM include net worth, net fixed assets, price to earnings ratio, market capitalization and price to book value, among others. Factors within and beyond our control may lead to our securities being subject to GSM or ASM. In the event our Equity Shares are subject to such surveillance measures implemented by any of the Stock Exchanges, we may be subject to certain additional restrictions in connection with trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active trading market for our Equity Shares.

69. Changing laws, rules and regulations and legal uncertainties, including adverse application or interpretation of corporate and tax laws, may adversely affect our business, financial condition, cash flows and results of operations.

The regulatory and policy environment in which we operate is evolving and subject to change. Our business and financial performance could be adversely affected by unfavorable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations applicable to us and our business. Our business, results of operations and prospects may be adversely impacted, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

We are subject to laws and government regulations, including in relation to safety, health, environmental protection and labour. For further information, see “Key Regulations and Policies in India” on page 282.

The GoI has passed 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, respectively which were to take effect from April 1, 2021 (collectively, the “**Labour Codes**”). The GoI has deferred the effective date of implementation of the respective Labour Codes, and they shall come into force from such dates as may be notified. Different dates may also be appointed for the coming into force of different provisions of the Labour Codes. While the rules for implementation under these codes have not been notified in its entirety, as an immediate consequence, the coming into force of these codes could increase the financial burden on our Company, which may adversely impact our profitability. 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 (or such other percentage as may be notified by the Central Government) 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. Further, the Wages Code limits the amounts that may be excluded from being accounted toward employment benefits (such as gratuity and maternity benefits) to a maximum of 50% of the wages payable to employees. The implementation of such laws has the ability to increase our labor costs, thereby adversely impacting our results of operations, cash flows, business and financial performance.

Further, the application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. For instance, the Taxation Laws (Amendment) Act, 2019, a tax legislation issued by the Ministry of Finance, GoI, prescribed certain changes to the income tax rate applicable to companies in India. According to this legislation, companies can, henceforth voluntarily opt in favor of a concessional tax regime (subject to no other special benefits/exemptions being claimed), which reduces the basic rate of income tax payable to 22% subject to compliance with conditions prescribed, from the erstwhile 25% or 30% depending upon the total turnover or gross receipt in the relevant period. Any such future amendments may affect our other benefits such as loss of minimum alternate tax carry forward, exemption for income earned by way of dividend from investments in other domestic companies and units of mutual funds, exemption for interest received in respect of tax free bonds, and long-term capital gains on equity shares if withdrawn by the statute in the future, and the same may no longer be available to us. Any adverse orders passed by the appellate authorities/ tribunals/ courts would have an effect on our profitability.

The Digital Personal Data Protection Act, 2023 (“**PDP Act**”) 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 PDP 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 PDP Act.

Unfavorable 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. We may incur increased costs and other burdens relating to compliance with new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations, financial condition, 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.

70. *Any adverse development, slowdown in Indian economy, political or any other factors beyond our control may have an adverse impact on our business, financial condition, cash flows and results of operations.*

We are dependent on prevailing economic conditions in India and our results of operations are affected by factors influencing the Indian economy, as well as the economies of the regional markets in which we operate. Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, financial condition, cash flows and results of operations and the price of our Equity Shares.

Further, economic developments globally can have a significant impact on India. For instance, the global economy has been negatively impacted by the conflict between Russia and Ukraine. Governments in the United States, United Kingdom, and European Union have imposed sanctions on certain products, industry sectors, and parties

in Russia. The conflict could negatively impact regional and global financial markets and economic conditions, and result in global economic uncertainty and increased costs of various commodities, raw materials, energy and transportation. In addition, recent increases in inflation and interest rates globally, including in India, could adversely affect the Indian economy.

In case we are not able to react to adverse economic developments, sector-specific conditions and cyclical trends in a flexible and appropriate way, business, financial condition, cash flows and results of operations could be adversely affected.

71. *The locations in which we operate could experience natural disasters. The occurrence of natural or man-made disasters may adversely affect our business, financial condition, cash flows and results of operations.*

A natural disaster, severe weather conditions or an accident that damages or otherwise adversely affects any of our business operations, or our customers' business operations, could have a material adverse effect on our business, financial condition, cash flows and results of operations. Severe flooding, lightning strikes, earthquakes, extreme wind conditions, severe storms, wildfires, and other unfavorable weather conditions (including those from climate change) or natural disasters could damage our offices or other assets, or require us to shut down our or our customers' operations, impeding our ability to on-board new customers or collect repayments from our existing customers. Further, catastrophic events such as explosions, terrorist acts, riots or other similar occurrences could result in similar consequences or in personal injury, loss of life, environmental danger or severe damage to or destruction of our offices or field activities, or suspension of our business operations or our customers' business operations. Any of these events could have an adverse effect on our business, financial condition, cash flows and results of operations.

72. *Investors may have difficulty enforcing foreign judgments in India against us or our management.*

Our Company is incorporated under the laws of India, and all of our Directors and Key Managerial Personnel and members of the senior management are residents of India and all of our assets is located in India. As a result, it may not be possible for investors to effect service of process on us or such persons in jurisdictions outside India, or to enforce against them judgments obtained in courts outside of India predicated upon civil liabilities on us or such directors and executive officers under laws other than Indian Law.

Recognition and enforcement of foreign judgments is provided for, under Section 13 and Section 44A of the Code of Civil Procedure, 1908 ("CPC"). India is not party to any international treaty in relation to the recognition or enforcement of foreign judgments. India has reciprocal recognition or enforcement of foreign judgments in civil and commercial matters with only a limited number of jurisdictions, such as the United Kingdom, Hong Kong, Republic of Singapore, United Arab Emirates, among others. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements of the CPC. The CPC only permits the enforcement and execution of monetary decrees in the reciprocating jurisdiction, 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, such as the United States, cannot be enforced through execution proceedings in India. Therefore, a final judgment 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 directly enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us, our officers or directors, the enforcement process would involve instituting a fresh proceeding in India and obtaining a decree from an Indian court. However, if a final foreign judgment has been obtained in a non-reciprocating territory, the party in whose favor such final foreign judgment is rendered may initiate a fresh suit in a competent court in India within three years of obtaining such final foreign judgment. Generally, there are considerable delays in the disposal of suits by Indian courts.

However, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were to be brought in India or that an Indian court would enforce foreign judgments if that court was of the view that the amount of damages awarded was excessive or inconsistent with the public policy in India. Further, there can be no assurance that a suit brought in an Indian court in relation to a foreign judgment will be disposed of in a timely manner. In addition, any person seeking to enforce a foreign judgment in India is required to obtain a prior approval from the RBI under the FEMA to repatriate any amount recovered, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approval would be acceptable. Such amount may also be subject to income tax in accordance with applicable law.

73. *If inflation were to rise in India, we might not be able to increase the prices of our services at a proportional rate in order to pass costs on to our customers and our profits might decline.*

Inflation rates could be volatile, and we may face high inflation in the future as India had witnessed in the past. High inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of salaries and other operating expenses relevant to our business. Further, high inflation leading to higher interest rates may also lead to a slowdown in the economy and adversely impact credit growth. Consequently, we may also be affected and fall short of business growth and profitability.

Fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our operating expenses, which we may not be able to pass on to our customers, whether entirely or in part, and the same may adversely affect our business, financial condition, cash flows and results of operations. In particular, we might not be able to reduce our costs or pass the increase in costs on to our customers. In such case, our business, financial condition, cash flows and results of operations may be adversely affected.

While the Government of India through the RBI has previously initiated economic measures to combat high inflation rates, it is unclear whether these measures will remain in effect, and there can be no assurance that Indian inflation levels will not rise in the future.

74. Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may have a material adverse effect on the trading price of, and returns on, our Equity Shares, independent of our operating results.

Any dividends in respect of our Equity Shares will 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 that it takes to undertake such conversion may reduce the net dividend foreign investors receive. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, 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 Equity Shareholders. For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may have a material adverse effect on the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

75. Our business may be adversely affected by adverse application or interpretation of competition laws in India.

The Competition Act, 2002, as amended (“**Competition Act**”), regulates and was enacted for the purpose of preventing practices that have or are likely to have an appreciable adverse effect on competition (“**AAEC**”) in the relevant market in India and mandates the Competition Commission of India (the “**CCI**”) to regulate such practices. Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an AAEC in India, is considered void and may result in the imposition of substantial monetary penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or provision of services, shares the market or source of production or provision of services, including by way of allocation of geographical area, type of goods or services or number of consumers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC and is considered void.

The Competition Act also prohibits abuse of a 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 also be guilty of the contravention and may be punished. The Competition Act was amended in April 2023 to, inter alia, increase the scope of definition of anti-competitive agreements and empower the CCI to impose penalties based on a company’s global turnover.

The Competition Act aims to, among other things, prohibit all agreements and transactions which may have an AAEC in India. The Competition Act also includes provisions in relation to combinations which require any acquisition of shares, voting rights, assets or control or mergers or amalgamations, which cross the prescribed asset and turnover based thresholds, to be mandatorily notified to and pre-approved by the CCI. While certain agreements entered into by us could be within the purview of the Competition Act, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. 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. In the event we pursue acquisition transactions in the future, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI, or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, financial condition, cash

flows and results of operations. The manner in which the Competition Act and the CCI affect the business environment in India may also adversely affect our business, financial condition, cash flows and results of operations.

76. *Any adverse revision to India's debt rating could adversely affect our business.*

India's sovereign debt rating could be adversely affected due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to India's credit ratings by international rating agencies may adversely affect our ratings, terms on which we are able to raise additional finances or refinance any existing indebtedness. This could have an adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the price of the Equity Shares.

77. *Significant differences exist between Ind AS and other accounting principles, such as Indian GAAP, U.S. GAAP and IFRS, which investors may be more familiar with and may consider material to their assessment of our business, financial condition, cash flows and results of operations.*

The Restated Consolidated Financial Information of our Company and subsidiaries, as at and for the years ended March 31, 2025, 2024 and 2023, comprising the restated consolidated statement of assets and liabilities of the Company as of March 31, 2025, 2024 and 2023, the restated consolidated statement of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity and the restated consolidated cash flow statement for the years ended March 31, 2025, 2024 and 2023, the consolidated summary statement of material accounting policies and other explanatory information, derived from the audited consolidated Ind AS financial statements as at and for the year ended March 31, 2025 and the audited special purpose consolidated Ind AS financial statements as at and for the years ended March 31, 2024 and 2023. The Restated Consolidated Financial Information is restated in accordance with the requirements of the Companies Act and the SEBI ICDR Regulations and the "Guidance Note on Reports in Company Prospectuses (Revised 2019)" issued by the ICAI.

Ind AS differs in certain significant respects from Indian GAAP, IFRS, U.S. GAAP and other accounting principles with which prospective investors may be familiar in other countries. We have not attempted to quantify their impact of US GAAP or IFRS on the financial data included in this Draft Red Herring Prospectus nor do we provide a reconciliation of our financial statements to those of US GAAP or IFRS. US GAAP and IFRS differ in significant respects from Ind AS. Prospective investors should review the accounting policies applied in the preparation of our financial statements, and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should be limited accordingly.

78. *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. Financial turmoil in Asia, Russia and elsewhere in the world in recent years has adversely affected the Indian economy. 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.

Further, economic developments globally can have a significant impact on India. In particular, the global economy has been negatively impacted by conflicts between Israel-Palestine, Russia-Ukraine and Israel-Iran. Governments in the United States, United Kingdom, and European Union have imposed sanctions on certain products, industry sectors, and parties in Russia. These conflicts could negatively impact regional and global financial markets and economic conditions, and result in global economic uncertainty and increased costs of various commodities, raw materials, energy and transportation. In addition, recent increases in inflation and interest rates globally, including in India, could adversely affect the Indian economy.

RISKS RELATING TO THE OFFER AND THE EQUITY SHARES

79. *If our Company does not receive the minimum subscription of 90% of the Fresh Issue, the Offer may fail.*

In the event our Company does not receive (i) a minimum subscription of 90% of the Fresh Issue, and (ii) a subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, including through devolvement of Underwriters, in accordance with the applicable laws, or if the subscription level falls below the thresholds mentioned above after the Bid 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 the Red Herring Prospectus, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI circular bearing no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023. If there is a delay beyond four days, our Company and every Director of our Company who is an officer in default, to the extent applicable, shall pay interest as prescribed under applicable law.

80. *A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.*

Certain provisions in Indian law 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 our 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 SEBI 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 take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of our Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted or consummated because of the SEBI Takeover Regulations.

81. *Any future issuance of our Equity Shares or convertible securities or other equity linked instruments by our Company may dilute prospective investors' shareholding, and sales of our Equity Shares by our major shareholders may adversely affect the trading price of our Equity Shares.*

We may be required to raise additional capital and finance our growth through future equity offerings. Any future equity that we issue, including a primary offering, may lead to the dilution of investors' shareholdings in us. Any future issuances of Equity Shares or the disposal of Equity Shares by our major shareholders or the perception that such issuance or sales may occur, 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 the Equity Shares or incurring additional debt. There can be no assurance that we will not issue further Equity Shares or that the shareholders will not dispose of the Equity Shares. Any future issuances could also dilute the value of your investment in the Equity Shares. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of the Equity Shares.

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

Under the Companies Act, a company incorporated in India and having share capital must offer its equity shareholders, pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares voting on such resolution. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such 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 your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional equity interests in us may be reduced.

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

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are required to pay 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 Bidders can revise or withdraw their Bids at any time during the Bid/Offer period and withdraw their Bids until the Bid/Offer Closing Date, but not thereafter. Therefore, QIBs and Non-Institutional Bidders will not be able to withdraw or lower their Bids following adverse developments in international or national monetary policy, financial, political or economic

conditions, our business, results of operations, cash flows or otherwise at any stage after the submission of their Bids.

- 84. *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. Our Company's Equity Shares have never been publicly traded and may experience price and volume fluctuations following the completion of the Offer.***

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. Further, the Offer Price of the Equity Shares will be determined by our Company in consultation with the BRLMs on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process. These will be based on numerous factors, including factors as described under “Basis for the Offer Price” beginning on page 128 and may not be indicative of the market price for the Equity Shares after the Offer.

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for our Equity Shares will develop or, if developed, the liquidity of such market for the Equity Shares. You may not be able to re-sell your Equity Shares at or above the Offer price and may as a result lose all or part of your investment. The factors that could affect the market price of the Equity Shares include, among others, broad market trends, financial performance and results of our Company post-listing, and other factors beyond our control. Our Equity Shares are expected to trade on the NSE and BSE after the Offer, but there can be no assurance that active trading in our Equity Shares will develop after the Offer, or if such trading develops that it will continue. Investors may not be able to sell our Equity Shares at the quoted price if there is no active trading in our Equity Shares.

- 85. *The Offer Price of our Equity Shares, price-to-earnings ratio and market capitalization to total income may not be indicative of the trading price of the Equity Shares upon listing on the Stock Exchanges subsequent to the Offer and, as a result, you may lose a significant part or all of your investment.***

Our market capitalization to total income for Fiscal 2025 is [●] times, and our price to earnings ratio (based on our restated profit for Fiscal 2025) calculated at the upper end of the price band is [●]. Our Offer Price, the multiples and ratios specified above may not be comparable to the market capitalization and price-to-earnings ratios of our peers. Accordingly, any valuation exercise undertaken for the purposes of the Offer by our Company in consultation with the BRLMs, may not be based on a benchmark with our industry peers. The relevant financial parameters on the basis of which Price Band will be determined, have been disclosed under “Basis for the Offer Price” on page 128 and shall be disclosed in the price band advertisement.

The Offer Price will be determined by our Company in consultation with BRLMs based on various factors and assumptions. Furthermore, the Offer Price of the Equity Shares will be determined by our Company in consultation with Book Running Lead Manager through the Book Building Process, and will be based on numerous factors, including factors as described under “Basis for the Offer Price” beginning on page 128 and may not be indicative of the market price for the Equity Shares after the Offer. Accordingly, the Offer Price, multiples and ratio may not be indicative of the market price of the Equity Shares on listing or thereafter. The factors that could affect the market price of the Equity Shares include, among other, broad market trends, our financial performance and results post-listing, and other factors beyond our Company's control.

Prior to the Offer, there has been no public market for our Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. The valuation exercise undertaken for the purposes of the Offer by our Company, in consultation with the Book Running Lead Managers, is not 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 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 acquisitions, strategic alliances, announcements by third parties or governmental entities of 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. As a result, the market price of the Equity Shares may decline below the Offer Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Offer Price.

- 86. *You may be subject to Indian taxes arising out of capital gains on the sale of our Equity Shares.***

Any change in Indian tax laws could have an effect on our operations. The GoI has implemented major reforms in Indian tax laws including provisions relating to general anti-avoidance rules (“GAAR”). GAAR became effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement may result in, among others, a denial of tax benefit to us and our business. In the absence of any substantial precedents on the subject, the application of these provisions is subjective. If the GAAR provisions are made applicable to us, it may have an adverse tax impact on us. Further, if the tax costs associated with certain of our transactions are greater than anticipated because of a particular tax risk materializing on account of new tax regulations and policies, it could affect our profitability from such transactions.

Earlier, distribution of dividends by a domestic company was subject to Dividend Distribution Tax (“DDT”), in the hands of the company at an effective rate of 20.56% (inclusive of applicable surcharge and cess). Such dividends were generally exempt from tax in the hands of the shareholders. However, the GoI has amended the Income-tax Act, 1961 (“IT Act”) to abolish the DDT regime. Accordingly, any dividend distribution by a domestic company is subject to tax in the hands of the investor at the applicable rate. Additionally, the Company is required to withhold tax on such dividends distributed at the applicable rate.

Further, the Finance Act, 2025, was notified on March 29, 2025, which has introduced various amendments to the IT Act. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning, investing or trading in the Equity Shares. There is no certainty on the impact that the Finance Act, 2025 may have on our business and operations or on the industry in which we operate. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, 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 affect the viability of our current business or restrict our ability to grow our business in the future.

We cannot predict whether any new tax laws or regulations impacting our services will be enacted, what the nature and impact of the specific terms of any such laws or regulations will be or whether if at all, any laws or regulations would have an adverse effect on our business. Further, any adverse order passed by the appellate authorities/tribunals/ courts would have an effect on our profitability. In addition, we are subject to tax related inquiries and claims.

87. *Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.*

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA and the rules thereunder. Under the foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions) 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 fall under any of the exceptions referred to above, then the prior approval of the RBI will be required.

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. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT as consolidated in the FDI Policy with effect from October 15, 2020, and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which share a 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. Any such approval(s) would be subject to the discretion of the regulatory authorities. Restrictions on foreign investment activities and impact on our ability to attract foreign investors may cause uncertainty and delays in our future investment plans and initiatives. We cannot assure you that any required approval from the relevant governmental agencies can be obtained on any particular terms or at all.

88. *Our customers may engage in transactions in or with countries or persons that are subject to U.S. and other sanctions.*

U.S. law generally prohibits U.S. persons from directly or indirectly investing or otherwise doing business in or with certain countries that are the subject of comprehensive sanctions and with certain persons or businesses that have been specially designated by the OFAC or other U.S. government agencies. Other governments and

international or regional organizations also administer similar economic sanctions. We may enter into transactions with customers who may be doing business with, or located in, countries to which certain OFAC-administered and other sanctions apply. There can be no assurance that we will be able to fully monitor all of our transactions for any potential violation. If it were determined that transactions in which we participate violate U.S. or other sanctions, we could be subject to U.S. or other penalties, and our reputation and future business prospects in the United States or with U.S. persons, or in other jurisdictions, could be adversely affected. Further, an investment in the Equity Shares could incur reputational or other risks as the result of our customers' dealings in or with countries or with persons that are the subject of U.S. sanctions.

89. *Your ability to acquire and sell Equity Shares is restricted by the distribution and transfer restrictions set forth in this Draft Red Herring Prospectus.*

No actions have been taken to permit a public offering of the Equity Shares in any jurisdiction, other than India. As such, the Equity Shares have not and will not be registered under the U.S. Securities Act, any state securities laws or the law of any jurisdiction other than India. Further, the Equity Shares are subject to restrictions on transferability and resale. You are required to inform yourself about and observe these restrictions. We, our representatives and our agents will not be obligated to recognize any acquisition, transfer or resale of the Equity Shares made other than in compliance with the restrictions set forth herein.

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

Our Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before our Equity Shares can be listed and trading of our Equity Shares may commence, including the crediting of the Investors' "demat" accounts within the timeline specified under applicable law. Further, in accordance with Indian law, permission for listing of our Equity Shares will not be granted until after our Equity Shares in this Issue have been Allotted and submission of all other relevant documents authorizing the issuing of our Equity Shares. There could be a failure or delay in listing of our Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise to commence trading in our Equity Shares would restrict investors' ability to dispose of their Equity Shares. There can be no assurance that our Equity Shares will be credited to investors' demat accounts, or that trading in our Equity Shares will commence, within the prescribed time periods or at all. 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.

91. *Rights of shareholders of companies under Indian law may be different compared to 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 not be as extensive and widespread as from shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as a shareholder in an Indian company rather than as a shareholder of an entity in another jurisdiction.

SECTION IV – INTRODUCTION

THE OFFER

The following table summarizes details of the Offer:

Offer of Equity Shares⁽¹⁾	Up to [●] Equity Shares of face value of ₹1 each, aggregating up to ₹[●] million
<i>of which:</i>	
(i) Fresh Issue ^{(1)^}	Up to [●] Equity Shares of face value of ₹1 each, aggregating up to ₹5,000.00 million
(ii) Offer for Sale ⁽²⁾	Up to 24,040,162 Equity Shares of face value of ₹1 each, aggregating up to ₹[●] million
The Offer comprises of:	
A) QIB Portion ⁽³⁾⁽⁴⁾	Not more than [●] Equity Shares of face value of ₹1 each
<i>of which:</i>	
(i) Anchor Investor Portion	Up to [●] Equity Shares of face value of ₹1 each
(ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares of face value of ₹1 each
<i>of which:</i>	
(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	[●] Equity Shares of face value of ₹1 each
(b) Balance of the Net QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares of face value of ₹1 each
B) Non-Institutional Portion ⁽⁵⁾⁽⁶⁾⁽⁷⁾	Not less than [●] Equity Shares of face value of ₹1 each
<i>of which:</i>	
(i) One-third of the Non-Institutional Portion available for allocation to Non-Institutional Bidders with a Bid Amount of more than ₹0.20 million and up to ₹1.00 million	[●] Equity Shares of face value of ₹1 each
(ii) Two-third of the Non-Institutional Portion available for allocation to Non-Institutional Bidders with a Bid Amount of more than ₹1.00 million	[●] Equity Shares of face value of ₹1 each
C) Retail Portion⁽⁵⁾⁽⁷⁾	Not less than [●] Equity Shares of face value of ₹1 each
Pre and post Offer Equity Shares	
Equity Shares outstanding prior to the Offer prior to conversion of CCDs ⁽⁸⁾ (as on the date of this Draft Red Herring Prospectus)	83,258,379 Equity Shares of face value of ₹1 each
Equity Shares outstanding prior to the Offer after conversion of the CCDs ⁽⁸⁾ (as on the date of this Draft Red Herring Prospectus)	101,013,260 Equity Shares of face value of ₹1 each
Equity Shares outstanding after the Offer	[●] Equity Shares of face value of ₹1 each
Use of Net Proceeds	See “Objects of the Offer” on page 114 for information on the use of proceeds arising from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

Notes:

[^] Our Company, in consultation with the BRLMs, may consider a further issue of specified securities as may be permitted under applicable law, at its discretion, aggregating up to ₹1,000.00 million (the “**Pre-IPO Placement**”), prior to the filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or that the Offer may be successful and will result in the listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.

(1) The Offer has been authorized by a resolution of our Board dated September 18, 2025, and the Fresh Issue has been authorized by a special resolution of our Shareholders dated September 19, 2025. Further, our Board has taken on record the consent of the Selling Shareholders for participation in the Offer for Sale pursuant to its resolution dated September 18, 2025. The Offer shall be made in accordance with Rule 19(2)(b) of the SCRR.

(2) Each of the Selling Shareholders, severally and not jointly, confirm that their respective portion of the Offered Shares are eligible for being offered for sale in terms of Regulation 8 of the SEBI ICDR Regulations. Each Selling Shareholder has, severally and not jointly, consented for the sale of its respective portion of the Offered Shares in the Offer for Sale. For details on the authorisation of the Selling Shareholders in relation to the Offered Shares, see “Other Regulatory and Statutory Disclosures – Authority for the Offer” on page 440.

- (3) 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. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the 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. 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 QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "Offer Procedure" on page 470.
- (4) 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. 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 BRLMs and the Designated Stock Exchange subject to applicable laws. In the event of an under-subscription in the Offer, the Allotment for valid Bids will be made in the following order: (i) all subscriptions received shall first be applied towards subscription of 90% of the Fresh Issue, up to the entire amount of the Fresh Issue; (ii) if there remain any balance valid Bids in the Offer after allocation towards the Fresh Issue, such balance valid Bids shall be applied towards the sale of the Offered Shares by the Selling Shareholders, on a pro rata basis; and (iii) only after the sale of all of the Offered Shares, any remaining valid Bids shall be applied towards the balance Fresh Issue.
- (5) Allocation to all categories, except Anchor Investors, if any, Non-Institutional Bidders and Retail Individual Bidders, shall be made on a proportionate basis, subject to valid Bids received at or above the Offer Price. The allocation to each Retail Individual Bidder 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. Allocation to each Non-Institutional Bidders shall not be less than ₹0.20 million, subject to the availability of Equity Shares in Non-Institutional Portion and the remaining Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the SEBI ICDR Regulations. For details, see "Offer Procedure" on page 470.
- (6) The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹0.20 million and up to ₹1.00 million, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹1.00 million, 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 Bidders. The allocation to each Non-Institutional Bidder shall not be less than the applicable minimum application size, 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.
- (7) SEBI through its SEBI ICDR Master Circular and circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹0.50 million shall use UPI. UPI Bidders using the UPI Mechanism, 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.
- (8) As on the date of this Draft Red Herring Prospectus, 3,200 CCDs of face value ₹100,000 each, are outstanding and will be converted to a maximum of up to 17,754,881 Equity Shares of face value ₹1 each, prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations.

For details, including in relation to grounds for rejection of Bids, refer to "Offer Structure" and "Offer Procedure" on pages 466 and 470, respectively. For details of the terms of the Offer, see "Terms of the Offer" on page 459.

SUMMARY FINANCIAL INFORMATION

The following tables set forth the summary financial information derived from our Restated Consolidated Financial Information as at and for the Financial Years ended March 31, 2025, March 31, 2024 and March 31, 2023. The summary financial information presented below should be read in conjunction with “Restated Consolidated Financial Information”, including the notes and annexures thereto, on page 331 and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on page 392.

Summary derived from our Restated Consolidated Financial Information

Restated Consolidated Summary Balance Sheet

(in ₹ million, unless otherwise specified)

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	1,084.91	447.19	453.16
(b) Right of use assets	6.59	10.86	2.33
(c) Capital Work in Progress	3.75	225.86	29.19
(d) Goodwill on Merger	1.11	1.11	1.11
(e) Goodwill on Consolidation	189.51	189.51	189.51
(f) Other Intangible assets	7.22	5.77	7.53
(g) Intangible assets under development	-	0.96	-
(h) Financial Assets			
(i) Non-current Investments	33.12	30.50	20.50
(ii) Loans	13.25	-	-
(iii) Other financial assets	212.98	540.14	69.09
(i) Deferred tax assets (net)	107.19	96.54	89.94
(j) Other non-current assets	36.24	46.48	27.55
Total Non-Current assets	1,695.87	1,594.92	889.91
Current assets			
(a) Inventories	1,724.46	1,473.89	1,290.22
(b) Financial Assets			
(i) Trade receivables	6,776.23	3,258.33	2,466.23
(ii) Cash and cash equivalents	530.90	205.09	335.28
(iii) Bank balances other than (ii) above	1,406.55	702.32	444.40
(iv) Loans	-	0.57	0.24
(v) Other financial assets	38.89	0.94	8.25
(c) Current Tax Assets (Net)	10.58	55.19	48.70
(d) Other current assets	308.64	229.62	251.63
Total Current assets	10,796.25	5,925.95	4,844.95
Total Assets	12,492.12	7,520.87	5,734.86
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share capital	25.62	25.62	25.62
(b) Other Equity	5,996.16	4,322.73	3,610.99
Equity attributable to owners of the parent	6,021.78	4,348.35	3,636.61
(c) Non-Controlling Interest	57.70	56.19	54.26
Total Equity	6,079.48	4,404.54	3,690.87
LIABILITIES			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	455.60	371.05	280.23
(ii) Lease Liabilities	2.43	3.27	0.43

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
(iii) Other financial liabilities	3.81	5.32	5.22
(b) Provisions	104.68	111.89	125.92
(c) Deferred tax liabilities (Net)	6.19	4.85	5.40
Total Non-Current Liabilities	572.71	496.38	417.20
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	2,314.19	956.19	35.91
(ii) Lease Liabilities	3.20	6.03	0.27
(iii) Trade Payable			
- Total outstanding dues of micro and small enterprises	406.30	698.44	159.57
- Total outstanding dues of creditors other than micro and small enterprises	2,747.41	646.55	1,126.27
(iv) Other financial liabilities	65.52	30.91	30.89
(b) Other current liabilities	102.94	256.16	242.48
(c) Provisions	29.42	25.67	29.08
(d) Current Tax Liabilities (Net)	170.95	-	2.32
Total Current Liabilities	5,839.93	2,619.95	1,626.79
Total Equity and Liabilities	12,492.12	7,520.87	5,734.86

Restated Consolidated Summary Statement of Profit & Loss

(in ₹ million, unless otherwise specified)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
INCOME			
Revenue From Operations	12,649.96	6,941.82	7,042.19
Other Income	129.19	182.36	258.09
Total Income	12,779.15	7,124.18	7,300.28
EXPENSES			
Cost of materials consumed	8,149.65	4,631.43	5,164.45
Changes in inventories of finished goods and semi-finished goods	(180.55)	(51.02)	67.87
Employee benefits expense	256.39	215.08	201.22
Finance costs	181.00	84.76	38.75
Depreciation and amortization expense	85.14	74.94	71.13
Other expenses	1,984.30	1,210.38	1,046.04
Total expenses	10,475.93	6,165.57	6,589.46
Restated Profit before tax	2,303.22	958.61	710.82
Tax expense:			
Current Tax	635.58	251.75	168.37
Tax adjustment for earlier year	1.67	0.23	5.83
Deferred tax	(9.22)	(7.13)	(17.87)
Total tax expense	628.03	244.85	156.33
Restated Profit for the year	1,675.19	713.76	554.49
Restated Other Comprehensive Income			
A Items that will not be reclassified to profit or loss			
Remeasurement (Loss)/Gain on Defined benefit plans	(0.35)	(0.12)	0.08
Income tax effect on above	0.10	0.03	(0.02)
B Items that will be reclassified to profit or loss	-	-	-
Restated Total Other Comprehensive	(0.25)	(0.09)	0.06

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Income			
Restated Total Comprehensive Income for the year (Comprising Restated Profit and Other Comprehensive Income for the year)	1,674.94	713.67	554.55
Restated Profit for the year attributable to:			
- Owners of the Company	1,673.68	711.83	551.92
- Non-controlling interests	1.51	1.93	2.57
Restated Other comprehensive income for the year			
- Owners of the Company	(0.25)	(0.09)	0.06
- Non-controlling interests	0.00	0.00	-
Restated Total comprehensive income for the year			
- Owners of the Company	1,673.43	711.74	551.98
- Non-controlling interests	1.51	1.93	2.57
Earnings per equity share (face value of Re. 1 each):			
Basic (in Rs.)	20.10	8.55	6.63
Diluted (in Rs.)	16.85	7.30	5.46

Restated Consolidated Summary Statement of Cash Flows

(in ₹ million, unless otherwise specified)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
<u>A. Cash Flow From Operating Activities</u>			
Restated Profit before tax	2,303.22	958.61	710.82
Adjustments for:			
Depreciation and Amortisation Expenses	85.14	74.94	71.13
Interest and other finance expenses	168.07	69.95	38.75
Fair value (gain)/loss on financial instruments (net)	0.58	(8.19)	(90.96)
Fair value (gain) on warranty provision (net)	-	-	(55.31)
Interest and dividend income	(99.05)	(81.05)	(23.80)
Interest on Income Tax Refund	(0.13)	-	-
(Gain)/Loss on Sale of Property Plant and Equipments (net)	(0.43)	(0.44)	(33.17)
Allowance for expected credit loss (net of reversal)	104.29	54.25	11.31
Warranty provision (net)	77.11	46.13	61.70
Unwinding of Warranty provision	12.93	14.81	-
Unwinding of Security deposits	(0.11)	(0.02)	(0.01)
Sundry Balances written off	2.48	15.89	29.01
Liabilities / Provision no longer required written back	(2.82)	(20.78)	(41.82)
Provision for Obsolescence of Inventory(net of Reversals)	(7.44)	(56.05)	66.14
Interest payable to MSME	27.02	13.52	0.00
Marked to Market (Gain)/loss on derivative contracts	0.58	-	-
Provision for unspent CSR	0.60	-	11.02
Operating Profit Before Working Capital changes	2,672.04	1,081.57	754.81

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
<u>Changes in working capital</u>			
<u>Increase/(Decrease) in Current and Non Current Assets</u>			
(Increase)/Decrease in Inventories	(243.13)	(127.61)	(0.75)
(Increase)/Decrease in Trade Receivables	(3,622.20)	(846.35)	271.87
(Increase)/Decrease in Financials Assets	(123.37)	10.04	367.89
(Increase)/Decrease in Other Assets	(79.57)	21.90	(59.15)
<u>Increase/(Decrease) in Current and Non Current Liabilities</u>			
Increase/(Decrease) in Other Current Liabilities	(153.22)	13.68	107.59
Increase/(Decrease) in Other Financial Liabilities	29.54	0.12	28.97
Increase/(Decrease) in Trade Payables	1,809.06	64.05	(595.36)
Increase/(Decrease) in provisions	(80.57)	(63.57)	(62.99)
Cash generated from operations	208.58	153.83	812.88
Income tax (paid)/ refund	(448.81)	(264.79)	(216.96)
NET CASH FLOWS GENERATED FROM / (USED IN) OPERATING ACTIVITIES (TOTAL A)	(240.23)	(110.96)	595.92
<u>B. CASH FLOW FROM INVESTMENT ACTIVITIES:</u>			
Purchase of Property Plant and Equipments, Intangible Assets and Capital Work in Progress	(468.74)	(282.74)	(104.98)
Goodwill recognised due to merger	-	-	(1.11)
Goodwill on consolidation	-	-	0.15
Proceeds from Sale of Property Plant and Equipments	0.88	0.94	43.93
Investment made in term deposits	(291.33)	(731.65)	(129.95)
(Purchase)/ Sale of Investment	-	-	84.83
Interest income	96.56	78.77	22.83
Divided Income	2.28	2.30	0.97
Loan Given	(14.43)	(0.33)	-
NET CASH FLOWS GENERATED FROM / (USED IN) INVESTING ACTIVITIES (TOTAL B)	(674.78)	(932.71)	(83.33)
<u>C. CASH FLOW FROM FINANCING ACTIVITIES:</u>			
Repayment of lease liabilities (Net)	(4.17)	(1.52)	-
Proceeds /(Repayment) from Long Term Borrowings	55.94	65.05	(88.28)
Proceeds/(Repayment) from Short Term Borrowings	1,355.80	920.28	(181.68)
Interest and other finance expenses	(166.75)	(70.33)	(38.75)
NET CASH FLOWS GENERATED FROM / (USED IN) FINANCING ACTIVITIES: (TOTAL C)	1,240.82	913.48	(308.71)
Net Decrease of Cash & Cash Equivalents (A+B+C)	325.81	(130.19)	203.88
Add: Cash & Cash Equivalents at the beginning of the year	205.09	335.28	131.40
Cash & Cash Equivalents at the end of the year	530.90	205.09	335.28

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Reconciliation of cash and cash equivalents as per the cash flow statement			
Components of cash and cash equivalents	For the Year ended March 31, 2025	For the Year ended March 31, 2024	For the Year ended March 31, 2023
i) Cash in hand	0.11	0.19	0.04
ii) Balances with bank- Current Account:	514.30	154.70	281.19
ii) Balances with bank- Debit balance of Cash credit and Overdraft account	11.99	-	-
iii) Balances with bank- Deposit	4.50	50.20	54.05
Cash and cash equivalents in cash flow statement	530.90	205.09	335.28

GENERAL INFORMATION

Registered and Corporate Office of our Company

The address and certain other details of our Registered and Corporate Office are as follows:

Rotomag Enertec Limited

Plot No. 2102/3 & 4, GIDC Estate
Vithal Udyognagar, Anand - 388121
Gujarat, India

Email: cs@rotomag.com

Telephone: +91 92271 10024

Website: https://www.rotomag.com/

For details of the changes in our registered office, see “*History and Certain Corporate Matters – Change in the registered office of our Company*” at page 291.

Company Registration Number and Corporate Identity Number

The registration number and corporate identity number of our Company are set forth below:

Particulars	Number
Company Registration Number	020063
Corporate Identity Number	U34100GJ1993PLC020063

The Registrar of Companies

Our Company is registered with the Registrar of Companies, Gujarat at Ahmedabad, which is situated at the following address:

Registrar of Companies, Gujarat

ROC Bhavan, Opp. Rupal Park Society
Behind Ankur Bus Stop,
Naranpura, Ahmedabad – 380 013
Gujarat, India

Board of Directors

The following table sets out the brief details of our Board as on the date of this Draft Red Herring Prospectus:

Name and Designation	DIN	Address
Umesh Mohan Balani <i>Chairman and Managing Director</i>	00273387	Kamla Baug Farm Popat Kui, Karmasad Gana Road, Karmasad, Anand – 388 325 Gujarat, India
Neelam Umesh Balani <i>Whole-Time Director</i>	02260056	Kamla Baug Farm Popat Kui, Karmasad Gana Road, Karmasad, Anand – 388 325 Gujarat, India
Priyanka Gulati <i>Independent Director</i>	07087707	A-9, Sarvodaya Enclave, South Delhi - 110 017 Delhi, India
Ranganath N Krishna <i>Independent Director</i>	00004044	57/5 Sreshta, Subramaniam Street, Abhiramapuram, Teyampet, Chennai - 600 018 Tamil Nadu, India
Anil Kumar Raina <i>Independent Director</i>	03325932	C-103, Riviera Elite, Skycity, Club O7 Road, Shela, Ahmedabad - 380 058 Gujarat, India
Rakesh Kumar Bhutoria* <i>Non-Executive Nominee Director</i>	08449278	Oberoï Skycity, 1503-1504, Tower D Dattapadda Road, Off. W.E. Highway, Borivali East, Mumbai - 400 066 Maharashtra, India

* Nominee director appointed by BanyanTree Growth Capital II, LLC.

For further details of our Board of Directors, see “*Our Management – Board of Directors*” on page 303.

Company Secretary and Compliance Officer

Priyank Dharmeshkumar Tuiwala is the Company Secretary and Compliance Officer of our Company. His contact details are as follows:

Priyank Dharmeshkumar Tuiwala

Plot No. 2102/3 & 4, GIDC Estate,
Vithal Udyognagar, Anand – 388 121
Gujarat, India

Telephone: +91 92271 10024

Email: cs@rotomag.com

Registrar to the Offer

MUFG Intime India Private Limited (Formerly Link Intime India Private Limited)

C-101, Embassy 247 Park, L.B.S. Marg, Vikhroli (West)
Mumbai 400 083
Maharashtra, India

Telephone: +91 810 811 4949

Email: rotomag.ipo@in.mpms.mufg.com

Investor grievance email: rotomag.ipo@in.mpms.mufg.com

Website: www.in.mpms.mufg.com

Contact Person: Shanti Gopalkrishnan

SEBI Registration No: INR000004058

Book Running Lead Managers

Equirus Capital Private Limited

Unit No. 2601B, 26th Floor, A Wing, Marathon
Furtorex

N M Joshi Marg, Lower Parel
Mumbai – 400 013, Maharashtra, India

Telephone: +91 22 4332 0734

E-mail: rotomag.ipo@equirus.com

Website: www.equirus.com

Investor grievance e-mail:

investorsgrievance@equirus.com

Contact Person: Mrunal Jadhav / Rahul Wadekar

SEBI Registration No.: INM000011286

CLSA India Private Limited

8/F Dalamal House

Nariman Point

Mumbai 400 021 Maharashtra, India

Telephone: +91 22 6650 5050

E-mail: rotomag.ipo@clsa.com

Website: www.india.clsa.com

Investor grievance e-mail:

investor.helpdesk@clsa.com

Contact person: Siddhant Thakur / Vedant Jain

SEBI registration no.: INM000010619

JM Financial Limited

7th Floor, Cnergy, Appasaheb Marathe Marg,
Prabhadevi, Mumbai - 400 025, Maharashtra, India

Telephone: + 91 22 6630 3030

E-mail: rotomag.ipo@jmfl.com

Website: www.jmfl.com

Investor grievance e-mail: grievance.ibd@jmfl.com

Contact Person: Prachee Dhuri

SEBI Registration No.: INM000010361

Inter-se allocation of responsibilities of the Book Running Lead Managers

The following table sets forth the inter-se allocation of responsibilities for various activities among the Book Running Lead Managers:

S. No.	Activity	Responsibility	Co-ordinator
1.	Capital structuring, due diligence of Company including its operations / management / business plans / legal etc., drafting and design of the Draft Red Herring Prospectus, this Red Herring Prospectus and the Prospectus. Ensure compliance and completion of prescribed formalities with the Stock Exchanges, SEBI and RoC including finalization of Red Herring Prospectus, Prospectus, Offer Agreement, Underwriting Agreements and RoC filing	BRLMs	Equirus
2.	Drafting and approval of all statutory advertisements	BRLMs	Equirus
3.	Drafting and approval of all publicity material other than statutory advertisements as mentioned in point 2 above, including corporate advertising and brochures and filing of media compliance report.	BRLMs	JM Financial
4.	Appointment of intermediaries, Registrar to the Offer, advertising agency, printer (including coordination of all agreements)	BRLMs	Equirus
5.	Appointment of all other intermediaries, including Sponsor Bank, Monitoring Agency, etc. (including coordination of all agreements)	BRLMs	JM Financial
6.	Preparation of road show presentation and FAQs	BRLMs	CLSA
7.	International institutional marketing of the Offer, which will cover, <i>inter alia</i> : - Marketing strategy - Finalising the list and division of international investors for one-to-one meetings - Finalising international road show and investor meeting schedules	BRLMs	CLSA
8.	Domestic institutional marketing of the Offer, which will cover, <i>inter alia</i> : - Marketing strategy - Finalising the list and division of domestic investors for one-to-one meetings - Finalising domestic road show and investor meeting schedules	BRLMs	Equirus
9.	Non-institutional and retail marketing of the Offer, which will cover, <i>inter-alia</i> : - Finalising media, marketing, public relations strategy and - Formulating strategies for marketing to Non –Institutional Investors - Finalising media, marketing, public relations strategy and publicity budget, frequently asked questions at retail road shows - Finalising brokerage, collection centres - Finalising centres for holding conferences for brokers etc. - Follow-up on distribution of publicity and Offer material including form, Red Herring Prospectus/ Prospectus and deciding on the quantum of the Offer material	BRLMs	JM Financial
10.	Coordination with Stock Exchanges for book building software, bidding terminals and mock trading, Anchor coordination, Anchor CAN and intimation of anchor allocation and submission of letters to regulators post completion of anchor allocation	BRLMs	CLSA
11.	Managing the book and finalization of pricing in consultation with Company	BRLMs	CLSA
12.	Post-Offer activities – management of escrow accounts, finalisation of the basis of allotment based on technical rejections, post Offer stationery, essential follow-up steps including follow-up with bankers to the Offer and Self Certified Syndicate Banks and coordination with various agencies connected with the post-offer activity such as registrar to the offer, bankers to the offer, Self-Certified Syndicate Banks, etc. listing of instruments, demat credit and refunds/ unblocking of monies, announcement of allocation and dispatch of refunds to Bidders, etc., payment of the applicable securities transaction tax on behalf of Selling Shareholders, coordination for investor complaints related to the Offer, including responsibility for underwriting arrangements, submission of final post issue report	BRLMs	JM Financial

Investor Grievances

Bidders may contact the Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related grievances, 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 copy of the Acknowledgment Slip or provide the acknowledgement number received from the Designated Intermediary(ies) 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. 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 BRLM where the Anchor Investor Application Form was submitted by the Anchor Investor.

Syndicate Members

[•]

Legal Counsel to our Company as to Indian Law

Khaitan & Co

Max Towers
7th and 8th Floors
Sector 16B, Noida
Gautam Buddh Nagar 201 301
Uttar Pradesh, India
Telephone: +91 120 479 1000

Statutory Auditors to our Company

K C Mehta & Co LLP

Meghdhanush, Race Course
Vadodara- 390 007
Email: connect@kemehta.com
Telephone: +91 265 2440 400
Peer review number: 016295
Firm registration number: 106237W/W100829

Except as mentioned below, there has been no change in our Statutory Auditors in the three years preceding the date of this Draft Red Herring Prospectus:

Name of statutory auditor	Date of change	Reason
K C Mehta & Co LLP Meghdhanush, Race Course Circle, Vadodara - 390 007 Gujarat, India Email: connect@kemehta.com Telephone: +91 265 2440400 Peer review number: 016295 Firm registration number: 106237W/W100829	December 10, 2024	Appointment to fill casual vacancy
Mukund M. Chitale & Co. 2 nd floor, Kapur House, Paranjape B Scheme Road 1, Vile Parle East, Mumbai - 400 057 Maharashtra, India Email: info@mmchitale.com Telephone: +91 22 26633500	November 27, 2024	Resignation owing to request from management of the Company

Name of statutory auditor	Date of change	Reason
Peer review number: 016643 Firm registration number: 106655W		

Bankers to our Company

Axis Bank Limited

Vardhaman Complex, Opp GEB, Racecourse Circle,
Vadodara-390007

Telephone: 9825690536

Email: sagar.jogani@axisbank.com

Website: www.axisbank.com

Contact Person: Sagar Jogani

Bank of Baroda

Nana Bazar, Opp Nalini College

Telephone: 91-2692 - 231393

Email: vallab@bankofbaroda.com

Website: www.bankofbaroda.in

HDFC Bank Limited

First Floor Sanket, Lambhvel Road, Anand- 388001

Telephone: 9327580501

Email: loansupport@hdfcbank.in

Website: www.hdfcbank.com

Contact Person: Bhavesh Sharma

The Hongkong & Shanghai Banking Corporation

Mardia Plaza, 1st C.G. Road, Ellisbridge, Ahemdabad,

Telephone: 07940204723

Email: Tejash.k.desai@hsbc.co.in

Website: www.hsbc.co.in

Bank of India

Anand, Gujarat

Telephone: 06264388610

Email: Anand.vadodara@bankofindia.co. in

Website: www.bankofindia.co.in

Contact Person: Herman Lakra

Banker(s) to the Offer

Escrow Collection Bank (s)

[•]

Public Offer Account Bank(s)

[•]

Refund Bank(s)

[•]

Sponsor Bank(s)

[•]

Designated Intermediaries

Self-Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process is available on the SEBI website at <https://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 not Bidding through Syndicate / Sub Syndicate or through a Registered Broker, RTA or CDP may submit the ASBA Forms, is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>, and at such other websites as may be prescribed by SEBI from time to time.

Further, the branches of the SCSBs where the Designated Intermediaries could submit the ASBA Form(s) of Bidders (other than RIBs) is provided on the website of SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

Details of nodal officers of SCSBs, identified for Bids made through the UPI Mechanism, are available at www.sebi.gov.in.

Self-Certified Syndicate Banks eligible as Issuer Banks for UPI

In accordance with SEBI RTA Master Circular, SEBI ICDR Master Circular, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), read with other applicable UPI Circulars, UPI Bidders may apply through the SCSBs and mobile applications using the UPI handles specified on the website of the SEBI. The list of SCSBs through which Bids can be submitted by UPI Bidders, including details such as the eligible mobile applications and UPI handle which can be used for such Bids, is available on the website of the 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> which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors and RIBs) 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 at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35>, which may be updated from time to time or any such other website as may be prescribed by SEBI from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> or any such other website as may be prescribed by SEBI from time to time.

Registered Brokers

The list of the Registered Brokers eligible to accept ASBA Forms from Bidders, including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE at www.bseindia.com and www.nseindia.com, respectively, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms from Bidders at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of 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.

Collecting Depository Participants

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

Credit Rating

As this is an Offer consisting only of Equity Shares, there is no requirement to obtain credit rating for the Offer.

Debenture Trustee

As this is an Offer consisting only of Equity Shares, the appointment of a debenture trustee is not required.

Appraising Entity

None of the objects for which the Net Proceeds will be utilized have been appraised by any external agency and therefore, no appraising entity has been appointed in relation to the Offer.

Monitoring Agency

Our Company shall, in compliance with Regulation 41 of the SEBI ICDR Regulations, appoint a Monitoring Agency for monitoring the utilisation of the Net Proceeds prior to filing of the Red Herring Prospectus. For details in relation to the proposed utilisation of the Net Proceeds from the Offer, please see “*Objects of the Offer*” on page 114.

Grading of the Offer

No credit agency registered with SEBI has been appointed for obtaining grading for the Offer.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Experts

Except as disclosed below, our Company has not obtained any expert opinions or consents and such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus. The terms “experts” and “consent” thereof do not represent an expert or consent within the meaning under the U.S. Securities Act:

Our Company has received written consent dated September 26, 2025, from our Statutory Auditors, K C Mehta & Co LLP, Chartered Accountants, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors and in respect of their (i) examination report dated September 18, 2025 on our Restated Consolidated Financial Information; and (ii) report dated September 26, 2025 on the statement of special tax benefits included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has also received written consent dated September 26, 2025, from GMJ and Co., Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name as required under Section 2(38) read with Section 26(5) of the Companies Act, 2013, as an “expert” in this Draft Red Herring Prospectus in respect of various certifications issued by them in their capacity as Independent Chartered Accountant to our Company on certain financial and operational information included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated September 26, 2025 from Atishkumar Naishadbhai Patel, Chartered Engineer, to include his name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an “expert”, as defined under Section 2(38) and Section 26(5) of the Companies Act, 2013, as amended, to the extent and in their capacity as an Independent Chartered Engineer in relation to the certificate dated September 26, 2025 and such consent has not been withdrawn as on the date of this DRHP.

Additionally, our Company has received written consent through their certificate dated September 26, 2025 from Ladhawala & Associates, independent practicing company secretary, to include their name as required under Section 2(61) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under Section 2(38) of the Companies Act, 2013 in respect of their search report September 26, 2025, to the extent and in their capacity as a practicing company secretary and in respect of the reports issued by them.

Underwriting Agreement

Prior to the filing of the Prospectus with the RoC, and in accordance with the nature of underwriting which is determined in accordance with Regulation 40(3) of SEBI ICDR Regulations, our Company and the Selling Shareholders will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. The extent of underwriting obligations and the Bids to be underwritten in the Offer shall be as per the Underwriting Agreement. 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:

(The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus and will be executed prior to the filing of the Prospectus with the RoC. This portion has been intentionally left blank and will be filled in before the filing of the Prospectus with the RoC.)

Name, address, telephone and email of the Underwriters	Indicative number of Equity Shares to be underwritten	Amount underwritten (in ₹ million)
[●]	[●]	[●]
[●]	[●]	[●]

The abovementioned underwriting commitment is indicative and will be finalized after determination of the Offer Price and Basis of Allotment and will be subject to the provisions of the SEBI ICDR Regulations.

In the opinion of our Board of Directors, the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchange(s). Our Board / 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 in accordance with the Underwriting Agreement.

Subject to the applicable laws and pursuant to the terms of the Underwriting Agreement, the BRLMs will be responsible for bringing in the amount devolved in the event that the Syndicate Members do not fulfil their underwriting obligations.

Filing

A copy of this Draft Red Herring Prospectus has been filed through SEBI's online intermediary portal at <https://siportal.sebi.gov.in>, in accordance with SEBI ICDR Master Circular and as specified in Regulation 25(8) of the SEBI ICDR Regulations.

It will also be filed with SEBI at the following address:

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

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed, will be filed with the RoC in accordance with Section 32 of the Companies Act, 2013, and a copy of the Prospectus required to be filed under Section 26 of the Companies Act, 2013, will be filed with the RoC, and through the electronic portal at <https://www.mca.gov.in/content/mca/global/en/foportal/fologin.html>.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus and the Bid cum Application Forms and the Revision Forms within the Price Band. The Price Band and the minimum Bid Lot will be decided by our Company, in consultation with the BRLMs, and if not disclosed in the Red Herring Prospectus, will be advertised in all editions of [●], a widely circulated English national daily newspaper, all editions of [●], a widely circulated Hindi national daily newspaper and [●] editions of [●], a widely circulated Gujarati newspaper, Gujarati being the regional language of Gujarat where our Registered 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. The Offer Price shall be determined by our Company, in consultation with the Book Running Lead Managers, after the Bid / Offer Closing Date. For details, see “*Offer Procedure*” on page 470.

All Bidders, other than Anchor Investors, shall only participate in this Offer 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. Retail Individual Bidders shall participate through the ASBA process, either by (i) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (ii) using the UPI Mechanism. Individuals Bidding as NIBs with an application size of up to ₹0.50 million shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. 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 Bidders 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 Bidders can revise their Bids during the Bid / Offer Period and withdraw their Bids until the Bid / Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Allocation to QIBs (other than Anchor Investors) will be on a proportionate basis while allocation to Anchor Investors will be on a discretionary basis. Additionally, Allotment to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis. For an illustration of the Book Building Process and further details, see “*Terms of the Offer*” and “*Offer Procedure*” on pages 459 and 470, respectively.

The Book Building Process under the SEBI ICDR Regulations and the Bidding process are subject to change from time to time and Bidders are advised to make their own judgement about investment through this process prior to submitting a Bid in the Offer.

Each Bidder will be deemed to have acknowledged the above restrictions and the terms of the Offer, by submitting their Bid in the Offer.

Bidders should note that the Offer is also subject to (i) filing of the Prospectus with the RoC; and (ii) obtaining final listing and trading approvals from the Stock Exchanges, which our Company shall apply for after Allotment within three working days of the Offer Closing Date or such other time period as prescribed under applicable law.

For further details on the method and procedure for Bidding, see “*Offer Procedure*” on page 470.

CAPITAL STRUCTURE

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

(in ₹, except share data)			
		Aggregate value at face value	Aggregate value at Offer Price*
A	AUTHORIZED SHARE CAPITAL⁽¹⁾		
	200,000,000 Equity Shares of face value of ₹1 each	200,000,000	-
B	ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE OFFER (PRIOR TO THE CONVERSION OF THE CCDS)⁽⁴⁾		
	83,258,379 Equity Shares of face value of ₹1 each	83,258,379	-
	3,200 CCDS ⁽⁴⁾ of face value of ₹ 100,000 each	320,000,000	
	ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE OFFER (ASSUMING CONVERSION OF THE CCDS)⁽⁴⁾		
	101,013,260 Equity Shares of face value of ₹1 each	101,013,260	-
C	PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS		
	Offer of up to [●] Equity Shares of face value ₹1 each aggregating up to ₹[●] million ⁽²⁾⁽³⁾	[●]	[●]
	Which includes:		
	Fresh Issue of up to [●] Equity Shares of face value ₹1 each aggregating up to ₹5,000 million ^{(2)^}	[●]	[●]
	Offer for Sale of up to 24,040,162 Equity Shares of face value ₹1 each by the Selling Shareholders aggregating up to ₹[●] million ⁽³⁾	[●]	[●]
D	ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER⁺		
	[●] Equity Shares of face value ₹1 each*	[●]	-
E	SECURITIES PREMIUM ACCOUNT		
	Before the Offer (prior to conversion of CCDS) (in ₹ million)		0.01
	After the Offer (in ₹ million)*		[●]

⁺ Assuming full subscription of the Offer.

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

[^] Our Company, in consultation with the BRLMs, may consider a further issue of specified securities as may be permitted under applicable law, at its discretion, aggregating up to ₹1,000.00 million (the “**Pre-IPO Placement**”), prior to the filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (“**SCRR**”). The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or that the Offer may be successful and will result in the listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.

⁽¹⁾ For details in relation to the changes in the authorised share capital of our Company in the last 10 years, see “History and Certain Corporate Matters – Amendments to the Memorandum of Association” on page 291.

⁽²⁾ Our Board has authorized the Offer, pursuant to their resolution dated September 18, 2025. Our Shareholders have authorized the Fresh Issue pursuant to special resolution passed at the general meeting dated September 19, 2025.

⁽³⁾ Our Board has taken on record the consents of each Selling Shareholder for participation in the Offer for Sale pursuant to its resolution dated September 18, 2025. Each of the Selling Shareholders has severally and not jointly confirmed and approved its respective participation in the Offer for Sale and its eligibility to participate in the Offer for Sale in accordance with Regulation 8 of the SEBI ICDR Regulations. Each Selling Shareholder has confirmed that they are in compliance with the conditions specified under Regulation 8 of the SEBI ICDR Regulations, to the extent applicable, as on the date of this Draft Red Herring Prospectus. For further details please see “The Offer” and “Other Regulatory and Statutory Disclosure – Authority for the Offer” on pages 82 and 440 respectively. For details on authorization of the Selling Shareholders in relation to their respective portion of the Offered Shares, see “Other Regulatory and Statutory Disclosures” on page 440.

⁽⁴⁾ As on the date of this Draft Red Herring Prospectus, 3,200 CCDS of face value ₹100,000 each, are outstanding and will be converted to maximum of up to 17,754,881 Equity Shares of face value ₹1 each, prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations.

Notes to the Capital Structure

1. Equity Share capital history of our Company

The issuance of equity shares since incorporation until the date of this Draft Red Herring Prospectus, by our Company had been undertaken in accordance with the provisions of the Companies Act, 1956, and the Companies Act, 2013, as applicable. The following table sets forth the history of the equity share capital of our Company:

Date of allotment / buy-back of equity shares	Details of shareholders and equity shares allotted / bought back	Nature of allotment / buy-back	Number of equity shares allotted / bought back	Face value per equity share (₹)	Issue price / buy-back price per equity share (₹)	Form of consideration	Cumulative number of equity shares	Cumulative paid-up equity share capital (in ₹)
August 1993*	24, Allotment of 10 equity shares to Umesh Mohan Balani and 10 equity shares to Nirmala Kulkarni.	Initial subscription to the memorandum of association.	20	10	10	Cash	20	200
August 1993**	25, Allotment of 10 equity shares to Nirmala Kulkarni, 5 equity shares to Kamala M Balani, 5 equity shares to Priya M Balani, 5 equity shares to Aparna T Patel, 5 equity shares to Tushar H Patel, 4 equity shares to Neelam U Balani, 1 equity share to Niranjana N Balani, 6 equity shares to Madhavi Kulkarni, 5 equity shares to Kushal Kulkarni, 2 equity shares to Prasad Kulakarni and 2 equity shares to Hemant Kulkarni.	Further issue	50	10	10	Cash	70	700
May 1994**	3, Allotment of 2,500 equity shares to Umesh M Balani and 2,500 equity shares to Kunal Kulkarni.	Further issue	5,000	10	10	Cash	5,070	50,700
March 1995**	30, Allotment of 700 equity shares to Umesh M Balani, 3,300 equity shares to Tushar H Patel	Further issue	4,000	10	10	Cash	9,070	90,700
February 1997	15, Allotment of 16,800 equity shares to Umesh Balani, 500 equity shares to Kamala Balani, 8,400 equity shares to Tushar Patel, 4,600 equity shares to Mohan Balani.	Further issue	30,300	10	10	Cash	39,370	393,700
March 1998	31, Allotment of 24,780 equity shares to Umesh M. Balani, 10,000 equity shares to Priya M. Balani, 7,720 equity shares to Tushar H. Patel, 17,500 to Mohan N. Balani.	Further issue	60,000	10	10	Cash	99,370	993,700
June 1, 1999	Allotment of 17,500 equity shares to Mohan N. Balani, 14,000 equity shares to Umesh M. Balani, and 23,500 equity shares to Priya M. Balani.	Further issue	55,000	10	10	Cash	154,370	1,543,700
March 2000	27, Allotment of 15,000 equity shares to Umesh M. Balani, 15,000 equity shares to Mohan N. Balani and 15,000 equity shares to Priya M. Balani	Further issue	45,000	10	10	Cash	199,370	1,993,700
October 2001	15, Allotment of 5 equity shares to Aparna T Patel, 505 equity shares allotted to Kamla M. Balani, 57,135 equity shares to Mohan N. Balani, 4 equity shares Neelam U. Balani, 48,505 equity shares to Priya M. Balani, 73,790 equity shares to Umesh M. Balani, 1 equity share to Niranjana N. Balani and 19,425 equity shares to Tushar H. Patel.	Bonus issue in the ratio of one bonus share for every one equity share	199,370	10	N.A.	N.A.	398,740	3,987,400

Date of allotment / buy-back of equity shares	Details of shareholders and equity shares allotted / bought back	Nature of allotment / buy-back	Number of equity shares allotted / bought back	Face value per equity share (₹)	Issue price / buy-back price per equity share (₹)	Form of consideration	Cumulative number of equity shares	Cumulative paid-up equity share capital (in ₹)
March 14, 2006	Allotment of 51,200 equity shares to Umesh M. Balani, 15,700 equity shares to Kamla M. Balani, and 13,700 equity shares to Neelam U. Balani.	Further issue	80,600	10	10	Cash	479,340	4,793,400
September 25, 2007	Allotment of 100,000 equity shares to Umesh M. Balani, 20,000 equity shares to Kamla M. Balani, and 30,000 equity shares to Neelam U. Balani.	Further issue	150,000	10	10	Cash	629,340	6,293,400
November 2, 2007	Allotment of 100,000 equity shares to Umesh M. Balani, 33,000 equity shares to Kamla M. Balani, and 17,000 equity shares to Neelam U. Balani.	Further issue	150,000	10	10	Cash	779,340	7,793,400
January 30, 2008	Allotment of 398,780 equity shares to Umesh M. Balani, 69,710 equity shares Kamla M. Balani, 125,577 equity shares to Priya Mohanbhai Balani, 38,850 equity shares to Tushar Harshadbhai Patel, 10 equity shares to Aparna Tushar Patel, 60,708 equity shares to Neelam Umesh Balani, 2 equity shares to Niranjana Nanilkaram Balani, 28,568 equity shares to Anjali Umesh Balani, 28,567 equity shares to Pooja Tushar Patel, and 28,568 equity shares to Siddharth Balani.	Bonus issue in the ratio of one bonus share for every one equity share	779,340	10	N.A.	N.A.	1,558,680	15,586,800
March 30, 2010	Allotment of 444,200 equity shares to Umesh M. Balani and 121,200 equity shares to Neelam U. Balani.	Further issue	565,400	10	10	Cash	2,124,080	21,240,800
March 20, 2011	Allotment of 100,000 equity shares to Kamla Mohan Balani, 8,000 equity shares to Neelam Umesh Balani, 23,029 equity shares to Anjali Umesh Balani, 23,029 equity shares to Pooja Tushar Patel, 23,029 equity shares to Siddharth Tushar Patel and 23,029 equity shares to Priya Mohan Balani.	Further issue	200,116	10	10	Cash	2,324,196	23,241,960
November 5, 2011	Allotment of 200,000 equity shares to Umesh Mohan Balani and 100,000 equity shares to Neelam Umesh Balani.	Further issue	300,000	10	10	Cash	2,624,196	26,241,960
September 15, 2015	Allotment of 100 equity shares to BanyanTree Growth Capital II, LLC.	Private placement	100	10	127	Cash	2,624,296	26,242,960
May 25, 2021	Buyback of 62,500 equity shares from Neelam Umesh Balani.	Buy-back of equity shares	(62,500)	10	800	Cash	2,561,796	25,617,960
Pursuant to the board resolution dated December 3, 2024, and shareholders' resolution dated December 10, 2024, our Company has sub-divided its equity shares of face value ₹10 each to Equity Shares of face value ₹1 each. Accordingly, the issued and paid-up equity share capital of our Company was sub-divided from 2,561,796 equity shares of ₹10 each to 25,617,960 Equity Shares of face value ₹1 each.							25,617,960	25,617,960
August 27, 2025	Allotment of 37,826,646 Equity Shares to Umesh Mohan Balani, 6,482,611 Equity Shares to Neelam Umesh Balani, 6,169,118 Equity Shares to Priya Mohan Balani, 583,200 Equity Shares to Aparna T Patel, 1,803,713 Equity Shares to Anjali U Balani, 2,386,418 Equity	Bonus issue in the ratio of nine bonus shares for every four equity shares	57,640,419	1	N.A.	N.A.	83,258,379	83,258,379

Date of allotment / buy-back of equity shares	Details of shareholders and equity shares allotted / bought back	Nature of allotment / buy-back	Number of equity shares allotted / bought back	Face value per equity share (₹)	Issue price / buy-back price per equity share (₹)	Form of consideration	Cumulative number of equity shares	Cumulative paid-up equity share capital (in ₹)
	Shares to Pooja T Patel, 2,386,463 Equity Shares to Siddharth T Patel and 2,250 Equity Shares to BanyanTree Growth Capital II, LLC.							

*Our Company was incorporated on August 24, 1993. The date of subscription to the Memorandum of Association is July 21, 1993.

**Our Company has been unable to trace Form – 2 in relation to these allotments. Accordingly, reliance has been placed on certified true copies of board and shareholders' resolutions, approving the issuance and allotment of equity shares. For further details, please see "Risk Factors – Certain of our regulatory records are not traceable. Further, there has been a delay in the appointment of the independent directors by one of our Material Subsidiaries. We cannot assure you that regulatory proceedings or actions will not be initiated against us in the future and we will not be subject to any penalty imposed by the competent regulatory authority in this regard." on page 54.

2. Compulsory convertible debenture build-up history of our Company

Date of allotment of CCDs	Details of allottee	Nature of allotment	Number of CCDs	Face value per CCDs(₹)	Issue price per CCDs(₹)	Form of consideration	Cumulative number of CCDs	Cumulative paid-up CCDs capital (in ₹)
September 10, 2015	Allotment of compulsory convertible debentures to BanyanTree Growth Capital II, LLC.	Private placement	3,200*	100,000	100,000	Cash	3200	320,000,000

*As on the date of this Draft Red Herring Prospectus, 3,200 CCDs of face value ₹100,000 each, are outstanding and will be converted to up to 17,754,881 Equity Shares of face value ₹1 each, prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations.

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3. As on the date of this Draft Red Herring Prospectus, our Company does not have any issued or outstanding preference share capital.

4. ***Shares issued for consideration other than cash or out of revaluation reserves (excluding bonus issuance)***

Our Company has not issued any Equity Shares other than cash or out of its revaluation reserves.

5. ***Equity Shares allotted in terms of any schemes of arrangement***

Our Company has not allotted any Equity Shares in terms of any scheme approved under Section 391-394 of the Companies Act, 1956 or Section 230-234 of the Companies Act, 2013.

6. ***Shares allotted at a price lower than the Offer Price in the last year***

The Offer Price shall be determined by our Company, in consultation with the BRLMs after the Bid / Offer Closing Date. Except as disclosed above under “Notes to Capital Structure – Equity Share capital history of our Company” on page 99, our Company has not issued any shares at a price which may be lower than the Offer Price, during a period of one year preceding the date of this Draft Red Herring Prospectus.

7. **Details of Shareholding of our Promoters and members of the Promoter Group in the Company**

- (i) Equity Shareholding of the Promoters and members of the Promoter Group

As on the date of this Draft Red Herring Prospectus, our Promoters and members of the Promoter Group collectively hold 76,360,968 Equity Shares of face value ₹1 each, equivalent to 75.59%, on fully diluted basis, of the issued, subscribed and paid-up Equity Share capital of our Company, as set forth in the table below.

S. No.	Name of the Shareholder	Pre-Offer Equity Share Capital			Post-Offer Equity Share Capital*	
		No. of Equity Shares of face value ₹1 each	Percentage of total pre-Offer paid up Equity Share capital(%)	Percentage of total Shareholding on a fully diluted basis (%)^	No. of Equity Shares	Percentage of total Shareholding(%)
Promoters						
1.	Umesh Mohan Balani	39,811,846	47.82	39.41	[●]	[●]
2.	Neelam Umesh Balani	2,881,160	3.46	2.85	[●]	[●]
3.	Priya Mohan Balani	8,910,948	10.70	8.82	[●]	[●]
4.	Umesh Balani Family Private Trust	10,826,640	13.00	10.72	[●]	[●]
5.	Neelam Balani Family Private Trust	10,482,611	12.59	10.38	[●]	[●]
Total(A)		72,913,205	87.57	72.18	[●]	[●]
Promoter Group						
1.	Aparna Tushar Patel	842,400	1.01	0.83	[●]	[●]
2.	Anjali Umesh Balani	2,605,363	3.13	2.58	[●]	[●]
Total (B)		3,447,763	4.14	3.41	[●]	[●]
Total (A)+(B)		76,360,968	91.72	75.59	[●]	[●]

* Subject to finalisation of Basis of Allotment

^ As on the date of this Draft Red Herring Prospectus, 3,200 CCDs of face value ₹100,000 each, are outstanding and will be converted to maximum of up to 17,754,881 Equity Shares of face value ₹1 each, prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations.

- (ii) All Equity Shares held by our Promoters are in dematerialized form as on the date of this Draft Red Herring Prospectus.

- (iii) Build-up of the Promoters' shareholding in the Company

The build-up of the Equity Shareholding of our Promoters since the incorporation of our Company is set forth in

the table below:

Date of Allotment/ Transfer / Transmission	Nature of transaction	No. of equity shares	Face value per equity share (₹)	Issue Price / Transfer Price per equity share (₹)	Percentage (%) of pre- Offer equity share capital	Percentage (%) of pre- Offer equity share capital on a fully diluted basis^	Percentage of post- Offer equity share capital
(A) Umesh Mohan Balani							
August 24, 1993	Initial subscription to the Memorandum of Association of the Company*	10	10	10	0.00	0.00	●
May 3, 1994	Further issue	2,500	10	10	0.00	0.00	●
March 30, 1995	Further issue	700	10	10	0.00	0.00	●
February 15, 1997	Further issue	16,800	10	10	0.02	0.02	●
March 31, 1998	Further issue	24,780	10	10	0.03	0.02	●
June 1, 1999	Further issue	14,000	10	10	0.02	0.01	●
March 27, 2000	Further issue	15,000	10	10	0.02	0.01	●
October 15, 2001	Bonus issue in the ratio of one bonus share for every one equity share	73,790	10	N.A.	0.09	0.07	●
March 14, 2006	Further issue	51,200	10	10	0.06	0.05	●
September 25, 2007	Further issue	100,000	10	10	0.12	0.10	●
November 02, 2007	Further issue	100,000	10	10	0.12	0.10	●
January 30, 2008	Bonus issue in the ratio of one bonus share for every one equity share	398,780	10	N.A.	0.48	0.39	●
March 30, 2010	Further issue	444,200	10	10	0.53	0.44	●
November 05, 2011	Further issue	200,000	10	10	0.24	0.20	●
January 19, 2015	Transmission of equity shares from Kamalaben Mohanbhai Balani	239,420	10	N.A.	0.29	0.24	●
August 19, 2015	Transfer of equity shares from Niranjana Nanikram Balani	4	10	10	0.00	0.00	●
<i>Pursuant to the board resolution dated December 3, 2024, and shareholders' resolution dated December 10, 2024, our Company has sub-divided its equity shares of face value ₹10 each to Equity Shares of face value ₹1 each. Accordingly, 1,681,184 equity shares of face value ₹10 each held by Umesh Mohan Balani were sub-divided into 16,811,840 Equity Shares of face value ₹1 each.</i>							
August 27, 2025	Bonus issue in the ratio of nine bonus shares for every four equity shares	37,826,646	1	N.A.	45.43	37.45	●
September 11, 2025	Transfer of Equity Shares to Neelam Umesh Balani	(4,000,000)	1	N.A.	(4.80)	(3.96)	●
September 11, 2025	Transfer of Equity Shares to Umesh Balani Family Private Trust	(10,826,640)	1	N.A.	(13.00)	(10.72)	●
Sub-total (A)		39,811,846			47.82	39.41	
(B) Neelam Umesh Balani							
August 25, 1993	Further issue	4	10	10	0.00	0.00	●
October 15, 2001	Bonus issue in the ratio of one bonus share for every one equity share	4	10	N.A.	0.00	0.00	●
March 14, 2006	Further issue	13,700	10	10	0.02	0.01	●
September 25, 2007	Further issue	30,000	10	10	0.04	0.03	●

Date of Allotment/ Transfer / Transmission	Nature of transaction	No. of equity shares	Face value per equity share (₹)	Issue Price / Transfer Price per equity share (₹)	Percentage (%) of pre- Offer equity share capital	Percentage (%) of pre- Offer equity share capital on a fully diluted basis^	Percentage of post- Offer equity share capital
2007							
November 02, 2007	Further issue	17,000	10	10	0.02	0.02	●
January 30, 2008	Bonus issue in the ratio of one bonus share for every one equity share	60,708	10	N.A.	0.07	0.06	●
March 30, 2010	Further issue	121,200	10	10	0.15	0.12	●
March 20, 2011	Further issue	8,000	10	10	0.01	0.01	●
November 05, 2011	Further issue	100,000	10	10	0.12	0.10	●
May 25, 2021	Buy-back	(62,500)	10	800	(0.08)	(0.06)	●
Pursuant to the board resolution dated December 3, 2024, and shareholders' resolution dated December 10, 2024, our Company has sub-divided its equity shares of face value ₹10 each to Equity Shares of face value ₹1 each. Accordingly, 288,116 equity shares of face value ₹10 each, held by Neelam Umesh Balani were sub-divided into 2,881,160 Equity Shares of face value ₹1 each.							
August 27, 2025	Bonus issue in the ratio of nine bonus shares for every four equity shares	6,482,611	1	N.A.	7.79	6.42	●
September 11, 2025	Transfer of Equity Shares from Umesh Mohan Balani	4,000,000	1	N.A.	4.80	3.96	●
September 15, 2025	Transfer of Equity Shares to Neelam Balani Family Private Trust	(10,482,611)	1	N.A.	(12.59)	(10.38)	●
Sub-total (B)		2,881,160			3.46	2.85	
(C) Priya Mohan Balani							
August 25, 1993	Further issue	5	10	10	0.00	0.00	●
March 31, 1998	Further issue	10,000	10	10	0.01	0.01	●
June 1, 1999	Further issue	23,500	10	10	0.03	0.02	●
March 27, 2000	Further issue	15,000	10	10	0.02	0.01	●
October 15, 2001	Bonus issue in the ratio of one bonus share for every one equity share	48,505	10	N.A.	0.06	0.05	●
January 23, 2004	Transmission from Mohan Balani	28,567	10	N.A.	0.03	0.03	●
January 30, 2008	Bonus issue in the ratio of one bonus share for every one equity share	125,577	10	N.A.	0.15	0.12	●
March 20, 2011	Further issue	23,029	10	10	0.03	0.02	●
Pursuant to the board resolution dated December 3, 2024, and shareholders' resolution dated December 10, 2024, our Company has sub-divided its equity shares of face value ₹10 each to Equity Shares of face value ₹1 each. Accordingly, 274,183 equity shares of face value ₹10 each, held by Priya Mohan Balani were sub-divided into 2,741,830 Equity Shares of face value ₹1 each.							
August 27, 2025	Bonus issue in the ratio of nine bonus shares for every four equity shares	6,169,118	1	N.A.	7.41	6.11	●
Sub-total (C)		8,910,948			10.70	8.82	
(D) Umesh Balani Family Private Trust							
September 11, 2025	Transfer from Umesh Mohan Balani	10,826,640	1	N.A.	13.00	10.72	●
Sub-total (D)		10,826,640			13.00	10.72	
(E) Neelam Balani Family Private Trust							
September 15, 2025	Transfer from Neelam Umesh Balani	10,482,611	1	N.A.	12.59	10.38	●
Sub-total (E)		10,482,611			12.59	10.38	
Grand total (A+B+C+D+E)		72,913,205			87.57	72.18	

*Our Company was incorporated on August 24, 1993. The date of subscription to the Memorandum of Association is July 21, 1993.

^As on the date of this Draft Red Herring Prospectus, 3,200 CCDs of face value ₹100,000 each, are outstanding and will be converted to maximum of up to 17,754,881 Equity Shares of face value ₹1 each, prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations.

(iv) Secondary Transfers involving Promoter, Promoter Group and Selling Shareholder

Except as disclosed in “Notes to the Capital Structure – Details of Shareholding of our Promoters and members of the Promoter Group in the Company – Build-up of Promoters’ shareholding in our Company” on page 102 and as set out below, there has been no acquisition of specified securities of our Company through secondary transactions by our Promoters, members of Promoter Group, and Selling Shareholders:

Date of Allotment / Transfer / Transmission	Name of transferor	Names of transferee	Number of equity shares transferred	Nature of consideration	Face value per equity share (₹)	Transfer price per equity share (₹)
Anjali Umesh Balani						
January 23, 2004	Mohan Nanikram Balani	Anjali Umesh Balani	28,568	N.A.	10	N.A.
Siddharth Tushar Patel						
January 23, 2004	Mohan Nanikram Balani	Siddharth Tushar Patel	28,568	N.A.	10	N.A.
August 13, 2025	Tushar Harshadbhai Patel	Siddharth Tushar Patel	259,000	N.A.	1	N.A.
Pooja Tushar Patel						
January 23, 2004	Mohan Nanikram Balani	Pooja Tushar Patel	28,567	N.A.	10	N.A.
August 13, 2025	Tushar Harshadbhai Patel	Pooja Tushar Patel	259,000	N.A.	1	N.A.

- (v) All the Equity Shares held by our Promoters were fully paid-up on the respective dates of allotment, of such Equity Shares.
- (vi) Pursuant to the pledge agreement dated August 23, 2025 and debenture trust deed dated August 22, 2025 (“**Agreements**”), entered into between Umesh Mohan Balani, Neelam Umesh Balani, Catalyst Trusteeship Limited and our Company, Umesh Mohan Balani and Neelam Umesh Balani are required to pledge 20% of the pre-issue capital on fully diluted basis. According to the Agreements, in the event that any shares pledged are required to be released prior to the filing of the updated DRHP, such shares shall be repledged if the Company either fails to list its Equity Shares on any recognized stock exchange in India on the date specified in the RHP, or withdraws the Offer and/or the RHP. As on the date of this DRHP, Umesh Mohan Balani and Neelam Umesh Balani have collectively pledged 6,216,200 Equity Shares.
- (vii) Except as disclosed in “Details of Shareholding of our Promoters and members of the Promoter Group in the Company - (iii) Build-up of the Promoters’ shareholding in the Company,” on page 102, and as disclosed in “Details of Shareholding of our Promoters and members of the Promoter Group in the Company – (iv) Secondary Transfers involving Promoter, Promoter Group and Selling Shareholder” on page 105, none of the Promoters, the members of the Promoter Group, the Directors of our Company, nor any of their respective relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.
- (viii) There have been no financing arrangements whereby our Promoters, members of the Promoter Group, our Directors, or their relatives have financed the purchase by any other person of securities of our Company during a period of six months immediately preceding the date of this Draft Red Herring Prospectus.
- (ix) **Details of minimum Promoters’ contribution locked in for eighteen months or any other period as may be prescribed under applicable law**

Pursuant to Regulations 14 and 16 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 promoters’ 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**”). Our Promoters’ shareholding in excess of 20% shall be locked in for a period of six months from the Allotment.

Our Promoters have given their consent to include such number of Equity Shares held by them, in aggregate, as may constitute 20% of the fully diluted post-Offer Equity Share capital of our Company as Promoter’s Contribution. Our Promoters have agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner the Promoters’ Contribution from the date of this 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 our Promoters, which will be locked-in for minimum Promoter's contribution for a period of eighteen months, from the date of Allotment as Promoters' Contribution are as provided below:

Name of the Promoter	Number of Equity Shares held	Number of Equity Shares locked-in ⁽¹⁾	Date of allotment / transfer [#]	Face value per Equity Share (₹)	Issue acquisition price per Equity Share (₹)	Nature of transaction	Percentage of the post-Offer paid-up Equity Share capital*	Date up to which the Equity Shares are subject to lock-in
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]
Total	[•]	[•]	[•]	[•]	[•]	[•]	[•]	[•]

Note: To be updated at the Prospectus stage.

⁽¹⁾ Equity Shares were fully paid-up on the date of allotment / acquisition.

* Subject to finalisation of Basis of Allotment.

The Equity Shares that are being locked-in are not and will not be ineligible for computation of Promoters' Contribution under Regulation 15 of the SEBI ICDR Regulations. In particular, these Equity Shares do not and shall not consist of:

- (i) Equity Shares acquired during the three years preceding the date of this Draft Red Herring Prospectus (a) for consideration other than cash and revaluation of assets or capitalisation of intangible assets, 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 Promoters' Contribution;
- (ii) Equity Shares acquired during the one year preceding the date of this Draft 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) Equity Shares held by the Promoters that are subject to any pledge or any other form of encumbrance.

Further, our Company has not been formed by the conversion of a partnership firm or a limited liability partnership firm into a company in the preceding one year and hence, no Equity Shares have been issued in the one year immediately preceding the date of this Draft Red Herring Prospectus pursuant to conversion from a partnership firm or a limited liability partnership firm.

- (i) **Details of share capital locked-in for six months or any other period as may be prescribed under applicable law**

In addition to the 20% of the fully diluted post-Offer shareholding of our Company held by our Promoters locked in for eighteen months and the remaining post-Offer shareholding held by our Promoters in our Company which is locked in for six months, in terms of 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 (i) the Equity Shares offered pursuant to the Offer for Sale; and (ii) any Equity Shares held by a VCF or Category I AIF or Category II AIF or FVCI (as defined under the SEBI (Foreign Venture Capital Investor) Regulations, 2009), as applicable, provided that (a) such Equity Shares shall be locked in for a period of at least six months prescribed under the SEBI ICDR Regulations from the date of purchase by such shareholders, (b) such VCF or AIF of category I or category II or a FVCI holds, individually or with persons acting in concert, less than 20% of pre-Offer Equity Share capital of the Company (on a fully diluted basis), and (iii) any Equity Shares allotted to eligible employees of our Company, whether currently employees or not and including the legal heirs or nominees of any deceased employees or previous employees pursuant to any employee stock option scheme or employee stock option plan or employee stock appreciation right scheme, provided that, the Equity Shares shall include any equity shares allotted pursuant to a bonus issue against equity shares allotted pursuant to employee stock option plan or employee stock purchase scheme or employee stock appreciation right scheme.

Further, any unsubscribed portion of the Offered Shares would also be locked-in as required under the SEBI ICDR Regulations. As on the date of this Draft Red Herring Prospectus, none of our Equity Shares are held by any VCF or Category I AIF or Category II AIF or FVCI. 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 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoters which are locked-in, may be transferred to Promoters or members of the Promoter Group or to any new Promoters, subject to continuation of lock-in in the hands of the transferees for the remaining period and compliance with provisions of the SEBI 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 Promoters and locked-in for a period of six months from the date of Allotment in the Offer or any other period as may be prescribed under applicable law, 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 compliance with the provisions of the SEBI Takeover Regulations.

Pursuant to Regulation 21 of the SEBI ICDR Regulations, Equity Shares held by our Promoters and locked-in, as mentioned above, may be pledged as collateral security for a loan with a scheduled commercial bank, a public financial institution, Systemically Important Non-Banking Financial Company or a deposit accepting housing finance company, subject to the following:

- (i) With respect to the Equity Shares locked-in for six months from the date of Allotment, such pledge of the Equity Shares must be one of the terms of the sanction of the loan.
- (ii) With respect to the Equity Shares locked-in as Promoter's Contribution for 18 months from the date of Allotment, the loan must have been granted to our Company for the purpose of financing one or more of the objects of the Offer, which is not applicable in the context of this Offer.

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.

(ii) ***Lock-in of Equity Shares Allotted to Anchor Investors***

50% of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period 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.

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8. Shareholding Pattern of our Company

The table below presents the shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus:

Category (I)	Category of Shareholder (II)	Number of Shareholders (III)	Number of fully paid up Equity Shares held (IV)	Number of Partly paid-up Equity Shares held (V)	Number of shares underlying Deposit ary Receipts (VI)	Total number of Equity Shares held (VII) =(IV)+(V))+(VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				Number of Equity Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total number of shares on a fully diluted basis (including warrants, ESOP, convertible securities etc.)*(XI)=(VII) + (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted Equity Share capital) (XII)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in Equity Shares (XIII)		Number of Equity Shares pledged or otherwise encumbered (XIV)		Non-disposal Undertaking (XV)		Number of Equity Shares held in demateriali zed form (XVI)
								Number of voting rights			Total as a % of (A+B+ C)				Number (a)	As a % of total Equity Shares held (b)	Number (a)	As a % of total Equity Shares held (b)	Number (a)	As a % of total Equity Shares held (b)	
								Class eg: Equity Shares	Class eg: Othe rs	Total											
(A)	Promoter and Promoter Group	7	76,360, 968	-	-	76,360, 968	91.72	76,360, 968	-	76,360,96 8	91.72	-	76,360,968	75.59	-	-	6,216,2 00 [#]	7.47	-	-	76,360,96 8
(B)	Public	3	6,897,4 11	-	-	6,897,4 11	8.28	6,897,4 11	-	6,897,411	8.28	3,200	24,652,292	24.41	-	-	-	-	-	-	6,897,411
(C)	Non Promoter- Non Public	-	-	-	-	-	0.00	-	-	-	0.00	-	-	0.00	-	-	-	-	-	-	-
(C)(1)	Shares underlying DRs	-	-	-	-	-	0.00	-	-	-	0.00	-	-	0.00	-	-	-	-	-	-	-
(C)(2)	Shares held by Employee Trusts	-	-	-	-	-	0.00	-	-	-	0.00	-	-	0.00	-	-	-	-	-	-	-
	Total (A)+(B)+(C)	10	83,258, 379	-	-	83,258, 379	100.00	83,258, 379	-	83,258,37 9	100.00	3,200	101,013,26 0	100.00	-	-	6,216,2 00	7.47	-	-	83,258,37 9

Note: Based on the beneficiary position statement dated September 23, 2025

* As on the date of this Draft Red Herring Prospectus, 3,200 CCDs of face value ₹100,000 each, are outstanding and will be converted to maximum of up to 17,754,881 Equity Shares of face value ₹1 each, prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations.

[#]Pursuant to the pledge agreement dated August 23, 2025 and debenture trust deed dated August 22, 2025 ("Agreements"), entered into between Umesh Mohan Balani, Neelam Umesh Balani, Catalyst Trusteeship Limited and our Company, certain promoters are required to pledge 20% of the pre-issue capital on fully diluted basis. According to the Agreements, in the event that any shares pledged are required to be released prior to the filing of the updated DRHP, such shares shall be repledged if the Company either fails to list its Equity Shares on any recognized stock exchange in India on the date specified in the RHP, or withdraws the Offer and/or the RHP.

9. As on the date of this Draft Red Herring Prospectus, our Company has 10 Equity Shareholders.

10. Shareholding of our Directors, Key Managerial Personnel and Senior Management in our Company

Except as stated below, none of our Directors, Key Managerial Personnel or Senior Management hold any Equity Shares:

S. No.	Name	No. of Equity Shares of face value ₹1 each	Percentage of pre-Offer Equity Share capital on a fully diluted basis [^] (%)
1.	Umesh Mohan Balani*	39,811,846	39.41
2.	Neelam Umesh Balani*	2,881,160	2.85
Total		42,693,006	42.26

* Umesh Mohan Balani and Neelam Umesh Balani are also our Key Managerial Personnel.

[^] As on the date of this Draft Red Herring Prospectus, 3,200 CCDs of face value ₹100,000 each, are outstanding and will be converted to maximum of up to 17,754,881 Equity Shares of face value ₹1 each, prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations.

Major shareholders

The list of our major Shareholders and the number of Equity Shares held by them is provided below:

- a) The details of our Shareholders holding 1% or more of the paid-up Equity Share capital of our Company as on the date of filing this Draft Red Herring Prospectus are set forth below:

S. No.	Name of the Shareholder	Number of Equity Shares of face value ₹1 each	Percentage of the pre-Offer Equity Share capital (%)	Number of CCDs	Number of equity shares held on a fully diluted basis*	Percentage of the pre-Offer Equity Share capital on a fully diluted basis (%)*
1.	Umesh Mohan Balani	39,811,846	47.82	-	39,811,846	39.41
2.	Neelam Umesh Balani	2,881,160	3.46	-	2,881,160	2.85
3.	Priya Mohan Balani	8,910,948	10.70	-	8,910,948	8.82
4.	Umesh Balani Family Private Trust	10,826,640	13.00	-	10,826,640	10.72
5.	Neelam Balani Family Private Trust	10,482,611	12.59	-	10,482,611	10.38
6.	Aparna Tushar Patel	842,400	1.01	-	842,400	0.83
7.	Anjali Umesh Balani	2,605,363	3.13	-	2,605,363	2.58
8.	Pooja Tushar Patel	3,447,048	4.14	-	3,447,048	3.41
9.	Siddharth Tushar Patel	3,447,113	4.14	-	3,447,113	3.41
10.	BanyanTree Growth Capital II, LLC	3,250	0.00	3,200	17,758,131	17.58
Total		83,258,379	100.00	3,200	101,013,260	100.00

Note: Based on the beneficiary position statement dated September 23, 2025

* As on the date of this Draft Red Herring Prospectus, 3,200 CCDs of face value ₹100,000 each, are outstanding and will be converted to maximum of up to 17,754,881 Equity Shares of face value ₹1 each, prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations.

- b) The details of our Shareholders who held 1% or more of the paid-up Equity Share capital of our Company ten days prior to the date of this Draft Red Herring Prospectus are set forth below:

S. No.	Name of the Shareholder	Number of Equity Shares of face value ₹1 each	Percentage of the pre-Offer Equity Share capital (%)	Number of CCDs	Number of equity shares held on a fully diluted basis*	Percentage of the pre-Offer Equity Share capital on a fully diluted basis (%)*
1.	Umesh Mohan Balani	39,811,846	47.82	-	39,811,846	39.41
2.	Neelam Umesh Balani	2,881,160	3.46	-	2,881,160	2.85

S. No.	Name of the Shareholder	Number of Equity Shares of face value ₹1 each	Percentage of the pre- Offer Equity Share capital (%)	Number of CCDs	Number of equity shares held on a fully diluted basis*	Percentage of the pre- Offer Equity Share capital on a fully diluted basis (%)*
3.	Priya Mohan Balani	8,910,948	10.70	-	8,910,948	8.82
4.	Umesh Balani Family Private Trust	10,826,640	13.00	-	10,826,640	10.72
5.	Neelam Balani Family Private Trust	10,482,611	12.59	-	10,482,611	10.38
6.	Aparna Tushar Patel	842,400	1.01	-	842,400	0.83
7.	Anjali Umesh Balani	2,605,363	3.13	-	2,605,363	2.58
8.	Pooja Tushar Patel	3,447,048	4.14	-	3,447,048	3.41
9.	Siddharth Tushar Patel	3,447,113	4.14	-	3,447,113	3.41
10.	BanyanTree Growth Capital II, LLC	3,250	0.00	3,200	17,758,131	17.58
Total		83,258,379	100.00	3,200	101,013,260	100.00

Note: Based on the beneficiary position statement dated September 15, 2025

* As on the date of this Draft Red Herring Prospectus, 3,200 CCDs of face value ₹100,000 each, are outstanding and will be converted to maximum of up to 17,754,881 Equity Shares of face value ₹1 each, prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations.

- c) The details of our Shareholders who held 1% or more of the paid-up Equity Share capital of our Company one year prior to the date of this Draft Red Herring Prospectus are set forth below:

S. No.	Name of the Shareholder	Number of Equity Shares of face value ₹10 each	Percentage of the Equity Share capital (%)*
1.	Umesh Mohan Balani	1,681,184	65.63
2.	Neelam Umesh Balani	288,116	11.25
3.	Priya Mohan Balani	274,183	10.70
5.	Anjali Umesh Balani	80,165	3.13
6.	Pooja Tushar Patel	80,163	3.13
7.	Siddharth Tushar Patel	80,165	3.13
8.	Tushar Harshadbhai Patel	77,700	3.03
Total		2,561,676	100.00

Note: Details as on September 26, 2024, being the date one year prior to the date of Draft Red Herring Prospectus

* As on the date of this Draft Red Herring Prospectus, 3,200 CCDs of face value ₹100,000 each, are outstanding and will be converted to maximum of up to 17,754,881 Equity Shares of face value ₹1 each, prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations.

- d) The details of our Shareholders who held 1% or more of the paid-up Equity Share capital of our Company two years prior to the date of this Draft Red Herring Prospectus are set forth below:

S. No.	Name of the Shareholder	Number of Equity Shares of face value ₹10 each	Percentage of the Equity Share capital (%)*
1.	Umesh Mohan Balani	1,681,184	65.63
2.	Neelam Umesh Balani	288,116	11.25
3.	Priya Mohan Balani	274,183	10.70
5.	Anjali Umesh Balani	80,165	3.13
6.	Pooja Tushar Patel	80,163	3.13
7.	Siddharth Tushar Patel	80,165	3.13
8.	Tushar Harshadbhai Patel	77,700	3.03
Total		2,561,676	100.00

Note: Details as on September 26, 2023, being the date two years prior to the date of Draft Red Herring Prospectus

* As on the date of this Draft Red Herring Prospectus, 3,200 CCDs of face value ₹100,000 each, are outstanding and will be converted to maximum of up to 17,754,881 Equity Shares of face value ₹1 each, prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations.

11. Except for the Allotment of Equity Shares pursuant to the (i) Fresh Issue; (ii) exercise of employee stock options under ESOP Scheme 2025 (iii) Pre- IPO Placement and (iv) conversion of CCDs into Equity Shares,

there will be no further issue of specified securities whether by way of public issue, rights issue, preferential issue, qualified institutions placement, bonus issue or otherwise, until the listing of the Equity Shares on the Stock Exchanges or the refund of application monies.

12. Except for the Allotment of Equity Shares pursuant to the (i) Fresh Issue; and (ii) exercise of employee stock options under ESOP Scheme, there is no proposal or intention or negotiations or consideration by our Company to alter our capital structure by way of split or consolidation of the denomination of the shares or issue of specified securities on a preferential basis or issue of bonus or rights issue or further public offer of specified securities within a period of six months from the Bid / Offer Opening Date.
13. No person connected with the Offer, including, but not limited to, our Company, the Selling Shareholders, the members of the Syndicate, our Promoters, the members of our Promoter Group or our Directors, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.
14. Except for Umesh Mohan Balani, Neelam Umesh Balani, Priya Mohan Balani, and Anjali Umesh Balani, who are offering Equity Shares in the Offer for Sale, none of the other members of Promoters and our Promoter Group will participate in the Offer.
15. The BRLMs and persons related to the BRLMs or Syndicate Members cannot apply in the Offer under the Anchor Investor Portion, except for Mutual Funds sponsored by entities which are associates of the BRLMs, or insurance companies promoted by entities which are associates of the BRLMs or AIFs sponsored by entities which are associates of the BRLMs, a FPI (other than individuals, corporate bodies and family offices) sponsored by entities which are associates of the BRLMs.
16. Except for the CCDs issued by our Company, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments into, or which would entitle any person any option to receive Equity Shares of our Company, as on the date of this Draft Red Herring Prospectus. All CCDs will be converted into Equity Shares prior to the filing of the Red Herring Prospectus with the RoC.
17. All transactions in Equity Shares by our Promoters and members of our Promoter Group between the date of filing of this Draft Red Herring Prospectus and the date of closing of the Offer shall be reported to the Stock Exchanges within 24 hours of such transactions.
18. Our Company shall ensure that the Pre-IPO Placement, if undertaken, will be reported to the Stock Exchanges within 24 hours of the Pre-IPO Placement.
19. The Promoters and members of our Promoter Group will not receive any proceeds from the Offer, except to the extent of their participation as Selling Shareholders in the Offer for Sale.
20. At any given time, there shall be only one denomination of the Equity Shares of our Company, unless otherwise permitted by law.
21. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

22. As on the date of this Draft Red Herring Prospectus, the Company does not have any employee stock appreciation right scheme.
23. Our Company, the Selling Shareholders, the Promoters, the Directors and the BRLMs have not entered into buy-back arrangements and/or any other similar arrangements for the purchase of Equity Shares being offered through the Offer.
24. All Equity Shares issued or transferred pursuant to the Offer shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus.
25. None of the BRLMs are an associate (as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) of the Company.
26. Our Company shall comply with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended, in relation to its post-Offer paid-up Equity Share capital.
27. As on the date of this Draft Red Herring Prospectus, the BRLMs and their associates (determined as per the definition of ‘associate company’ under the Companies Act, 2013 and as per definition of the term ‘associate’ under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. 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 banking transactions with our Company for which they may in the future receive customary compensation.
28. ***Employee Stock Option Plan***

As on the date of this Draft Red Herring Prospectus, except as mentioned below, our Company does not have any employee stock option plan:

Rotomag Employee Stock Option Plan 2025

Pursuant to the resolutions passed by our Board on June 12, 2025 and Shareholders on June 20, 2025, our Company has approved Rotomag Employee Stock Option Plan 2025 (“**ESOP Scheme 2025**”) for issue of options to the eligible employees which may result in issue of Equity Shares not exceeding 1,000,000 Equity Shares. The ESOP Scheme 2025 has been framed in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended.

The objectives of the ESOP Scheme 2025 are to enable the employees of our Company and its Subsidiaries to get a share in the value that they help to create for our Company and to reward employees for good performance in the past and to motivate similar performance in the future and retain talented people who added to the strength of our Company.

Eligible Employees:

- a) an employee as designated by our Company, who is exclusively working in India or outside India; or
- b) a Director of our Company, whether a whole time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter group, but excluding an Independent Director; or
- c) an Employee as defined in sub-clauses (a) or (b) in this para, of a group company including Subsidiaries, in India or outside India, or of a holding company of the Company

but does not include—

- a) an Employee who is a Promoter or a person belonging to the Promoter group; or
- b) a Director who, either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding Equity Shares of our Company.

Exercise Price: The exercise price, subject to applicable law, shall be pre-determined by the Board or the Compensation Committee from time to time.

In terms of the ESOP Scheme, 2025 minimum vesting period is one year. Subject to certain conditions, the employee can exercise the vested options within the exercise period, which shall commence from the date of vesting.

As on the date of this Draft Red Herring Prospectus, no options have been granted under the ESOP Scheme 2025.

SECTION V – PARTICULARS OF THE OFFER

OBJECTS OF THE OFFER

The Offer comprises of a Fresh Issue of up to [●] Equity Shares of face value of ₹1 each, aggregating up to ₹5,000 million by our Company and an Offer for Sale of up to 24,040,162 Equity Shares of face value of ₹1 each, aggregating up to ₹[●] million by the Selling Shareholders, subject to finalization of Basis of Allotment. For details, see “*Summary of the Offer Document*” and “*The Offer*” on pages 22 and 82, respectively.

Offer for Sale

The respective portion of the proceeds from the Offer for Sale shall be received by the Selling Shareholders, after deducting their portion of the Offer related expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer for Sale by the Selling Shareholders and the proceeds from the Offer for Sale will not form part of the Net Proceeds. For further details, see “– *Offer expenses*” on page 124.

Fresh Issue

Our Company proposes to utilize the Net Proceeds from the Fresh Issue towards funding the following objects:

1. Redemption of Non-Convertible Debentures issued by our Company and the accrued interest thereon;
 2. Funding our working capital requirements; and
 3. General corporate purposes.
- (collectively, referred to herein as the “**Objects**”)

In addition, our Company expects to receive the benefits of listing of Equity Shares on the Stock Exchanges including enhancing our visibility and our brand image among our existing and potential customers and creating a public market for our Equity Shares in India.

The main objects and objects incidental and ancillary to the main objects, as set out in the Memorandum of Association, enable our Company to undertake our existing business activities and the activities for which funds are being raised by us through the Fresh Issue. We confirm that the business activities which we have been carrying out till date are in accordance with the objects clause of the Memorandum of Association.

Net Proceeds

The details of the proceeds from the Fresh Issue are summarized in the following table:

(in ₹ million)	
Particulars	Total estimated cost
Gross proceeds from the Fresh Issue*	Up to 5,000.00
(Less) Offer related expenses in relation to the Fresh Issue ⁽¹⁾⁽²⁾	[●]
Net Proceeds⁽²⁾	[●]

* Our Company, in consultation with the BRLMs, may consider a further issue of specified securities as may be permitted under applicable law, aggregating up to ₹1,000.00 million (the “**Pre-IPO Placement**”), prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or that the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.

⁽¹⁾ For details with respect to sharing of fees and expenses amongst our Company and the Selling Shareholders, please refer to “– *Offer Expenses*” on page 124.

⁽²⁾ To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC.

Utilization of Net Proceeds

The Net Proceeds are proposed to be utilized in accordance with the details provided in the following table:

(in ₹ million)	
Particulars	Estimated amount ⁽²⁾
Redemption of Non-Convertible Debentures issued by our Company and accrued interest	1,000.00

Particulars	Estimated amount ⁽²⁾
thereon	
Funding our working capital requirements	2,750.00
General corporate purposes ⁽¹⁾	●
Total⁽¹⁾	●

⁽¹⁾ To be finalized upon determination of the Offer Price and updated in the Prospectus prior to filing with the RoC. The amount to be utilized for general corporate purposes shall not exceed 25% of the gross proceeds from the Fresh Issue.

⁽²⁾ Our Company, in consultation with the BRLMs, may consider a further issue of specified securities as may be permitted under applicable law, aggregating up to ₹1,000.00 million (the “**Pre-IPO Placement**”), prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or that the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.

Proposed Schedule of Implementation and Deployment of Net Proceeds

We propose to deploy the Net Proceeds towards the Objects in accordance with the estimated schedule of implementation and deployment of funds as set forth below:

(in ₹ million)

Particulars	Amount which will be financed from Net Proceeds ⁽²⁾	Estimated deployment of Net Proceeds in	
		Fiscal 2026	Fiscal 2027
Redemption of Non-Convertible Debentures issued by our Company	1,000.00	-	1,000.00
Funding our working capital requirements	2,750.00	950.00	1,800.00
General corporate purposes ⁽¹⁾	●	●	●
Net Proceeds ⁽¹⁾⁽²⁾	●	●	●

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

⁽²⁾ Our Company, in consultation with the BRLMs, may consider a further issue of specified securities as may be permitted under applicable law, aggregating up to ₹1,000.00 million (the “**Pre-IPO Placement**”), prior to filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or that the Offer may be successful and will result into listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.

The aforesaid fund requirements, deployment of funds and the intended use of the Net Proceeds as described in this Draft Red Herring Prospectus are based on our current business plan, management estimates, prevailing market conditions, current circumstances of our business and other commercial considerations, which are subject to change and may not be within the control of our management. However, such fund requirements and deployment of funds have not been appraised by any external agency or any bank or financial institution or any other independent agency. See “*Risk Factors – Our funding requirements and deployment of the Net Proceeds of the Offer are based on management estimates and have not been independently appraised*” on page 65.

Given the nature of our business, we may have to revise our funding requirements and deployment, as required, on account of a variety of factors such as our financial and market condition, our business and growth strategies, competitive landscape, general factors affecting our results of operations, financial condition and access to capital and other external factors such as changes in the business environment or regulatory climate and interest or exchange rate fluctuations. This may entail rescheduling or revising the proposed utilization of the Net Proceeds and changing the allocation of funds from its planned allocation at the discretion of our management, subject to compliance with applicable laws.

Subject to applicable laws, if the actual utilization towards any of the Objects is lower than the proposed deployment, such balance will be used for funding other existing Objects, if necessary and/or towards general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the Gross Proceeds in accordance with Regulation 7(2) of the SEBI ICDR Regulations. Subject to applicable law, in

case of a shortfall in raising requisite capital from the Net Proceeds or an increase in the total estimated cost of the Objects, business considerations may require us to explore a range of options including utilizing our internal accruals and seeking additional debt from existing and future lenders. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Offer. To the extent our Company is unable to utilize any portion of the Net Proceeds towards the aforementioned Objects, as per the estimated scheduled of deployment specified above, our Company shall deploy the Net Proceeds in subsequent Fiscal(s) towards the aforementioned Objects.

Details of the Objects

1. Redemption of Non-Convertible Debentures issued by our Company

Our Company intends to utilize ₹1,000.00 million out of the Net Proceeds towards the scheduled redemption of Non-Convertible Debentures (“NCDs”). The said redemption of the NCDs will help reduce our outstanding indebtedness and debt servicing costs and enable utilization of our internal accruals for further investment in business growth and expansion.

Details of the NCDs

Our Company issued 10,000 fully paid, senior, secured, unrated, unlisted, redeemable non-convertible debentures, each having a face value of ₹0.10 million each, on a private placement basis on August 25, 2025 (“**Deemed Date of Allotment**”) along with certain specified terms and conditions aggregating to ₹1,000.00 million. Our Company had entered into a debenture trust deed dated August 22, 2025 with Catalyst Trusteeship Limited (“**Debenture Trustee**”) which governs the terms and conditions of the issuance of the NCDs (“**Debenture Trust Deed**”). The proceeds received from issuing the NCDs, as provided under the Debenture Trust Deed, along with internal accrual of the Company were used for the acquisition of 50.99% of equity shares of Statcon, on a fully-diluted basis.

As on August 31, 2025, the amount outstanding under the borrowing arrangements entered into by our Company was ₹1,000.00 million and interest accrued but not due was ₹1.63 million to Neo Income Plus Fund and ₹0.18 million to Neo Market Services Private Limited. For further details of the NCDs, including indicative terms and conditions thereof, see “*Financial Indebtedness*” on page 422. Our Company proposes to utilise an estimated amount of ₹1,000.00 million from the Net Proceeds towards redemption or earlier redemption of NCDs issued by our Company either in full or in part, and the interest accrued thereon.

The NCDs were issued with a maturity period of 36 months from the Deemed Date of Allotment at 11% of coupon rate per annum, compounded monthly and calculated on the sum of the outstanding debenture along with the accrued redemption premium on the debentures. In accordance with the terms of the Debenture Trust Deed, our Company is required to redeem the NCDs from the proceeds of the IPO. Accordingly, our Company will utilise the Net Proceeds towards the redemption of the NCDs. However, the aggregate amount to be utilised from the Net Proceeds towards redemption and/or earlier redemption, in part or full, of NCDs (including refinanced or additional facilities availed, if any), would not exceed ₹1,000.00 million and interest, if any.

For the details of the NCDs, which are proposed to be redeemed from the Net Proceeds, please refer to the table below:

Name of the Debenture Trustee	Sanction Date	Nature of borrowing	Amount sanctioned (in ₹ million)	Repayment date / schedule	Amount outstanding as at August 31, 2025 (in ₹ million)	Applicable rate of interest (p.a.)	Tenor	Purpose for which the NCDs was sanctioned and utilised	Whether the NCDs were utilized for the purpose for which they were issued (Yes/No)	Prepayment penalty if any	Whether utilized for Capital Expenditure (Yes/No)
Catalyst Trusteeship Limited	August 22, 2025	Non-Convertible Debentures	1,500.00	Five semi-annual instalments starting from August 25, 2026 to August 25, 2028	1,000.00	11.00 %	36 Months	For acquisition of 50.99% of equity shares of Statcon Energiaa Private Limited	Yes	Refer note a) below	No, utilized for acquisition of equity shares of other entity

a) The Company carries certain Debenture Secured Obligations in case of redemption / prepayment of NCDs during the lock-in period i.e. 15 months from deemed date of allotment. The Company is required to pay additional 'Make Whole Amount' which is the difference between (i) the aggregate amount of coupon and redemption premium that would have been accrued from the respective deemed date of allotment of such debentures until the lock-in period, in respect of such debentures being redeemed but for such prepayment / early redemption and (ii) aggregate of all coupon accrued and paid in respect of such debentures being redeemed prior to the date of prepayment / early redemption and which shall be payable on such redemption. However, if the Company redeems the debentures out of proceeds from IPO, then the above referred lock-in period would be reduced to 9 months from deemed date of allotment.

* Our Statutory Auditors by way of their certificate dated September 23, 2025 have confirmed that the proceeds from the issuance of NCDs have been utilized for the same purposes for which the said NCDs were issued, as provided for in the Debenture Trust Deed

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2. Funding the working capital requirements of our Company

Our Company's working capital requirements are influenced by several factors, including the current order book, anticipated order wins, and the margin money needed to support bank guarantees during order execution for our business, especially our solar pumping systems business.

We fund a majority of our working capital requirements in the ordinary course of business from our internal accruals and financing facilities from various banks. We propose to utilize up to ₹2,750.00 million from the Net Proceeds towards funding the working capital requirements of our Company. As on August 31, 2025, our Company has sanctioned working capital facilities, comprising both fund-based and non-fund-based limits (including guarantees and letters of credit), amounting to ₹4,640.00 million. Further, for risks in relation to use of the Net Proceeds for funding the working capital gap of our Company, see *"Risk Factors- Our funding requirements and deployment of the Net Proceeds of the Offer are based on management estimates and have not been independently appraised"* on page 65.

Requirement of working capital

Our Company is engaged in the manufacturing and supply of industrial drive solutions (comprising motors, gearboxes, drivetrains and railway products) and solar products (comprising solar pumps, solar pumping systems, inverters and energy storage systems), serving diverse applications across multiple industries.

Our industrial drive solutions comprise direct current ("DC") motors, permanent magnet DC ("PMDC") motors, brushless direct current ("BLDC") motors, alternating current ("AC") motors, PMSM, gearboxes (including worm, bevel, helical, in-line bevel, in-line helical, cycloidal and planetary) and gearmotors, drivetrains for Electrical Vehicles and BLDC carriage fan for Railways.

Our solar products include a variety of solar pumps (surface and submersible) driven by AC and DC motors with ratings varying from 1.0 horsepower ("hp") to 10 hp. We offer solar pumping systems, i.e., integrated systems (including solar pumps, controllers, modules, structures and cables) that covers the entire process of designing, manufacturing, supply, transportation, installation, testing and commissioning to meet the various irrigation needs of individual farmers. We also provide solar pumps as standalone products to installers. Additionally, our portfolio includes power inverters, solar inverters and energy storage systems suitable for domestic, commercial and industrial applications. Our continued focus on our solar products has enabled us to increase our revenue, sustain our profit margins and build long-term competitive advantages.

Our revenue from operations attributable to solar products grew at a CAGR of 55.68% from ₹4,301.11 million to ₹10,423.93 million between Fiscals 2023 and 2025, representing 61.08% and 82.40%, respectively, of our revenue from operations during the same periods. For our contribution in the design and manufacturing of solar pumping systems that were adopted by Indian farmers, we were recognized by the Ministry of New and Renewable Energy with a certificate of appreciation for our efforts in the implementation of component B of the PM Kusum Scheme.

As of Fiscal 2025, on a standalone basis, Rotomag Enertec Limited is primarily engaged in the manufacture of solar pumps and solar pumping systems, with DC motors representing a secondary line of activity. On a standalone basis, Rotomag Enertec Limited's revenue from operations increased by a CAGR of 47.16% from ₹5,025.76 million in Fiscal 2023 to ₹10,883.57 million in Fiscal 2025.

As on August 31, 2025, the outstanding order book for our solar pumping systems business was ₹9,380.33 million. Order book for our solar pumping systems business is defined as the value of the orders received by us under the schemes being implemented by State Nodal Agencies ("SNA") for the installation of solar-powered pumping systems under the PM-KUSUM Scheme and similar state government programs, less the revenue already recognized from these allocations. We supply solar pumping systems to various SNAs across multiple states, including Maharashtra, Rajasthan, Haryana, Uttar Pradesh, Assam and Chhattisgarh. As of June 30, 2025, we have installed solar pumping systems in 14 states of India.

Below is a summary of the process for installing solar pumps under the PM-KUSUM scheme. SNA's invite bids

through a tendering process and empanel vendors based on their qualifications. Once empaneled, farmers select vendors from the approved vendor list when the portal is opened. The State Nodal Agency issues a tender and subsequently awards a work order to the selected bidder. The selected bidder supplies the necessary equipment and completes the installation at the farmer's site. After installation, the bidder submits a completion report detailing the materials supplied, installation work completed, and associated payment information (*Source: F&S Report*)

Installation of solar pumping systems for the farmers, typically happens within 90 days of work order. The SNA usually disburses the payment to us within 180-220 days following installation verification. Accordingly, we are required to manage our cash flows from the date of material dispatch until the funds are released by the SNA, resulting in a corresponding working capital requirement.

Furthermore, upon empanelment and receipt of work orders from the SNA, we are required to provide a performance bank guarantee ("**Bank Guarantee**") to the respective SNA, starting from the allocation of work and continuing through the completion of the defect liability period, which is the period after execution of the project in which we remain responsible for rectifying any defects that arise due to workmanship, materials or design.

We are required to furnish a security deposit in the form of performance bank guarantees to the SNA immediately upon receiving allocation of work. The amount guaranteed is typically up to 3% of the project value and remains valid until the expiration of the defect liability period, which is generally five years from the installation date. Our Company has availed non-fund-based limits from our bankers for issuing these guarantees. These guarantees are backed by margin deposits, usually up to 10% of the bank guarantee amount, held in fixed deposits with the issuing bank and lien marked until the guarantee's validity period ends. The requirement to provide collateral for bank and performance guarantees adds to our working capital needs. Insufficient collateral could constrain our ability to secure such guarantees, thereby limiting our capacity to enter new contracts

Additionally, we provide advances to our vendors, primarily to facilitate the procurement of solar modules required for our solar pump installation operations. This is done to secure pricing and protect against fluctuations in the cost of materials.

Accordingly, our working capital requirements primarily arise from the need to maintain sufficient cash to manage receivables from the SNAs, to hold fixed deposits as margin for bank guarantees and to provide advances to our vendors. We have funded our working capital requirements through financing from various banks and financial institutions as well as from our internal accruals. As on August 31, 2025, our Company has sanctioned working capital facilities, comprising both fund-based and non-fund-based limits (including guarantees and letters of credit), amounting to ₹4,640.00 million. As on the same date, our Company has availed fund based facility of ₹2,301.80 million and non-fund based facility of ₹ 1,461.09 million.

Basis of estimation of working capital requirement

(a) Existing working capital:

The details of our Company's existing working capital requirements as of March 31, 2025, March 31, 2024 and March 31, 2023, on a standalone basis, based on the audited standalone financial statements of our Company, and source of funding are provided in the table below:

Particulars	(in ₹ million)		
	As at March 31, 2025 (Standalone)	As at March 31, 2024 (Standalone)	As at March 31, 2023 (Standalone)
Current Assets			
(a) Inventories	1,146.18	894.41	757.34
(b) Financial assets			
(i) Trade receivables	6,524.33	2,910.27	2,127.96
(ii) Bank Balances other than cash and cash equivalents			
-Bank deposits (Current portion of deposits with original maturity after 12 months)	2.51	0.00	0.00

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
	(Standalone)	(Standalone)	(Standalone)
-Bank deposits with original maturity after 3 months but up to 12 months	67.06	0.00	0.00
-Bank deposits (pledged and lien marked)	1,112.76	497.65	311.62
(iii) Other Financial Assets	37.71	0.24	7.68
(c) Current Tax Assets (net)	-	52.47	48.69
(d) Other Current Assets			
- Advance to vendors	205.42	122.02	102.49
- Others	82.61	80.38	146.91
Total Current Assets (A)*	9,178.58	4,557.44	3,502.69
Current Liabilities			
(a) Financial Liabilities			
(i) Lease liabilities	1.11	0.48	0.30
(ii) Trade Payables			
-Total outstanding dues of Micro and Small Enterprises	327.48	625.54	1.71
-Total outstanding dues of creditors other than Micro and Small Enterprises	2,684.89	474.81	944.88
(iii) Other financial liabilities	43.73	31.35	19.54
(b) Other current liabilities	75.87	236.89	218.49
(c) Provisions	22.78	24.18	27.85
(d) Current tax liabilities	169.59	-	-
Total Current Liabilities (B)**	3,325.45	1,393.25	1,212.77
Net working capital requirements (C=A-B)	5,853.13	3,164.19	2,289.92
Existing Funding Patterns			
Current Borrowings from banks (excluding current maturities of long-term debt)	1,939.58	768.15	0.08
Internal accruals/equity	3,913.55	2,396.04	2,289.84
Total	5,853.13	3,164.19	2,289.92

*Total Current Assets exclude cash and cash equivalents

**Total Current Liabilities exclude current borrowings

Note: As certified by GMJ and Co., Chartered Accountants, by way of their certificate dated September 26, 2025.

Utilization of fund based and non-fund-based credit limits for working capital requirement

(in ₹ million)

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Fund Based			
Cash Credit Facilities	76.64	-	-
Working Capital Demand Loan	1,000.00	-	-
Overdraft against Fixed Deposit	862.94	768.15	0.08
Utilization	1,939.58	768.15	0.08
Fund based facilities credit limits	2,163.54	1,068.73	312.78
Utilization of fund-based facilities %	89.65%	71.88%	0.03%
Non-fund based			
Utilization	1,074.06	725.61	402.41
Non-Fund based facilities credit limits	910.00	910.00	910.00
Utilization of non fund-based facilities %	118.03%	79.74%	44.22%

As our Company's order book for solar pumping systems has increased from ₹3,327.66 million as at March 31, 2023 to ₹8,524.51 million as at March 31, 2025, on a standalone basis, our utilization of fund-based limits has increased from 0.08 million as at March 31, 2023 to ₹1,939.58 million as at March 31, 2025 and utilization of non-fund based limits has increased from ₹402.41 million as at March 31, 2023 to ₹1,074.06 million as at March 31, 2025. As shown above, the expansion of our solar pumping systems business led to higher utilization of fund-based and non-fund-based facilities, driven by increased working capital requirements from a prolonged receivables cycle with SNAs and the need to provide performance bank guarantees upon project awards.

(b) *Estimated working capital requirements:*

As on August 31, 2025, the outstanding order book for our solar pumping systems was ₹9,380.33 million. Additionally, as per Frost & Sullivan estimates, in Fiscal 2025, the Indian market for solar pumps was valued at ₹53,000 million. It is projected to grow at a CAGR of approximately 21.4% between Fiscals 2025 and 2030 to reach ₹140,000 million by Fiscal 2030 (*Source: F&S Report*)

Given our current order book in the solar pumping systems and the expected growth in the domestic solar pumps sector, we believe that adequate working capital will be essential to manage receivables from the SNA, maintain fixed deposits as margin for bank guarantees, access fund-based and non-fund-based credit facilities, and provide advances to our vendors.

On a standalone basis, our Company's revenue from operations increased by a CAGR of 47.16% from ₹5,025.76 million in Fiscal 2023 to ₹10,883.57 million in Fiscal 2025. During the same period, our net working capital requirements increased by a CAGR of 59.88% from ₹2,289.92 million in Fiscal 2023 to ₹5,853.13 million in Fiscal 2025. In light of the same, as our solar pumping systems business ramps up in scale, we propose to utilize ₹2,750.00 million from the Net Proceeds towards the working capital requirements of our Company over Fiscals 2026 and 2027. The balance portion of working capital requirement of our Company shall be met through internal accruals and borrowings.

On the basis of our Company's existing working capital requirements and management estimates, the details of our Company's expected working capital requirements on a standalone basis for Fiscals 2026 and 2027 are set out below:

Particulars	(in ₹ million)	
	As at March 31, 2026 (estimated) (Standalone)	As at March 31, 2027 (estimated) (Standalone)
Current Assets		
(a) Inventories	1,561.64	2,082.19
(b) Trade receivables	8,013.70	9,863.01
(c) Bank Deposits (pledged and lien marked)	1,438.36	1,917.81
(d) Advance to vendors	287.67	383.56
(e) Other current assets	246.58	328.77
Current Assets (excluding Cash and cash equivalents)(A)	11,547.95	14,575.34
Current Liabilities		
(a) Trade payables	3,904.11	4,931.51
(b) Other current and financial liabilities	410.96	547.95
Current Liabilities (excluding current borrowings) (B)	4,315.07	5,479.45
Net Working Capital Requirements (C=A-B)	7,232.88	9,095.89
Sources of Funds		
Current Borrowings from banks (excluding current maturities of long term debt)	1,939.58	1,939.58
Internal accruals/equity	4,343.30	5,356.31
Amount proposed to be utilised from Net Proceeds	950.00	1,800.00
Sources of Funds (D)	7,232.88	9,095.89

Note: As certified by GMJ and Co., Chartered Accountants, by way of their certificate dated September 26, 2025.

These estimates have been approved by our Board of Directors pursuant to their resolution dated September 26, 2025.

Holding levels and assumptions for working capital requirements:

Holding levels

On the basis of our existing working capital requirements, the following table sets forth the details of our

Company's holding period (with the number of days rounded to the nearest whole number) on the basis of our Company's audited standalone financial statements, and as approved by our Board pursuant to their resolution dated September 26, 2025, for the period mentioned below:

Particulars	No. of days for the period ended				
	March 31, 2023 (Actual)	March 31, 2024 (Actual)	March 31, 2025 (Actual)	March 31, 2026 (Estimated)	March 31, 2027 (Estimated)
Current Assets					
Inventories	55	63	38	38	38
Trade receivables	155	206	219	195	180
Bank Deposits (pledged and lien marked)	23	35	37	35	35
Advance to vendors	7	9	7	7	7
Other Current Assets	15	9	6	6	6
Current Liabilities					
Trade Payables	69	78	101	95	90
Other current and financial liabilities	19	21	10	10	10

Assumptions and justifications for holding period levels:

Particulars	Assumptions
Current assets	
Inventories	The inventory holding period of our Company for Fiscal Years 2023, 2024, and 2025 was 55 days, 63 days, and 38 days, respectively. Our inventories consist of raw materials (including consumables and goods in transit), semi-finished goods and finished goods. These inventories primarily comprise materials and components essential for the installation of solar pumping systems, solar pumps as well as industrial drive solution products. The variation in inventory days from Fiscal 2023 to Fiscal 2025 was primarily driven by shifts in the product mix and adjustments in sourcing strategies. Inventory days increased from 55 in Fiscal 2023 to 63 in Fiscal 2024, primarily due to a higher share of sales from our industrial drive solutions business. Our industrial drive solutions business typically require us to maintain larger raw material stocks. Additionally, inventory levels were elevated in Fiscal 2024 in anticipation of faster growth in our business in Fiscal 2025. In Fiscal 2025, inventory days stabilized at 38, reflecting a shift in the product mix towards solar products, which require lower inventory holding levels compared to industrial drive solutions. Our company has projected inventory holding periods of 38 days for Fiscal 2026 and Fiscal 2027, in line with the levels maintained in Fiscal 2025 and reflecting the anticipated shift towards greater sales from the solar products business and execution of the order book for our solar products business
Trade receivables	The holding levels of our trade receivables for Fiscal 2023, 2024, and 2025 were 155 days, 206 days, and 219 days, respectively. The increase in receivable days over this period reflects the growth in our operations and a shift in product mix, with a greater emphasis on sales from our solar business, where SNAs typically have payment cycles ranging from 180 to 220 days. Consequently, trade receivables and trade receivables in terms of days of revenue from operations have been steadily rising. Looking ahead, we expect a modest improvement in our collection cycle and have assumed a receivables period of 195 days in Fiscal 2026 and 180 days in Fiscal 2027 going forward as our standalone business is expected to remain concentrated on solar products, which form a larger share of our product mix
Bank Deposits (pledged and lien marked)	Upon empanelment and receipt of work orders from the SNA, we are required to provide performance bank guarantees (typically up to 3% of the project value) covering the project duration and the five-year defect liability period. These guarantees are issued under non-fund-based banking limits and secured by margin deposits, usually up to 10% of the guarantee amount, held in fixed deposits until the guarantee expires, As revenue from our solar products business steadily increased, our bank deposit days increased in Fiscals 2023, 2024 and 2025 were 23 days, 35 days and 37 days respectively. With our current solar pumping systems order book of ₹9,380.33 million and the expected growth in this segment, we foresee a sustained need to maintain adequate bank deposits to be

Particulars	Assumptions
	pledged and lien-marked. Accordingly, we have considered a holding period of 35 days going forward broadly in line with the holding period for Fiscal 2025.
Advance to vendors	Our advances to vendors, in terms of days of our revenue from operations in Fiscals 2023, 2024 and 2025 were 7, 9 and 7 days respectively. We provide advances to our vendors, primarily to facilitate the procurement of solar modules required for our solar pump installation operations. Accordingly, we have considered a holding period of 7 days going forward in line with the holding period for Fiscal 2025.
Other current assets	Our other current assets include balances with government authorities, current portion of prepaid expenses, advances for expenses to related parties, share issue expenses. Bank deposits (Current portion of deposits with original maturity after 12 months), Bank deposits with original maturity after 3 months but up to 12 months and prepaid guarantee commission. Our other current assets, in terms of days of revenue from operations in Fiscals 2023, 2024 and 2025 were 15, 9 and 6 days respectively. Accordingly, we have considered a holding period of 6 days going forward, in line with the holding period for Fiscal 2025.
Current liabilities	
Trade payables	Our trade payables comprise outstanding dues to micro and small enterprises as well as creditors other than micro and small enterprises. As a number of days of revenue from operations, our trade payables stood at 69 days in Fiscal 2023, 78 days in Fiscal 2024, and 101 days in Fiscal 2025. The increase from 69 days in Fiscal 2023 to 101 days in Fiscal 2025 is primarily due to a shift in our product mix, with a greater focus on our solar products business compared to industrial drive solutions. In the solar segment, we work with project installers whose payments are closely linked to the receipts from SNAs, contributing to the rise in payable days. Going forward, we expect to improve our payment cycle for our vendors and have accordingly assumed a holding period of 95 days in Fiscal 2026 and 90 days in Fiscal 2027 for trade payables days going forward.
Other current and financial liabilities	Our current and financial liabilities consist of lease liabilities, provisions, current tax liabilities, trade deposits, liabilities payable to employees, interest payable to MSME vendors, financial guarantee obligations, statutory dues payable, advance received from customers and provision for CSR expenditure. Our current and financial liabilities, in terms of number of days of our revenue from operations for Fiscal 2023, 2024 and 2025 were 19, 21 and 10 days respectively. Accordingly, we have considered a holding period of 10 days going forward, in line with our holding period for Fiscal 2025.

Note: As certified by GMJ and Co., Chartered Accountants, by way of their certificate dated September 26, 2025.

Working capital requirements of our Company for Fiscals 2025, 2024 and 2023 are derived from the audited standalone financial statements.

3. General corporate purposes

We propose to utilize up to ₹[●] million of the Net Proceeds towards general corporate purposes and the business requirements of our Company as approved by the Board, from time to time, subject to such utilization for general corporate purposes not exceeding 25% of the Gross Proceeds from the Fresh Issue, in compliance with the SEBI ICDR Regulations.

The general corporate purposes for which our Company proposes to utilize the Net Proceeds include, without limitation, meeting ongoing general corporate contingencies, expenses incurred in ordinary course of business, funding growth opportunities, including funding strategic initiatives, capital expenditure, expansion initiatives and meeting exigencies, brand building, and meeting incidental expenses, and any other purpose in the ordinary course of business, as may be approved by our Board or a duly constituted committee thereof from time to time, subject to compliance with applicable laws, including provisions of the Companies Act. In the event our Company is unable to utilize the Net Proceeds towards any of the objects of the Offer for any of the reasons as aforementioned, our Company may utilize such Net Proceeds towards general corporate purposes without any approval, provided that the aggregate amount deployed towards general corporate purposes shall not exceed 25% of the Gross Proceeds.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board or a duly constituted committee thereof from time to time, subject to compliance with applicable law and based on the amount available under this head and the business requirements of our Company, from time to time. Our Company's

management shall have flexibility in utilizing surplus amounts, if any. In the event that we are unable to utilize the entire amount that we have currently estimated for use out of Net Proceeds in a Fiscal, we will utilize such unutilized amount(s) in the subsequent Fiscals.

Means of Finance

The entire fund requirements for our Objects are proposed to be funded from the Net Proceeds and internal accruals. Accordingly, we confirm that there are no requirements to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount raised through the Fresh Issue and existing internal accruals, under Regulation 7(1)(e) of the SEBI ICDR Regulations and Paragraph 9(C)(1) of Part A of Schedule VI of the SEBI ICDR Regulations.

Offer Expenses

The total expenses of the Offer are estimated to be approximately ₹[●] million. The expenses of this Offer include, among others, listing fees, selling commission and brokerage, fees payable to the BRLMs, fees payable to legal counsels, 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, underwriting commission, brokerage and selling commission payable to members of the Syndicate, Registered Brokers, RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses, fees payable to consultants and Statutory Auditors for deliverables in connection with the Offer and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

Other than the (a) listing fees, listing processing fees, costs related to listing ceremonies or events, internal employee compensation (excluding consultants specifically engaged for the Offer), and sitting fees paid to directors, audit fees (not in relation to the Offer), and expenses for any product or corporate advertisements consistent with past practice of the Company (other than the expenses relating to the Offer), which shall be borne solely by the Company; (b) fees and expenses in relation to the legal counsel to the Selling Shareholders which shall be borne by the respective Selling Shareholders, all costs, charges, fees and expenses that are associated with and incurred in connection with the Offer including, *inter-alia*, filing fees, book building fees and other charges, fees and expenses of the SEBI, the Stock Exchanges, the Registrar of Companies and any other Governmental Authority, advertising, printing, road show expenses, accommodation and travel expenses, fees and expenses of the legal counsel to the Company and the Indian and international legal counsel to the BRLMs, fees and expenses of the Statutory Auditors, the Previous Auditor, registrar fees and broker fees (including fees for procuring of applications), underwriting commissions, 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 shall be paid within the time prescribed under the agreements to be entered into with such persons, the Engagement Letter and in accordance with Applicable Law, and shall be borne by the Company and each of the Selling Shareholders in proportion to the number of Equity Shares issued and allotted by the Company pursuant to the Fresh Issue and/or transferred by the Selling Shareholders pursuant to the Offer for Sale. The Selling Shareholders, severally and not jointly, agree that they shall reimburse the Company for all expenses undertaken by the Company on their behalf in relation to the Offer in proportion to the Equity Shares offered by each of them as part of the Offer. However, in the event that the Offer is withdrawn or not completed for any reason whatsoever, all Offer related expenses shall be shared between our Company and the Selling Shareholders in accordance with applicable laws. Provided that, in the event any Selling Shareholder withdraws or abandons the Offer or the Offer Agreement is terminated in respect of such Selling Shareholder at any stage prior to the completion of Offer, it shall reimburse to the Company all costs, charges, fees and expenses associated with and incurred in connection with the Offer in proportion to the Offered Shares, on a pro-rata basis, up to the date of such withdrawal, abandonment or termination with respect to such Selling Shareholder.

The break-up of the estimated Offer expenses is set forth below:

(in ₹ million)			
Activity	Estimated expenses*	As a % of the total estimated Offer expenses	As a % of the total Offer size
Fees payable to the BRLMs and commissions	[●]	[●]	[●]

(in ₹ million)			
Activity	Estimated expenses*	As a % of the total estimated Offer expenses	As a % of the total Offer size
(including underwriting commission, brokerage and selling commission, as applicable)			
Commission / processing fee for SCSBs, Bankers to the Offer and fee payable to the Sponsor Bank for Bids made by RIBs. Brokerage, underwriting commission and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	[●]	[●]	[●]
Fees payable to Registrar to the Offer	[●]	[●]	[●]
Advertising and marketing expenses for the Offer	[●]	[●]	[●]
Fee payable to auditors, consultants and market research firms	[●]	[●]	[●]
Others Listing fees, SEBI filing fees, upload fees, BSE and NSE processing fees, book building software fees and other regulatory expenses; Printing and distribution of stationery; Fees payable to legal counsel; and Miscellaneous.	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

* Offer expenses include GST, where applicable. Offer expenses will be incorporated at the time of filing of the Prospectus. Offer expenses are estimates and are subject to change

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

Portion for Retail Individual Investors*	[●]% of the Amount Allotted (plus applicable taxes)
Portion for Non-Institutional Investors*	[●]% 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 additional uploading / processing fees shall be payable by our Company and the Selling Shareholders to the SCSBs on the applications directly procured by them;

- (2) Processing fees payable to the SCSBs on the portion for Retail Individual Investors and Non-Institutional Investors which are procured by the members of the Syndicate / sub-Syndicate / Registered Broker / RTAs / CDPs and submitted to SCSB for blocking, would be as follows:

Portion for Retail Individual Investors	₹[●] per valid application (plus applicable taxes)
Portion for Non-Institutional Investors	₹[●] per valid application (plus applicable taxes)

*Processing fees payable to the SCSBs for capturing Syndicate Member / Sub-syndicate (Broker) / Sub-broker code on the ASBA Form for Non-Institutional Investors and Qualified Institutional Buyers with bids above ₹0.50 million would be ₹[●] plus applicable taxes, per valid Bid cum Application Form.

- (3) Uploading charges / processing fees for applications made by UPI Bidders would be as follows:

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

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

- (4) Brokerage, selling commission on the portion for UPI Bidders (using UPI Mechanism), Retail Individual Investors and Non-Institutional Investors which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, RTAs and CDPs would be as follows:

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

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

- (5) 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 Members shall not be able to accept Bid Cum Application Form above ₹0.50 million and the same Bid Cum Application Form needs to be submitted to SCSBs for blocking of fund and uploading on the exchange bidding platform. To identify bids submitted by Syndicate / Sub-Syndicate Members 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 RII Bids and NII Bids up to ₹0.50 million will not be eligible for brokerage. Processing fees payable to the SCSBs for Bid cum Application Forms which are procured by the Registered Brokers / RTAs / CDPs and submitted to the SCSB for blocking shall be ₹[●] per valid Bid cum Application Form (plus applicable taxes). 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/P/CIR/2021/570 dated June 2, 2021, read with SEBI circular no: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

Interim use of funds

Pending utilization for the purposes described above, we undertake to temporarily invest such portion funds from the Net Proceeds in deposits only with one or more scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934, as amended. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Bridge loan

Our Company has not raised any bridge loans from any banks or financial institutions, as on the date of this Draft Red Herring Prospectus, which are proposed to be repaid from the Net Proceeds.

Appraising Entity

None of the Objects for which the Net Proceeds will be utilized have been appraised by any agency, including any bank, finance institutions or any independent agency.

Monitoring of utilization of funds

In accordance with Regulation 41 of the SEBI ICDR Regulations, our Company shall appoint a Monitoring Agency for monitoring the utilization of Gross Proceeds prior to the filing of the Red Herring Prospectus with the RoC, as the Fresh Issue size exceeds ₹1,000.00 million.

Our Audit Committee and the Monitoring Agency will monitor the utilization of the Gross Proceeds and the Monitoring Agency shall submit the report required under Regulation 41(2) of the SEBI ICDR Regulation, on a quarterly basis, until such time as the Gross Proceeds have been utilized in full. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay. Our Company will disclose the utilization of the Gross Proceeds, including interim use under a separate head in its balance sheet for such periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, clearly specifying the purposes for which the Gross Proceeds have been utilized. Our Company will also, in its balance sheet for the applicable periods, provide details, if any, in relation to all such Gross Proceeds that have not been utilized, if any, of such currently unutilized Gross Proceeds.

Pursuant to Regulation 32(3) and Part C of Schedule II of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Gross Proceeds. The Audit Committee shall make recommendations to our Board for further action, if appropriate. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than those stated in the Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Gross Proceeds remain unutilized. Such disclosure shall be made only until such time that all the Gross Proceeds have been utilized in full. The statement shall be certified by our Statutory Auditors. Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilization of the proceeds of the Fresh Issue from the Objects as stated above; and (ii) details of category wise variations in the actual utilization of the proceeds of the Fresh Issue from the Objects as stated above. This information will also be

published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director's report, after placing the same before the Audit Committee.

Variation in Objects

In accordance with Sections 13(8) and 27 of the Companies Act, 2013 and applicable rules thereunder, our Company shall not vary the Objects of the Offer unless our Company is authorized to do so by way of a special resolution of its Shareholders and such variation will be in accordance with the applicable laws including the Companies Act, 2013 and the SEBI ICDR Regulations. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution ("**Postal Ballot Notice**") shall specify the prescribed details as required under the Companies Act, 2013 and applicable rules and such Postal Ballot Notice shall be placed on website of our Company. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in Gujarati, Gujarati being the regional language of Gujarat, where our Registered Office and Corporate Office is situated in accordance with the Companies Act, 2013 and applicable rules. Our Promoters will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the Objects, at such price, and in such manner, in accordance with Section 13(8) and other applicable provisions of the Companies Act, our Articles of Association, and the SEBI ICDR Regulations.

Other confirmations

Except to the extent of the proceeds received by the Selling Shareholders pursuant to the Offer for Sale portion, none of our Promoters, members of the Promoter Group, Directors or Key Managerial Personnel or Senior Management will receive any portion of the Offer Proceeds and there are no existing or anticipated transactions in relation to utilization of the Net Proceeds with our Promoters or members of the Promoter Group, Directors or Key Managerial Personnel or Senior Management. Further, except in the ordinary course of business, there is no existing or anticipated interest of such individuals and entities in the Objects as set out above.

BASIS FOR THE OFFER PRICE

The Floor Price, Price Band and Offer Price will be determined by our Company, in consultation with the Book Running Lead Managers, in accordance with the SEBI ICDR Regulations, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹1 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. The financial information included herein is derived from our Restated Consolidated Financial Information. Prospective investors should also refer to “*Our Business*”, “*Risk Factors*”, “*Restated Consolidated Financial Information*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and “*Other Financial Information*” on pages 252, 32, 331, 392 and 391, respectively, to have an informed view before making an investment decision.

Qualitative factors

Some of the qualitative factors and our strengths which form the basis for computing the Offer Price are:

Our extensive experience and understanding of solar pump technology has enabled us to develop reliable and efficient products that meet the diverse requirements of our customers. This has helped us to expand our presence across India. As of June 30, 2025, we have installed solar pumping systems in 14 states across India.

Industrial drive solutions: We offer a wide range of industrial drive solutions designed to meet various industrial and commercial needs, including DC motor, AC motor, gearbox and gearmotor, drivetrain for EV manufacturers and railway products. We manufacture several variations for each of these product categories (based on capacity, power, efficiency, voltage compatibility and other technical parameters) which are used across a variety of end-use applications. For instance, we offer motors with distinct features such as the high power-to-weight ratio, flexible mounting, multiple terminal box positions and vacuum pressure impregnation.

Solar products: Our solar products are designed to harness renewable energy, offering a range of solar pumps, solar pumping systems, inverters and energy storage systems. The solar pumps are available in both surface and submersible variants, driven by AC and DC motors, with ratings from 1.0 to 10 hp. We also specialize in the supply and installation of comprehensive solar pumping systems, which include solar pumps, controllers, modules, structures and cables.

Being a design-focused manufacturer, we place key focus on design capabilities and customization. Our commitment to design, coupled with our extensive industry experience, enables us to continuously innovate and introduce new products that meet the evolving needs of our customers. Our design-focused approach and diverse products (such as DC motors, PMDC motors, BLDC motors, AC motors and PMSM) enable us to design, develop and deliver customized solutions that provide us with a competitive edge in the market. We are supported by a dedicated design team comprising 36 members, as of June 30, 2025.

We have established strong relationships with our Indian and international customers from various sectors, such as Grundfos Pumps India Private Limited, Vilma AB, Power Build Private Limited and Premier Energies Limited. Further, we have also supplied products to the railway sector. In addition, we have executed solar pumping projects under the PM Kusum Scheme and other initiatives for government authorities of various states in India including, among others, Maharashtra, Rajasthan, Haryana, Uttar Pradesh, Assam and Chhattisgarh. Further, Zidan Commercial Private Limited and Varyaa Renewables Private Limited represent our customers for solar pumps.

We focus on certain critical processes involved in product development including designing, manufacturing, assembly, painting and finishing and testing. We utilize design software such as Maxwell Ansys (simulation), KISSsoft (gear service factor and bearing life calculation), Solidworks (3D CAD & CAE) and KeyShot (Rendering software) for precise product design, along with rapid prototyping and solid modelling.

For further details, see “*Our Business – Competitive Strengths*” on page 256.

Quantitative factors

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

I. Basic and Diluted Earnings per Equity Share (“EPS”), as adjusted for changes in capital

Based on / derived from the Restated Consolidated Financial Information:

Fiscal Year ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2025	20.10	16.85	3
March 31, 2024	8.55	7.30	2
March 31, 2023	6.63	5.46	1
Weighted Average	14.01	11.77	-

Notes:

1. The face value of each Equity Share is ₹1.
2. Basic Earnings per share = Restated Profit for the year, attributable to the owners of the Company / Weighted average number of equity shares outstanding during the financial year (after considering the impact of sub-division and bonus)
3. Diluted Earnings per share = Restated Profit for the year, attributable to the owners of the Company add interest on compulsory convertible debentures (net of tax) / (Weighted average number of equity shares outstanding during the financial year add Weighted average number of potential equity shares outstanding during the financial year) (after considering the impact of sub-division and bonus).
4. Weighted average = Aggregate of financial year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each financial year / Total of weights.

II. Price / Earnings (“P/E”) ratio in relation to Price Band of ₹ [●] to ₹ [●] per Equity Share:

Particulars	P/E at the Floor Price (number of times)*	P/E ratio at the Cap Price (number of times)*
Based on basic EPS as per the Restated Consolidated Financial Information for Fiscal 2025	[●]	[●]
Based on diluted EPS as per the Restated Consolidated Financial Information for Fiscal 2025	[●]	[●]

* To be computed after finalisation of the Price Band.

III. Industry peer group P/E ratio

Based on the peer group information (excluding our Company) which has been given below:

Particulars	Industry P/E ratio (number of times)
Highest	123.24
Lowest	25.27
Average	49.00

Notes:

1. The highest and lowest industry P/E ratio shown above is based on the peer set provided below under “Comparison with listed industry peers”. The industry average has been calculated as the arithmetic average P/E ratio of the peer set provided below.
2. P/E ratio figures for the peers are computed based on closing market price as on September 12, 2025 on BSE, divided by Diluted EPS (on consolidated basis) based on the financial results declared by the peers available on website of the Stock Exchange for the Financial Year ending March 31, 2025.

IV. Return on Net Worth (“RoNW”)

As derived from the Restated Consolidated Financial Information:

Fiscal Year ended	RoNW (%)	Weight
March 31, 2025	27.98%	3
March 31, 2024	16.52%	2
March 31, 2023	15.35%	1
Weighted Average	22.05%	-

Notes:

1. Weighted average = Aggregate of financial year-wise weighted Return on Net Worth divided by the aggregate of weights i.e. (Return on Net Worth x Weight) for each financial year / Total of weights
2. Return on Net Worth (%) = Restated profit for the year attributable to owners of the Company / Net worth as restated as at year end.
3. Net Worth is calculated as Equity attributable to owners of the parent less Capital Reserve.

V. Net Asset Value (“NAV”) per Equity Share

As derived from the Restated Consolidated Financial Information

As at	NAV per Equity Share (in ₹)
March 31, 2025	233.50

Notes:

1. Net asset value per share = Net worth as restated / Number of equity shares as at financial year end
2. Net Worth is calculated as Equity attributable to owners of the parent less Capital Reserve.

As at the Floor Price and Cap Price

As at	NAV per Equity Share (in ₹)
After the completion of the Offer:	
(i) At Floor Price	[●]
(ii) At Cap Price	[●]
Offer Price ⁽¹⁾	[●]

⁽¹⁾ Offer Price per Equity Share will be determined on conclusion of the Book Building Process.

VI. Comparison of accounting ratios with listed industry peers

The following is the comparison with our peer group companies listed in India and engaged in the same line of business as that of our Company:

Name of the company	Face Value (₹ per share)	Revenue from operations (₹ in million)	Basic EPS 2025 (₹)	Diluted EPS 2025 (₹)	P/E ratio as on September 12, 2025	RoNW (%)	NAV (₹)
Rotomag Enertec Limited*	1.00	12,649.96	20.10	16.85	-	27.98%	233.50
Listed peers							
Kirloskar Brothers Limited	2.00	44,922.43	52.29	52.29	37.81	19.84%	263.55
KSB Limited	2.00	25,330.86	14.22	14.22	58.37	16.66%	85.35
Oswal Pumps Limited	1.00	14,303.07	28.21	28.18	28.76	60.69%	40.57
Shakti Pumps (India) Limited	10.00	25,162.40	33.97	33.97	25.27	35.17%	96.59
WPIL Limited	1.00	18,068.87	13.52	13.52	31.82	9.62%	140.46
CG Power & Industrial Solutions Limited	2.00	99,086.60	6.38	6.37	123.24	25.35%	25.14
Sona BLW Precision Forgings Limited	10.00	35,460.21	9.92	9.92	43.20	10.94%	88.38
Elecon Engineering Company Limited	1.00	22,269.60	18.50	18.50	32.46	20.77%	89.07
Shanthi Gears Limited	1.00	6,046.20	12.52	12.52	44.64	23.83%	52.53
Igarashi Motors India Limited	10.00	8,384.21	7.68	7.68	64.43	5.19%	147.91

*Based on the Restated Consolidated Financial Information for the year ended March 31, 2025.

The financial information for listed industry peers mentioned above is on a consolidated basis, if applicable and is sourced from the Annual Reports of the respective companies for the financial year ended March 31, 2025 (except for KSB Limited whose financial year ended on December 31, 2024) submitted to the Stock Exchanges.

Notes:

1. Diluted EPS refers to the Diluted EPS sourced from the Annual Reports of the respective companies.
2. P/E Ratio has been computed based on the closing market price of equity shares on September 12, 2025 on BSE, divided by the Diluted EPS (on consolidated basis).
3. Return on Net Worth is calculated as Profit/(Loss) for the year from continuing and discontinued operations (Excluding share of minority in profits) divided by total Equity (Excluding non-controlling interest).
4. Return on Net Worth for our Company is calculated as Restated profit for the year attributable to owners of the Company divided by Net Worth. Net Worth is calculated as Equity attributable to owners of the parent less Capital Reserve.
5. NAV per equity share has been computed as total Equity (Excluding non-controlling interest) divided by the total number of shares outstanding, as at March 31, 2025.
6. NAV per equity share for our Company is calculated as Net Worth divided by number of equity shares outstanding at the end of the year. Net Worth is calculated as Equity attributable to owners of the parent less Capital Reserve.

VII. Key performance indicators (“KPIs”)

The KPIs disclosed below are the KPIs pertaining to our Company that have been disclosed to our investors at any point of time during the three years period prior to the date of the filing of this Draft Red Herring Prospectus and which have been used historically by our Company to understand and analyse our business performance, which in result, helps us analyse the growth of various verticals in comparison to our peers, as well as other relevant and material KPIs of the business of the Company that have a bearing for arriving at the basis for the Offer Price.

The KPIs disclosed herein below have been approved and confirmed by a resolution of our Audit Committee dated September 26, 2025. The members of the Audit Committee have verified the details of all KPIs pertaining to our Company, and have confirmed that verified and audited details of the all the KPIs pertaining to our Company that have been disclosed to our investors at any point of time during the three years period prior to the date of the filing of this Draft Red Herring Prospectus have been disclosed in this section. The KPIs herein have been certified by GMJ and Co., Chartered Accountants, by their certificate dated September 26, 2025 which is also designated as a material document for inspection in connection with the Offer. For details of material documents, see “*Material Contracts and Documents for Inspection*” on page 515.

The KPIs of our Company have also been disclosed in the sections titled “*Our Business*”, “*Management’s Analysis and Discussion of Financial Condition and Results of Operations*”, “*Other Financial Information*” and “*Risk Factors*” on pages 252, 392, 391 and 32, respectively. We have described and defined the KPIs, as applicable, in “*Definitions and Abbreviations – Conventional and general terms and abbreviations*” on page 12.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the utilisation of the Offer Proceeds as per the disclosures made in the section “*Objects of the Offer*” on page 114, whichever is later, or for such other duration as may be required under the SEBI ICDR Regulations.

(in ₹ million, unless specified otherwise)

Particulars	Unit	As of and for the financial year ended		
		March 31, 2025	March 31, 2024	March 31, 2023
Financial				
Revenue from Operations ⁽¹⁾	₹ million	12,649.96	6,941.82	7,042.19
Growth in Revenue from Operations ⁽²⁾	%	82.23%	(1.43%)	NA
Material Margin ⁽³⁾	%	37.00%	34.02%	25.70%
EBITDA ⁽⁴⁾	₹ million	2,440.16	935.94	562.61
EBITDA Margin ⁽⁵⁾	%	19.29%	13.48%	7.99%
Restated Profit for the Year ⁽¹⁾	₹ million	1,675.19	713.76	554.49
PAT Margin ⁽⁶⁾	%	13.11%	10.02%	7.60%
Return on Equity ⁽⁷⁾	%	27.98%	16.52%	15.35%
Return on Capital Employed ⁽⁸⁾	%	28.20%	18.33%	18.89%
Net Debt ⁽⁹⁾	₹ million	832.34	419.84	(463.54)
Net Debt to EBITDA ⁽¹⁰⁾	times	0.34x	0.45x	NM
Net Debt to Equity ⁽¹¹⁾	times	0.14x	0.10x	(0.13x)
Net Fixed Assets Turnover Ratio ⁽¹²⁾	times	9.78x	7.88x	10.31x
Net Working Capital Days ⁽¹³⁾	Number of days	194	213	151
Revenue from Operations (In India) ⁽¹⁾	₹ million	12,350.19	6,622.84	6,447.49
Revenue from Operations (Outside India) ⁽¹⁾	₹ million	299.77	318.98	594.70
Revenue from Operations (In India) ⁽¹⁴⁾	%	97.63%	95.40%	91.56%
Revenue from Operations (Outside India) ⁽¹⁵⁾	%	2.37%	4.60%	8.44%
Revenue split across product categories:				
Solar Products	₹ million	10,423.93	4,664.06	4,301.11
Industrial Drive Solutions	₹ million	2,194.36	2,265.89	2,720.47
Operational				
Number of Manufacturing Facilities	#	4	4	4
Number of Solar Pumping Systems installed	#	32,053	14,731	13,810
Number of Solar Pumps sold to Installers	#	23,477	17,027	12,078
Order book - Solar Pumping Systems	₹ million	8,524.51	3,974.02	3,327.66

Particulars	Unit	As of and for the financial year ended		
		March 31, 2025	March 31, 2024	March 31, 2023
Financial				
Number of Service Centres in India for solar pumps and solar pumping systems	#	403	318	209
Number of Installation Partners	#	12	9	8
Number of Installation Agents	#	378	244	188

As certified by GMJ and Co., Chartered Accountants by way of their certificate dated September 26, 2025.

Notes:

1. The above financial information has been extracted or derived from the Restated Consolidated Financial Information.
2. Growth in Revenue from Operations is calculated as a percentage of Revenue from operations of the relevant year less Revenue from operations of the preceding year, divided by Revenue from operations of the preceding year.
3. Material Margin is calculated as Revenue from operations less Cost of materials consumed and Changes in inventories of finished goods and semi-finished goods divided by Revenue from operations.
4. EBITDA is calculated as Restated profit for the year less Other income add Finance costs, Depreciation and amortisation expense and total tax expense.
5. EBITDA Margin is calculated as EBITDA divided by Revenue from operations.
6. PAT Margin is calculated as Restated profit for the year divided by total income.
7. Return on Equity is calculated as Restated profit for the year attributable to owners of the Company divided by Net Worth. Net Worth is calculated as Equity attributable to owners of the parent less Capital Reserve.
8. Return on Capital Employed is calculated as EBIT divided by Capital employed. Capital employed is calculated as the sum of Net Worth, Non-controlling interest, Non-current borrowings and Current borrowings while EBIT is calculated as Restated profit for the year add Total tax expense and Finance costs.
9. Net Debt is calculated as the sum of Non-current borrowings and Current borrowings less cash and cash equivalents and other bank balances.
10. Net Debt to EBITDA is calculated as Net Debt divided by EBITDA.
11. Net Debt to Equity is calculated as Net Debt divided by total Equity (Excluding Capital Reserve).
12. Net Fixed Assets Turnover Ratio is calculated as Revenue from operations for the year divided by Net Property, plant and equipment, Right of use assets, Capital work in progress, Goodwill on Merger, Goodwill on Consolidation, Other Intangible assets and Intangible assets under development.
13. Net Working Capital Days is calculated as Net Working Capital divided by Revenue from operations multiplied by 365. Net Working Capital is calculated as total current assets (excluding Cash and cash equivalents) less total current liabilities (excluding Current borrowings).
14. Revenue from Operations (In India) (%) is calculated as Revenue from operations (In India) divided by Revenue from operations for the relevant year.
15. Revenue from Operations (Outside India) (%) is calculated as Revenue from operations (Outside India) divided by Revenue from operations for the relevant year.

Explanation for KPI metrics

Set out below are explanations for how the KPIs listed above have been used by the management historically to analyse, track or monitor the operational and/or financial performance of our Company.

KPI	Remarks/ Definition/ Assumption
Revenue from Operations (₹ million)	Revenue from operations helps management track business income and assess our Company's overall financial performance and scale.
Growth in Revenue from Operations (%)	Growth in revenue from operations reflects the business expansion over the respective period compared to the previous period.
Material Margin (%)	Material margin represents insights into the value our Company adds by showing the profitability achieved over material costs from revenue from operations.
EBITDA (₹ million)	EBITDA represents our operating profitability by measuring earnings generated from business activities, excluding the impact of financing decisions, tax environment, and depreciation and amortisation expenses.
EBITDA Margin (%)	EBITDA margin represents the percentage of our revenue from operations that translates into EBITDA, indicating the operational efficiency and profitability of our business, excluding the impact of financing decisions, tax environment, and depreciation and amortisation expenses.
Restated Profit for the Year (₹ million)	Restated Profit for the year represents the net earnings after deducting all expenses, including taxes, reflecting the Company's true profitability during a given year.
PAT Margin (%)	PAT margin represents the percentage of our total income that remains as net profit after all expenses and taxes, indicating the overall profitability of the company.
Return on Equity (%)	Return on Equity measures how efficiently our Company generates profits using shareholders' funds.
Return on Capital Employed (%)	Return on Capital Employed measures how efficiently our Company generates earnings before finance costs and taxes from the capital employed in the business.
Net Debt (₹ million)	Net Debt reflects our overall debt position after adjusting for available funds as of the Balance

KPI	Remarks/ Definition/ Assumption
	Sheet date.
Net Debt to EBITDA (times)	Net Debt to EBITDA measures the extent to which our Company's EBITDA can cover its net debt, helping assess financial leverage.
Net Debt to Equity (times)	Net Debt to Equity measures the proportion of our Company's net debt relative to its equity. It provides insights into our Company's financial leverage, reflecting how much debt is used to finance the business in relation to shareholders' equity.
Net Fixed Assets Turnover Ratio (times)	Net Fixed Assets Turnover Ratio measures the efficiency with which our Company utilizes its net fixed assets to generate revenue.
Net Working Capital Days (No. of days)	Net Working Capital Days measures the number of days it takes for our Company to convert its working capital into revenue. It reflects the efficiency of managing short-term assets and liabilities.
Revenue from Operations (In India) (₹ million)	Revenue from operations (in India) provides insights into the geographic distribution of our Company's revenue, highlighting the revenue generated from domestic market.
Revenue from Operations (Outside India) (₹ million)	Revenue from operations (Outside India) provides insights into the geographic distribution of our Company's revenue, highlighting the revenue generated outside India.
Revenue from Operations (In India) (%)	Revenue from operations (in India) % provides insights into the geographic distribution of our Company's revenue, indicating the share of revenue from operations that is generated from domestic market.
Revenue from Operations (Outside India) (%)	Revenue from operations (outside India) % provides insights into the geographic distribution of our Company's revenue, indicating the share of revenue from operations that is generated outside India.
Revenue split across product categories: Solar Products	Revenue from Solar Products represents the revenue generated by our Company from the sale of solar-related products, including solar pumping systems, solar pumps, power inverters, solar inverters, and energy storage systems, and helps us track the performance of our solar product offerings.
Revenue split across product categories: Industrial Drive Solutions	Revenue from Industrial Drive Solutions represents the revenue generated by our Company from the sale of a range of products, including direct current (DC) motors, permanent magnet DC (PMDC) motors, brushless DC (BLDC) motors, alternating current (AC) motors, permanent magnet synchronous motors (PMSM), as well as various gearboxes—such as worm, bevel, helical, in-line bevel, in-line helical, cycloidal, and planetary, gearmotors, drivetrains and railway products. This metric helps us track the performance of our product offerings from the Industrial Drive Solutions segment.
Number of Manufacturing Facilities	The number of manufacturing facilities represents the total facilities operated by our Company for the production of both Industrial Drive Solutions and Solar Products.
Number of Solar Pumping Systems installed	The number of solar pumping systems installed represents the total systems installed by our Company under the PM Kusum scheme and similar state government programs. This metric helps us monitor our growth and assess the operational performance of our solar pump installations.
Number of Solar Pumps sold to Installers	The number of solar pumps sold to installers tracks the total standalone solar pumps sold to third-party installers, who deploy and install solar pumping systems on our behalf.
Order book - Solar Pumping Systems (₹ million)	Order Book for our solar pumping systems business is defined as the value of the orders received by us under the schemes implemented by State Nodal Agencies ("SNA"), for the installation of solar-powered pumping systems under the PM Kusum scheme and similar state government programs, less the revenue already recognized from these allocations. The order book helps us track the Company's outstanding business as of the respective date.
Number of Service Centres in India for solar pumps and solar pumping systems	The number of service centres in India represents the total service centres we operate for our solar pumps and solar pumping systems. This helps us track the reach and scope of our customer support across the country.
Number of Installation Partners	The number of installation partners represents the total partners we collaborate with for implementing solar pumping system projects. They oversee and coordinate large-scale operations. This helps us track the scale and geographical spread of our project execution capabilities
Number of Installation Agents	The number of installation agents represents the total third-party partners we work with to install solar pumping systems. These include prominent dealers, traders, small agricultural field operators and shop owners. This helps us monitor the effectiveness and coverage of our installation network

Comparison of KPIs of our Company and our listed peers

While the listed peers mentioned below operate in the same industry as us, and may have similar offerings or end

use applications, our business may be different in terms of differing business models, different product verticals serviced or focus areas or different geographical presence.

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Set forth below are details of the KPIs of our listed peers as at the financial year ended March 31, 2025:

Particulars	For the Fiscal Year 2025										
	Rotomag Enertec Limited	Kirloskar Brothers Limited	KSB Limited	Shakti Pumps (India) Limited	WPIL Limited	Oswal Pumps Limited	CG Power & Industrial Solutions Limited	Sona Blw Precision Forgings Limited	Elecon Engineering Co Limited	Shanthi Gears Limited	Igarashi Motors India Limited
Financial											
Revenue from Operations (₹ million)	12,649.96	44,922.43	25,330.86	25,162.40	18,068.87	14,303.07	99,086.60	35,460.21	22,269.60	6,046.20	8,384.21
Growth in Revenue from Operations (%)	82.23%	12.27%	12.72%	83.57%	8.56%	88.55%	23.15%	11.34%	14.94%	12.79%	15.64%
Material Margin (%)	37.00%	51.08%	43.86%	37.73%	75.83%	44.14%	30.10%	56.44%	53.81%	52.98%	35.42%
EBITDA (₹ million)	2,440.16	6,091.77	3,375.34	6,029.50	2,926.16	4,198.53	13,047.30	9,667.58	5,425.90	1,287.30	950.47
EBITDA Margin (%)	19.29%	13.56%	13.33%	23.96%	16.19%	29.35%	13.17%	27.26%	24.36%	21.29%	11.34%
Profit/(Loss) for the Year (₹ million)	1,675.19	4,186.93	2,474.75	4,083.70	1,262.01	2,806.13	9,729.80	5,996.88	4,151.00	960.30	241.68
PAT Margin (%)	13.11%	9.17%	9.63%	16.12%	6.84%	19.58%	9.66%	16.29%	18.15%	15.51%	2.87%
Return on Equity (%)	27.98%	19.84%	16.66%	35.17%	9.62%	60.69%	25.35%	10.94%	20.77%	23.83%	5.19%
Return on Capital Employed (%)	28.20%	27.19%	22.44%	45.15%	14.47%	52.38%	33.56%	14.98%	27.47%	32.28%	7.72%
Net Debt (₹ million)	832.34	(2,176.41)	(3,234.68)	(16.60)	(54.35)	3,145.61	(12,587.80)	(12,881.36)	(3,551.30)	(647.60)	1,261.19
Net Debt to EBITDA (times)	0.34x	NM	NM	NM	NM	0.75x	NM	NM	NM	NM	1.33x
Net Debt to Equity (times)	0.14x	(0.10x)	(0.22x)	0.00x	0.00x	0.68x	(0.31x)	(0.23x)	(0.18x)	(0.16x)	0.27x
Net Fixed Assets Turnover Ratio (times)	9.78x	6.53x	5.14x	9.70x	3.57x	10.62x	5.31x	1.39x	2.49x	7.90x	1.93x
Net Working Capital Days (No of days)	194	73	116	146	218	168	63	229	164	161	78
Revenue from	12,350.19	28,889.39	21,700.34	20,794.50	11,145.63	13,590.69	89,385.10	13,142.90	17,102.60	5,454.40	3,801.91

Particulars	For the Fiscal Year 2025										
	Rotomag Enerotec Limited	Kirloskar Brothers Limited	KSB Limited	Shakti Pumps (India) Limited	WPIL Limited	Oswal Pumps Limited	CG Power & Industrial Solutions Limited	Sona Blw Precision Forgings Limited	Elecon Engineering Co Limited	Shanthi Gears Limited	Igarashi Motors India Limited
Operations (In India) (₹ million)											
Revenue from Operations (Outside India) (₹ million)	299.77	16,033.04	3,500.22	4,367.90	6,923.25	502.68	9,701.50	20,984.53	5,167.00	591.80	4,582.30
Revenue from Operations (In India) (%)	97.63%	64.31%	85.67%	82.64%	61.68%	95.02%	90.21%	37.06%	76.80%	90.21%	45.35%
Revenue from Operations (Outside India) (%)	2.37%	35.69%	13.82%	17.36%	38.32%	3.51%	9.79%	59.18%	23.20%	9.79%	54.65%
Revenue-split across product categories:											
Solar Products	10,423.93	NA	NA	20,794	NA	NA	NA	NA	NA	NA	NA
Industrial Drive Solutions	2,194.36	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Operational											
Number of Manufacturing Facilities	4	17	6	2	6	2	16	11	2	3	9
Number of Solar Pumping Systems installed	32,053	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Number of Solar Pumps sold to installers	23,477	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Order book - Solar Pumping Systems (₹ million)	8,524.51	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Number of Service Centres in India for solar pumps and solar pumping systems	403	650+	350	266	NA	NA	NA	NA	NA	NA	NA

Particulars	For the Fiscal Year 2025										
	Rotomag Enertec Limited	Kirloskar Brothers Limited	KSB Limited	Shakti Pumps (India) Limited	WPIL Limited	Oswal Pumps Limited	CG Power & Industrial Solutions Limited	Sona Blw Precision Forgings Limited	Elecon Engineering Co Limited	Shanthi Gears Limited	Igarashi Motors India Limited
Number of Installation Partners	12	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Number of Installation Agents	378	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

Source: The financial information for Rotomag Enertec Limited is based on the Restated Consolidated Financial Information as at and for the financial year ended March 31, 2025. The financial information for listed industry peers mentioned above is on a consolidated basis, if applicable and is sourced from the Annual Reports and investor presentations of the respective company for the financial year ended March 31, 2025 (except for KSB Limited whose financial year ended on December 31, 2024) submitted to the Stock Exchanges.

Set forth below are details of the KPIs of our listed peers as at the financial year ended March 31, 2024:

Particulars	For the Fiscal Year 2024										
	Rotomag Enertec Limited	Kirloskar Brothers Limited	KSB Limited	Shakti Pumps (India) Limited	WPIL Limited	Oswal Pumps Limited	CG Power & Industrial Solutions Limited	Sona Blw Precision Forgings Limited	Elecon Engineering Co Limited	Shanthi Gears Limited	Igarashi Motors India Limited
Financial											
Revenue from Operations (₹ million)	6,941.82	40,011.99	22,472.38	13,707.40	16,644.04	7,585.71	80,459.80	31,847.70	19,374.20	5,360.50	7,250.45
Growth in Revenue from Operations (%)	(1.43%)	7.26%	23.34%	41.65%	3.67%	97.01%	15.40%	19.95%	26.66%	20.28%	10.48%
Material Margin (%)	34.02%	50.44%	43.15%	32.91%	79.12%	33.70%	30.99%	56.85%	55.50%	52.13%	33.39%
EBITDA (₹ million)	935.94	5,196.46	2,935.70	2,248.40	2,983.40	1,501.24	11,280.70	9,020.85	4,744.70	1,017.90	740.85
EBITDA Margin (%)	13.48%	12.99%	13.06%	16.40%	17.92%	19.79%	14.02%	28.32%	24.49%	18.99%	10.22%
Profit/(Loss) for the Year (₹ million)	713.76	3,496.80	2,087.33	1,417.30	1,930.15	976.65	8,711.20	5,177.76	3,555.80	822.50	95.73
PAT Margin (%)	10.02%	8.61%	9.16%	10.31%	11.40%	12.83%	10.69%	16.14%	17.95%	14.76%	1.32%
Return on Equity (%)	16.52%	20.25%	16.03%	18.76%	38.13%	54.48%	47.29%	19.52%	22.17%	23.82%	2.14%
Return on Capital	18.33%	27.14%	21.94%	24.97%	44.95%	56.61%	56.18%	23.27%	29.55%	31.75%	4.76%

Particulars	For the Fiscal Year 2024										Igarashi Motors India Limited
	Rotomag Enertec Limited	Kirloskar Brothers Limited	KSB Limited	Shakti Pumps (India) Limited	WPIL Limited	Oswal Pumps Limited	CG Power & Industrial Solutions Limited	Sona Blw Precision Forgings Limited	Elecon Engineering Co Limited	Shanthi Gears Limited	
Employed (%)											
Net Debt (₹ million)	419.84	(1,378.86)	(2,745.68)	(1,183.90)	(4,221.57)	718.45	(8,544.10)	(411.05)	(2,633.10)	(79.10)	1,076.25
Net Debt to EBITDA (times)	0.45x	NM	NM	NM	NM	0.48x	NM	NM	NM	NM	1.45x
Net Debt to Equity (times)	0.10x	(0.08x)	(0.21x)	(0.16x)	(0.27x)	0.40x	(0.28x)	(0.01x)	(0.16x)	(0.02x)	0.24x
Net Fixed Assets Turnover Ratio (times)	7.88x	6.01x	4.98x	7.30x	3.67x	7.73x	6.98x	1.38x	2.60x	7.80x	1.81x
Net Working Capital Days (No of days)	213	74	102	120	144	77	65	98	134	157	94
Revenue from Operations (In India) (₹ million)	6,622.84	26,862.52	19,317.91	10,845.00	10,490.96	7,097.88	70,772.50	11,797.43	14,792.90	4,964.10	3,420.96
Revenue from Operations (Outside India) (₹ million)	318.98	13,149.47	2,999.08	2,862.40	6,153.08	350.72	9,687.30	19,022.06	4,581.30	396.40	3,829.49
Revenue from Operations (In India) (%)	95.40%	67.14%	85.96%	79.12%	63.03%	93.57%	87.96%	37.04%	76.35%	92.61%	47.18%
Revenue from Operations (Outside India) (%)	4.60%	32.86%	13.35%	20.88%	36.97%	4.62%	12.04%	59.73%	23.65%	7.39%	52.82%
Revenue-split across product categories:											
Solar Products	4,664.06	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Industrial Drive Solutions	2,265.89	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Operational											
Number of Manufacturing Facilities	4	17	6	2	6	2	17	9	2	3	10
Number of Solar	14,731	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

Particulars	For the Fiscal Year 2024										Igarashi Motors India Limited
	Rotomag Enertec Limited	Kirloskar Brothers Limited	KSB Limited	Shakti Pumps (India) Limited	WPIL Limited	Oswal Pumps Limited	CG Power & Industrial Solutions Limited	Sona Blw Precision Forgings Limited	Elecon Engineering Co Limited	Shanthi Gears Limited	
Pumping Systems installed											
Number of Solar Pumps sold to installers	17,027	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Order book - Solar Pumping Systems (₹ million)	3,974.02	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Number of Service Centres in India for solar pumps and solar pumping systems	318	650+	200	266	NA	NA	NA	NA	NA	NA	NA
Number of Installation Partners	9	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Number of Installation Agents	244	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

Source: The financial information for Rotomag Enertec Limited is based on the Restated Consolidated Financial Information as at and for the financial year ended March 31, 2024. In case of listed peers, the information for the Fiscal Year 2024 has been considered as per the comparative figures appearing in the Annual Report for the Fiscal Year 2025 (except for KSB Limited whose year ended on December 31, 2024) and from their investor presentations.

Set forth below are details of the KPIs of our listed peers as at the financial year ended March 31, 2023:

Particulars	For the Fiscal Year 2023										Igarashi Motors India Limited
	Rotomag Enertec Limited	Kirloskar Brothers Limited	KSB Limited	Shakti Pumps (India) Limited	WPIL Limited	Oswal Pumps Limited	CG Power & Industrial Solutions Limited	Sona Blw Precision Forgings Limited	Elecon Engineering Co Limited	Shanthi Gears Limited	
Financial											
Revenue from Operations (₹ million)	7,042.19	37,302.21	18,219.60	9,676.83	16,054.59	3,850.36	69,725.40	26,550.10	15,296.80	4,456.50	6,562.46
Growth in Revenue from	NA	22.00%	21.68%	(17.89%)	35.91%	6.84%	27.15%	25.85%	26.22%	32.21%	17.94%

Particulars	For the Fiscal Year 2023										Igarashi Motors India Limited
	Rotomag Enertec Limited	Kirloskar Brothers Limited	KSB Limited	Shakti Pumps (India) Limited	WPIL Limited	Oswal Pumps Limited	CG Power & Industrial Solutions Limited	Sona Blw Precision Forgings Limited	Elecon Engineering Co Limited	Shanthi Gears Limited	
Operations (%)											
Material Margin (%)	25.70%	47.60%	45.77%	23.18%	78.44%	30.70%	30.36%	54.05%	53.30%	51.91%	33.53%
EBITDA (₹ million)	562.61	3,990.00	2,466.49	665.60	2,674.48	578.19	9,933.20	6,752.32	3,388.80	898.30	603.81
EBITDA Margin (%)	7.99%	10.70%	13.54%	6.88%	16.66%	15.02%	14.25%	25.43%	22.15%	20.16%	9.20%
Profit/(Loss) for the Year (₹ million)	554.49	2,357.66	1,827.41	241.32	1,778.70	341.99	7,963.30	3,952.97	2,375.10	670.50	52.38
PAT Margin (%)	7.60%	6.27%	9.80%	2.49%	10.92%	8.83%	11.31%	14.71%	15.33%	14.68%	0.79%
Return on Equity (%)	15.35%	16.73%	15.99%	5.77%	23.36%	43.25%	53.77%	17.26%	18.57%	22.18%	1.19%
Return on Capital Employed (%)	18.89%	22.19%	21.99%	10.46%	27.04%	37.95%	63.26%	21.11%	24.48%	29.83%	3.99%
Net Debt (₹ million)	(463.54)	(0.74)	(2,610.07)	559.88	(326.72)	514.68	(7,049.50)	1,476.32	(2,103.70)	(900.80)	868.46
Net Debt to EBITDA (times)	NM	NM	NM	0.84x	NM	0.89x	NM	0.22x	NM	NM	1.44x
Net Debt to Equity (times)	(0.13x)	0.00x	(0.23x)	0.13x	(0.04x)	0.65x	(0.39x)	0.06x	(0.16x)	(0.30x)	0.20x
Net Fixed Assets Turnover Ratio (times)	10.31x	6.08x	4.86x	6.53x	3.37x	4.58x	6.91x	1.58x	2.10x	6.84x	1.68x
Net Working Capital Days (No of days)	151	68	122	125	111	51	5	120	110	147	97
Revenue from Operations (In India) (₹ million)	6,447.49	24,940.14	15,531.70	7,108.03	9,734.85	3,281.32	62,780.70	10,848.36	10,881.10	4,165.40	2,374.79
Revenue from Operations (Outside India) (₹ million)	594.70	12,362.07	2,551.00	2,325.41	6,319.74	416.95	6,944.70	14,830.78	4,415.70	291.10	4,187.67
Revenue from Operations (In	91.56%	66.86%	85.25%	73.45%	60.64%	85.22%	90.04%	40.86%	71.13%	93.47%	36.19%

Particulars	For the Fiscal Year 2023										Igarashi Motors India Limited
	Rotomag Enertec Limited	Kirloskar Brothers Limited	KSB Limited	Shakti Pumps (India) Limited	WPIL Limited	Oswal Pumps Limited	CG Power & Industrial Solutions Limited	Sona Blw Precision Forgings Limited	Elecon Engineering Co Limited	Shanthi Gears Limited	
India) (%)											
Revenue from Operations (Outside India) (%)	8.44%	33.14%	14.00%	24.03%	39.36%	10.83%	9.96%	55.86%	28.87%	6.53%	63.81%
Revenue-split across product categories:											
Solar Products	4,301.11	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Industrial Drive Solutions	2,720.47	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Operational											
Number of Manufacturing Facilities	4	14	6	2	6	2	17	9	2	3	9
Number of Solar Pumping Systems installed	13,810	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Number of Solar Pumps sold to installers	12,078	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Order book - Solar Pumping Systems (₹ million)	3,327.66	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Number of Service Centres in India for solar pumps and solar pumping systems	209	650+	200	266	NA	NA	NA	NA	NA	NA	NA
Number of Installation Partners	8	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
Number of Installation	188	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

Particulars	For the Fiscal Year 2023										Igarashi Motors India Limited
	Rotomag Enertec Limited	Kirloskar Brothers Limited	KSB Limited	Shakti Pumps (India) Limited	WPIL Limited	Oswal Pumps Limited	CG Power & Industrial Solutions Limited	Sona Blw Precision Forgings Limited	Elecon Engineering Co Limited	Shanthi Gears Limited	
Agents											

Source: The financial information for Rotomag Enertec Limited is based on the Restated Consolidated Financial Information as at and for the financial year ended March 31, 2023. In case of listed peers, the information for the Fiscal Year 2023 has been considered as per the comparative figures appearing in the Annual Report for the Fiscal Year 2024 (except for KSB Limited whose year ended on December 31, 2023) and from their investor presentations. The data for Oswal Pumps has been considered from its filed Prospectus.

Notes relating to KPIs of Industry Peers

1. For KSB Limited, Fiscal 2025 refers to year ending December 31, 2024; Fiscal 2024 refers to year ending December 31, 2023; Fiscal 2023 refers to year ending December 31, 2022.
2. Growth in Revenue from Operations is calculated as a percentage of Revenue from operations of the relevant year less Revenue from operations of the preceding year, divided by Revenue from operations of the preceding year.
3. Material Margin is calculated as Revenue from operations less Cost of materials and components consumed, Purchases of stock-in trade and Changes in inventories of finished goods, semi-finished goods, stock-in-trade and work-in-progress divided by Revenue from operations.
4. EBITDA is calculated as Profit/(Loss) for the year from continuing and discontinued operations less Other income, Foreign exchange gain (net), Exceptional items, Share of profit/(loss) of associates & joint ventures and Net profit/(loss) after tax for the year from discontinued operations add Finance costs, Depreciation and amortisation and total tax expenses.
5. EBITDA Margin is calculated as EBITDA divided by Revenue from operations.
6. Profit/(Loss) for the year means Profit/(Loss) for the year from continuing operations.
7. PAT Margin is calculated as Profit/(Loss) for the year from continuing operations divided by total income.
8. Return on Equity is calculated as Profit/(Loss) for the year from continuing and discontinued operations (Excluding share of minority in profits) divided by total Equity (Excluding non-controlling interest).
9. Return on Equity for our Company is calculated as Restated profit for the year attributable to owners of the Company divided by Net Worth. Net Worth is calculated as Equity attributable to owners of the parent less Capital Reserve.
10. Return on Capital Employed is calculated as EBIT divided by Capital employed. Capital employed is calculated as the sum of total equity (including non-controlling interest), Non-current borrowings and Current borrowings while EBIT is calculated as EBITDA add Other income, Foreign exchange gain (net), Net profit/(loss) after tax for the year from discontinued operations and Share of profit/(loss) of associates & joint ventures less Depreciation and amortisation.
11. Net Debt is calculated as the sum of Non-current borrowings and Current borrowings less Cash and cash equivalents and Other bank balances.
12. Net Debt to EBITDA is calculated as Net Debt divided by EBITDA.
13. Net Debt to Equity is calculated as Net Debt divided by total Equity (including non-controlling interest).
14. Net Debt to Equity for our Company is calculated as Net Debt divided by total Equity (Excluding Capital Reserve).
15. Net Fixed Assets Turnover Ratio is calculated as Revenue from operations for the year divided by Net Property, plant and equipment, Right of use assets, Capital work in progress, Goodwill, Other Intangible assets and Intangible assets under development.
16. Net Working Capital Days is calculated as Net Working Capital divided by Revenue from operations multiplied by 365. Net Working Capital is calculated as total current assets (excluding Cash and cash equivalents) less total current liabilities (excluding Current borrowings).
17. Revenue from Operations (In India) (%) is calculated as Revenue from operations (In India) divided by Revenue from operations for the relevant year.
18. Revenue from Operations (Outside India) (%) is calculated as Revenue from operations (Outside India) divided by Revenue from operations for the relevant year.
19. NA for Industry Peers refers to information not publicly available.
20. NM for Industry Peers refers to not meaningful

Comparison of KPIs based on additions or dispositions to our business

Material acquisition or disposition of assets / business for the periods that are covered by the KPIs have no material impact on KPIs and accordingly, no comparison of KPIs over time based on additions or dispositions to the business, have been provided.

VIII. Weighted average cost of acquisition (“WACA”), Floor Price and Cap Price

- a) *The price per share of our Company (as adjusted for corporate actions, including bonus issuances) based on the primary / new issue of shares (equity / convertible securities), excluding shares issued under the ESOP Scheme during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s) and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Primary Issuances”)*

Our Company has not issued Equity Shares or convertible securities during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, excluding the issuance of ESOP and bonus shares, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-Offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of 30 days.

- b) *The price per share of our Company (as adjusted for corporate actions, including bonus issuances) based on the secondary sale / acquisition of shares (equity / convertible securities) (excluding gifts) involving any of the Promoter or members of the Promoter Group or Selling Shareholders or other shareholders with the right to nominate directors on our Board during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, 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 and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Secondary Transactions”)*

There have been no secondary sale / acquisitions of Equity Shares or any convertible securities, where the Promoters, members of the Promoter Group, Selling Shareholders or Shareholders having the right to nominate director(s) on the Board of Directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-Offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

- c) *Price per share based on the last five primary or secondary transactions*

Since there are no such transactions to report to under (a) and (b), information based on the last 5 primary or secondary transactions of equity shares (excluding gifts) (secondary transactions where Promoter / Promoter Group entities, Selling Shareholders or Shareholders having the right to nominate director(s) on the Board of our Company are a party to the transaction), not older than 3 years prior to the date of this Draft Red Herring Prospectus, irrespective of the size of transactions, is as below:

Primary transactions:

There have been no primary transactions in the last three years preceding the date of this Draft Red Herring Prospectus.

Secondary transactions:

There have been no secondary transactions (excluding gifts) where the Promoter, members of the Promoter Group, Selling Shareholders or Shareholders having the right to nominate director(s) in the Board of Directors of our Company are a party to the transaction, in the last three years preceding the date of this Draft Red Herring Prospectus.

- d) *Weighted average cost of acquisition, floor price and cap price*

Based on the disclosures in (a), (b) and (c) above, the weighted average cost of acquisition of the securities (other than securities acquired through gift or bonus issuance) compared with the Floor Price and the Cap Price is set forth below:

Past transactions	Weighted average cost of acquisition per Equity Share (in ₹)	Comparison with Floor Price (₹[●])	Comparison with Cap Price (₹[●])
Weighted average cost of acquisition of primary issuances as set out in (a) above	NA	[●] times	[●] times
Weighted average cost of acquisition of secondary issuances as set out in (b) above	NA	[●] times	[●] times
Since there were no primary or secondary transactions of equity shares of the Company reported under (a) and (b) above, the information has been disclosed for price per share of the Company based on the last five primary or secondary transactions where Promoter /Promoter Group entities, Selling Shareholders or Shareholders 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 filing of this Draft Red Herring Prospectus, irrespective of the size of the transaction.			
- Based on primary transactions	NA	[●] times	[●] times
- Based on secondary transactions	NA	[●] times	[●] times

As certified by the GMJ and Co., Chartered Accountants, by way of their certificate dated September 26, 2025.

Justification for the Basis of Offer Price

[●]*

**To be included on finalisation of Price Band*

The Offer Price of ₹[●] has been determined by our Company, in consultation with the BRLMs, in accordance with the SEBI ICDR Regulations, and on the basis of market demand from investors for Equity Shares, as determined through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters. Investors should read the aforementioned information along with “Risk Factors”, “Our Business”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Restated Consolidated Financial Information” on pages 32, 252, 391 and 331, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the “Risk Factors” and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

Date: September 26, 2025

**The Board of Directors,
Rotomag Enertec Limited (Formerly known as Rotomag Motors and Controls Limited)**
Plot No. 2102/3 & 4, GIDC Estate,
Vithal Udyognagar, Anand,
Gujarat – 388121, India

Dear Sirs/ Madams,

Sub: Statement of possible special tax benefits (the “Statement”) available to Rotomag Enertec Limited (Formerly known as Rotomag Motors and Controls Limited) (the “Company”) its shareholders and its material subsidiary (“Rotomotive Powerdrives India Limited”) prepared to comply with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018 as amended (the “SEBI ICDR Regulations) in connection with the proposed initial public issue of equity shares of face value of ₹ 1 each (the “Equity Shares”) of the Company (such offering, the “Fresh Issue” or “Issue”) and an offer for sale of Equity Shares by certain existing shareholders of the Company (the “Offer for Sale” and together with the Fresh Issue, the “Offer”)

1. We, K C Mehta & Co LLP, Chartered Accountants, Statutory Auditors of the Company, hereby confirm that the enclosed Annexure 1 and 2, prepared by the Company, provides the special tax benefits available to the Company, to the shareholders of the Company and its Material Subsidiary i.e. Rotomotive Powerdrives India Limited under:
 - a) the Income-tax Act, 1961 (the “Act”) as amended by the Finance Act 2025, i.e. applicable for the Financial Year 2025-26 relevant to the assessment year 2026-27, presently in force in India; and
 - b) the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017/ respective State Goods and Services Tax Act, 2017 (“GST Act”), the Customs Act, 1962 (“Customs Act”) and the Customs Tariff Act, 1975 (“Tariff Act”) as amended by the Finance Act 2025 including the relevant rules, notification and circulars issued there under applicable for the Financial Year 2025-26 and Foreign Trade Policy, 2023, presently in force in India.

The tax laws in Annexure 1 and 2 in respect of the Company, its Shareholders and its Material Subsidiary as defined in paragraph 1, are collectively referred to as the “Relevant Acts”. Further, Annexure 1 and Annexure 2 are together hereinafter referred to as the “Annexures”.

2. Several of these benefits are dependent on the Company and/ or its shareholders or its Material Subsidiary fulfilling the conditions prescribed under the specific provisions of the Relevant Acts. 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, its Shareholders or its Material Subsidiary faces in the future, the Company and/or its shareholders and/or the Material Subsidiary 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 in the Annexures is the responsibility of the Company’s management. We are informed that these Annexures are only intended to provide general information and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares (the “Proposed IPO”) of the Company.
4. We do not express any opinion or provide any assurance as to whether:

- a) the Company and / or its shareholders and its Material Subsidiary will continue to obtain these benefits in future;
 - b) the conditions prescribed for availing the benefits have been / would be met with; and
 - c) 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 and its Material Subsidiary.
6. This Statement is issued solely in connection with the Proposed IPO and is not to be used, referred to or distributed for any other purpose.
7. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Yours faithfully,

For K C Mehta & Co LLP
Chartered Accountants
Firm Registration Number: 106237W/W100829

Chhaya M. Dave
Partner
Membership No.: 100434
UDIN: 25110434BMLKJG5090
Place: Vadodara

ANNEXURE 1

Statement of Tax Benefits

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY, ITS SHAREHOLDERS AND ITS MATERIAL SUBSIDIARY UNDER THE APPLICABLE DIRECT TAX LAWS IN INDIA

A. Direct Taxation

We have outlined hereunder certain possible special tax benefits which may be available to the Company, its Shareholders and its Material Subsidiary under the Income-tax Act, 1961 (read with Income Tax Rules, Circulars, Notifications) as amended by the Finance Act, 2025, (hereafter referred to as “**Indian Income Tax Regulations**”) and applicable for financial year 2025-26 relevant to assessment year 2026-27:

I. Special Direct tax benefits available to the Company

(1) Deduction in respect of inter-corporate dividends – Section 80M of the Income-tax Act, 1961

Up to March 31, 2020, any dividend paid to a shareholder by a company was liable to Dividend Distribution Tax (“DDT”), and the recipient shareholder was exempt from tax. Pursuant to the amendment made by the Finance Act, 2020, DDT stands abolished, and dividend received by a shareholder on or after April 1, 2020 is liable to tax in the hands of the shareholder. The Company is required to deduct Tax Deducted at Source (“TDS”) at applicable rate specified under the Act read with applicable Double Taxation Avoidance Agreement (if any).

With respect to a resident corporate shareholder, a new section 80M has been inserted in the Act to remove the cascading effect of taxes on inter-corporate dividends during FY 2020-21 and thereafter. The section provides that where the gross total income of a domestic company in any previous year includes any income by way of dividends from any other domestic company or a foreign company or a business trust, there shall, in accordance with and subject to the provisions of this section, be allowed in computing the total income of such domestic company, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by it on or before the due date. The “due date” means the date one month prior to the date for furnishing the return of income under sub-section (1) of section 139 of the Act.

(2) Lower Corporate tax rate under section 115BAA

A new section 115BAA has been inserted in the Act by the Taxation Laws (Amendment) Act, 2019 (“the Amendment Act, 2019”) w.e.f. April 1, 2020 (A.Y. 2020-21). Section 115BAA grants an option to a domestic company to be governed by the section from a particular assessment year. If a company opts for section 115BAA of the Act, it can pay corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and education cess of 4%). Section 115BAA of the Act further provides that domestic companies availing the option will not be required to pay Minimum Alternate Tax (MAT) on their ‘book profits’ under section 115JB of the Act.

However, such a company will no longer be eligible to avail specified exemptions / incentives under the Act and will also need to comply with the other conditions specified in section 115BAA. Also, if a company opts for section 115BAA, the tax credit (under section 115JAA), if any, which it is entitled to on account of MAT paid in earlier years, will no longer be available. Further, it shall not be allowed to claim set-off of any brought forward loss arising to it on account of additional depreciation and other specified incentives.

The Company has decided to opt for the lower corporate tax rate of 25.168% (prescribed under section 115BAA of the Act) with effect from FY 2020-21. Thus, the deferred tax asset / liability in the restated financials for FY 2019-20 has been computed using such lower corporate tax rate of 25.168%.

Further, it shall be noted that since the option of paying under lower tax is exercised, it cannot be subsequently withdrawn for the same or any other previous year.

II. Direct tax benefits available to the Shareholders of the Company

General direct tax benefits:

Dividend:

- (1) Dividend income earned by the shareholders would be taxable in their hands at the applicable tax rates. However, in case of a domestic corporate shareholder, deduction under Section 80M of the Act would be available subject to fulfilment of conditions mentioned in Section 80M of the Act (as mentioned above).
- (2) Further, in case of shareholders who are Individuals, Hindu Undivided Family, Association of Persons and Body of Individuals (whether incorporated or not) and every Artificial Juridical Person, surcharge would be restricted to 15%, irrespective of the amount of dividend received during the year.

The shareholders would also be entitled to take credit of the Tax Deducted at Source by the Company against the taxes payable by them.

Capital Gains:

(3) Long term Capital Gains (LTCG)

As per Finance (No. 2) Act, 2024, LTCG under section 112A arising from the transfer of equity shares on which Securities Transaction Tax ('STT') is paid at the time of acquisition and sale, shall be taxed at the rate of 12.5% (without indexation) (plus applicable surcharge and cess) of such capital gains with effect from July 23, 2024 instead of the erstwhile rate of 10%. The threshold for applicability of tax under section 112A of the Income Tax Act 1961 ("ITA") has been increased from INR 1,00,000 to INR 1,25,000. The benefit of foreign currency exchange difference and indexation, as provided under the first and second proviso to section 48 of the Act, shall not be applicable for computing long-term capital gains taxable under section 112A of the Act.

(4) Short term Capital Gains (STCG)

As per section 111A of the ITA, STCG arising from the transfer of equity shares on which STT has been paid at the time of acquisition and sale shall be taxed at the rate of 20% (plus applicable surcharge and cess) of such capital gains with effect from 23 July 2024 instead of the erstwhile rate of 15%.

- (5) In respect of non-resident shareholders, the tax rates and the consequent taxation shall be further subject to any benefits, if any, available under the applicable Double Taxation Avoidance Agreement read with the provisions of Multilateral Instruments, if any, between India and the country in which the non-resident has fiscal domicile.
- (6) Resident as well as non-resident investors should independently evaluate their obligations to withhold tax on transaction involving transfer of shares by the shareholders of the company in light of the provisions of section 194Q/ section 195 and other provisions of the Act.

Except for the above, the Shareholders of the Company are not entitled to any other special tax benefits under the Act.

- (7) Where the gains arising on the transfer of shares of the company are included in business income of a shareholder and assessable under 'Profits and Gains of Business or Profession' and such transfer is

subject to STT then said STT shall be deductible expense from the business income as per the provisions of Section 36(1)(xv) of the Act.

Special Tax Benefits available to the Material Subsidiary are as given below:

(1) Lower Corporate tax rate under section 115BAA

The subsidiary has not yet opted for reduced corporate tax as per provisions of section 115BAA.

Except as mentioned above, no other special direct tax benefits are availed to the Material Subsidiaries.

Notes:

- i. This annexure sets out below the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences/implications of the subscription, ownership and disposal of equity shares pursuant to the proposed Issue. This annexure is only intended to provide general information to the shareholders and is neither exhaustive or comprehensive nor designed or intended to be a substitute for professional/legal tax advice. In view of the individual nature of tax consequences and the changing tax laws, each shareholder is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue.
- ii. In respect of non-residents, the tax rates and the consequent taxation, mentioned in this section shall be further subject to any benefits available under the Double Taxation Avoidance Agreement (“DTAA”), if any, read with the relevant Multi-Lateral Instrument (“MLI”) between India and the country in which the non-resident is resident for tax purposes.
- iii. The above annexure covers special tax benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This annexure also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company. The above annexure of special tax benefits sets out the provisions of Indian 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.
- iv. This annexure is only intended to provide general information to the shareholder and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each shareholder 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 offer.
- v. 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. The above views are basis the provisions of law, their interpretation and applicability as on date, which may be subject to change from time to time.

ANNEXURE 2

Statement of Tax Benefits

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY, ITS SHAREHOLDERS AND ITS MATERIAL SUBSIDIARY UNDER THE APPLICABLE INDIRECT TAX LAWS IN INDIA

A. Indirect Taxation

We have outlined hereunder certain special tax benefits available to the Company and its shareholders and its material subsidiary under the Indirect tax laws in force in India. This statement is as per the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, the Customs Act, 1962 and the Customs Tariff Act, 1975, as amended by Finance Act 2025 including the relevant rules, notifications and circulars issued there under applicable for the Financial Year 2025-26 and Foreign Trade Policy, 2023 presently in force in India (collectively referred as “**Indirect Tax Regulations**”).

I. Special Tax Benefits available to the Company

There are no special indirect tax benefits available to the Company under the Indirect Tax Regulations in India.

II. Special Tax Benefits available to the Shareholders of the Company

There are no special indirect tax benefits under the Indirect Tax Regulations in India available to shareholders for investing in the shares of the Company.

III. Special Tax Benefits available to the Material Subsidiary of the Company

There are no special indirect tax benefits are available to the Material Subsidiary under the Indirect Tax Regulations in India.

Notes:

- i. This Annexure sets out only the special tax benefits available to the Company and its Shareholders under Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 and applicable State Goods and Services Tax Act, 2017 (“GST Act”), the Customs Act, 1962 ("Customs Act") and the Customs Tariff Act, 1975 ("Tariff Act"), as amended from time to time, read with relevant Rules, Notifications and Circulars, each as amended and presently in force in India (collectively referred as “Indirect Tax Laws”).
- ii. This Annexure is only intended to provide general information to the shareholder and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences. the changing tax laws, each shareholder 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 IPO.
- iii. This annexure covers only indirect tax laws benefits and does not cover any special tax benefits under direct tax law or benefit under any other law.
- iv. 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 changes in laws / regulations.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

Date: September 19, 2025

**The Board of Directors,
Statcon Energiaa Private Limited**

19-E Pocket-2 Kondli Gharoli Mayur Vihar Phase-III, East Delhi, Delhi, India, 110096

Dear Sirs/ Madams,

Sub: Statement of possible special tax benefits (the “Statement”) available to Statcon Energiaa Private Limited (the “Company”) prepared to comply with the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018 as amended (the “SEBI ICDR Regulations) in connection with the proposed initial public issue of equity shares of face value of ₹ 1 each (the “Equity Shares”) of the Rotomag Enertec Limited (such offering, the “Fresh Issue” or “Issue”) and an offer for sale of Equity Shares by certain existing shareholders of the Rotomag Enertec Limited (the “Offer for Sale” and together with the Fresh Issue, the “Offer”)

1. We, Varma Anil & Associates, Chartered Accountants, Statutory Auditors of the Company, hereby confirm that the enclosed Annexure 1 and 2, prepared by the Company, provides the special tax benefits available to the Company under:
 - c) the Income-tax Act, 1961 (the “Act”) as amended by the Finance Act 2025, i.e. applicable for the Financial Year 2025-26 relevant to the assessment year 2026-27, presently in force in India; and
 - d) the Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017/ respective State Goods and Services Tax Act, 2017 (“GST Act”), the Customs Act, 1962 (“Customs Act”) and the Customs Tariff Act, 1975 (“Tariff Act”) as amended by the Finance Act 2025 including the relevant rules, notification and circulars issued there under applicable for the Financial Year 2025-26 and Foreign Trade Policy, 2023, presently in force in India.

The tax laws in Annexure 1 and 2 in respect of the Company as defined in paragraph 1, are collectively referred to as the “Relevant Acts”. Further, Annexure 1 and Annexure 2 are together hereinafter referred to as the “Annexures”.

2. Several of these benefits are dependent on the Company fulfilling the conditions prescribed under the specific provisions of the Relevant Acts. Hence, the ability of the Company 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 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 in the Annexures is the responsibility of the Company’s management. We are informed that these Annexures are only intended to provide general information and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares (the “Proposed IPO”) of Rotomag Enertec Limited.
4. We do not express any opinion or provide any assurance as to whether:
 - a) the Company will continue to obtain these benefits in future;
 - b) the conditions prescribed for availing the benefits have been / would be met with; and
 - c) 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 Proposed IPO of Rotomag Enertec Limited and is not to be used, referred to or distributed for any other purpose.
7. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

Yours faithfully,

**For Varma Anil & Associates
Chartered Accountants
Firm Registration Number: 022056N**

**Anil Varma
Proprietor
Membership No.: 093374
UDIN: 25093374BMLHKT1904
Place: New Delhi**

ANNEXURE 1

Statement of Tax Benefits

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY UNDER THE APPLICABLE DIRECT TAX LAWS IN INDIA

A. Direct Taxation

We have outlined hereunder certain possible special tax benefits which may be available to the Company under the Income-tax Act, 1961 (read with Income Tax Rules, Circulars, Notifications) as amended by the Finance Act, 2025, (hereafter referred to as “**Indian Income Tax Regulations**”) and applicable for financial year 2025-26 relevant to assessment year 2026-27:

III. Special Direct tax benefits available to the Company

(2) Deduction in respect of inter-corporate dividends – Section 80M of the Income-tax Act, 1961

Up to March 31, 2020, any dividend paid to a shareholder by a company was liable to Dividend Distribution Tax (“DDT”), and the recipient shareholder was exempt from tax. Pursuant to the amendment made by the Finance Act, 2020, DDT stands abolished, and dividend received by a shareholder on or after April 1, 2020 is liable to tax in the hands of the shareholder. The Company is required to deduct Tax Deducted at Source (“TDS”) at applicable rate specified under the Act read with applicable Double Taxation Avoidance Agreement (if any).

With respect to a resident corporate shareholder, a new section 80M has been inserted in the Act to remove the cascading effect of taxes on inter-corporate dividends during FY 2020-21 and thereafter. The section provides that where the gross total income of a domestic company in any previous year includes any income by way of dividends from any other domestic company or a foreign company or a business trust, there shall, in accordance with and subject to the provisions of this section, be allowed in computing the total income of such domestic company, a deduction of an amount equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by it on or before the due date. The “due date” means the date one month prior to the date for furnishing the return of income under sub-section (1) of section 139 of the Act.

(2) Lower Corporate tax rate under section 115BAA

A new section 115BAA has been inserted in the Act by the Taxation Laws (Amendment) Act, 2019 (“the Amendment Act, 2019”) w.e.f. April 1, 2020 (A.Y. 2020-21). Section 115BAA grants an option to a domestic company to be governed by the section from a particular assessment year. If a company opts for section 115BAA of the Act, it can pay corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and education cess of 4%). Section 115BAA of the Act further provides that domestic companies availing the option will not be required to pay Minimum Alternate Tax (MAT) on their ‘book profits’ under section 115JB of the Act.

However, such a company will no longer be eligible to avail specified exemptions / incentives under the Act and will also need to comply with the other conditions specified in section 115BAA. Also, if a company opts for section 115BAA, the tax credit (under section 115JAA), if any, which it is entitled to on account of MAT paid in earlier years, will no longer be available. Further, it shall not be allowed to claim set-off of any brought forward loss arising to it on account of additional depreciation and other specified incentives.

The Company has decided to opt for the lower corporate tax rate of 25.168% (prescribed under section 115BAA of the Act) with effect from FY 2020-21. Thus, the deferred tax asset / liability in the restated financials for FY 2019-20 has been computed using such lower corporate tax rate of 25.168%.

Further, it shall be noted that since the option of paying under lower tax is exercised, it cannot be subsequently withdrawn for the same or any other previous year.

- vi. The above annexure covers special tax benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This annexure also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company. The above annexure of special tax benefits sets out the provisions of Indian 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.
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- viii. 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. The above views are basis the provisions of law, their interpretation and applicability as on date, which may be subject to change from time to time.

ANNEXURE 2

Statement of Tax Benefits

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I. Special Tax Benefits available to the Company

There are no special indirect tax benefits available to the Company under the Indirect Tax Regulations in India.

II. Special Tax Benefits available to the Shareholders of the Company

There are no special indirect tax benefits under the Indirect Tax Regulations in India available to shareholders for investing in the shares of the Company.

Notes:

- v. This Annexure sets out only the special tax benefits available to the Company under Central Goods and Services Tax Act, 2017 / the Integrated Goods and Services Tax Act, 2017 and applicable State Goods and Services Tax Act, 2017 (“GST Act”), the Customs Act, 1962 (“Customs Act”) and the Customs Tariff Act, 1975 (“Tariff Act”), as amended from time to time, read with relevant Rules, Notifications and Circulars, each as amended and presently in force in India (collectively referred as “Indirect Tax Laws”).
- vi. This Annexure is only intended to provide general information to the shareholder and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each shareholder 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 IPO of Rotomag Enertec Limited.
- vii. This annexure covers only indirect tax laws benefits and does not cover any special tax benefits under direct tax law or benefit under any other law.
- viii. 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 changes in laws / regulations.

SECTION VI – ABOUT OUR COMPANY

INDUSTRY OVERVIEW

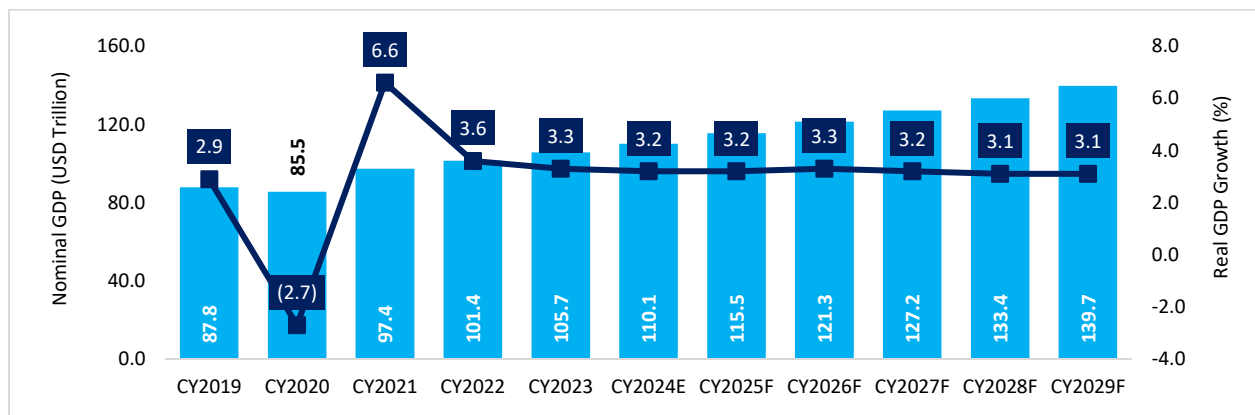
Unless otherwise indicated, industry and market data used in this section have been derived from the report titled “Assessing the Market Potential of Select Industrial Drive Solutions and Solar Products” dated September 2025 (the “F&S Report”) prepared and released by Frost & Sullivan and exclusively commissioned and paid for by us in connection with the Offer, pursuant to an engagement letter dated February 3, 2025. A copy of the F&S Report is available on the website of our Company at https://www.rotomag.com/investor_relation.html. The data included herein 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 13. Also, see “Risk Factors — Certain sections of this Draft Red Herring Prospectus disclose information from the F&S Report which has been prepared exclusively for the Offer and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks” on page 67. The industry data included herein may have been re-ordered by us for the purposes of presentation. Unless otherwise indicated, financial, operational, industry and other related information derived from the F&S Report and included herein with respect to any particular year refers to such information for the relevant calendar year.

Global Macro-Economic Overview

Macro-economic Trends of the Global Economy and Outlook of Global GDP Trends

Global economic growth saw a robust rebound in 2021, with real GDP expanding by 6.6%, driven by strong post-pandemic demand recovery and fiscal stimulus. Growth, however, moderated to 3.6% in 2022 and 3.3% in 2023, as the Russo-Ukrainian war intensified inflationary pressures, disrupted supply chains, and prompted aggressive monetary tightening.

Exhibit 1.1: Nominal GDP (in USD Trillion) and Real GDP Growth (%), Global, Calendar Year (CY)2019-2029F

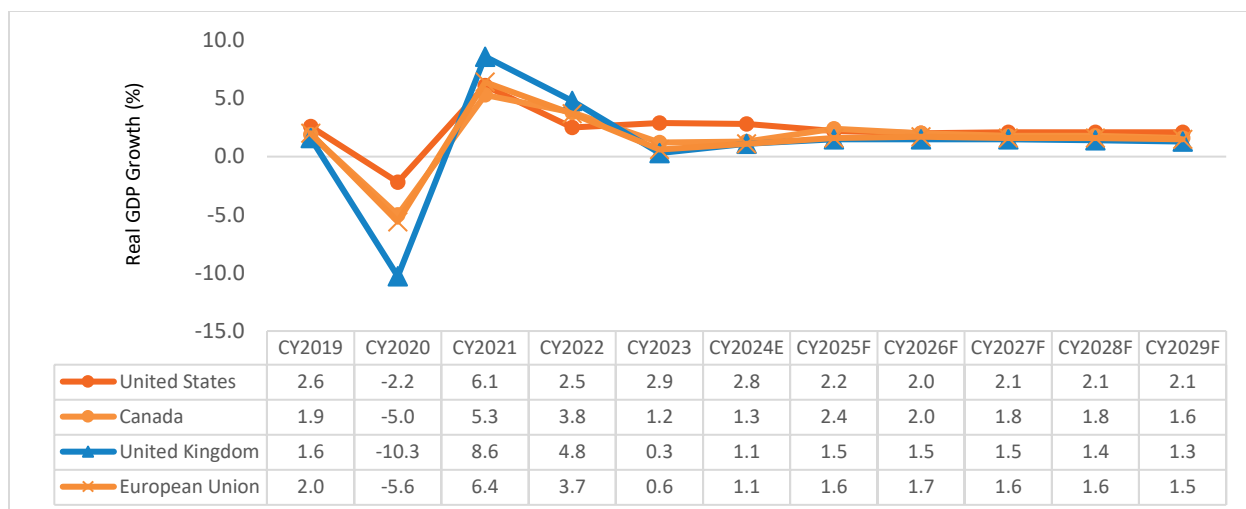


Note: E: Estimate, F: Forecast, Global Nominal GDP, and Real GDP Growth are represented in calendar years
Source: International Monetary Fund (IMF): World Economic Outlook (WEO), October 2024, Frost & Sullivan

From 2025 to 2029, global nominal GDP is projected to grow at a CAGR of 4.9%, reaching approximately USD 140 trillion, with real GDP growth averaging 3.2% annually.

Outlook on Key Advanced Economies

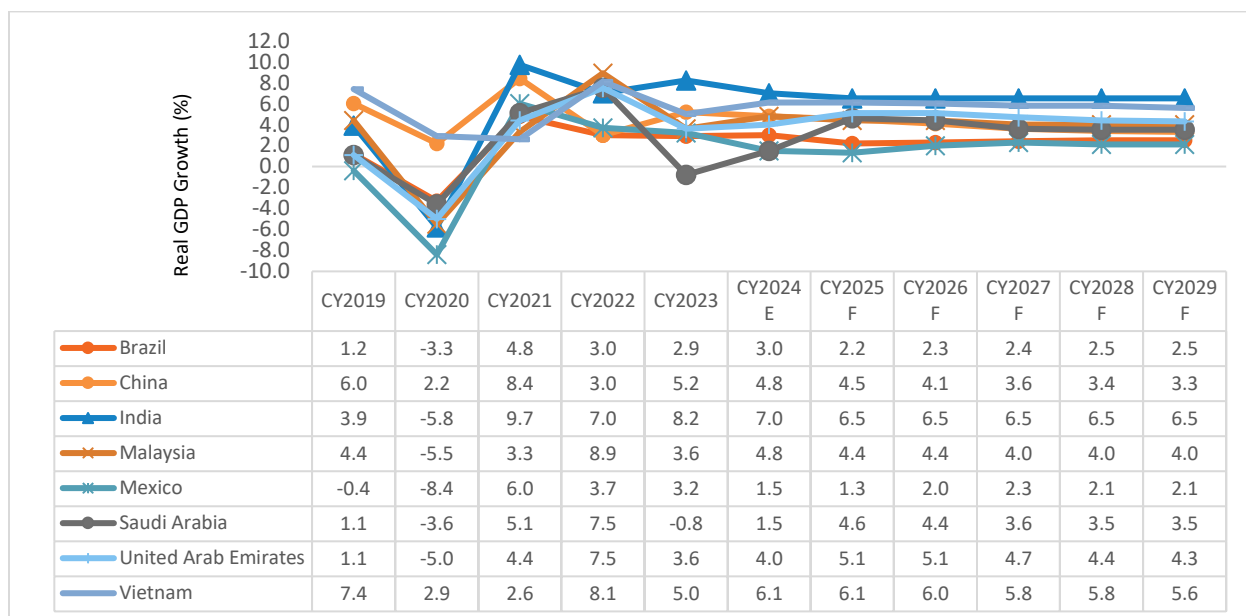
Exhibit 1.2: Real GDP Growth (%), Key Advanced Economies, 2019-2029F



Note: E: Estimate, F: Forecast, Real GDP Growth is represented in calendar years. Source: IMF: WEO, October 2024, Frost & Sullivan

Outlook on Key Emerging Markets

Exhibit 1.3: Real GDP Growth (%), Key Emerging Markets, 2019-2029F



Note: E: Estimate, F: Forecast, Real GDP Growth is represented in calendar years. Source: IMF: WEO, October 2024, Frost & Sullivan

India is set to become the fastest-growing major economy, driven by strong domestic demand and reforms. Rising from the 9th largest economy in 2010 (USD 1,676 billion) to 5th in 2024 (USD 3,889 billion), India is projected to rank 3rd by 2029 at USD 6,307 billion, surpassing Germany and Japan. This growth is powered by a demographic advantage (68% in the working age group) and CAPEX growing at a CAGR of 18.8% to USD 133.7 billion by Fiscal 2024-25. Key sectors like technology, infrastructure, defense, and a USD 2 trillion export target by 2030, are driving India's transformation and global leadership.

Growth of Capital Goods Sector – Global Scenario

The capital goods sector's growth is a crucial indicator of industrial development and economic expansion. It encompasses industries that produce machinery, equipment, and infrastructure for other sectors. The global capital

goods sector has seen varying growth patterns in recent years, influenced by factors like post-pandemic recovery, supply chain dynamics, and macroeconomic conditions.

The demand for capital goods is being driven by increased investments in infrastructure, manufacturing, and automation, with sectors like construction, power, and transportation also contributing to this growth. The capital goods sector is positively impacted by strong growth in renewable energy equipment, rising demand for automation and smart manufacturing solutions, and increased investment in defense and aerospace manufacturing.

Capital Goods Sector – Key Economies Have the Strongest Growth Potential

The capital goods sector is predicted to experience robust growth in several economies in the coming years due to infrastructure investment, industrialization, and technological advancements.

Emerging economies like India, Vietnam, Brazil, Mexico, and Sub-Saharan Africa are expected to be the fastest-growing markets for capital goods due to their significant infrastructure needs and manufacturing growth. These countries are investing heavily in renewable energy, urbanization, and digital manufacturing technologies, resulting in a rise in demand for machinery, construction equipment, and industrial technologies.

India - Capital goods makers are projected to see a revenue increase driven by significant investments in railways, defense, conventional, and renewable sectors. Capital good players' revenue growth is expected to be bolstered by investments in PLI-driven schemes and emerging sectors like electric vehicles and data centers. Growth opportunities in automation, digitalization services, and charging networks could increase these sectors from 10% in fiscal 2024 to 25% by fiscal 2028.

Global Manufacturing Shift and Diversification Away from China and Europe

The global manufacturing landscape is undergoing a marked shift as businesses diversify from China, driven by demographic, economic, and geopolitical factors. China's population over 65 years is projected to rise to 17.4% by 2029, leading to a shrinking labour force, reduced productivity, and heightened fiscal pressures for pension and public healthcare reforms. Geopolitical tensions over Taiwan and the South China Sea amplify trade risks, while high corporate debt—particularly in the real estate sector—coupled with falling property prices, dampens economic growth and investor confidence. Financial inefficiencies further exacerbate the issue, with concentrated loans in state enterprises and inconsistent government interventions undermining economic stability.

Many European businesses are struggling with rising energy costs and weakening consumer spending as households allocate more to energy expenses. Energy-intensive industries are under pressure, disrupting operations and profitability. This disparity in energy prices is driving some industries to consider relocating to India, offering a potential boost to India's manufacturing sector. Trade relations with key markets such as the EU, the U.S., and Japan are expected to wane, prompting companies to explore alternative manufacturing destinations.

India has emerged as a significant beneficiary of this shift, leveraging fiscal incentives and a burgeoning semiconductor manufacturing sector, with three plants under development and policies encouraging ancillary industries. India also plans to replicate China's eCommerce integrated pilot zones near airports to streamline customs processes, a step toward achieving its ambitious USD 1 trillion goods export target by 2030.

India's Strategic Advantage: Emerging as a Key Beneficiary of the China+1 and EU+1

Strategic Position in Global Supply Chains: India is emerging as a key player in the global China+1 and Europe+1 strategies.

Focus on High-Value Industries: The India Semiconductor Mission, with ₹760 billion in funding and ₹1.5 trillion in private investments, showcases India's focus on high-value industries. Supporting policies like the Design Linked Incentive scheme and **Scheme for Promotion of Manufacturing of Electronic Components and Semiconductors** are driving growth in aerospace, electrical machinery, and pharmaceuticals.

Geopolitical Challenges and Opportunities: Geopolitical tensions involving Russia have disrupted supply chains in industries like automotive and steel. Rising raw material costs have pressured profitability. However, India's

diversification of energy imports and renewable energy investments under Atmanirbhar Bharat are enhancing resilience and creating opportunities in export-driven sectors.

Policy and Workforce Strengths: Initiatives, like Make in India, cost-competitive labour, and a rapidly upskilling workforce, are transforming India into a reliable manufacturing hub.

Future-Ready Economy: With a diversified economy, strategic policies, and sustainability-focused practices, India is well-positioned to meet global market demands. Its emphasis on ease of doing business and robust manufacturing capabilities offers significant opportunities for global investors, cementing its place in global supply chains.

Global – Growing Environmental Regulations and Sustainability Focus

As the globe confronts the growing threat of climate change, there is a pressing need for action to shift to sustainable energy sources. The global search for sustainable energy alternatives is both an environmental and economic imperative.

Global Push for Renewable Solutions

Government policies and incentives are crucial in promoting sustainable energy solutions, with many countries setting ambitious targets and offering various incentives for clean energy technology development. Renewable energy technologies, including solar, wind, hydropower, and geothermal, are rapidly gaining popularity as clean, reliable, and cost-effective alternatives to fossil fuels. Solar energy has experienced significant growth due to advancements in technology, reduced costs, and government incentives. It is now an affordable energy source, with large-scale solar farms being built globally. Rooftop solar panels are also popular among homeowners and businesses. Advanced solar storage solutions, like batteries, enable excess energy to be stored and used during high-demand periods, making solar energy more reliable and flexible.

Regulations mandating manufacturers to focus on producing energy-efficient solutions

Global regulations are increasingly mandating manufacturers to focus on producing energy-efficient solutions, aiming to reduce energy consumption and mitigate environmental impacts. Countries worldwide are setting renewable energy targets to reduce carbon emissions and promote sustainability. The European Commission has unveiled a comprehensive five-year plan to enhance the competitiveness of European industries. Central to the plan is the "Clean Industrial Deal," aiming to simplify business rules, expedite investments, and support the decarbonization of energy-intensive industries. The EU's Eco-design Directive establishes a framework for setting mandatory ecological requirements for energy-using and energy-related products. The directive obliges manufacturers to reduce energy consumption and other negative environmental impacts at the design stage.

Climate Goal of Key Countries

Countries worldwide are setting ambitious climate goals to address the pressing issue of climate change. These targets, often outlined in Nationally Determined Contributions (NDCs) under the Paris Agreement, reflect each nation's commitment to reducing greenhouse gas emissions and promoting sustainable practices. The European Union aims for net-zero emissions by 2050, while China aims for carbon neutrality by 2060, focusing on expanding renewable energy capacity. India aims to decrease GDP emission intensity by 33-35% by 2030 and achieve 40% of its electric power installed capacity from non-fossil fuel-based energy resources by the same year.

Energy Transition Projects - Capital availability between public and Private sector

Governments worldwide are leveraging public and private capital to accelerate the energy transition, with substantial funding inflows into projects in recent years. To achieve net zero emissions by 2050, a significant increase in capital-intensive clean energy assets like wind, solar PV, electric vehicles, and hydrogen electrolyzers is needed. Public and private investments are crucial for delivering clean energy at the required scale. Access to low-cost financing is crucial, especially in emerging and developing economies.

Increasing Demand for Clean and Sustainable Energy Sources

Switching to eco-friendly energy sources offers significant benefits for both businesses and the environment. It helps companies reduce energy costs, meet regulatory requirements, access new markets, boost brand reputation, and attract

green investments. Globally, it curbs emissions, reduces pollution, conserves resources, and enhances energy security, supporting sustainable economic growth.

Globally, renewable power capacity reached 3,870 GW by the end of 2023, led by solar energy at 1,418 GW, followed by hydropower (1,268 GW) and wind energy (1,017 GW). Solar energy saw a significant rise from 492 GW in 2018 to 1,418 GW in 2023—a 24% growth—driven by increasing demand for clean energy. In 2023 alone, global solar capacity grew by 345 GW, with Asia contributing over 60% of the new installations. According to IRENA, renewables could supply 65% of global electricity by 2050 and generate over 30 million clean energy jobs by 2030. By the end of 2023, global renewable power capacity reached 3,870 GW, with solar energy leading to 1,418 GW, followed by hydropower (1,268 GW) and wind energy (1,017 GW). Solar capacity grew significantly from 492 GW in 2018 to 1,418 GW in 2023, a 24% increase driven by rising demand for clean energy. In 2023 alone, solar energy capacity rose by 345 GW, with Asia contributing over 60% of the new installations.

Domestic Macro-Economic Overview

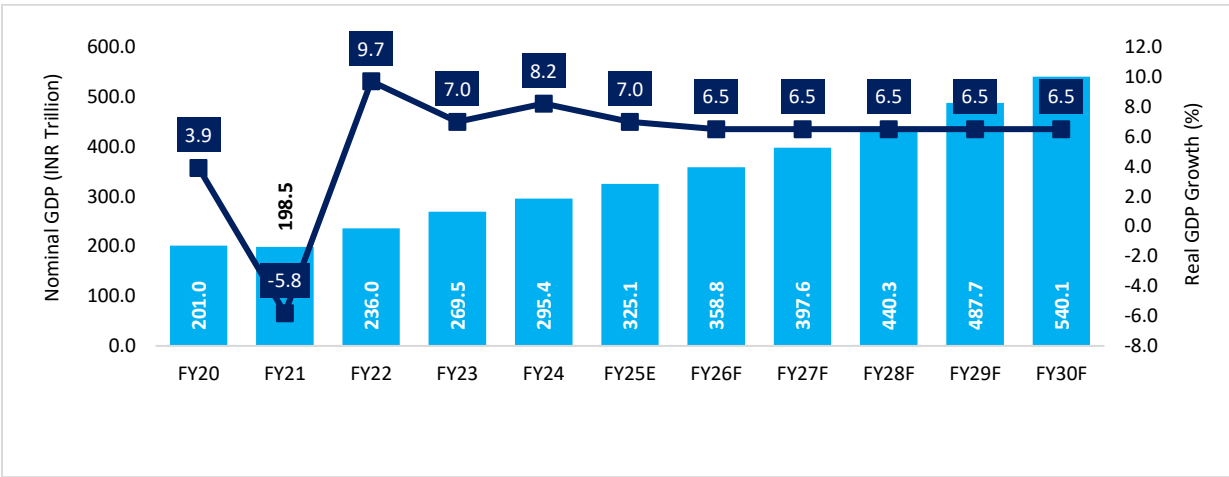
Macro-economic Overview of the Indian Economy

Indian economic growth in Fiscal 2024 outperformed many other major economies and was the least impacted by the inflationary pressures globally. The government has been promoting structural reforms, such as a focus on disinvestment and higher FDI limits, while also working on a national logistics policy to promote India’s economic growth post-pandemic.

In 2019, the Indian government set a target of becoming a USD 5 trillion economy and a global powerhouse by Fiscal 2025. As a result of the COVID-19 pandemic, the government revised the original timeline by 18–24 months. India crossed the USD 3 trillion mark in Fiscal 2022, and India is on the verge of surpassing a USD 4 trillion GDP by Fiscal 2025. In a realistic scenario, India needs another 2-3 years to cross the USD 5 trillion mark.

Real and Nominal GDP Growth in India: GDP Growth Trends

Exhibit 2.1: Nominal GDP (in INR Trillion) and Real GDP Growth (%), India, Fiscal Year (FY) 2020 to Fiscal 2030F



Source: IMF; WEO, October 2024, Frost & Sullivan.

India's real GDP displayed resilience with a strong rebound of 9.7% in Fiscal 2021-22, following a sharp contraction of 5.8% in Fiscal 2020-21 due to COVID-19, and maintained steady growth at 7.0% and 8.2% in Fiscal 2022-23 and Fiscal 2023-24, respectively. Nominal GDP surged by 46.9% from Fiscal 2019-20 to Fiscal 2023-24, reaching ₹295.4 trillion, reflecting rising economic activity. Projections indicate sustained growth momentum with nominal GDP projected to reach ₹540.1 trillion by Fiscal 2029- 30, driven by a robust consumer base, competitive labor costs, and government-led CAPEX. Structural reforms, increasing digitalization, and expanding global trade integration further position India as a key player in the global economy, underscoring its potential to exceed USD 7.0 trillion in nominal GDP within the next decade.

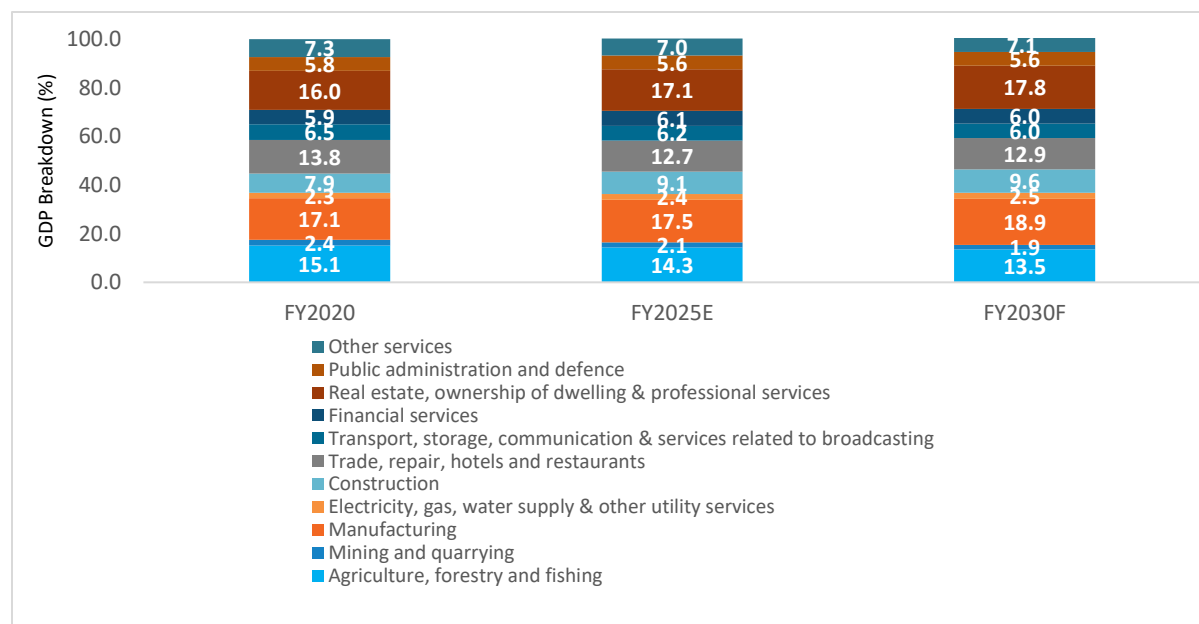
Source: IMF: WEO, October 2024, Frost & Sullivan

GDP Breakdown by Key Sectors

Manufacturing

India's sectoral GDP composition reflects a dynamic shift towards a combination of industrialization and services-led growth. India's manufacturing sector has accounted for 17%-18% of the total Gross Value Added (GVA) over the past decade. In Over the medium term, the share of manufacturing is poised to grow, driven by production-linked incentive schemes across 14+ sectors, including pharmaceuticals, textiles, medical devices, auto components, and white goods (electronic items such as refrigerators and televisions), among others.

Exhibit 2.5: GDP breakdown by key sectors (%), India, Fiscal 2019-20, Fiscal 2024-25E & Fiscal 2029-30F



Source: Ministry of Statistics and Programme Implementation (MOSPI) – India, Frost & Sullivan

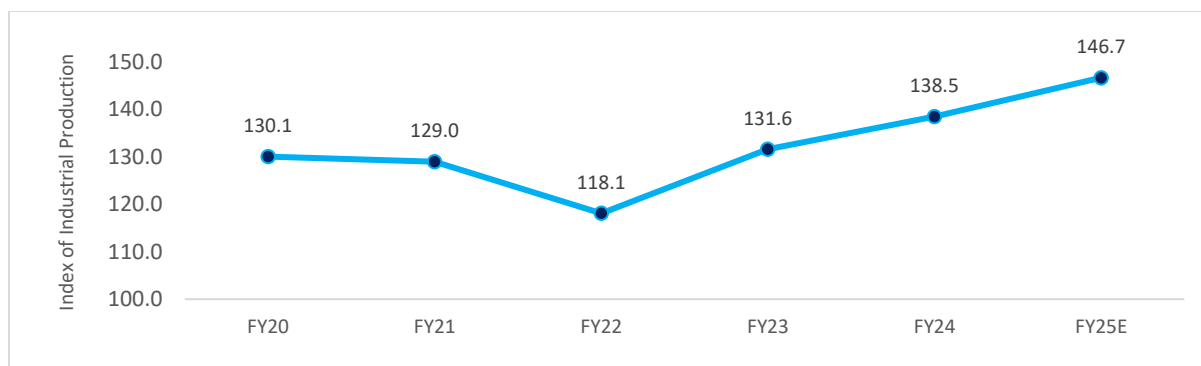
Agriculture

The agricultural and allied sector is expected to have good performance, mainly attributable to government initiatives aimed at increasing crop and livestock productivity, guaranteeing stable returns for farmers through price support, encouraging crop diversification, and enhancing market infrastructure by incentivizing the establishment of farmer-producer organizations and investments in infrastructure through the Agriculture Infrastructure Fund. By Fiscal 2030, the agriculture, forestry, and fishing sectors are projected to decline to 13.5% of GDP, down from 14.3% in Fiscal 2025, reflecting a gradual structural shift. However, their critical role in rural employment and food security persists.

However, in Fiscal 2023 and Fiscal 2024, production in agriculture and allied sectors witnessed a record jump, mainly attributed to foodgrain production. Key demand-side drivers such as population growth and export market expansion, as well as supply-side drivers such as ideal climate, technologically advanced irrigation infrastructure, the Green Revolution in Eastern India, an increase in climate-smart agricultural practices, and policy and infrastructure support such as the "Krishi Nivesh" portal, Paramparagat Krishi Vikas Yojana, Pradhanmantri Gram Sinchai Yojana, and Sansad Adarsh Gram Yojana, along with the Kisan Rath app, 200+ Kisan Rails, and Krishi Udaan Scheme for produce transportation, are worth noting in agricultural production boost in recent years.

Industrial Activity Growth – Increase in IIP

Exhibit 2.6: Index of Industrial Production (IIP), India, Fiscal 2019-20 to Fiscal 2023-25E



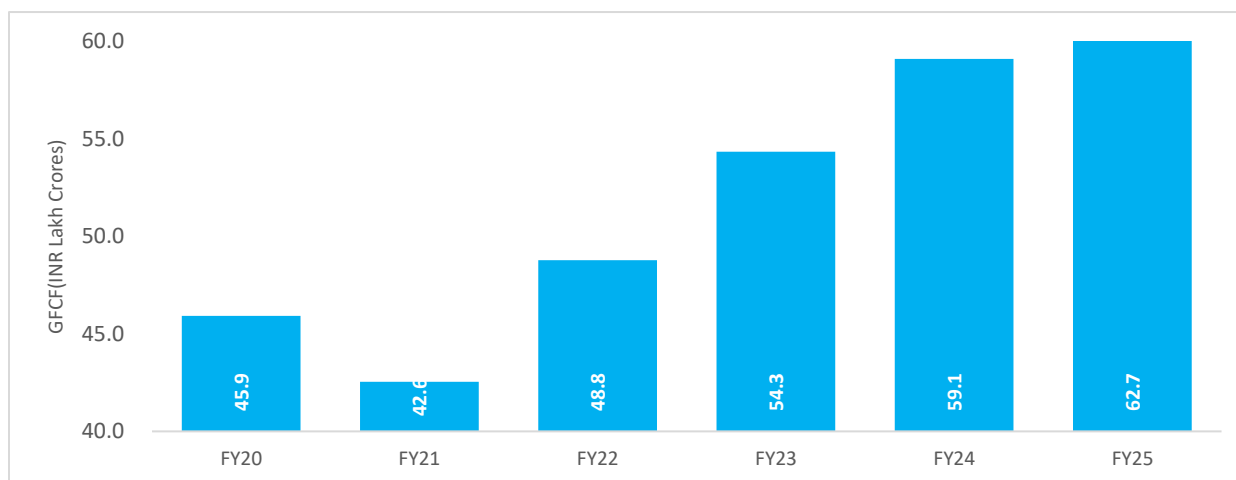
Source: MOSPI – India, Frost & Sullivan.

Between Fiscal 2019-20 and Fiscal 2024-25, India's IIP grew at a steady CAGR of 2.4%, driven by initiatives like the PLI scheme, Make in India, and Atmanirbhar Bharat, which boosted domestic manufacturing and innovation. Key sectors such as automotive, electronics, and pharmaceuticals have thrived on strong consumer demand and export opportunities, highlighting India's evolving industrial ecosystem and its growing role in global manufacturing and trade. Macro factors like GDP growth, inflation, and landmark policies, along with micro drivers such as skilled labor, infrastructure, and technological advancements, have bolstered industrial activity. Improved logistics and targeted resource policies further strengthen India's growth-oriented industrial framework, paving the way for sustained economic expansion.

Historic Trends and Outlook of Gross Fixed Capital Formation

Gross Fixed Capital Formation (GFCF) in India has shown a significant upward trend over the past decade. At constant 2011-12 prices, GFCF increased from ₹32.78 lakh crore in 2014-15 to ₹54.35 lakh crore in 2022-23. The government's capital expenditure increased 28.2% YoY in 2023-24, reaching ₹9.5 lakh crore, 2.8 times the level of Fiscal 2020. GFCF by private non-financial corporations increased by 19.8 percent in Fiscal 2023.

Exhibit 2.7: Gross Fixed Capital Formation (in INR), India, Fiscal 2020 to Fiscal 2025



Note: Gross Fixed Capital Formation at Constant (2011-12) Prices (Rs. Crore)

Source: pib.gov.in, mospi.gov.in, Frost & Sullivan

India's gross fixed capital formation (GFCF) climbed to 30.8% of GDP in Fiscal 2024, up from an average of 28.9% between Fiscal 15-19 (pre-pandemic). The government's strong capex push, together with household investment in real estate (dwellings, other buildings, and services), has contributed to the improvement in GFCF. In summary, while the private sector has been the predominant contributor to India's GFCF, recent government initiatives in capital expenditure have significantly bolstered overall investment levels. This collaborative dynamic between government spending and private investment is pivotal for sustaining and enhancing India's economic growth trajectory.

Overview of the Agriculture Sector in India

The agriculture sector forms a large part of the Indian economy. The agricultural and allied industries have shown robust performance in recent years, mainly attributable to government initiatives aimed at increasing crop and livestock productivity, guaranteeing stable returns for farmers through price support, encouraging crop diversification, and enhancing market infrastructure by incentivizing the establishment of farmer-producer organizations and investments in infrastructure through the Agriculture Infrastructure Fund.

The Indian government has launched the Pradhan Mantri Kisan Urja Suraksha evam Utthaan Mahabhiyan (PM KUSUM) scheme to promote the use of solar-powered irrigation pumps. The scheme aims to reduce farmers' dependence on diesel, lower irrigation costs, and enhance water and energy security. The government provides central financial assistance of 30% of the benchmark cost or tender cost, with state governments offering an additional 30% subsidy. The farmer bears the remaining 40% loan.

The KUSUM scheme has positively impacted the agricultural sector by improving energy access, reducing costs, promoting sustainability, and providing economic opportunities for farmers. It also aligns with India's broader goals of clean energy transition and rural development.

Agriculture - Major employment contribution sector in India

Agriculture is a vital sector in India's economy, employing 43-45% of the workforce and remaining the largest employment sector despite a decline in its GDP share. Rural India heavily relies on agriculture, with millions engaged in farming and related activities. Despite employing nearly half of the workforce, agriculture contributes a smaller proportion to GDP, indicating low productivity compared to other sectors. Government initiatives like PM-KISAN, MSP (Minimum Support Price), and rural development schemes aim to improve farmers' incomes.

Key Challenges include low productivity compared to global standards, fragmented land holdings, reliance on monsoons, limited mechanization, and price volatility affecting farmer earnings.

Table 2.1: Comparison of Agriculture Workforce of Major Economies, 2023

Country	% of the workforce in agriculture	% of GDP Contribution in agriculture (Range)	Remarks
India	43 -45%	15 -18%	High Employment and Low Productivity
China	24 -26%	7 -8%	Higher Mechanization and Government support
USA	~1.5 -2%	1%	Highly mechanized, extremely productive
Brazil	9 -10%	5 -6%	Large sector with high exports
Germany	~1%	~0.8%	Advanced Agritech

Source: World Bank, Statista, Frost & Sullivan

India's agriculture sector employs a significant portion of the population but lags in productivity compared to major economies. To improve productivity, India should focus on mechanization, modern farming techniques, improved market access, and rural industrialization.

Table 2.2: Comparison of Agriculture GDP of Major Economies, 2023

Country	Agriculture share of GDP%
India	16.0%
Indonesia	12.53%

Country	Agriculture share of GDP%
China	7.12%
Brazil	6.24%
Turkey	6.16%
Argentina	5.93%

Source: World Bank, Statista, Frost & Sullivan

Agriculture's share in the global GDP has decreased to about 4% in recent years, with India's sector still accounting for a larger portion of its GDP. In contrast, the United States, Western European countries, and emerging economies like China have seen a decline in agriculture's share due to rapid industrialization. China's agriculture accounts for 7.12% of its GDP in 2023. In absolute terms, it is one of the largest agricultural producers globally.

Key schemes focusing on agriculture

Key schemes by the Government include the Pradhan Mantri Krishi Sinchai Yojana (PMKSY), Rashtriya Krishi Vikas Yojana (RKVY), Pradhan Mantri Kisan Urja Suraksha evam Utthaan Mahabhiyan (PM-KUSUM), and Agriculture Infrastructure Fund (AIF)

Budget allocation for key government schemes:

A few critical agricultural sector initiatives taken by the Government are:

Rashtriya Krishi Vikas Yojana (RKVY) is designed to encourage states to increase public investment in agriculture and allied sectors, ensuring holistic development. It has seen significant budget allocations to promote sustainable agriculture and enhance food security in India.

Pradhan Mantri Kisan Urja Suraksha evam Utthaan Mahabhiya (PM-KUSUM) aims to enhance the financial and water security of farmers by promoting the installation of solar pumps and grid-connected solar power plants. The PM-KUSUM scheme, launched in March 2019 and expanded in January 2024, aims to provide energy and water security to farmers, enhance their income, de-dieselize the farm sector, and reduce environmental pollution. The scheme comprises three components: installation of 10,000 MW of solar capacity through small solar power plants, installation of 20 lakh standalone solar-powered agriculture pumps, and solarization of 15 lakh grid-connected agriculture pumps. However, the scheme faces challenges such as land availability, affordable financing, and delays in state fund disbursements. To address these issues, the government issued revised guidelines in January 2024 and included all components under the Agricultural Infrastructure Fund.

Agriculture Infrastructure Fund (AIF): Operating from 2020-21 to 2032-33, the AIF offers a 3% interest subvention and credit guarantee support for post-harvest management infrastructure and community farm assets. With ₹1 lakh crore allocated until 2025-26, the scheme has sanctioned ₹13,681 crore for over 18,133 projects.

The Pradhan Mantri Krishi Sinchai Yojana (PMKSY) aims to enhance farm productivity by expanding cultivable areas under assured irrigation, improving on-farm water use efficiency, and promoting water-saving technologies. Launched in 2015, it has been extended for 2021-2026, with a total allocation of ₹93,068.56 crore. The scheme includes components like the Accelerated Irrigation Benefit Program, PDMC, and Watershed Development.

Challenges in the Growth of Agriculture in India

Agriculture in India is a significant sector, employing nearly half of the workforce. However, it faces several challenges, particularly in electricity supply.

Key factors impacting Agriculture:

- 1) Unreliable and irregular power supply disrupts irrigation schedules and affects crop yields.

- 2) Limited rural electrification limits mechanization in remote areas.
- 3) Heavily subsidized agricultural electricity tariffs strain DISCOM finances, resulting in revenue losses, delayed infrastructure upgrades, and increasing uncertainty in rural power reliability.
- 4) Dependence on subsidies often leads to the overuse of groundwater due to excessive pumping. Uncontrolled access to electricity for tube wells causes severe groundwater depletion.
- 5) Lack of infrastructure and modernization, such as outdated transmission lines and transformers, causes power losses and inefficiencies.
- 6) Slow adoption of renewable energy, such as solar-powered irrigation pumps, is slow due to high initial costs.
- 7) Electrification and power supply quality vary considerably across Indian states — for instance, Punjab offers a relatively reliable agricultural power supply, while states like Bihar, Jharkhand, and those in the North-East continue to face significant gaps in both coverage and quality

To address these challenges, potential solutions include improving rural grid infrastructure, promoting smart metering and energy pricing, expanding solar-based irrigation systems, and ensuring timely subsidies and better financial health of DISCOMs. Addressing these electricity-related challenges will significantly improve agricultural productivity and sustainability in India.

India – Growing Focus on Clean Energy and Sustainability

India is focusing on reducing its reliance on fossil fuels through various strategies. These include expanding its renewable energy capacity, improving energy efficiency through initiatives like the Perform, Achieve and Trade scheme and Energy Conservation Building Code, diversifying energy sources through clean and low-carbon technologies like electric vehicles, green hydrogen, and clean cooking solutions, and promoting afforestation and reforestation. India also plans to adopt electric vehicles on a large scale, with policies promoting production, charging infrastructure, and incentives for consumers.

However, India faces challenges such as a growing population, rapid urbanization, and reliance on coal for energy. To balance development with climate goals, India emphasizes the need for finance and technology transfer from developed countries, climate-resilient agriculture and adaptation strategies, and international cooperation to address the disproportionate impact of climate change on developing nations. India's commitment to the Kyoto Protocol and Paris Agreement reflects its role as a major developing nation in global climate governance.

India's Key Initiatives for Carbon Footprint Reduction

India is embracing solar energy-based irrigation and rooftop electricity generation to reduce carbon footprints and transition towards sustainable energy solutions.

India has approximately 17.5 lakh sq. km of arable land, the largest in the world. Much of this land relies on groundwater pumps for irrigation, primarily powered by the electricity grid or diesel. Transitioning to solar-powered irrigation, through solar pumps and drip irrigation systems, can support the country's climate goals while providing farmers with accessible and cost-effective energy solutions. In line with this vision, the government launched the PM-KUSUM scheme, aiming to add 34.8 GW of solar power capacity by Fiscal 2026, backed by ₹34,400 crore in central financial assistance.

Solar Energy-Based Irrigation

Traditional irrigation systems in India rely on diesel-powered pumps and grid electricity, leading to high costs, inefficiency, and environmental damage. Solar-powered irrigation systems offer a sustainable alternative, reducing diesel and grid electricity dependency. The National Mission on Solar Irrigation (PM-KUSUM) scheme aims to provide solar pumps to farmers, encouraging solar energy adoption in rural areas. Benefits include cost reduction,

sustainability, and energy independence, as solar power reduces carbon emissions and environmental pollution, reducing farmers' dependence on expensive fossil fuels or unreliable grid power.

Rooftop Solar Electricity Generation

India has significant potential for rooftop solar energy generation due to its high sunlight levels. By installing solar panels, individuals, businesses, and institutions can generate their electricity, reducing their reliance on grid power. The Indian government has introduced various incentives to promote rooftop solar installations, such as subsidies under the National Solar Mission. Net metering allows homeowners and businesses to sell excess power back to the grid, making it a viable investment. Benefits include energy savings, grid stability, and reduced carbon emissions compared to conventional power generation.

Advantages of Solarization of Irrigation and Rooftops

	REDUCED GREENHOUSE GAS EMISSIONS	Solar-powered irrigation and rooftop systems help mitigate greenhouse gas emissions by upto reducing dependence on fossil fuels
	LOWER CARBON EMISSIONS	Solarization could enable India to cut carbon emissions by up to 32 million tonnes annually through irrigation and rooftop solutions
	IMPROVED ACCESSIBILITY	Solar pumps and rooftops offer a reliable energy source for remote and underserved regions, enhancing access and reducing power outages
	REDUCED GOVERNMENT FINANCIAL BURDEN	Widespread adoption of solar irrigation reduces electricity subsidies (over ₹1 lakh crore) and cuts oil imports by 1.38 billion liters annually
	COST-EFFECTIVENESS	Solar pumps and rooftop systems offer lower lifetime operating costs, making them an economically viable solution for farmers
	LONG OPERATIONAL LIFE	Solar pumps have fewer moving parts and depend on renewable energy, resulting in a longer service life and reduced maintenance needs
	FLEXIBLE WATER UTILIZATION	Solar systems support continuous water harnessing, enabling farmers to better manage irrigation without being limited by grid supply

Rooftop solar is an emission-free, cost-effective energy solution that supports India's climate goals. It can reduce electricity bills by up to 50%, with households saving ₹15,000–18,000 annually and businesses over ₹2 crore. The PM-Surya Ghar: Muft Bijli Yojana aims to provide free electricity (300 units/month) to 10 million homes. With a lifespan of over 25 years, minimal maintenance, and no moving parts, rooftop solar is ideal for both urban and remote communities. GOI plans to integrate power generation with storage, scale residential BESS, and build a strong market ecosystem.

India aims to achieve 500 GW of non-fossil fuel capacity by 2030, with a significant portion coming from solar energy, to reduce its dependence on coal and other carbon-intensive energy sources.

Overview of India's Power Consumption Trends

The global power demand is expected to rise at a faster rate, an average of 3.4% annually, through 2026.

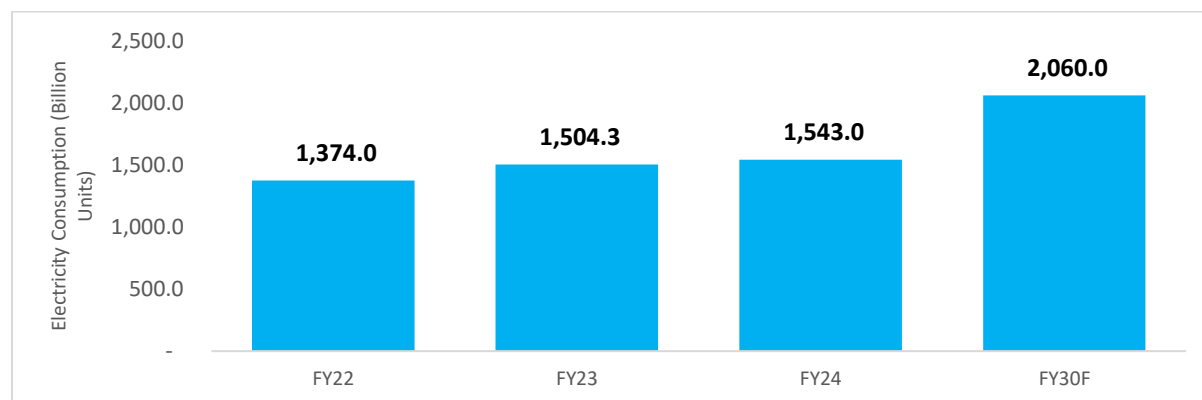
India is expected to experience the fastest growth in global electricity demand through 2026. This growth is driven by strong economic activity and expanding air conditioner ownership. India's electricity demand is expected to be

equivalent to the UK's consumption over the next three years. Renewables are expected to meet half of this growth, while one-third will come from rising coal-fired generation.

Total Power Consumption in India

India's power consumption has seen a significant increase in the past two decades, primarily due to economic expansion, population growth, and urbanization. India's power consumption has seen substantial growth in recent years, with projections indicating continued rises through 2030 due to economic development, industrialization, and increased electrification. From 2023-24 to 2029-30, the CAGR of the electrical energy requirement is expected to be 4.9%.

Exhibit 2.8: Total Power Consumption, India, Fiscal 2022 to Fiscal 2024 to Fiscal 2030



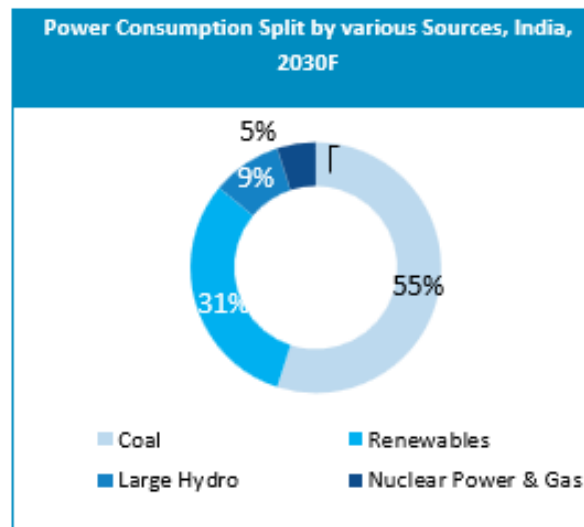
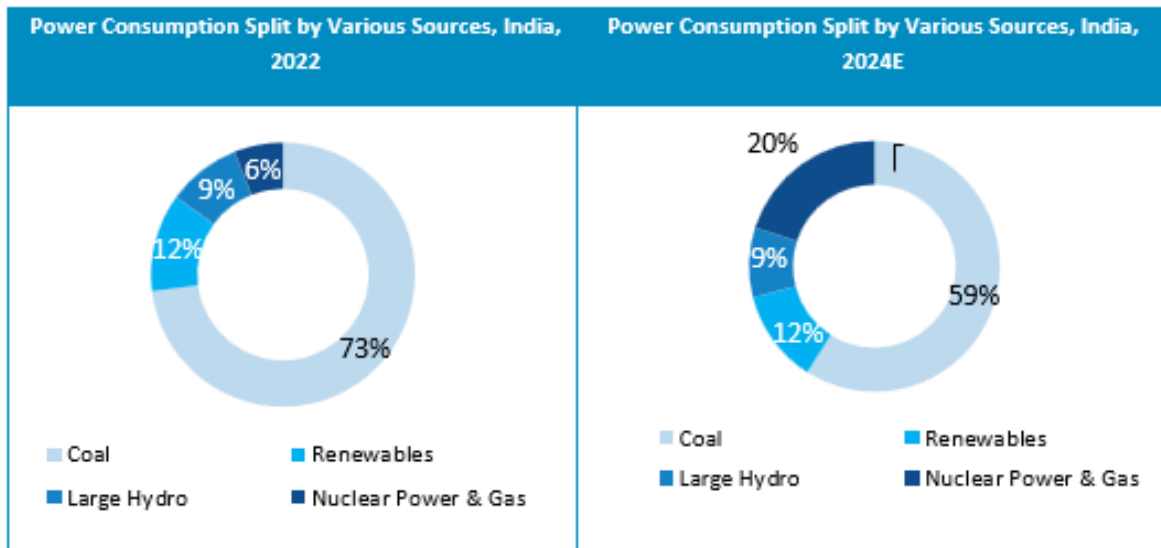
Note: F: Forecast

Source: beeindia.gov.in, CEA, Frost & Sullivan

India's power demand is expected to rise by 5% annually from 2018 to 2040, driven by economic growth, urbanization, and increased adoption of energy-intensive technologies like air conditioning and electric vehicles. Key drivers of increased energy demand include India's expanding economy, population growth, technological adoption, government policies aimed at improving energy access and promoting economic development, and climate change, which can lead to increased use of cooling systems and higher electricity demand.

India - Power Consumption Split by Various Sources

Exhibit 2.9: Power Consumption Split by various Sources, India, Fiscal 2022 to Fiscal 2024 to Fiscal 2030



Note: Renewables include Solar, Wind, Biomass and Small Hydro

Source: Business Standard, iced. niti, Frost & Sullivan

India's power generation has primarily relied on coal, but there is a growing trend towards renewable energy sources. The projections show a significant increase in renewable energy capacity, with solar and wind energy expected to quadruple by 2030. However, coal's absolute generation is predicted to rise by 13% between 2023 and 2030 due to increasing power demand.

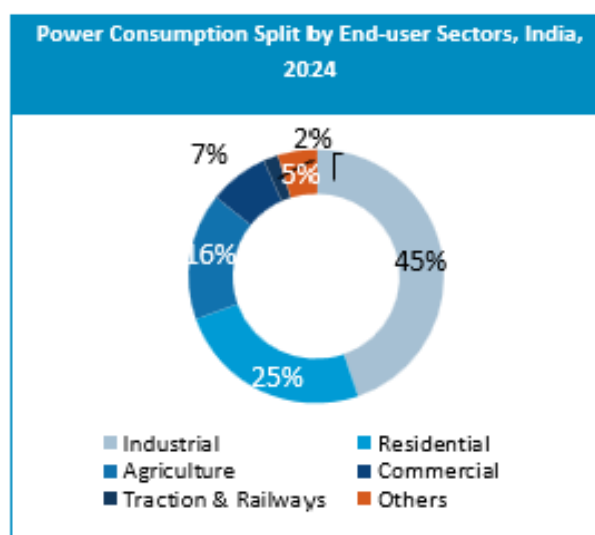
India - Power Consumption Split by Grid vs off-Grid

India's majority of households (87%) have grid-connect electricity access, while 13% use non-grid sources or do not use electricity at all. 62% of non-grid customers are agricultural, with only 4% of households currently lacking access to grid-based electricity. India's electricity consumption is primarily supplied by the central grid, with off-grid sources like solar home systems, microgrids, and diesel generators playing a secondary role in remote and rural areas. The country's energy landscape is constantly evolving, promoting renewable energy adoption.

India aims to increase its renewable energy capacity to 500 GW by 2030.

India - Power Consumption Split by End-user Sectors

Exhibit 2.10: Power Consumption Split by End-user Sectors, India, Fiscal 2024



Source: Mospi, CEA, Frost & Sullivan

The industrial sector is expected to lead in electricity consumption, with significant growth in residential and commercial segments. Emerging industries like electric vehicles and data centers are also expected to contribute significantly. In 2030's the Industrial sector is expected to contribute a significant market share.

India – Irrigation Pumps led by coal and Diesel Sources

India is the largest user of irrigation pumps globally, operating approximately 32 million pumps powered by a mix of grid electricity, diesel, and solar energy. Agricultural irrigation pumps account for nearly 25% of the country's total electricity consumption, utilize around 85 million tons of coal annually, and consume about 12% of India's total diesel usage equivalent to over 5.52 billion liters each year.

After transportation, agriculture is India's second most significant consumer of diesel. Among 32 million conventional agricultural pumps in India, ten million run on diesel. As a result, harnessing solar energy for irrigation is critical to achieving 'diesel-free' farms. Ministry of Power announced plans to eliminate diesel in the agriculture sector by transitioning to renewable energy. The announcement is consistent with India's objective of reaching net zero by 2070. It will also lower India's crude oil imports, which totaled USD 132.4 billion in fiscal year 2023-24.

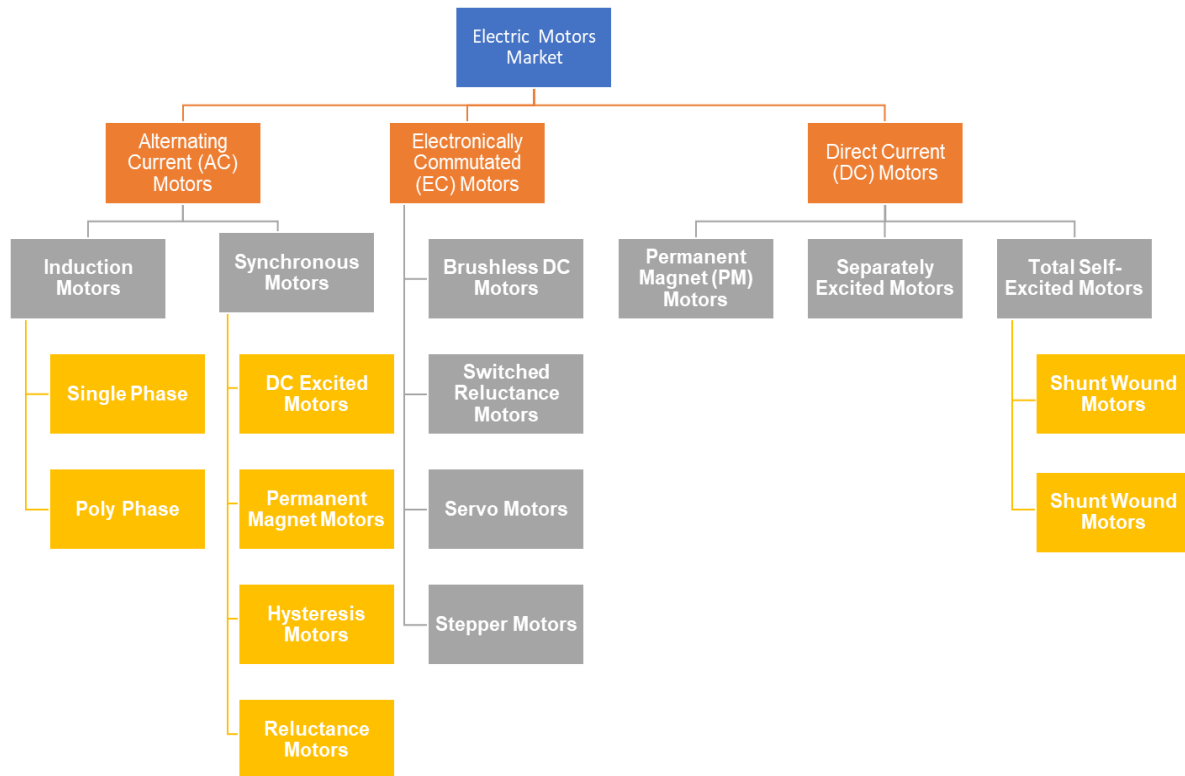
Global and Domestic Industrial Electric Motors Market

Global Industrial Electric Motors – Overview

Electric motors are essential components of many industries, powering machinery and systems in manufacturing, transportation, energy, and automation. These motors transform electrical energy into mechanical motion and are available in various configurations, including AC motors, DC motors, and servo motors, each tailored for a specific industrial application. The global industrial electric motor market has grown significantly, due to increased industrial automation, rising need for energy-efficient solutions, and the expansion of manufacturing sectors globally. The global industrial electric motor market is predicted to expand further due to technical developments, rising demand for smart motors, and ongoing investment in automation and renewable energy. The transition to Industry 4.0, the Internet of Things (IoT), and AI-powered industrial solutions will improve motor efficiency and performance.

Description of Various Types of Electric Motors

Exhibit 3.1: Global Industrial Electric Motors Market, Product Classification



Source: Frost & Sullivan Analysis

Alternating Current (AC) Motors

Alternating Current (AC) Motors—An AC motor is an electric motor that uses alternating current (AC) to produce mechanical power. It works by converting the electrical energy from AC into rotational mechanical energy through the principles of electromagnetic induction.

Induction Motors/ Asynchronous Motors

Induction motors, also known as **asynchronous motors**, are widely used in industrial and commercial applications due to their robustness, efficiency, and simple construction. They operate on the principle of electromagnetic induction, where the current required to produce torque is induced in the rotor rather than supplied externally.

Types of Induction Motors and their applications

Single Phase – Sub types: Shaded Pole, Permanent Capacitor, Resistant start, etc.

Applications: household appliances, industrial machinery, and small farming tools.

Poly Phase – Sub types: Squirrel Cage, Wound rotor (Slip Ring)

Applications: squirrel-cage induction motors are widely used as industrial drives. Wound rotors are used in Heavy machinery, Power plants, Industrial facilities, etc.

Unbalanced/Vibratory Motors

AC Vibratory Motors are three-phase or single-phase induction motors used in heavy-duty industrial machinery like feeders, screens, and compactors. DC Vibratory Motors are used in small-scale applications like mobile phones, medical devices, and automotive seats, running on low-voltage DC power and offering easier control over speed and vibration intensity.

Synchronous Motors

A **synchronous motor** is an AC electric motor in which the rotation of the rotor is synchronized with the frequency of the supply current. This means that the rotor's speed remains constant and matches the speed of the rotating magnetic field generated by the stator.

Types of Synchronous Motors and their applications

a) Non-Excited Synchronous Motors

b) DC Excited Synchronous Motors

Non-Excited Synchronous Motors - These motors use external magnetic fields to magnetize a steel rotor, achieving synchronization without additional electrical excitation.

Permanent Magnet Synchronous Motors (PMSM): It uses permanent magnets embedded in or attached to the rotor to create a constant magnetic field. Unlike induction motors, which rely on induced currents in the rotor, PMSMs achieve synchronous speed without slip, making them highly efficient and precise.

Key application areas: Electric Vehicles (EVs) and Hybrid Electric Vehicles (HEVs), Industrial Automation & Robotics, HVAC Systems (Heating, Ventilation, and Air Conditioning), Wind Energy and Renewable Energy Systems, CNC Machines and Servo Drives, Aerospace & Marine Applications. It is also used in super-efficient IE5/IE6 industrial applications which demand motors with superior efficiency.

Hysteresis and Reluctance Motors: Types of non-excited synchronous motors that use different principles (hysteresis losses and magnetic reluctance) to achieve and maintain synchronous speed. Hysteresis and reluctance motors find application in various areas, including industrial automation, electric vehicles, HVAC systems, and household appliances.

DC Excited Synchronous Motor -These motors need a DC supply to the rotor windings to generate the magnetic field and often use damper windings to start as induction motors before reaching synchronous speed.

Electronically Commutated (EC) Motors

EC Motors – They are synchronous motors powered by direct current (DC) electricity and controlled by electronic circuits, eliminating the need for mechanical commutators and brushes. This design enhances efficiency, reliability, and longevity. It is used in HVAC Systems (fans, blowers), Home appliances, and the Automotive Industry.

Brushless DC Motors (BLDC)

It is powered by a direct current (DC) electric power supply. Unlike traditional brushed motors that use mechanical brushes and a commutator, BLDC motors utilize an electronic controller to switch DC currents to the motor windings, producing magnetic fields that effectively rotate in space and which the permanent magnet rotor follows.

Applications: Automotive (Electric vehicles, cooling fans, power steering systems), Aerospace (Drones, UAVs), Home appliances (Washing machines, AC), handheld power tools (Drills, Cordless tools)

Servo & Stepper Motors

Servo motors and stepper motors are both widely used in applications requiring precise control of motion. Servo motors are those with either AC input or DC input that have a position feedback circuit consisting of a sensor and encoder; this feedback circuit allows precise motion and position control. Stepper motors are motors that rotate in discrete steps.

Servo Motor Applications: Servo motors are utilized in applications demanding high speed, high torque, and precise control. Ex. Industrial automation, Robotics, Aerospace, Renewable energy, etc.

Stepper Motor Applications: Stepper motors are favored for their ability to provide precise positioning and repeatable movements without the need for feedback systems. E.g., Textile Machinery, Robotics, CNC Machines, Medical Equipment, Printing equipment.

Switched Reluctance motor

An electric motor like an SRM (switched reluctance motor) runs through reluctance torque. Different from the types of common brushed DC motor, power can be transmitted to windings within the stator instead of the rotor. It is widely used in textile machinery like towel looms, rapier looms, electric vehicles, Oilfield machinery like beam pumps, vertical pumps, well testing machinery, etc.

Direct Current (DC) Motors

Direct Current (DC) Motors—A direct current (DC) motor is a type of electric machine that converts electrical energy into mechanical energy. DC motors take electrical power through direct current and convert this energy into mechanical rotation

1) A Permanent Magnet DC (PMDC) motor is a type of direct current motor that utilizes permanent magnets to create the magnetic field required for its operation, eliminating the need for field windings.

Applications: Automotive Systems (windshield wipers, electric windows, and seat adjusters), Household Appliances (vacuum cleaners and electric toothbrushes), Industrial Equipment (such as conveyor belts, small robotics, scrubbers, and AGVs), portable battery-powered tools, battery-operated appliances and equipment.

2) A separately excited motor is a type of **DC motor** where the field winding is powered by a separate external source rather than being connected to the armature circuit. This allows independent control of the field current and armature current, making it highly flexible for applications requiring precise speed and torque control.

Applications: Electric Vehicles, Industrial machinery, Electric Traction systems, Variable speed drives

3) A self-excited DC motor is a type of **DC motor** in which the same source powers the field winding as the armature winding. This means the field coils are "self-excited" rather than being separately powered. Three types are motor shunt wound, Series wound, and Compound wound.

Applications: Lathes, Conveyors, Blowers, Electric Trains, Cranes, Elevators, Rolling Mills

Key Growth Drivers – Global Industrial Electric Motors Market

A) Increased Focus on Energy Efficiency: The global motors market is significantly driven by the increasing emphasis on energy efficiency. Governments and regulatory bodies worldwide are implementing stringent energy consumption standards and regulations to reduce environmental impact. This trend is pushing manufacturers to innovate and produce high-efficiency motors that can operate at lower energy costs without sacrificing performance.

B) Rapid Industrialization and Urbanization: As emerging economies continue to industrialize and urbanize, the demand for motors in infrastructure development, manufacturing, and consumer products is growing. This is especially evident in regions like Asia-Pacific, which is witnessing substantial economic growth and development activities.

C) Technological Advancements in Motor Design: Technological innovations such as the development of ultra-efficient motor drives and the integration of IoT (Internet of Things) capabilities into motor systems are pivotal growth drivers. These advancements enable precise control and monitoring of motor operations, leading to better performance, and reduced downtime, and maintenance costs.

D) Growth in Renewable Energy Installations: The expansion of renewable energy sources, such as wind and solar, necessitates the use of high-performance motors for energy generation and distribution systems. The shift towards greener sources of energy is fostering the development of new motor technologies that are compatible with renewable energy applications.

E) Automotive Electrification: The surge in electric vehicle production is a critical driver for the motors market. Motors are essential for electric vehicles, from propulsion to controlling various functions. As the automotive industry moves towards electrification, the demand for highly efficient and reliable motors is expected to increase dramatically.

F) Energy-Efficient Motors for Manufacturing: The aerospace industry is experiencing a shift towards electric propulsion and hybrid-electric aircraft, increasing the demand for high-efficiency motors. High-performance motors are needed for giga factories and assembly lines in manufacturing. The textile industry is experiencing a surge in demand for high-speed spinning and weaving machines, energy-efficient motors, automation and digitalization, and sustainability.

Threats and Challenges – Global Industrial Electric Motors Market

The worldwide industrial electric motors market faces many threats and challenges that could affect its growth and profitability.

Technological Disruptions and Alternative Innovations - Advancements in solid-state motors, smart motor technologies, variable frequency drives (VFDs), and other energy-efficient systems are rapidly evolving. These innovations could render traditional electric motors obsolete, pressuring manufacturers to invest heavily in R&D to stay relevant. Additionally, the rise of IoT-enabled smart motors introduces cybersecurity risks that must be proactively managed.

Competitive Pressure from Low-Cost and Emerging Alternatives - Established brands face pricing pressure from low-cost manufacturers offering cost-efficient alternatives. Simultaneously, the growing preference for renewable energy systems and advanced motor technologies is shifting market demand away from traditional motor solutions, further intensifying competition.

Increasing Regulatory and Environmental Compliance Burdens- Stricter energy efficiency norms, carbon emission mandates, and environmental regulations across global markets demand significant investment in product innovation, manufacturing upgrades, and retrofitting of existing systems. While these regulations promote sustainability, they also increase compliance costs and pose challenges to profitability and timely product adoption.

Global Industrial Electric Motors – Key Industry Trends across End-user Segments

Advancements in technology, energy efficiency regulations, and evolving industry demands drive the evolution of industrial electric motors. Industry-specific customization, such as explosion-proof motors for oil & gas and lightweight motors for electric vehicles, is on the rise. Electrification trends in mining, automotive, and renewables are boosting demand for industrial electric motors.

Automotive: The rise of electric vehicles (EVs) is driving the adoption of high-efficiency electric motors, particularly PMSMs and induction motors. Automakers are also focusing on lightweight, high-torque-density motors to enhance vehicle efficiency. Advances in motor controllers and battery management systems are also improving performance.

Industrial Machinery: The global energy standards, driven by stricter regulations, are replacing conventional motors with high-efficiency models. Governments are focusing on energy efficiency by enforcing IE3 and IE4 efficiency standards, which is driving a surge in demand for high-efficiency motors. The utilization of servo and stepper motors is on the rise in robotics and CNC machinery. Industry 4.0 is promoting IoT-enabled electric motors for predictive maintenance and automation.

Renewable Energy (Solar & Wind): The adoption of gearless wind turbine motors is increasing to attain higher efficiency, while solar-powered DC motors are expanding for solar water pumps and off-grid applications. However, grid integration challenges require variable frequency drives for power generation stability.

Oil & Gas: The demand for explosion-proof motors is increasing due to strict safety regulations in hazardous location applications. Companies are shifting towards electric motors in drilling and pumping applications to reduce diesel reliance.

Metals & Mining: Heavy-duty motors are increasingly being utilized for crushing, grinding, and conveyors due to their durability and high torque. The shift towards battery-electric and hybrid mining vehicles is being implemented to electrify mining equipment.

Aerospace and Defense: The defense sector is focusing on investing in advanced motor technologies for UAVs, drones, and hybrid-electric aircraft for lightweight and high-torque solutions.

Agriculture and Robotics: Electric motors are being increasingly used to replace traditional hydraulic and combustion-based systems in tractors, irrigation pumps, and harvesting equipment. AI-driven agricultural robots, equipped with electric motors, enhance efficiency in crop planting, harvesting, and health monitoring.

Other applications: Electric motors are essential in:

- Floor Care: Powering vacuum cleaners and polishers for efficient cleaning.
- Stairlift and Mobility: Driving stairlifts and wheelchairs for safe, independent movement.
- Material Handling: Enabling conveyors and forklifts for streamlined material transport.

Global Electric Motors – Key Product and Technology Trends

EC Motors

EC motors sales are expected to continue the upward growth trend. Increasing awareness about the need for energy-efficient motors and advantages such as noiseless operation will be the driving factors.

PMSM Motors

Sales of PMAC (Permanent Magnet AC) motors are expected to increase at the global level because of their advantages, such as high-power density and higher energy efficiency of synchronous motors. High-torque and high-speed (>3,200 rpm) PMAC motors will be increasingly adopted. It is widely used in Electric vehicles, Robotics and CNC machines, Wind turbines, and HVAC systems.

IE5 Permanent Magnet Synchronous Motors (PMSMs) achieve top-tier efficiency with permanent magnet rotors, offering a compact, high-torque design and precise VFD control across a 0.37–315 kW range. They save up to 50% energy, reduce size and weight significantly, and ensure sustainability with low emissions and rare-earth-free options. With high torque, low noise, and reliable, low-maintenance operation, they excel in HVAC, pumps, fans, and automotive applications.

Variable-speed Motors

The adoption of variable-speed motors (with in-built drives to control) is likely to increase. The advantages of these motors such as ease of installation and programming will drive their growth, robust ingress protection (in harsh environments), and lesser space footprint.

Connected Motors

The adoption of connected motors (motors with embedded sensors to monitor condition parameters and analyze/ transmit the data) is expected to increase further, starting with proof-of-concept implementations.

Other Key Technology/ Industry Trends:

A) Growing Preference for New Age Motors: The preference for new-age industrial electric motors is increasing due to advancements in efficiency, sustainability, and smart technology. Key factors driving this trend include energy efficiency, smart and connected motors, the rise of electric vehicles (EVs), and e-mobility applications. Governments and industries are prioritizing energy-efficient motors to reduce power consumption, with ultra-premium efficiency technologies like IE4 and IE5 motors gaining traction.

The rise of EVs is pushing R&D in high-performance electric motors, with a focus on lightweight, high-power-density motors for e-mobility applications. Growth in robotics, automation, and factory electrification fuel demand. Industrial applications and evolving sectors are also driving demand for advanced electric motors in HVAC, water treatment, and renewables.

B) Growing presence for integrated solutions — motor, gearbox, and controller VFD as an integrated product

The demand for integrated motion solutions, which combine a motor, gearbox, and variable frequency drive or controller, is on the rise. This single package simplifies installation and wiring, reducing compatibility issues. It also reduces space and weight, making it ideal for compact machinery and mobile applications. It also reduced downtime and improved reliability by reducing components and minimizing failure points, with some features including condition monitoring and predictive maintenance capabilities built into the system.

Market Adoption in Key Industries: Material Handling: Plug-and-play motion control is useful for AGVs, conveyors, and robots. Packaging and processing require compact, high-performance motion control in a fast-paced environment.

Global Industrial Electric Motors Analysis

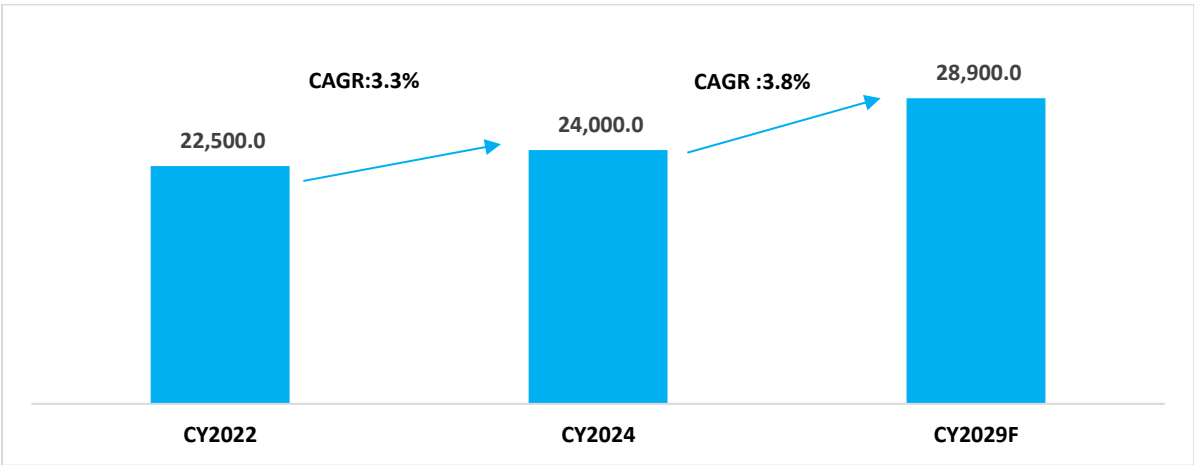
Industrial Electric Motors - Market Size and Growth Outlook

The global motors market is witnessing strong growth, fueled by significant technological advancements, increased industrial automation, and a rising emphasis on energy efficiency. As the motors market continues to evolve, several emerging trends are poised to shape its trajectory over the coming years. Incorporating AI and ML technologies in motor systems sets the stage for smart, self-diagnosing motors that can predict failures and optimize performance in real-time. This evolution is particularly significant in sectors that demand high reliability and operational efficiency, such as aerospace and industrial automation.

Developing new materials such as advanced composites and superconducting materials is expected to revolutionize motor efficiency and performance. These materials can significantly reduce the weight and energy consumption of motors while enhancing their power output and longevity.

The market was valued at US\$24,000.0 million in 2024, and it is projected to experience a compound annual growth rate (CAGR) of 3.8% over the forecast period, reaching US\$28,900.0 by 2029.

Exhibit 3.2: Global Industrial Electric Motors, 2022 - 2024- 2029F, USD Million



Source: Frost & Sullivan Analysis

The increasing adoption of automation in industries like manufacturing, automotive, and electronics is driving the demand for electric motors. Governments and regulatory bodies are enforcing stricter energy efficiency standards, encouraging industries to switch to high-efficiency electric motors. Advancements in motor technologies, such as IoT-enabled motors, enhance performance and adoption. The growth of robotics and industrial equipment is driving

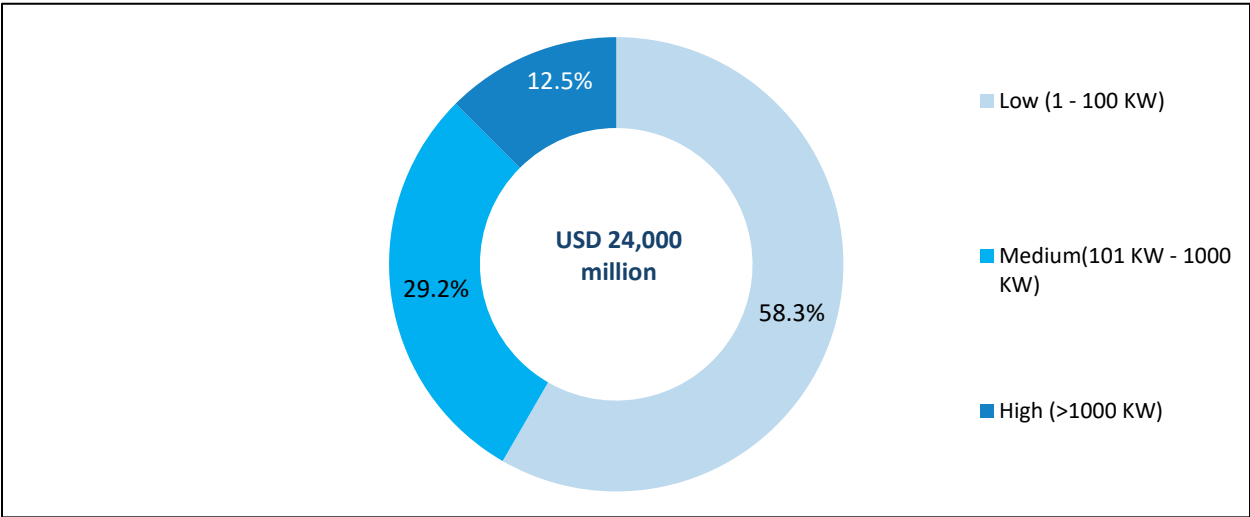
demand for reliable electric motors. Industries are moving towards lightweight and compact motors with high power output. The adoption of Industry 4.0 and smart manufacturing processes is pushing demand for intelligent and connected electric motors.

Global Industrial Electric Motors - Market Split by Power Rating

Low-power motors (1-100 KW) are integral to a myriad of sectors, marking their dominance by occupying 58.3% of the global motors market share with a revenue of US\$ 14,000.0 million. In the industrial sector, these motors drive the functionality of machines, small pumps, and conveyors—applications that demand reliability and consistent performance at lower operational voltages. In commercial and residential buildings, low-power motors are primarily utilized in HVAC systems, elevators, and other building services where safety and energy efficiency are paramount. The automotive industry relies on low-power motors for various manufacturing processes, particularly in assembly lines where precision and control are crucial.

Medium-power (101-1000 KW) and High-Power motors (> 1000 kW), although smaller in market share, are essential in sectors requiring high power outputs and robust motor solutions. Medium Power motors, which account for 29.2% of the market with revenues amounting to US\$ 7,000.0 million, are predominantly used in demanding industrial environments such as oil and gas, where they power offshore drilling rigs and refinery processes. They are also vital in water and wastewater treatment facilities and mining operations, driving large pumps, blowers, and heavy-duty machinery necessary for extracting and processing minerals.

Exhibit 3.3: Global Industrial Electric Motors, Split by Power Rating, 2024, USD Million

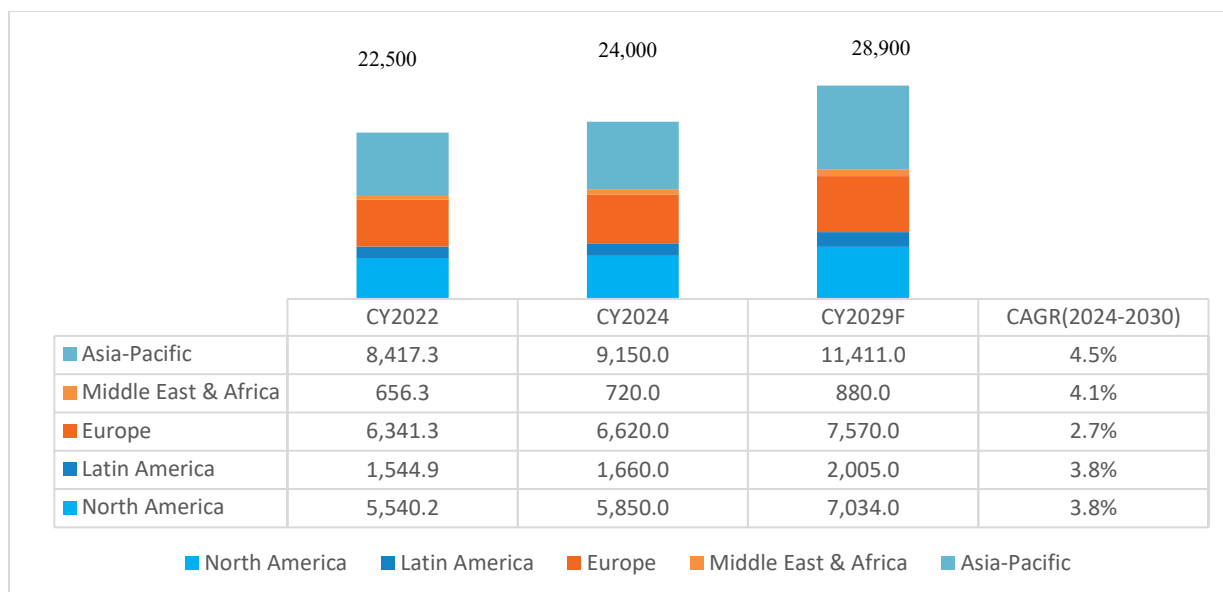


Source: Frost & Sullivan Analysis

High-power (HT) motors, making up 12.5% of the market, are crucial in power generation and heavy manufacturing. They operate within power plants—including coal, hydroelectric, and nuclear facilities—and drive large-scale infrastructure projects, such as steel mills and large water pumps for flood control and irrigation. Together, Medium and high-power motors are pivotal in applications where durability, high torque, and the capacity to handle large-scale operations are indispensable.

Global Industrial Electric Motors - Market Size by Regions

Exhibit 3.4: Global Industrial Electric Motors, Market Split by Regions, 2022 - 2024- 2029F, USD Million



Source: Frost & Sullivan Analysis

The Asia-Pacific region is emerging as the most promising market for motors, driven by rapid industrialization and urbanization. Countries like China and India are leading this growth, with substantial investments in infrastructure development and manufacturing. The region's commitment to energy efficiency and the increasing adoption of electric vehicles further contribute to the high demand for motors.

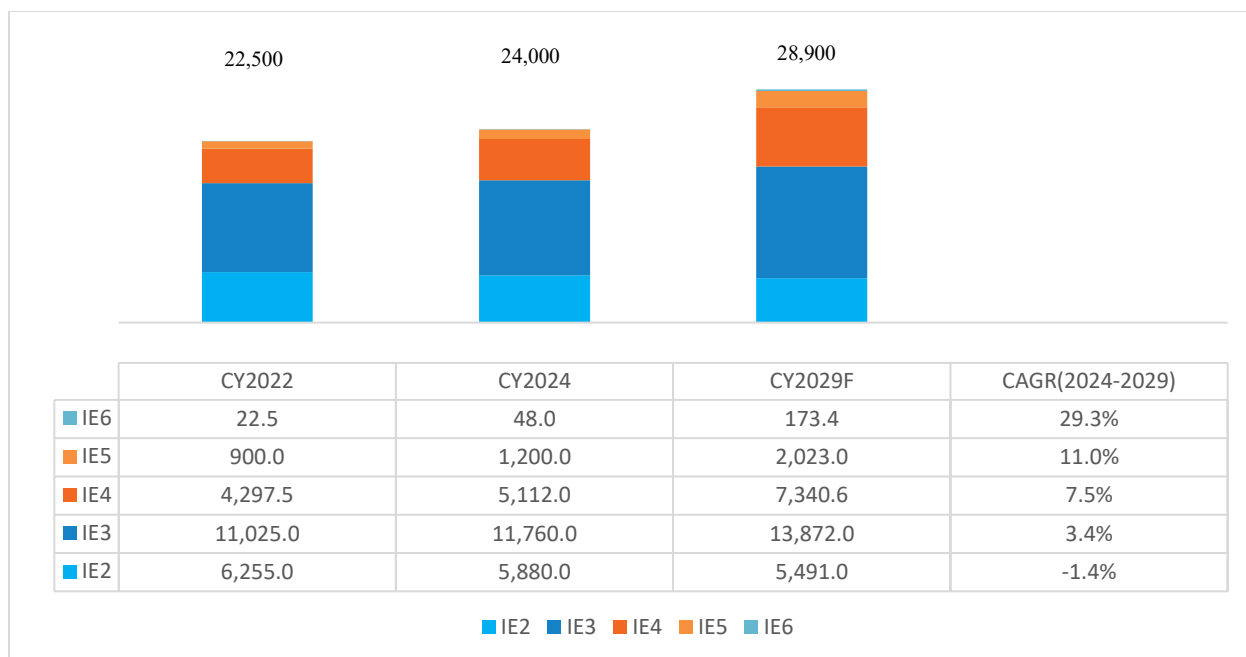
Additionally, North America and Europe continue to show robust growth, supported by advancements in automotive technologies and the renewable energy sector. These regions are also seeing a surge in the adoption of smart motors, which are equipped with sensors and connectivity technologies that enable predictive maintenance and enhanced operational efficiency.

Global Industrial Electric Motors - Market Size by Motor Efficiency (by Value)

IE2

The market for IE2 motors is declining due to the increased adoption of energy-efficient models like IE3, IE4, and IE5, driven by stricter energy efficiency regulations and the push for more sustainable solutions. Governments often provide subsidies, tax benefits, or incentives for upgrading to IE3 or IE4 motors, making IE2 motors less appealing. The EU's Eco-design Regulation 2019/1781 mandates IE3 or higher motors for new industrial vehicles, phasing out IE2 models; similar policies are in place in the US and China.

Exhibit 3.5: Global Industrial Electric Motors, Market Split by Motor Efficiency, 2022 - 2024- 2029F, USD Million



Source: Frost & Sullivan Analysis

IE3, IE4, IE5

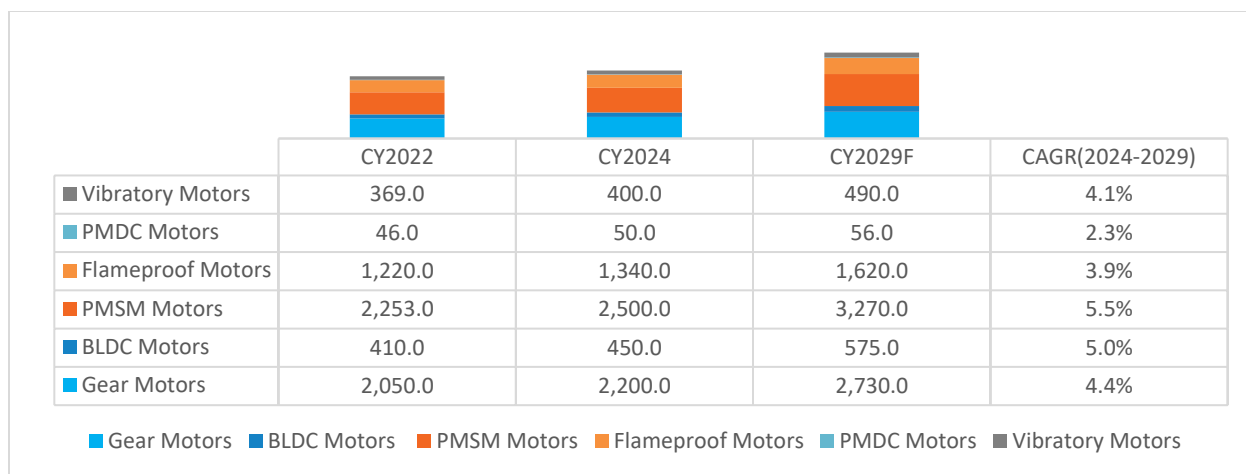
The EU, US, and India are implementing higher energy efficiency requirements, with IE3 and IE4 motors becoming the standard in industrial applications. Advancements in permanent magnet synchronous motors, synchronous reluctance motors, and high-efficiency induction motors are enhancing the availability and viability of IE4 motors. They are beneficial in HVAC systems, pumps, compressors, and conveyor systems. IE5 motors are gaining popularity due to their ultra-premium efficiency, helping industries reduce energy consumption and meet environmental regulations.

IE6

IE6 motors are advancing in energy-efficient technology, aiming for ultra-high-efficiency solutions. As industries prioritize sustainability and cost savings, they will play a crucial role in reducing global energy consumption in the next 5 years.

Global Industrial Electric Motors - Market Size by Specific Type of Motors (by Value)

Exhibit 3.6: Market Split by Specific Motor Types, 2022 - 2024- 2029F, USD Million



Source: Frost & Sullivan Analysis

The growth potential of motor types depends on factors like industry demand, technological advancements, regulatory trends, and electrification efforts. BLDC and PMSM motors are experiencing high growth due to the increasing adoption of EVs, automation, and electrification. Gear and vibratory motors have medium growth, driven by steady demand in industrial automation and material handling. PMDC and flameproof motors face low growth due to efficiency concerns and regulatory constraints, limiting their expansion.

India Industrial Electric Motors Analysis

Key Growth Drivers:

Industrial Automation and Industry 4.0 Adoption

The Indian industrial landscape is undergoing a significant transformation with the increasing adoption of automation and smart manufacturing practices. Sectors like automotive, steel, cement, FMCG, and textiles are integrating automated machinery and robotics, all of which rely heavily on electric motors. The push towards Industry 4.0 is also fueling the demand for high-efficiency motors (IE2, IE3, and IE4), which offer improved performance, better control, and energy savings.

Government Initiatives and Infrastructure Growth

Policies such as “Make in India,” the Production Linked Incentive (PLI) schemes, and massive infrastructure investments are driving the establishment of new industrial units across the country. Projects related to smart cities, metro networks, industrial corridors, and logistics hubs are boosting demand for electric motors used in HVAC systems, pumps, conveyors, and material handling equipment.

Rising Focus on Energy Efficiency

The Indian government, through the Bureau of Energy Efficiency (BEE), is encouraging the adoption of energy-efficient motors to reduce industrial power consumption. As a result, industries are gradually replacing outdated motors with IE-rated efficient models to meet regulatory standards and cut operating costs. This shift is expected to create a sustained demand for premium-grade motors in the coming years.

Urbanization and Construction Boom

Rapid urban development is pushing the demand for motors used in elevators, escalators, HVAC systems, and water supply mechanisms in commercial and residential buildings. With growing construction activity in metros, airports, and housing developments, the demand for electric motors is expected to remain strong.

Growth of Renewable Energy and Electric Vehicles (EVs)

Electric motors play a key role in renewable energy installations such as wind turbines and solar trackers. Additionally, as India expands its EV infrastructure, there is increasing demand for motors in EV chargers, traction systems, and auxiliary applications. Local manufacturing of EV components is also adding momentum to the motor manufacturing sector.

Export Opportunities and Localization

India is becoming a favorable destination for global OEMs seeking cost-effective motor suppliers. As domestic manufacturers scale up, the country is emerging as a reliable exporter of industrial motors. Simultaneously, efforts to localize motor production are reducing dependency on imports and enhancing competitiveness.

Threats and Challenges

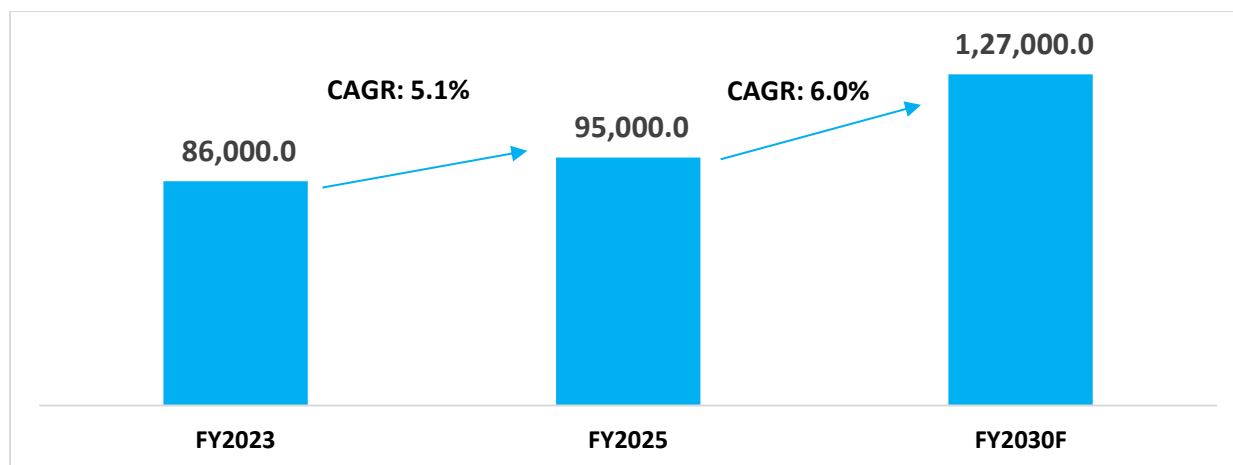
1. **Price Sensitivity of the Indian Market** -Many Indian buyers, especially SMEs, focus on upfront cost rather than long-term efficiency, slowing the adoption of high-efficiency motors and limiting demand for premium models.
2. **Fragmented and Unorganized Industry** -The market is crowded with unorganized players offering low-cost, low-quality products, affecting the overall perception of domestic brands and challenging quality-focused manufacturers.
3. **Limited Awareness Among SMEs** -SMEs in smaller cities often lack awareness of the benefits of energy-efficient motors, resulting in slower modernization and missed opportunities for cost savings.
4. **Raw Material Cost Volatility** -Dependence on materials like copper and aluminum exposes manufacturers to global price fluctuations, impacting production costs and pricing strategies.
5. **Lagging Technological Advancement**- Some domestic manufacturers are slow to adopt new motor technologies, making it hard to compete in specialized segments that require innovation and precision.
6. **Dependence on Imports for Specialized Motors** -India still imports high-end motors due to limited local expertise, which affects cost, lead time, and efforts toward self-reliance in critical motor technologies, however the QCO orders of the Government pertaining to IS 12615 ensures that only the motors with ISI mark are permitted to be used in India. Hence it is now not possible to import fully finished Asynchronous motors.

Domestic Industrial Electric Motors - Market Size and Growth Outlook

The motors market in India is set for rapid expansion, bolstered by strategic governmental policies, a shift towards sustainable energy sources, and infrastructural developments across urban and rural areas. As the country continues to emphasize innovation and efficiency in technology adoption, the demand for advanced and reliable motors is expected to soar, playing a crucial role in India's industrial and economic growth.

In Fiscal 2025, the Indian market for Industrial Electric motors was valued at ₹95,000.0 million, and it is projected to experience a compound annual growth rate (CAGR) of approximately 6.0% over the forecast period, reaching ₹127,000.0 million by Fiscal 2030.

Exhibit 3.7: Domestic Industrial Electric Motors, Fiscal 2023 - Fiscal 2025- Fiscal 2030F, INR Million

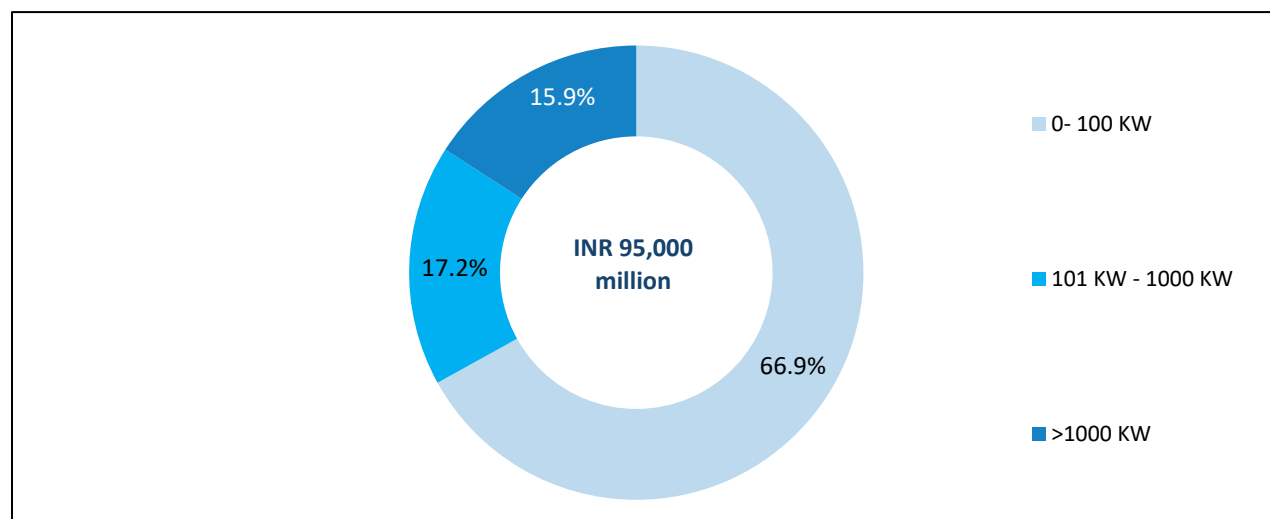


Source: Frost & Sullivan Analysis

India Electric Motors - Market Split by Power Rating

In India, low and medium-kW motors (typically ranging from 0 kW to 1000 kW) have high demand due to the following factors. Government mandates are driving the demand for energy-efficient motors in the low and medium-power segments, leading to industries replacing old motors with IE3 & IE4-compliant models. Low and medium-kW motors are cost-effective, readily available, and easy to repair, making them attractive to businesses and farmers. Low-kW motors are increasingly used in irrigation pumps due to government subsidies, which encourage their widespread adoption. AC Induction Motors, DC Motors, and Traction Motors are utilized to power cranes, lifts, HVAC systems, and water pumps in various structures, including buildings, roads, and metro projects.

Exhibit 3.8: India Industrial Electric Motors, Split by Power Rating, Fiscal 2025, INR Million

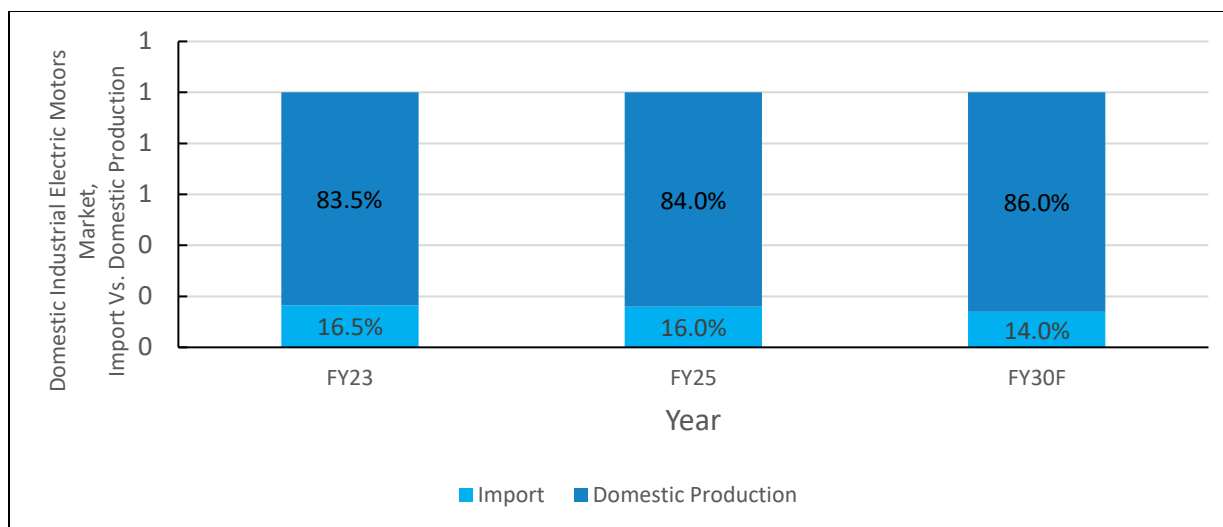


Source: Frost & Sullivan Analysis

Motors with power ratings higher than 750kW are mostly custom-designed for very specific industrial applications. Low power is primarily used in OEM applications. In contrast, medium power combinations (up to 500-1000 kW) are predominantly preferred in end-user sectors, such as oil and gas, power, metals, and mining.

Domestic Industrial Electric Motors – Market Split by Import Vs. Domestic Production

Exhibit 3.9: Domestic Industrial Electric Motors, Market Split by Import Vs. Domestic Production, Fiscal 2023 - Fiscal 2025- Fiscal 2030F

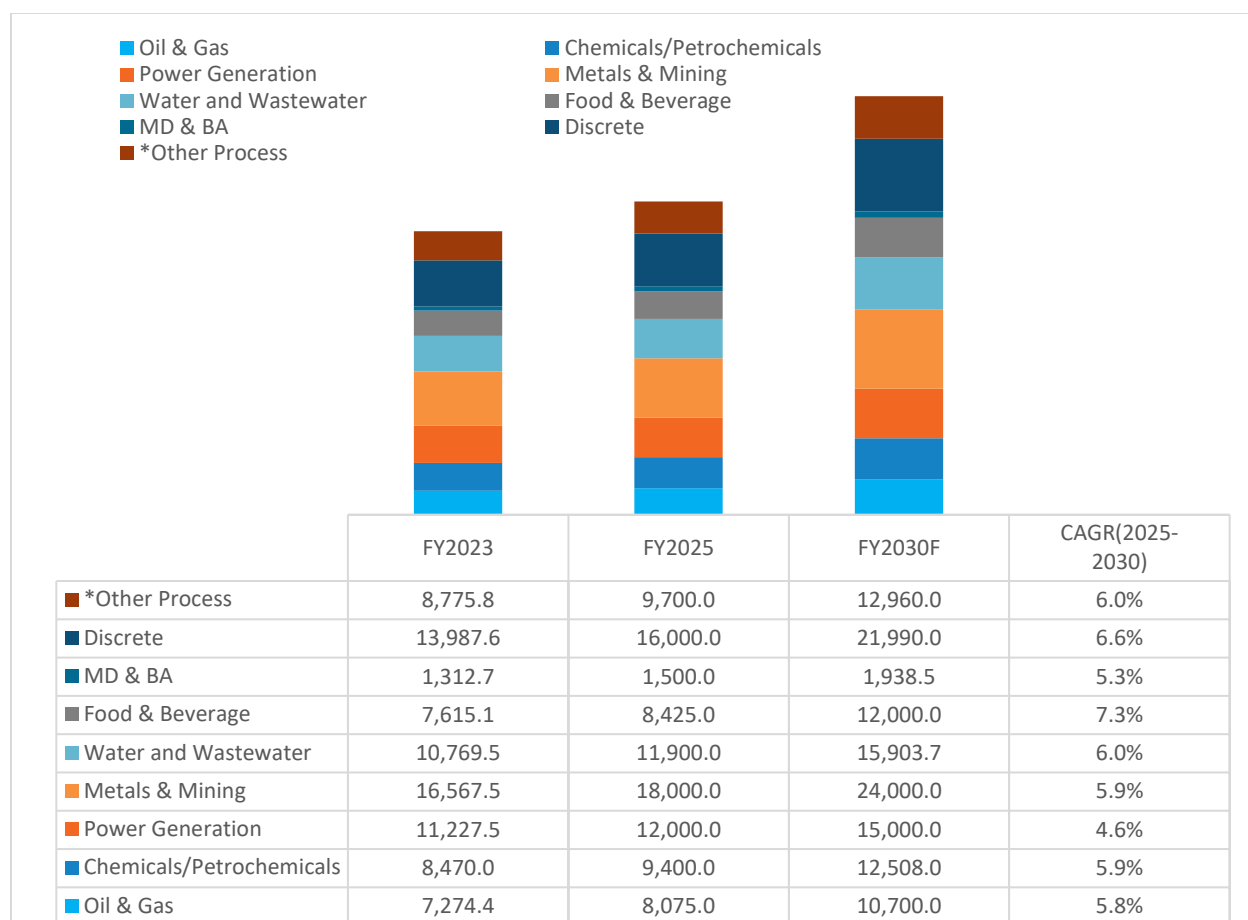


Source: Frost & Sullivan Analysis

India's electric motor manufacturing industry is strong, supplying both local and international markets, with imports playing a significant role in specific motor types and components. Domestic manufacturers are utilizing advanced technologies like variable-speed drives and permanent magnet synchronous motors to meet the increasing demand. Indian manufacturers face competition from imported motors, especially from China, which offers cost advantages, forcing local producers to improve efficiency while maintaining quality standards. The Indian industrial electric motors market is expected to grow due to government policies, technological advancements, and increasing demand across sectors. Balancing imports with domestic production is crucial for sustainable industrial development.

India Industrial Electric Motors - Market Size by End-user Industries

**Exhibit 3.10: India Industrial Electric Motors, Market Split by End-user Industries, Fiscal 2023 - Fiscal 2025-
Fiscal 2030F, INR Million**



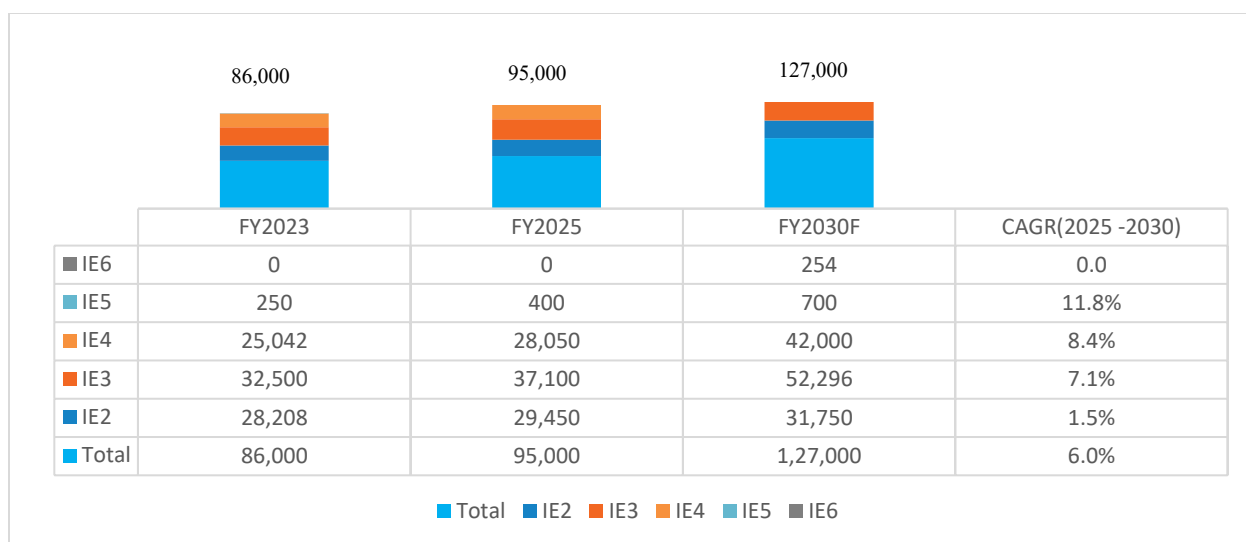
MD&BA – Medical Devices and Building Automation
Source: Frost & Sullivan Analysis

Motors form the backbone of India's industrial framework, playing a crucial role in sectors that are vital to the country's economy, such as oil & gas, chemicals, food processing, water management, power generation, and mining. These industries depend heavily on robust motor systems to power a variety of processes, including extraction, agitation, fluid transfer, and load handling. India's ongoing push for industrialization, combined with initiatives to enhance manufacturing capabilities, is propelling the demand for motors that are not only cost-effective but also align with the country's focus on reducing carbon footprints and improving energy security. In India, motors play a pivotal role in the functionality of pumps across various key sectors. Industrial applications include extensive use in oil refineries, petrochemical plants, and manufacturing facilities, where pumps are essential for operations like fluid transfer, heat exchange, and waste management. In agriculture, which is a cornerstone of the Indian economy, motor-driven pumps are crucial for irrigation systems, significantly impacting crop yields and farming efficiency. Infrastructure developments such as urban water supply and sewage treatment rely on robust pumping systems to manage water resources. In India, the role of motors in electric vehicle (EV) components is becoming increasingly significant as the country embarks on its journey toward the electrification of transportation.

In India's railway segment, AC traction motors predominantly drive electric motor growth. These motors, particularly three-phase AC induction motors and permanent magnet synchronous motors (PMSMs) are favored for their high efficiency, precise control, and suitability for high-speed trains, metro systems, and electric locomotives. The shift to 100% railway electrification and the demand for energy-efficient, high-power-density motors (typically in the 200–400 kW range) further solidify their dominance.

India Industrial Electric Motors - Market Size by Motor Efficiency (by Value)

Exhibit 3.11: India Industrial (Asynchronous) Electric Motors, Market Split by Motor Efficiency, Fiscal 2023 - Fiscal 2025- Fiscal 2030F, INR Million

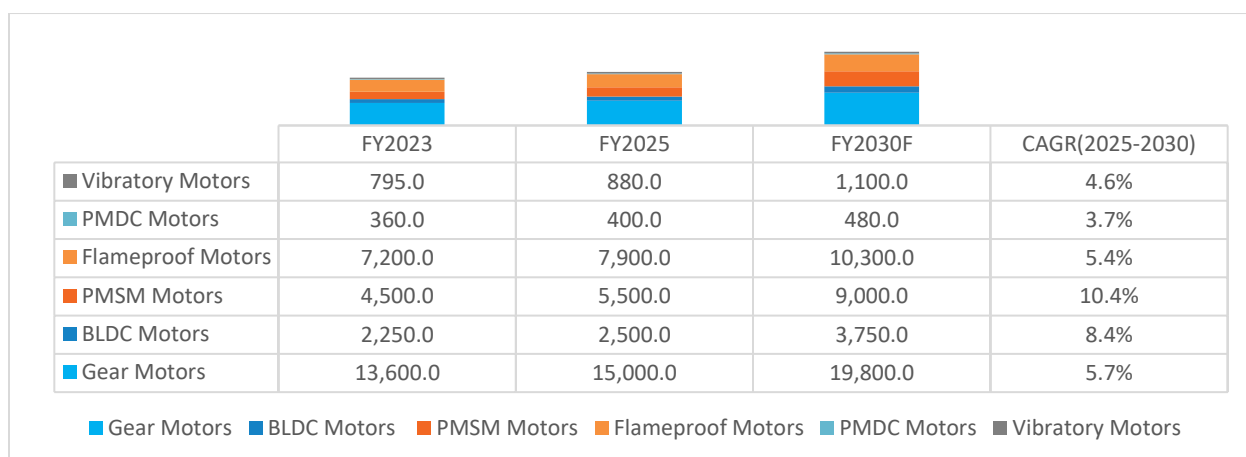


Source: Frost & Sullivan Analysis

IE3 motors have become the dominant choice in the Indian industrial electric motor market, holding the highest segmental market share of 39.0% in Fiscal 2025. This is due to their high energy efficiency and growing emphasis on sustainability in various sectors. IE3 motors are widely used in HVAC systems, pumps, industrial machinery, and fans, where energy savings and reduced operational costs are critical. The Indian government's initiatives, such as the Star Labeling program and ABB India's IEC Low Voltage IE4 cast iron super premium efficiency motors, have accelerated the adoption of high-efficiency motors. The Indian industrial electric motor market is shifting towards more energy-efficient solutions, with IE3 motors currently leading the market and growing interest in IE4 motors.

India Electric Motors - Market Size by Specific Type of Motors (by Value)

Exhibit 3.12: Market Split by Specific Motor Types, India, Fiscal 2023 - Fiscal 2025- Fiscal 2030F, INR Million

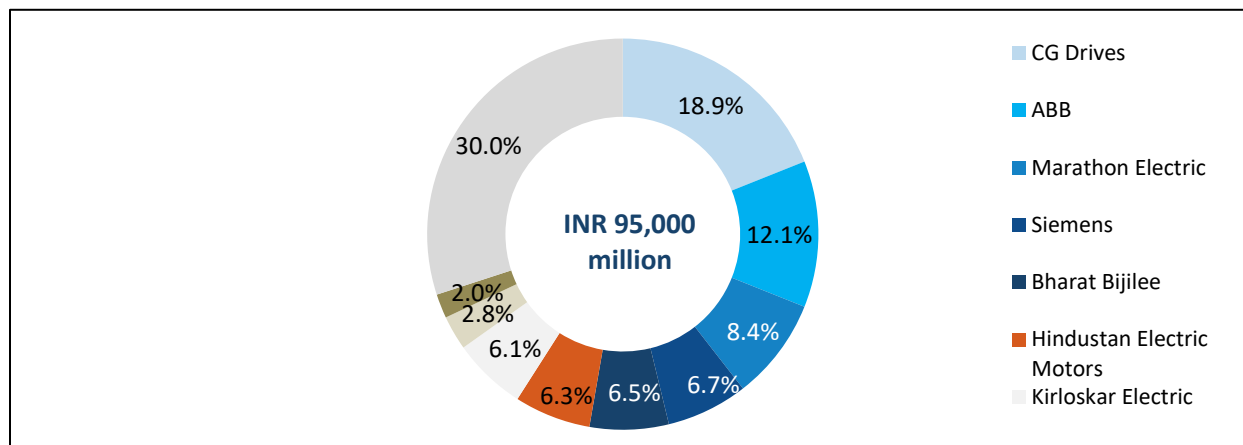


Source: Frost & Sullivan Analysis

The Brushless DC (BLDC) motor market in India is experiencing significant growth due to increasing demand in the automotive, home appliances, and industrial automation sectors. The market is expected to grow at a CAGR of over 8.4% in the next five years, driven by the demand for energy-efficient solutions and the adoption of electric vehicles and smart home appliances. India's commitment to enhancing energy efficiency and minimizing operational costs has resulted in a surge in the widespread use of IE4 PMSMs across various industries. PMSMs are gaining popularity in various industries due to their high efficiency and reliability. BLDC and PMSM motors are in high demand in EVs, automation, and energy-efficient applications. Gear and flameproof motors are growing due to industrial automation and regulatory requirements. Vibratory motors have niche demand in material handling and mining, while PMDC motors are declining.

Competitive Landscape of Domestic Industrial Electric Motors

Exhibit 3.13: Domestic Industrial Electric Motors, Market Share by Key Players, Fiscal 2025



Source: Company Website, Annual Report, Filings, Primary Research, Frost & Sullivan Analysis

The Indian Industrial electric motor landscape features a mix of multinational corporations and domestic manufacturers. The top five players account for around 53.1% of the total market share.

Indian-origin companies account for approximately 75.0% of total sales in India, while MNCs contribute the remaining 25%

In India, the leading suppliers of Industrial electric motors are CG Drives (18.9%), ABB (12.1%), Marathon Electric (8.4%), Siemens (6.7%), Bharat Bijilee (6.5%), Hindustan Electric Motors (6.3%), and Kirloskar Electric (6.1%). The other notable players are Laxmi Hydraulics, Nidec, Rotomag Enertec Limited, etc. Rotomag Enertec Limited is one of the key players in the Indian industrial electric motors market, known for its specialization in DC and AC motors. The company offers a wide range of motor solutions catering to applications across solar pumping, industrial automation, machine tools, and electric mobility. With a strong focus on innovation, distinctive product design, extensive use of lightweight materials, reliability, and customization, Rotomag Enertec Limited has built a reputation for delivering motors that meet diverse performance and durability standards. Its presence in both domestic and export markets further reinforces its position as a trusted and competitive motor manufacturer in the industrial electric motors segment.

An industrial gearbox is a mechanical device that transmits power and torque from a motor to a driven machine. It consists of gears arranged in a specific configuration to modify speed, torque, and direction of rotation. Gearboxes are essential in industrial machinery for efficient power transmission and operational stability.

Low torque gearboxes (Industrial gearboxes with a torque rating below 10 kNm) are intended for applications that demand a lower torque output while maintaining efficiency, precision, and durability. These gearboxes are widely employed in robotics, medical devices, automation systems, and small machinery that operate under high-speed, low-load conditions. Industrial gearboxes with a torque rating below 10 kNm are also utilized in various applications like conveyors, mixers, pumps, and small-scale machinery.

Types of Industrial Gearboxes (up to 10 kNm)

Gearbox Type	Description	Key Application Areas
Worm Gearboxes	High torque, compact, self-locking, high reduction (5:1–100:1), lower efficiency due to friction.	Conveyor systems, cranes, elevators, robotics, tractors, crushers, winches, wind turbines, solar trackers, textile machinery.
Bevel Gearboxes	Right-angle power transmission, low torque (<10 kNm), compact, high load capacity.	Automotive, agriculture, conveyors, marine, robotics, wind turbines, pumps, cranes.

Gearbox Type	Description	Key Application Areas
Bevel Gearboxes	Right-angle torque transfer, space-efficient, high torque.	Manufacturing (conveyors, robotics), crushers, mixers, pumps, marine propulsion, wind turbines, and mining.
Helical Gearboxes	High efficiency, high torque (≤ 10 kNm), smooth power transmission.	Mixers, hoists, pumps, wind & solar energy, automation, textiles, agriculture, conveyors.
In-line Helical Gearboxes	Quiet, smooth, high torque, handles heavy loads.	Harvesters, crushers, ship propulsion, wind turbines, conveyors, mixers, robotics, and CNC machines.
Cycloidal Gearboxes	Compact, high torque, even load distribution, and durable.	Robots, AGVs, aerospace, CNC machines, surgical robots, EVs, packaging, and solar tracking.
Planetary Gearboxes	High torque, compact, reduction ratio (3:1–10:1).	Construction, mining, ship propulsion, wind turbines, hydraulic drives, conveyors, extruders, cranes.

Key Growth Drivers – Domestic Industrial Gearboxes Market

Increasing focus on energy efficiency and asset utilization

There is an increasing demand for OEM equipment, such as material handling and processing machinery, across end-user sectors due to an enhanced focus on automated equipment. Low-torque gearboxes, when combined with efficient motors, can significantly reduce energy consumption in industrial applications, particularly in the food processing and packaging industries, ensuring smooth operation and minimal product damage.

Significant planned investments in Renewable Energy (Solar, Wind, and Hydroelectric Power)

Growing investment in solar, wind, and hydroelectric energy projects drives up gearbox demand in the power generation segment. India's push for sustainable energy and favorable policies for renewable energy development further support this trend.

Growing demand in automation and robotics applications across key end-user industries

In India, across various key industries like manufacturing, logistics, healthcare, and even agriculture, there is a rapidly growing demand for automation and robotics applications, driven by the need to improve efficiency, reduce costs, enhance productivity, and address labor shortages. Low-torque gearboxes are crucial for precise motion control in robotic arms and automated systems, where delicate movements are required without excessive force.

Increasing need for precise motion control in lightweight machinery

India has rapidly emerged as a significant player in global electronics and medical devices manufacturing. India has been investing in electronics and medical device manufacturing through a variety of policies and incentives, including the PLI scheme. Low-torque gearboxes are increasingly being utilized in industries like electronics manufacturing and medical devices due to their compact, lightweight design for controlled power.

Growth in Industrialization and Infrastructure Development

Rapid urbanization and industrial expansion in India are boosting the demand for industrial gearboxes in sectors like power, steel, and manufacturing. India's growing industrial base, supported by programs like "Make in India," is driving up gearbox demand in industries including automotive, steel, textiles, food processing, etc. Increasing investments in infrastructure projects (railways, metros, smart cities) are fueling market growth.

Increasing investments in Warehouse and automated Solutions

India is rapidly expanding its warehousing and e-commerce infrastructure to meet the surge in online shopping, fueled by rising consumer demand, supportive government policies, and the need for efficient last-mile delivery.

This growth is driving the development of modern warehouses and increasing demand for automated warehouse systems, including material handling equipment like conveyors, AGVs, and shuttles, which depend on low-torque gearboxes for precise movement.

Threats and Challenges – Domestic Industrial Gearboxes Market

Increasing competition and increasing production costs affect margins.

Rising production costs for gearbox manufacturers stem from higher raw material prices, supply chain delays, energy and labor costs, regulatory compliance, and increased R&D for customization. These pressures, combined with intense competition, are reducing profit margins, especially for catalog products. Manufacturers face price sensitivity from customers, limiting their ability to pass on costs, and must explore value-added products to maintain profitability.

Delays in project execution

Few end-user industries in India have faced delays in the execution of projects over the past few years. Longer delays in project execution led to lower demand in the specific year and increased the chances of cancellations due to cost overruns in the future. The delays in project execution are expected to be reduced during the forecast period.

Declining demand for worm gear technology

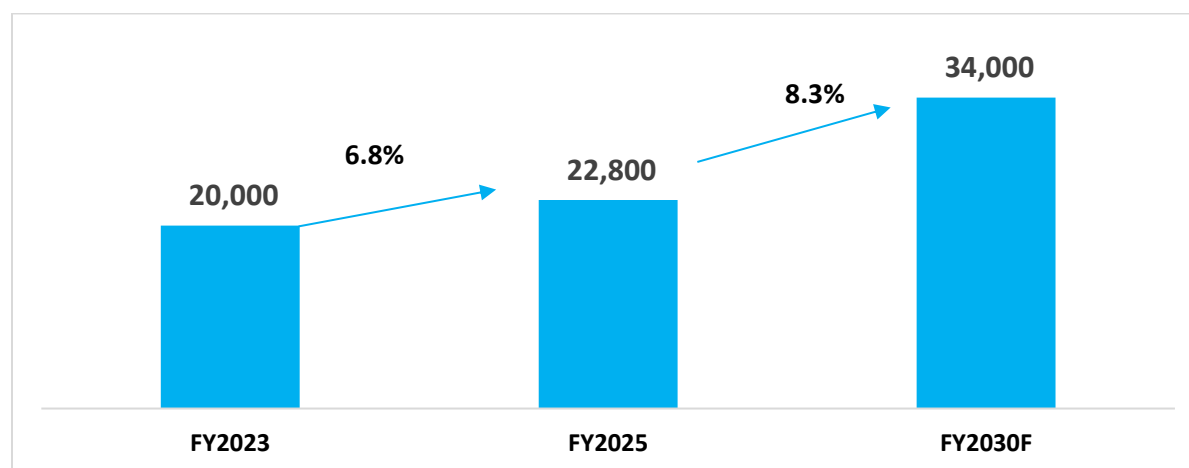
Technological inefficiencies are expected to result in the replacement of worm gear technology by helical/bevel-helical, planetary units, and other competing substitute technologies. Technology is highly mature but suffers from various technical disadvantages, which result in lowered adoption rates.

Threat of replacement by alternative technologies

End users' changing preference for alternative technologies, such as variable speed motors, poses a threat to the growth of the gearboxes and geared motors market. This substitute eliminates the need for a gearbox, with the electric motors being controlled precisely by electric AC drives. This is likely to result in a sizeable revenue loss for the geared motors market.

Domestic Industrial Gearbox Market - Market Size and Growth Outlook

Exhibit 4.2: Domestic Industrial Gearboxes (<10 kNm), Fiscal 2023 - Fiscal 2025- Fiscal 2030F, INR Million



Source: Frost & Sullivan Analysis

The India Industrial Gearbox market (torque up to 10 kNm) was estimated to be worth ₹22,800 million by Fiscal 2025. The market is expected to grow at a 8.3% CAGR and generate ₹34,000 million in sales during the forecast period (Fiscal 2025-Fiscal 2030).

Key drivers for the growth of Industrial Gearbox (<10 kNm) in the Forecast period

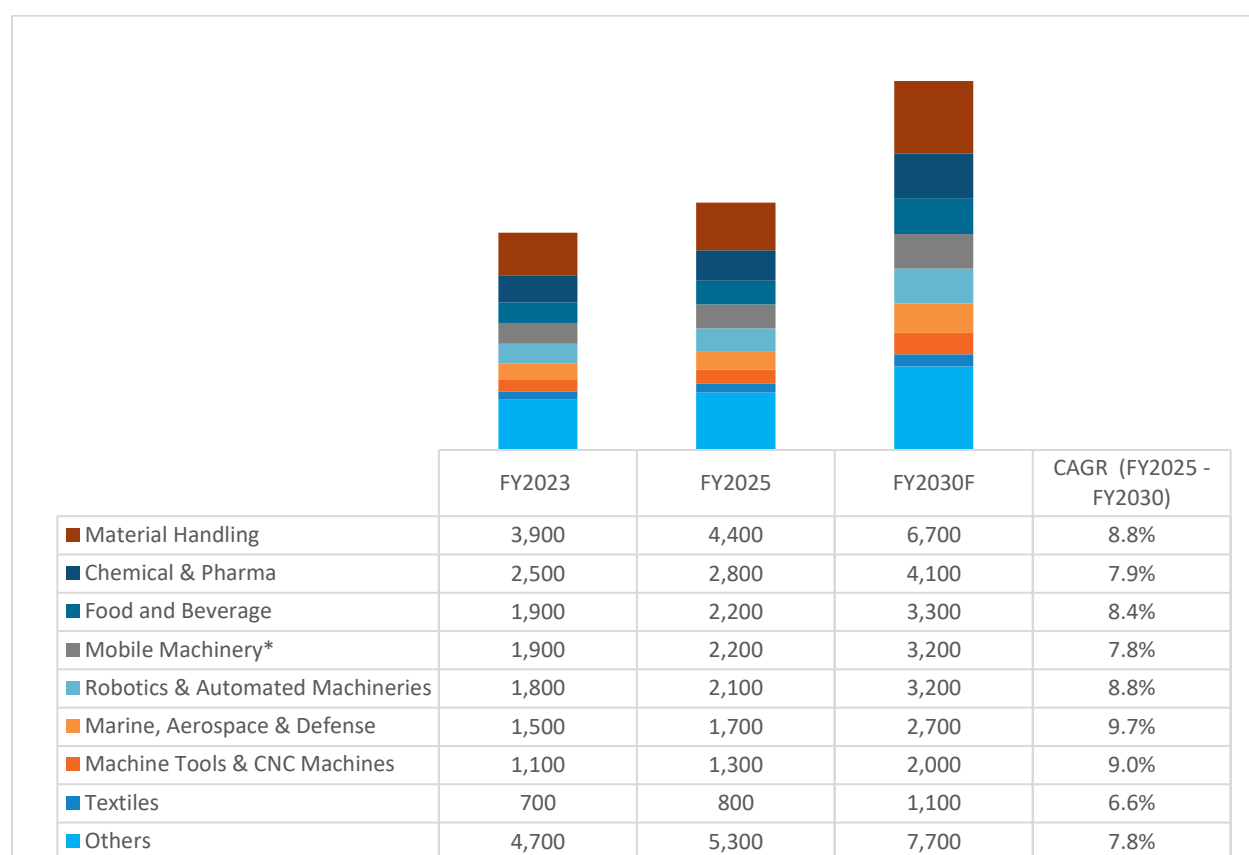
The market for gearboxes with torque ratings below 10 kNm is driven by growth drivers and emerging trends in industries like industrial automation, robotics, Precision engineering, and renewable energy. The demand for precision gearboxes in robotics, CNC machines, and automated production lines, along with the growth of collaborative robots and AGVs, is expected to drive market growth. As industries continue to demand lightweight, efficient, and customizable solutions, the market for these gearboxes is expected to expand further.

Domestic Industrial Gearbox Market – Market Size by End-user Industries

Material Handling holds the largest share of the Gearboxes market. Gearboxes are widely used in cranes, hoists, conveyors, forklifts, and automated storage & retrieval systems (AS/RS), making material handling one of the largest end-users of gearbox technology.

Marine, Aerospace, and defense are expected to achieve high growth in the forecast period

Exhibit 4.3: Domestic Industrial Gearbox (<10 kNm), Market Size by End-user Industries, Fiscal 2023 - Fiscal 2025- Fiscal 2030F, INR Million



Source: Frost & Sullivan Analysis

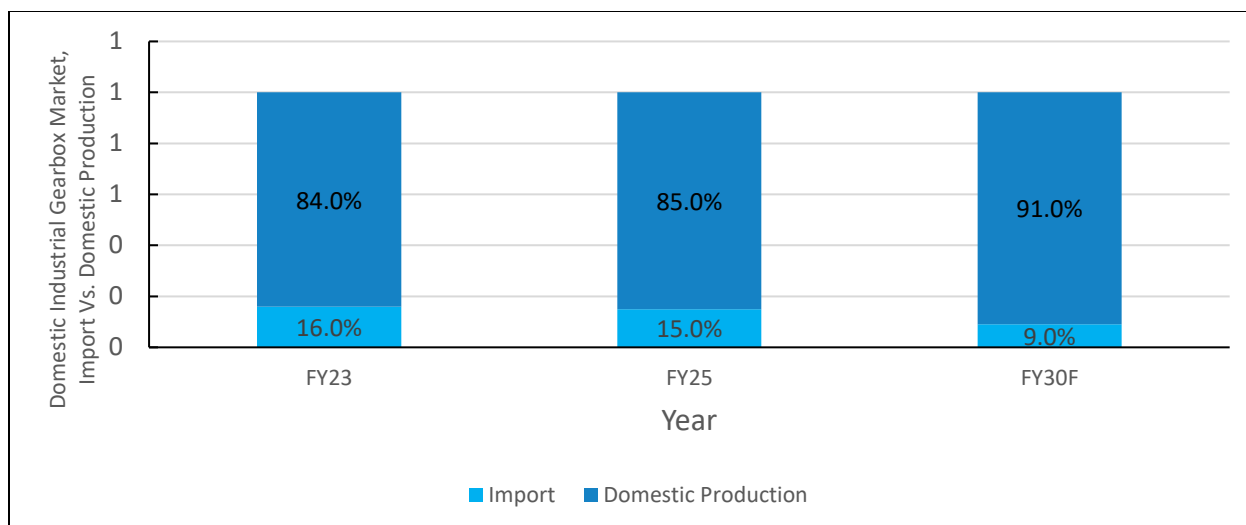
Note: Mobile Machinery includes Construction, Mining, and Agricultural Machineries

“Others” include Automotive & EVs, Power - Renewable Energy, Cement, Sugar, Plastics, Pulp & Paper, Dairy, Rubber / Tyre.

India is moving towards domestic production of machine tools and components to reduce dependence on imports. More Indian manufacturers are producing custom gearboxes tailored for CNC and machine tool applications. This will have a positive impact on the gearbox market growth in the forecast period.

Domestic Industrial Gearbox Market – Market Split by Import Vs. Domestic Production

Exhibit 4.4: Domestic Industrial Gearbox (<10 kNm), Market Split by Import Vs. Domestic Production, Fiscal 2023 - Fiscal 2025- Fiscal 2030F



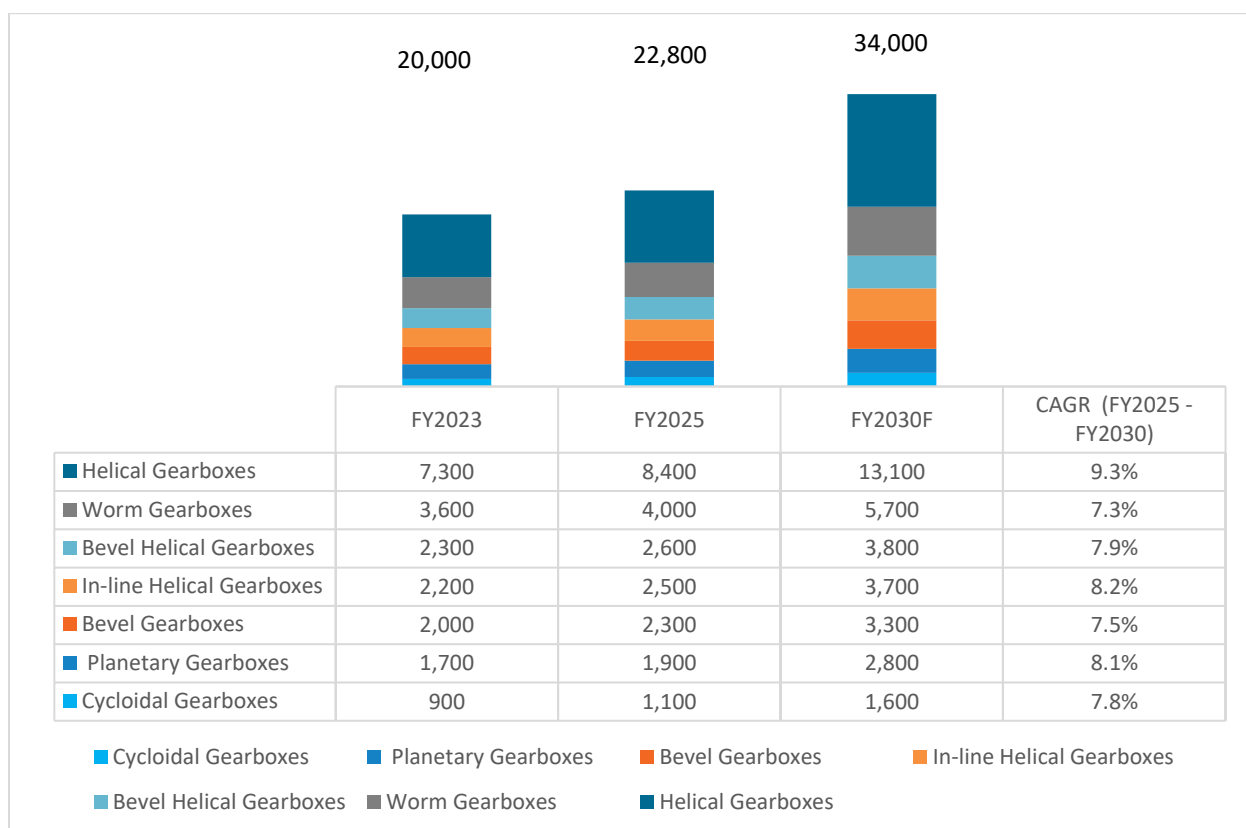
Source: Frost & Sullivan Analysis

Note: Imports include CKD / semi-knockdown units.

Increased penetration by local manufacturers and growth in the number of MNCs establishing their manufacturing operations in India have led to a higher level of local manufacturing in the forecast period.

Domestic Industrial Gearbox Market – Market Split by Gearbox Type

Exhibit 4.5: Domestic Industrial Gearbox (<10 kNm) , Market Size by Gearbox Type, Fiscal 2023 - Fiscal 2025- Fiscal 2030F, INR Million

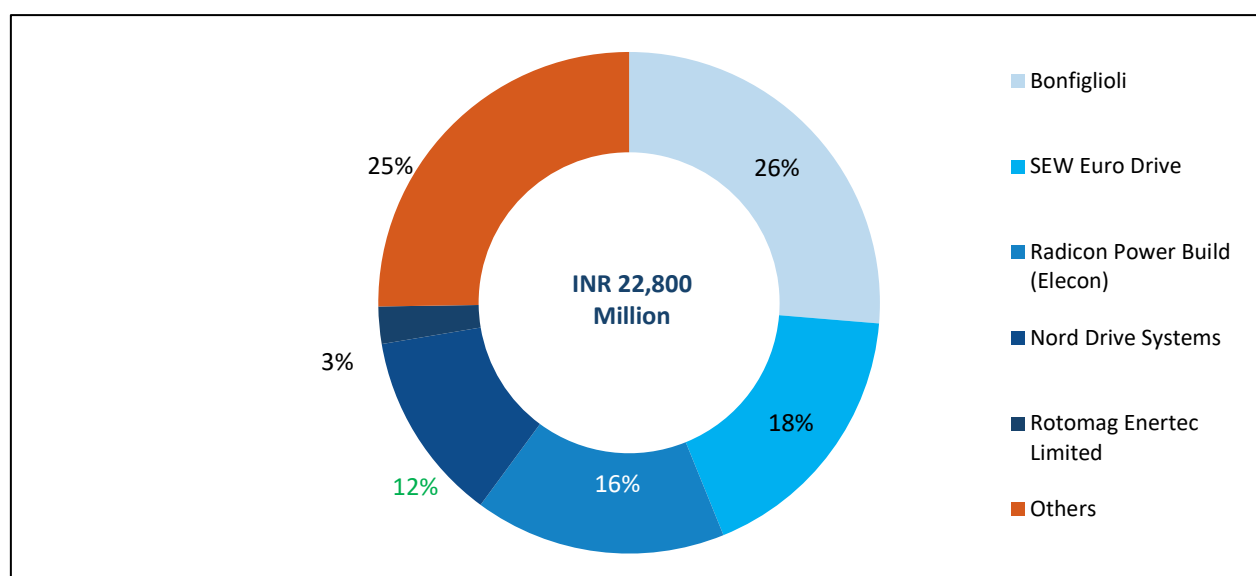


Source: Frost & Sullivan Analysis

Helical, Worm, Bevel-Helical, and In-line Helical gears are expected to dominate the market due to their widespread usage across key OEM equipment. Helical gears are preferred for higher efficiency and horsepower applications, while planetary gearboxes are used in applications that have higher bearing loads. The mining and automotive industries are increasingly adopting worm gear reducers for their machinery, contributing to market expansion. Traditionally, worm and a combination of worm and helical, planetary gear motors are most preferred in the agro machinery sector, while price and delivery time are key selection factors. Technological inefficiencies are expected to result in the replacement of worm gear technology by helical/ bevel-helical, planetary units, and other competing substitute technologies. Cycloidal gearboxes are gaining traction in India due to their high precision, durability, and efficiency, making them ideal for applications in robotics, automation, aerospace, and industrial machinery. Cycloidal gearboxes are increasingly used in wind turbines and solar tracking systems, benefiting from India's push toward renewable energy.

Competitor Landscape of Domestic Companies in the Industrial Gearbox (up to 10 kNm)

Exhibit 4.6: Domestic Industrial Gearbox (<10 kNm), Market Share of Key Players by Value, Fiscal 2025



Source: Company Website, Annual Report, Filings, Primary Research, Frost & Sullivan Analysis-

The India Domestic Industrial Gearbox market is consolidated, with around 15 players actively operating in the market.

In India, the leading suppliers are Bonfiglioli (26.0%), SEW Euro Drive (18.0%), Radicon PowerBuild (16.0%), Nord Drive Systems (12.0%) and Rotomag Enertec Limited (3.0%). The other notable players are Top Gear Transmission, MGM Varvel, Bauer, Rossi, Kavitsu, SMD Gearbox, Hylo Transmission, Agnee Transmission, etc.

These companies achieved their market position due to their broad product portfolio, Strong regional and global presence, brand equity, customer support, strong customer base with a high retention ratio, and the capacity to design solutions to meet unique customer needs. The diversified end-user segments in the country, comprising different tiers of companies with varying requirements, enable gearbox manufacturers to carve a niche for themselves at the product, industry, or regional levels.

Rotomag Enertec Limited is one of the key players in the Indian industrial gearboxes and gear motors market, offering a comprehensive portfolio of solutions tailored for various industrial applications. The company specializes in integrated gear motors combining robust gearboxes with energy-efficient electric motors, widely used in sectors such as material handling, packaging, textile machinery, and solar tracking systems. Known for its engineering precision, customization capabilities, and reliability, Rotomag Enertec Limited continues to strengthen its market position by delivering cost-effective, application-specific solutions across both domestic and international markets.

Overview of EV Drivetrain Solutions Market for India

Overview of Domestic Electric Vehicles (EV) Industry

Electrification will significantly contribute to the transformation of the mobility industry, offering significant opportunities for all vehicle segments. However, the pace of this change will vary depending on factors such as regulatory changes, government support, infrastructure development, consumer behavior, and technological advancements. The electric vehicle industry is at a nascent stage; as of today, it stands at 7.0% of total vehicle sales. However, it has the potential to grow multifold over the next 5–10 years.

At present more than 3 million electric vehicles are plying on Indian roads, 95.0% of them being 2-wheelers and 3-wheelers. The industry volumes fluctuate, mostly depending on the incentives offered by the government. Key players (Ola, Ather, Hero, Tata, Mahindra, etc.) are continuing with the mission and trying to enforce positive change in the industry. The industry is on the brink of significant growth, and the launch of the EMPS (Electric Mobility Promotion Scheme) 2024, extending incentives for two- and three-wheelers, is expected to accelerate its upward trajectory further. The Government of India has been supporting the EV industry through schemes such as FAME and EMPS, along with the increased focus on charging infrastructure. The country sees a huge opportunity with EVs in reducing the carbon footprint and dependence on crude oil imports, creating jobs, and building a new technology knowledge hub in India.

Key Growth Drivers for the Domestic EV Market

Strong Government Push – Incentivization and Subsidies

Incentivization, such as tax credits and subsidies, makes EVs more attractive and affordable for car buyers. Various incentives and subsidies are provided under the FAME schemes by the Government. The Government provides various state-level incentives and waives registration fees across most states.

Air Pollution and GHG Emissions

Vehicular emissions account for 23% of greenhouse gas emissions, and 63 Indian cities are among the world's 100 most polluted cities. EVs emit 50% less greenhouse gas (GHG) than petrol or diesel vehicles. Extremely low emissions by electric vehicles are the best bet to tackle the hazardous air pollution levels in choked cities in India. EVs can improve this scenario by reducing local concentrations of pollutants in cities.

Falling Battery Prices

Battery prices have significantly influenced the economics of EV adoption. Battery accounts for about 40-50% of the total EV cost. From 2010 to 2024, battery prices saw a massive drop. The increasing scale economics are expected to push the prices further down to US\$90 - 100 over the next 4 - 5 years. In addition to the reduction in prices, the advancements in battery design have improved their performance in terms of lower charging time and power-to-density ratio (trimmed size and weight of batteries). This sharp fall in battery costs directly enhances the Total Cost of Ownership (TCO), making EVs more financially attractive for consumers and fleet operators.

Setting up of Local Manufacturing units

Production-linked incentive schemes will boost domestic manufacturing, drive innovation, and accelerate the EV ecosystem. Leading global manufacturers of lithium-ion batteries have started exploring the opportunities to initially build battery pack assembly units and eventually transition to large-scale lithium-ion cell manufacturing in the country.

Potential Trends Impacting the EV Market Growth

Exhibit 5.1: EV Market Growth in India – Potential Trends and its Implications

	Details	Implications
Growing efforts to address charging incompatibility 	India has approved 4 charging standards—Bharat DC-001, Bharat AC-001, CCS, and CHAdeMO—making the charging market incompatible and fragmented.	The market should focus on universal charging solutions (e.g., Bolt). For example, Earth Pro provides charging solutions for all types of vehicles.
Need for EV companies to source components locally 	India's FAME scheme insists on local component sources for at least 50% of the vehicle's total components.	EV participants must refund subsidies to the government for non-adherence, which will result in improved local production capacity in the future.
Rapid urbanization and deteriorating air quality 	Urbanization increases the need for vehicles for commuting while increasing pollution.	Local state governments impose EV policies to reduce vehicular emissions and focus on public-private partnerships to develop charging infrastructure.
Scaling up the Tier I OEM component supplier base 	EV companies will focus on scaling up their OEMs to increase EV production.	Scaling will help EV companies mass produce at comparatively lower prices than before, helping achieve cost parity against ICE vehicles.
Advancement in Li-ion batteries 	Apart from high-power Li-ion batteries, technical expertise is developing in advanced technologies such as sodium-ion and solid-state batteries (e.g., GODI India).	Progress in battery technology and vehicle compatibility with advanced technologies will fast-track EV growth.

Image source: Getty Images

Source: Frost & Sullivan Analysis

Key Threats and Challenges for the Domestic EV Market

High Cost of Technology and Limited Range

The cost of an electric vehicle is 25-50% higher than that of a conventional vehicle due to the high cost of technology (in terms of battery, motors, onboard chargers, and power electronics) which remains the key deciding factor on the consumer end. Electric range on a single charge is limited to 300-400 kms in a premium segment vehicle; however, 150-200 kms is the current range on mass market vehicles, while the expectation is 400-500 kms.

Lack of Charging Infrastructure

CPOs (CHARGING POINT OPERATORS) - High costs associated with rent/ land cost, equipment, and installation act as the major challenge with low returns. Customers are keen to charge as quickly as they can refuel a petrol tank, which is not feasible with the current charging technologies. Integrating surging EV demand into the existing grid poses a challenge.

Total Cost of Ownership (TCO) and Limited Model availability

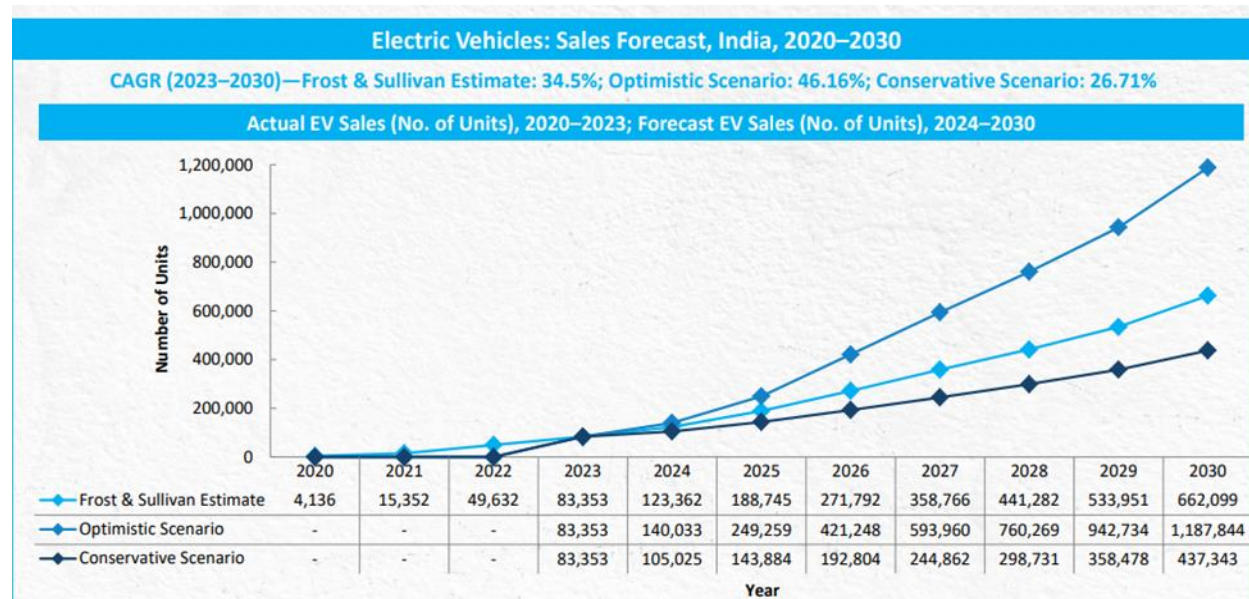
While electric two- and three-wheelers are becoming more cost-effective, the TCO for passenger vehicles and heavy commercial vehicles remains unattractive compared to their ICE counterparts. The high upfront cost of batteries, along with uncertainties about their long-term lifespan and resale value, poses significant challenges. The Indian market has fewer EV models compared to global markets, limiting consumer choices. This restriction is especially significant in the passenger vehicle segment.

Underdeveloped Local manufacturing and supply chain

India's EV industry is heavily reliant on imported components, especially batteries and other critical components. The lack of a robust local supply chain increases costs and hinders the scale of manufacturing. Technological Gaps - India lags in research and development compared to global leaders like China, Japan, and South Korea. Substantial investments in R&D and skilled workforce development are required.

Domestic EV Market Analysis

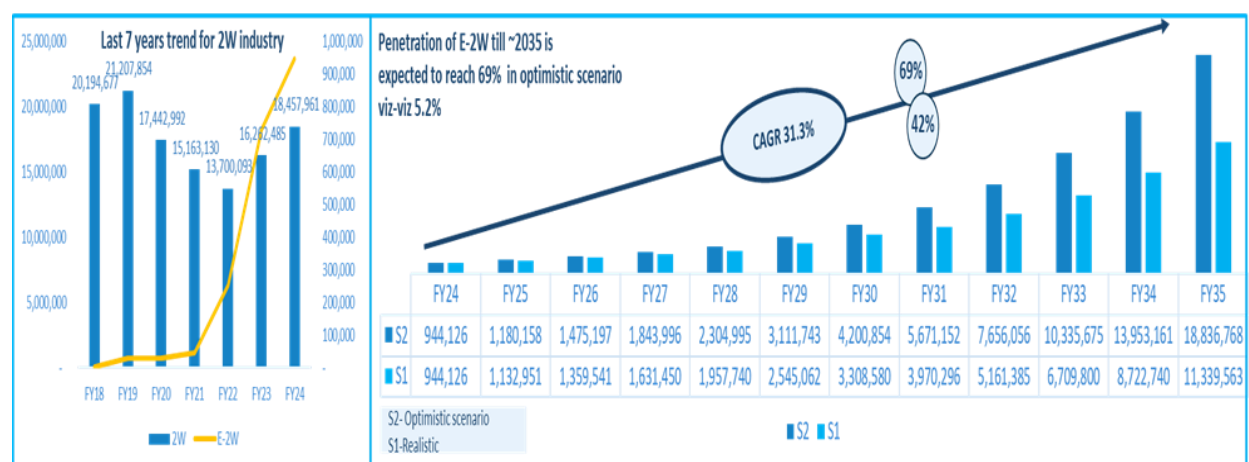
Exhibit 5.2: Domestic Electric Vehicles Market, Sales Forecast, India, Fiscal 2020-2030



Source: Frost & Sullivan Analysis

Electric Two-Wheeler Analysis

Exhibit 5.3: Domestic Electric Vehicles Market, 2W, Sales Forecast, India, Fiscal 2024-Fiscal 2035



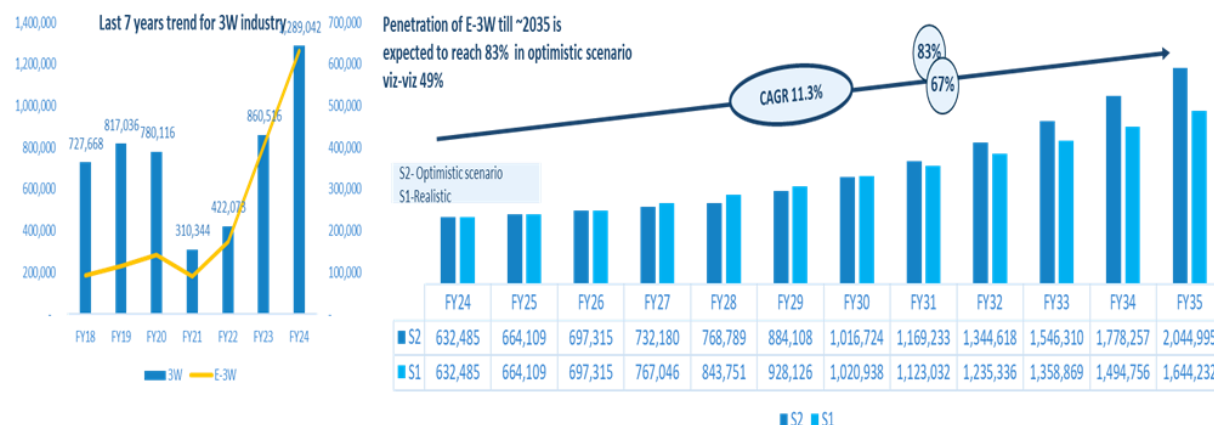
Source: Frost & Sullivan Analysis

Several new companies, including Honda, Suzuki, Yamaha, Gogoro, and BMW, are entering the Indian E2W market by introducing high-speed electric two-wheelers over the coming years. Over the last two years, start-ups in the segment have raised more than ₹48,000 million (US\$ 6000 million) in investment. By Fiscal 2035, over 50% of 2Ws sold in India are envisaged to be electric.

Electric Three-Wheeler Analysis

In Fiscal 2023, over 400,000 E-3Ws were sold in India, accounting for 46% of all 3W sales. In Fiscal 2024, the sales rose to 632,000 E-3Ws, accounting for over 49% of all 3W sales, growing at over 1.5x. It is estimated to reach over 1 million in sales by Fiscal 2030, growing at a CAGR of over 11%.

Exhibit 5.4: Domestic Electric Vehicles Market, 3W, Sales Forecast, India, Fiscal 2024-Fiscal 2035

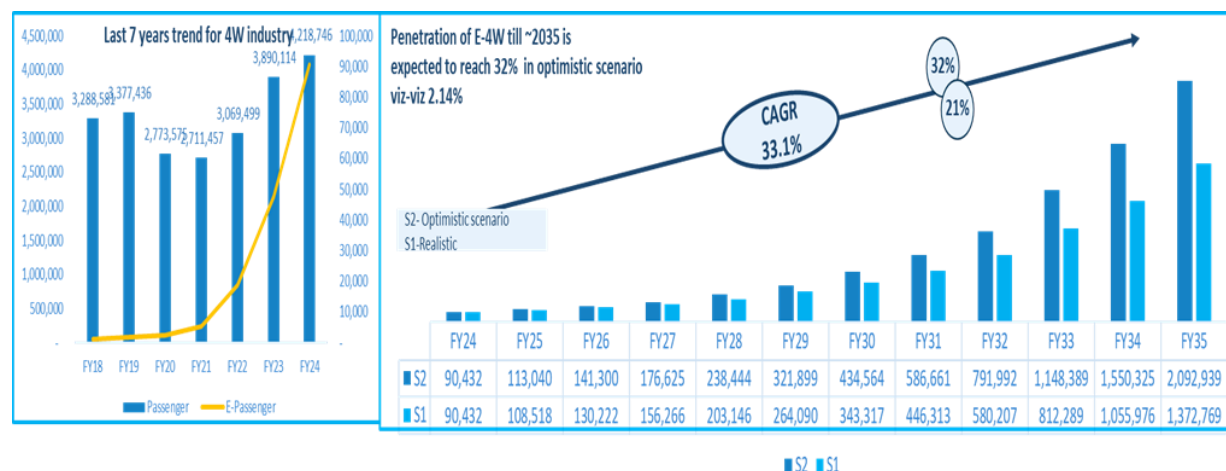


Source: Frost & Sullivan Analysis

The E3W cargo segment is forecast to grow faster as the last-mile delivery ecosystem grows significantly, creating many growth opportunities for E3W commercial applications. Many established OEMs (e.g., Mahindra Electric, Piaggio) and start-ups are entering the cargo fleet business and supporting the growing demand for last-mile services in India, boosting the E3W market. The latest technological and digitalization trends, along with emerging platforms and accessible, cost-effective financing solutions, are set to accelerate the growth of India's electric three-wheeler (E3W) market. New start-ups are emerging with the help of venture capitalists, leading to a highly competitive market.

Electric Passenger Car(4W) Analysis

Exhibit 5.5: Domestic Electric Vehicles Market, 4W – Passenger Cars, Sales Forecast, India, Fiscal 2024-Fiscal 2035

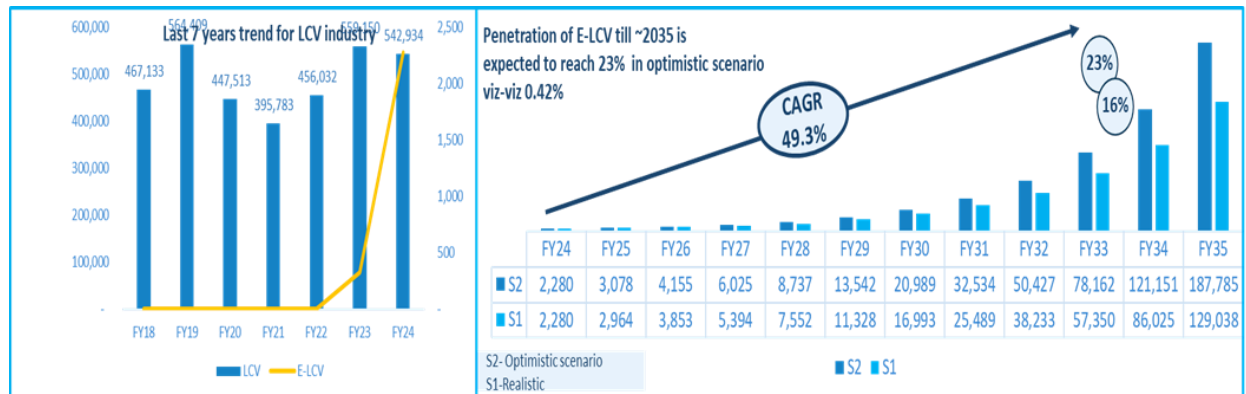


Source: Frost & Sullivan Analysis

In Fiscal 2023, close to 47,500 e-Passenger Cars were sold, comprising 1.2% of all Passenger Car Sales for the year. In Fiscal 2024, sales of e-Passenger Cars reached over 90,000, accounting for over 2% of all Passenger Car sales, nearly doubling in sales.

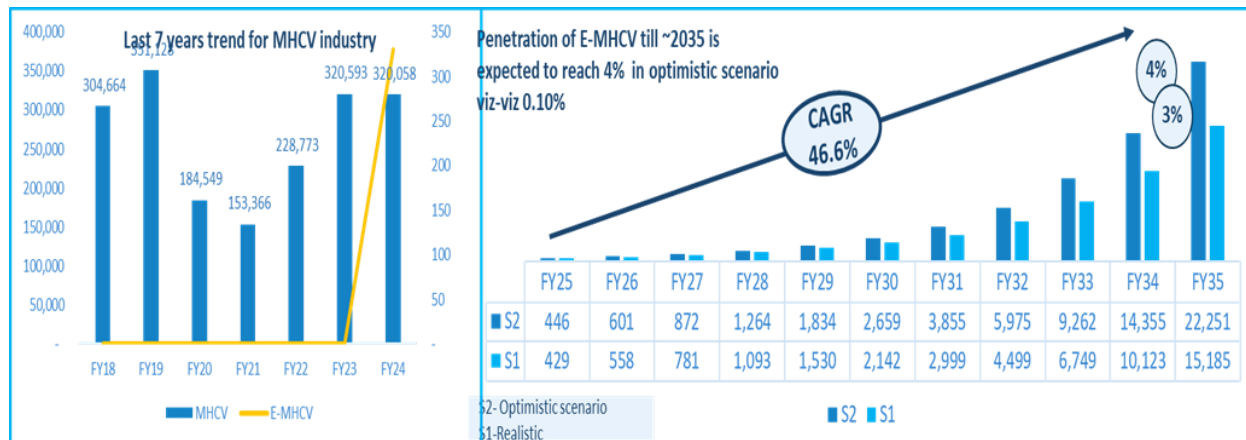
Electric LCV and MHCV Analysis

Exhibit 5.6: Domestic Electric Vehicles Market, 4W – LCV, Sales Forecast, India, Fiscal 2024-Fiscal 35E



Source: Frost & Sullivan Analysis

Exhibit 5.7: Domestic Electric Vehicles Market, 4W – MHCV, Sales Forecast, India, Fiscal 2024-Fiscal 35E



Source: Frost & Sullivan Analysis

Light Commercial Vehicles (LCV) Segment < 7.5T and Medium and Heavy Commercial Vehicle (MHCV) Segment 12-16T and > 16T will observe electrification in the domestic commercial vehicles market. The penetration of E-LCVs is at 0.42% and E-MHCV is at 0.10%, i.e. at a very nascent stage, and is expected to account for 16% of the overall LCV & MHCV industry by 2035.

Overview of the Domestic EV Drivetrain Market

The EV drivetrain is the system that transfers power from electric motors to the vehicle's wheels. Compared to internal combustion engine (ICE) drivetrains, EV drivetrains have fewer moving components, which makes them more efficient and requires less maintenance. EV drivetrains are projected to undergo significant advances in component design and operational efficiency. Advances in materials research have accelerated the creation of lighter and more resilient drivetrain components, thereby reduced energy loss and improving vehicle efficiency.

EV Drivetrain Components

EV Drivetrain, a key component of electric vehicles, is crucial for determining the vehicle's performance indicators, impacting its power, efficiency, and overall driving experience, making it a vital component of the vehicle.

The main components of an electric drivetrain system work together to convert electrical energy into mechanical power for vehicle propulsion.

Battery Pack System - The battery pack is the primary energy storage unit in an electric drivetrain system. It typically consists of lithium-ion cells arranged in modules and provides the electrical power needed to run the vehicle. The capacity and efficiency of the battery pack directly influence the vehicle's range and performance.

Electric (Drive) Motor - Although EV batteries supply DC (Direct Current) power, most electric motors used in electric vehicles are AC (Alternating Current) motors. To make this work, the motor controller—or inverter—plays a critical role by converting the battery’s DC power into AC power suitable for the motor. This allows for precise control of motor speed and torque, improving efficiency and performance. For low-performance go-kart vehicles and two-wheelers, BLDC Hub motors are recommended. For three-wheelers and two-wheelers, BLDC motors with or without an external gear system are suitable. For high-power applications like two-wheelers, cars, buses, and trucks, Permanent Magnet Synchronous Motors (PMSM) or Induction motors are ideal. Once synchronous reluctance and switched reluctance motors become cost-effective, more options for electric vehicle applications can be achieved.

Motor Controller - It is an electronic module that interfaces between the batteries (DC power sources) and the motor (AC or BLDC). The choice of motor controller largely depends on the specific electric vehicle application and motor characteristics. Such considerations make it essential to select the most suitable controller to achieve the desired performance and energy efficiency.

Types of motor controllers – AC Induction Motor Controllers, BLDC Motor Controllers, PMSM Controllers

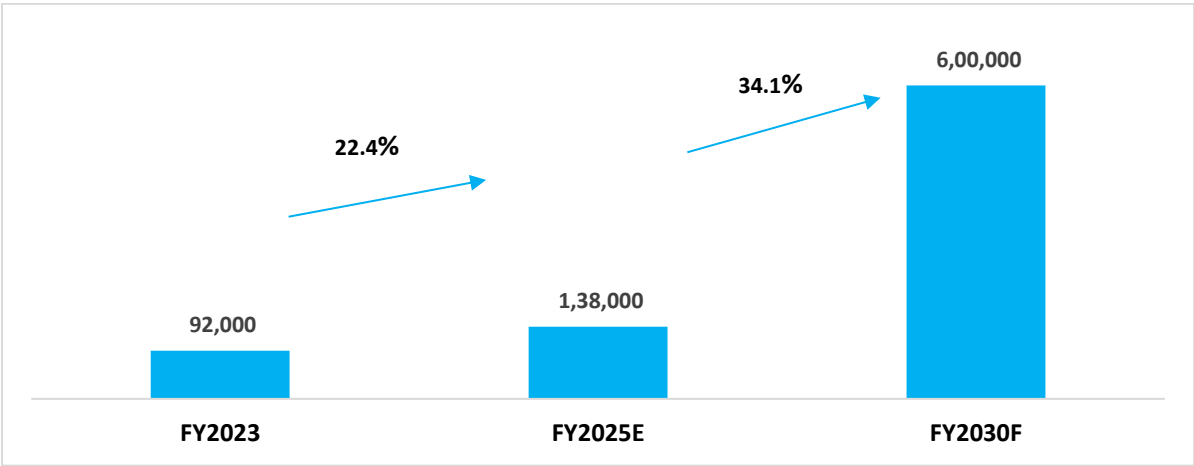
Transmission (Gearboxes) and Differentials - Gearboxes are key components of EV drivetrains for optimizing vehicle performance. Single-speed gearboxes, known for their simplicity and efficiency, are becoming increasingly common in electric vehicles due to their ability to offer a continuous and steady power supply. Multi-speed gearboxes, on the other hand, are still useful in hybrid vehicles and high-performance applications because they can optimize power across a wider range of speeds. An EV drivetrain differential serves a similar purpose as in traditional vehicles: it helps distribute power to the wheels, especially in multi-axle or all-wheel-drive configurations. However, EV differentials can differ significantly due to the unique nature of electric propulsion.

Vehicle control unit and Power Electronics - Power electronics, including the Vehicle control unit, are crucial for controlling and managing the flow of electrical energy from the batteries to the drivetrain and other electrical sub-systems. The main components include a Vehicle control unit, a DC-DC converter, and an On-board charger.

Thermal Management System - This system regulates the temperature of the battery, motor, and power electronics to maintain optimal operating conditions and extend the lifespan of components.

Domestic EV Drivetrain Market – Market Size and Growth Outlook (Excluding Battery)

Exhibit 5.9: Domestic EV Drivetrain Market, Fiscal 2023 - Fiscal 2025E- Fiscal 2030F, INR Million

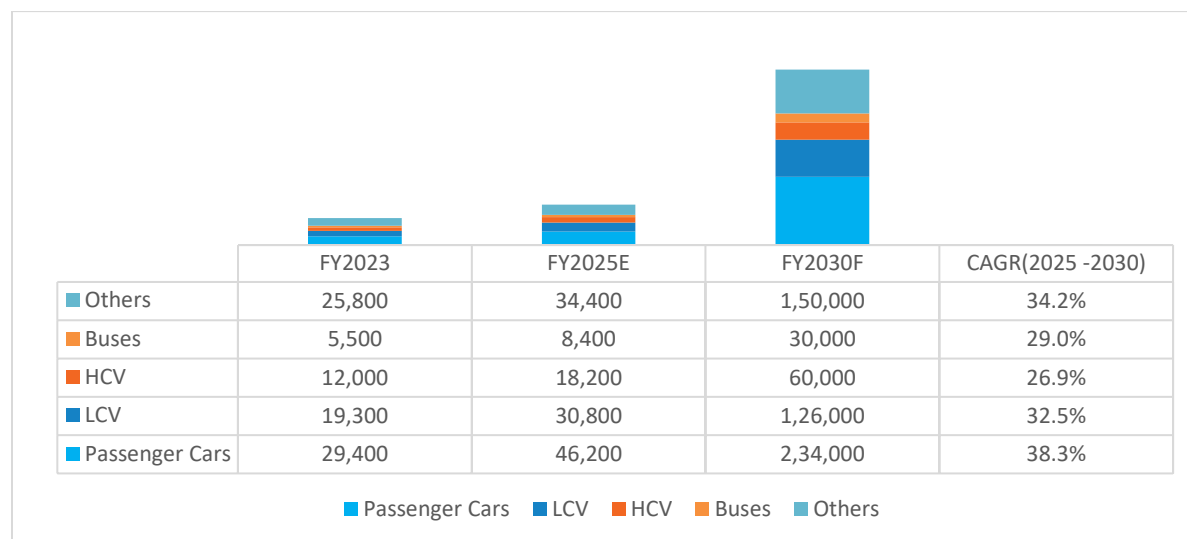


Source: Frost & Sullivan Analysis

The efficient operation of the drivetrain is made up of several components, including an electronic motor (synchronous and asynchronous), power electronic components, and various transmission units depending on the system utilized in the vehicle. These elements are more expensive, increasing the total cost of the electric drive system. The high cost of the drivetrain system is one of the reasons behind the increase in car pricing.

Domestic EV Drivetrain Market – Market Size by Vehicle Type (in value)

Exhibit 5.10. Domestic EV Drivetrain Market, Market Size by Vehicle Type, Fiscal 2023 - Fiscal 2025E- Fiscal 2030F, INR Million



Others – e2w and e3w

Source: Frost & Sullivan Analysis

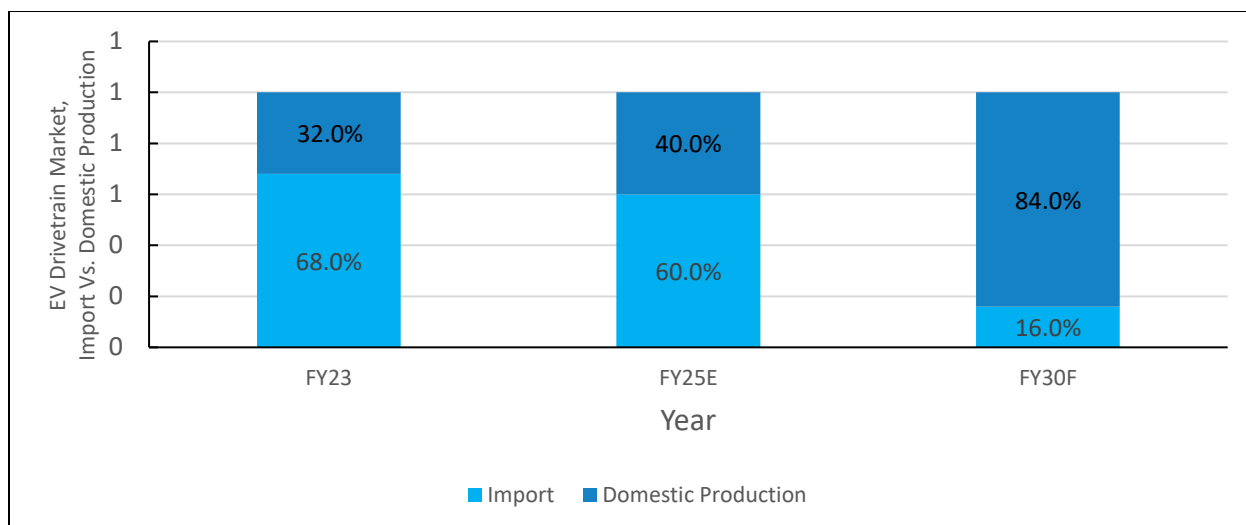
India's push toward vehicle electrification is set to boost demand for EV drivetrains significantly:

- Three-Wheelers (70–80% electrification): Rapid growth in cargo and urban passenger use is driving demand for compact, efficient drivetrains.
- Electric LCVs (20–30% penetration): Last-mile delivery growth is fueling the need for durable, high-torque drivetrains.
- Electric PVs (15–20% penetration): Urban adoption is rising, requiring scalable drivetrain platforms.
- Electric Buses (30% market share): Government-led fleet electrification is accelerating demand for high-performance drivetrains.

Favorable policies, falling battery costs, and urban logistics growth are key enablers of drivetrain market expansion across segments.

EV Drivetrain – Market Split by Import Vs. Domestic Production

Exhibit 3.9: EV Drivetrain, Market Split by Import Vs. Domestic Production , Fiscal 2023 - Fiscal 2025E- Fiscal 2030F



Source: Frost & Sullivan Analysis

India's electric vehicle (EV) industry faces significant challenges due to its heavy reliance on imported drivetrain components, which hampers local innovation and increases production costs. Around 60-70% of critical EV components, including motors, controllers, and gearboxes, are sourced from international suppliers, primarily from China. This reliance poses risks such as increased costs and vulnerability to supply chain disruptions during geopolitical tensions or global crises.

Indian Government Policy Announcements for the promotion of the EV market

- The Indian government has implemented several schemes to promote the adoption and manufacturing of hybrid and electric vehicles. **The FAME India Scheme Phase-II**, implemented from April 1, 2019, with a total budgetary support of ₹11,500 crore, incentivizes the production of e-2Ws, e-3Ws, e-4Ws, e-buses, and EV public charging stations. This scheme is no longer active, having officially ended in March 2024. A temporary extension was granted until July 31, 2024, to prevent disruption to the EV sector. However, the scheme was widely regarded as a landmark initiative to accelerate the adoption of electric vehicles in India.
- **The Production Linked Incentive (PLI) Scheme for Automobile and Auto Component Industry** in India (PLI-Auto) aims to enhance India's manufacturing capabilities for Advanced Automotive Technology (AAT) products with a budgetary outlay of ₹25,938 Crore. The Government notified this scheme on September 23, 2021. The PLI Scheme for the Automobile and Auto Components Industry supports the domestic manufacturing of key EV drivetrain components to boost India's EV ecosystem. It covers traction battery packs, Battery Management Systems (BMS), electric motors (PMSM, induction motors), power electronics controllers (inverters, motor controllers, DC-DC converters), onboard chargers, electric axles, transmissions, and Vehicle Control Units (VCU). The scheme aims to enhance India's EV manufacturing capabilities by incentivizing the use of these advanced components and reducing import dependence.
- **The PLI Scheme for Advanced Chemistry Cell (ACC)** was approved on May 12, 2021, with a budgetary outlay of ₹18,100 crore. The scheme aims to establish a competitive domestic manufacturing ecosystem for 50 GWh of ACC batteries.
- **PM Electric Drive Revolution in Innovative Vehicle Enhancement (PM E-DRIVE) Scheme** comes with a budget of ₹10,900 crore, notified on 29th Sep 2024. The two-year scheme supports electric vehicles, including e-2W, e-3W, e-Trucks, e-buses, e-Ambulances, EV public charging stations, and upgradation of vehicle testing agencies.

- **PM e-Bus Sewa-Payment Security Mechanism (PSM) Scheme:** This Scheme, notified on 28th October 2024, has an outlay of ₹3,435.33 crore and aims to support the deployment of more than 38,000 electric buses. The scheme provides payment security to e-bus operators in the event of default by Public Transport Authorities.
- **Scheme for Promotion of Manufacturing of Electric Passenger Cars in India (SPMEPCI)** was notified on 15th March 2024 to promote the manufacturing of electric cars in India, requiring applicants to invest a minimum of ₹4,150 crore and achieve a minimum Domestic Value Addition (DVA) of 25% at the end of the third and 50% at the end of the fifth year.

Dominance of Chinese Manufacturers in the Global and Indian EV Market

Role in the Global Market:

The Chinese government significantly bolstered the EV sector by enhancing infrastructure, supporting research, and providing subsidies to local manufacturers, establishing China's global dominance.

In Asia, Chinese EVs face low consumer preference due to limited brand recognition, trust, and infrastructure availability. To address these challenges, Chinese OEMs will initially support the region's efforts to accelerate electric mobility adoption, focusing on battery technology.

Chinese companies are expanding into both established and emerging markets for electric vehicles (EVs) due to their access to critical minerals, production capacity, and innovation. China currently produces 54% of the world's EVs and supplies key components to global car manufacturers like Tesla and Toyota. China's control of key mineral supplies and refining capacity has secured its position in the global EV market.

Competitive Landscape of Domestic EV Drivetrain Solution Providers

	Company	Description	Components Offering	Segments Focus
1	Electra EV (Electro drive Powertrain Solutions Pvt Ltd, Coimbatore)	Involved in the design, development, manufacturing, supply, and servicing of EV powertrains.	Entire Powertrain kits, Battery packs, Chargers	4Ws (Passenger cars and Commercial Vehicles)
2	Tata AutoComp, Pune	One of the largest EV component suppliers in India, catering to multiple vehicle segments.	Battery Pack, BMS, Battery Thermal Management System, Motors, Controllers, Integrated Drivetrain, E-Compressor, Cooling Modules, AC & DC Chargers (3 kW to 300 kW)	2W, 3W, 4W
3	Entuple E-Mobility, Bangalore	EV R&D house specializing in Drivetrains (Motors + Controllers) and Charging Stations.	BLDC, PMSM, SynRM electric motors (1kW-150kW), Controllers, Charging Station Development	2Ws, 3Ws, 4Ws, Heavy Commercial Vehicles
4	Dana TM4, Pune	Manufacturing high-voltage motors and inverters for e-buses and various EVs.	Motors, Inverters, Vehicle Control Units	2W, 3W, 4W, Heavy Vehicles
5	Rotomag Enertec Limited, Gujarat	Rotomag Enertec Limited offers a range of industrial drive solutions under multiple brands, including "Rotomag," "Rotomotive," "Rotodrive," and "Cyclo," and manufactures PMDC, BLDC, and AC motors, as well as gearboxes	Motors, Controllers, Differentials	2W, 3W, Golf Carts

	Company	Description	Components Offering	Segments Focus
6	Virya Mobility, Bangalore	A Maini Group company offering e-mobility solutions, chargers, and powertrains.	1kW-30kW powertrain components, Chargers, DC-DC Converters	3Ws (e-Rickshaws, e-Auto), 4W Micro Trucks
7	Sona Comstar, Gurgaon	Developing integrated powertrain solutions for EVs in Indian & international markets.	Final Drive Differential Assembly, Hub-Wheel Motor (2W), Drive Motor (2W & 3W), Motor Controller	2W, 3W, 4W
8	SEG Automotive, Bangalore	Former Bosch division, now producing e-motors for Indian & overseas markets.	Electric Motors (5kW & 8kW), Controllers	2W, 3W
9	Jayem Automotives, Coimbatore	Over four decades in automotive product development, focusing on e-mobility.	Induction Motors, Controller, Charger	N/A
10	Napino Auto & Electronics, Gurgaon	Leading automotive electronics supplier, working with Ather Energy and other OEMs.	Electric Motors (BLDC), Controllers, BMS, Wire Harness	2W, 3W
11	Rizel Automotive, Hyderabad	Developing high-performance, lightweight, low-cost EV motors for pilot runs.	PMSM Motors (20kW-150kW for 3W, 4W, Heavy Vehicles), Developing 2kW-20kW Motors for 2W, 3W	3W, 4W, Commercial Vehicles
12	Mahle Electric Drives India, Coimbatore	Manufacturing electric motors for EV applications.	Electric Motors	2W, 3W
13	Elecnovo Pvt Ltd, Bangalore	Specializing in indigenous electric motors and controllers for EVs.	Electric Motors, Electronic Controllers	Electric Bicycles, e-Rickshaws, e-Scooters, Motorcycles, Passenger & Goods Vehicles
14	C-Electric Automotive Drives, Cochin	Provides scalable electric powertrains up to 20kW; supplies controllers to SEG Automotive.	Controllers, Instrument Clusters	2W, 3W
15	Konmos Technologies, Rajkot	Produces drivetrains; offers custom solutions for OEMs.	PMSM Motors (1kW-50kW), Controllers	2W, 3W
16	Physics Motor Technology, Bangalore	Focuses on BLDC & PMSM traction motors for EV powertrains.	Hub Motors (800W-2kW for 2W), Mid-Mount Motors (3kW-20kW for 2W & 4W)	2W, 3W, 4W
17	Sterling Gtake E-Mobility, Faridabad	JV between Sterling Tools Ltd. & Jiangsu Gtake Electric Co. Ltd for EV motor control units.	Motor Controllers, Induction & PMSM Motors	N/A
18	Temsrax, Hyderabad	Claims to be India's first indigenous EV powertrain manufacturer.	Electric Motors (BLDC, PMSM), Controllers, Chargers, DC-DC Converters	2W, 3W
19	TSUYO Manufacturing, Noida	Specializes in BLDC and PMSM powertrains and conversion kits.	Motors (BLDC, PMSM, AC Induction), Controllers	2W, 3W, 4W, e-Cycle, e-Tractor, e-Truck, Golf Cart
20	Varroc, Pune	Supplies inverters and motors for EVs; works with Bajaj.	Inverters, Motors	N/A

	Company	Description	Components Offering	Segments Focus
21	Axiom EV Products, Hyderabad	Develops chargers, converters, and motor controllers for EVs.	Chargers, Converters, Motor Controllers	3W, 4W

Overview of Select Products with Applications in Railways

BLDC (Brushless Direct Current) Carriage Fans

BLDC (Brushless DC) carriage fans are widely used in railway applications due to their energy efficiency, durability, and low maintenance requirements. BLDC fans can operate on both AC and DC power supplies, making them suitable for various railway power systems

Key Features and Benefits

Energy Efficiency: BLDC carriage fans consume up to 50% less power compared to conventional fans, significantly reducing energy costs for railways

Durability: The brushless design extends the motor's lifespan, reducing maintenance requirements and improving overall reliability

Less Noise: BLDC fans operate at noise levels below 55 dBA, which ensures quieter performance compared to traditional fans

BLDC fans are used in various types of railway carriages, including:

- EMU (Electric Multiple Unit)
- DMU (Diesel Multiple Unit)
- MEMU (Mainline Electric Multiple Unit)

These fans are designed to operate efficiently in the challenging conditions of railway coaches, providing improved performance and energy savings.

Key application areas

- Passenger coach ventilation and Cooling
- Locomotive cab cooling
- Electronics cooling
- Toilet ventilation systems

Auxiliary Motors

Auxiliary motors play a crucial role in railway systems, providing power for various essential functions beyond the main traction motors. These motors are typically AC, 3-phase, squirrel cage induction type, known for their robustness and low maintenance requirements.

Types of Auxiliary Motors in Railways - Applications

- Blower Motors – Provide cooling for traction motors and electrical components.
- Compressor Motors – Power air compressors for braking and pneumatic operations.

- Pump Motors – Drive oil and water pumps for cooling and lubrication systems.
- HVAC Motors – Operate heating, ventilation, and air conditioning (HVAC) systems.
- Battery Charging Motors – Maintain battery power for emergency and auxiliary systems.
- Door Operation Motors – Enable automatic opening and closing of train doors.

Importance of Auxiliary Motors in Railways

- Enhance passenger comfort (air conditioning, lighting, etc.).
- Support braking and safety systems (compressor motors for air brakes).
- Improve efficiency by ensuring optimal operating conditions for traction motors.
- Maintain uninterrupted power supply for essential onboard systems.

By providing reliable electrical power to these crucial systems, auxiliary motors contribute significantly to the overall performance, safety, and comfort of railway operations.

Traction Motors

Traction motors are essential components in railway systems, responsible for converting electrical energy into mechanical power to propel trains. These motors are designed to operate under demanding conditions, providing high torque at low speeds and efficient performance across various speed ranges.

Types of Traction Motors

1. DC Traction Motors
 - Used in older locomotives and metro systems.
 - Require frequent maintenance due to brushes and commutators.
 - Examples: Series-wound DC motors.
2. AC Traction Motors
 - More efficient, reliable, and requires less maintenance.
 - Used in modern locomotives and high-speed trains.
 - Examples: Three-phase induction motors and permanent Magnet Synchronous Motors (PMSM).

Applications

- Electric locomotives
- Diesel-electric locomotives
- Electric Multiple Units (EMUs)
- Light Rail Vehicles (LRVs)
- Metro systems

- High-speed trains

Point Machines

Point machines, also known as switch machines or turnout machines, are essential devices used in railway systems to control the movement of railway switches or turnouts, guiding trains from one track to another. These machines play a crucial role in ensuring safe and efficient rail operations.

Importance in Railway Infrastructure

Point machines are vital components of railway signaling and control systems. They ensure that trains are directed along the correct routes and prevent accidents due to improper switch alignment. As railway technology has advanced, point machines have become increasingly sophisticated, incorporating features like:

- Remote operation capabilities
- Automated control systems
- Sensors for position monitoring
- Maintenance and lubrication points for improved longevity

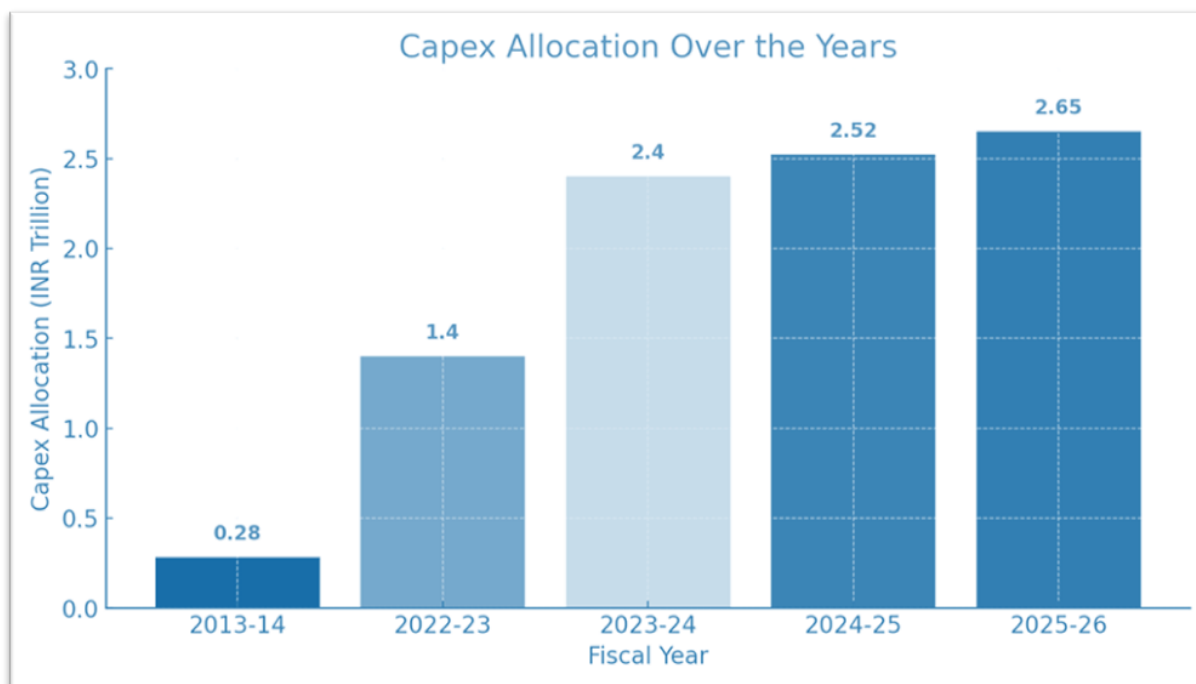
Key Installation Locations

- Mainline Railways
- Metro and Light Rail
- Industrial Railways
- High-Speed Rail Networks

Size of Capex for Indian Railways

Indian Railways has seen a significant increase in its capital expenditure (capex) over the past decade, with substantial allocations aimed at modernizing infrastructure, enhancing safety, and expanding capacity. Below is a summary of the historical capex data and projections.

Exhibit 6.1: CAPEX Allocation of Indian Railways, Fiscal 2013-14, Fiscal 2025-2026 INR Trillion



Source: Frost & Sullivan Analysis

In the fiscal year 2024-25, Indian Railways received a capex allocation of ₹2.52 trillion, marking a 5% increase from the previous year. This budget emphasizes safety, with ₹1.08 trillion dedicated to critical safety works, including the implementation of the Kavach system and the overhaul of old lines. The 2023-24 budget allocated ₹2.4 trillion for capex, focusing on railway tracks, wagons, trains, electrification, signaling, and station development. This expenditure is part of a broader government push to open new lines and expand electrification, targeting net-zero carbon emissions by 2030. The government has set ambitious goals, including achieving net-zero carbon emissions and completing Dedicated Freight Corridors, which require substantial investments in infrastructure, technology, and safety measures. The consistent increase in capex allocations reflects the government's commitment to transforming Indian Railways into a modern, efficient, and safe transportation network.

The Indian Railways plans to procure 7,000-8,000 new train sets over the next decade, aim to reach 3,000 MT freight loading by 2030 and construct 100,000 km of new railway tracks over the next 20 years. This ambitious growth trend and historical growth suggest that the capex for Indian Railways could increase significantly by 2030, potentially reaching or exceeding ₹3 trillion annually.

Indian Railways' capital expenditure (capex) highlights from the Union Budget 2025-26, focusing on railway tracks, wagons, trains, electrification, signaling, and station development:

- Total Capex: ₹26,500 billion (unchanged from Fiscal 2025), with ₹25,200 billion from budgetary support.
- Railway Tracks: ₹228 billion for track renewal; part of ₹46,000 billion for new projects for new lines and doubling.
- Wagons & Trains: ~₹509.03 billion (based on Fiscal 2025) for 200 Vande Bharat, 100 Amrit Bharat, 50 Namo Bharat trains, and 17,500 non-AC coaches.
- Electrification: Funding embedded in ₹26,500 billion to complete 100% broad-gauge electrification by March 31, 2026.
- Signaling: ₹68 billion for upgrades, including the Kavach system on 15,000 km of tracks.

- **Station Development:** Included in ₹46,000 billion in new projects, targeting 1,309 station upgrades over time.

Key Growth Drivers for Indian Railways

The Indian government is implementing several initiatives to boost growth and modernize railway infrastructure, focusing on infrastructure expansion, technological advancements, and operational efficiency improvements.

Infrastructure Development

National Rail Plan 2030 - The government has developed a National Rail Plan (NRP) 2030 to build infrastructure by 2030 that can cater to traffic requirements up to 2050. This comprehensive plan aims to expand and upgrade the existing railway network significantly.

High-Speed Rail Projects - India is developing its first high-speed rail corridor between Mumbai and Ahmedabad, spanning 508 kilometers. The project, overseen by the National High-Speed Rail Corporation Limited (NHSRCL), is expected to revolutionize inter-city travel and showcase India's technological capabilities.

Dedicated Freight Corridors - The Dedicated Freight Corridor project aims to enhance freight capacity and reduce logistics costs. This project is transforming India's logistics sector by allowing increased freight transportation without interference from passenger trains.

Technological Advancements

Vande Bharat Trains - Indian Railways aims to produce 400 new Vande Bharat trains over the next three years. These semi-high-speed trains represent a significant upgrade in passenger comfort and travel time.

Hydrogen Trains - The railway sector is introducing hydrogen trains as part of the Hydrogen for Heritage initiative. This aligns with achieving net-zero carbon emissions by 2030 and demonstrates a commitment to sustainable transportation.

Kavach Safety System - The indigenous train collision avoidance system, Kavach, has been deployed across major railway zones, covering over 1,548 Route Kilometers (RKm). This technology significantly enhances railway safety.

Modernization Initiatives

Station Redevelopment - The Amrit Bharat Station Scheme aims to redevelop 1,337 stations, with work already underway at 1,197. This initiative focuses on improving passenger amenities and modernizing station infrastructure.

Electrification and Renewable Energy - Indian Railways is pursuing 100% electrification of its network. Additionally, it aims to achieve 30 GW of renewable energy capacity by 2029-30, with 375 MW of solar energy and 103 MW of wind energy already commissioned as of October 2024.

Threats and Challenges for Products/ Components Supplied for Railways in India

Market and Competition Issues

- **Intense Competition:** The entry of inexperienced companies from unrelated sectors has led to smaller tender sizes and aggressive pricing strategies, intensifying competition.
- **Relaxed Pre-qualification Criteria:** This allows companies from unrelated sectors to bid on railway tenders, potentially compromising quality and safety standards.

Regulatory and Compliance Challenges

- Stringent quality standards by Indian Railways and RDSO.
- Slow procurement processes require extensive documentation and compliance.

- Policy uncertainty due to frequent changes in procurement policies and evolving technical specifications
- Limited design flexibility due to predetermined elements in EPC projects.

Supply Chain and Manufacturing challenges

- Procurement & Logistics: Large-scale orders require strong production capabilities, and disruptions in raw material supply can impact deliveries.
- Localization Pressure: Railways demand locally sourced components, limiting global supplier reliance.
- Quality Control: Investing in precision manufacturing and advanced machinery is crucial for safety and performance.

Financial and Operational Challenges

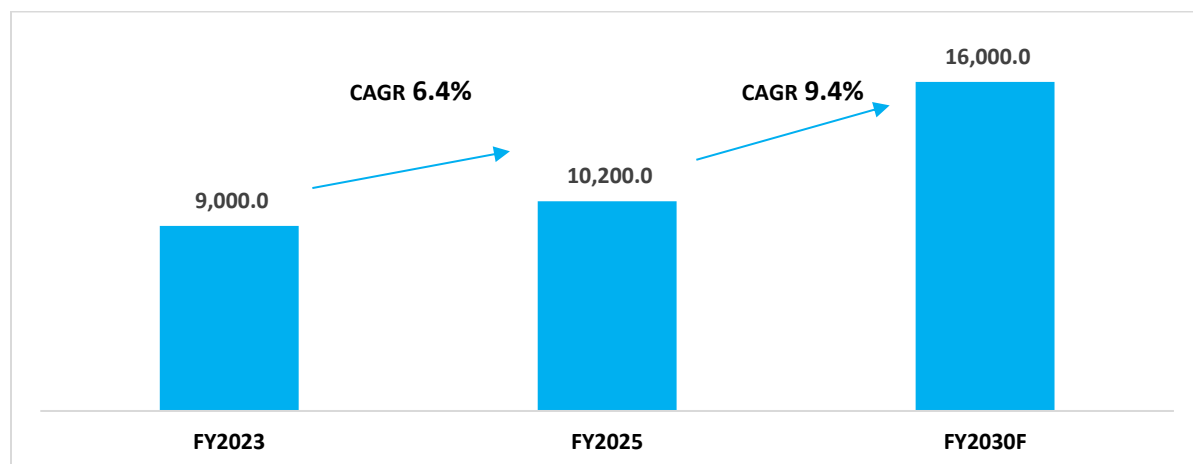
- Payment Delays: Employer's payment schedules cause financial strain for suppliers.
- Working Capital Issues: EPC contracts often limit payments towards later stages, causing financial pressure.
- High Initial Investment: Meeting railway specifications requires R&D, testing, and certification, increasing entry barriers.

RDSO vendor approval process poses several challenges and threats

- Stringent Standards: High technical and quality requirements can strain smaller vendors, risking rejection if unmet.
- Lengthy Process: Multi-stage approvals (20-25+ days) delay market entry and increase costs.
- Financial Burden: Significant investments in testing, infrastructure, and fees deter new or small firms.
- Competition: Established vendors dominate, limiting access for newcomers.

Domestic Traction Motors Market - Market Size and Growth Outlook

Exhibit 6.2: Domestic Traction Motors Market, Fiscal 2023 - Fiscal 2025- Fiscal 2030F, INR Million



Source: Frost & Sullivan Analysis

The Indian Domestic Traction motor market will be worth ₹10,200 million in Fiscal 2025. The market is predicted to grow at a CAGR of 9.4% over the next five years (Fiscal 2025-2030), owing to driven by the modernization of rail networks and increasing demand for efficient transportation. The growth of metro rail networks, high-speed rail projects, technological advancements like regenerative braking systems and energy-efficient motors, and the integration of IoT and AI will further fuel the market. India's manufacturing hub status and sustainability focus will also contribute to market growth.

Indian Railways aims to achieve 100% electrification of its ~66,000 route kilometers (RKM) broad-gauge network by March 31, 2026. As of Fiscal 25, approximately 95% of the network is electrified, with the remaining ~3,300 RKM targeted for completion by Fiscal 2026. The Union Budget 2025-26 has allocated ₹26,500 billion for electrification and rolling stock upgrades, driving significant demand for traction motors. By Fiscal 2026, an estimated 5,000-6,000 additional traction motors will be required for new locomotives and Electric Multiple Units (EMUs). Key growth drivers include the transition from diesel to electric locomotives, the expansion of Vande Bharat trains, and the retrofitting of existing rolling stock.

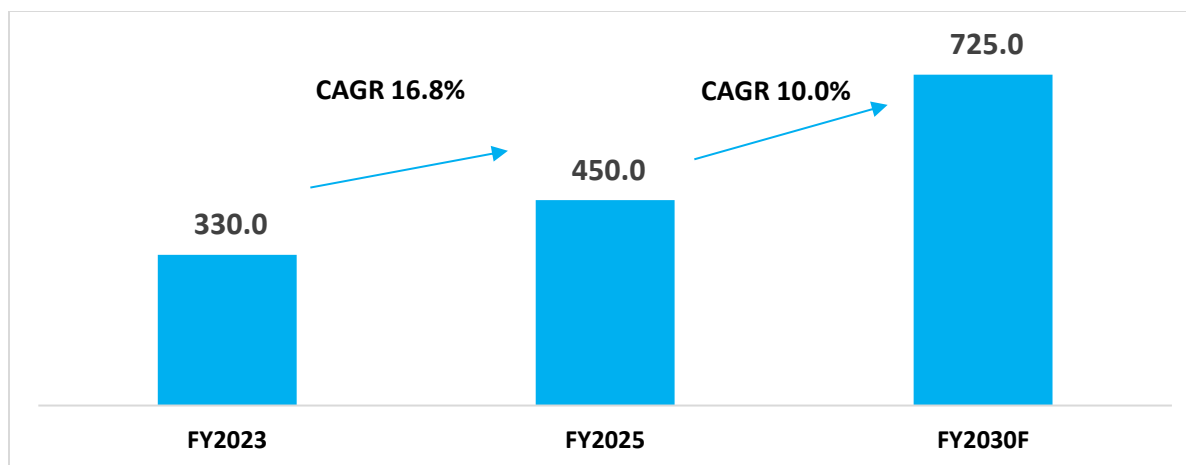
Key Growth Drivers for the Domestic Traction Motors Market

- **Rail Infrastructure Investments:** Indian Railways' modernization (e.g., Dedicated Freight Corridors) boosts traction motor demand, supported by Make in India policies.
- **Rail Electrification Goals:** Aiming for 100% electrification by 2030 increases demand for energy-efficient traction motors, with a focus on net-zero emissions.
- **Urban Rail Expansion:** Urbanization and metro rail growth in cities drive traction motor demand, alongside semi-high-speed projects like Vande Bharat Express.
- **Technological Advancements:** The adoption of efficient motors (PMSM, AC) and smart sensors enhances performance and maintenance.
- **Public-Private Partnerships & FDI:** Increased private sector involvement and foreign investments in rail infrastructure and traction motor manufacturing.
- **High-Power Locomotive Demand:** Expansion of freight corridors and higher-speed passenger trains necessitate advanced, efficient traction motors.

These factors support the growth of India's railway traction motor market as the country focuses on modernization and sustainability.

Domestic BLDC Carriage Fans Market - Market Size and Growth Outlook

Exhibit 6.3: Domestic BLDC Carriage Fans Market, Fiscal 2023 - Fiscal 2025- Fiscal 2030F, INR Million



Source: Frost & Sullivan Analysis

The Indian BLDC Carriage fans market will be worth ₹450.0 million in Fiscal 2025. The market is predicted to grow at a CAGR of 10.0% over the next five years (Fiscal 2025-2030) due to modernization initiatives, increasing passenger comfort expectations, and government policies promoting energy efficiency.

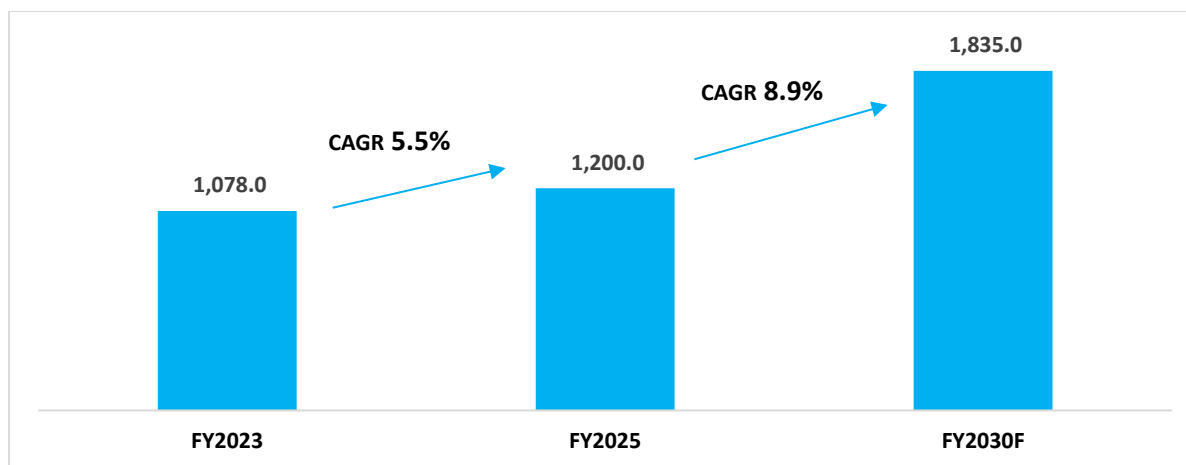
The market for BLDC carriage fans is anticipated to expand due to government policies promoting energy efficiency, increasing electric vehicle adoption, and increasing awareness of BLDC technology's long-term cost savings. BLDC fans are becoming increasingly popular in new trains and retrofitting existing coaches. Indian companies are manufacturing them locally, reducing costs and making them more accessible. Smart features like speed control and IoT monitoring are also gaining traction.

Key Growth Drivers for the Domestic BLDC Carriage Fans

- **Energy Efficiency and Cost Savings** - BLDC fans are more energy-efficient than conventional fans, aiding Indian Railways' 2030 Net Zero emissions goal. BLDC fans use 30-50% less energy than conventional fans, reducing electricity costs and aligning with Indian Railways' goal to cut energy expenses.
- **Government Policies and Electrification Initiatives** - Indian Railways is replacing old fans with BLDC fans. The Bureau of Energy Efficiency (BEE) mandated star labeling for ceiling fans starting January 1, 2023, rendering older models obsolete. Increased electrification boosts demand for efficient components.
- **Incentives & Push for Sustainable Solutions** - Energy Efficiency Services Limited (EESL) initiatives: Government-backed organizations promote the adoption of energy-efficient appliances. Tenders favor energy-saving technologies: Railways increasingly specify BLDC fans in procurement contracts.
- **Technological Advancements** - BLDC fans feature low power consumption, lightweight design, low noise, and durability. They are suitable for fireproof coaches and can operate in extreme conditions. With fewer moving parts and no carbon brushes, BLDC fans require less maintenance and last longer.

Domestic Auxiliary Motors Market - Market Size and Growth Outlook

Exhibit 6.4: Domestic Auxiliary Motors Market, Fiscal 2023 - Fiscal 2025- Fiscal 2030F, INR Million



Source: Frost & Sullivan Analysis

The Indian Auxiliary Motors market will be worth ₹1200 million in Fiscal 2025. The market is expected to expand at a compound annual growth rate (CAGR) of 8.9% over the next five years (Fiscal 2025-2030), driven by the modernization of Indian Railways, rapid urbanization, and the growth of metro rail projects. The railway sector accounts for a significant share of the market, with auxiliary motors being widely used in locomotives, coaches, and metro trains.

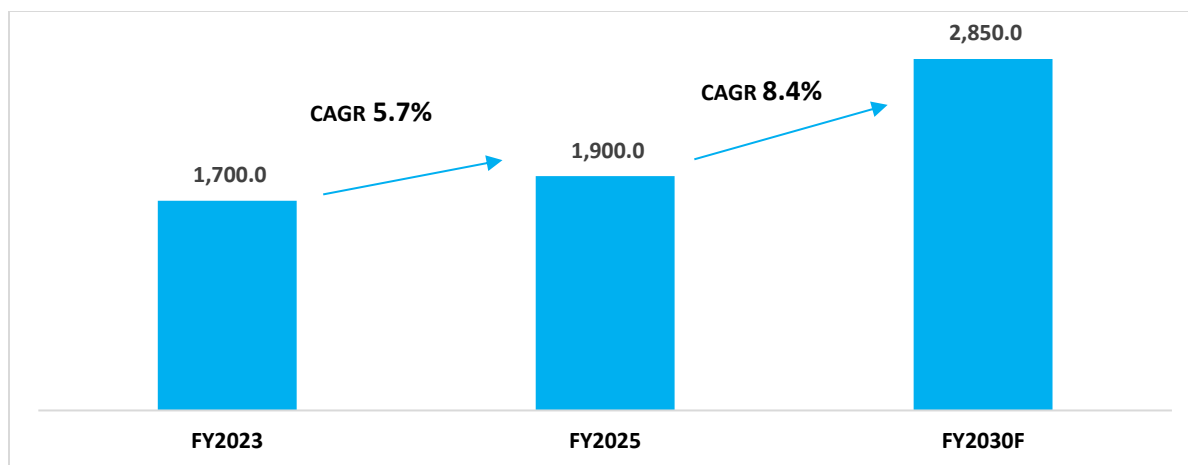
The Indian auxiliary motors market is expected to experience robust growth due to the railway sector's expansion, urbanization, and government initiatives. The adoption of smart and energy-efficient motors, with a focus on sustainability and digitalization, is expected to drive demand. The market will be strengthened by collaborations between domestic and international players for technology transfer and local manufacturing.

Key Growth Drivers for the Domestic Auxiliary Motors Market

- **Expansion of Railway Infrastructure:** India initially planned to electrify over 28,000 km of railway tracks by 2024 as part of its railway modernization efforts, but as of March 27, 2025, the scope and timeline have expanded. This electrification drive continues to boost demand for related infrastructure, including auxiliary power systems.
- **Increasing Production of Rolling Stock:** Wagon production rose from 22,042 in Fiscal 2024 to 26,146 in Fiscal 2025; locomotive production increased from 968 to 1,042, boosting demand for auxiliary motors.
- **Technological Advancements:** Modern technologies like static inverters and high-power density motors are enhancing auxiliary power systems.
- **Government Initiatives and Investments:** The government plans to introduce 100 Amrit Bharat trains, build 100,000 km of new tracks, and implement the Kavach safety system across 44,000 km. Government policies like 'Atmanirbhar Bharat' encourage local production of railway components, including auxiliary motors.
- **Shift Towards Electrification and Sustainability:** Focus on electrification and carbon reduction is increasing demand for efficient auxiliary power systems. The government's aggressive electrification drive and rapid urbanization increase demand for auxiliary motors in locomotives and coaches.

Domestic Point Machines Market - Market Size and Growth Outlook

Exhibit 6.5: Domestic Point Machines Market, Fiscal 2023 - Fiscal 2025- Fiscal 2030F, INR Million



Source: Frost & Sullivan Analysis

The Indian point machine market is expected to be worth ₹1900 million in Fiscal 2025. The market is predicted to grow at a CAGR of 8.4% over the next five years (Fiscal 2025- 2030), owing to increased investments in railway infrastructure and urban transport systems. The market size is influenced by government investments in railway modernization, expansion of metro rail networks, and the adoption of advanced signalling technologies. The Indian point machine market is expected to experience steady growth due to the Indian Railways' plan for 100% electrification and Kavach, efficient public transportation, and increased focus on safety and automation in railway operations.

Key Growth Drivers for the Domestic Point Machines Market

- **Railway Infrastructure Expansion:** Government focus on modernization and metro expansion boosts demand for advanced signaling systems.
- **Electrification and Automation:** 100% electrification and automatic signaling increased the need for electrically operated point machines and Communication-Based Train Control (CBTC) systems.
- **Safety and Reliability:** Investments in fail-safe signaling systems and European Train Control System (ETCS) Level 2 implementation enhance point machine adoption.
- **Make in India:** Local manufacturing initiatives reduce imports, with companies investing in domestic production of point machines.
- **Rising Traffic:** Increased passenger and freight traffic drives demand for efficient rail operations and reliable point machines.

Investments in the Domestic Point Machines Market

Modernization Efforts

Indian Railways is focusing on upgrading its technology and systems, which could potentially include investments in Point machines. There is a strong emphasis on improving safety systems, which may involve upgrading Point machines as part of the signaling infrastructure.

Texmaco Rail & Engineering's Strategic Partnerships: Texmaco Rail & Engineering has formed strategic alliances to enhance its technological capabilities. The company has collaborated with international players such as Wabtec Corporation (formerly GE Transportation) and Nymburk. These partnerships aim to leverage global expertise for the development of advanced railway components, including point machines.

Competitive Landscape of Domestic Companies

Traction Motors

Traction motors are critical components in electric vehicles (EVs), locomotives, and other rail systems. The growth in the railway sector and urban transportation systems drive the demand for traction motors. Companies are focusing on developing high-efficiency motors to meet the increasing demand for energy-efficient solutions.

There are around 8 - 10 players offering traction motors in the Indian market. Key players are listed below.

	Company	Product Offerings
1	CG Power and Industrial Solution Limited	Offers a wide range of AC and DC traction motors known for high operational efficiency, power-to-weight ratio, and reliability
2	Medha Traction Equipment Pvt. Ltd	A joint venture between Medha Servo Drives Pvt. Ltd. and Traktions systeme Austria, specializing in AC traction motors, traction alternators, and gearboxes for various railway applications
3	Kirloskar Electric	Kirloskar Electric manufactures traction motors, including the DC Traction Motor KTM-15250 and the DC 90 Traction Motor.
4	Saini Electricals	Saini Electricals manufactures AC/DC traction motors, alternators, reactors, auxiliary equipment, and sub-assemblies for various rail vehicles
5	Rotomag Enertec Limited	Offers Traction Motors for Material Handling systems

BLDC Carriage Fans

The need for energy-efficient and reliable solutions in railway applications drives the market for BLDC carriage fans. Companies are innovating to meet stringent specifications and improve fan performance.

BLDC fans are increasingly being adopted in Indian railways due to their energy efficiency, durability, and low maintenance requirements.

Key Players' details are listed below.

	Company	Product Offerings
1	Light Engineering Corporation	Leading manufacturer and supplier of BLDC railway carriage fans. They offer fans in various sizes and voltages, including 110V AC and DC.
2	CG Power and Industrial Solutions Ltd.	Developed BLDC fans for Indian Railways coaches, focusing on low power consumption, lightweight design, and low noise levels. These fans are suitable for fireproof coaches.
3	Vidisha Electricals	They are an approved vendor to Indian Railways for manufacturing and supplying rail carriage fans, including BLDC models. They offer various types such as bracket, fixed, and swiveling fans in sizes from 225 mm to 450 mm.
4	R. Kanwar Electricals	Located in Noida, Uttar Pradesh, they are an Indian Railways-approved OEM for BLDC railway carriage fans. Their fans come in sizes from 225 mm to 450 mm and are designed according to RDSO specifications.
5	Saria Industries Corporation	Approved by Indian Railways for manufacturing BLDC Fans, Crew Fans, Universal AC/DC Brushless Fans, and Wheel Set Earthing Equipment. They are ISO 9001:2015 and ISO 14001:2015 accredited.
6	Rotomag Enertec Limited	Indian manufacturer specializing in Brushless DC (BLDC) motors and gear motors, catering to various industrial applications. It offers a wide range of BLDC motors suitable for sectors like solar tracking, automation, and electric mobility.

Auxiliary Motors

The market is characterized by both domestic and international players striving to enhance their market positions. Companies are adopting strategies such as acquisitions, partnerships, and product launches to meet the evolving demands of the railway sector. The presence of established firms like BBL and Kirloskar Electric, alongside specialized manufacturers such as LHP Motors, contributes to a dynamic and competitive market environment.

Key Player's details are listed below.

	Company	Product Offerings
1	LHP Motors	LHP Motors has been supplying auxiliary motors to Indian Railways. Their motors are AC, three-phase, squirrel cage induction types, known for their robustness and minimal maintenance requirement.
2	CG Power and Industrial Solutions Ltd	CG manufactures and supplies auxiliary motors for locomotives as part of its comprehensive product portfolio for Indian Railways. Their auxiliary motors are designed to meet the demanding conditions of railway operations, contributing to the efficiency and reliability of locomotives.
3	Saini Electricals	SAINI offers a comprehensive range of auxiliary motors and alternators for various types of rail vehicles. They are an RDSO-approved vendor for supplying items to Indian Railways and focus on providing high-quality, reliable products.
4	Medha Servo Drives Pvt. Ltd.	A leading Indian company specializing in traction systems and auxiliary power solutions for railways.

Point Machines

Indian Railways, one of the largest railway networks in the world, relies on various suppliers for point machines, which are critical for the safe and efficient operation of railway tracks. Point machines are used to switch tracks and ensure the correct alignment of rails. There are 7 -8 key suppliers and manufacturers of point machines for Indian Railways. Key Player's details are listed below.

	Company	Product Offerings
1	Kernex Microsystems (India) Ltd.	Kernex is an Indian company specializing in railway signaling and safety systems, including point machines. They provide advanced point machines that comply with Indian Railways' standards.
2	HBL Power Systems Ltd.	HBL Power Systems is an Indian company that manufactures railway signaling equipment, including point machines. They are a trusted supplier for Indian Railways.
3	Patil Group	Manufactures 143 mm and 220 mm throw IRS-type electric point machines, both trailable and non-trailable, with AC & DC operation
4	CG Power and Industrial Solutions Ltd.	CG offers electric point machines in 143 mm, 220 mm, and 175 mm (both trailable and non-trailable types). Their machines feature internal locking and detection mechanisms and are designed for both left and right-hand operations.
5	Rotomag Enertec Limited	Rotomag Enertec Limited has supplied point machine motors for electric point machines to Indian Railways. Rotomag Enertec Limited is a supplier of point machine motors conforming to IRS specifications (IRS: S-37/82 Amd . 3) with 160V AC immunity, though without IP67 protection.

Overview of Domestic Agriculture Pumps Market

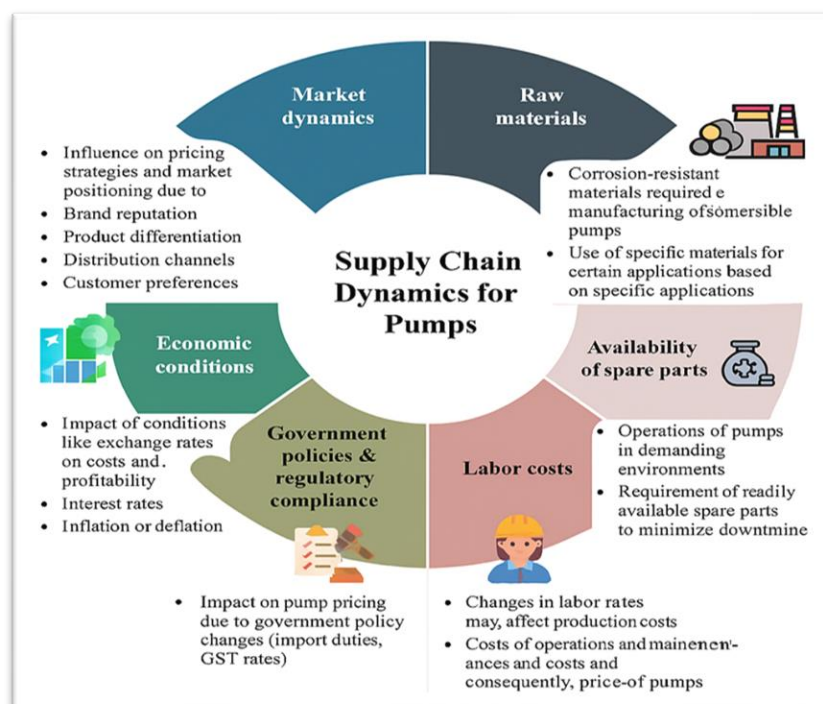
India's agricultural pump market plays a vital role in supporting the country's farming sector. These pumps extract water from diverse sources such as rivers, wells, and borewells, ensuring a steady water supply for crops and enhancing agricultural productivity. The market has grown significantly due to government initiatives, subsidies, and the need for efficient water management in agriculture. The demand for agricultural pumps is influenced by monsoon patterns, groundwater availability, and electricity supply in rural areas.

Different Types of Agriculture Pumps and Their Applications - Classification based on source of power

Exhibit 7.1: Agriculture Pump Types and Key Application Areas

Type of Pump	Description	Suitable For	Applications	Variants
Diesel-Operated Pumps	Engine-driven pump sets independent of grid; quick to deploy, high fuel and maintenance costs; emits exhaust.	Areas without reliable electricity, emergency use, mobile/temporary setups, small-medium farms.	Irrigation (flood/sprinkler), water transfer from canals/ponds/rivers, dewatering/flood drainage.	Trolley-mounted or stationary; centrifugal (most common) or trash pumps; recoil/electric start; 3–25 HP+ ranges.
Grid-Connected Electric Pumps	Motor-driven using utility power; low operating cost where power is reliable; supports automation and VFDs.	Regions with stable grid supply, medium-large farms, community tube-wells, high duty cycles.	Irrigation (sprinkler/drip), lift irrigation, water distribution networks.	Submersible borewell or surface/end-suction; single-phase/three-phase; multi-stage; with/without VFD/soft starter.
Solar Pumps	PV-powered, zero fuel cost; low O&M; primarily daytime operation; optional hybrid controllers.	Off-grid or poor-grid areas, remote farms, daytime irrigation, livestock watering.	Drip/sprinkler irrigation, rural water supply, pond/field lifting.	Submersible or surface; DC (BLDC) or AC (with inverter); optional hybrid solar-grid/diesel; with MPPT controller.

Key Supply Chain Dynamics of Pumps



- **Customization vs. Standardization:** Meeting unique performance requirements often necessitates product customization, which introduces additional complexity into the supply chain. Striking a balance between efficient mass production and tailored solutions remains a key challenge for manufacturers.
- **Geographical Dispersion:** The global nature of centrifugal pump manufacturing adds another layer of complexity. Different regions often specialize in specific types or sizes of pumps—for instance, Japan is known for heat pumps, while Germany and Italy are recognized for delivering customized pumping solutions tailored to chemical industry needs. This regional specialization impacts sourcing, logistics, and coordination within the supply chain.

Key Growth Drivers of the Domestic Agricultural Pumps Market

1. **Government Initiatives & Subsidies** - The Indian government has launched initiatives like PM-KUSUM to encourage farmers to adopt solar pumps. State-level subsidies for energy-efficient and solar-powered pumps, along with rural electrification programs, are also enhancing access to electric pumps for agricultural use.
2. **Rising Farm Mechanization** -The trend toward farm mechanization is boosting the demand for agricultural equipment, including pumps. Farmers increasingly invest in mechanized solutions to reduce labor costs and improve productivity.
3. **Rising Demand for Water-efficient Solutions** -With the depletion of groundwater levels and erratic rainfall patterns, there is an increasing demand for energy-efficient and high-capacity pumps. Both government and private sector efforts are focused on promoting drip and sprinkler irrigation systems to meet this demand.
4. **Adoption of Solar-powered Pumps** - Adopting off-grid solar pumps is increasing, largely due to unreliable electricity in rural areas. The declining prices of solar panels are also making these pumps more accessible and affordable for farmers.
5. **Growth in Agri-tech & Smart Irrigation** -The agricultural sector is integrating IoT-enabled smart pumps that facilitate remote monitoring and enhance efficiency. These smart pumps are being paired with precision farming technologies to boost agricultural productivity.
6. **Increasing Rural Electrification & Grid Connectivity** -The development of rural electricity infrastructure is essential for the shift from diesel to electric pumps. Programs like the Deen Dayal Upadhyaya Gram Jyoti Yojana (DDUGJY) are improving power supply in rural areas.
7. **Financing and Micro-credit Availability** - Increasing access to microfinance, NBFC loans, and equipment leasing is helping small and marginal farmers invest in pump technologies

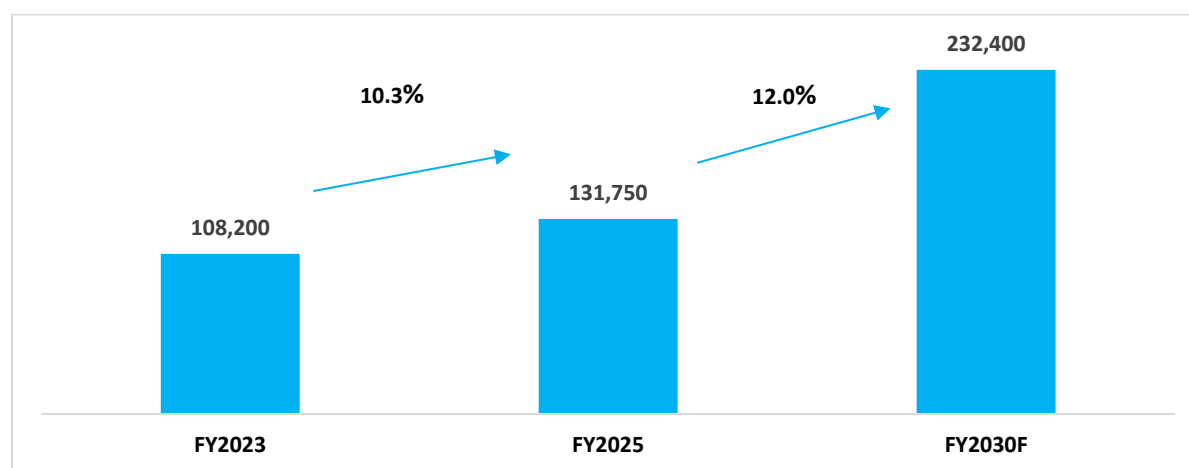
Threats and Challenges for the Domestic Agricultural Pumps Market

1. **High upfront costs and financial constraints:** Agricultural pumps require significant initial investment, making it difficult for small and marginal farmers to afford them.
2. **Limited credit:** Farmers often lack access to affordable finance, making it difficult to purchase sophisticated pumping systems.
3. **Subsidy delays:** Government subsidies for agricultural pumps are often delayed or inadequate, deterring farmers from upgrading their equipment.
4. **Unreliable power supply and reliance on diesel pumps:** Frequent power outages and uneven electricity supplies in rural areas necessitate the use of diesel pumps, which are expensive and environmentally damaging.

5. **Environmental concerns:** Overuse of agricultural pumps leads to groundwater overexploitation, carbon emissions, and soil degradation.
6. **Infrastructure and supply chain issues:** Poor distribution networks and lack of after-sales support hinder farmers from investing in modern pumps.
7. **Competition from low-quality products:** The market is saturated with low-quality, low-cost pumps, reducing demand for high-quality, energy-efficient versions.
8. **Technological barriers:** Slow uptake of solar pumps due to high costs, lack of awareness, and technical hurdles.
9. **Market fragmentation:** Inconsistency in product quality and pricing due to multiple small and unorganized businesses.

Domestic Agriculture Pumps Market - Market Size and Growth Outlook

Exhibit 7.2: Domestic Agriculture Pumps Market, Fiscal 2023 - Fiscal 2025- Fiscal 2030F, INR Million



Source: Frost & Sullivan Analysis

The Indian Agriculture pumps market will be worth ₹131,750 million in Fiscal 2025. The market is predicted to grow at a CAGR of 12.0% over the next five years (Fiscal 2025- 2030). The Indian agricultural pump market is expected to grow rapidly due to government initiatives, increasing irrigation demand, and the expansion of rural electrification projects.

Agriculture remains a key driver of pump demand in India, owing to the country's vast agricultural landscape and the critical role of irrigation in farm productivity. Pumps are essential for effective water management, enabling reliable and efficient distribution of water across farmlands. Increasingly, farmers are adopting solar-powered pumps, attracted by lower operating costs and environmental sustainability compared to conventional diesel or electric pumps. This shift toward renewable energy solutions is further accelerating the transition to efficient and eco-friendly irrigation systems. Key players in the Indian agricultural pump market (grid connected) include CRI, Texmo, KBL, Lubi, Crompton, Jindal, Mahendra etc. Key players for the agriculture pumps (solar powered) include Oswal Pumps, Rotomag Enertec Limited and Shakti Pumps all of whom are actively catering to this growing demand.

High fuel costs, unreliable electricity, and the shift toward modern irrigation methods drive the rising demand for solar and energy-efficient pumps in Indian agriculture. Water scarcity and declining groundwater levels further accelerate the need for efficient submersible and borewell pumps. Increased farmer incomes, easier financing, and the growth of high-value crops through agri-exports and horticulture are making advanced irrigation technologies more accessible and essential. Further, Solar pump, being an independent stand-alone unit, is easily movable and therefore, is an enabler for crop diversification and irrigation scheduling.

Domestic Agriculture Pumps - Market Split by grid-connected, diesel, and solar (in volume)

Grid-connected Pumps: Grid-connected pumps are widely used in India, particularly in regions with a reliable electricity supply. They are cost-effective for farmers with subsidized or low-cost electricity. They dominate the market due to their widespread availability and lower operational costs. However, their dependence on grid electricity makes them vulnerable to power outages and inconsistent supply, especially in rural areas.

Exhibit 7.3: Domestic Agriculture Pumps - Market Split by Source (in volume terms), Fiscal 2023 - Fiscal 2025- Fiscal 2030F, Mn unit

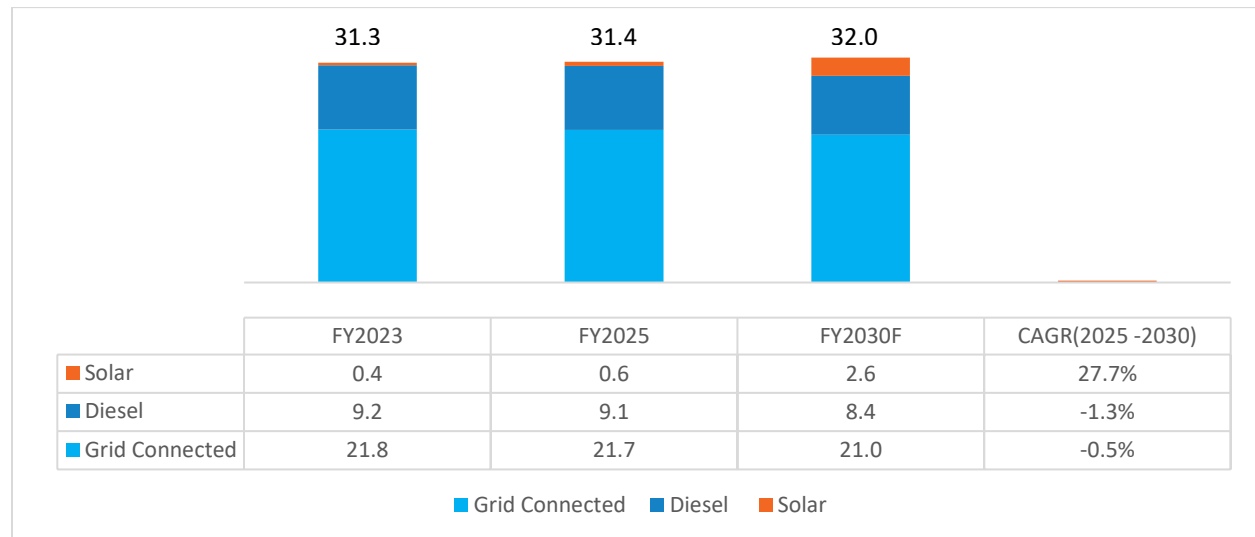
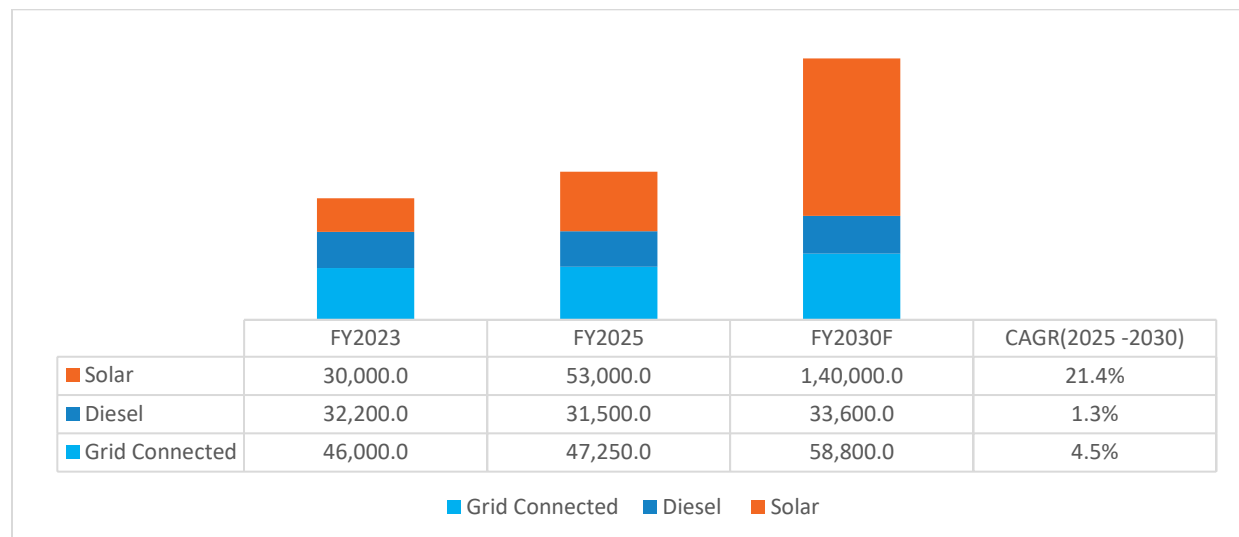


Exhibit 7.3: Domestic Agriculture Pumps - Market Split by Source (in value terms), Fiscal 2023 - Fiscal 2025- Fiscal 2030F, INR million



Source: Frost & Sullivan Analysis

Diesel Pumps: Diesel pumps are used in remote and off-grid areas with limited access to grid electricity. However, their market share is declining due to rising diesel costs and environmental concerns. Challenges include high operational costs and environmental pollution, while government policies promoting cleaner energy alternatives are also reducing demand.

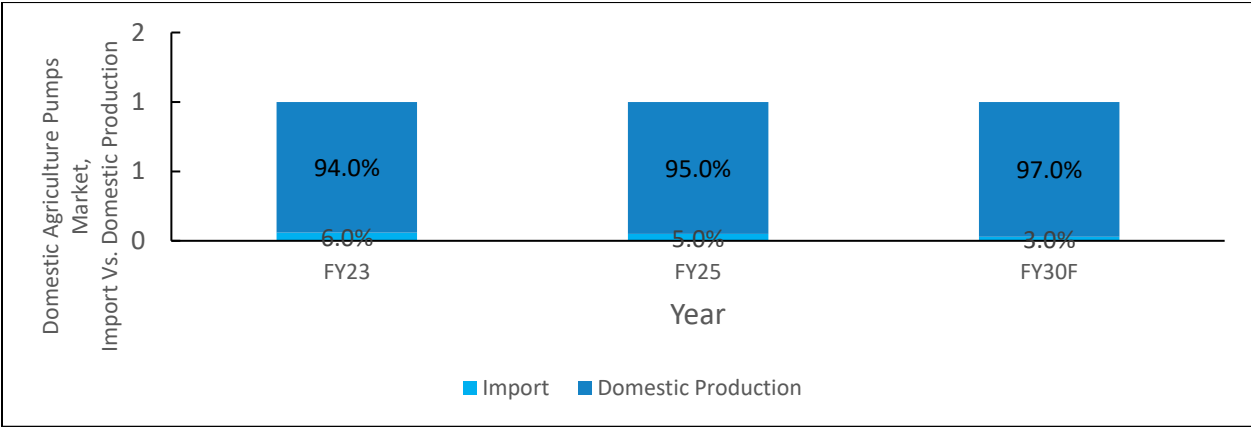
Solar Pumps: The Indian agriculture pumps market is expected to witness significant growth in the solar pumps segment, driven by government support and declining solar panel costs. Solar pumps in India are gaining popularity due to government initiatives promoting renewable energy and sustainable agriculture. These pumps, powered by solar panels, are ideal for regions with abundant sunlight. The market share is rapidly growing due to subsidies, falling costs, and the need for energy-efficient solutions. Challenges include high installation costs and dependence on sunlight availability.

The Indian agriculture pump market is shifting towards sustainable, energy-efficient solutions, with solar pumps emerging as a key player. Government policies and environmental concerns support this shift. Grid-connected pumps will continue to dominate in regions with reliable electricity supply, while diesel pumps are expected to lose market share due to environmental, reliability and cost concerns.

Domestic Agriculture Pumps Market - Market Split by Import vs Domestic Production

The import of agricultural pumps in India is quite insignificant since domestic manufacturers meet most of the demand. Price competition and low profit margins are the major hurdles foreign manufacturers face when attempting to break into the market. The pumps manufactured in China constitute the major share of imports, owing to their low costs. The imports constitute only about 5% of the total agricultural pump market in India. The government has been promoting "Make in India" initiatives, which could boost local manufacturing. India's recent focus on self-reliance and domestic manufacturing may result in a reduction in agricultural pump imports. The adoption of more efficient and technologically advanced pumps could influence import trends.

Exhibit 7.4: Domestic Agriculture Pumps, Market Split by Import Vs. Domestic Production , Fiscal 2023 - Fiscal 2025- Fiscal 2030F



Source: Frost & Sullivan Analysis

The Indian government is boosting the local manufacturing of agricultural pumps through various initiatives. Financial incentives and subsidies like PM-KUSUM (offering up to 90% subsidy) and state-level schemes support farmers in adopting efficient irrigation solutions. Under Make in India and Atmanirbhar Bharat, import restrictions, incentives for MSMEs, and startup support promote domestic production. Energy efficiency programs such as BEE star-rated pumps and AgDSM encourage the use of energy-efficient models. While pumps are not directly covered, the PLI scheme indirectly benefits manufacturers by supporting electric motors and solar panel components. The government also fosters R&D and technology upgrades through NICRA, ICAR, and IIT collaborations to develop cost-effective solutions. Additionally, digital initiatives like the Government e-Marketplace (GeM) enable direct procurement, while online subsidy portals streamline farmer access to benefits. If domestic manufacturers can meet the demand for advanced pumps, imports might decrease.

Overview of Global and Domestic Solar Pumps Market for household, agriculture, and public utilities applications

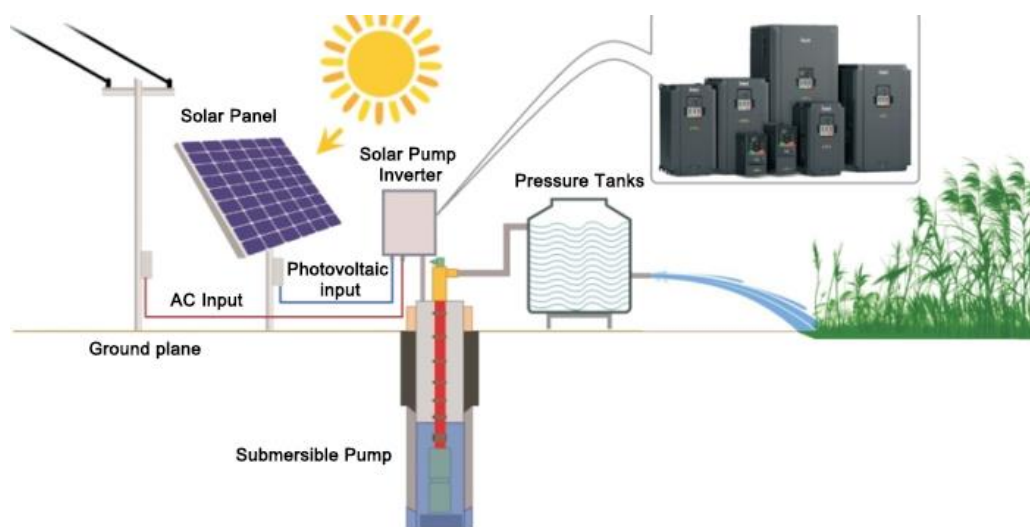
Solar Pumps Overview

A solar pump is an electric pump powered by electricity generated from solar panels. It harnesses solar energy to drive the motor, enabling the extraction of water from deep underground sources. As a clean and sustainable solution, it offers a reliable alternative to grid-dependent and diesel-powered pumps, which are often inconsistent or environmentally harmful. Solar pumps are widely used for agricultural irrigation, particularly in areas with limited or no access to electricity, as well as for domestic and community water supply.

There are two main types: Surface Solar Pumps, used for shallow sources like ponds, canals, reservoirs or rivers, and Submersible Solar Pumps, designed for deep sources like boreholes or wells. Both types are essential for water supply and transportation.

Primary Components of Solar Pumping System

Exhibit 8.1: Solar Pumping System – Pump and Key Components



Source: Cedar Solar

	Components	Functions/ Applications
1	Solar Photovoltaic (PV) Panels	Convert sunlight into electricity; power output depends on efficiency, size, and mounting orientation.
2	Pump Controller (Inverter/MPPT Controller)	Regulates voltage and current; MPPT optimizes power based on sunlight; protects pump from fluctuations and dry run.
3	Water Pump (AC or DC Pump)	Lifts and moves water from the source; available as surface or submersible, based on application.
4	Storage Tank (Optional)	Stores water for use during low sunlight; ensures a continuous supply during night or cloudy conditions
5	Piping and Distribution System	Transports water to tanks or fields; proper sizing reduces energy loss and boosts efficiency.

	Components	Functions/ Applications
6	Batteries (Optional for Hybrid Systems)	Stores excess solar energy for night or cloudy use; often replaced by water tanks due to cost and maintenance.
7	Electric Motors	Drives the pump using solar power; typically, DC motors or AC motors with inverters.
8	Inverter (for AC Motor)	Converts DC to AC to power AC motors; not needed for DC pump systems.

Key Growth Drivers for Solar Pumps - Global Market

The growth of the solar pump market is driven by multiple factors, including strong government support through subsidies, the energy efficiency and cost savings offered by solar technology, and growing concerns around water scarcity, climate change, and erratic rainfall. The need to reduce dependence on diesel pumps, coupled with lower operating costs and suitability for remote areas with limited grid access, is accelerating adoption. Government initiatives such as India's PM-KUSUM scheme, the USA's Rural Energy for America Program, and the UAE's Solar Rebate Program are playing a key role. In addition to subsidies, many countries are offering grants, low-interest loans, and tax incentives to promote the use of solar pumps and other renewable energy solutions.

Increasing Interest in Sustainable Farming

Farmers are turning to solar pumps to lessen their dependence on costly or unreliable fossil fuels and grid electricity, especially in rural areas. These pumps offer an eco-friendly and economical irrigation solution, particularly in sunny regions.

Government Support and Financial Aid

Numerous governments around the globe are encouraging the use of solar energy through financial incentives, tax breaks, and subsidies for solar pump installations. Policies focused on lowering carbon emissions and meeting renewable energy goals are driving market expansion.

Falling Prices of Solar Technology

The prices of solar panels and associated components have significantly dropped over the years, making solar pumps more accessible for farmers and businesses. Enhanced efficiency and production scale have contributed to this cost reduction.

Energy Autonomy and Dependability

Solar pumps provide energy autonomy, especially in remote or off-grid locations with limited electricity access. They serve as a dependable power source for irrigation, lessening reliance on unstable grid electricity or diesel generators.

Water Scarcity and Effective Water Management

The increasing scarcity of water in various regions has heightened the demand for efficient water management systems, including solar-powered irrigation. Solar is more suitable for drip irrigation and sprinkler irrigation and thus facilitates accurate water delivery, minimizing waste and enhancing crop productivity.

Technological Innovations

Advancements in solar pump technology, such as greater efficiency, smart monitoring systems, and IoT integration, are making them more attractive. Modern solar pumps can function in low-light conditions and store surplus energy for future use.

Environmental Awareness and Climate Change

Growing consciousness about environmental challenges and the necessity to cut greenhouse gas emissions is propelling the adoption of clean energy solutions like solar pumps. These pumps help lower carbon footprints by replacing diesel-powered alternatives.

Worldwide Trends in Renewable Energy

The global transition to renewable energy is benefiting the solar pump market. Solar pumps support international sustainability objectives, including the United Nations' Sustainable Development Goals (SDGs).

Threats and Challenges for the Global Solar Pumps Market

High Initial Costs

Capital Expenses: The initial costs associated with solar pumps, including solar panels, pumps, and installation, can be prohibitively high, creating a financial hurdle for small farmers and rural communities, especially in developing countries.

Limited Access to Financing: Many potential users find it difficult to obtain affordable financing options, hindering their ability to invest in solar pump systems.

Technological Limitations

Efficiency and Dependability: Solar pumps rely on sunlight, which can be variable due to weather changes, seasonal shifts, and geographical differences, affecting their reliability and efficiency.

Battery Storage Issues: Although batteries can help address energy intermittency, they are expensive, have limited lifespans, and require regular maintenance, increasing overall operational costs.

Awareness and Knowledge Gaps

Low Awareness: Many rural communities lack knowledge about the benefits and functioning of solar pumps.

Skill Shortages: The installation, operation, and maintenance of solar pumps require technical skills that may be absent in some areas, leading to inefficient use or system failures.

Infrastructure and Integration Challenges

Grid Connectivity Issues: In remote or off-grid locations, connecting solar pumps to existing infrastructure can be complicated and costly.

Lack of Support Services: Some regions do not have essential support services, such as distribution networks, repair facilities, and spare parts, which can impede adoption and long-term maintenance.

Policy and Regulatory Challenges

Inconsistent Regulations: Unclear or varying government policies regarding renewable energy can create uncertainty for users and investors.

Fossil Fuel Subsidies: In many areas, traditional energy sources like diesel and electricity receive significant subsidies, making them more financially appealing than solar alternatives.

Market Competition

Prevalence of Conventional Pumps: Diesel and electric pumps remain popular due to their lower initial costs and established supply chains.

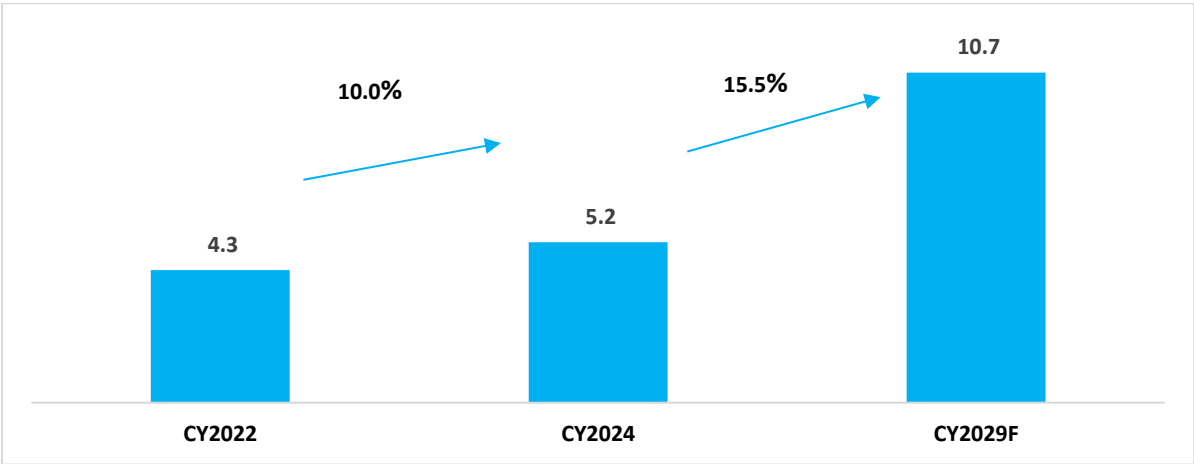
Reliance on Raw Materials: Solar panels and pumps are manufactured using materials such as silicon and rare earth metals, which may experience supply shortages and fluctuating prices.

Global Solar Pumps Market - Market Size and Growth Outlook

The global solar pump market has been experiencing significant growth, driven by increasing demand for sustainable and energy-efficient water pumping solutions, particularly in the agriculture and water management sectors.

The Global market for Solar Pumps was valued at USD 5.2 Billion in 2024. It is projected to experience a CAGR of approximately 15.5% over the forecast period, reaching ₹10.7 billion by 2029.

Exhibit 8.2: Global Solar Pumps Market, 2022 - 2024- 2029F, USD Billion

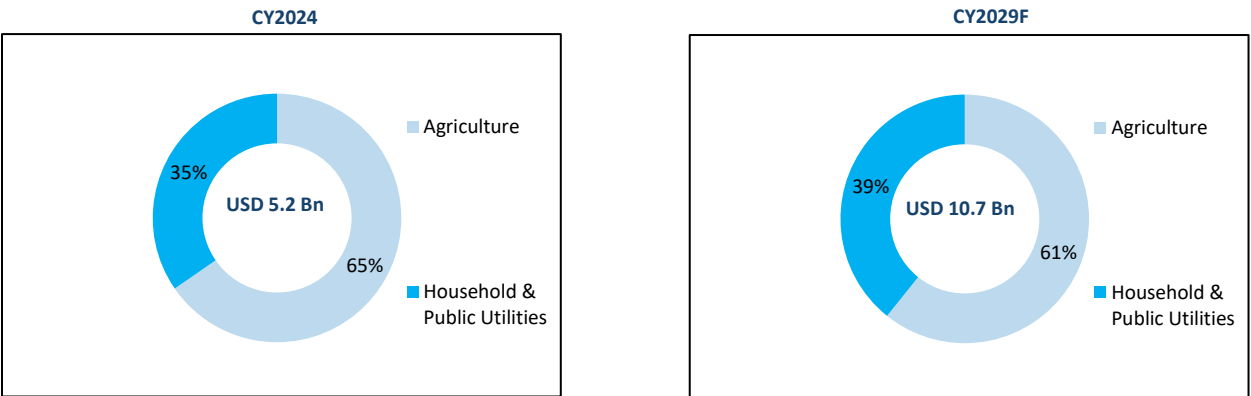


Source: Frost & Sullivan Analysis

The global solar pump market is on a steady growth trajectory, propelled by technological advancements, supportive governmental initiatives, and an increasing shift toward renewable energy sources. Governments worldwide are promoting solar energy adoption by offering incentives, subsidies, and favourable policies, such as equipment purchase subsidies, financing options, and tax credits. These measures reduce the upfront costs of investing in solar pumping systems and serve as a strong incentive for individuals and businesses to adopt this sustainable energy solution. The trend is expected to continue in regions with abundant sunlight and agriculture-dependent economies.

Global Solar Pumps - Market Split by Application

Exhibit 8.3: Global Solar Pumps Market, Split by Application, 2024, 2029F USD Billion



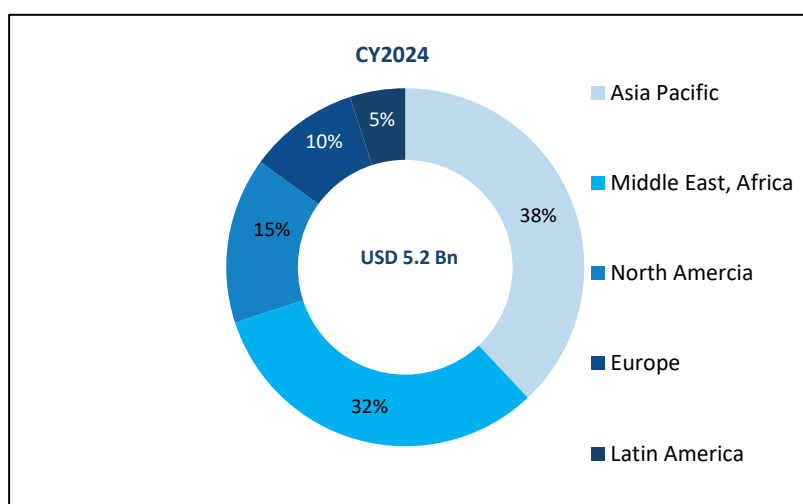
Source: Frost & Sullivan Analysis

Agriculture is the largest segment in the solar pump market, driven by the high demand for irrigation in developing countries.

The agriculture sector accounts for around 65.0% of solar pump installations in 2024, driven by the growing demand for sustainable irrigation solutions. Other applications include industrial and commercial uses, with solar-powered pumps increasing in fish farming and wastewater treatment, supporting eco-friendly industrial water management.

Global Solar Pumps - Market Split by Region

Exhibit 8.4: Global Solar Pumps Market, Split by Segmentation, 2024, USD Billion



Asia-Pacific

- leads the global solar pump market.
- Strong governmental initiatives promoting renewable energy.
- Key contributors: India (PM-KUSUM scheme for farmers) and China (clean energy solutions for agricultural & residential use).

Africa

- Significant market share is driven by solar pump adoption.
- Addresses water scarcity, improves agricultural productivity, and reduces energy poverty.

North America

- Stringent environmental regulations and renewable energy adoption drive growth.
- Increasing demand for sustainable water management solutions.

Europe

- Driven by regulatory mandates and government support for renewable energy.

Middle East

- Experiencing notable growth due to arid climate and water scarcity issues.

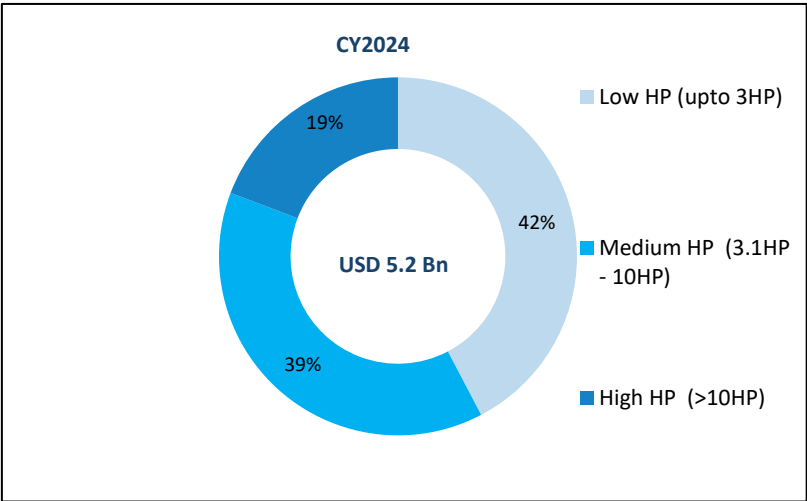
Global Solar Pumps – Market Split by HP Rating

The HP (horsepower) rating measures the power output of a device like a solar pump's motor, determining its capacity to move water. For solar pumps, it's critical because it dictates the energy needed from solar panels—higher HP ratings require more panels or storage.

The Solar Pumps with low HP rating is primarily used for small-scale irrigation, drinking water supply for rural households, and small farms, driven by affordability, ease of installation, and government subsidies for rural electrification and water access. The Solar Pumps with medium HP rating is growing, balancing power and cost for mid-sized farms and projects, driven by increasing adoption in semi-urban and rural areas and awareness of solar

energy benefits. High-horsepower solar pumps are increasingly adopted for large-scale irrigation, industrial water supply, and municipal water systems. Their demand is driven by the growing scale of agricultural and industrial projects, the need for high operational efficiency, cost savings, and supportive environmental regulations that encourage the use of renewable energy.

Exhibit 8.5: Global Solar Pumps Market, Split by HP Rating, 2024, USD Billion



The Asia-Pacific market dominates the medium HP pump market due to high agricultural activity and government initiatives. Africa sees significant demand for these pumps for rural water supply and small-scale farming. North America and Europe see higher adoption of High HP and above 15 HP pumps for commercial and industrial applications. Latin America sees a growing market for medium HP pumps.

Global Solar Pumps – Replacement Market Potential

The replacement market potential for global solar pumps is poised for significant growth, driven by factors such as aging installations, technological advancements, and increasing demand for sustainable irrigation solutions. Here’s a breakdown of key aspects:

Market Drivers for Replacement Demand

- **Aging Solar Pump Systems:** Many early solar pumps (installed 10–15 years ago) are nearing the end of their lifespan (~15–20 years for panels, ~5–10 years for pumps/batteries).
- **Technological Upgrades:** Newer solar pumps offer higher efficiency, IoT integration, and better durability, encouraging replacements.
- **Declining Solar Panel Efficiency:** Solar panels degrade at ~0.5–1% per year, making replacements economically viable after 15+ years.
- **Policy Incentives:** Governments in India, Africa, and the Middle East are promoting solar irrigation, including subsidies for upgrades.

Year	Total Solar Pumps Market (USD Billion)	Replacement Market Share (%)	Replacement Market Value (USD Billion)
2024	5.2	7.0%	0.36
2029	10.7	15.0%	1.60

As the market matures, the replacement share could rise (e.g., up to 25%) due to a larger installed base aging.

India Solar Pumps Market Analysis

Key Growth drivers for the domestic solar pumps market

Abundant Sun Days and Solar Energy Potential:

India has bright sunny weather for 250 to 300 days per year, providing significant solar energy potential. This sufficient sunlight is required for solar pumps to function properly, making them a viable irrigation option.

Falling Solar Module Prices:

Solar module prices declined by 3.3% in Q3 2024, making solar-powered irrigation systems increasingly cost-competitive

Rising incomes and increased awareness of efficient irrigation systems.

As incomes rise and people become more aware of effective irrigation methods, the demand for drip and sprinkler irrigation systems increases. Solar pumps are frequently combined into these systems, increasing their appeal.

Need for sustainable and eco-friendly solutions:

The demand for sustainable practices is encouraging the use of solar pumps, which provide clean and renewable energy. This is consistent with India's overall goals of lowering carbon emissions and increasing environmental sustainability.

Inadequate grid coverage:

Many places in India lack stable grid connectivity, making solar pumps an important option for powering irrigation systems. Solar pumps can work independently of the grid, ensuring reliable energy access.

Cost-effectiveness as compared to diesel and grid-connected fuels:

Solar pumps have lower operational and maintenance costs compared to diesel pumps, which require frequent fuel purchases and maintenance. .

Lack of Irrigation Solutions:

The current gap in irrigation solutions represents a substantial opportunity for growth in the solar pump market. Solar pumps can alleviate water constraints and increase agricultural output, particularly in rural regions.

Crop Diversification

Solar Pump gives the liberty to the farmer to schedule the irrigation as per the requirement of the crop and thus enables the farmers to go for crop diversification.

Other Key Growth Drivers – Solar Pumps

Lack of Irrigation Solutions: A Growth Opportunity

The lack of efficient irrigation solutions in India creates a tremendous opportunity for expansion, notably in the use of solar-powered irrigation systems. The following are major data points and comparative assessments that illustrate this opportunity:

Rainfall Coverage and Shortages in India

Rainfall Dependency: The monsoon season (June to September) accounts for around 70% of India's yearly rainfall. However, the distribution is extremely unequal, resulting in droughts in some areas and flooding in others.

Rainfall Shortfall: According to the India Meteorological Department (IMD), over 42% of India's geographical area is experiencing drought-like conditions due to irregular rainfall patterns.

Impact on Agriculture: Unpredictable rainfall and water scarcity reduce crop production, making irrigation systems essential for agricultural sustainability.

Agricultural Land: Rain-fed or Irrigated

Rain-fed Agriculture: Approximately 52% of India's agricultural land is rainfed, meaning it relies entirely on rainfall for water. This represents roughly 40% of the country's overall food production. Only 48% of agricultural land is irrigated, which includes canals, tube wells, and other sources.

Government Initiatives to Boost the Adoption of Solar Pumps in India

Over half of India's farmland remains rain-dependent, leaving millions of farmers vulnerable to erratic monsoons. Bridging this irrigation gap - especially through clean, grid-independent solar pump solutions - can transform agricultural productivity and climate resilience.

Key Threats and Challenges - Domestic Solar Pumps Market in Agriculture

Category	Key Threats/ Challenges	Impact
High Initial Costs	High upfront capital costs despite subsidies.	Limits adoption among small and marginal farmers.
Dependence on Subsidies	Heavy reliance on government subsidies and schemes like PM-KUSUM	Delays in subsidy disbursement and policy changes hinder adoption.
Technical Challenges	Lack of technical knowledge among farmers for installation and maintenance.	Poor maintenance leads to inefficiencies and system failures.
Intermittent Energy	Solar energy availability depends on sunlight, which is weather-dependent.	Reduced pump efficiency during cloudy days or monsoon seasons.
Land and Water Issues	Requires adequate land and access to groundwater or surface water.	Limited feasibility in water-scarce or fragmented land regions.
Quality Issues	Prevalence of low-quality solar pumps and components.	Frequent breakdowns, higher maintenance costs, and reduced trust among farmers.
Low Awareness	Limited awareness among farmers, especially in remote areas.	Slower adoption rates and continued reliance on traditional pumps.
Grid Integration	Poor grid connectivity and infrastructure for grid-connected solar pumps.	Limits the potential for grid-connected solar pump systems.
Climate Risks	Extreme weather events (cyclones, floods, etc.) can damage solar pump installations.	Financial losses and reduced confidence in solar pump technology
High Working Capital	Time lag between pump installation and subsidy release	It creates a financial burden for manufacturers and suppliers

New entrants in the solar pump market face significant barriers to entry, including the need to establish consistent product quality, build a trusted brand image, and overcome the strong customer loyalty enjoyed by established players. In addition, developing an extensive installation network and ensuring reliable after-sales service are critical factors that further raise the entry hurdles for new competitors. New entrants may struggle to sustain their presence in the market, given challenges such as volatile margins and high receivable days.

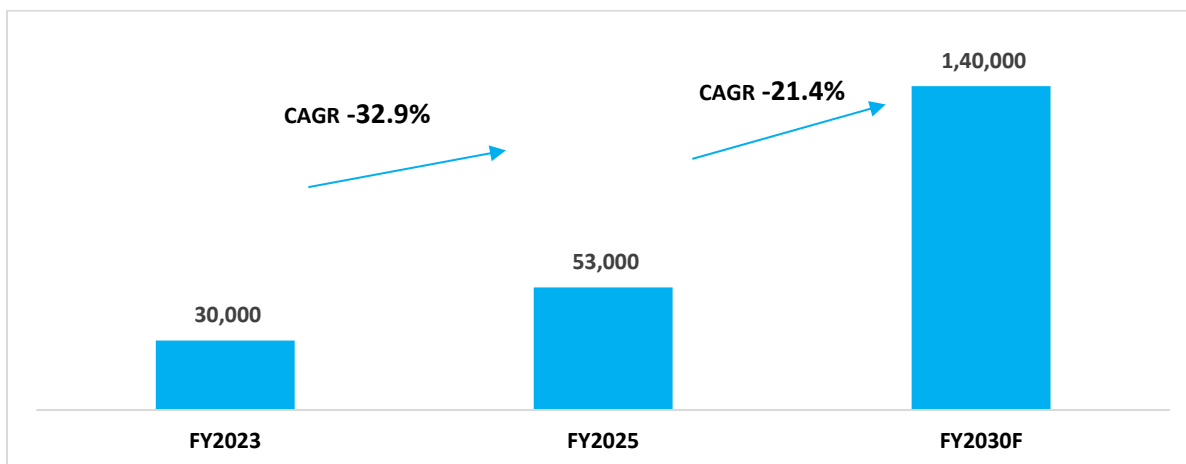
Domestic Solar Pumps Market - Market Size and Growth Outlook

The Indian solar water pump market is on a robust growth trajectory, propelled by supportive government policies, increasing awareness of sustainable practices, and the active participation of key industry players.

Multiple Indian states announced supportive solar and net-metering policies, while centrally-driven financial incentives and streamlined approvals promoted both utility-scale and distributed solar installation nationwide. These landmark steps established the foundation for India's global leadership in renewable energy growth.

In Fiscal 2025, the Indian market for Solar Pumps was valued at ₹53,000 million. It is projected to experience a compound annual growth rate (CAGR) of approximately 21.4% over the forecast period, reaching ₹140,000 million by Fiscal 2030.

Exhibit 8.6: Domestic Solar Pumps Market, Fiscal 2023 - Fiscal 2025- Fiscal 2030F, INR Million



Source: Frost & Sullivan Analysis

The Pradhan Mantri Kisan Urja Suraksha Evam Utthaan Mahabhiyan (PM-KUSUM) Yojana, launched in 2019, aims to install 20 lakh standalone solar pumps and solarize 15 lakh grid-connected agricultural pumps in India. This initiative, which accounts for over 80.0% of freshwater usage, is particularly beneficial in remote and off-grid areas where electricity access is limited. The program aims to reduce farmers' dependence on diesel and conventional electricity sources.

Entry barriers in the Domestic Solar Pumps market

Entrants in the solar pump market face significant barriers, such as the need to ensure high product quality, which is crucial for gaining the trust of buyers who prioritize reliability in agricultural applications. Establishing a strong brand image is challenging but necessary to overcome customer loyalty towards established players. Additionally, building a widespread installation network and robust after-sales service infrastructure demands substantial investment and operational capability, as these services are critical for customer satisfaction and long-term maintenance in rural areas. These factors combined create a high entry threshold, making it difficult for new companies to compete effectively against incumbents with proven quality, trusted brands, and well-developed service ecosystems. Additionally, fluctuations in margins as well as high debtor days can deter new entrants in this market.

India Solar Pumps - Market Split by Application

The agriculture sector is the largest consumer of solar pumps, with states like Rajasthan, Maharashtra, Uttar Pradesh, and Haryana leading in adoption due to high solar irradiation and government support.

Rajasthan: The 2023 Renewable Energy Policy targets 90 GW by 2030 (65 GW solar), promoting solar pumps via PM-KUSUM subsidies, land access, and a 1 MW net metering cap (2024). The 2019 Investment Scheme offers tax exemptions to support agricultural solar use. Through its Fiscal 2025-26 budget, the Government of Rajasthan has given a subsidy of ₹900 crores for 25,000 farm ponds, 10,000 diggirs, 50,000 solar pumps.

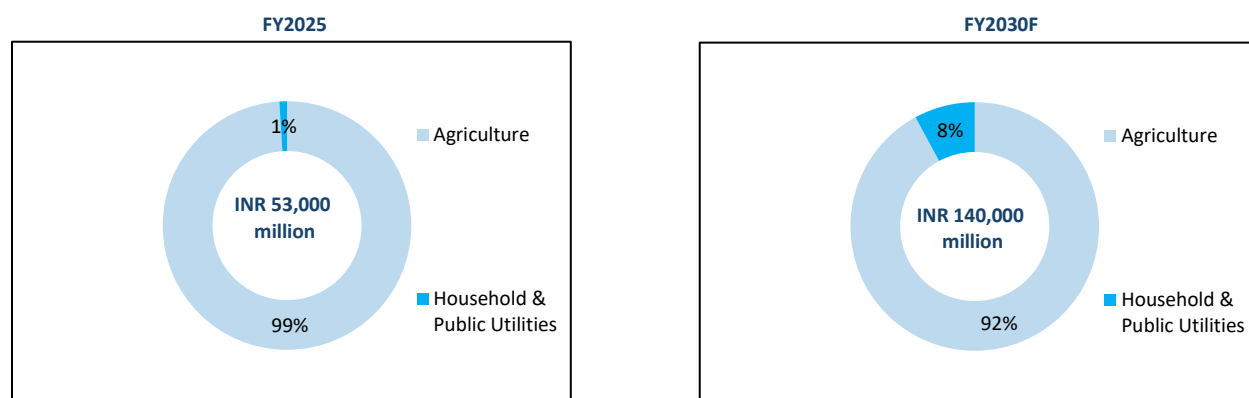
Maharashtra: The 2023 Mukhyamantri Saur Krishi Vahini Yojana 2.0 provides daytime solar power, backed by the 2020 Renewable Energy Policy with land and financial support.

Uttar Pradesh: The updated 2013 Solar Energy Policy has a focus on rural Bundelkhand, plus private investment for agriculture and employment.

Haryana: As per ‘Implementation Guidelines for Solar Water Pumping Scheme - Year 2025-26’ in Haryana, the Department of New & Renewable Energy/HAREDA is providing DC solar pumps of 3 HP to 10 HP capacity in the State with a total 75% subsidy under Component B of the Pradhan Mantri Kisan Urja Surksha Evam Utthan Mahabhiyaan (PM-KUSUM).

The household sector is also seeing growth in solar pumps, particularly in rural areas for domestic water supply, especially in off-grid and remote areas. Government initiatives like the Jal Jeevan Mission are driving the adoption of solar pumps for household water supply. The segment is expected to grow at a CAGR of 8-10% in the coming years.

Exhibit 8.7: India Solar Pumps Market, Split by Application, Fiscal 2025, Fiscal 2030F INR Million



Source: Frost & Sullivan Analysis

The public utilities sector is also seeing significant growth in solar pumps, driven by government initiatives and the need for sustainable urban infrastructure. Smart city projects and the integration of solar pumps with water treatment plants and distribution networks will further propel demand. The segment is projected to grow at a CAGR of 12-15% over the next five years.

India has a significant market potential for solar pumps. With over 144 million farmers, only 30 million currently have access to pumps. Around 8 million farmers use diesel-powered pumps, representing a ₹1,200 billion (USD 14.5B) opportunity for solar replacement.

An additional 114 million farmers lack pump access, 32% of whom are marginal farmers with over one-hectare landholdings. The untapped market for these farmers is valued at ₹2,400 billion (USD 29.1B). Together, the total market potential stands at approximately ₹3,600 billion.

Solar pumps offer advantages over diesel and grid-powered pumps, including cost savings, low maintenance, and environmental benefits.

India Solar Pumps – Market Split by HP Rating

HP Segment	Power Range	Usage	Est. Market Share	Regional and Application Insights
Low HP Rating	Up to 3 HP	Small-scale agriculture, domestic water supply, and small irrigation projects	50 -55% A significant portion of the market is affordable and suitable for small-scale irrigation.	Used in regions with shallow water tables, such as the eastern states in the Gangetic belt.
Medium HP Rating	3.1 – 10 HP	Sprinkler irrigation, medium-scale farming,	40 - 45%	Commonly used in regions requiring moderate water lifting capabilities. This

HP Segment	Power Range	Usage	Est. Market Share	Regional and Application Insights
		community water systems	It is projected to experience the highest growth rate during the forecast period, attributed to its balance between cost and performance, making it popular among medium-scale farmers.	range is often supported by government schemes like the PM-KUSUM scheme, which provides financial assistance of up to 7.5 HP.
High HP Rating	Above 10 HP	Large farms, industrial water supply, and extensive irrigation systems	5 -10% Smaller but growing segment (driven by government schemes and subsidies)	Regions like Punjab, Haryana, and Rajasthan, where deeper water tables require more powerful pumps

The Indian government's KUSUM scheme, which offers subsidies for solar pumps up to 7.5 HP, has significantly increased the adoption of solar pumps across all sectors. Low HP pumps are the most popular solar pumps in India due to their affordability and suitability for small farmers. Medium HP pumps are being adopted as farmers scale up operations, while high HP pumps are gaining traction in regions with large agricultural lands and industrial needs. The market split reflects diverse agricultural and water supply needs across India, with low HP pumps being the most prevalent.

India Solar Pumps – Market Split by Domestic Production Vs. Imports

Category	Key Threats/ Challenges
Year	2023-2024
Domestic Production Share	95%
Import Share	5%
Key Imported Components	Magnets
Major Import Sources	China,

Key government Initiative	Objective	Impact
KUSUM Scheme	20 lakh standalone solar pumps and solarize 15 lakh grid-connected agricultural pumps in India	Reduces diesel/grid electricity dependence, boosts domestic production
Make in India	Promote local solar pump and component manufacturing	Reduces import dependency, strengthens domestic industry
Customs Duty on Imports	40% duty on solar modules, 25% on solar cells	Encourages domestic production, discourages cheap imports

Challenges	Outlook
High Subsidy	For proving grid power for irrigation, the Government incurs huge cost for laying the electric lines and for land acquisition. In addition to that, a significant T&D loss happens for grid power. The subsidy given by the Government for solar pumps is more than offset by the savings done by the Government by avoiding providing grid-connectivity
Dependency on imported solar panels & inverters	Domestic production is expected to increase, reducing imports.

Challenges	Outlook
Quality concerns with some domestic components	Investment in R&D and improved manufacturing processes will enhance quality.

Analysis of supply/demand mismatch for solar pumps for agricultural applications in India

Key Factors	Description	Challenges	Solutions
Market Growth	Growing demand due to government initiatives and technological advancements.	High initial costs, and fragmented supply chains.	Expand subsidy programs, and improve financing options.
Government Initiatives	Schemes like PM-KUSUM provide subsidies for solar pumps.	Limited awareness and accessibility in rural areas.	Increase outreach and simplify application processes.
Technological Advancements	Improved solar panel efficiency and battery storage enhance reliability.	Quality control issues with some manufacturers.	Implement stricter quality standards and regulations.
Demand Side	Increasing demand due to eco-friendly and cost-effective nature.	High upfront costs deter some farmers.	Offer affordable financing options and expand subsidies.
Supply Side	Challenges in meeting demand due to high-quality component shortages.	Dependence on imports and domestic manufacturing gaps.	Enhance domestic solar module production capacity and quality.
Solar Component Availability	Shortages of high-quality solar modules impact supply.	Import tariffs and domestic manufacturing limitations.	Invest in domestic manufacturing and reduce import tariffs.
Regulatory Framework	Need for stricter quality standards to ensure product reliability.	Unregulated vendors selling substandard components.	Enforce quality standards and monitor market compliance.

Government Schemes to Boost Irrigation in India – Various Policy Initiatives

Scheme	Year	Objective	Key Features	Impact on Irrigation
Jawaharlal Nehru National Solar Mission (JNNSM)	2010	Promote solar energy development in India.	- Targeted 100 GW solar capacity by 2022. - Encouraged off-grid solar applications.	- Indirect impact by setting the foundation for solar-based irrigation.
National Solar Pumping Program	2014-15	Encourage farmers to use solar-powered pumps.	- Subsidies for installing solar irrigation pumps. - Reduced reliance on diesel & grid electricity.	- Promoted sustainable off-grid irrigation solutions.
Pradhan Mantri Krishi Sinchayee Yojana (PMKSY)	2015	Ensure water availability for every farm & improve water efficiency.	- AIBP: Fast-tracks major irrigation projects. - Per Drop More Crop: Promotes drip & sprinkler irrigation. - Watershed Development: Enhances rainwater harvesting.	- Increased irrigation coverage. - Improved water-use efficiency through micro-irrigation.
PM Kisan Urja Suraksha evam Utthaan	2019	Promote solar energy in agriculture to reduce power costs.	Component A: 10,000 MW of solar capacity through the installation of small Solar Power Plants of	- Reduced farmers' electricity & diesel costs.

Scheme	Year	Objective	Key Features	Impact on Irrigation
Mahabhiyan (PM KUSUM)			individual plants of capacity up to 2 MW.	
			- Component B: Installation of 10 lakh standalone Solar Powered Agriculture Pumps.	- Promoted solar-powered irrigation for sustainability.
			- Component C: Solarization of 15 Lakh Grid-connected Agriculture Pumps.	

In 2014, the Indian government rapidly accelerated solar adoption by dramatically raising its national solar target to 100 GW by 2022, rolling out policies such as the Solar Park Scheme (launched December 2014 to develop at least 25 large-scale parks), and introducing the Grid Connected Rooftop Solar Programme with a 40 GW rooftop goal. Multiple Indian states announced supportive solar and net-metering policies, while centrally-driven financial incentives and streamlined approvals promoted both utility-scale and distributed solar installation nationwide. These landmark steps established the foundation for India's global leadership in renewable energy growth

State-wise share of Pump Cost - Central, State Government, and the Farmer

State	Central (%)	State (%)	Farmer (%)
Andhra Pradesh	30	30	40
Arunachal Pradesh	30	30	40
Assam	30	30	40
Bihar	30	30	40
Chhattisgarh	30	30	40
Delhi	30	30	40
Goa	30	30	40
Gujarat	30	30	40
Haryana	30	45	25
Himachal Pradesh	50	30	20
Jammu & Kashmir	50	30	20
Jharkhand	30	64/60	6/10
Karnataka	30	50	20
Kerala	30	30	40
Ladakh	30	30	40
Madhya Pradesh	30	30	40
Maharashtra	30	30	40
Manipur	30	30	40
Meghalaya	30	30	40
Mizoram	30	30	40
Nagaland	30	30	40
Odisha	30	30	40
Puducherry	30	30	40

State	Central (%)	State (%)	Farmer (%)
Punjab	30	30	40
Sikkim	50	30	20
Rajasthan	30	30	40
Tamil Nadu	30	30	40
Telangana	30	30	40
Tripura	30	30	40
Uttar Pradesh	30	30	40
Uttarakhand	50	30	20
West Bengal	30	30	40

For the pump cost, under component B, the central government will cover 30% of the cost for standalone solar agricultural pumps, with the state government providing at least 30% as well. Farmers are responsible for the remaining 40% at most. However, in few cases, additional support is provided by either centre / state government. For example, for north eastern states, Sikkim, Jammu & Kashmir, Himachal Pradesh and Uttarakhand, Lakshadweep and A&N Islands, CFA of 50% of the benchmark cost or the tender cost, whichever is lower, of the stand-alone solar pump will be provided by the central government taking the subsidy amount to 80% of total pump cost, while the farmers' share is reduced to a maximum of 20%.

PM KUSUM Scheme - Initial Plan and Status of the Scheme

The Government of India launched the Pradhan Mantri Kisan Urja Suraksha evam Utthaan Mahabhiyan (PM-KUSUM) project in 2019 to promote the use of solar energy in agricultural applications. The initiative aims to provide farmers with financial and water security by building solar pumps and grid-connected solar power plants. It contains three major components:

- Component A: 10,000 MW of solar capacity through installation of small Solar Power Plants of individual plants of capacity upto 2 MW.
- Component B: Installation of 20 lakh standalone Solar Powered Agriculture Pumps.
- Component C: Solarisation of 15 Lakh Grid-connected Agriculture Pumps.

Step-wise Project Execution under the PM-KUSUM Scheme

PM-KUSUM Scheme: Project Execution Process

The PM-KUSUM scheme supports the development of decentralized renewable energy plants, the installation of solar agricultural pumps, and the solarization of existing grid-connected pumps. The project execution follows these structured steps:

Farmer Interest Submission

Farmers register their interest in adopting solar solutions and contribute 20–40% of the project cost to the State Nodal Agency.

MNRE Contribution

The Ministry of New and Renewable Energy (MNRE), under the Central Government, provides a 30% subsidy to the State Nodal Agency to support project implementation.

State Government Contribution

State governments contribute 30–50% of the project cost to the State Nodal Agency and may also assist farmers in securing subsidized loans.

Vendor Empanelment

The State Nodal Agency invites bids through a tendering process and empanels vendors based on their qualifications. Once empanelled, farmers can select vendors from the approved list when the portal is open.

Tendering and Work Order Issuance

The State Nodal Agency issues a tender and subsequently awards a work order to the selected bidder.

Installation by Bidder

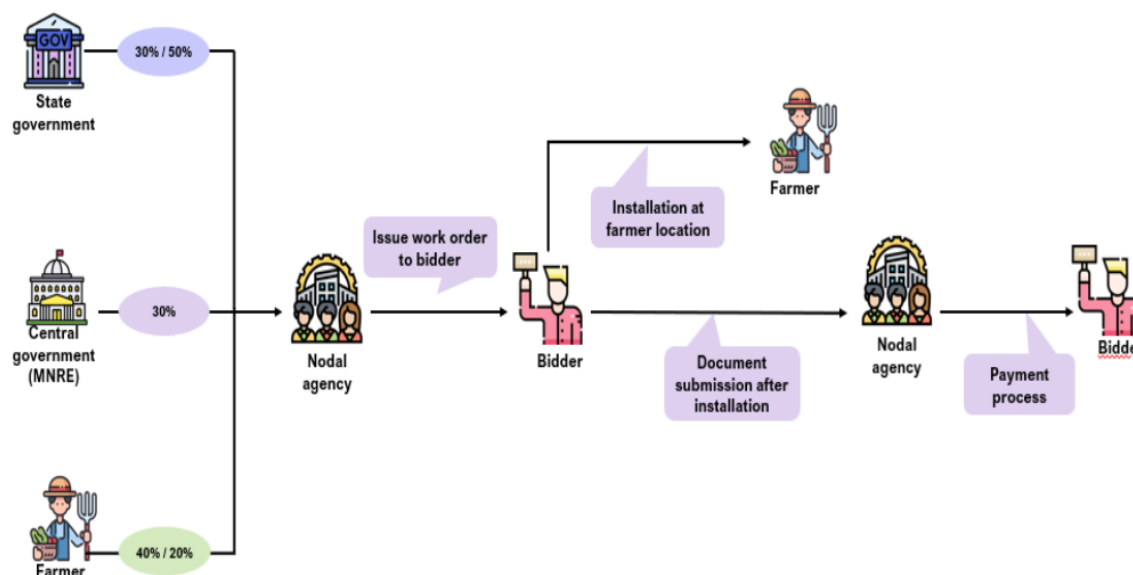
The selected bidder supplies the necessary equipment and completes the installation at the farmer's site.

Completion Report Submission

After installation, the bidder submits a completion report detailing the materials supplied, installation work completed, and associated payment information.

Funding Structure:

The funding for solar pump installation under the PM-KUSUM scheme is collectively sourced from the State Government (30–50%), the Central Government via MNRE (30%), and farmers (20–40%).



Participation of L2 and L3 Bidders in the Supply Process

In the tendering process, bidders are ranked based on their quoted prices, with **L1**, **L2**, and **L3** representing the lowest, second-lowest, and third-lowest bidders respectively.

- Some states, to ensure greater participation, allow all technically qualified bidders to match the price quoted by the L1 bidder.

This mechanism ensures wider vendor participation, enhances supply chain resilience, and maintains competitive pricing even beyond the L1 bidder.

Further, under the PM Kusum Scheme, a foreign company is neither allowed to participate on a standalone basis nor as a member of a consortium and it is mandatory for bidders to procure essential components integral to solar pumping systems, such as solar pumps with controller, solar module, structures and cables, from domestic sources. Further, under the PM Kusum Scheme, it is mandatory for bidders to procure essential components integral to solar pumping systems, such as solar pumps with controller, solar module, structures and cables, from domestic sources.

Details of various state nodal agencies under the PM Kusum Scheme

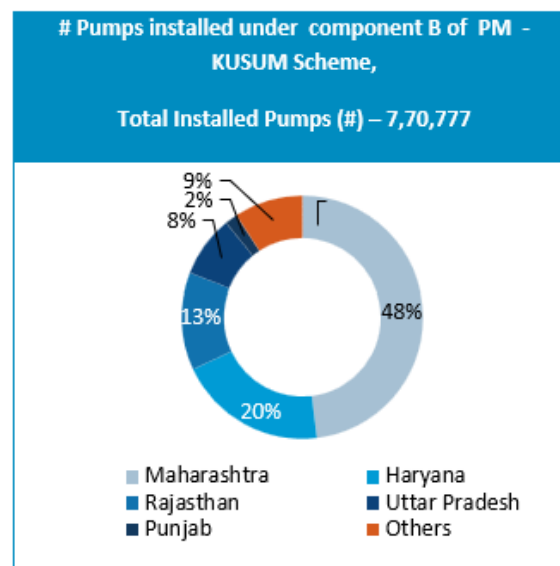
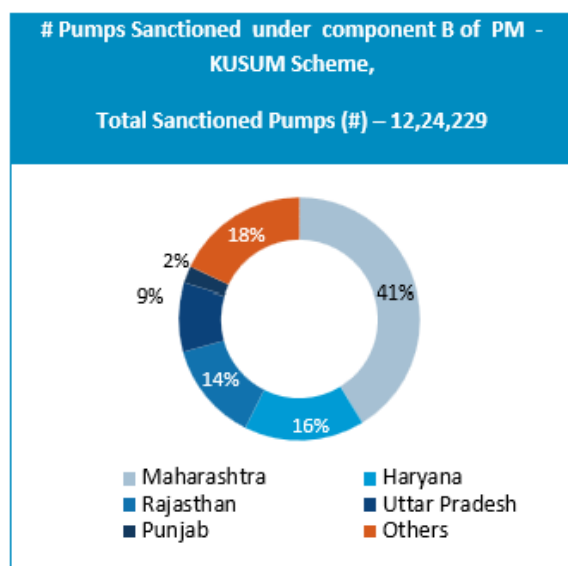
Some of the latest tenders by the state nodal agencies of different states are as follows:

Maharashtra: A tender worth ~ ₹2,421 crores was issued by MEDA in December 2024 for Design, Manufacture Supply transport, installation testing and Commissioning of Off Grid DC Submersible Solar pump of 3 HP, 5 HP and 7.5 HP capacities in the districts of Maharashtra with 5 Years CMC.

Haryana: Haryana Renewable Energy Development Agency (HAREDA) invited bids for the installation and commissioning of 24,484 solar water pumping systems of different capacities in 2024

Chhattisgarh: Tender for bidding for the installation and commissioning of 20,000 submersible solar water pumping systems of different capacities was issued by Chhattisgarh Renewable Energy Development Agency (CREDA) in 2024.

Jharkhand: Bids for the installation and commissioning of 8,000 submersible solar water pumping systems were invited by Jharkhand Renewable Energy Development Agency (JREDA) in 2024.



Source: MNRE, PM -KUSUM, Frost & Sullivan Analysis

As of 31st March 2025, under the PM-KUSUM scheme, a total of 12.24 lakh solar pumping systems have been sanctioned across various states. Of these, 7.71 lakh systems have been installed, representing 62.96% of the total sanctioned systems.

Particulars	As of March 31, 2025			
	2025	2024	2023	2022
Solar pumps installed under Component B of PM-Kusum Scheme	770,777	314,435	218,539	94,000

Between Fiscal 2023 and Fiscal 2025, an estimated 676,777 solar pumps were installed across various states under the PM Kusum Scheme. Of these, Rotomag Enertec Limited, through both direct and indirect channels, supplied approximately 113,176 solar pumps, accounting for about 16.72% of the total installations by volume during this period.

The PM-KUSUM scheme also focuses on the solarization of 3.50 million existing grid-connected agricultural pumps, offering subsidies to farmers to retrofit their pumps with solar panels. While these achievements are noteworthy, they represent only a fraction of the overall target of 14 lakh pumps, indicating that the scheme is still in an early stage and highlighting significant untapped potential for agri-solar pump installations.

State-wise Distribution:

States like Maharashtra, Haryana, Rajasthan, Uttar Pradesh, and Punjab account for approximately 87% of the total sanctioned pumps under Component B of the scheme. States such as Jharkhand, Karnataka, Madhya Pradesh, and Gujarat collectively contribute around 8% of the sanctioned pumps. In terms of installed pumps:

- Maharashtra accounts for approximately 30% of installations,
- Haryana and Rajasthan each contribute around 20%,
- Other contributing states include Jharkhand, Madhya Pradesh, Gujarat, and Tamil Nadu.

Jal Jeevan Mission

Prime Minister Narendra Modi launched the Jal Jeevan Mission on 15th August 2019 to provide Functional Household Tap Connections (FHTCs) to every rural household in India by 2024. Implemented by the Ministry of Jal Shakti, the mission aims to ensure access to safe and adequate drinking water through individual household taps. It emphasizes community participation, water conservation, source sustainability, and local water management practices such as rainwater harvesting and groundwater recharge.

Current Status:

- India's Jal Jeevan Mission (JJM) has successfully connected 12.20 crore rural households, bringing the total coverage to over 15.44 crore households, ensuring tap water for 79.74% of all rural households in the country as of February 1, 2025.
- Progress varies across states, with some states like Gujarat, Telangana, and Haryana achieving high coverage, while others like Uttar Pradesh and Jharkhand lag behind.
- Challenges include funding delays, infrastructure gaps, and coordination issues between central and state agencies.
- As of March 2025, the mission has achieved significant progress, with the Udupi district reaching 92% completion.

Comparative analysis of solar water pumps versus other solutions, such as diesel

In India, where water pumping is crucial for agriculture and domestic use, the choice between solar, diesel, and electric water pumps depends on cost, efficiency, environmental impact, and operational requirements. Here's a comparative analysis of these options:

Cost of Operation for 5 HP Submersible Pump Over 10 Years

Table 1: Cost of Operation Without PM-KUSUM Support

Category	Unit	Diesel Pump	Grid-Connected Pump	Solar Pump (No KUSUM Support)	Solar Pump (KUSUM Support)
Initial Equipment Cost	INR	50,000	15,000	2,40,000	2,40,000
Subsidy Percentage	%	0%	0%	0%	60%
Subsidy Value	INR	0	0	0	0
Farmer's Net Cost	INR	50,000	15,000	2,40,000	96,000
Maintenance Cost Over 10 Years	INR	40,000	40,000	30,000	30,000
Energy/Fuel Cost Over 10 Years	INR	12,82,638	2,51,295	0	0
Energy/Fuel Subsidy	INR	0	0	0	0
Farmer's Net Energy/Fuel Cost	INR	12,82,638	2,51,295	0	0
Total Farmer Ownership Cost	INR	13,72,638	3,16,295	2,70,000	1,26,000
Government Cost	INR	0	1,44,000	0	1,44,000
Combined Cost (Farmer + Govt.)	INR	13,72,638	4,60,295	2,70,000	2,70,000

Key Insights:

Diesel pumps are by far the costliest option at ₹13.73 lakh over 10 years, with fuel alone making up over 93% of the total cost, making them financially unsustainable despite their widespread use. Grid-connected pumps cost ₹4.60 lakh, but their shorter 5-7 year lifespan and dependence on reliable electricity supply reduce their appeal. Solar pumps without KUSUM support have negligible running costs but require a steep ₹2.40 lakh upfront investment, though they still cost nearly 90% less than diesel over their lifecycle. With 60% KUSUM support, solar pumps become the most cost-effective choice at just ₹1.26 lakh over 10 years, combining massive savings with a 7–10 year lifespan and zero fuel dependency, making them the most sustainable and future-ready option for farmers.

Performance Metrics and Longevity Analysis

Parameter	Solar Pump (SPS)	Diesel Pump	Electric Pump
Lifespan	20-25 years (panels) 10-15 years (pump)	5-7 years (engine)	10-15 years
Operating Hours	Daytime only (unless battery storage)	24/7 (if fuel available)	24/7 (if electricity is available)
Efficiency	High during daylight hours	Lower due to energy losses	High if grid power is reliable
Reliability	Dependent on sunlight (unless battery storage is used)	Reliable but fuel-dependent	Dependent on grid reliability
Environmental Impact	Zero emissions, renewable energy source	High emissions (CO ₂ , NO _x , particulate matter)	Indirect emissions (depends on grid power source)
Suitability	Ideal for remote and off-grid areas	Suitable for areas with unreliable electricity	Best for areas with reliable grid connectivity

Parameter	Solar Pump (SPS)	Diesel Pump	Electric Pump
Government Subsidies	60–90% subsidy under schemes like PM-KUSUM	No significant subsidies	Subsidized electricity for farmers in some states

Key Insights:

- Solar pumps last longer than diesel and electric pumps. Solar Water Pumps offer long-term cost savings and environmental sustainability, making them ideal for off-grid areas.
- While diesel pumps have higher operating hours, their cost & pollution make them unsustainable. Diesel Water Pumps are suitable where diesel is affordable, but they have significant environmental drawbacks.
- Electric pumps are highly efficient and are eco-friendly, but frequent rural power cuts reduce reliability.

Economic Benefits of Solar Pumps to Negate the Subsidy Syndrome

Reduced Input Costs:

- No ongoing fuel expenses → Saves ₹80,000+ per year vs. diesel pumps
- Minimal maintenance costs

Income Diversification:

- Surplus electricity (with grid-connected solar) can be sold back under the PM-KUSUM scheme, creating a secondary income stream.

Higher Agricultural Productivity:

- A reliable water supply leads to better crop yields and higher profits.

Long-Term Asset Creation:

- Unlike diesel pumps (which depreciate quickly), solar panels last 20+ years and provide continuous cost savings.

Addressing the “Subsidy Syndrome”

While subsidies are beneficial for initial adoption, the long-term economic benefits of solar water pumps negate the need for continuous subsidies:

- Government Subsidies: Currently, the Indian government offers subsidies to promote solar water pumps, such as 30% for farmers and 50% for SC/ST farmers.
- Long-Term Viability: Despite high initial costs, solar pumps provide substantial long-term savings and environmental benefits, making them a sustainable choice without relying on perpetual subsidies

Myth	Reality
Solar pumps need subsidies to be viable	Solar pumps pay for themselves in 3-4 years due to diesel savings
Diesel pumps are cheaper in the long run	Diesel pumps have 10X higher fuel costs over 10 years
Electric pumps are the best choice.	Only if grid power is stable (which is rare in rural India)

Subsidies are useful for initial adoption, but solar pumps are financially viable even without them due to low operating costs. Farmers recover their investment in 3-4 years (due to diesel savings), making solar pumps self-sustaining. While subsidies seem like financial support to farmers, they actually offset the need for grid extension and maintenance, which is far more capital- and maintenance-intensive.

- **Cost of Grid Expansion:** To electrify remote agricultural fields, DISCOMs must invest in poles, conductors, transformers, and substations often over several kilometers. Add to this the cost of feeder segregation, capacity upgrades, and voltage regulation systems. These infrastructure investments easily exceed 1.5–2 lakh per connection often higher than the subsidy given for a solar pump.
- **Ongoing O&M Burden:** Even after the grid reaches a farm, transformer failures, cable thefts, overloading, and subsidized/free electricity create a continuous drain on state finances. Grid supply also remains erratic, especially during peak irrigation seasons.

By contrast, a one-time solar pump subsidy localizes power generation and eliminates the need for such infrastructure. No transmission losses, no transformer burnouts, no AT&C losses.

Summary: Comparative Analysis in the long term.

Parameters	Suitability
Lowest Long-Term Cost	Solar Pump
Best for Remote Areas	Solar Pump (<i>no grid dependence</i>)
Best for Sustainability	Solar Pump (<i>zero emissions, long lifespan</i>)
Highest Reliability	Electric Pump (<i>only if the power supply is stable</i>)
Highest Operating Hours	Diesel Pump (<i>but expensive & polluting</i>)

In conclusion, solar water pumps offer a cost-effective and sustainable solution for irrigation in India, providing long-term financial benefits and environmental sustainability. While initial costs are higher, the absence of operational expenses and government subsidies can make them more viable over time, reducing reliance on subsidies.

Competitive Landscape of Domestic Companies in Solar Pumps and Allied Solutions

Intense competition among domestic manufacturers with lower production costs can affect market share and pricing strategies. Henceforth, manufacturers have been investing heavily in research & development, as well as technological upgrades, to become key differentiators of solar pumps.

Key Domestic Players - Shakti Pumps (India) Limited, Tata Power Solar Systems Ltd., Rotomag Enertec Limited, C.R.I. Pumps Private Limited, Oswal Pumps Limited, Ecozen Solutions Private Limited, GK Energy, Sahaj Solar.

The market has gradually consolidated among a few key players, as a significant number of participants exited the industry due to limited profitability and margin pressures.

Rotomag Enertec Limited entered the solar pumping solutions market in 1999 by manufacturing solar pumps and later expanding into BLDC (Brushless DC) solar pumps, and was one of the early participants in the solar products industry. Rotomag Enertec Limited is today recognized as one of the key players in India's solar pumping industry.

Loan Programs for Farmers under the KUSUM Scheme

The KUSUM Scheme is a government initiative by the Ministry of New and Renewable Energy (MNRE) to encourage the use of renewable energy in agriculture by offering financial support to farmers for installing solar-powered systems and equipment.

Component	Description	Loan/Financial Assistance	Eligibility	Repayment & Loan Providers
Component A - Solarization of Agriculture Pumps	Financial support for farmers to install solar pumps for irrigation, reducing dependence on diesel/electric pumps.	Procurement Based Incentive (PBI) @ 40 paise/kWh or ₹6.60 lakhs/MW/year, whichever is less, will be provided for the first five years by MNRE to DISCOMs, for buying the power from farmers/developers	- Farmers with existing pumps or irrigation systems.	- Interest subsidies are available.
			- Farmer-Producer Organizations (FPOs) and cooperatives.	- Repayment over multiple years.
				- Loans are available through banks, RRBs, NABARD, and other financial institutions.
Component B - Solar Power Plants for Farmers	Encourages farmers to set up solar power plants to sell electricity to the grid for additional income.	- Loan facility for capital investment.	- Farmers, FPOs, and cooperatives.	- Loan repayment through earnings from power generation.
		- Subsidy: Available from the government. Central Financial Assistance (CFA): 30% of the benchmark cost or the tender cost, whichever is lower, of the stand-alone solar Agricultural pump. State Government - 30%, Farmer Contribution – 10%, Bank Finance - 30%	- Available for barren or fallow landowners.	- Loans are available through government banks and financial institutions.
		- Income from selling surplus electricity to the grid helps repay the loan.		
Component C - Solarization of Lift Irrigation Systems	Supports solar-based lift irrigation systems for better water management.	- Subsidy & loan facility available as per Component B	- Farmers, FPOs, and cooperative groups with lift irrigation systems.	- Interest subsidies provided.
		- Farmers can finance the remaining costs through bank loans.		- Loan repayment over an extended period.

Overview of Domestic Solar Inverter Market and Energy Storage Systems

Solar Inverters – Definition

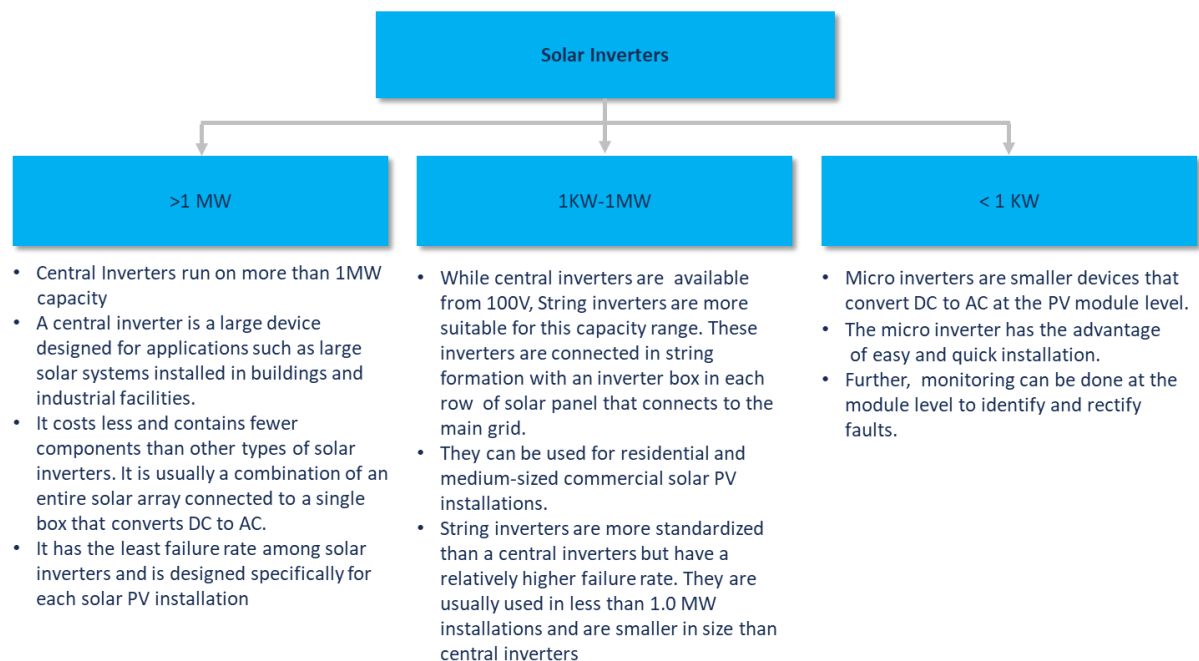
A solar inverter is a device that converts variable DC from solar PV installations into AC, which can be fed into the electricity grid for commercial and industrial purposes or used in off-grid installations for power supply to a local network.

Solar PV Inverter Classification

Classification	Type	Applications
Based on Connection to Grid	Grid-Tied Inverter	Synchronizes with the utility grid, commonly used in residential and commercial solar systems.
	Off-Grid Inverter	Operates independently, uses battery storage, ideal for remote locations.
	Hybrid Inverter	Supports both grid connection and battery storage for backup power.
Based on Phase Type	Single-Phase Inverter	Used for small residential or commercial applications (typically up to 10 kW).
	Three-Phase Inverter	Suitable for industrial and large commercial applications with higher power needs.
Based on Power Conversion Technology	String Inverter	Connects multiple solar panels in series, widely used in residential and commercial installations.
	Central Inverter	Handles high power loads (MW scale), used in utility-scale solar farms.
	Microinverter	Installed on individual panels, improves efficiency and performance in shaded conditions.
	Power Optimizer	Enhances DC output before feeding into a string inverter (not an inverter but a DC/DC converter).
Based on Topology	Transformer-Based Inverter	Uses transformers for voltage conversion, heavier but more reliable.
	Transformerless Inverter	More efficient and lightweight, commonly used in modern solar installations.

Solar Inverter Classification by Power

Note: >1 MW – Central Inverters, 1KW- 1MW - String Inverters, <1 KW – Micro Inverters.



Note: >1 MW – Central Inverters, 1KW- 1MW - String Inverters, <1 KW – Micro Inverters.

Key Growth Drivers – Domestic Solar Inverter Market

India's domestic solar inverter market is witnessing significant expansion, driven by key developments in rooftop solar adoption, government initiatives, and increasing renewable energy integration.

Surge in Rooftop Solar Installations

India's rooftop solar capacity grew substantially in 2024, adding 3.2 GW—an 86% increase from the previous year—bringing the total to 13.7 GW by December 2024. Residential consumers, supported by government programs, accounted for 74.0% of these installations.

Government Broader Policy Support & Investments

The PM Surya Ghar: Muft Bijli Yojana targets rooftop solar installation in 10 million households by Fiscal 2026-27, with a ₹75,021 crore budget. The scheme also incentivizes local bodies to drive adoption at the grassroots level. Beyond the Surya Ghar initiative, the Indian government aims to achieve 40-45 GW of rooftop solar capacity by 2027, as outlined in the Economic Survey 2024-25. Investments in grid modernization, smart metering, and power reliability enhancements further accelerate renewable energy integration.

Growing Solar Adoption Across Sectors

India's total installed power capacity reached 456.7 GW in November 2024, with renewables accounting for 47.0% (209.4 GW). The country's push for energy security and carbon reduction has led to increasing solar adoption across residential, commercial, and industrial segments.

Local Manufacturing and PLI Schemes

The Production Linked Incentive (PLI) scheme encourages the domestic production of advanced inverters, reducing reliance on imports (especially from China). Companies like Waaree and Jakson are scaling up local manufacturing of smart inverters.

Shift Toward Smart & String Inverters

Increased demand for string inverters due to their higher efficiency and modular use in rooftop and C&I installations. Rise in smart inverters that support grid stability and storage integration.

India's solar inverter industry is pivotal in its renewable energy journey, driven by technological innovations and a strong push for sustainable energy sources. These factors collectively drive the rapid growth of India's domestic solar inverter market, reinforcing the nation's commitment to sustainable energy.

Threats and Challenges – Domestic Solar Inverter Market

India's solar inverter market is expanding rapidly, driven by rising solar adoption, government incentives, and declining costs. However, several challenges could hinder its growth:

High Initial Costs & Price Sensitivity

- Advanced inverters (hybrid, microinverters) remain expensive, limiting affordability for residential and small-scale users.
- Price-sensitive consumers often opt for low-cost, lower-quality alternatives, impacting on demand for premium brands.

Competition from Chinese Manufacturers

- The dominance of Chinese brands (Huawei, Growatt, Sungrow) due to aggressive pricing and economies of scale.
- Indian manufacturers struggle to compete, increasing reliance on imports and slowing domestic production.

Grid Integration & Stability Issues

- Intermittent solar power generation requires inverters with advanced grid-support features (e.g., reactive power control).
- Weak grid infrastructure in many states leads to frequent power fluctuations and inefficiencies.

Lack of Skilled Workforce & After-Sales Support

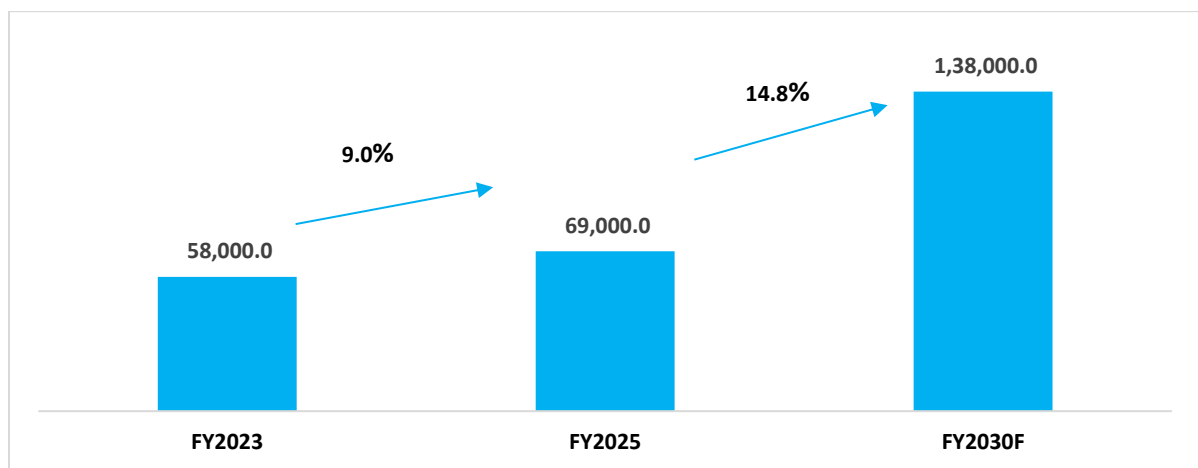
- Limited technical expertise in installing and maintaining advanced inverters, especially in rural areas.
- Poor after-sales service from local players hampers long-term adoption and customer satisfaction.

Policy & Regulatory Uncertainty

- Frequent changes in subsidies (e.g., PM Surya Ghar Yojana) and net metering policies create investment risks.
- Import duties (e.g., Basic Customs Duty) raise costs, while inconsistent quality enforcement (BIS certification) allows substandard products into the market.

Domestic Solar Inverter Market - Market Size and Growth Outlook

Exhibit 9.1: Domestic Solar Inverter , Fiscal 2023 - Fiscal 2025- Fiscal 2030F, INR Million



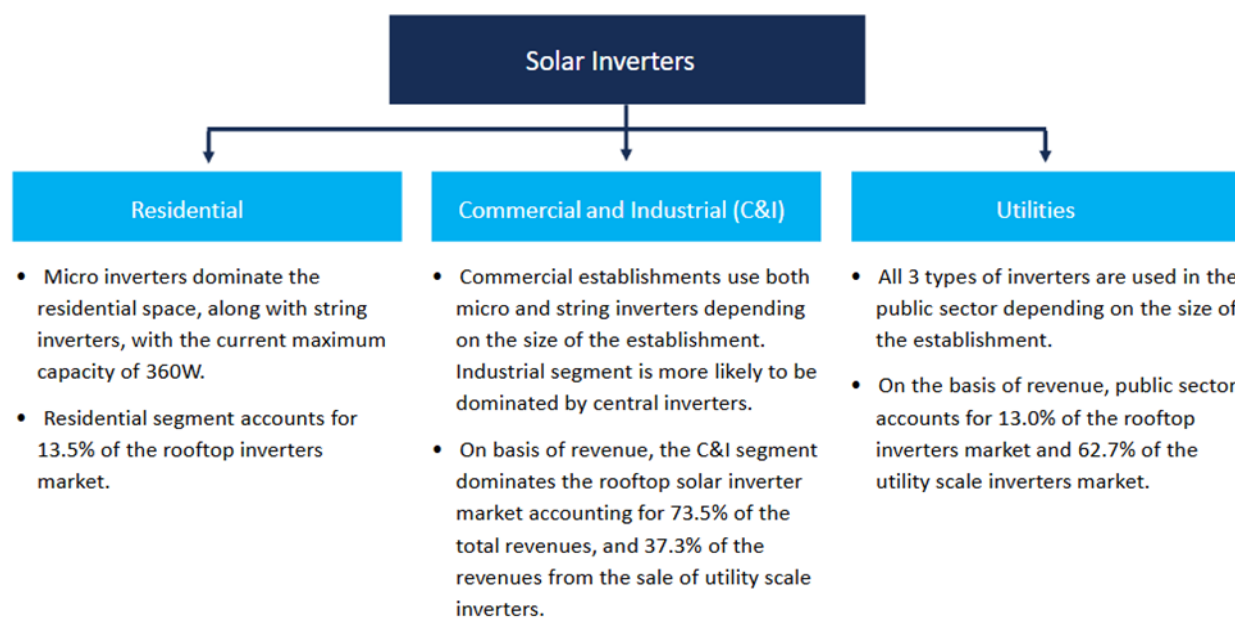
Source: Frost & Sullivan Analysis

The domestic solar inverter market is projected to reach a value of ₹69,000 million by Fiscal 2025. With an expected compound annual growth rate (CAGR) of 14.8%, the market is anticipated to double and achieve sales of ₹138,000 million by Fiscal 2030.

Key drivers for the growth of Domestic Solar Inverters in the Forecast period

The growth of the India Solar Inverter Market is driven by government policies, rising solar installations, and declining solar PV costs. Grid modernization, industrial solar adoption, rural electrification, and advancements in inverter technology further boost demand. Increasing use of smart, hybrid, and battery-integrated inverters supports efficiency and grid stability.

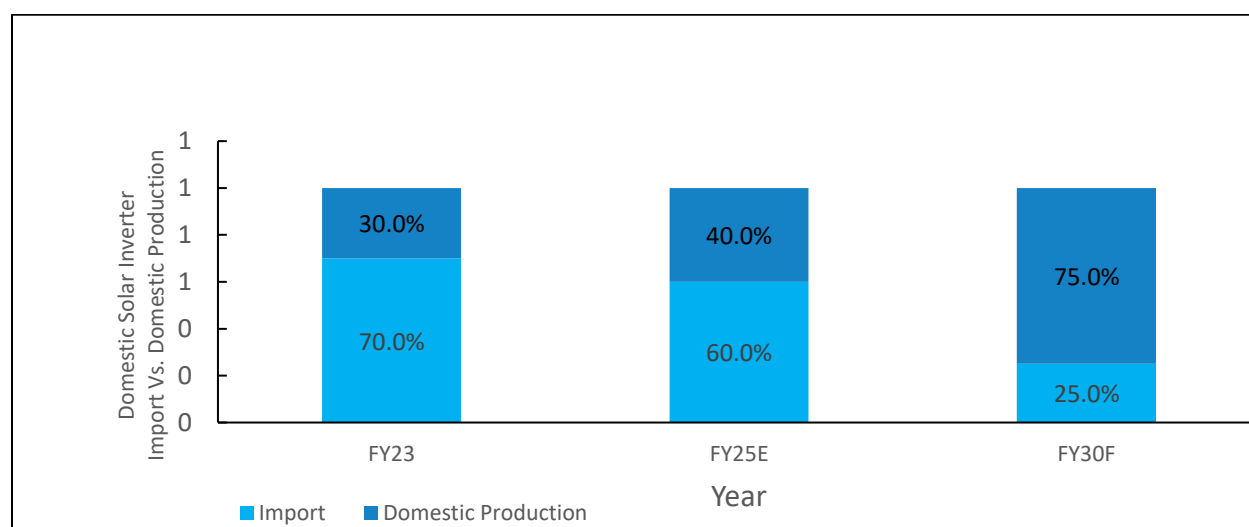
Domestic Solar Inverter Market - Classification by Application (% market split)



Domestic Solar Inverter Market – Market Split by Import Vs. Domestic Production

India currently relies heavily on imported solar inverters, with around 95% of its supply coming from Chinese manufacturers like Sungrow, Sineng, TBEA, FIMER, Solis, Deye, Sofar, Polycab, Foxess, SolarEdge and Hopewind due to their cost competitiveness and advanced technology. However, domestic production is expected to rise significantly in the coming years, driven by government policies the imposition of a 20-25% Basic Customs Duty (BCD) on imports, and the Approved List of Models and Manufacturers (ALMM), which mandates the use of domestically manufactured inverters in government solar projects.

Exhibit 9.2: Domestic Solar Inverter , Market Split by Import Vs. Domestic Production , Fiscal 2023 - Fiscal 2025- Fiscal 2030F



Source: Frost & Sullivan Analysis

Note: Imports include CKD / Semi knockdown units.

Additionally, India's ambitious target of 500 GW of renewable energy capacity by 2030 is fueling demand, prompting local players like Delta, Luminous, and Havells to scale up production, while foreign firms like Sungrow are setting up manufacturing plants in India. Geopolitical tensions and supply chain risks further incentivize self-reliance,

aligning with the Atmanirbhar Bharat (Self-Reliant India) initiative. As a result, domestic inverter manufacturing is poised for substantial growth, reducing import dependency and strengthening India's solar energy ecosystem.

India's solar sector remains heavily reliant on China for critical components like solar cells and modules due to:

- Cost Competitiveness – Chinese manufacturers benefit from economies of scale, government subsidies, and lower production costs, making their products significantly cheaper than Indian alternatives.
- Integrated Supply Chain – China dominates the solar supply chain, from polysilicon to finished modules, while India lacks domestic capacity in key upstream processes.
- Technological Edge – Chinese firms lead in advanced solar technologies (PERC, TOPCon, HJT), while Indian manufacturers primarily use older technologies.
- High Import Dependency – Despite growing domestic capacity, 70-80% of India's solar modules and cells are imported from China.

To reduce reliance on imports (especially from China) and strengthen its solar supply chain, the Indian government has launched several key initiatives:

Financial (Demand-side) incentives

- PM Surya Ghar (rooftop subsidy): Central subsidy for residential rooftops; biggest driver of 1–10 kW inverter demand.
- PM-KUSUM (agri pumps): Subsidised standalone/grid-connected solar pumps; inverters bundled in BoP.

Production (Supply-side) incentives (manufacturing in India)

- SPECS: 25% capital subsidy for eligible power-electronics CapEx (incl. inverters).
- State ESDM policies: Extra capex/interest/stamp-duty support from leading states (e.g., TN, Gujarat).

Policy & regulatory (mandatory for inverters)

- BIS certification: IS 16221-1/2 (safety), IS/IEC 61683 (efficiency), IS 16169 (anti-islanding).
- CEA grid standards: Must meet LVRT/HVRT, reactive power, frequency/voltage ride-through, anti-islanding.

Domestic Solar Energy Storage Solutions Market - Overview

India's solar energy storage solutions market is expanding rapidly due to rising renewable energy adoption, government incentives, and the necessity for grid reliability. The market includes battery energy storage systems (BESS), pumped hydro storage, and new technologies such as hydrogen and thermal storage. The solar energy storage industry in India is expected to increase exponentially as renewable energy expands and supportive regulations are implemented. Lithium-ion batteries will dominate, although new technologies such as sodium-ion and green hydrogen will gain popularity. Cost and regulatory challenges must be addressed to achieve long-term growth.

Key Growth Drivers – Domestic Solar Energy Storage Solutions Market

The India Solar Energy Storage Solutions Market is experiencing rapid growth, driven by several key factors, including government policies, declining technology costs, and increasing renewable energy integration.

India's solar energy storage market is expanding rapidly due to:

1. **Government Support** – Policies like the National Solar Mission, PLI schemes, and subsidies boost adoption.
2. **Declining Battery Costs** – Cheaper lithium-ion and local manufacturing (via ACC PLI) improve affordability.
3. **Solar Integration Needs** – Storage ensures grid stability as solar capacity grows (500 GW target by 2030).
4. **Industrial Demand** – Businesses use solar + storage to cut electricity costs and ensure reliability.
5. **Rural Electrification** – Off-grid solar storage powers remote areas via schemes like KUSUM.
6. **Tech Advancements** – New battery types (sodium-ion, flow batteries) and hybrid systems enhance efficiency.
7. **Rising Investments** – Major players (Reliance, Adani, Tata) are investing heavily.
8. **EV Growth** – Expanding EV infrastructure supports battery innovation and V2G potential.

The India Solar Energy Storage Solutions Market is poised for exponential growth, driven by policy support, cost reductions, industrial demand, and technological innovation. As India moves toward its net-zero targets, energy storage will play a pivotal role in ensuring grid stability and maximizing solar utilization. With a strong policy push, falling costs, and private sector participation, India's solar storage market is set for major growth.

Threats and Challenges – Domestic Solar Energy Storage Solutions Market

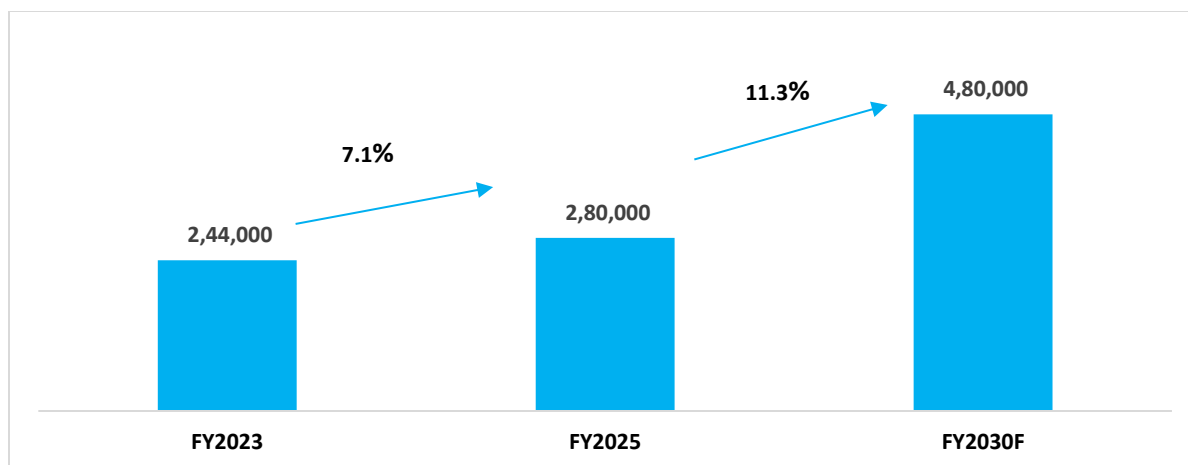
The battery storage market in India faces several challenges, including high initial costs, financial barriers, and technological limitations. Additionally, policy and regulatory hurdles, supply chain dependence, competition from conventional energy sources, and infrastructure constraints further hinder growth. Environmental concerns related to recycling, a lack of market awareness, a shortage of skilled professionals, and competition from alternative storage solutions also pose significant obstacles.

High initial costs for solar and storage systems are due to the high upfront costs of lithium-ion and other advanced battery technologies, capital-intensive projects, and limited financing options. Technological limitations include battery degradation over time, lack of indigenous technology, and thermal and safety concerns. Policy and regulatory challenges, supply chain and raw material dependence, and competition from conventional energy sources also create significant hurdles. Additionally, weak grid infrastructure, land and logistics issues, environmental and recycling concerns, and resource scarcity further impact the industry's growth.

India's reliance on imported batteries and the lack of standardized policies for energy storage integration with the grid also pose challenges. Additionally, the country relies heavily on imported batteries, which exposes it to geopolitical risks and supply disruptions.

Domestic Battery Energy Storage Market - Market Size and Growth Outlook

Exhibit 9.3: Domestic Battery Energy Storage Market, Fiscal 2023 - Fiscal 2025- Fiscal 2030F, INR Million

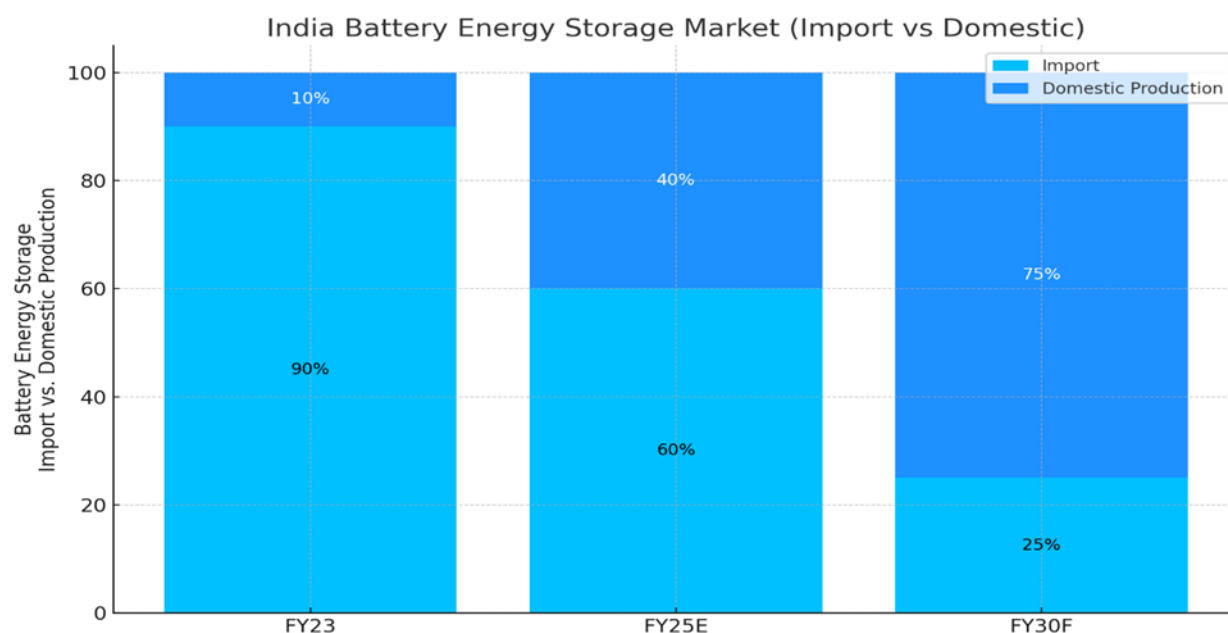


Source: Frost & Sullivan Analysis

The Domestic Battery Energy Storage market was estimated to be worth ₹280,000 Million by Fiscal 2025. The market is expected to grow at an 11.3% CAGR and reach ₹480,000 Million at the end of Fiscal 2030.

Domestic Battery Energy Storage – Market Split by Import Vs. Domestic Production

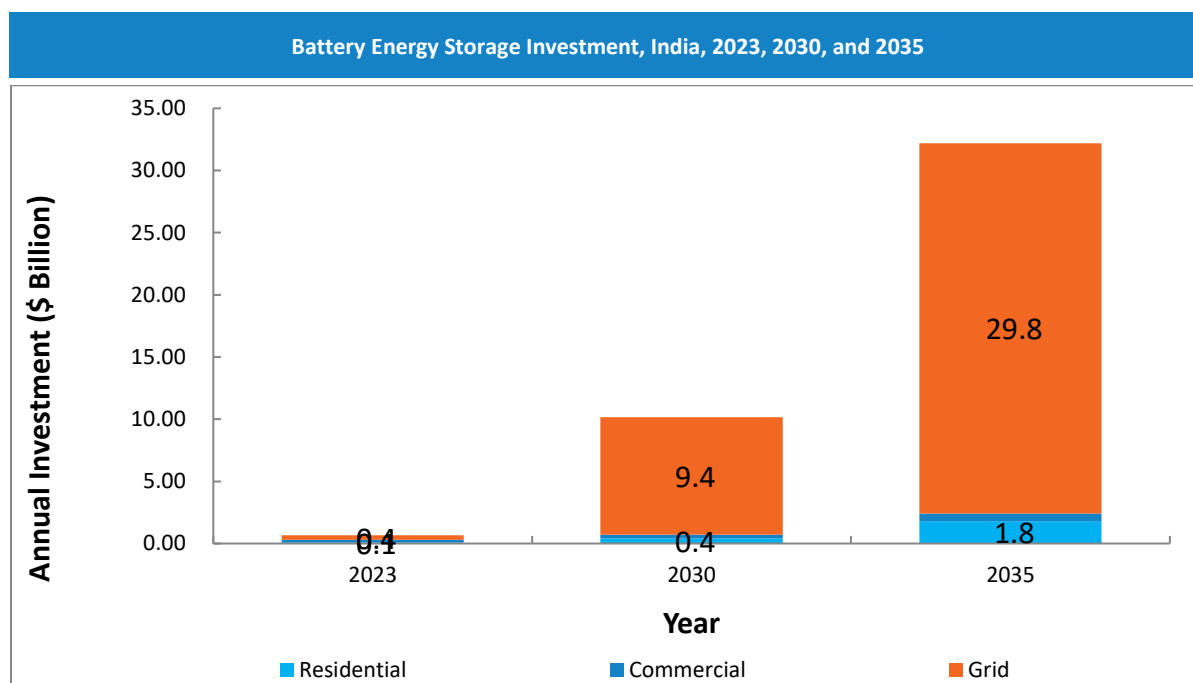
Exhibit 9.4: Domestic Battery Energy Storage, Market Split by Import Vs. Domestic Production , Fiscal 2023 - Fiscal 2025E- Fiscal 2030F



The graph highlights a significant transformation in India's Battery Energy Storage System (BESS) market from Fiscal 2023 to Fiscal 2030F, with a clear shift from import dependence to domestic production. In Fiscal 2023, imports dominated the market with a 90% share, underlining India's heavy reliance on foreign battery technologies—primarily from China, South Korea, and Japan for lithium-ion cells and associated components. This shift of drop in imports is driven mainly by government-led initiatives such as the Production Linked Incentive (PLI) scheme for Advanced Chemistry Cells (ACC), which aims to incentivize local manufacturing capacity of 50 GWh, alongside the entry of private players like Reliance, Ola Electric, and Exide into the battery manufacturing space.

Looking further ahead, the trend becomes more pronounced, with domestic production expected to account for 75% of the market by Fiscal 2030F. This rapid transition reflects the maturation of India's battery ecosystem, the development of giga-factories, and growing policy momentum under schemes like the Phased Manufacturing Program (PMP). Such localization efforts are critical not only for economic benefits such as job creation and foreign exchange savings, but also for enhancing energy security and reducing vulnerability to global supply chain disruptions.

Battery Energy Storage Investments, India, 2023, 2030F, 2035F



A growing number of companies want to set up gigafactories in India as the country seeks to reduce its reliance on imports from China and the United States. India intends to become an export hub for next-generation battery technologies as it moves toward incentivizing large-scale battery energy storage production.

- Various public and private participants have or are in the process of commissioning nearly 48 projects that will use different chemistries.
- Most chemistries focus on lithium-ion (LION), flow, vanadium, electrochemical, advanced, and lead-acid batteries (LAB).
- Incentives are at 20% of the sale price of the cell per kWh.
- Future battery chemistries under consideration include sodium-ion and zinc-air.

The PLI – ACC Battery Storage Scheme is a ₹18,100 crore initiative by the Indian government to boost domestic manufacturing of advanced battery cells. Launched in 2021, it targets 50 GWh of production capacity over five years, supporting technologies like lithium-ion and solid-state batteries. Incentives are output-linked and require companies to achieve 60% domestic value addition. Key beneficiaries include Ola Electric, Reliance, and Hyundai. The scheme aims to reduce battery imports, support EV growth, and enable large-scale renewable energy storage in India.

To boost renewable energy growth, especially in the solar and energy storage sector, the Indian government has introduced several policies, regulatory reforms, and funding mechanisms. These create a favorable environment for companies like BluPine Energy to scale their projects.

India's rooftop solar (RTS) sector

India's rooftop solar (RTS) sector has witnessed remarkable growth, registering a 34% CAGR between 2020 and 2024 to reach nearly 18.4 GW of cumulative capacity. This surge has been driven by supportive government policies and the steady decline in photovoltaic module prices, which have improved project economics. A key accelerator has been the PM Surya Ghar: Muft Bijli Yojana, which provides free electricity to residential consumers and has significantly boosted adoption in the household segment. Together, these factors underscore the strategic rise of rooftop solar in India, propelled by policy momentum, affordability, and consumer incentives, cementing its role as a vital complement to the country's large-scale solar expansion.

Utility Scale and Roof Top Solar - Overview

In fiscal year (FY) 2025, India added an estimated 22.5 GW of new solar capacity, comprising 17.4 GW of utility-scale projects and 5.15 GW of rooftop PV installations. Geographic leadership remained consistent, with Rajasthan contributing 6.5 GW, followed by Gujarat with 3.6 GW and Maharashtra with 2.3 GW. By March 31, 2025, cumulative utility-scale solar capacity had reached 85.6 GW, supported by an additional 68.2 GW in the auction-completed pipeline. Looking ahead, forecasts for Fiscal 2026 indicate the commissioning of around 21.2 GW of utility-scale capacity and 7.2 GW of rooftop and onsite solar.

Overall, Fiscal 2025 reinforced India's strong solar growth trajectory, with balanced additions across segments, emerging supply chain leaders, and a substantial project pipeline setting the stage for sustained momentum in the years ahead.

Competitive Landscape for Solar Inverter and Energy Storage Solutions Market

Solar Inverter

- Sungrow is a market leader in both the central and string solar inverter markets, with 37.6% market share by value in Fiscal 2025.
- Sineng has a 15.7% market share by value in Fiscal 2025 and has a strong presence in central inverters.
- TBEA, holding a 12.6% market share by value in Fiscal 2025. With over 3GW of supplied inverters and plans for a three-assembly-line local manufacturing facility, TBEA is positioned to remain a key market leader in the string inverter market
- Other key players in the market are FIMER, Deye, Sofar, Polycab, Solis, Hopewind, TMEIC etc.

On the supply side, Waaree Energies emerged as India's leading solar module supplier in Fiscal 2025, securing 13.9% of domestic shipments. In the inverter market, Sungrow dominated central inverters while TBEA led in string inverters, reflecting clear trends in the solar supply chain.

Solar Energy Storage Solution Providers in India

Company	Origin	Solar-Specific Storage Solutions	Key Differentiator
Exide Industries	Domestic	Li-ion solar batteries for homes & grid support	PLI-backed manufacturing, strong distribution
Amara Raja	Domestic	Solar-compatible lead-acid & new Li-ion batteries	30+ years in battery tech, rural penetration
Loom Solar	Domestic	Solar+Li-ion battery kits (1kWh-10kWh)	Most affordable plug-and-play solutions
Waaree Energies	Domestic	Integrated solar storage hybrid systems	India's largest solar panel maker
Su-Vastika (acquired by Rotomag Enertec)	Domestic	Off-grid solar storage with smart energy management	Specializing in microgrids & rural solutions

Company	Origin	Solar-Specific Storage Solutions	Key Differentiator
Delta Electronics	Domestic	Solar battery inverters & storage controllers	High-efficiency power conversion
Okaya Power	Domestic	Solar lithium batteries for homes & telecom	Widest retail network (50k+ outlets)
LG Chem	Korea	RESU solar home batteries (6.5-16kWh)	Premium brand, long lifespan (10+ years)
BYD	China	Solar Battery-Box (LFP) for commercial use	World leader in LFP battery tech
Sungrow	China	DC-coupled solar storage systems	Seamless integration with solar inverters
Huawei	China	Smart solar storage with AI optimization	Best digital energy management
Tesla	USA	Solar Megapack for utility-scale projects	Highest energy density (4 MWh per unit)

Competitive Benchmarking of Key Companies providing Industrial Drive Solutions and Solar Pumping Solutions

Select key players manufacturing industrial drive solutions in India include Rotomag Enertec Limited, Sona BLW Precision Forgings Ltd, Elecon Engineering Company Limited, Shanthi Gears Limited, and Igarashi Motors Limited

- **Rotomag Enertec Limited** – A design-focused manufacturer and supplier of industrial drive solutions (comprising motors, gearboxes and drivetrains) serving diverse applications across multiple industries.
- **Sona BLW Precision Forgings Ltd (Sona Comstar):** An automotive technology company specializing in precision-forged gears, differential assemblies, and drive solutions with a strong presence in EV components.
- **Elecon Engineering Company Limited:** One of India's key manufacturers of industrial gears and material handling equipment, serving sectors such as power, steel, cement, and mining.
- **Shanthi Gears Limited:** A subsidiary of Tube Investments of India, specializing in custom-engineered gear solutions across industries including power, textiles, steel, and defense.
- **Igarashi Motors Limited:** A manufacturer of micro-motors and drive systems primarily catering to automotive, home appliance, and industrial applications, with a strong export footprint.

Select key players manufacturing solar pumping solutions in India include Rotomag Enertec Limited, Kirloskar Brothers Limited, KSB Limited, Shakti Pumps (India) Limited, Oswal Pumps Limited and WPIL Limited

- **Rotomag Enertec Limited:** One of India's key manufacturer of solar products comprising solar pumps, solar pumping systems, and inverters and battery energy storage systems.
- **Kirloskar Brothers Limited:** One of India's key pump manufacturer, providing fluid management solutions for infrastructure projects in water, power, irrigation, oil & gas, and defense sectors.
- **KSB Limited:** A Pune-based company manufacturing power-driven pumps and industrial valves, serving sectors like wastewater, energy, mining, chemicals, and oil & gas.

- **Shakti Pumps (India) Limited:** A global player engaged in manufacturing energy-efficient water pumping solutions, specializing in solar and submersible pumps for agriculture and industrial use.
- **Oswal Pumps Limited:** An Indian company manufacturing solar and grid-connected pumps, prominent under India's clean-energy irrigation programs.
- **WPIL Limited:** A multinational pump manufacturer with extensive R&D, offering a broad range of pumps and pumping systems with global manufacturing presence.

Financial Benchmarking

Particulars	For the Fiscal Year 2025										
	Rotomag Enertec Limited	Kirloskar Brothers Limited	KSB Limited	Shakti Pumps (India) Limited	Oswal Pumps Limited	WPIL Limited	CG Power & Industrial Solutions Limited	Sona BLW Precision Forgings Ltd	Elecon Engineering Company Limited	Shanthi Gears Limited	Igarashi Motors India Ltd
Financial											
Revenue from Operations (₹ million)	12,649.96	44,922.43	25,330.86	25,162.40	14,303.07	18,068.87	99,086.60	35,460.21	22,269.60	6,046.20	8,384.21
Growth in Revenue from Operations (%)	82.23%	12.27%	12.72%	83.57%	88.55%	8.56%	23.15%	11.34%	14.94%	12.79%	15.64%
EBITDA (₹ million)	2,440.16	6,091.77	3,375.34	6,029.50	4,198.53	2,926.16	13,047.30	9,667.58	5,425.90	1,287.30	950.47
EBITDA Margin (%)	19.29%	13.56%	13.33%	23.96%	29.35%	16.19%	13.17%	27.26%	24.36%	21.29%	11.34%
EBITDA CAGR (Fiscal 2023 to Fiscal 2025)	108.26%	23.56%	16.98%	200.98%	169.47%	4.60%	14.61%	19.66%	26.54%	19.71%	25.46%
Profit/(Loss) for the Year (₹ million)	1,675.19	4,186.93	2,474.75	4,083.70	2,806.13	1,262.01	9,729.80	5,996.88	4,151.00	960.30	241.68
PAT Margin (%)	13.11%	9.17%	9.63%	16.12%	19.58%	6.84%	9.66%	16.29%	18.15%	15.51%	2.87%
Net Fixed Assets Turnover Ratio (times)	9.78x	6.53x	5.14x	9.70x	10.62x	3.57x	5.31x	1.39x	2.49x	7.90x	1.93x

Particulars	For the Fiscal Year 2024										
	Rotomag Enertec Limited	Kirloskar Brothers Limited	KSB Limited	Shakti Pumps (India) Limited	Oswal Pumps Limited	WPIL Limited	CG Power & Industrial Solutions Limited	Sona BLW Precision Forgings Ltd	Elecon Engineering Company Limited	Shanthi Gears Limited	Igarashi Motors India Ltd
Financial											
Revenue from Operations (₹ million)	6,941.82	40,011.99	22,472.38	13,707.40	7,585.71	16,644.04	80,459.80	31,847.70	19,374.20	5,360.50	7,250.45
Growth in Revenue from Operations (%)	-1.43%	7.26%	23.34%	41.65%	97.01%	3.67%	15.40%	19.95%	26.66%	20.28%	10.48%
EBITDA (₹ million)	935.94	5,196.46	2,935.70	2,248.40	1,501.24	2,983.40	11,280.70	9,020.85	4,744.70	1,017.90	740.85
EBITDA Margin (%)	13.48%	12.99%	13.06%	16.40%	19.79%	17.92%	14.02%	28.32%	24.49%	18.99%	10.22%
Profit/(Loss) for the Year (₹ million)	713.76	3,496.80	2,087.33	1,417.30	976.65	1,930.15	8,711.20	5,177.76	3,555.80	822.50	95.73
PAT Margin (%)	10.02%	8.61%	9.16%	10.31%	12.83%	11.40%	10.69%	16.14%	17.95%	14.76%	1.32%
Net Fixed Assets Turnover Ratio (times)	7.88x	6.01x	4.98x	7.30x	7.73x	3.67x	6.98x	1.38x	2.60x	7.80x	1.81x

Particulars	For the Fiscal Year 2023										
	Rotomag Enertec Limited	Kirloskar Brothers Limited	KSB Limited	Shakti Pumps (India) Limited	Oswal Pumps Limited	WPIL Limited	CG Power & Industrial Solutions Limited	Sona BLW Precision Forgings Ltd	Elecon Engineering Company Limited	Shanthi Gears Limited	Igarashi Motors India Ltd
Financial											
Revenue from Operations (₹ million)	7,042.19	37,302.21	18,219.60	9,676.83	3,850.36	16,054.59	69,725.40	26,550.10	15,296.80	4,456.50	6,562.46
Growth in Revenue from Operations (%)	NA	22.00%	21.68%	-17.89%	6.84%	35.91%	27.15%	25.85%	26.22%	32.21%	17.94%
EBITDA (₹ million)	562.61	3,990.00	2,466.49	665.60	578.19	2,674.48	9,933.20	6,752.32	3,388.80	898.30	603.81
EBITDA Margin (%)	7.99%	10.70%	13.54%	6.88%	15.02%	16.66%	14.25%	25.43%	22.15%	20.16%	9.20%
Profit/(Loss) for the Year (₹ million)	554.49	2,357.66	1,827.41	241.32	341.99	1,778.70	7,963.30	3,952.97	2,375.10	670.50	52.38
PAT Margin (%)	7.60%	6.27%	9.80%	2.49%	8.83%	10.92%	11.31%	14.71%	15.33%	14.68%	0.79%
Net Fixed Assets Turnover Ratio (times)	10.31x	6.08x	4.86x	6.53x	4.58x	3.37x	6.91x	1.58x	2.10x	6.84x	1.68x

Notes:

1. Growth in Revenue from Operations is calculated as a percentage of Revenue from operations of the relevant year less Revenue from operations of the preceding year, divided by Revenue from operations of the preceding year.
2. EBITDA is calculated as Profit/(Loss) for the year from continuing and discontinued operations less Other income, Foreign exchange gain (net), Exceptional items, Share of profit/(loss) of associates & joint ventures and Net profit/(loss) after tax for the year from discontinued operations add Finance costs, Depreciation and amortisation and Total tax expenses.

3. *EBITDA Margin is calculated as EBITDA divided by Revenue from operations.*
4. *Profit/(Loss) for the year means Profit/(Loss) for the year from continuing operations.*
5. *PAT Margin is calculated as Profit/(Loss) for the year from continuing operations divided by Total income.*
6. *Net Fixed Assets Turnover Ratio is calculated as Revenue from operations for the year divided by Net Property, plant and equipment, Right of use assets, Capital work in progress, Goodwill, Other Intangible assets and Intangible assets under development.*

Amongst the peers considered as a part of this report, Rotomag Enertec Limited registered one of the highest EBITDA CAGRs between fiscals 2023 and 2025 of 108.26%.

In Fiscal 2025, Rotomag Enertec Limited achieved the second-highest Net Fixed Assets Turnover Ratio among peers as part of this report.

OUR BUSINESS

Some of the information in the following discussion, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read “Forward-Looking Statements” beginning on page 21 for a discussion of the risks and uncertainties related to those statements and “Risk Factors” beginning on page 32 for a discussion on certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in “Risk Factors”, “Industry Overview”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Financial Information - Restated Consolidated Financial Information” on pages 32, 156, 392 and 331, respectively.

Unless otherwise indicated or the context requires otherwise, the financial information included herein is based on our Restated Consolidated Financial Information as of and for the financial years ended March 31, 2025, 2024 and 2023, included in this Draft Red Herring Prospectus. For further information, see “Restated Consolidated Financial Information” beginning on page 331. Our fiscal year ends on March 31 of each year, and references to a particular Fiscal are to the twelve months ended March 31 of that year.

Unless otherwise indicated, industry and market data used in this section have been derived from the report titled “Assessing the Market Potential of Select Industrial Drive Solutions and Solar Products” dated September 2025 (the “F&S Report”) prepared and released by Frost & Sullivan and exclusively commissioned and paid for by us in connection with the Offer, pursuant to an engagement letter dated February 3, 2025. The data included herein includes excerpts from the F&S Report and may have been re-ordered by us for the purposes of presentation. Unless otherwise indicated, financial, operational, industry and other related information derived from the F&S Report and included herein with respect to any particular year refers to such information for the relevant calendar year. For more information, see “Risk Factors — Certain sections of this Draft Red Herring Prospectus disclose information from the F&S Report which has been prepared exclusively for the Offer and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks.” on page 67.

OVERVIEW

We are a design-focused manufacturer and supplier of industrial drive solutions (comprising motors, gearboxes, drivetrains and railway products) and solar products (comprising solar pumps, solar pumping systems, inverters and energy storage systems), serving diverse applications across multiple industries. We entered the solar products industry in 1999 with the introduction of solar pumps, and according to the F&S Report, we were one of the early participants in the solar products industry. We are one of the key players in the Indian industrial electric motors market, known for our specialization in DC and AC motors (*Source: F&S Report*). We are also one of the key players in the Indian industrial gearboxes and gear motors market, offering a comprehensive portfolio of solutions tailored for various industrial applications (*Source: F&S Report*).

We commenced operations in 1993 and have developed an extensive operating history of innovation and growth, with strong focus on manufacturing a wide range of motors and gearboxes with technologies integrated with electronics and Internet of Things (“IoT”). Subsequently, we diversified our production into drivetrains for electric vehicle (“EV”) manufacturers and BLDC fans. Leveraging our core expertise, we subsequently forayed into the renewable energy sector with the introduction of solar pumps. Government schemes such as the National Solar Pumping Program (2014–15) and PM Kusum Scheme (2019) were launched to boost in irrigation in India (*Source: F&S Report*). According to the F&S Report, an estimated 676,777 number of solar pumps were installed across various states under the PM Kusum Scheme between Fiscals 2023 and 2025. Of these, we (through both direct and indirect channels) supplied approximately 113,176 solar pumps, accounting for about 16.72% of the total installations by volume during this period (*Source: F&S Report*).

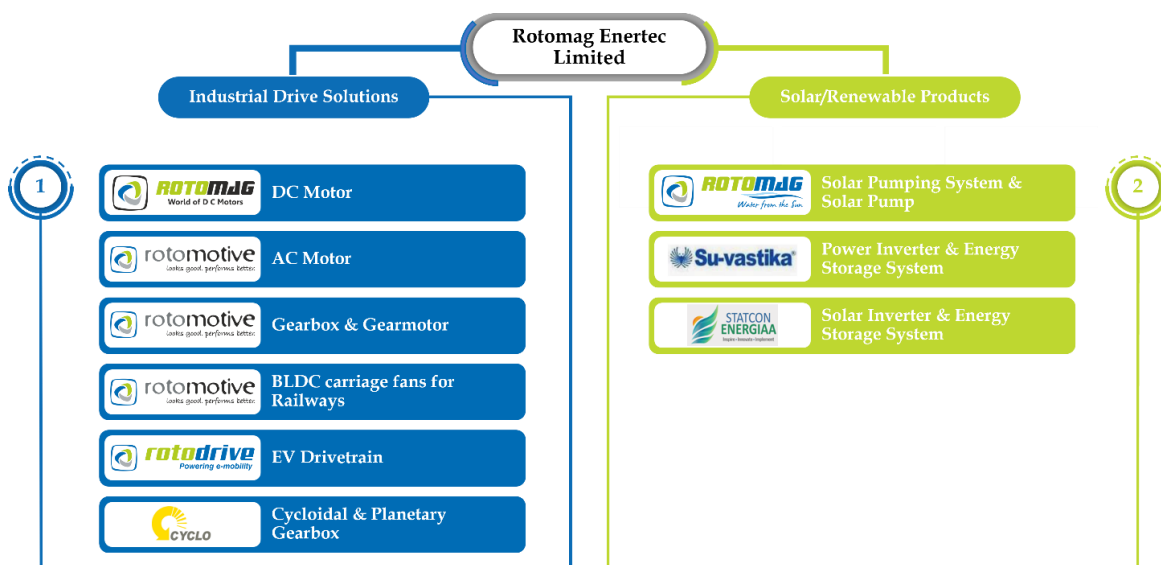
Further, capitalizing on our extensive supply chain and established customer relationships, we strategically expanded into the power electronics segment, thereby enhancing our portfolio with power inverters, solar inverters and energy storage systems. These enable us to harness the opportunities presented by government initiatives.

As of the date of this Draft Red Herring Prospectus, we operate six manufacturing facilities in India with key focus on concept design, assembly and finished product testing. We follow an asset light business model which enables us to maximise our capital efficiency. According to the F&S Report, in Fiscal 2025, we achieved the second-highest Net Fixed Assets Turnover Ratio amongst the peers considered as part of the F&S Report. Our products and solutions are utilized across a diverse range of industries, including, plastic processing, textile, pumps, wind energy, construction equipment, material handling, floorcare, power distribution, hoist and winch and railways.

Our industrial drive solutions comprise direct current (“DC”) motors, permanent magnet DC (“PMDC”) motors, brushless direct current (“BLDC”) motors, alternating current (“AC”) motors (asynchronous motors), permanent magnet synchronous motor (“PMSM”), gearboxes (including worm, bevel, helical, in-line bevel, in-line helical, cycloidal and planetary) and gearmotors. We sell our industrial drive solutions under various brands including “Rotomag”, “Rotomotive” “Rotodrive” and “Cyclo”. As on the date of this Draft Red Herring Prospectus, our comprehensive suite of products enables us to serve as a comprehensive solutions provider for smart and integrated industrial drive solutions. We have a long history of over 30 years of offering customised and bespoke industrial drive solutions that cater to the quality and performance standards of our customers in India. Our revenue from operations attributable to industrial drive solutions amounted to ₹ 2,194.36 million in Fiscal 2025, representing 17.35% of our revenue from operations during the same period.

Our solar products include a variety of solar pumps (surface and submersible) driven by AC and DC motors with ratings varying from 1.0 horsepower (“hp”) to 10 hp. We offer solar pumping systems, i.e., integrated systems (including solar pumps, controllers, modules, structures and cables) that covers the entire process of designing, manufacturing, supply, transportation, installation, testing and commissioning to meet the various irrigation needs of individual farmers. We also provide solar pumps as standalone products to installers. Additionally, our portfolio includes power inverters, solar inverters and energy storage systems suitable for domestic, commercial and industrial applications. Our continued focus on our solar products has enabled us to increase our revenue, sustain our profit margins and build long-term competitive advantages. Our revenue from operations attributable to solar products grew at a CAGR of 55.68% from ₹4,301.11 million to ₹10,423.93 million between Fiscals 2023 and 2025, representing 61.08% and 82.40%, respectively, of our revenue from operations during the same periods. For our contribution in the design and manufacturing of solar pumping systems that were adopted by Indian farmers, we were recognized by the Ministry of New and Renewable Energy with a certificate of appreciation for our efforts in the implementation of component B of the PM Kusum Scheme.

Set out below a pictorial representation of our product offerings and brands:



Our design-focused approach, supported by processes such as advanced product quality planning (APQP), manufacturing automation system (MAS), failure modes and effects analysis (FMEA), production part approval

process (PPAP) and design of experiments (DOE), allows for new product development including prototyping and development of innovative, efficient and reliable solutions tailored to specific customer needs. Further, we benefit from our in-house design capabilities, which enable continuous innovation and introduction of new products which can be tailored to evolving customer needs. With a dedicated design team of 36 members as of June 30, 2025, our manufacturing facilities and technological capabilities, we have developed various products such as (i) IE4 and IE5 motors; (ii) BLDC solar pumps; (iii) IoT integration with solar pumps; (iv) smart motors with controllers; (v) drivetrains for EV manufacturers; and (vi) PMSM.

As of June 30, 2025, we exported DC motors to over 35 countries across Europe, North America, South America and Asia. Further, we serve several marquee domestic and international customers. Our unique premise of innovation through design, focus on reliability, functional performance, development of customised solutions and technical support have enabled us to establish long-standing relationships with our customers. Several of our Indian customers have global presence. Certain of our customers for industrial drive solutions include Grundfos Pumps India Private Limited, Vilma AB, Power Build Private Limited, Luwa India Private Limited, Fluid Logic Systems Pvt. Ltd, Conmat Heavy Industries Private Limited (formerly known as KYB Conmat Pvt. Ltd.), EMH Crane Components Pvt. Ltd., Green Shuttle Technology Private Limited, Savy Electric Vehicles Private Limited, Sicoma Mixers India Pvt. Ltd., Trans Power Equipment, Batliboi Ltd., Zenmo Private Limited, Dinamic Oil India Pvt. Ltd, Premier Energies Limited, Radiant Precicom Industries Private Limited and Lokesh Electricals Pvt. Ltd. Further, Zidan Commercial Private Limited and Varyaa Renewables Private Limited represent our customers for solar pumps. We also supply solar pumping systems to various state nodal agencies (“SNA”) across multiple states, including Maharashtra, Rajasthan, Haryana, Uttar Pradesh, Assam and Chhattisgarh. As of June 30, 2025, we have installed solar pumping systems in 14 states of India. Further, we also supply products to the railway sector.

Three out of our six manufacturing facilities are situated in Anand, Gujarat, one is situated in Satara, Maharashtra, one in Gurugram, Haryana and one is situated in Hapur, Uttar Pradesh. Our capabilities in our industrial drive solutions provide us with competitive benefits to produce other offerings. For instance, our in-house expertise in manufacturing motors, helped us to develop solar pumps and solar pumping systems. Similarly, our in-house expertise of manufacturing motors, gearboxes and controllers helped us to develop drivetrains for EV manufacturers. As of June 30, 2025, our installed capacity for DC motor, AC motor, gearbox and gearmotor, solar products (including solar pumping systems and solar pumps), drivetrain for EV manufacturers, BLDC fan (for railway carriage) and cycloidal and planetary gearbox was 120,000 units, 135,000 units, 50,000 units, 75,000 units, 18,000 units, 75,000 units, 10,000 units, respectively.

We have established an extensive distribution network for certain of our products under our industrial drive solutions including AC motors and gearboxes. As of June 30, 2025, we have a distribution network of over 320 dealers across India to sell a portion of our AC motors and gearboxes. Further, certain of our other products including DC motors, drivetrains for EV manufacturers and railway products are directly sold to original equipment manufacturers (“OEMs”). Our solar pumping systems are sold to SNAs through the bidding/ tender process whereas solar pumps are sold as standalone products to installers. We focus on delivering quality and accessible after-sales services for our products, which we believe drive customer confidence and enhance our brand. We have a pan-India presence of aftersales services through over 65 service centres as of June 30, 2025, for AC motors, gearboxes and gearmotors. We also provide after-sales service for our solar pumps and solar pumping systems through over 440 service centres across India as of the same date.

We continue to grow our business, both, organically and inorganically. For instance, we recently completed two strategic acquisitions in Fiscal 2026. We acquired 100% of the shareholding of Su-Vastika Systems Private Limited in June 2025 and acquired 50.99% of the shareholding in Statcon Energiaa Private Limited in August 2025 to enter into the power inverter, solar inverter and energy storage system markets. Given the commonalities in the supply chain, distribution network and customer segments between our existing solar products business and these newly acquired inverter and energy storage system markets, these acquisitions are expected to generate synergies and enhance our overall business and profitability.

We are led by a qualified and experienced group of professionals guided and governed by our Board of Directors. Our Promoter, Umesh Mohan Balani, has more than three decades of experience in multiple domains, including industrial drive solutions and solar products, who is supported by a strong senior management team, with an average of 19 years of experience and a Board of Directors comprising Directors with diverse backgrounds, with an average experience

of 20 years.

Certain key financial information

Key metrics	Unit	As of and for the financial year ended March 31,		
		2025	2024	2023
Financial				
Revenue from Operations ⁽¹⁾	₹ million	12,649.96	6,941.82	7,042.19
Growth in Revenue from Operations ⁽²⁾	%	82.23%	(1.43)%	N.A.
Material Margin ⁽³⁾	%	37.00%	34.02%	25.70%
EBITDA ⁽⁴⁾	₹ million	2,440.16	935.94	562.61
EBITDA Margin ⁽⁵⁾	%	19.29%	13.48%	7.99%
Restated Profit for the Year ⁽¹⁾	₹ million	1,675.19	713.76	554.49
PAT Margin ⁽⁶⁾	%	13.11%	10.02%	7.60%
Return on Equity ⁽⁷⁾	%	27.98%	16.52%	15.35%
Return on Capital Employed ⁽⁸⁾	%	28.20%	18.33%	18.89%
Net Debt ⁽⁹⁾	₹ million	832.34	419.84	(463.54)
Net Debt to EBITDA ⁽¹⁰⁾	times	0.34	0.45	-
Net Debt to Equity ⁽¹¹⁾	times	0.14	0.10	(0.13)
Net Fixed Assets Turnover Ratio ⁽¹²⁾	times	9.78	7.88	10.31
Net Working Capital Days ⁽¹³⁾	Number of days	194	213	151
Revenue from Operations (In India) ⁽¹⁾	₹ million	12,350.19	6,622.84	6,447.49
Revenue from Operations (Outside India) ⁽¹⁾	₹ million	299.77	318.98	594.70
Revenue from Operations (In India) ⁽¹⁴⁾	%	97.63%	95.40%	91.56%
Revenue from Operations (Outside India) ⁽¹⁵⁾	%	2.37%	4.60%	8.44%
Revenue-split across product categories:				
Solar Products	₹ million	10,423.93	4,664.06	4,301.11
Industrial Drive Solutions	₹ million	2,194.36	2,265.89	2,720.47
Operational				
Number of Manufacturing Facilities	#	4	4	4
Number of Solar Pumping Systems installed	#	32,053	14,731	13,810
Number of Solar Pumps sold to Installers	#	23,477	17,027	12,078
Order book - Solar Pumping Systems ⁽¹⁶⁾	₹ million	8,524.51	3,974.02	3,327.66
Number of Service Centres in India for solar pumps and solar pumping systems	#	403	318	209
Number of Installation Partners	#	12	9	8
Number of Installation Agents	#	378	244	188

Notes:

1. The above financial information has been extracted or derived from the Restated Consolidated Financial Information.
2. Growth in Revenue from Operations is calculated as a percentage of revenue from operations of the relevant year less revenue from operations of the preceding year, divided by revenue from operations of the preceding year.
3. Material Margin is calculated as revenue from operations less cost of materials consumed and changes in inventories of finished goods and semi-finished goods divided by revenue from operations.
4. EBITDA is calculated as restated profit for the year less other income add finance costs, depreciation and amortisation expense and total tax expense.
5. EBITDA Margin is calculated as EBITDA divided by Revenue from operations.
6. PAT Margin is calculated as restated profit for the year divided by total income.
7. Return on Equity is calculated as restated profit for the year attributable to owners of the company divided by net worth. Net worth is calculated as equity attributable to owners of the parent less capital reserve.
8. Return on Capital Employed is calculated as EBIT divided by Capital employed. capital employed is calculated as the sum of net worth, non-controlling interest, non-current borrowings and current borrowings while EBIT is calculated as restated profit for the year add total tax expense and finance costs.
9. Net Debt is calculated as the sum of non-current borrowings and current borrowings less cash and cash equivalents and other bank balances.
10. Net Debt to EBITDA is calculated as Net Debt divided by EBITDA.
11. Net Debt to Equity is calculated as Net Debt divided by total Equity (excluding capital reserve).
12. Net Fixed Assets Turnover Ratio is calculated as Revenue from operations for the year divided by net property, plant and equipment, right of use assets, capital work in progress, goodwill on merger, goodwill on consolidation, other intangible assets and intangible assets under development.
13. Net Working Capital Days is calculated as Net Working Capital divided by revenue from operations multiplied by 365. Net Working Capital is calculated as total current assets (excluding cash and cash equivalents) less total current liabilities (excluding current borrowings).

14. Revenue from Operations (In India) (%) is calculated as Revenue from operations (In India) divided by Revenue from operations for the relevant year.
15. Revenue from Operations (Outside India) (%) is calculated as Revenue from operations (Outside India) divided by Revenue from operations for the relevant year.
16. Order book for our solar pumping systems is defined as the value of the work orders received by us under the schemes implemented by SNAs for the installation of solar-powered pumping systems under the PM Kusum Scheme and similar state government programs, less the revenue already recognized from these allocations.

COMPETITIVE STRENGTHS

One of the key players in solar products

We entered the solar products industry in 1999 with the introduction of solar pumps, and according to the F&S Report, we were one of the early participants in the solar products industry. We believe that our in-house expertise in motor manufacturing has led us to curate a robust portfolio for solar pumps. This has also enabled us to successfully integrate our solar pumps with controllers and IoT.

We believe that our years of experience in the solar pump market has allowed us to gain insights into customer needs, preferences and market dynamics, which we have leveraged to innovate and refine our product offerings. We were also on the Pumps Sectional Committee that finalized the Indian Standard (Part 1) (First Revision) adopted by the Bureau of Indian Standards (first published in 2018). Our extensive experience and understanding of solar pump technology has enabled us to develop reliable and efficient products that meet the diverse requirements of our customers. This has helped us to expand our presence across India. As of June 30, 2025, we installed solar pumping systems in 14 states across India.

According to the F&S Report, an estimated 676,777 number of solar pumps were installed across various states under the PM Kusum Scheme between Fiscals 2023 and 2025. Of these, we (through both direct and indirect channels) supplied approximately 113,176 solar pumps, accounting for about 16.72% of the total installations by volume during this period (*Source: F&S Report*). Set out below are details of the number of our solar pumping systems installed and solar pumps sold to installers for the years indicated:

Particulars	Fiscal		
	2025	2024	2023
Number of solar pumping systems installed	32,053	14,731	13,810
Number of solar pumps sold to installers	23,477	17,027	12,078
Total	55,530	31,758	25,888

Through our experience, we have developed an understanding of India's diverse agricultural ecosystems, which helps us tailor our solar pump solutions to suit different regions. We believe that this provides us with a competitive edge over new entrants that according to the F&S Report, face significant barriers to entry, including the need to establish consistent product quality, build a trusted brand image and overcome the strong customer loyalty enjoyed by established players.

Diversified product portfolio across industrial drive solutions and solar products

We have established a diverse product portfolio across our industrial drive solutions and solar products and we sell our products under our segment specific brands including "Rotomag", "Rotomotive", "Rotodrive", "Cyclo", "Su-Vastika" and "Statcon".

Industrial drive solutions: We offer a wide range of industrial drive solutions designed to meet various industrial and commercial needs, including DC motor, AC motor, gearbox and gearmotor, drivetrain for EV manufacturers and railway products. We manufacture several variations for each of these product categories (based on capacity, power, efficiency, voltage compatibility and other technical parameters) which are used across a variety of end-use applications. For instance, we offer motors with distinct features such as the high power-to-weight ratio, flexible mounting, multiple terminal box positions and vacuum pressure impregnation. Our DC motors are available in ungeared, geared, series wound, compound wound and PMDC/BLDC variants, which are used across various industries such as

plastic processing, textile, pumps, wind energy, construction equipment, material handling, floorcare, power distribution, hoist and winch and railways. We sell our industrial drive solutions under our various brands including “Rotomag”, “Rotomotive”, “Rotodrive” and “Cyclo”. For further information, see “- Description of our Business - Products– Industrial drive solutions” on page 267.

Set out below are details of our revenue from our industrial drive solutions for the years indicated:

Particulars	Fiscal					
	2025		2024		2023	
	Amount (₹ million)	% of revenue from operations	Amount (₹ million)	% of revenue from operations	Amount (₹ million)	% of revenue from operations
AC motor	1,131.95	8.95%	1,201.08	17.30%	1,403.26	19.93%
Gearbox and gearmotor	546.12	4.32%	516.78	7.44%	514.06	7.30%
DC motors	434.79	3.44%	487.28	7.02%	724.45	10.29%
Drivetrain for EV manufacturers	32.91	0.26%	45.53	0.66%	76.95	1.09%
Railway products	48.60	0.38%	15.22	0.22%	1.76	0.02%
Total revenue from industrial drive solutions	2,194.36	17.35%	2,265.89	32.64%	2,720.47	38.63%

Solar products: Our solar products are designed to harness renewable energy, offering a range of solar pumps, solar pumping systems, inverters and energy storage systems. The solar pumps are available in both surface and submersible variants, driven by AC and DC motors, with ratings from 1.0 to 10 hp. We also specialize in the supply and installation of comprehensive solar pumping systems, which include solar pumps, controllers, modules, structures and cables. We sell our solar products under our brand “Rotomag”, “Su-Vastika” and “Statcon”. For further information, see “- Description of our Business - Products– Solar products” on page 269.

Set out below are details of our revenue from our solar products for the years indicated:

Particulars	Fiscal					
	2025		2024		2023	
	Amount (₹ million)	% of revenue from operations	Amount (₹ million)	% of revenue from operations	Amount (₹ million)	% of revenue from operations
Solar pumping systems	9,509.82	75.18%	4,101.83	59.09%	3,823.21	54.29%
Solar pumps	914.12	7.23%	562.22	8.10%	477.90	6.79%
Total revenue from solar products	10,423.93	82.40%	4,664.06	67.19%	4,301.11	61.08%

We also benefit from our recent acquisitions of Su-Vastika Systems Private Limited and Statcon Energiaa Private Limited in Fiscal 2026. These strategic transactions have enabled us to substantially diversify our product portfolio and establish a strong presence in the power inverter, solar inverter and energy storage system markets. Through these acquisitions, we have added a comprehensive range of products, including power inverters, grid-tied inverters across both lower and higher volt segments, integrated power solutions for railways, megawatt converter units for defence and green hydrogen applications, as well as chargers and related products for the power sector. These newly acquired products complement our existing solar products business, leveraging commonalities in supply chain management, distribution networks and customer segments. For instance, the addition of grid-tied inverters and energy storage systems allow us to offer comprehensive solutions for both residential and commercial solar installations, while the integrated power solutions for railways and MW converter units for defence and green hydrogen enable access to new markets. The chargers and ancillary products further strengthen our position in the broader power sector, enabling us to address the evolving needs of customers seeking reliable and efficient energy solutions. By integrating these products into our portfolio, we are expanding our addressable market as well as creating significant cross-selling opportunities and operational synergies.

Our diversified product portfolio enables us to offer integrated solutions for all industrial drive and solar products requirements. Our extensive design and technological capabilities and manufacturing excellence also allow us to

provide customized offerings to meet the specific requirements of our customers, ensuring optimal performance and efficiency. By serving multiple and complementary markets through an integrated platform, we reduce our reliance on any single product or industry, which in turn de-risks our business from market fluctuations and industry cycles.

Strong product design and development expertise

Being a design-focused manufacturer, we place key focus on design capabilities and customization. Our commitment to design, coupled with our extensive industry experience, enables us to continuously innovate and introduce new products that meet the evolving needs of our customers. Our design-focused approach and diverse products (such as DC motors, PMDC motors, BLDC motors, AC motors and PMSM) enable us to design, develop and deliver customized solutions that provide us with a competitive edge in the market. We are supported by a dedicated design team comprising 36 members, as of June 30, 2025. Our expenses towards designing amounted to ₹19.78 million, ₹16.00 million and ₹12.76 million in Fiscals 2025, 2024 and 2023, respectively, which represented 0.16%, 0.23% and 0.18%, respectively, of our revenue from operations during the same periods.

We have a proven track record of introducing products that address the specific needs of various industries. Our expertise in drivetrain, motor design and control systems has resulted in the successful launch of several new products. For example, in Fiscal 2024, we redesigned the enclosure of our solar controller, transitioning from mild steel (MS) sheet metal to engineering plastics. This change resulted in several benefits: the new enclosure is easier to assemble, distinctive and better suited for rapid production due to a reduced number of components. Additionally, the use of engineering plastics has enhanced the reliability and corrosion resistance of the enclosure, while also contributing to improved cost-effectiveness.

Earlier design of enclosure for solar controller



New design of enclosure for solar controller



Some of our other innovative applications include: (i) IE4 and IE5 motors; (ii) BLDC solar pumps; (iii) IoT integration with solar pumps; (iv) smart motors with controllers; (v) drivetrains for EV manufacturers; and (vi) PMSM.

We place key emphasis on the quality and durability of our products. Our dedication to delivering high-quality pumps and motors, combined with over three decades of operational excellence, has significantly enhanced our brand recognition, fostering a marquee customer base. Each product is designed to meet the highest standards of performance and reliability, which empowers us to strategically position our products in direct comparison with those offered by multinational and global competitors. Our diverse product portfolio not only helps us attract new customers and broaden our market presence but also strengthens our industry standing and reduces business risks by minimizing reliance on any single product or end-use market segment.

Marquee customer base supported by a pan-India after-sales support network

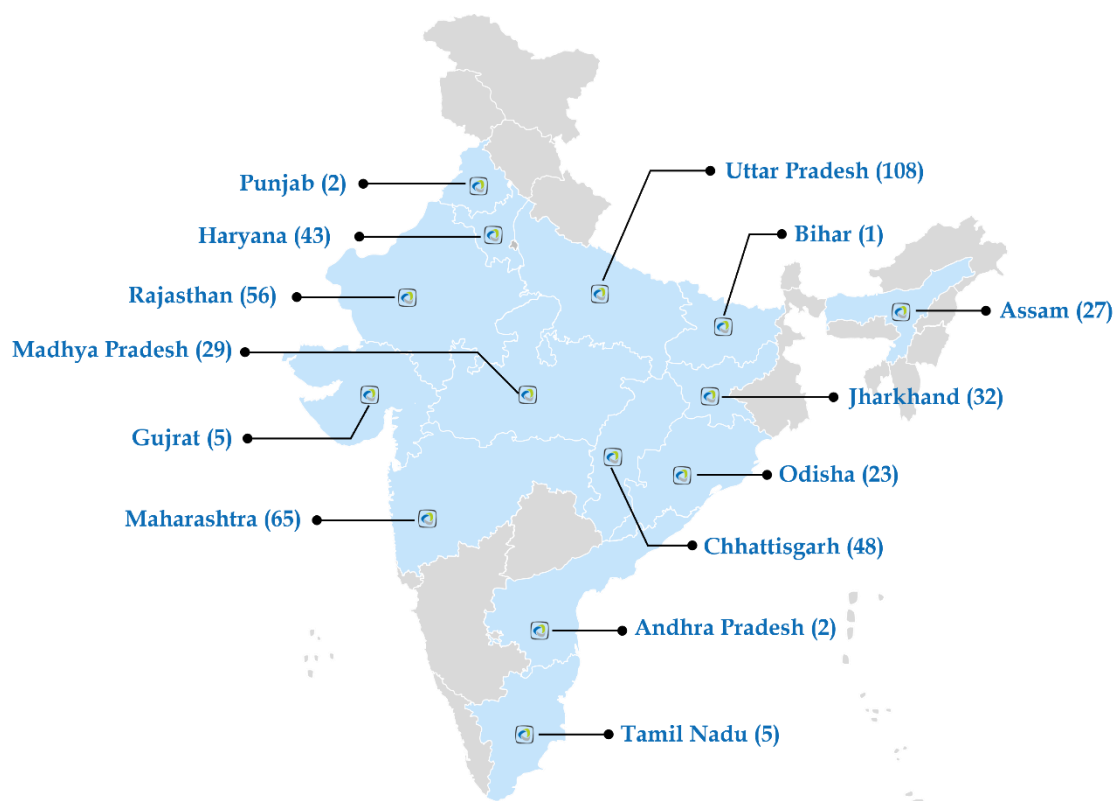
We have established strong relationships with our Indian and international customers from various sectors, such as Grundfos Pumps India Private Limited, Vilma AB, Power Build Private Limited, Luwa India Private Limited, Fluid Logic Systems Pvt. Ltd, Conmat Heavy Industries Private Limited (formerly known as KYB Conmat Pvt. Ltd.), EMH Crane Components Pvt. Ltd., Green Shuttle Technology Private Limited, Savy Electric Vehicles Private Limited, Sicoma Mixers India Pvt. Ltd., Trans Power Equipment, Batliboi Ltd., Zenmo Private Limited, Dinamic Oil India Pvt. Ltd, Premier Energies Limited, Radiant Precicom Industries Private Limited and Lokesh Electricals Pvt. Ltd. Further,

we have also supplied products to the railway sector. In addition, we have executed solar pumping projects under the PM Kusum Scheme and other initiatives for government authorities of various states in India including, among others, Maharashtra, Rajasthan, Haryana, Uttar Pradesh, Assam and Chhattisgarh. Further, Zidan Commercial Private Limited and Varyaa Renewables Private Limited represent our customers for solar pumps.

For our industrial drive solutions business, our ability to develop customized products and our commitment to provide effective customer service has resulted in customer retention.

For our solar products business, we have established a robust two-tier network across India to support customer acquisition, ensure smooth project execution and facilitate the recovery of receivables from our solar products. The upper tier of this network comprises 12 installation partners who oversee and coordinate large-scale operations, as of June 30, 2025. The lower tier consists of 378 installation agents, ranging from prominent dealers and traders to small agricultural field operators and shop owners, as of the same date. Our installation partners and installation agents are instrumental in acquiring customers, managing documentation, conducting site surveys and handling the installation, commissioning, inspection of our solar pumping systems and recovery of receivables. This comprehensive network enables us to deliver efficient and reliable service to our customers throughout the country.

Further, we place strong emphasis on delivering quality and accessible after-sales services, which we believe are crucial for driving customer confidence and enhancing our brand reputation. As of June 30, 2025, we have established a pan-India presence of after-sales services through over 65 service centres for our AC motors, gearboxes and gearmotors. Similarly, to provide after-sales service to the customers of our solar pumps and solar pumping systems, we have established over 440 service centres across India, as of the same date. Set out below is a pictorial representation of our service centres for solar pumps and solar pumping systems across India as of June 30, 2025:



This extensive service network ensures that our customers receive timely and efficient support, thereby minimizing downtime and maximizing the performance of our products. The commitment to quality after-sales service is a testament to our dedication to customer satisfaction and long-term relationships.

Deep know-how of critical processes backed by a dedicated supply chain

We focus on certain critical processes involved in product development including designing, manufacturing, assembly, painting and finishing and testing. We utilize design software such as Maxwell Ansys (simulation), KISSsoft (gear service factor and bearing life calculation), Solidworks (3D CAD & CAE) and KeyShot (Rendering software) for precise product design, along with rapid prototyping and solid modelling. Our specialized manufacturing capabilities include heat shrinking of rotors, special magnet encapsulation, automatic coil winding, trickle and vacuum impregnation, winding encapsulation, 2.5-grade balancing, automatic coil insertion in stators, brazing, gear grinding, automated testing and data acquisition. We undertake an assembly process involving stator assembly, motor assembly, controller assembly and pump head integration with motors. We ensure finishing with conveyerized painting and CED coating options. Additionally, we implement automated line testing and data acquisition at every process stage to maintain stringent quality control and traceability, highlighting our commitment to excellence and innovation throughout the product development stages.



We have entered into arrangements with third-parties to procure semi-finished goods for certain of our product offerings. As of June 30, 2025, we engaged 22 partners to undertake metal works or supply of semi-finished goods. This approach allows us to focus our internal resources and expertise on our core processes, thereby enhancing our operational efficiency and product quality. By leveraging the capabilities of multiple external partners, we are able to optimize costs through competitive pricing and economies of scale, while also reducing our capital expenditure on infrastructure and equipment for these non-core activities. Moreover, outsourcing to a diversified pool of partners further mitigates our exposure to supply chain risks, as it reduces dependency on any single partner and ensures continuity of operations even in the event of disruptions affecting one or more partners. This multi-partner strategy also enables us to benefit from the specialized skills and technologies of our partners, leading to improved turnaround times and increased overall efficiency.

As of the date of this Draft Red Herring Prospectus, we operate six manufacturing facilities, out of which three facilities are situated in Anand, Gujarat, one facility is situated in Satara, Maharashtra, one facility is situated in Gurugram, Haryana and one facility is situated in Hapur, Uttar Pradesh. These facilities are spread across a total land area of over 55,000 square meters, as of the same date. For details of our installed capacity and capacity utilization, see “- *Description of our Business – Manufacturing Facilities – Installed Capacity and Capacity Utilization*” on page 272. A majority of our manufacturing facilities have dedicated lines for manufacturing specific products. Certain of our manufacturing facilities are accredited with quality certifications including ISO 9001:2015, ISO 45001:2018 and ISO 14001:2015.

Further, our in-house manufacturing capabilities of certain products benefit the production of certain other product offerings. For instance, the motors and controllers that we produce in-house, serve as key components in the solar pumps manufactured by us. In addition, we are equipped to manufacture gearboxes and gearmotors in our facilities, which are used in the production of smart motors and drivetrains for EV manufacturers. We use these for captive consumption in our manufacturing processes, which significantly improves our operational efficiency and enhances our ability to customise the final products. In addition, the capability to manufacture a comprehensive range of motors and gearboxes in-house benefits us, in terms of quality control, reduced costs, reduced lead time and increased speed of delivery to customers.

Experienced promoters supported by a skilled management team

We are led by our Promoter, Umesh Mohan Balani, who has more than three decades of experience across multiple domains including industrial drive solutions and solar products and has been instrumental in the growth of our business.

Our Promoters are supported by a qualified and dedicated senior management team in our day-to-day operations that enables us to capture market opportunities, formulate and execute business strategies, manage customer expectations, and proactively manage changes in market conditions. Kuldeep Singh, our Chief Financial Officer has over 17 years of experience in the finance sector. Surendran Gopal Menon, Director – Operations of one of our Material Subsidiary, Rotomotive Powerdrives India Limited, has over 39 years of professional experience. Raj Praveen Kumar, Director – Sales & Marketing of one of our Material Subsidiary, Rotomotive Powerdrives India Limited, has more than 28 years of experience in industrial sales. Vijayjeet Indrajeet Choudhary, Chief Operating Officer of one of our Material Subsidiary, Rotomotive Powerdrives India Limited, has over 18 years of expertise in the manufacturing sector. Prabhat Srivastava, Chief Executive Officer – Solar off-grid of our Company, has more than 20 years of experience in agri-business. Bipinchandra Ratilal Upadhyay, General Manager – Product Development and Operations of one of our Material Subsidiary, Rotomotive Powerdrives India Limited, has over 36 years of experience in gearbox manufacturing. Sachin Subhashchandra Mulay, General Manager – Projects of our Company, has over 11 years of experience in purchase and project management in renewables. Shibani Dam, Deputy General Manager – Human Resources of our Company, has over 22 years of experience in the human resource development sector. Our management team has been instrumental in the expansion of our product portfolio and bolstered our manufacturing and technological capabilities.

We also benefit from the leadership of an experienced board of directors. We believe that the combination of our experienced Board of Directors, Promoter and Management team positions us well to capitalize on future growth opportunities.

Robust financial health and performance

We have demonstrated a strong financial performance with significant growth in our revenue from operations. Driven by our operational capabilities, we have been able to minimize costs and improve our margins. Our EBITDA has shown substantial growth, reflecting improved efficiency and profitability. Our restated profit for the year has also recorded healthy growth between Fiscal 2023 and Fiscal 2025.

Set out below are certain key financial information and ratios for the years indicated:

Particulars	Fiscal 2025	Fiscal 2024	Fiscal 2023	CAGR (Fiscal 2023 to Fiscal 2025) (%)
Revenue from operations (₹ million)	12,649.96	6,941.82	7,042.19	34.03%
Material Margin (%)	37.00%	34.02%	25.70%	NA
EBITDA (₹ million)	2,440.16	935.94	562.61	108.26%
EBITDA Margin (%)	19.29%	13.48%	7.99%	NA
Restated Profit for the year (₹ million)	1,675.19	713.76	554.49	73.81%
PAT Margin (%)	13.11%	10.02%	7.60%	NA

Notes:

1. Growth in revenue from operations is calculated as a percentage of revenue from operations of the relevant year less revenue from operations of the preceding year, divided by revenue from operations of the preceding year.
2. Material Margin is calculated as revenue from operations less cost of materials consumed and changes in inventories of finished goods and semi-finished goods divided by revenue from operations.
3. EBITDA is calculated as restated profit for the year less other income add finance costs, depreciation and amortization expense and total tax expense.
4. EBITDA Margin is calculated as EBITDA divided by revenue from operations.
5. PAT Margin is calculated as restated profit for the year divided by total income.

Further, our growth is also reflected through an increase in our order book for solar pumping systems. Set out below are details of our order book of solar pumping systems as of the dates indicated:

Particulars	As of August 31, 2025	As of March 31,		
		2025	2024	2023
		(in ₹ million)		
Solar pumping systems	9,380.33	8,524.51	3,974.02	3,327.66

Note: Order book for our solar pumping systems is defined as the value of the work orders received by us under the schemes implemented by SNAs for the installation of solar-powered pumping systems under the PM Kusum Scheme and similar state government programs, less the revenue already recognized from these allocations.

Our EBITDA grew at a CAGR of 108.26% between Fiscals 2023 and 2025, which according to the F&S Report, was one of the highest amongst the peers considered as part of the F&S Report.

We believe our robust financial health is a key contributor to our success, particularly for our solar products, as it enables us to effectively manage and mitigate the challenges inherent in the solar products market, such as margin fluctuations and high debtor days. Our revenues from solar products increased from ₹4,301.11 million in Fiscal 2023 to ₹10,423.93 million in Fiscal 2025, which underscores our capability to navigate through financial pressures and maintain our market position.

Our financial strength is a testament to our strategic financial management and operational efficiency, which have collectively fortified our position in the industry. This stability empowers us to invest in innovation, enhance our product offerings, and provide exceptional after-sales service, thereby reinforcing our commitment to excellence and customer satisfaction. We believe that our robust financial position illustrates not only the growth of our operations over the years, but also the effectiveness of allocation of our capital and profitability across our product verticals. For further information, see “- Overview - Certain key financial information” on page 255.

STRATEGIES

The strategies described below have been approved by the Board of Directors at their meeting held on September 26, 2025.

Capitalize on industry tailwinds for our existing product segments

We intend to leverage our manufacturing capabilities in industrial drive solutions and solar products to continue achieving greater market shares in our existing products.

Solar pump and pumping systems: In Fiscal 2025, the Indian market for solar pumps was valued at ₹53,000 million. It is projected to grow at a CAGR of approximately 21.4% between Fiscals 2025 and 2030 to reach ₹140,000 million by Fiscal 2030 (*Source: F&S Report*). According to the F&S Report, the Government of India launched the PM Kusum Scheme, which contains (under Component B) the installation of 20 lakh standalone solar powered agriculture pumps. For solar pumps and solar pumping systems, we plan to increase the number of installation partners and installation agents and promote our brand. We also intend to develop a customised solar pumps installation and project management software or mobile application for real-time tracking of nationwide installations that are carried out by various installation partners and installation agents. This digitized project management would enable us to reduce the time to carry out the installations and documentation, which in turn would improve our receivables cycle. Additionally, we seek to employ applications for optimizing service and spares delivery that would provide us with distinctive advantages in terms of efficiency in service delivery.

Solar and power inverter and solar rooftop installation: According to the F&S Report, India’s total installed power capacity reached 456.7 GW in November 2024, with renewables accounting for 47.0% (209.4 GW). The country’s push for energy security and carbon reduction has led to increasing solar adoption across residential, commercial and industrial segments (*Source: F&S Report*). Further, the PM Surya Ghar: Muft Bijli Yojana targets rooftop solar installation in 10 million households by Fiscal 2027, with a ₹75,021 crore budget (*Source: F&S Report*). To capitalize on this growing demand, we acquired 100% of the shareholding of Su-Vastika Systems Private Limited in June 2025 and acquired 50.99% of the shareholding in Statcon Energiaa Private Limited in August 2025 to enter into the power inverter, solar inverter and energy storage system markets. Further, we plan to enter into the business of solar rooftop installations through organic or inorganic methods. We intend to leverage our existing network of installation partners

and installation agents, supply chain and customer base of solar products to market our solar and power inverters (both hybrid and off-grid) and energy storage systems.

DC motors and AC motors: According to the F&S Report, the global motors market was valued at US\$24,000.00 million in 2024, and it is projected to grow at a CAGR of 3.8% between 2024 and 2029, reaching US\$28,900.00 by 2029. Further, in Fiscal 2025, the Indian market for industrial electric motors was valued at ₹95,000.00 million, and it is projected to grow at a CAGR of approximately 6.0% between Fiscals 2025 and 2030, reaching ₹127,000.00 million by Fiscal 2030. (Source: F&S Report)

According to the F&S Report, the BLDC motor market in India is experiencing significant growth due to increasing demand in the automotive, home appliances and industrial automation sectors. The market is expected to grow at a CAGR of over 8.4% in the next five years, driven by the demand for energy-efficient solutions and the adoption of electric vehicles and smart home appliances (Source: F&S Report). To capitalize on these opportunities, we aim to offer customized solutions with better product development cycles, collaborate with technology partners, invest in market/customer access by strengthening and expanding our OEM base and improve our operational efficiencies.

According to the F&S Report, sales of permanent magnet (“PM”) AC motors are expected to increase at the global level because of their advantages, such as high-power density and higher energy efficiency of synchronous motors. We aim to achieve greater market access through strengthening and expanding our distribution network, offering a standard lower-cost range, and developing IE5 and IE4 motors. We intend to also move to mass customization from customer-specific solutions and invest our capacity for mass customized ranges.

Gearboxes and gearmotors: According to the F&S Report, the Indian industrial gearbox market is expected to grow at a 8.3% CAGR and generate ₹34,000 million in sales between Fiscals 2025 and 2030. For gearboxes and gearmotors, we aim to develop a new better margin helical range of products. We intend to also create a separate division and business development team, lower our turnaround time for gears and create a brand image in specific segments of gearboxes and gearmotors.

To expand our AC motors, gearboxes and gearmotors, we will continue to adopt a more granular approach to sales tracking, allowing timely course corrections. To drive our growth, we seek to identify key thrust products such as flameproof motors, brake motors, PMSM and new gearbox series, and will map focused customers and dealers for each, with clear targets and timelines. We aim to monitor our progress, continue the growth incentives for dealers, leverage our salesforce for tracking new customer conversions, and engage external consultants to identify and address market gaps and implement recommendations after thorough review.

EV drivetrain: According to the F&S Report, the Indian EV drivetrain industry, projected to reach ₹600,000 million by Fiscal 2030, faces significant challenges due to its heavy reliance on imported drivetrain components, which hampers local innovation and increases production costs. (Source: F&S Report). To establish ourselves in this segment as an important player, we plan to have a dedicated team for rapid development of custom solutions, establish partnerships with international technology providers and acquire businesses to enhance our electronics capabilities. Our strategy also involves targeting E3W and cargo vehicles with motors having power-dense windings and offering electro-mechanical and drive solutions. Our in-house expertise in manufacturing motors, gearboxes and controllers provide us with competitive advantages over other domestic players in this segment.

Railway products: In Fiscal 2025, Indian Railways received a capex allocation of ₹2.52 trillion, marking a 5% increase from the previous year. (Source: F&S Report) In order to capitalize on the opportunity presented by railway products, we have already started supplying BLDC carriage fans to Railways and are at various stages of approvals for products such as point machines, auxiliary motor and traction motors. Upon receipt of requisite approvals, our strategy includes accelerating the revenue scale-up through consistent order booking, operational efficiency by leveraging our existing infrastructure and cost reduction, as well as introducing high elements of mechanization/automation.

Enhance our product innovation and design capabilities, and introduce new products

We are a design-focused company committed to driving innovation by leveraging our technical expertise and design capabilities. We are supported by a dedicated design team comprising 36 members, as of June 30, 2025. Product development, innovation and customisation form an integral part of our growth strategy. In the recent past, we have

developed various products including AC solar pumps (surface and submersible), IE4 and IE5 motors, drivetrain for L5 E3W and E4W manufacturers, new series of worm gearbox and BLDC carriage fans.

We aim to continually enhance our innovation capabilities, design processes and in-house testing facilities. Further, we aim to attract engineering talent from colleges in Vidyanagar in Anand regions by engaging with students through collaborative projects and regular training programs. We are committed to equipping our teams with software tools to facilitate thorough analysis prior to prototyping. Additionally, we will continue to invest in testing facilities, motivating engineers to design, test, and validate their innovations to ensure product reliability and concept verification.

By leveraging our new product development expertise, we aim to develop new products to meet the diverse needs of the industries and capitalize on the rising demand for pumps and motors in both domestic and international markets. Certain ongoing key development initiatives within our existing product portfolio include:

Products	New Product Development initiatives	Target end-user
DC motors	Smart BLDC motors with controllers	Floor care and hydraulic powerpacks
AC motors	IE5 and IE4 motors	General equipment manufacturers and construction equipment OEMs
Gearboxes and gearmotors	Expansion of the 'Magnus' series inline helical gearbox	Material handling equipment pumps and compressors OEMs
Drivetrain for EV manufacturers	Drivetrain for L5 E3W and E4W manufacturers	E3W and E4W OEMs
Railway products	Auxiliary motors and traction motors	Railway sector
Solar pumps and pumping systems	More variants such as helical pump	Indian farmers
Solar inverters	Off-grid and on-grid inverter	Urban, semi-urban and rural households

We have established a dedicated team focused on ongoing improvements to the design framework and user interface of our products and related solutions, and we possess the capabilities to design, develop, and manufacture products that enhance our product portfolio. Our goal is to continuously identify the requirements for new products and applications required by our customers and provide solutions by either modifying existing products or developing new ones using the existing technology and product platforms. In addition to the introduction of new products through our in-house design and development capabilities, we will also continue to add new technology and products to our portfolio through collaboration with third parties.

Pursue inorganic growth through strategic acquisitions and collaborations

We have and may continue to consider opportunities for inorganic growth through acquisitions. By integrating complementary products into our portfolio, we aim to capture a larger share of customer spending, deepen our technical expertise, attract new clients for cross-selling our existing offerings, and capitalize on adjacent customer segments, markets, and supply-chain opportunities. These acquisitions will also enable us to leverage and further strengthen our distribution network, empowering channel partners to expand their own businesses through a broader product portfolio. For instance, we acquired Cyclo in Fiscal 2022 to acquire expertise in planetary and cycloidal gearboxes and to reinforce our gearbox portfolio. Further, we acquired 100% of the shareholding of Su-Vastika Systems Private Limited in June 2025 and acquired 50.99% of the shareholding in Statcon Energiaa Private Limited in August 2025 to enter into the power inverter, solar inverter and energy storage systems markets. These acquisitions would complement our solar pump business and serve the same customer base. By leveraging our existing sales channels, we aim to accelerate the expansion of these new businesses.

Going forward, our potential targets may be solar rooftop installers, corporates and start-ups specialising in energy efficient motors and controllers across various industries including EV. In addition, we may consider exploring strategic partnerships with international companies, particularly for AC motor parts, EV parts, gears, and electronics and inverters to rapidly scale up our capacity and expand to global markets.

We have developed a disciplined strategy for acquisitions. For determining the suitability of a potential target, we determine the strategic fit based on four parameters, i.e., product and technology, market, supply chain and manufacturing processes. We will proceed with a transaction only upon discerning substantial synergies. In addition,

we also focus on other factors including expertise and integrity of the management team, technological capabilities, financial health, valuation and expected return on capital to be deployed. Any acquisition will be subject to a thorough diligence by us and obtaining any required corporate, lender and regulatory approvals.

Increase geographical penetration and expansion of addressable market

We intend to further deepen and grow our presence and increase the sale of products by adding new distributors and customers in existing and new markets.

We aim to increase our geographical presence for solar products by strengthening our network of installation partners and installation agents. As of June 30, 2025, we had a network of 12 installation partners and 378 installation agents. We intend to deepen our presence in existing states and enter new states by onboarding additional qualified partners, supported by targeted marketing and operational initiatives. This strategy is expected to enhance our market reach, improve customer access and support sustainable growth.

We seek to expand our network of distributors in India supported by our service centre network. As of June 30, 2025, we have a distribution network of over 320 dealers across India to sell a portion of our AC motors and gearboxes. As of June 30, 2025, we have established a pan-India presence of after-sales services through over 65 service centres for our AC motors, gearboxes, and gearmotors. Going forward, we intend to increase our distributors for AC motor and gearbox, particularly, in Delhi, Ludhiana, Rajasthan, Ahmedabad, Vadodara, Mumbai, Pune, Bangalore and Chennai, and set up new service centres for AC motor, gearbox and gearmotor in Kolkata, Jamshedpur, Andhra Pradesh, Telangana, Chhattisgarh, Odisha, Bhopal, Karimnagar, Ludhiana, Surat and Aurangabad.

We intend to increase the share of business from new customers, by focusing on expansion of our sales force, targeted outreach to OEM customers for creating demand, securing approvals from large corporates and consultants, faster turnaround times and customised solutions. We aim to provide more efficient solutions, with an emphasis on IE4 and IE5 ranges, as well as specialised offerings such as flameproof motors, brake motors and motors for fire-fighting pumps. To augment reach and responsiveness, we aim to deploy targeted social-media and digital campaigns. We plan to continue our usage of Salesforce to acquire and retain our engagement with customers. Collectively, these initiatives are expected to enhance customer acquisition and strengthen overall brand visibility.

Continue to focus on digitization and automation measures

We intend to prioritize digitization and automation across our business processes. By integrating digital technologies such as IoTs in manufacturing processes, testing, data and document management, digitised project management and remote monitoring of installed pumps, we seek to control and streamline our operations and integrate our business data. We aim to adopt digitization and automation in each process of our supply chain, from customer acquisition, order processing, production planning, strategic sourcing, supply-chain coordination, quality control, asset tracking and after-sales service. This comprehensive approach is designed to enable a seamless, transparent, unified view of data, enabling us to navigate a diversified, multi-product, multi-market portfolio with speed and precision. Additionally, visibility into manufacturing output, inventory levels, receivable cycles and cost drivers is expected to strengthen operational efficiency, enhance decision-making and contribute meaningfully to improvements in our financial performance.

We outsource non-core operations and processes to specialized vendors. By leveraging a dedicated software or application to monitor vendor performance, we seek to intervene proactively whenever delays occur at any intermediate stage. This approach will shorten lead times, reduce inventory, heighten agility and allow us to achieve our delivery commitments. These strategic initiatives are designed to position the company as a leader in innovation, accelerate product development, enhance responsiveness to customer demands, standardize business processes, deliver superior value to customers, and support sustainable, scalable growth in the Indian and global markets.

In addition, we intend to manage the after-sales support for our products, particularly our solar pumps and solar pumping systems, through the deployment of advanced complaint management system such as IVRS, chatbots, and an integrated ticket-management system that logs every customer issue and facilitates the coordination and monitoring of field repairs conducted by our nationwide service centres and third-party service providers. We aim to implement a robust customer feedback system, which will allow us to gather insights directly from our customers about their

experiences and areas needing enhancement. Further, we intend to invest in training programs for after-sales service teams to ensure that they are well-equipped with the latest knowledge and skills to address customer issues promptly and effectively. We believe that these initiatives, once implemented, can significantly enhance our after-sales service experience, leading to higher customer satisfaction and retention, in addition to reinforcing our brand image and reputation.

De-leveraging and liquidity optimization

Our total borrowings amounted to ₹7,045.21 million as of August 31, 2025. We intend to utilize a portion of the Net Proceeds towards full or partial repayment or prepayment of a portion of our remaining borrowings. By repayment of our borrowings ahead of maturity, we aim to (i) reduce our gross debt; and (ii) improve our net debt to equity ratio. We expect this to also result into a higher interest-coverage ratio, improved cash-flow generation and enhanced headroom for future strategic initiatives. We also seek to strengthen our credit profile, which in turn will enable us to facilitate more favorable terms for any future borrowings, and provide us with the flexibility to explore diversified funding sources.

We also intend to utilise a portion of the Net Proceeds for funding our working capital requirements. Our working capital requirements are dependent on various factors, including current order book, anticipated order wins, and the margin money needed to support bank guarantees during order execution for our business, especially our solar pumping solutions business. The infusion of funds into our operating cycle is intended to mitigate our dependence on short-term borrowings, improve cash-flow mismatches and preserve our sanctioned working-capital limits for exigencies.

For further details, see “*Object of the Offer*” on page 114.

Market opportunity (Source: F&S Report)

India's power demand is expected to rise by 5% annually from 2018 to 2040, driven by economic growth, urbanization, and increased adoption of energy-intensive technologies like air conditioning and electric vehicles. Key drivers of increased energy demand include India's expanding economy, population growth, technological adoption, government policies aimed at improving energy access and promoting economic development, and climate change, which can lead to increased use of cooling systems and higher electricity demand. (Source: F&S Report)

Solar products:

The global solar pump market is on a steady growth trajectory, propelled by technological advancements, supportive governmental initiatives, and an increasing shift toward renewable energy sources. Governments worldwide are promoting solar energy adoption by offering incentives, subsidies, and favourable policies, such as equipment purchase subsidies, financing options, and tax credits. These measures reduce the upfront costs of investing in solar pumping systems and serve as a strong incentive for individuals and businesses to adopt this sustainable energy solution. The trend is expected to continue in regions with abundant sunlight and agriculture-dependent economies.

In Fiscal 2025, the Indian market for solar pumps was valued at ₹53,000 million. It is projected to grow at a CAGR of approximately 21.4% between Fiscals 2025 and 2030 to reach ₹140,000 million by Fiscal 2030. The Government of India launched the PM Kusum Scheme which contains (under Component B) the installation of 20 lakh standalone solar powered agriculture pumps. (Source: F&S Report)

The PM Kusum Scheme, launched in 2019, aims to install 20 lakh standalone solar pumps and solarize 15 lakh grid-connected agricultural pumps in India. This initiative, which accounts for over 80.0% of freshwater usage, is particularly beneficial in remote and off-grid areas where electricity access is limited. The program aims to reduce farmers' dependence on diesel and conventional electricity sources. (Source: F&S Report)

Certain key growth drivers for the domestic solar pumps market include abundant sun days and solar energy potential, falling solar module prices, rising incomes and increased awareness of efficient irrigation systems, need for sustainable and eco-friendly solutions, inadequate grid coverage, cost-effectiveness as compared to diesel and grid-connected fuels, lack of irrigation solutions and crop diversification. (Source: F&S Report)

India's rooftop solar capacity grew substantially in 2024, adding 3.2 GW, an 86% increase from the previous year, bringing the total to 13.7 GW by December 2024. Residential consumers, supported by government programs, accounted for 74.0% of these installations. The PM Surya Ghar: Muft Bijli Yojana targets rooftop solar installation in 10 million households by Fiscal 2027, with a ₹75,021 crore budget. India's solar inverter industry is pivotal in its renewable energy journey, driven by technological innovations and a strong push for sustainable energy sources. These factors collectively drive the rapid growth of India's domestic solar inverter market, reinforcing the nation's commitment to sustainable energy. (Source: F&S Report)

Industrial Drive Solutions:

The global motors market is significantly driven by the increasing emphasis on energy efficiency. Governments and regulatory bodies worldwide are implementing stringent energy consumption standards and regulations to reduce environmental impact. The expansion of renewable energy sources, such as wind and solar, necessitates the use of high-performance motors for energy generation and distribution systems. The shift towards greener sources of energy is fostering the development of new motor technologies that are compatible with renewable energy applications. The global motors market was valued at US\$24,000.00 million in 2024, and it is projected to grow at a CAGR of 3.8% between 2024 and 2029, reaching US\$28,900.00 by 2029. Further, in Fiscal 2025, the Indian market for industrial electric motors was valued at ₹95,000.00 million, and it is projected to grow at a CAGR of approximately 6.0% between Fiscals 2025 and 2030, reaching ₹127,000.00 million by Fiscal 2030. (Source: F&S Report)

The EV industry is on the brink of significant growth, and the launch of the EMPS (Electric Mobility Promotion Scheme) 2024, extending incentives for two and three-wheelers, is expected to accelerate its upward trajectory further. The Production Linked Incentive Scheme for automobile and auto component industry in India aims to enhance India's manufacturing capabilities for Advanced Automotive Technology products with a budgetary outlay of ₹25,938 crore, and supports the domestic manufacturing of key EV drivetrain components to boost India's EV ecosystem (including battery packs, battery management systems, electric motors (PMSM, induction motors), power electronics controllers (inverters, motor controllers and DC-DC converters), onboard chargers, electric axles, transmissions, and vehicle control units). Favorable policies, falling battery costs and urban logistics growth are key enablers of drivetrain market expansion across segments. (Source: F&S Report)

Description of our Business

Products

Our product portfolio comprises a wide range of products under our two major offerings, i.e., industrial drives solutions and solar products.

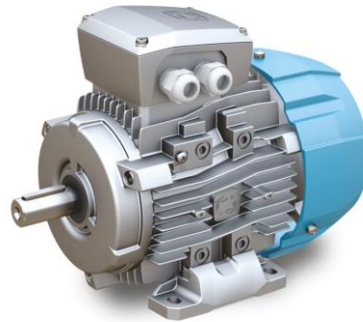
Industrial drive solutions

- DC motor: We offer an extensive range of precision-built DC motors, tailored for battery-driven applications across industries. Our product portfolio includes ungeared as well as geared BLDC motors and PMDC and DC motors.



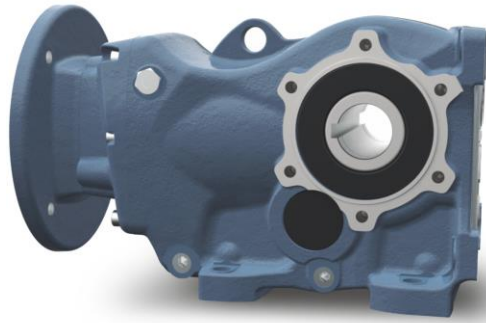
DC Motor

- AC motor: We offer a range of AC motors, including asynchronous IEC frame size motors, crane duty motors, brake motors, crane duty brake motors, IE4 and IE5 PMSM for firefighting pumps and flame proof motors across IE2, IE3, IE4, and IE5 efficiency classes.



AC Motor

- Gearbox and gearmotor: We offer a range of gearboxes and gearmotors with applications in multiple end user industries. Our product portfolio includes worm, bevel, inline helical, bevel-helical, and in-parallel shaft helical.

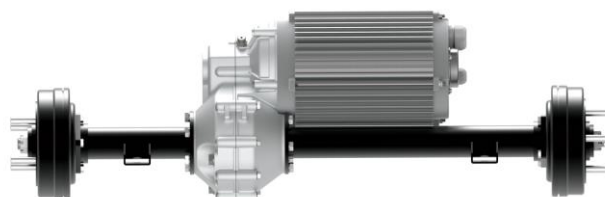


Gearbox



Gearmotor

- Drivetrain for EV manufacturers: We offer various types of drivetrain for EV manufacturers comprising motors, controllers, gearboxes and differentials for EVs including 3-wheelers and commercial 4-wheelers. Our product portfolio includes 'E2 series' drivetrain for light L3 category 3-wheelers and e-rickshaws, 'E6' series drivetrain for L5 category 3-wheelers, mid-sized 3-wheelers, e-rickshaws, small cargo vehicles and golf cart, 'E15' series drivetrain for small and mid-sized commercial and cargo 4-wheelers.



Drivetrain

- Railway products: We are currently manufacturing and selling BLDC carriage fans to the railway sector.



BLDC Fan for Railways

Further, in relation to our products catering to the railway sector, we have developed two models of point machines, five models of auxiliary motors and one model of traction motor. These products are currently in various stages of evaluation and approval by the railway sector. Upon successful completion of such evaluations, we will obtain approval for the sale of these products and will subsequently commence production.

Solar products

- **Solar pumping systems:** We install solar pumping systems by participating in tenders published by MNRE through SECI and various SNAs. As of June 30, 2025, we installed solar pumping systems in 14 states across India. We have engaged 12 installation partners who in turn work with more than 378 installation agents, as of the same date, for purposes of acquiring customers, managing documentation, conducting site surveys and handling the installation, commissioning, inspection of our solar pumping systems and recovery of receivables.

We have established a nationwide footprint for our solar pumping systems, supported by our installation partners and installation agents who oversee on-site installation, coordinate inspections with third-party or nodal-agency officials, provide initial after-sales assistance, and prepare the documentation necessary for nodal agencies to authorize our invoices. Set out below are details of the number of our solar pumping systems installed across India during the years indicated:

	Fiscal		
	2025	2024	2023
Number of Solar Pumping Systems installed	32,053	14,731	13,810

Set out below are details of our revenues from various states for our solar pumping systems during the years indicated:

Particulars	Fiscal					
	2025		2024		2023	
	Amount (₹ million)	% of revenue from operations for solar pumping systems	Amount (₹ million)	% of revenue from operations for solar pumping systems	Amount (₹ million)	% of revenue from operations for solar pumping systems
Maharashtra	5,554.25	58.41%	311.45	7.59%	169.79	4.44%
Rajasthan	1,650.75	17.36%	558.53	13.62%	1,267.66	33.16%
Haryana	792.16	8.33%	2,021.69	49.29%	979.07	25.61%
Uttar Pradesh	514.44	5.41%	114.34	2.79%	29.09	0.76%
Chhattisgarh	389.24	4.09%	550.31	13.42%	255.78	6.69%
Assam	210.83	2.22%	539.89	13.16%	426.58	11.16%
Other states*	398.14	4.19%	5.63	0.14%	695.24	18.18%
Total	9,509.82	100.00%	4,101.83	100.00%	3,823.21	100.00%

*Other states include Jharkhand, Tamil Nadu, Karnataka, Gujarat, Madhya Pradesh, Punjab, Odisha and Telangana.

- **Solar pump:** Our product portfolio includes DC submersible pump, AC submersible pump, DC surface pump, AC surface pump with ratings ranging from 1.0 to 10 hp.



Solar Pumps

Set out below are details of the number of our solar pumps sold during the years indicated:

	Fiscal		
	2025	2024	2023
Number of pumps sold to installers	23,477	17,027	12,078

- Power inverter, solar inverter and energy storage system: We cater to the power inverter, solar inverter and energy storage system markets through our Subsidiaries, Su-Vastika Systems Private Limited and Statcon Energiaa Private Limited, respectively. We offer uninterrupted power supplies through inverters (including on-grid solar inverters, and microgrid and minigrid inverters), energy storage systems and solar hybrid PCU.

Manufacturing Facilities

As of the date of this Draft Red Herring Prospectus, we operate a total of six manufacturing facilities, out of which three facilities are situated in Anand, Gujarat, one facility is situated in Satara, Maharashtra, one facility is situated in Gurugram, Haryana and one facility is situated in Hapur, Uttar Pradesh.

We have arrangements with third-parties to procure semi-finished goods for certain of our product offerings. Our equipment and machinery are utilized for critical processes such as coil winding, rotor and stator manufacturing, impregnation, magnet bonding and curing, balancing, precision assembly, painting, coating and automated testing and verification of finished products. Our commitment to digitization and automation is evident in our manufacturing operations as all test data acquisition in various test stations is automatically acquired and analysed to ensure that only conforming products move to the subsequent stage of manufacturing. Certain of our manufacturing facilities are accredited with quality certifications such as ISO 9001:2015, ISO 45001:2018 and ISO 14001:2015.

Set out below are certain information regarding our manufacturing facilities:

Manufacturing facility	Product	Installed capacity^ as of June 30, 2025 (in terms of number of units, unless specified otherwise)	Premise (leased/owned)	Year of commencement/addition (Fiscal Year)
Udyognagar Unit	DC motors	120,000	Leased	2002
	Solar products (including solar pumping systems and solar pumps)	75,000		
Napa Talpad Unit- I	AC Motors	135,000	Owned	2011
	Drivetrains for EV manufacturers	18,000		
	BLDC fan (for railway carriage)	75,000		
Napa Gana Unit – II	Gearboxes and gearmotor	50,000	Owned	2025
Patkhali Unit ^{\$}	Cycloidal and planetary gearbox	10,000	Owned	2022 ^{\$}
Bhondsi Unit ^{\$}	Power inverter (12-36 volts)	1,00,000	Leased	2026 ^{\$}
	Power inverter (48-360 volts)	3,500		
Hapur Unit ^{\$}	Grid tied inverter (lower KVA)	500 MW*	Owned	2026 ^{\$}
	Grid tied inverter (higher KVA)	100 MW*		
	Integrated power solutions for railways	1500		

Manufacturing facility	Product	Installed capacity^ as of June 30, 2025 (in terms of number of units, unless specified otherwise)	Premise (leased/owned)	Year of commencement/ addition (Fiscal Year)
	MW converter units for defence and green hydrogen	120		
	Chargers and similar products for power sector	800		

[^] Installed capacity refers to production volume of products that a manufacturing facility can generate based on the manufacturer's manuals and the technical specifications of the equipment, assuming operations over 330 days a year assuming operations for 8 hours a day subject to equipment is in good working condition and is operated under standard rated condition, availability of raw material, timely execution of routine maintenance and annual overhauls as per schedule, continuous and reliable power supply and absence of external disruptions such as lockdowns, strikes, stoppages, or shutdowns at the facilities;

As certified by Atishkumar Naishadkumar Patel, Chartered Engineer, by certificate dated September 26, 2025.

^sOur Patkhal Unit, Bhondsi Unit and Hapur Unit were acquired pursuant to our acquisitions of Cyclo Transmissions Limited in Fiscal 2022, Su-Vastika Systems Private Limited in June 2025 and Statcon Energiaa Private Limited in August 2025, respectively.

*Megawatt

In addition to the above, our Company also owns vacant land at 206/1/1, 206/1/2, 206/1/5, 217, 219, 220 & 221, 222/1 and 222/2 at Napa Talpad, Ta: Borsad and has also leased a warehouse situated at Shed No. C/1 2 3 4, GIDC, Vithal Udyognagar for a period of 99 years. The total area of unutilized vacant land is 57,387.22 sq mt and the unutilized area in the warehouse is 1,568.44 sq mt.

Installed Capacity and Capacity Utilization

The following table sets forth certain information relating to our installed capacity and capacity utilization for our product portfolio for the years indicated:

Product	Fiscal 2025			Fiscal 2024			Fiscal 2023		
	Annual Installed Capacity (in nos)	Actual Production (in nos)	Capacity utilization (in %)	Annual Installed Capacity (in nos)	Actual Production (in nos)	Capacity utilization (in %)	Annual Installed Capacity (in nos)	Actual Production (in nos)	Capacity utilization (in %)
DC Motor	1,20,000	65,632	54.69%	1,20,000	79,303	66.09%	1,20,000	100,121	83.43%
Solar Products (Solar Pumping Systems and Solar Pumps)	75,000	55,976	74.63%	50,000	35,103	70.21%	45,000	24,057	53.46%
AC Motor	135,000	106,411	78.82%	135,000	104,012	77.05%	135,000	120,703	89.41%
Gearbox and Gearmotor	50,000	41,472	82.94%	45,000	42,736	94.97%	45,000	42,387	94.19%
Drivetrain for EV manufacturers	18,000	10,709	59.49%	18,000	7,919	43.99%	15,000	9,651	64.34 %
BLDC Fan (for Railway	75,000	24,502	32.67%	30,000	8,948	29.83%	12,000	496	4.13%

Product	Fiscal 2025			Fiscal 2024			Fiscal 2023		
	Annual Installed Capacity (in nos)	Actual Production (in nos)	Capacity utilization (in %)	Annual Installed Capacity (in nos)	Actual Production (in nos)	Capacity utilization (in %)	Annual Installed Capacity (in nos)	Actual Production (in nos)	Capacity utilization (in %)
Carriage)									
Cycloidal and Planetary Gearbox	10,000	1,816	18.16%	10,000	2,143	21.43%	10,000	1,298	12.98%

*As certified by Atishkumar Naishadbhai Patel, Chartered Engineer, by certificate dated September 26, 2025.

Notes:

(1) Annual installed capacity refers to maximum number of units that could be produced operating the plants on a single shift (8 hours) basis for 330 days

(2) Actual production refers to actual volume of Finished Goods produced

(3) Capacity utilization for each product line is calculated as actual volume of Finished Goods produced in any particular year divided by the installed capacity of that product line for that particular year.

Manufacturing Process

S. No.	Process	Sub-process	Visual representation
1.	Design	- Design using Maxwell Ansys (simulation), KISSsoft (gear service factor and bearing life calculation), Solidworks (3D CAD & CAE) and KeyShot (Rendering software) - Rapid prototyping - Solid modelling	
2.	Manufacturing	- Coil winding - Auto stator insertion lacing, finishing and cable joining - Impregnation - Encapsulation - Magnet bonding curing and stabilisation - Rotor heat shrink fitting - Balancing of rotor - Gear hobbing and grinding - Gearbox housing machining	
3.	Assembly	- Stator assembly - Motor assembly - Controller assembly - Pump head integration with motor	

S. No.	Process	Sub-process	Visual representation
4.	Painting and finishing	- Conveyorised painting - CED coating option	
5.	Testing	- Automated line testing and data acquisition - Testing verification, name plate and test certification auto generation	

Product Pipeline

Set out below are details of our product pipeline across each of our two business verticals:

Particulars	Product details
DC motors	Planetary drive BLDC motor for automated robotic floorcare machine, BT Series motor for Hydraulic powerpack, transaxle drive for floor scrubbing machine and BLDC geared motor for floor scrubbing machine
AC motors	Revvo, PMSM, revvo-Exd flame proof motors, induction motor for overseas market, exd flame proof motors for overseas market, delfire motor for overseas market and conical brake motor for overseas market
Gearbox	Magnus - Inline helical gearbox
Drivetrain for EV manufacturers	PMSM - natural cooled (E15), PMSM Controllers, rigid differential (L5H), PMSM motor – liquid cooled (E15) and PMSM motor – liquid cooled (E6)
Solar pumps	Helical pump

Distribution Network

We have established a distribution network for several of our products, including AC motors and gearboxes, which enhances the reach and availability of our industrial drive solutions.

As of June 30, 2025, we have a distribution network of over 320 dealers across India to sell a portion of our AC motors and gearboxes, ensuring that our products are accessible to a broad customer base. Our nationwide presence renders us resilient to political, social, and environmental risks that are specific to individual states or regions. This extensive network not only facilitates efficient product distribution but also strengthens our market presence and brand recognition.

After-sales Service Network

As of June 30, 2025, we have established a pan-India presence of after-sales services through over 65 service centres for our AC motors, gearboxes, and gearmotors. Similarly, to provide after-sales service to the customers of our solar pumps and solar pumping systems we have established over 440 service centres across India, as of the same date.

Customers

Product	Key customers
<i>Industrial Drive Solutions</i>	Vilma AB, Fluid Logic Systems Pvt. Ltd., EMCO Engineers, Grundfos Pumps

	India Private Limited, Luwa India Private Limited, Power Build Private Limited, Conmat Heavy Industries Private Limited, EMH Crane Components Private Limited, Concord Powertech Solutions, Apple Powerdrives Pvt Ltd, Dev Enterprise, Q-Power, Axiom Controls & Devices, Smartenviro Systems Private Limited, DYS Impex Private Limited, Green Shuttle Technology Pvt Ltd, Zenmo Private Limited, INAV Agro Mech Private Limited, Savy Electric Vehicles Private Limited, Sukoon Solutions Private Limited, Sicoma Mixers India Pvt. Ltd., Trans Power Equipment, Batliboi Ltd., Premier Energies Limited, Radiant Precicom Industries Private Limited, Dinamic Oil India Pvt. Ltd. and the railway sector
Solar products	
Solar pump	Zidan Commercial Private Limited, RBP Power (India) Private Limited, Om Renewable (India) Private Limited, Raisoni Energy (India) Private Limited, Arvez Energy Private Limited and Varyaa Renewables Private Limited
Solar pumping systems	SNAs

Also see “Risk Factors - We depend on certain key customers for a portion of our revenues (our top 10 customers contributed to 58.62% of our revenue from operations in Fiscal 2025). Any decrease in revenues from any of our key customers or any loss of these customers may adversely affect our business, financial condition, cash flows and results of operations” on page 37.

Innovation and Technology

We have a dedicated design team comprising 36 members and experts, as of June 30, 2025, who are primarily responsible for driving innovation and design initiatives. Our focus on technology has led us to historically introduce new product designs and concepts for customers. Our design-focused approach and exposure to diverse products (such as BLDC, PMSM, AC and PMDC) enable us to design, develop and deliver customized solutions that provide us with a competitive edge in the market.

The motors we manufacture incorporate several processes including electromagnetic design, mechanical design, component fitment and features design, insulation scheme, varnishing and resin impregnation, stator core assembly, subassembly of shell and finished stator, and testing at various stages of the process and upon finished assembly.

Our primary differentiation lies in our approach to process management. The key distinguishing aspects of our process management are as follows:

- **Automation:** All testing during the process and after finished assembly is fully automated and integrated, with data acquisition and analysis being automated. The data is securely linked to our engineering and design databases to ensure both accuracy and data integrity.
- **Mechanization and Mistake Proofing:** We have mechanized and implemented mistake-proofing in critical quality areas, such as winding, insulation cutting, and magnet insertion, to enhance consistency and reduce errors.
- **Optimization and Specialized Manufacturing Solutions:** We employ specialized processes such as potting and canning for products intended for challenging environments. For applications in electrically demanding conditions, we enhance insulation schemes as required.
- **Reliability in Adverse Electrical Environments:** For varnishing and resin impregnation, we utilize vacuum pressure impregnation and trickle impregnation techniques to ensure product reliability in tough and electrically noisy environments.
- **Geometrical Integrity:** For induction motors, rotor shaft assembly is achieved through shrink fitting. For rotors with heat-sensitive magnets, we use proprietary bonding curing and magnet stabilization processes developed through years of experience.

- **Design Excellence:** Our design process incorporates optimization techniques, failure mode and effects analysis (FMEA), design of experiments (DOE), and finite element analysis (FEA) for electrical, thermal, and mechanical aspects.

These process management practices enable us to maintain high standards of quality, reliability, and innovation in our manufacturing operations.

Vendors and Raw Materials

We have an extensive network of suppliers (including Premier Energies Limited, Insolation Green Energy Private Limited, S.P. Engineering Works and Vidya Wires Limited). Our raw materials and bought-out components include poly wrapped winding wire, rotor tube, solar photovoltaic module and flange (fabricated metal parts). We also rely on imports for certain raw materials, such as magnets, commutators, brush holders, carbon brushes, gears and laminations. Set out below are details of our cost of materials consumed including changes in inventories of finished goods and semi-finished goods for the years indicated:

Particulars	Fiscal					
	2025		2024		2023	
	Amount (₹ million)	% of total expenses	Amount (₹ million)	% of total expenses	Amount (₹ million)	% of total expenses
Cost of materials consumed including changes in inventories of finished goods and semi-finished goods	7,969.10	76.07%	4,580.42	74.29%	5,232.32	79.40%

Supply chain diversification is critical to our business as the impact of any disruption in the value chain can significantly impact our operations. Accordingly, we constantly work towards maintaining our large network of suppliers and managing the supply chain considering various risks including in relation to price and commodity. We have also implemented stringent inventory management practices to alleviate any shortages in our supplies while ensuring cost and process efficiency.

Please also see “Risk Factors - Our operations are subject to volatility in the supply and pricing of raw materials, which constitute a significant portion of our total expenses. We are dependent on our suppliers (63.41% of our purchases of raw materials (including freight and other expenses) in Fiscal 2025 were attributable to our top 10 suppliers) for certain raw materials and an inability to procure the required quality and quantity, at competitive prices, could have an adverse effect on our business, financial condition, cash flows and results of operations.” on page 35.

Sales and Marketing

Our sales and marketing team focuses on developing relationships with our distributors as well as with our end customers. As of June 30, 2025, our sales and marketing team comprised 61 employees. This team provides feedback from customers to our design and engineering team for modification of existing products or to develop new ones. This team also participates in product campaigns and exhibitions to promote our products and enhance relationships with our customers.

Transportation

We use various modes of transportation, including road, air and sea for our domestic and overseas operations. We engage third-party logistics service providers to support our transportation requirements. In Fiscals 2025, 2024 and 2023, our carriage outward expenses were ₹21.61 million, ₹24.88 million and ₹20.12 million, respectively.

Also, see “Risk Factors – We are dependent on third-party transportation providers for the supply of materials for our manufacturing process and delivery of our finished products” on page 55.

Power Supply

Our manufacturing processes require an uninterrupted supply of power. To improve energy efficiency, we operate rooftop solar facilities at two of our manufacturing facilities, with installed capacities of 496 kW and 90 kW, respectively, as of June 30, 2025. These on-site systems enable us to reduce energy costs and emissions. In Fiscals 2025, 2024 and 2023, our power and fuel expenses were ₹13.38 million, ₹13.34 million and ₹13.94 million, respectively.

Also, “*Risk Factors – We are exposed to risks in relation to the availability and fluctuations in the prices of power and fuel. Any shortage or non-availability of power and fuel at reasonable cost and in a timely manner could have an adverse impact on our business, financial condition, cash flows and results of operations*” on page 69.

Competition

According to the F&S Report, set out below are details of our key competitors for each of our product offerings in Fiscal 2025:

Product	Key competitors
Industrial Drive Solutions	
Industrial electric motors (including DC motor and AC motor)	CG Drives, ABB, Marathon Electric, Siemens, Bharat Bijlee, Hindustan Electric Motors and Kirloskar Electric
Gearboxes	SEW Euro Drive, Radicon PowerBuild and Bonfiglioli
Drivetrains for EV manufacturers	Electra EV (Electro drive Powertrain Solutions Pvt Ltd), Tata AutoComp, Entuple E-Mobility and Dana TM4
Railway products	Light Engineering Corporation, CG Power and Industrial Solutions Ltd., Vidisha Electricals, R. Kanwar Electricals and Saria Industries Corporation
Solar Products	
Solar pumps	Shakti Pumps (India) Limited, Oswal Pumps Limited, Tata Power Solar Systems Ltd., Ecozen Solutions Private Limited, GK Energy, Sahaj Solar and C.R.I. Pumps Private Limited,
Solar inverters	Sungrow, Sineng, TBEA, FIMER, Deye, Sofar, Polycab, Solis, and Hopewind
Energy storage solutions	Exide Industries, Amara Raja, Loom Solar, Waaree Energies and Delta Electronics

For risks related to competition, see “*Risk Factors — We face intense competition in each of our product categories and an inability to compete effectively may adversely affect our business, financial condition, cash flows and results of operations*” on page 44. For details in relation to a comparison of the KPIs and certain Ind AS financial measures of our Company with our peer group, see “*Basis for the Offer Price - Comparison of the KPIs with listed industry peers*” on page 133.

Awards, accreditations or recognitions

We have received several accolades, details of which are set out below:

Calendar Year	Awards/ Recognition
2014	Awarded Growth in Production and Profit (Small) by MSME Commissionerate, Government of Gujarat (Gandhinagar)
2018	IPF Industrial Excellence Award 2018 winner for the fastest growing companies in the Light Engineering Segment
2019	Awarded “Solar Pump Manufacturer of the year” at the India Solar Week 2019
2020	Ranked #1 India’s Top Performing MSMEs (Medium Manufacturing), by The Economic Times “ET Rise TOP MSMEs
2020	Ranked #3 India’s Top Performing MSMEs by The Economic Times “ET Rise TOP MSMEs
2023	Selected to be listed in Dun & Bradstreet’s premier publication ‘Leading Mid-Corporates of India 2023

These recognitions highlight our excellence in manufacturing and our commitment to delivering high-quality products. For further information, see “*History and Certain Corporate Matters - Awards, accreditations or recognitions*” on page 293.

Quality Assurance and Quality Control

- *Testing and inspection facilities:* We emphasize the importance of testing and inspection to ensure the highest quality of products. We operate various facilities equipped with testing equipment including endurance testing, performance testing and various other quality checks to ensure that each product meets stringent quality standards before it reaches the customer.



- *Total Quality Management (“TQM”) and Kaizen:* We integrate TQM and Kaizen principles into our operations. TQM focuses on continuous improvement in all aspects of the business, involving every employee in the process of quality enhancement. Kaizen, a Japanese term meaning "change for better," is a philosophy that encourages continuous, incremental improvements. Together, these methodologies help us maintain high standards of quality and efficiency.
- *Quality systems:* We have implemented robust quality systems to ensure consistent product quality. Our manufacturing facilities are accredited with various quality certifications including ISO 9001:2015. These systems are designed to comply with international standards and include detailed documentation, process controls, and regular audits, including those conducted by customers or third-party certification bodies. The quality systems help in maintaining traceability, accountability, and continuous improvement, ensuring that the products are reliable and meet customer expectations.

Insurance

We maintain insurance policies for our business which are customary for our industry. These include policies in relation to standard fire and special perils insurance, marine import and export insurance, workman’s compensation insurance, motor car / vehicle insurance policy, burglary (housebreaking) insurance policy, group personal accident policy, and consequential loss (fire) of profit policy. We believe that the insurance coverage currently maintained by us represents an appropriate level of coverage required to insure our business and operations, and is in accordance with industry standards in India.

For risks related to our insurance coverage, see “*Risk Factors — Our insurance coverage may not be sufficient or may not adequately protect us against risks and unexpected events, which may adversely affect our business, financial condition, cash flows and results of operations*” on page 63.

Environment, Health and Safety

We place emphasis on our environmental, social and governance (“ESG”) initiatives. The following are certain of our key ESG initiatives:

- *Environmental:* We use e-vehicles for internal cargo transport. Additionally, we have installed a 20 KL sewage treatment plant in March 2025 with the aim of recycling sewage water for usage in the washrooms and gardening.

- *Social:* We contributed in foundations which supported promotion of environment awareness, environment education and conservation. Further, we contributed to the Rescue and Rehabilitation of Stray Animals Foundation for providing medical care to stray animals and building rehabilitation centres for animals and birds.
- *Governance:* We have three independent directors and one non-executive director in our six-member Board. Further, our Board has two women directors. We have formed various Board committees such as audit committee, nomination and remuneration committee and corporate social committee, with the aim of following the highest standards of corporate governance.

In addition, we are committed to providing a safe and healthy working environment to our employees. We conduct programs on safety protocols in the workplace, quality processes, and skill development. Some of our manufacturing facilities are also accredited with the ISO 45001:2018, ISO 14001:2015 and ISO 9001:2015 certifications. In addition, we implement employee safety audits and employee safety meetings, as well as conduct emergency mock drills in our manufacturing facilities.

Intellectual Property

To protect our core technology and intellectual property, we rely on a combination of intellectual property rights, including trademarks and design.

As of the date of this Draft Red Herring Prospectus, our Company had obtained two registered trademarks and eight designs in India. Our Company has also applied for four trademark registrations under various classes in India out of which two are pending and two have been opposed. Further, one of our Material Subsidiaries, Rotomotive Powerdrives India Limited has obtained four trademarks in India and has applied for one trademark in India which remains pending. Further, Rotomotive Powerdrives India Limited has obtained registrations for 13 designs in India, eight design patents in China and eight design registrations in Europe. Statcon Energiaa Private Limited, one of our Material Subsidiaries has obtained five trademark registrations in India and has applied for one trademark which is currently pending. Further, Statcon Energiaa Private Limited has obtained one design registration in India and has applied for a design in India which is currently pending. For a list of intellectual property owned and registered by us, see “*Government and Other Approvals – Intellectual Property*” on page 434.

We cannot be certain that the steps we have taken will prevent unauthorized use of our intellectual property. See “*Risk Factors — We may be unable to adequately obtain, maintain, protect and enforce our intellectual property rights. We may also be subject to intellectual property infringement claims, which may be expensive to defend and may disrupt our business and operations*” on page 46.

Information Technology

Our facilities, offices and other properties comprise IT-enabled processes such as Solidworks, KISSsoft, Ansys Motor-CAD, and KeyShot for diverse functions such as compliance, design, simulation, and visualization requirements. We have implemented Microsoft Dynamics 365 Business Central which is an ERP platform for business functions, including production, sales and purchase, finance, inventory, and human resource management.

We believe that integrating technology and digitizing our business functions will enable sustainable value creation, enhance efficiency, improve customer experience, enable innovation, and ensure long-term competitiveness. Set out below are details of our initiatives towards automation of our business functions:

- Automation of internal systems such as CRM;
- Development of custom applications to manage workflows for installation of solar pumping systems, after-sales support and solar pump design.
- Creation of dedicated portals for vendor and customer engagement;
- Automation of testing panels to streamline quality assurance processes;
- Implementation of a single-point control over critical testing parameters;
- Deployment of a document management system for structured storage and distribution of documents; and
- Automation of procurement planning processes.

Also, see “Risk Factors – Damage to and/or malfunction of any of our operating systems or cyber security risks could disrupt our operations and adversely affect our business, financial condition, cash flows and results of operations” on page 69.

Employees

As of June 30, 2025, we had a total of 398 permanent employees. The following table provides a breakdown of our employees by function as of June 30, 2025:

Employee function	Number of employees
Production	156
Customer support	84
Sales & Marketing	61
Design	36
Quality Assurance	22
Finance & Accounts	16
Senior Management	10
Information Technology	7
Administration & Human Resource	6
Total	398

We believe in the continuous training and professional development of our employees, pursuant to which we provide comprehensive training programs, mentorship opportunities, and skill enhancement initiatives. By investing in our employees' growth, we foster a culture of learning, innovation, and career advancement, ensuring their long-term success and contributing to our organizational excellence. In addition to the compensation that includes salary and allowances, our employees receive statutory benefits (including employees provident fund, pension, retirement and gratuity benefits, workman's compensation, maternity and other benefits, as applicable). Further, we employed 502 contract workers as of June 30, 2025.

Corporate Social Responsibility

In accordance with the Companies Act, 2013 and the rules thereunder, we have adopted a Corporate Social Responsibility (“CSR”) policy. Our CSR activities are focused on, amongst others, towards promoting education to underprivileged children and healthcare, rescue and rehabilitation of stray animals.

The details with respect to our required minimum expenditure on CSR activities and our actual expenditure towards CSR activities for Fiscals 2025, 2024 and 2023 are set out below:

Particulars	Fiscal		
	2025	2024	2023
	(₹ million)		
Amount required to be spent during the Fiscal Year, including deficit of the previous Fiscal Year, as per Section 135 of the Companies Act, 2013, read with Companies (Corporate Social Responsibility Policy) Rules, 2014	14.00	12.79	12.09
Amount spent during the Fiscal Year	13.40	16.70	1.10

Property

Our registered and corporate office is located at Plot No. 2102 / 3&4, GIDC Estate, Anand, Vithal Udyognagar - 388 121 Gujarat, India. As of the date of this Draft Red Herring Prospectus, our registered and corporate office is held on leasehold basis.

Set out below are details of our properties as of the date of this Draft Red Herring Prospectus:

S. No.	Description of Property	Address	Owned / Leased (Term of Lease) / Leave and License (Term of Leave and License)
1.	Registered and Corporate Office and Udyognagar Unit	Plot No. 2102 / 3 & 4, GIDC Estate, Anand, Vithal Udyognagar - 388 121 Gujarat, India	Leased for 99 years till September 28, 2088 and November 18, 2091, respectively
2.	Napa Gana Unit	45, Meghava Gam, Napa-Gana Road, Anand, Gujarat, India	Owned
3.	Napa Talpad Unit	223, Napa Talpad, Borsad, Anand, Gujarat, India	Owned
4.	Patkhal Unit	At Post Tal, District Patkhal, Wasole, Maharashtra, India	Owned
5.	Bhondsi Unit	Village Ghamroj, Bhondsi Sohna Road, Gurugram, Haryana, India	Leased for 11 months till August 7, 2026
6.	Hapur Unit	Khasra No.509, Village - Chhijarsi Kulich Nagar, P.O. - Pilkhuwa, District - Hapur, Uttar Pradesh, India	Owned

KEY REGULATIONS AND POLICIES IN INDIA

The following description is a summary of certain key laws, guidelines and regulations in India, which are applicable to our Company and the business undertaken by our Company. The information detailed in this section is based on the provisions of statutes, bills, regulations, notifications, memorandum, circulars and policies which are subject to amendment, modification and / or change by subsequent legislative, regulatory, administrative or judicial decisions. The information in this section has been obtained from publications available in the public domain. The regulations set out below are not exhaustive and are only intended to provide general information to investors and are neither designed nor intended to be a substitute for professional legal advice.

For details of the material government approvals obtained by our Company, see “Government and Other Approvals” on page 431.

Laws in relation to our business

The Electricity Act, 2003 (the “Electricity Act”) and Electricity Rules, 2005 (the “Electricity Rules”)

The Electricity Act consolidates the laws relating to generation, transmission, distribution, trading and use of electricity. It lays down provisions in relation to the transmission and distribution of electricity. Under Section 73 of the Electricity Act 2003, the Central Electricity Authority in consultation with the state government is empowered to specify suitable measures for specifying action to be taken in relation to any electric line or electrical plant, or any electrical appliance under the control of a consumer for the purpose of eliminating or reducing the risk of personal injury or damage to property or interference with its use.

The Electricity Rules framed under the provisions of the Electricity Act lay down the requirements for a power plant to qualify as a captive generating plant. The subsidy payable under the Electricity Act shall be done by the distribution licensee, in accordance with the standard operating procedure issued by the Central Government. Further, the provisions relating to energy storage system and implementation of uniform renewable energy tariff for central pool are covered under the Electricity Rules. The Central Government may issue orders and practice directions in regard to implementation of the Electricity Rules.

MNRE Circular on imposition of Basic Customs Duty (“BCD”) on Solar PV Cells & Modules / Panels

On March 9, 2021, Ministry of New & Renewable Energy (“MNRE”) issued a circular (ref. no. 283/3/2018- GRID SOLAR) in relation to imposition of Basic Customs Duty (“BCD”) on solar cells and modules. According to the circular, no BCD will be charged on solar cells and modules up to March 31, 2022. From April 1, 2022, 25% and 40% BCD will be charged on solar cells and solar modules, respectively.

Approved Models and Manufacturers of Solar Photovoltaic Modules (Requirement for Compulsory Registration) Order, 2019 (“ALMM Order”)

To ensure the quality of solar cells, solar modules, used in solar PV power plants, the MNRE issued the ALMM Order on January 2, 2019. The ALMM Order provides that the government will enlist eligible models and manufacturers of solar PV power plants complying with the applicable BIS standard, and publish a list titled the “Approved List of models and manufacturers” (“ALMM”). Only the models and manufacturers included in the ALMM would be eligible for use in government / government assisted projects under government schemes and programmes installed in the country, including the projects set-up for sale of electricity to the government under the “Guidelines for Tariff Based Competitive Bidding Process for Procurement of Power from Grid Connected Solar PV Power Projects” dated August 3, 2017 and the amendments thereof (collectively, the “Applicable Projects”). The ALMM will consist of List I, specifying models and manufacturers of solar PV modules and List II specifying models and manufacturers of solar PV cells. Further with respect to the Applicable Projects, solar PV module manufacturers from List I would have to mandatorily source PV solar cells only from manufacturers in List II. For being eligible to be included in List I, the manufacturers are required to obtain a BIS certification in accordance with the Compulsory Registration Order. Manufacturers are required to make an application to the MNRE for registration, and if enlisted, such enlistment shall be valid for a two-year period and can be renewed by submitting necessary documents and satisfactory performance of products. Prior to inclusion in the ALMM, a team of MNRE will inspect the manufacturing facility of the applicant.

Enlisted models and manufacturers will be subjected to random quality tests and failure or non-compliance will lead to removal from ALMM. The ALMM Order will not apply to projects for which bids have been finalised before the issuance of the ALMM Order. Thereafter, the MNRE has also issued Guidelines for enlistment under the ALMM Order on March 28, 2019 which provides a procedural framework for the implementation of the ALMM Order. Further, the MNRE has amended the ALMM Order in January 2022 to include open access and net metering projects under its ambit. However, with effect from March 10, 2023, the ALMM Order was kept in abeyance for one financial year, *i.e.*, FY 2023-24. Thus, projects commissioned by March 31, 2024 will be exempted from the requirement of procuring solar PV modules from the ALMM.

Bureau of Indian Standards Act, 2016 (the “BIS Act”)

The BIS Act establishes, publishes and regulates national standards to ensure conformity assessment, standardisation, and quality assurance of goods, articles, processes, systems and services. The BIS Act provides for the establishment of a Bureau of Indian Standards (“**Bureau**”) for the standardization, marking and quality certification of goods. Functions of the bureau include, inter alia, (a) recognizing as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (b) specifying a standard mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) conducting such inspection and taking such samples of any material or substance as may be necessary to see whether any article or process in relation to which the standard mark has been used conforms to the Indian standard or whether the standard mark has been improperly used in relation to any article or process with or without a license. Additionally, the BIS Act sets out, inter alia, liability for use of standard mark on products that do not conform to the relevant Indian standard. Section 29 of the BIS Act stipulates that any person who contravenes the BIS Act by using the standard mark without a valid license, shall be punishable with imprisonment for a term which may extend to two years, or with a fine which shall not be less than two lakh rupees for the first contravention and not be less than five lakh rupees for the second and subsequent contraventions, but may extend up to ten times the value of goods or articles produced or sold or offered to be sold or affixed or applied with a standard mark, including hallmark, or with both.

Legal Metrology Act, 2009 (“LM Act”) and the Legal Metrology (Packaged Commodities) Rules, 2011 (“Packaged Commodity Rules”)

The LM Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure, or number. The LM Act requires that all units of weights and measures used by an entity shall be in accordance with the metric system based on the international system of units only. The LM Act and rules framed thereunder regulate, inter alia, the labelling and packaging of commodities, notification of government-approved test centres for verification of weights and measures used and lists penalties for offences and compounding of offences under it. Any non-compliance or violation under the LM Act may result in, inter alia, a monetary penalty on the manufacturer or seizure of goods or imprisonment in certain cases.

The Packaged Commodities Rules framed under the LM Act lays down specific provisions applicable to packages intended for retail sale, wholesale packages and for export and import of packaged commodities and provides for registration of manufacturers and packers. The Packaged Commodity Rules, which were amended by the Legal Metrology (Packaged Commodities) (Amendment) Rules, 2023, also lay down specific provisions for e-commerce transactions.

The Solar Photovoltaics, Systems, Devices and Components Goods (Requirements for Compulsory Registration) Order, 2017 (“Compulsory Registration Order”)

The Compulsory Registration Order issued by MNRE was published on August 30, 2017 and was scheduled to come into effect on the expiry of one year from the date of such publication. In terms of the Compulsory Registration Order, any manufacturer who, inter alia, manufactures, stores for sale, sells or distributes; (a) utility interconnected photovoltaic inverters, (b) power converters for use in PV power system, (c) PV modules (wafer and thin film) (d) thin film terrestrial PV modules; and (e) crystalline silicon terrestrial PV modules and (f) storage batteries (collectively the “**Goods**”) would require registration from the Bureau for use of the standard mark as specified in the schedule of the Compulsory Registration Order.

The Compulsory Registration Order prohibits the manufacture or storage for sale, import, or distribution of the Goods which do not conform to the standard specified under the Compulsory Registration Order. However, the MNRE has published notifications from time to time, extending the timeline of implementation of the Compulsory Registration Order for SPV inverters subject to self-certification and test reports from accredited test labs.

Scheme for Promotion of Manufacturing of Electronic Components and Semiconductors (“SPECS”)

The Scheme for Promotion of Manufacturing of Electronic Components and Semiconductors was notified by the Government of India on April 1, 2020. SPECS provides financial incentive of 25% on capital expenditure for the identified list of electronic goods that comprise downstream value chain of electronic products, *i.e.*, DC motors, electronic components, semiconductor / display fabrication units, Assembly, Testing, Marking and Packaging (“ATMP”) units, specialized sub-assemblies and capital goods for manufacture of aforesaid goods, all of which involve high value added manufacturing. SPECS is also applicable to investments in new units and expansion of capacity / modernization and diversification of existing units. Application under SPECS can be made by any entity registered in India.

Public Procurement (Preference to Make in India) Order for Renewable Energy Sector, 2018

Pursuant to the Public Procurement (Preference to Make in India) Order, 2017 dated June 15, 2017 (the “**Make in India Order**”) issued by the Department of Industrial Policy and Promotion (“DIPP”) to promote the manufacture and production of goods and services in India, the MNRE has issued the Memorandum of Implementation of Public Procurement (Preference to Make in India Make in India) Order for the Renewable Energy Sector on December 11, 2018 directing all departments / attached offices / subordinate offices of the MNRE or autonomous bodies controlled by the GoI or government companies (as defined under the Companies Act) to adhere to the Make in India Order with respect to all of their procurements. For grid connected solar power projects, apart from civil construction, central ministries, departments, and central public sector undertakings, are required to give preference to domestically manufactured components, with solar modules required to be 100% locally manufactured and other components such as invertors required to be at least 40% locally manufactured. With respect to off grid / decentralized solar power, the requirement of local content in solar streetlights, solar home lighting systems, solar power packs / micro grid, solar water pumps, inverters, batteries, and any other solar PV balance of system is at least 70%.

Gujarat Industrial Policy 2020

The government of Gujarat released the Gujarat Industrial Policy 2020 (“**Policy**”) with an aim to attract mega investments in the state by providing incentives and ease of doing business in certain thrust sectors which have been further categorized into two major groups *i.e.* core sectors and sunrise sectors. While the core sectors indicate the areas where Gujarat has established a strong manufacturing base, the sunrise sectors show a significant potential for technological progress and economic development of the state. The Policy *inter alia* identifies electrical machineries and industrial equipments as the core sectors which shall be given effective incentives and subsidies as per the Policy.

Remission of Duties and Taxes on Exported Products Scheme (“RoDTEP Scheme”)

The RoDTEP Scheme has been in effect from January 1, 2021. The aim of the RoDTEP Scheme was to reimburse all exporters for previously non-reimbursable taxes and duties. This provides new benefits to exporters for exporting products outside of India and encourages global trade. Under the RoDTEP Scheme, support will be provided to eligible exporters at a notified rate as a percentage of Freight on Board (“**FOB**”) value. Mandi tax, VAT, coal cess, central excise duty on fuel etc. is refunded. The refund is issued in the form of transferable electronic scrips. These duty credits will be maintained and tracked through an electronic ledger. Certain categories, which would not avail the benefits include export goods that are subject to minimum export price, restricted and prohibited items, deemed exports, supplies of goods manufactured by domestic tariff area units to Special Economic Zones (“**SEZs**”), and products manufactured or exported by units situated in SEZs.

PM Surya Ghar Muft Bijli Yojana (“PM Bijli Yojana”)

The PM Bijli Yojana, was approved by the Government of India on February 29, 2024 and the scheme received administrative approval on March 16, 2024. The scheme aims to provide free electricity to households in India

generated through use of renewable energy and therefore reduce carbon emissions. Under the PM Bijli Yojana, households will be provided with a subsidy of 60% of the solar unit cost for systems up to 2KW capacity and 40% of additional system cost for systems between 2 to 3KW capacity. The subsidy has been capped at 3KW capacity.

In order to avail benefits of PM Bijli Yojana, the household must be an Indian citizen, own a house with a roof that is suitable for installing solar panels, have a valid electricity connection and must not have availed any other subsidy for solar panels. Further, the PM Bijli Yojana also supports the installation of grid-connected rooftop solar projects in the residential sector through Central Financial Assistance from the central government.

Pradhan Mantri Kisan Urja Suraksha evam Utthaan Mahabhiyan Scheme 2019 (“PM-KUSUM”)

The PM-Kusum scheme was implemented by the MNRE in 2019 with three components: (i) Component A -for setting up of 10,000 MW of decentralized grid connected renewable energy power plants on barren land. Under this component, renewable energy-based power plants (“REPP”) of capacity 500 KW to 2 MW will be set up by individual farmers / group of farmers / cooperatives / panchayats / farmer producer organisations / water user associations on land. The power generated will be purchased by state electricity distribution companies (“DISCOMs”) at pre-fixed tariff; (ii) Component B- for installation of 1.75 million standalone solar agriculture pumps. Individual farmers will be supported to install standalone solar agriculture pumps of capacity up to 7.5 HP for replacement of existing diesel agriculture pumps / irrigation systems in off grid area, where grid supply is not available; and (iii) Component C- for solarisation of 1 million grid connected agriculture pumps including feeder level solarization. Under this component, individual farmers having grid connected agriculture pumps will be supported to solarise pumps. The farmers will be able to use the generated solar power to meet their irrigation needs and excess power will be sold to DISCOMs at pre-fixed tariff. The MNRE *vide* its order dated August 1, 2022, extended the PM-Kusum scheme till December 31, 2026 along with certain amendments to the implementation guidelines of the PM-Kusum scheme.

Duty Drawback Scheme

The Duty Drawback Scheme (“Scheme”) is an option available to exporters. Under this Scheme, an exporter of goods is allowed to take a refund of money to compensate them for excise duty paid on the inputs used in the products exported by him. It neutralizes the duty impact in the goods exported. Relief of customs and central excise duties suffered on the inputs used in the manufacture of export product is allowed to exporters. The admissible duty drawback amount is paid to exporters by depositing it into their nominated bank account. Section 75 of the Customs Act, 1962 and Section 37 of the Central Excise Act, 1944, empower the Central Government to grant such duty drawback.

Further, the Customs, Central Excise Duties and Service Tax Drawback Rules, 2017, as amended (“Drawback Rules”) have been framed outlining the procedure to be followed for the purpose of grant of duty drawback (for both kinds of duties suffered) by the customs authorities processing export documentation. Under the Scheme, an exporter can opt for either all industry rate of duty drawback scheme or brand rate of duty drawback scheme. The all-industry rate of the Scheme essentially attempts to compensate exporters of various export commodities for average incidence of customs and central excise duties suffered on the inputs used in their manufacture. Brand rate of duty drawback is granted in terms of rules six and seven of the Drawback Rules in cases where the export product does not have any all-industry rate or duty drawback rate, or where all industry rate duty drawback rate notified is considered by the exporter insufficient to compensate for the customs or central excise duties suffered on inputs used in the manufacture of export products. For goods having an all-industry rate, the brand rate facility to particular exporters is available only if it is established that the compensation by all industry rate is less than 80% of the actual duties suffered in the manufacture of the export goods.

Environment law legislations

The Environment Protection Act 1986 (the “Environment Protection Act”) and Environment Protection Rules, 1986 (the “Environment Protection Rules”)

The Environment Protection Act was enacted to provide a framework for co-ordination of the activities of various central and state authorities established under previous laws. The Environment Protection Act authorises the central government to protect and improve environment quality, control and reduce pollution. The Environment Protection Act specifies that no person carrying on any industry, operation or process shall discharge or emit or permit to be

discharged or emitted any environment pollutants in excess of such standards as prescribed. The contravention or failure to comply with the provisions of the Environment Protection Act may attract penalties in the form of imprisonment or fine. Further, the Environment Protection Rules specifies, amongst others, the standards for emission or discharge of environmental pollutants, and restrictions on the handling of hazardous substances in different areas. The Environment (Protection) Rules were notified under the Environment (Protection) Act. Rule 3 of the Environment (Protection) Rules specify the standards for emission or discharge of environmental pollutants from industries, operations, or processes, while Rule 13 specifies the procedures and safeguards for the handling of hazardous substances.

The Air (Prevention and Control of Pollution) Act, 1981 (the “Air Act”)

The Air Act was enacted and designed for the prevention, control and abatement of air pollution and establishes central and state boards for the aforesaid purposes. In accordance with the provisions of the Air Act, any individual, industry or institution responsible for emitting smoke or gases by way of use of fuel or chemical reactions must apply in a prescribed form and obtain consent from the state pollution control board prior to commencing any activity.

The Water (Prevention and Control of Pollution) Act, 1974 (the “Water Act”) and Water (Prevention and Control of Pollution) Cess Act, 1977 (the “Water Cess Act”)

The Water Act was enacted to provide for the prevention and control of water pollution and the maintaining or restoring of wholesomeness of water. Further, the Water Act also provides for the establishment of central pollution control board and state pollution control board with a view to carry out the aforesaid purpose. Any person establishing or taking steps to establish any industry, operation or process, or any treatment and disposal system or extension or addition thereto, which is likely to discharge sewage or trade effluent into a stream, well, sewer or on land is required to obtain the previous consent of the concerned state pollution control board.

In addition, the Water Cess Act was enacted to provide for the levy and collection of a cess on water consumed by persons carrying on certain businesses and by local authorities, with a view to augment the resources of the central board and state boards for the prevention and control of water pollution constituted under the Water Act.

Noise Pollution (Regulation and Control) Rules, 2000 (the “Noise Pollution Rules”)

The Noise Pollution Rules were enacted to regulate and control noise producing and generating sources with the objective of maintaining ambient air quality standards in respect of noise in different areas / zones. Pursuant to the Noise Pollution Rules, different areas / zones shall be classified into industrial, commercial, residential or silence areas / zones, with each area having a permitted ambient air quality standard in respect of noise. The Noise Pollution Rules provide for penalties in case the noise levels in any area / zone exceed the permitted standards.

Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 (the “Hazardous Waste Rules”)

The objective of the Hazardous Waste Rules is to control the collection, reception, treatment and storage of hazardous waste. The Hazardous Waste Rules prescribes for every person who is engaged in generation, treatment, processing, package, storage, transportation, use, collection, destruction, conversion, recycling, offering for sale, export, transfer or the like of the hazardous and other wastes to obtain an authorisation from the relevant state pollution control board.

The E-Waste Management Rules, 2022 (the “E-Waste Rules”)

The E-Waste Rules apply to a manufacturer, producer, refurbisher, dismantler and recycler involved in the manufacture, sale, transfer, purchase, refurbishing, dismantling, recycling and processing of e-waste or electrical and electronic equipment specified in the E-Waste Rules, who are required to be registered on an online portal developed by the central pollution control board. The E-Waste Rules sets out, amongst others, the responsibilities of a manufacturer, producer, refurbisher or recycler, the procedure for storage of e-waste and the management of solar photo-voltaic modules, panels or cells.

Plastic Waste Management Rules, 2016 (the “Plastic Waste Management Rules”)

The PWM Rules are applicable to every waste generator, local body, gram panchayat, manufacturer, importers, brand owner, plastic waste processor (recycler, co-processor, etc.) and producer. PWM Rules lay down the process of managing the plastic waste by its manufacturer, importer, generator, amongst others. The PWM Rules specify the rules relating to inter alia conditions for manufacture, import, stocking, distribution, sale and use of carry bags, plastic sheets or like, or cover made of plastic sheet and plastic packaging, single-use plastic. Further, the PWM Rules provides for responsibility of local body, waste generator, producers, importers and brand owners, etc., marking or labelling of plastic packaging, registration of producers, recyclers and manufacturer. Further, the PWM Rules provide for submitting of an annual report in the prescribed form by every person engaged in recycling or processing of plastic waste. It levies environmental compensation based upon polluter pays principle for any non-compliance with the provisions of the PWM Rules.

The Public Liability Insurance Act, 1991 (the “PLI Act”) & the Public Liability Insurance Rules, 1991 (the “PLI Rules”)

The primary objective of the PLI Act is to provide public liability insurance for the purpose of providing immediate relief to the persons affected by an accident occurring while handling any hazardous substance and formatters connected therewith or incidental thereto. The PLI Act imposes a duty on the owner, a person who owns or has control over handling hazardous substance at the time of accident, to take out insurance policies before manufacturing, processing, treating, storing, packaging or transporting hazardous substances, for any damage arising out of an accident involving such hazardous substances.

The PLI Act also provides for the establishment of the Environmental Relief Fund (“**Relief Fund**”), which shall be utilized towards payment of relief granted under the Public Liability Act. The PLI Rules mandate that the owner contributes towards the Relief Fund, for a sum equal to the premium paid on the insurance policies. The penalties for contravention of the provisions of the PLI Act includes imprisonment or fine or both.

The Battery Waste Management Rules, 2022 (“Battery Rules”)

The Battery Rules are framed under the Environment Protection Act, 1986 and apply to every producer, dealer, consumer, entities involved in collection, segregation, transportation, re-furbishment and recycling of waste battery. The Battery Rules prescribe the responsibilities and functions of a producer, consumer, entity involved in collection, segregation, and treatment, refurbisher, and recycler of the batteries as well as lay down the provisions for imposition of environmental compensation. The Battery Rules cover all types of batteries regardless of chemistry, shape, volume, weight, material composition and use, (viz. electric vehicle batteries, portable batteries, automotive batteries, and industrial batteries), except those used in protection of essential security interests including those intended specifically for military purposes and equipment designed to be sent into space.

Tax Laws

Goods and Service Tax Act, 2017

The Goods and Services Tax (“**GST**”) is levied on supply of goods or services or both jointly by the Central Government and State Governments. GST provides for imposition of tax on the supply of goods or services and will be levied by the Central Government and by the State Government including union territories on intra-state supply of goods or services. Further, Central Government levies GS on the inter-state supply of goods or services. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (“**CGST**”), relevant state’s Goods and Services Act, 2017 (“**SGST**”), Union Territory Goods and Services Act, 2017 (“**UTGST**”), Integrated Goods and Services Act, 2017 (“**IGST**”), Goods and Services (Compensation to States) Act, 2017 and various rules made thereunder.

Income tax Act 1961, the Income tax Rules, 1962, as amended by the Finance Act in respective years

Further, the Income-tax Act, 1961 (the “**Income Tax Act**”) is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of this Act or rules made there under depending upon its “Residential Status” and “Type of Income” involved. The Income Tax Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed

to have been received, accrued or arising in India. Every company assessable to income tax under the Income Tax Act is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax, etc. In 2019, the Government has also passed an amendment act pursuant to which concessional rates of tax are offered to a few domestic companies and new manufacturing companies.

Laws related to employment

We are subject to various labour laws for the safety, protection, condition of working, employment terms and welfare of our labourers and/or employees.

The Contract Labour (Regulation and Abolition) Act, 1970, as amended (the “CLRA Act”)

In respect of our manufacturing facilities, we use the services of certain licensed contractors who in turn employ contract labour whose number exceeds 20 (twenty), subject to state amendments, in respect of certain facilities. Accordingly, we are regulated by the provisions of the CLRA Act, and the rules framed thereunder which requires us to be registered as a principal employer and prescribes certain obligations with respect to welfare and health of contract labour. The CLRA Act imposes certain obligations on the contractor in relation to establishment of canteens, rest rooms, drinking water, washing facilities, first aid, other facilities and payment of wages. However, in the event the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time period. Penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA Act.

The Factories Act, 1948 (“Factories Act”)

The Factories Act pertains to the regulation of labour in factories. The term ‘factory’ is defined as any premises where 10 or more workers are working, or were working on any day in the preceding 12 months, and in any part of which a manufacturing process is ordinarily carried on with the aid of power, or where 20 more workers are working, or were working on any day in the preceding 12 months, and in any part of which a manufacturing process is ordinarily carried on without the aid of power. The state governments are empowered to make rules requiring the registration or licensing of factories or any class of factories. The Factories Act requires the occupier of the factory to ensure, as far as is reasonably practicable, the health, safety and welfare of all workers while they are at work in the factory.

We are also subject to other laws concerning condition of working, benefit and welfare of our labourers and employees such as:

- the Apprentices Act, 1961;
- the Gujarat Factories Rules, 1963;
- the Child Labour (Prohibition and Regulation) Act, 1986;
- the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959;
- the Employees’ (Provident Fund and Miscellaneous Provisions) Act, 1952;
- the Employees’ State Insurance Act 1948;
- the Equal Remuneration Act, 1976;
- the Industrial Disputes Act, 1947;
- the Industrial Employment (Standing Orders) Act, 1946;
- the Interstate Migrant Workmen Act, 1979;
- the Gujarat Labour Welfare Fund Act, 1953;
- the Maternity Benefit Act, 1961;
- the Minimum Wages Act, 1948;
- the Payment of Bonus Act, 1965;
- the Payment of Gratuity Act, 1972;
- the Payment of Wages Act, 1936;
- the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- the Trade Unions Act, 1926; and
- the Workmen’s Compensation Act, 1923.

In order to rationalise and reform labour laws in India, the Government has enacted the following codes:

- Code on Wages, 2019, which regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees. It subsumes four existing laws, namely the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965, and the Equal Remuneration Act, 1976.
- Industrial Relations Code, 2020, which consolidates and amends laws relating to trade unions, the conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes. It subsumes the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947.
- Code on Social Security, 2020, which amends and consolidates laws relating to social security. It governs the constitution and functioning of social security organisations such as the employees' provident fund and the employees' state insurance corporation, regulates the payment of gratuity, the provision of maternity benefits, and compensation in the event of accidents to employees, among others. It subsumes various legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, and the Payment of Gratuity Act, 1972.
- Occupational Safety, Health and Working Conditions Code, 2020, amends and consolidates laws regarding the occupational safety, health and working conditions of persons employed in an establishment. It subsumes various legislations including the Factories Act, 1948, and the Contract Labour (Regulation and Abolition) Act, 1970.

Certain portions of the Code on Wages, 2019, and Code on Social Security, 2020, have come into force upon notification by the Ministry of Labour and Employment. The remainder of these codes shall come into force on the day that the Government shall notify for this purpose.

Intellectual property laws

Intellectual property in India enjoys protection under both common law and statutes. Under statutes, India provides for, amongst others, registration of design under the Designs Act, 2000, trademark protection under the Trademarks Act, 1999 and protection of copyright under the Copyright Act, 1957. These enactments provide for the protection of intellectual property by imposing civil and criminal liability for infringement.

Foreign investment and trade regulations

Foreign investment in India is governed by the provisions of the Foreign Exchange Management Act, 1999 (“**FEMA**”) along with the rules, regulations and notifications made by RBI thereunder, and the Consolidated Foreign Direct Investment Policy (“**FDI Policy**”) issued by the Department of Promotion of Industry and Internal Trade (“**DPIIT**”) from time to time. As per the FDI policy 100% foreign direct investment is allowed for manufacturing companies through the automatic route.

Foreign Trade (Development and Regulation) Act 1992 (the “Foreign Trade Act”), the Foreign Trade (Regulation) Rules, 1993 (“FTRR”) and the Foreign Trade Policy 2015-2020 (“Foreign Trade Policy”)

The Foreign Trade Act, read with the applicable provisions of the Indian Foreign Trade Policy 2023, authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The Central Government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The Foreign Trade Act requires every importer as well as exporter to obtain the Importer Exporter Code Number (“**IEC**”) from the Director-General or the authorised officer. The Director General is authorised to suspend or cancel IEC in case of (i) contravention by any person any of the provisions of the Foreign Trade Act or any rules or orders made thereunder or the foreign trade policy or any other law for the time being in force relating to Central excise or customs or foreign exchange or person has committed any other economic offence under any other law for the time being in force as may be specified by the Central Government or (ii) making an export or import in a manner prejudicial to the trade relations of India with any foreign country or to the interests of other persons engaged in imports or exports or has brought disrepute to the credit or the goods of, or

services or technology provided from, the country; or (iii) importing or exporting specified goods or services or technology, in contravention of any provision of the Foreign Trade Act or any rules or orders made thereunder or the foreign trade policy. Where any IEC number granted to a person has been suspended or cancelled, the person shall not be entitled to import or export any goods or services or technology except under a special license granted by the Director General to that person in a manner and subject to conditions as may be prescribed.

Export Promotion Capital Goods Scheme 2020 (“EPCG Scheme”)

The EPCG Scheme provides that importers can benefit from reduced 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 duty saved) within a specified period. Export obligations can be fulfilled by either through direct exports or through third parties. An EPCG Scheme authorization holder shall be liable to pay custom duties along with interest custom in the event of non-fulfilment of prescribed export obligations.

Other Indian laws

In addition to the above, we are also governed by the provisions of the Companies Act and rules framed thereunder, relevant intellectual property laws, relevant central and state tax laws including the applicable professional tax legislations, foreign exchange and investment laws and foreign trade laws and other applicable laws and regulation imposed by the central and state government and other authorities for over day to day business, operations and administration.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated as 'Rotomag Motors and Controls Private Limited' at Ahmedabad, Gujarat as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated August 24, 1993 issued by the Registrar of Companies, Gujarat, Dadra & Nagar Haveli. Thereafter, our Company was converted from a private limited company to a public limited company, pursuant to a resolution passed in the extraordinary general meeting of our Shareholders held on February 24, 2025, and the name of our Company was changed to 'Rotomag Motors and Controls Limited', and a certificate of incorporation consequent upon conversion to public company dated April 29, 2025 was issued to our Company by the Registrar of Companies, Central Processing Centre. Our Company's name was further changed to 'Rotomag Enertec Limited' pursuant to a resolution passed in the extraordinary general meeting of our Shareholders held on February 24, 2025 for the purpose of reflecting the main business activity of the Company and a certificate of incorporation pursuant to change of name was issued by the Registrar of Companies, Central Processing Centre on May 8, 2025.

Change in registered office of our Company

The details of the change in the registered office of our Company since incorporation is set forth below:

Date of Change	Details of change	Reasons for change
December 12, 2013	Registered office of our Company was changed from GIDC Estate, Vithal Udyognagar 388 121 Gujarat, India to Plot No. 2102 / 3 & 4, GIDC Estate, Vithal Udyognagar, Anand 388 121 Gujarat, India	Operational convenience

Main Objects of our Company

The main objects contained in the Memorandum of Association of our Company are as mentioned below:

- To carry on the business of research, designing, development, manufacturing, installation, commissioning, engineering, marketing, and Servicing etc. as manufacturer, dealer, trader, agent, exporter, importer and installer of Solar Pumps, Solar Pumping Systems, Solar Photovoltaic modules, solar photovoltaic systems, inverters, solar power panel environmental radiation monitoring system, solar water heaters, solar hot and cold water tank, Solar Parks solar power Generating Systems, solar energy systems, Solar UPS, EV charger and EV charging Station on trunk installation or services basis.*
- To carry on the business of research, designing, development, manufacturing, installation, commissioning, engineering, marketing, servicing etc as manufacturer, dealer, trader, agent, exporter, importer and installer of DC motors, AC motors, Brake motors, Inverter duty motors, Hydraulic power pack motors, Low voltage A.C., motors, oil immersed motors, universal motors, synchronous motors, stepper motors, servo motors, ferrite and rare earth motors, PMDC motors, BLDC motors, permanent magnet synchronous motors, torque reluctance motors, EC motors, Servo gearboxes, gear and gearboxes, ferrite and rare earth motors, micromotors, geared motors, solar powered motors, brushless motors and controls, electrical and electronic motor speed controls and control panels, AC drives, variable frequency drives, servo drives, BLDC drives, DC drives and other types of electric motors and gearboxes.*

The main objects as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out.

Amendments to our Memorandum of Association

Set out below are the amendments to our Memorandum of Association in the ten years preceding the date of this Draft Red Herring Prospectus:

Date of Shareholders' resolution	Nature of Amendment
August 10, 2019	Clause III of our Memorandum of Association was amended to reflect the following change: <i>To carry on the business of research, designing, development, Commissioning, Marketing, manufacturing, Servicing and as dealers, traders, agent, exporters, importers and installers of engineering goods and components, electric motors, AC motors, Brake motors, Inverter duty motors, Hydraulic powerpack motors, Low voltage A.C. motors, Oil immersed motors, DC motors, universal motors, synchronous motors, stepper motors, servo motors, ferrite and rare earth motors, permanent magnet, Brushless DC motors, BLDC motors, Permanent Magnet synchronous motors, reluctance motors, EC motors, Torque motors, Servo gearboxes, Gearboxes, Gears, PMDC motors, ferrite and rare earth motors, Permanent Magnet, micromotors, geared motors, solar powered motors, brushless motors and controls, electrical and electronic motor speed controls and control panels, AC drives, variable frequency drives, inverters, servo drives, BLDC drives, DC drives, rectifiers, transformers, transducers, encoders, techno-generators, breakers, brakes, alternators, generators, axial fans, instrument cooling fans, armatures, stators, gear boxes, variators, worm reducers, helical gearboxes, planetary gearboxes, gear, linear actuators, stators, rotors, windings and components and spares thereof.</i> <i>To carry on the business of research, designing, development, Installation, commissioning, Marketing, Servicing and as manufacturers, dealers, traders, agents, exporters, importers and installers of Renewable Energy Products such as Solar Pumps, AC surface pumps, AC Submersible pumps, DC surface pumps, DC submersible pumps, AC or DC Centrifugal pumps, Monoblock Pumps, Solar Pumping Systems, Solar submersible pumps, Solar surface pumps, Positive displacement pumps, Solar Photovoltaic modules, Metal Structures to support solar photovoltaic modules, solar inverters, pump controllers, String inverters, Hybrid inverters, MPPT controllers, solar pump controllers, universal controllers, Grid connected Solar pump controllers, solar photovoltaic systems, solar PV module, solar lighting systems, solar lantern, BIPV solar systems, solar power generating systems, solar grid connected system, providing hybrid systems, solar panel and inverters, solar power panel environmental radiation monitoring system, solar water heaters, solar hot and cold water tank, remote village electrification, solar powered navigational buoy light system, solar geyser and heater and dryer, solar luminaries, solar and normal R.O. Systems, solar inverter, solar UPS, solar power conditioning unit, solar fencing, solar energy park, solar roof top systems (Grid connected and stand alone type), take EPC contract of all type renewable work, install solar powerplant, wind plant, and manufacturing, processing, generating, stocking, transferring, marketing, selling, servicing, engineering, contracting, erecting, commissioning, managing, maintaining, utilizing and renting, as developer, manufacturers, consultants, collaborators and advisors for all and every kind of plants, systems, equipment, products, components, assemblies and subassembly related to generation use, application and utilization of renewable energy resources, like solar, wind, tidal, bio-mass, geothermal of all and every kind and type including Photovoltaic, cells, windmills, wave motion generators, gobar gas generators and utilizing systems with battery and other renewable energy generating, distribution, and utilizing systems with battery storage, transformers, inverters, charge controllers refrigeration plant and cold storage plant and systems, heat exchangers insulating system including insulating materials evaporators condensers and produce and selling electricity to utility agency (Electricity Board) or end user, turnkey solution of solar pumping systems and power plant (Making bore well, done civil work and electrical work) AC indoor and out door, Solar Air Conditioning and coolers.</i>
December 10, 2024	Clause V of our Memorandum of Association, containing Authorised Share capital was amended to reflect sub-division of equity shares as following: <i>“The Authorised share capital of the Company is Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 5,00,00,000 (Rupees Five Crores Only) Equity Shares of Rs. 1/- (Rupees One Only) each”</i> Clause V of our Memorandum of Association was amended to reflect the increase in the authorised share capital of our Company from ₹50,000,000 consisting of 50,000,000 Equity Shares of ₹1 each to ₹200,000,000 consisting of 200,000,000 Equity Shares of ₹1 each. Clause III of our Memorandum of Association was amended to reflect the following main objects of our Company: <i>3 (a) 1 To carry on the business of research, designing development, manufacturing, installation, commissioning, engineering, marketing, and Servicing etc. as manufacturer, dealer, trader, agent, exporter, importer and installer of Solar Pumps, Solar Pumping Systems, Solar Photovoltaic modules, solar photovoltaic systems, inverters, solar power panel environmental radiation monitoring system, solar water heaters, solar hot and cold water tank, Solar Parks solar power Generating Systems, solar energy systems,</i>

Date of Shareholders' resolution	Nature of Amendment
	Solar UPS, EV charger and EV charging Station on trunk installation or services basis.
	3 (a) 2 To carry on the business of research, designing, development, manufacturing, installation, commissioning, engineering, marketing, servicing etc as manufacturer, dealer, trader, agent, exporter, importer and installer of DC motors, AC motors, Brake motors, Inverter duty motors, Hydraulic powerpack motors, Low voltage A.C. motors, oil immersed motors, universal motors, synchronous motors, stepper motors, servo motors, ferrite and rare earth motors, PMDC motors, BLDC motors, permanent magnet synchronous motors, torque reluctance motors, EC motors, Servo gearboxes, gear and gearboxes, ferrite and rare earth motors, micromotors, geared motors, solar powered motors, brushless motors and controls, electrical and electronic motor speed controls and control panels, AC drives, variable frequency drives, servo drives, BLDC drives, DC drives and other types of electric motors and gearboxes.
February 24, 2025	Clause I of our Memorandum of Association was amended to reflect the change in name of our Company from 'Rotomag Motors and Controls Private Limited' to 'Rotomag Motors and Controls Limited', pursuant to the conversion of our Company to a public limited company.
February 24, 2025	Clause I of our Memorandum of Association was amended to reflect the change in name of our Company from Rotomag Motors and Controls Limited to Rotomag Enertec Limited.

Major events and milestones

The table below sets forth the certain major events and milestones key events:

Calendar Year	Particulars
1993	Incorporation of our Company
1993	Commenced sale of DC Motors
2002	Established our manufacturing facility, Udyognagar Unit at plot No. 2102/3 & 2102/4, GIDC, Vithal Udyognagar, Anand, Gujarat, India
2005	Commenced export of DC motors to United States
2006	Incorporated our Material Subsidiary, Rotomotive Powerdrives India Limited and commenced sale of gearboxes
2011	Commenced sale of solar pumps
2016	Commenced sale of servo motors
2021	Acquired Cyclo Transmission Limited as a step-down Subsidiary and expanded the range of gearbox to cycloidal and planetary gearbox
2020	Commenced sales of drivetrain for EVs
2022	Commenced sale of BLDC railway carriage fan
	Achieved footprint in eight states of India for solar pumps
2025	Completed acquisition of Statcon Energia Private Limited
	Completed acquisition of 50.99% shareholding of Su-Vastika Systems Private Limited

Awards, accreditations or recognitions

The following are the key awards, accreditations and recognitions received by our Company:

Calendar Year	Particulars
2014	Awarded Growth in Production and Profit (Small) by MSME Commissionerate, Government of Gujarat (Gandhinagar)
2018	IPF Industrial Excellence Award 2018 winner for the fastest growing companies in the Light Engineering Segment
2019	Awarded "Solar Pump Manufacturer of the year" at the India Solar Week 2019
2020	Ranked #1 India's Top Performing MSMEs (Medium Manufacturing), by The Economic Times "ET Rise TOP MSMEs
2020	Ranked #3 India's Top Performing MSMEs by The Economic Times "ET Rise TOP MSMEs
2023	Selected to be listed in Dun & Bradstreet's premier publication 'India's Leading Mid-Corporates of India 2023 in manufacturing sector

Launch of key products or services, entry or exit in new geographies or exit from existing markets

For details of launch of key products or services, entry in new geographies or exit from existing markets, capacity or facility creation and the location of plants see “– *Major events and milestones*” and “*Our Business*” on pages 293 and 252 respectively.

Significant financial or strategic partners

Our Company does not have any significant financial or strategic partners as on the date of this Draft Red Herring Prospectus.

Time or cost overruns in setting up projects

Our Company has not experienced any time or cost overruns in respect of our business operations, as at the date of this Draft Red Herring Prospectus.

Defaults or rescheduling/restructuring of borrowings with financial institutions/banks

Our Company has not defaulted on repayment of any loan availed from any banks or financial institutions. The tenure of repayment of any loan availed by our Company from banks or financial institutions has not been rescheduled or restructured.

Revaluation of assets

Our Company has not revalued its assets in the 10 years preceding the date of this Draft Red Herring Prospectus.

Other Confirmations

There is no conflict of interest between the suppliers of raw materials and third-party service providers (which are crucial for operations of the Company) and our Company.

There is no conflict of interest between the lessors of the immovable properties (crucial for operations of the company) and our Company.

Our holding company, associate company and joint ventures

As on the date of this Draft Red Herring Prospectus, our Company does not have a holding company, an associate company or a joint venture.

Our Subsidiaries

As on the date of this Draft Red Herring Prospectus, our Company has the following Subsidiaries:

- (i) Rotomotive Powerdrives India Limited;
- (ii) Su–Vastika Systems Private Limited; and
- (iii) Statcon Energiaa Private Limited

Step-down Subsidiary

- (i) Cyclo Transmissions Limited

Unless stated otherwise, the details in relation to our Subsidiaries provided below are as on the date of this Draft Red Herring Prospectus.

Details of our Subsidiaries

1. Rotomotive Powerdrives India Limited

Corporate Information

Rotomotive Powerdrives India Limited was incorporated as a public limited company on July 6, 2006, under the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra & Nagar Haveli at Ahmedabad. It bears the corporate identification number U31103GJ2006PLC048638. Its registered office is situated at R. S. No. 223 Borsad, Anand, Napa Talpad – 388 560 Gujarat, India.

Nature of business

Rotomotive Powerdrives India Limited is engaged in the business of manufacturing, dealing, trading, exporting and importing of engineering goods and components, electric motors AC motor, DC motors, gear boxes, geared motor, instrument cooling fans, AC drivers, DC drivers and transformers.

Capital Structure

The authorised share capital of Rotomotive Powerdrives India Limited is ₹105,000,000 divided into 10,500,000 equity shares of ₹10 each. The issued, subscribed and paid-up equity share capital of Rotomotive Powerdrives India Limited is 62,608,270 divided into 6,260,827 equity shares of ₹10 each.

Shareholding pattern

The shareholding pattern of Rotomotive Powerdrives India Limited as on the date of this Draft Red Herring Prospectus is as provided below:

Name of the shareholder	Number of equity shares	Percentage of the issued and paid-up share capital (%)
Rotomag Enertec Limited	6,191,662	98.89
Umesh Mohan Balani	59,990	Negligible
Chandrashekar D. Vaidya	1,301	Negligible
Surendran G. Menon	1,288	Negligible
Anant Indravadan Shah	1,288	Negligible
Minoo Shirishbhai Dave	1,288	Negligible
R. Praveen Kumar	1,000	Negligible
Pavan Gopal Krishna Gupta	1,000	Negligible
R.R Ramesh	1,000	Negligible
Dhaval Dataniranjan Shukla	1,000	Negligible
Neelam Umesh Balani	10	Negligible
Total	6,260,827	100.00

2. Su – Vastika Systems Private Limited

Corporate Information

Su–Vastika Systems Private Limited was incorporated as a private company on July 4, 2018, under the Companies Act, 2013 as Swastika Systems Private Limited with the Registrar of Companies, Central Registration Centre at Manesar. Subsequently, its name was changed to Su–Vastika Systems Private Limited and a fresh certificate of incorporation dated April 9, 2019 was issued by Registrar of Companies, Delhi at New Delhi. It bears the corporate identification number U31900HR2018PTC074852. Its registered office is situated at SF-06, Second Floor, JMD Regent Plaza, Village Sikanderpur Ghosi, Gurugram 122 001 Haryana, India.

Nature of business

Su – Vastika Systems Private Limited is engaged in the business of managing, supervising and controlling the business of transmitting, manufacturing, supplying, generating, distributing and dealing in electricity and all forms of energy and power generated by any source.

Capital Structure

The authorised share capital of Su – Vastika Systems Private Limited is ₹20,000,000 divided into 1,400,000 equity shares of ₹10 each and 600,000 optionally convertible redeemable preference shares of ₹10 each. The issued, subscribed and paid-up equity share capital of Su–Vastika Systems Private Limited is ₹12,089,170 divided into 1,208,917 equity shares of ₹10 each.

Shareholding pattern

The shareholding pattern of Su – Vastika Systems Private Limited as on the date of this Draft Red Herring Prospectus is as provided below:

Name of the shareholder	Number of equity shares	Percentage of the issued and paid-up share capital (%)
Rotomag Enertec Limited	1,208,916	100.00
Dhaval Dattanirajan Shukla (Nominee shareholder)	1	Negligible
Total	1,208,917	100.00

3. Statcon Energiaa Private Limited

Corporate Information

Statcon Energiaa Private Limited was incorporated as Triport Electronics Private Limited on July 26, 1991, under the Companies Act, 1956 with the Registrar of Companies, Delhi & Haryana at New Delhi. Subsequently, pursuant to the certificate of incorporation dated December 26, 2014 issued by Registrar of Companies, Delhi at Delhi, its name was changed to Statcon Energiaa Private Limited. It bears the corporate identification number U31100DL1991PTC045130. Its registered office is situated at 19-E Pocket-2 Kondli Gharoli Mayur Vihar Phase-III, East Delhi, Delhi 110 096 Delhi, India.

Nature of business

Statcon Energiaa Private Limited is currently engaged in the business of manufacturing, importing, exporting and dealing in electrical and electronics apparatus, instruments, components of every description required for applications like generations, distributions, transmission among other things.

Capital Structure

The authorised share capital of Statcon Energiaa Private Limited is ₹350,000,000 divided into 3,500,000 equity shares of ₹100 each. The issued, subscribed and paid-up equity share capital of Statcon Energiaa Private Limited is ₹320,783,400 divided into 3,207,834 equity shares of ₹100 each.

Shareholding pattern

The shareholding pattern of Statcon Energiaa Private Limited as on the date of this Draft Red Herring Prospectus is as provided below:

Name of the shareholder	Number of equity shares	Percentage of the issued and paid-up share capital (%)
Rotomag Enertec Limited	1,635,703	50.99
Manoj Pande	1,010,090	31.49
Pranjal Pande	372,758	11.62
Charusmita	189,283	5.09
Total	3,207,834	100.00

Details of our step-down Subsidiary

4. Cyclo Transmissions Limited

Corporate Information

Cyclo Transmissions Limited was incorporated as Cyclo Transmissions Private Limited on March 20, 1985, under the Companies Act, 1956 with the Registrar of Companies, Maharashtra at Bombay. Subsequently its name was changed to Cyclo Transmissions Limited pursuant to a fresh certificate of incorporation dated June 4, 1986 issued by the Registrar of Companies, Maharashtra at Bombay. It bears the corporate identification number U40103MH1985PLC035675. Its registered office is situated at 299/1, Patkhal, Satara – 415 011 Maharashtra, India.

Nature of business

Cyclo Transmissions Limited is engaged in the business of designing, manufacturing, producing, assembling, repairing, reconditioning, importing, buying of or dealing in transmission such as cyclo speed reducers and increasers, gear drives, machine tools and accessories and components and parts of foregoings and machinery.

Capital Structure

The authorised share capital of Cyclo Transmissions Limited is ₹75,000,000 divided into 7,500,000 equity shares of ₹10 each. The issued, subscribed and paid-up equity share capital of Cyclo Transmissions Limited is 40,000,000 divided into 4,000,000 equity shares of ₹10 each.

Shareholding pattern

The shareholding pattern of Cyclo Transmissions Limited as on the date of this Draft Red Herring Prospectus is as provided below:

Name of the shareholder	Number of equity shares	Percentage of the issued and paid-up share capital (%)
Rotomotive Powerdrives India Limited	3,999,994	100.00
Batuk Purshottam Dave*	1	Negligible
Chandrashekhar Dattatray Vaidya*	1	Negligible
Dhaval D Shukla*	1	Negligible
Neelam Umesh Balani*	1	Negligible
R. Praveenkumar*	1	Negligible
Umesh Mohan Balani*	1	Negligible
Total	4,000,000	100.00

*Nominee shareholders of Cyclo Transmissions Limited

Select financial information of our Subsidiaries

Set out below are the revenue from operations and profit after tax of our Subsidiaries from their respective financial statements for Fiscal 2025, Fiscal 2024 and Fiscal 2023:

Name of the Subsidiary	Revenue from Operations (in ₹ million)			Profit after tax (in ₹ million)		
	Fiscal 2025	Fiscal 2024	Fiscal 2023	Fiscal 2025	Fiscal 2024	Fiscal 2023
Rotomotive Powerdrives India Limited	1,659.36	1,663.44	1,934.92	113.37	161.63	246.72
Su-Vastika Systems Private Limited	245.95	417.31	733.17	(39.84)	17.41	11.70
Statcon Energiaa Private Limited	2,036.59	1,719.44	1,293.10	72.97	83.17	36.09
Cyclo Transmissions Limited	113.47	134.51	120.13	23.59	13.99	(4.33)

Note: The details with respect to revenue from operations and profit after tax for the Subsidiaries have been obtained from the audited financial / special purpose audited statements of the respective Subsidiaries for Fiscal 2025, Fiscal 2024 and Fiscal 2023.

Accumulated profits or losses

There are no accumulated profits or losses of any of our Subsidiaries that have not been accounted for by our Company in the Restated Consolidated Financial Information as per applicable accounting standards.

Business interest in our Company

Other than as mentioned in this section, and in “*Other Financial Information - Related Party Transactions*” and “*Our Business*” on pages 391 and 252, respectively, our Subsidiaries have no business interests in our Company.

Common Pursuits

Except for Rotomotive, none of our Subsidiaries are engaged in a business similar to the business of our Company. However, we do not perceive any conflict of interest in this regard given our majority shareholding in Rotomotive. Our Company shall adopt necessary measures and practices as permitted by law and regulatory guidelines to address any conflict situation as and when they arise.

Confirmations

None of our Subsidiaries are listed on any stock exchange in India or abroad.

Further, none of the securities of our Subsidiaries have not been refused listing by any stock exchange in India or abroad, nor have any of our Subsidiaries failed to meet the listing requirements of any stock exchange in India or abroad, to the extent applicable.

There is no conflict of interest between the suppliers of raw materials and third party service providers (which are crucial for operations of the Company) and the Subsidiaries and their directors.

There is no conflict of interest between the lessors of the immovable properties (crucial for the operations of the Company) and the Subsidiaries and their directors.

Details regarding material acquisition or divestment of business or undertakings, slump sale, if any, in the last ten years

Except as disclosed below, there have been no material acquisitions or divestments of business or undertakings or slump sale by our Company in the last 10 years:

1. Pursuant to a resolution of our Board dated July 9, 2021, our Company divested its entire holding in Magtor Servomotion Private Limited (“**Magtor**”), an erstwhile joint venture of our Company, comprising 1,761,415 equity shares constituting 44.45% of the equity share capital of Magtor in favour of Rotomotive as per Section 180 of the Companies Act, at a value of ₹0.08 per share. A valuation report dated June 28, 2021 was obtained from Kunvarji Finstock Private Limited in relation to such divestment of the stake of our Company in Magtor. The transfer of shares from our Company to Rotomotive became effective upon the execution of share transfer agreement dated August 3, 2021. Subsequently, Magtor merged with Rotomotive vide a scheme of amalgamation dated May 29, 2023 under section 233 of the Companies Act, 2013.

Neither our Promoters nor any of our Directors have any relationship with the erstwhile joint venture, Magtor.

2. Pursuant to the share purchase agreement dated June 27, 2025, by and amongst our Company, Khushboo Sachdev and Su-Vastika Systems Private Limited, our Company has agreed to purchased 1,208,917 full paid up equity shares of face value of ₹10 each comprising 100.00% of the shareholding of Su-Vastika Systems Private Limited from Khushboo Sachdeva for a consideration of ₹6.00 million paid in a single tranche for her complete shareholding at a value of ₹5 per share. The consideration was determined based on the valuation report dated July 18, 2025, issued by Ravi Ashok Kumar Jain, registered valuer. Pursuant to the completion of this transaction, our Company holds 1,208,917 equity shares of Su-Vastika Systems Private Limited representing 100.00% of its equity share capital.

Neither our Promoters nor any of our Directors have any relationship with the Sellers.

3. Pursuant to the share purchase agreement dated August 2, 2025, entered into by and amongst Manoj Pande, Pranjal Pande, Charusmita (*hereinafter referred to individually as Promoter and collectively as Promoters*), Sunita Pande, Kaushlendra Pandey, Anil Dhar and Ganesh Prasad Mishra (*hereinafter referred to individually as Confirmatory Parties*) (*the Promoter and Confirmatory Parties shall be regarded as Selling Shareholders*), Statcon Energiaa Private Limited and our Company, our Company has agreed i) to subscribe to 1,512,859 equity shares of face value ₹100 each for the consideration of ₹1,000 million; and ii) to purchase 122,844 equity shares of face value ₹100 each from the Selling Shareholders for the total consideration of ₹81.20 million. Pursuant to the completion of this transaction, our Company holds 1,635,703 equity shares of Statcon Energiaa Private Limited representing 50.99% of its shareholding on a fully diluted basis. The consideration was determined based on valuation report dated July 25, 2025, issued by Ravi Ashok Kumar Jain, Registered Valuer.

Neither our Promoters nor any of our Directors have any relationship with the Sellers.

Mergers or amalgamations

Our Company has not been party to any merger or amalgamation in the 10 years preceding the date of this Draft Red Herring Prospectus.

Summary of key agreements and Shareholders' agreements

Details of subsisting shareholder's agreements among our shareholders *vis-a-vis* our Company, which our Company is aware of, as on the date of this Draft Red Herring Prospectus, are provided below:

Subscription and Shareholders' Agreement dated August 20, 2015 entered by and among the Company, Umesh Mohan Balani, Neelam Umesh Balani and BanyanTree Growth Capital II, LLC ("Shareholders Agreement") as amended and modified pursuant to the Waiver-cum-Amendment Agreement dated September 19, 2025 to the Subscription and Shareholders' Agreement ("Waiver cum Amendment Agreement")

Our Company entered into a Subscription and Shareholders' Agreement dated August 20, 2015 with Umesh Mohan Balani, Neelam Umesh Balani ('Promoters') and BanyanTree Growth Capital II, LLC ('Investor') to raise monies for the purpose of meeting capital expenditure, to augment its working capital and to make downstream investment in Rotomotive Powerdrives India Limited. The Shareholders' Agreement governs the mutual rights and obligations of the parties to the Shareholders' Agreement in relation to their respective shareholding in our Company, management of our Company and certain other rights and obligations. The Investor subscribed to a total of 3,200 compulsorily convertible debentures (CCDs) having a face value of ₹100,000 each representing 100% of the total CCD holding and subscribed to 100 equity shares at ₹12,700 at a premium of ₹117 per share. The agreement was made effective upon fulfilment of certain conditions precedent and receiving condition precedent completion notice. Under the terms of the Subscription and Shareholders' Agreement, the Investor reserves the right to *inter alia* a) appoint one investor director on the board of our Company and our Subsidiary's board and one non – voting observer on our Company's board and committees; (b) pre-emptive rights for subscription to new issuances of equity securities; (c) require prior written consent before the Promoters transfer any of their securities or any securities held by the Promoters in the subsidiaries; (d) preserve their shareholding percentage (anti-dilution right); and (e) require the Promoters to sell their securities to any transferee (drag along right) in case the right to first offer to the Promoters fail. The CCDs shall be compulsorily convertible at the earlier of (a) option of the Investor; (b) prior to filing the red herring prospectus or such later date as per applicable law ("IPO conversion date"); or (c) nineteen years from the closing date ("Final Maturity Date").

Pursuant to the Shareholders' Agreement, the Investor has the right to make Umesh Mohan Balani sell all or any of the Equity Securities held by him to a third party as identified by the Investor ("Drag Along Right"), under certain circumstances, and Umesh Mohan Balani has an obligation to sell certain earmarked shares (1,338,391 Equity Shares) (the "Earmarked Shares"), on the terms and conditions set out in the Shareholders' Agreement. In order to ensure that the Investor is able to successfully exercise its drag along right, as and when required, Umesh Mohan Balani, the Company, the Investor and Axis Trustee Services Limited (the "Earmarking Agent") entered into an earmarking agreement dated August 20, 2015 (the "Earmarking Agreement"). Pursuant to the terms of the Earmarking Agreement,

Umesh Mohan Balani has agreed to keep at all times the Earmarked Shares in safe keep with the Earmarking Agent free and clear of any encumbrances and has entered into a non-disposal agreement dated August 20, 2015 (the “Non-Disposal Agreement”).

There are no special rights available to the Promoters and/or the Shareholders’ which shall survive the listing of the Equity Shares of the Company.

In view of the Offer, the parties have entered into the Waiver cum Amendment Agreement with the objective of enabling implementation of the Offer. Pursuant to the Waiver cum Amendment Agreement, the parties have amended certain provisions of the Shareholders’ Agreement and provided certain waivers or consents on some matters in relation to certain rights, obligations and restrictions under the Shareholders’ Agreements, including but not limited to, waiver of right to drag along requiring the Promoters to sell all or any of their shares, waiver of right to appoint a promoter director, waiver of right to receive minutes of the proceedings of every meeting of the Board, waiver of right to apply the agreement to the Subsidiaries of our Company, waiver of pre-emptive right to the extent of Equity Shares being issued pursuant to the Fresh Issue component in the IPO, waiver of prior consent in relation to transfer / assignment of Equity Shares to the extent of transfer of any Equity Shares by existing Shareholders of the Company in the Offer for Sale component of the IPO.

Pursuant to the Waiver cum Amendment Agreement, Earmarking Agreement and the Non-Disposal Agreement shall automatically stand terminated prior to filing of the draft red herring prospectus by our Company. The Waiver cum Amendment Agreement will stand automatically terminated upon the occurrence of any of the following: (a) by the mutual written agreement of all the Parties to the Amendment Agreement; or (b) with regard to any shareholder who is party to the Amendment Agreement, upon such shareholder, ceasing to hold any Equity Securities in our Company; or (c) in the event the consummation of the IPO of the Equity Shares on the Stock Exchanges is not completed on or prior to 12 months from receipt of the final observations from SEBI or any such period as may be prescribed by SEBI from time to time; or (d) if the Company and the Selling Shareholders, in consultation with the Book Running Lead Managers, decide not to undertake the proposed IPO; or (e) where the IPO is abandoned, withdrawn or is unsuccessful due to any reason.

The Shareholders’ Agreement including the Waiver cum Amendment Agreement shall automatically terminate in respect to each party, in its entirety, immediately upon the commencement listing of Equity Shares of our Company on the BSE Limited and the National Stock Exchange of India Limited, pursuant to the Offer without any further act or deed required by any party to the Shareholders’ Agreement.

Agreements with Promoters, Directors, Key Managerial Personnel, Senior Management or any other employee

Neither our Promoters, nor any of our Directors, Key Managerial Personnel, Senior Management or employees of our Company have entered into an agreement, 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 the dealings of the securities of our Company.

Other material agreements

Except as disclosed below, our Company has not entered into any other subsisting material agreement, including with strategic partners, joint venture partners and/or financial partners, other than in the ordinary course of business:

In compliance with Clause 5A of paragraph A of part A of Schedule III of the SEBI Listing Regulations, there are no agreements entered into by our Shareholders, Promoters, Promoter Group entities, related parties, Directors, Key Managerial Personnel, employees of our Company or of our Subsidiaries, among themselves or with our Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of our Company or impose any restriction or create any liability upon our Company, whether or not our Company is a party to such agreements.

Except as disclosed in this Draft Red Herring Prospectus, there are no other agreements/ arrangements and clauses/covenants which are material and which needs to be disclosed or non - disclosure of which may have bearing on the investment decision, other than the ones which have already disclosed in this Draft Red Herring Prospectus.

Additionally, this Draft Red Herring Prospectus includes all the material covenants of the agreements disclosed hereunder.

Except as disclosed in this Draft Red Herring Prospectus, there are no agreements entered into by our Company pertaining to the primary and secondary transactions of securities of the Company. Further, our Company does not have any proposed arrangements pursuant to which it would undertake any material acquisitions or divestments of business/ undertakings, slump sales, mergers, amalgamation, any revaluation of assets.

Guarantees given by our Promoter Selling Shareholders

Other than as disclosed below, the Promoter Selling Shareholders have not given any guarantees to third parties:

Name of the Lender / Debenture Trustee	Type of Facility	Sanctioned Amount* (₹ in million)	Obligations on the Company	Obligation of the Promoters offering their shares in the Offer for Sale	Security Provided	Purpose of Facility
ICICI Bank Limited	Fund based and non-fund based	700.00	Serve the debt and adhere with the covenants	Personal Guarantee in case company fails to serve the debt	First charge on receivables and inventory and second charge on fixed assets	Working capital facility
Axis Bank Limited	Fund based and non-fund based	1,095.00	Serve the debt and adhere with the covenants	Personal guarantee in case company fails to serve the debt	First charge on receivables and inventory and second charge on fixed assets	Working capital facility
Bank of Baroda	Fund based and non-fund based	1,845.00	Serve the debt and adhere with the covenants	Personal guarantee in case company fails to serve the debt	First charge on receivables and inventory and second charge on fixed assets	Working capital facility
Bank of Baroda	Fund based facilities and non-fund based facilities	552.90	Serve the debt and adhere with the covenants	Personal guarantee in case company fails to serve the debt	First charge on receivables and inventory and second charge on fixed assets	Working capital facility and Term loan
Bank of India	Fund based facilities and non-fund based facilities	500.00	Serve the debt and adhere with the covenants	Personal guarantee in case company fails to serve the debt	First charge on receivables and inventory and second charge on fixed assets	Working capital facility
Bank of Baroda	Solar rooftop term loan	26.00	Serve the debt and adhere with the covenants	Personal guarantee in case company fails to serve the debt	First charge on receivables and inventory and second charge on fixed assets	Term Loan
Catalyst Trustee Limited	Issuance of NCD	1,500.00	Serve the debt and adhere with the covenants	Personal guarantee in case company fails to serve	First charge on receivables and inventory and second charge on fixed assets	Acquisition

Name of the Lender / Debenture Trustee	Type of Facility	Sanctioned Amount* (₹ in million)	Obligations on the Company	Obligation of the Promoters offering their shares in the Offer for Sale	Security Provided	Purpose of Facility
				the debt		
Bank of Baroda	Auto loan	0.72	Serve the debt and adhere with the covenants	Personal guarantee in case company fails to serve the debt	Pledge on vehicle	Purchase of vehicle
Bank of Baroda	Auto loan	1.47	Serve the debt and adhere with the covenants	Personal guarantee in case company fails to serve the debt	Pledge on vehicle	Purchase of vehicle
Bank of Baroda	Auto loan	1.39	Serve the debt and adhere with the covenants	Personal guarantee in case company fails to serve the debt	Pledge on vehicle	Purchase of vehicle
Bank of Baroda	Auto loan	1.58	Serve the debt and adhere with the covenants	Personal guarantee in case company fails to serve the debt	Pledge on vehicle	Purchase of vehicle
ICICI Bank Limited	Vendor Financing	150.00	Serve the debt and adhere with the covenants	Personal guarantee in case company fails to serve the debt	Corporate guarantee of Rotomag Enertec Limited	Working capital facility

*As on August 31, 2025

The guarantees set out above have been issued as security in connection with the facilities availed by our Company and Rotomotive. Pursuant to the terms of the guarantees, the obligations of the Promoter Selling Shareholders include repayment of the guaranteed sum in case of default by the respective borrowers. The financial implications in case of default by the borrower are that the lender would be entitled to invoke the guarantees to the extent of the outstanding loan amount together with any interests, costs or charges due to the respective lenders. The guarantees are effective for a period until the underlying loan is to be repaid in full by the respective borrower. Any default or failure by our Company or the relevant borrower entity to repay the loans in a timely manner, or at all, could trigger repayment obligations on the part of our Promoter Selling Shareholders. For further details of the security, please see, “*Financial Indebtedness – Principal terms of the borrowings availed by our Company and our Subsidiaries*” and “*Restated Consolidated Financial Information — Note - 15 Borrowings*” on page 422 and 367, respectively.

OUR MANAGEMENT

Board of Directors

The Articles of Association require that our Board shall comprise of 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 on the date of filing this Draft Red Herring Prospectus, we have six Directors on our Board, of whom two are Executive Directors, three are Independent Directors, including one woman Independent Director and one Non-Executive Nominee Director. Our Company is in compliance with the corporate governance requirements prescribed under the SEBI Listing Regulations and the Companies Act, 2013, in relation to the composition of our Board and constitution of committees thereof.

The following table sets forth the details of our Board as on the date of this Draft Red Herring Prospectus:

Name, designation, date of birth, age, address, occupation, current term, period of directorship and DIN	Other directorships
<i>Umesh Mohan Balani</i> <i>Designation:</i> Chairman and Managing Director <i>Date of birth:</i> July 19, 1967 <i>Age:</i> 58 years <i>Address:</i> Kamla Baug Farm Popat Kui Karmasad Gana Road, Karmasad, Anand - 388 325 Gujarat, India <i>Occupation:</i> Business <i>Current term:</i> For a period of five years with effect commencing from August 8, 2025 and ending on August 7, 2030, and liable to retire by rotation <i>Period of directorship:</i> Director since July 21, 1993 <i>DIN:</i> 00273387	<i>Indian Companies:</i> 1. Cyclo Transmissions Limited 2. Rotomotive Powerdrives India Limited 3. Statcon Energiaa Private Limited 4. Su-Vastika Systems Private Limited <i>Foreign Companies:</i> NA
<i>Neelam Umesh Balani</i> <i>Designation:</i> Whole-Time Director <i>Date of birth:</i> February 21, 1966 <i>Age:</i> 59 years <i>Address:</i> Kamala Baug Farm Popat Kui, Karamsad Gana Road, Karamaad, Anand - 388 325 Gujarat, India <i>Occupation:</i> Business <i>Current term:</i> For a period of five years from August 8, 2025 and ending on August 7, 2030, and liable to retire by rotation <i>Period of directorship:</i> Director since July 1, 2008 <i>DIN:</i> 02260056	<i>Indian Companies:</i> 1. Rotomotive Powerdrives India Limited 2. Cyclo Transmissions Limited 3. Statcon Energiaa Private Limited <i>Foreign Companies:</i> NA

Name, designation, date of birth, age, address, occupation, current term, period of directorship and DIN	Other directorships
Priyanka Gulati <i>Designation:</i> Independent Director <i>Date of birth:</i> December 17, 1977 <i>Age:</i> 47 years <i>Address:</i> A-9, Sarvodaya Enclave, South Delhi - 110 017 Delhi India <i>Occupation:</i> Service <i>Current term:</i> For a period of three consecutive years with effect from February 24, 2025, and not liable to retire by rotation <i>Period of directorship:</i> Director since January 31, 2025 <i>DIN:</i> 07087707	<i>Indian Companies:</i> 1. Premier Energies Limited 2. EPACK Durable Limited 3. Krishna Penstone Automotive Private Limited 4. Greenfuel Energy Solutions Private Limited 5. Talbros Automotive Components Limited <i>Foreign Companies:</i> NA
Ranganath N Krishna <i>Designation:</i> Independent Director <i>Date of birth:</i> March 3, 1956 <i>Age:</i> 69 years <i>Address:</i> 57/5 Sreshta, Subramaniam Street, Abhiramapuram, Teynampet, Chennai - 600 018 Tamil Nadu, India <i>Occupation:</i> Retired <i>Current term:</i> For a period of three consecutive years with effect from February 24, 2025, and not liable to retire by rotation <i>Period of directorship:</i> Director since January 31, 2025 <i>DIN:</i> 00004044	<i>Indian Companies:</i> 1. AVT Natural Products Limited 2. L&T Valves Limited 3. La-Gajjar Machineries Private Limited 4. Smart Joules Private Limited 5. Inphlox Water Systems Private Limited 6. Mechzephyr Engineering Private Limited 7. Strategy Catalysts Private Limited 8. Cognizant Foundation <i>Foreign Companies:</i> NA
Anil Kumar Raina <i>Designation:</i> Independent Director <i>Date of birth:</i> December 20, 1955 <i>Age:</i> 69 years <i>Address:</i> C-103, Riviera Elite, Skycity, Club O7 Road, Shela – Ahmedabad - 380058 Gujarat, India <i>Occupation:</i> Consultant <i>Current term:</i> For a period of three consecutive years with effect from February 24, 2025, and not liable to retire by rotation <i>Period of directorship:</i> Director since January 31, 2025 <i>DIN:</i> 03325932	<i>Indian Companies:</i> 1. Rotomotive Powerdrives India Limited 2. Statcon Energiaa Private Limited <i>Foreign Companies:</i> NA
Rakesh Kumar Bhutoria⁽¹⁾ <i>Designation:</i> Non-Executive Nominee Director	<i>Indian Companies:</i> 1. Kanakadurga Finance Limited

Name, designation, date of birth, age, address, occupation, current term, period of directorship and DIN	Other directorships
<i>Date of birth:</i> November 14, 1966 <i>Age:</i> 58 years <i>Address:</i> Oberoi Skycity, 1503-1504, Tower D Dattapadda Road, Off. W.E. Highway, Borivali East, Mumbai - 400 066 Maharashtra, India <i>Occupation:</i> Private Equity <i>Current term:</i> With effect from April 11, 2025 and not liable to retire by rotation <i>Period of directorship:</i> Director since April 11, 2025 <i>DIN:</i> 08449728	2. Mahaveer Finance India Limited 3. Popular Vehicles and Services Limited <i>Foreign Companies:</i> NA

⁽¹⁾ Nominee director appointed by BanyanTree Growth Capital II, LLC

Brief profiles of our Directors

Umesh Mohan Balani is the Chairman and Managing Director on the Board of our Company. He holds a bachelor of engineering (electronics) degree from Birla Vishwakarma Mahavidhyalaya under the Sardar Patel University, Gujarat. He has 31 years of experience in contributing across multiple domains, including industrial drives, electric motors and solar power operations of our Company.

Neelam Umesh Balani is the Whole-Time Director on the Board of our Company. She holds a bachelor of science degree in microbiology from Sardar Patel University, Gujarat, Ph. D. in biotechnology from University of Pune, Pune, diploma in business management from ICFAI Institute, and has completed chief operations officer programme from Indian Institute of Management, Lucknow. She has over 23 years of experience in the industrial drive and solar pump sector. Prior to joining our Company, she was a lecturer of biotechnology in Natubhai V. Patel College of Pure & Applied Sciences for four years and was awarded a research grant from Department of Science and Technology, Government of India.

Priyanka Gulati is an Independent Director on the Board of our Company. She is an associate member of the Institute of Chartered Accountants of India. She has more than 10 years of experience in the field of consulting sector and prior to joining our Company, she was associated with Manthan Management Solutions Private Limited as its director. She is currently serving as a partner at Grant Thornton Bharat LLP. She has been awarded the Outstanding Woman Entrepreneur of the Year at the 3rd FLO Women Awards of Uttar Pradesh, 2017-2018 by FICCI.

Ranganath N Krishna is an Independent Director on the Board of our Company. He holds a degree of bachelor of engineering (mechanical) from University of Madras, and a postgraduate diploma in business management from Xavier Labour Relations Institute, Jamshedpur. He has over 20 years of experience in the engineering sector. He has previously worked with Grundfos Pumps India Private Limited.

Anil Kumar Raina is an Independent Director on the Board of our Company. He holds a degree of bachelor of science (electrical engineering) from Panjab University, Chandigarh. He has 38 years of experience with Crompton Greaves Limited serving as the executive vice president and president – industrial BU.

Rakesh Kumar Bhutoria is the Non-Executive Nominee Director of our Company. He has been appointed as a Non-Executive Nominee Director of our Company pursuant to the Subscription and Shareholders' Agreement. He holds a degree of bachelor of chemical engineering from Jadavpur University and degree of master of management studies from University of Bombay. He has over a decade of experience in banking sector. He has previously worked as a managing director of Standard Chartered Bank and group executive vice president in commercial banking at IDFC Bank Limited.

Details of directorship in companies suspended or delisted

None of our Directors is or was a director of any listed company, whose shares have been or were suspended from being traded on any stock exchanges, in the last five years prior to the date of this Draft Red Herring Prospectus, during the term of their directorship in such company.

Further, 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

Except as disclosed below, none of our Directors have not been associated with any company that has been struck-off by the registrar of companies or the MCA;

Name of Directors	Struck-off companies by registrar of members or MCA
Ranganath N Krishna	Celebrity Clothing Limited
Priyanka Gulati	Manthan Management Solutions Private Limited

Relationships between our Directors and the Key Managerial Personnel or Senior Management

Except for Umesh Mohan Balani and Neelam Umesh Balani, being husband and wife, respectively, none of our Directors are related to each other or to any of our Key Managerial Personnel or Senior Management.

Arrangement or understanding with major Shareholders, customers, suppliers or others

Except for Rakesh Kumar Bhutoria, who has been appointed as a nominee of BanyanTree Growth Capital II, LLC pursuant to Subscription and Shareholders' Agreement dated August 20, 2015 signed among our Company, Umesh Mohan Balani, Neelam Umesh Balani and BanyanTree Growth Capital II, LLC, none of our Directors have been appointed on our Board pursuant to any arrangement with our major shareholders, customers, suppliers or others. For further details, see "*History and Certain Corporate Matters – Summary of key agreements and Shareholders' agreements*" on page 299.

Service contracts with Directors

Our Company has not entered into any service contracts with our Directors which provide for benefits upon the termination of their employment.

Borrowing powers

In accordance with our Articles of Association and the applicable provisions of the Companies Act, and pursuant to a resolution of our Board and Shareholders dated September 23, 2024 and September 30, 2024 respectively, our Board is authorised to borrow up to an amount of ₹10,000 million, in excess of the aggregate of the paid up capital and free reserves of our Company and for creation of charge/providing security for the sum borrowed on the assets of our Company.

Terms of appointment of our Directors

a) Terms of employment of our Executive Directors

Umesh Mohan Balani, Chairman and Managing Director

Umesh Mohan Balani was appointed as the Chairman and Managing Director of our Company pursuant to the resolution passed by our Board on August 8, 2025 and our Shareholders on August 16, 2025, for a period of five years with effect from August 8, 2025. He receives remuneration from our Company in accordance with the Board resolution dated August 8, 2025 and the resolution of our shareholders approved in their general meeting held on August 16, 2025. The details of the remuneration that Umesh Mohan Balani is entitled to and the other terms of his employment are enumerated below:

- i. Salary: ₹0.80 million (rupees eight lakhs only) per month; and
- ii. Provision of a driver for official use. The salary and other expenses related to the driver shall be borne by our Company.

Neelam Umesh Balani, Whole-Time Director

Neelam Umesh Balani was appointed as the Whole-Time Director of our Company pursuant to the resolution passed by our Board on August 8, 2025 and our Shareholders on August 16, 2025, for a period of five years with effect from August 8, 2025. She receives remuneration from our Company in accordance with the Board resolution dated August 8, 2025 and the resolution of our shareholders approved in their general meeting held on August 16, 2025. The details of the remuneration that Neelam Umesh Balani is entitled to and the other terms of her employment are enumerated below:

- i. Salary: ₹0.37 million (rupees three lakhs seventy-five only) per month.

b) Sitting fees and commission to Independent Director

Pursuant to a resolution of our Board dated January 31, 2025, our Independent Directors are entitled to receive sitting fees of ₹0.10 million (rupees one lakh only) and ₹0.08 million (rupees seventy-five thousand only) for attending each meeting of our Board and the committees constituted of the Board respectively. Further, our Independent Directors may be paid commission and reimbursement of expenses as permitted under the Companies Act and the SEBI Listing Regulations.

Except as disclosed above, our Company has not entered into any contract appointing or fixing the remuneration of a Director, in the two years preceding the date of this Draft Red Herring Prospectus.

Payments or benefits to our Directors

a) Executive Directors

The table below sets forth the details of the remuneration (including sitting fees, salaries, commission and perquisites, professional fee, consultancy fee, if any) paid to our Executive Directors for the Fiscal 2025:

S. No.	Name of the Executive Director	Remuneration for Fiscal 2025 (in ₹ million)
1.	Umesh Mohan Balani	6.30
2.	Neelam Umesh Balani	3.30

b) Independent and Nominee Directors

The table below sets forth the details of the remuneration (including sitting fees and commission) paid to our Independent Directors for the Fiscal 2025:

S. No.	Name of the Director	Designation of Director	Remuneration for Fiscal 2025 (in ₹ million)
1.	Priyanka Gulati	Independent Director	Nil
2.	Ranganath N Krishna	Independent Director	Nil
3.	Anil Kumar Raina	Independent Director	Nil
4.	Rakesh Kumar Bhutoria	Nominee Director	Nil

Remuneration paid or payable to our Directors by our Subsidiaries:

Except as disclosed below, no remuneration has been paid to our Directors by any of our Subsidiaries in Fiscal 2025:

S. No.	Name of Director	Name of Subsidiary	Total remuneration (in ₹ million)
1.	Umesh Mohan Balani	Rotomotive Powerdrives India Limited	6.30

S. No.	Name of Director	Name of Subsidiary	Total remuneration (in ₹ million)
2.	Neelam Umesh Balani	Rotomotive Powerdrives India Limited	3.30
3.	Umesh Mohan Balani	Cyclo Transmissions Limited	Nil
4.	Neelam Umesh Balani	Cyclo Transmissions Limited	Nil

Contingent and deferred compensation payable to the Directors

As on the date of this Draft Red Herring Prospectus, there is no contingent or deferred compensation payable to the Directors, which does not form part of their remuneration.

Bonus or profit-sharing plan for our Directors

Our Company does not have any performance linked bonus or a profit-sharing plan in which our Directors have participated.

Shareholding of Directors in our Company

Our Articles of Association do not require our Directors to hold qualification shares.

The table below sets forth details of Equity Shares held by the Directors as on date of this Draft Red Herring Prospectus:

Name	Number of Equity Shares	Percentage of the pre-Offer paid up share capital on fully diluted basis (%) [^]	Percentage of the post-Offer paid up share capital (%) [*]
Umesh Mohan Balani	39,811,846	39.41	[●]
Neelam Umesh Balani	2,881,160	2.85	[●]

^{*}Subject to finalisation of Basis of Allotment.

[^]As on the date of this Draft Red Herring Prospectus, 3,200 CCDs of face value ₹100,000 each, are outstanding and will be converted to maximum of up to 17,754,881 Equity Shares of face value ₹1 each, prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations.

Shareholding of Directors in our Subsidiaries

Except for Umesh Mohan Balani, our Chairman and Managing Director and Neelam Umesh Balani, our Whole-Time Director, who are interested as shareholders in the Subsidiaries of our Company, none of our Directors have any shareholding in our Subsidiaries.

For details in relation to the shareholding of our Directors in our Subsidiaries, see “*History and Certain Corporate Matters - Our subsidiaries*”, on page 294.

Interest of Directors

All our Directors may be deemed to be interested to the extent of fees and commission, if any, payable to them for attending meetings of the Board or a committee thereof, as well as to the extent of other remuneration, commission and reimbursement of expenses, if any, payable to them by our Company. For further details, see “*Other Financial Information – Related Party Transactions*” on page 391.

Our Directors may also be regarded as interested to the extent of the Equity Shares, if any, held by them and to the extent of any dividend payable to them and other distributions in respect of these Equity Shares. For further details regarding the shareholding of our Directors, see “– *Shareholding of Directors in our Company*” on page 308.

Further, (i) Umesh Mohan Balani, Neelam Umesh Balani and Anil Kumar Raina are directors on the board of our Material Subsidiaries, Rotomotive Powerdrives India Limited and Statcon Energiaa Private Limited; (ii) Umesh Mohan Balani and Neelam Umesh Balani are directors on the board of our Subsidiary, Cyclo Transmissions Limited and (iii) Umesh Mohan Balani is on the board of Su-Vastika Systems Private Limited. Other than ₹6.30 million and

₹3.30 million paid to Umesh Mohan Balani and Neelam Umesh Balani respectively, from Rotomotive Powerdrives India Limited during Fiscal 2025, they are not paid any managerial remuneration in consideration for these services, in accordance with the provisions of the applicable law.

Further, none of our Directors are directors on the boards, or are shareholders, kartas, trustees, proprietors, members or partners, of entities with which our Company has had related party transactions and are not deemed to be interested to the extent of the payments made by our Company, if any, to these entities except as mentioned under “*Other Financial Information - Related Party Transactions*” on page 391.

Except to the extent of the sale of Equity Shares in the Offer for Sale by the Selling Shareholders, who are also directors of our Company, there is no material existing or anticipated transaction whereby Directors will receive any portion of the proceeds from the Offer.

Interest in promotion of our Company

As on the date of this Draft Red Herring Prospectus, except for Umesh Mohan Balani and Neelam Umesh Balani, who are the Promoters of our Company, none of our other Directors are interested in the promotion of our Company. For further details, see “*Our Promoters and Promoter Group*” on page 324.

Interest in land and property

Our Directors do not have any interest in any property acquired or proposed to be acquired by our Company.

Further, our Directors do not have any interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery during the three years preceding the date of this Draft Red Herring Prospectus.

Loans to Directors

As on the date of this Draft Red Herring Prospectus, no loans have been availed by our Directors from our Company.

Other confirmations

No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce such Director to become or to help such Director qualify as a Director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

There is no conflict of interest between the lessors of our immovable properties of our Company (which are crucial for operations of our Company) and any of our Directors or Key Managerial Personnel.

There is no conflict of interest between the suppliers of raw materials or any third-party service providers of our Company (which are crucial for operations of our Company), and any of our Directors or Key Managerial Personnel.

No amount or benefit has been paid or given within the two years preceding the date of filing of this Draft Red Herring Prospectus or is intended to be paid or given to any of our Directors, Key Managerial Personnel or members of Senior Management.

Changes to our Board in the last three years

Except as mentioned below, there have been no changes in our Directors in the last three years:

Name	Designation (at the time of appointment / change in designation / cessation)	Date of appointment / change in designation / cessation	Reason
Umesh Mohan Balani	Chairman and Managing Director	August 8, 2025	Change in designation

Name	Designation (at the time of appointment / change in designation / cessation)	Date of appointment / change in designation / cessation	Reason
Neelam Umesh Balani	Whole-Time Director	August 8, 2025	Change in designation
Batuk Purshottam Dave	Director	September 23, 2024	Resignation
Ashish Kumar Aggarwal	Director	March 20, 2025	Resignation
Anil Kumar Raina	Independent Director	January 31, 2025	Appointment as Independent Director
Priyanka Gulati	Independent Director	January 31, 2025	Appointment as Independent Director
Ranganath N Krishna	Independent Director	January 31, 2025	Appointment as Independent Director
Rakesh Kumar Bhutoria	Non-Executive Nominee Director	April 11, 2025	Appointment as Non-Executive Nominee Director

Note: This table does not include details of regularisations of additional Directors.

Corporate governance

The provisions of the Companies Act, 2013 along with the SEBI Listing Regulations, with respect to corporate governance, will be applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchanges. Our Company is in compliance with the requirements of the applicable requirements for corporate governance in accordance with the SEBI Listing Regulations, and the Companies Act, 2013, including those pertaining to the constitution of the Board and committees thereof.

As on the date of filing this Draft Red Herring Prospectus, we have six Directors on our Board, of whom two are Executive Directors, three are Independent Directors, including one woman Independent Director and one Non-Executive Nominee Director. Additionally, Anil Kumar Raina, Independent Director on our Board has also been appointed as an independent director on the board of the Rotomotive Powerdrives India Limited and Statcon Energiaa Private Limited, Material Subsidiaries.

Committees of our Board

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, 2013, our Company has constituted the following committees of our Board:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee
- Risk Management Committee

For purposes of the Offer, our Board has also constituted an IPO Committee.

(a) Audit Committee

The Audit Committee was constituted by our Board through its resolution dated June 12, 2025. It is in compliance with Section 177 of the Companies Act and Regulation 18 of the SEBI Listing Regulations.

The members of the Audit Committee are:

Name of Director	Designation	Position in the Committee
Ranganath N Krishna	Independent Director	Chairman
Anil Kumar Raina	Independent Director	Member
Priyanka Gulati	Independent Director	Member
Umesh Mohan Balani	Chairman and Managing Director	Member

The scope and function of the Audit Committee is in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. Its terms of reference are as follows:

Powers and Roles of Audit Committee

(i) The Audit Committee shall have powers, which should include the following:

- (a) To investigate any activity within its terms of reference;
- (b) To seek information from any employee of our Company;
- (c) To obtain outside legal or other professional advice;
- (d) To secure attendance of outsiders with relevant expertise, if it considers necessary and to seek their advice, whenever required; and
- (e) Such powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

The role of the Audit Committee shall include the following:

- (a) Oversight of our Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (b) Recommendation for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors, including the internal auditor, cost auditor and statutory auditor, of the Company and the fixation of audit fee;
- (c) Approval of payments to statutory auditors for any other services rendered by the statutory auditors of the Company;
- (d) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of section 134(3) of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by the management of the Company;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions; and
 - Qualifications / modified opinion(s) in the draft audit report.
- (e) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- (f) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use / application of the funds raised through the proposed initial public offer by the Company and related matters;
- (g) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

- (h) Formulating a policy on related party transactions, which shall include materiality of related party transactions;
- (i) Approval or any subsequent material modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company or its subsidiary(ies) subject to such conditions as may be prescribed under the SEBI Listing Regulations. Provided that only those members of the committee, who are independent directors, shall approve related party transactions;

Explanation: The term "related party transactions" shall have the same meaning as provided in Regulation 2(1)(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act.

- (j) Review, at least on a quarterly basis, the details of related party transactions entered into by the Company or its subsidiary(ies) pursuant to each of the omnibus approvals given;
- (k) Scrutiny of inter-corporate loans and investments;
- (l) Undertaking or supervising valuation of undertakings or assets of the Company, wherever it is necessary;
- (m) Evaluation of internal financial controls and risk management systems;
- (n) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (o) Reviewing compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, at least once in a financial year and shall verify that the systems for internal control under the said regulations are adequate and are operating effectively;
- (p) Approving the key performance indicators for disclosure in its offering documents;
- (q) 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;
- (r) Discussion with internal auditors of any significant findings and follow up there on;
- (s) 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;
- (t) 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;
- (u) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (v) Recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;
- (w) Reviewing the functioning of the whistle blower mechanism;
- (x) Approval of the appointment of the Chief Financial Officer of the Company ("CFO") (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;

- (y) To formulate, review and make recommendations to the Board to amend the Audit Committee charter from time to time;
 - (z) Overseeing a vigil mechanism established by the Company, providing for adequate safeguards against victimisation of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee for directors and employees to report their genuine concerns or grievances in appropriate and exception cases;
 - (aa) Considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
 - (bb) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee; and
 - (cc) Carrying out any other functions and roles as required to be carried out by the Audit Committee as may be decided by the Board as per the Companies Act, the SEBI Listing Regulations, each as amended and other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.
- (iii) The Audit Committee shall mandatorily review the following information:
- (a) Management discussion and analysis of financial condition and results of operations;
 - (b) Management letters/letters of internal control weaknesses issued by the statutory auditors of the Company;
 - (c) Internal audit reports relating to internal control weaknesses;
 - (d) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee;
 - (e) Statement of deviations in terms of the SEBI Listing Regulations:
 - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the Equity Shares are proposed to be listed in terms of Regulation 32(1) of the SEBI Listing Regulations; and
 - annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice, certified by the statutory auditors of the Company, in terms of Regulation 32(7) of the SEBI Listing Regulations; and
 - (f) Quarterly statement of variation for public issue, rights issue and preferential issue indicating category wise variation (capital expenditure, sales and marketing, working capital etc.) between projected utilisation of funds and the actual utilisation of funds, before the submission to stock exchange(s); and
 - (g) Such information as may be prescribed under the Companies Act and SEBI Listing Regulations.

The Company Secretary of our Company shall serve as the secretary of the Audit Committee. The Audit Committee is required to meet at least four times in a year under Regulation 18(2)(a) of the SEBI Listing Regulations. The quorum for a meeting of the Audit Committee shall be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

(b) Nomination and Remuneration Committee

The Nomination and Remuneration committee was constituted by our Board through its resolution dated June 12, 2025. The Nomination and Remuneration Committee is in compliance with Section 178 of the Companies Act and

Regulation 19 of the SEBI Listing Regulations. The current constitution of the Nomination and Remuneration committee is as follows:

Name of Director	Designation	Position in the Committee
Priyanka Gulati	Independent Director	Chairperson
Anil Kumar Raina	Independent Director	Member
Rakesh Kumar Bhutoria	Non-Executive Nominee Director	Member

The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013, read with Regulation 19 of the SEBI Listing Regulations. Its terms of reference are as follows:

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 a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- (b) Formulation of criteria for evaluation of performance of independent directors and the Board;
- (c) 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:
 - (i) use the services of an external agencies, if required;
 - (ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - (iii) consider the time commitments of the candidates.
- (d) Devising a policy on Board diversity;
- (e) Identifying persons who are qualified to become directors of the Company and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;
- (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) Recommending the remuneration, in whatever form, payable to the senior management personnel and other staff (as deemed necessary);
- (i) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- (j) Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- (k) Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (l) Administering, monitoring and formulating the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the applicable laws ("ESOP Scheme"), including the following:

- (i) Determining the eligibility of employees to participate under the ESOP Scheme;
- (ii) Determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate;
- (iii) Date of grant;
- (iv) Determining the exercise price of the option under the ESOP Scheme;
- (v) The conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;
- (vi) The exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;
- (vii) The specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;
- (viii) The right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
- (ix) Re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;
- (x) The grant, vest and exercise of option in case of employees who are on long leave;
- (xi) Allow exercise of unvested options on such terms and conditions as it may deem fit;
- (xii) The procedure for funding the exercise of options;
- (xiii) Forfeiture/ cancellation of options granted;
- (xiv) Formulate the procedure for buy-back of specified securities issued under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, if to be undertaken at any time by the Company, and the applicable terms and conditions, including:
 - permissible sources of financing for buy-back;
 - any minimum financial thresholds to be maintained by the Company as per its last financial statements; and
 - limits upon quantum of specified securities that the Company may buy-back in a financial year.
- (xv) Formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:
 - the number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action. For this purpose, global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and
 - the vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option.
- (m) Construing and interpreting the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan (“**ESOP Scheme**”) and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme;
- (n) Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:
 - (a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
 - (b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, as amended; and
 - (c) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, by the Company and its employees, as applicable;
- (o) Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any

law to be attended to by the Nomination and Remuneration Committee;

- (p) 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

- (q) Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations.

The Nomination and Remuneration Committee is required to meet at least once in a year under Regulation 19(3A) of the SEBI Listing Regulations.

The quorum for a meeting of the Nomination and Remuneration Committee shall be two members or one third of the members of the committee, whichever is greater, including at least one independent director.

(c) Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee was constituted by our Board through its resolution dated June 12, 2025. The Stakeholders' Relationship Committee is in compliance with Section 178 of the Companies Act and Regulation 20 of the SEBI Listing Regulations. The current constitution of the Stakeholders' Relationship Committee is as follows:

Name of Director	Designation	Position in the Committee
Anil Kumar Raina	Independent Director	Chairman
Rakesh Kumar Bhutoria	Non-Executive Nominee Director	Member
Umesh Mohan Balani	Chairman and Managing Director	Member

The scope and function of the Stakeholders' Relationship Committee is in accordance with Regulation 20 of the SEBI Listing Regulations. Its terms of reference are as follows:

- (a) redressal of all security holders' and investors' grievances such as complaints related to transfer/transmission of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, dematerialisation and re-materialisation of shares, non-receipt of balance sheet, issue of new/duplicate certificates, non-receipt of declared dividends, non-receipt of annual reports, general meetings, etc., and assisting with quarterly reporting of such complaints;
- (b) reviewing of measures taken for effective exercise of voting rights by shareholders;
- (c) investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
- (d) giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;
- (e) reviewing the 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;
- (f) reviewing the adherence to the service standards by the Company with respect to various services rendered by the registrar and transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services;
- (g) considering and specifically looking into various aspects of interest of shareholders, debenture holders or holders of any other securities;
- (h) formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;

- (i) to approve allotment of shares, debentures or any other securities as per the authority conferred / to be conferred to the Committee by the Board from time to time;
- (j) to monitor and expedite the status and process of dematerialization and rematerialisation of shares, debentures and other securities of the Company;
- (k) to further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s) or agent(s);
- (l) carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or the SEBI Listing Regulations, or by any other regulatory authority; and
- (m) such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations.

The Stakeholders' Relationship Committee is required to meet at least once in a financial year under Regulation 20(3A) of the SEBI Listing Regulations.

The quorum for each meeting of the Stakeholders' Relationship Committee shall be either two members or one third of the members of the Stakeholders' Relationship Committee, whichever is greater.

(d) Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee was reconstituted by our Board through its resolution dated June 12, 2025. The current constitution of the Corporate Social Responsibility Committee is as follows:

Name of Director	Designation	Position in the Committee
Ranganath N Krishna	Independent Director	Chairperson
Priyanka Gulati	Independent Director	Member
Neelam Umesh Balani	Whole-Time Director	Member

The scope and function of the Corporate Social Responsibility Committee is in accordance with Section 135 of the Companies Act, 2013. Its terms of reference are as follows:

- (a) To formulate and recommend to the Board, a corporate social responsibility policy stipulating, amongst others, the guiding principles for selection, implementation and monitoring the activities as well as formulation of the annual action plan, which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act and the rules made thereunder, each as amended, and make any revisions therein as and when decided by the Board;
- (b) To identify corporate social responsibility policy partners and corporate social responsibility policy programmes;
- (c) To recommend the amount of expenditure to be incurred for the corporate social responsibility activities, being at least two-percent of the average net profits of the Company made during the three immediately preceding financial years in pursuance of its corporate social responsibility and the distribution of the same to various corporate social responsibility programmes undertaken by the Company;
- (d) To formulate and recommend to the Board, an annual action plan in pursuance to the corporate social responsibility policy, which shall include the following, namely:
 - (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, 2013;
 - (ii) the manner of execution of such projects or programmes as specified in Rule 4(1) of the Companies (Corporate Social Responsibility Policy) Rules, 2014;

- (iii) the modalities of utilisation of funds and implementation schedules for the projects or programmes;
- (iv) monitoring and reporting mechanism for the implementation of the projects or programmes; and
- (v) details of need and impact assessment, if any, for the projects undertaken by the company.

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.

- (e) Identifying and appointing the corporate social responsibility team of the Company and delegate responsibilities to such team and supervise proper execution of all delegated responsibilities;
- (f) To review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;
- (g) To take note of the compliances made by implementing agency (if any) appointed for the corporate social responsibility of the Company;
- (h) To perform 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 and exercise such other powers as may be conferred or perform such responsibilities as may be required by the corporate social responsibility committee in terms of the provisions of Section 135 of the Companies Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014, to the extent applicable; and
- (i) Such terms of reference as may be prescribed under Section 135 of the Companies Act.

The quorum for the Corporate Social Responsibility Committee Meeting shall be one-third of its total strength (any fraction contained in that one-third be rounded off as one) or two members, whichever is higher.

(e) Risk Management Committee

The Risk Management Committee was constituted by our Board through its resolution dated June 12, 2025. The Risk Management Committee is in compliance with Regulation 21 of the SEBI Listing Regulations. The current constitution of the Risk Management Committee is as follows:

Name of Director	Designation	Position in the Committee
Rakesh Kumar Bhutoria	Non-Executive Nominee Director	Chairperson
Ranganath N Krishna	Independent Director	Member
Umesh Mohan Balani	Chairman and Managing Director	Member

The scope and function of the Risk Management Committee is in accordance with Regulation 21 of the SEBI Listing Regulations. The Risk Management Committee shall be responsible for, among other things, the following:

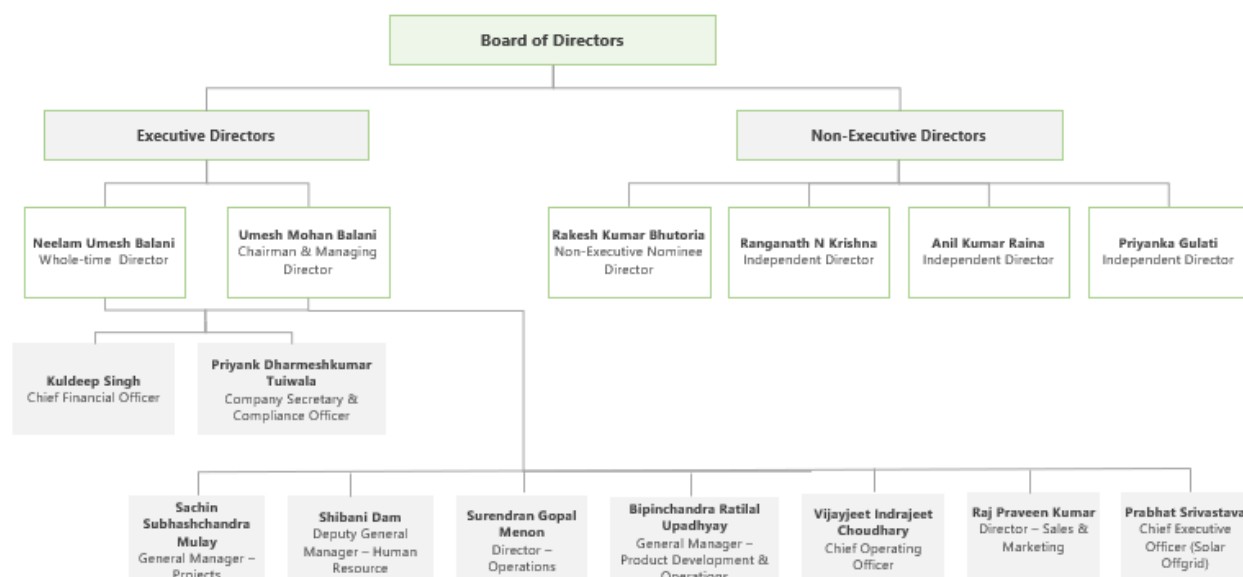
- (i) To formulate a detailed risk management policy which shall include:
 - framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, Environmental, Social and Governance (ESG) related risks), information, cyber security risks or any other risk as may be determined by the committee;
 - measures for risk mitigation including systems and processes for internal control of identified risks; and
 - business continuity plan.
- (ii) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

- (iii) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- (iv) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- (v) To keep the Board informed about the nature and content of its discussions, recommendations and actions to be taken;
- (vi) The appointment, removal and terms of remuneration of the Chief Risk Officer shall be subject to review by the Risk Management Committee.
- (vii) To seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.
- (viii) To review the Company's risk-reward performance to align with the Company's overall policy objectives;
- (ix) Laying down risk assessment and minimization procedures and the procedures to inform Board of the same;
- (x) Framing, implementing, reviewing and monitoring the risk management plan for the Company and such other functions, including cyber security, as may be delegated by the Board; and
- (xi) Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the Risk Management Committee or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties.

The Risk Management Committee is required to meet at least twice in a year under Regulation 21(3A) of the SEBI Listing Regulations.

The quorum for the Risk Management Committee will be either two members or one third of the members of the committee, whichever is higher, including at least one member of the Board in attendance.

Management organization chart



Key Managerial Personnel and Senior Management

Key Managerial Personnel

In addition to Umesh Mohan Balani, the Chairman and Managing Director and Neelam Umesh Balani, the Whole-Time Director of our Company, whose details are provided in “– *Brief profiles of our Directors*” on page 305, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus are as set forth below:

Kuldeep Singh is the Chief Financial Officer of our Company. He has been associated with our Company from April 21, 2025. In our Company, he handles financial status, internal audits, taxation and legal compliance requirements of our company and other responsibilities and tasks assigned to him. He is an associate member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India. He has over 17 years of experience in the finance sector. Before his association with our Company, he has previously served as chief finance officer of Setco Auto Systems Private Limited, as chief financial officer of Mahindra Summit Agriscience Limited, as head – finance and company secretary at TRUMPF (India) Private Limited, Pune and as manager (finance and accounts) at TATA Chemicals Limited. No remuneration has been paid to him in Fiscal 2025.

Priyank Dharmeshkumar Tuiwala is the Company Secretary and Compliance Officer of our Company. He has been associated with our Company from May 1, 2025. In our Company, he is responsible for all the compliance related activities. He holds a bachelor of commerce (special) degree from Sir K.P. College of Commerce, Surat and is an associate member of the Institute of Company Secretaries of India. He has over eight years of experience in the secretarial and regulatory compliance sector. Before joining our Company, he has previously worked as a assistant company secretary, with the Lord Plaza, Surat, as company secretary with Saurashtra Enviro Projects Limited and company secretary with Yamazaki Mazak Machine Tools Private Limited. No remuneration has been paid to him in Fiscal 2025.

Senior Management

In addition to the Executive Directors of our Company and the Key Managerial Personnel, whose details are provided in “– *Brief profiles of our Directors*” and “– *Key Managerial Personnel*” on page 305 and 319 respectively, the details of our Senior Management, as on the date of this Draft Red Herring Prospectus, are as set forth below:

Surendran Gopal Menon is the Director – Operations of Rotomotive. In Rotomotive, he is responsible for planning and implementing manufacturing goals and achieving targeted revenues. He has been associated with Rotomotive since 2007. He has completed the associate membership examination from the Institution of Mechanical Engineers (India), Mumbai. He has over 39 years of professional experience and has previously worked with Bharat Bijlee Limited (Mumbai) as senior production engineer. The remuneration paid to him in Fiscal 2025 was ₹3.54 million.

Raj Praveen Kumar is the Director – Sales & Marketing of Rotomotive. In Rotomotive, he is responsible for company’s sales, marketing, and customer relationship strategies to expand market presence. He has been associated with Rotomotive since 2006. He holds a bachelor of engineering (electrical) degree from Bangalore University, Bangalore and a master of business management degree from Bangalore University, Bangalore. He also holds honorary position as chairman of Rotating Machine Division of Indian Electrical and Electronics Manufacturers’ Association. He has over 28 years of experience in industrial sales. Before his association with Rotomotive, he previously served as the senior manager with Bharat Bijlee Limited. The remuneration paid to him in Fiscal 2025 was ₹5.87 million.

Prabhat Srivastava is the Chief Executive Officer – Solar Off-Grid of our Company and has been associated with our Company since 2024. He is responsible for leading the solar off-grid business with a focus on market expansion, overseeing field operations, installations and strategic growth. He holds a degree of bachelor of technology (agricultural engineering) and a master of technology (agricultural engineering) degree from Govind Ballabh Pant University of Agriculture & Technology, Pantnagar. He has more than 20 years of experience in agri-business. Before his association with our Group, he was associated with Jain Irrigation Systems Limited. The remuneration paid to him in Fiscal 2025 was ₹6.74 million.

Vijayjeet Inderjeet Choudhary is the Chief Operating Officer of Rotomotive. In Rotomotive, he looks after the

planning and implementation of manufacturing goals, establishing appropriate manufacturing process, and digitizing, systematizing, and automating operations. He has been associated with Rotomotive since January 21, 2025. He holds a bachelor of engineering (mechanical) degree from University of Pune. He has over 18 years of expertise in the manufacturing sector. Prior to joining our Company, he had worked with Ingersoll Rand (India) Limited, as order management leader – EMEA & Project Management – India, General Motors India Private Limited as manager - PPM, Bharat Forge Limited, Faurecia Automotive Seating India Private Limited and Saint-Gobain Sekurit India Limited. The remuneration paid to him in Fiscal 2025 was ₹1.38 million.

Sachin Subhashchandra Mulay is the General Manager – Projects of our Company. He has been associated with our Company since 2017. In our Company, he is responsible for managing and delivering large-scale solar pumping system projects across India. He holds a bachelor of engineering (production) degree from University of Pune, a master of business administration with materials management as special subject, master of business administration with financial management as additional special subject from University of Pune, Pune and master of science (manufacturing management) degree from Birla Institute of Technology & Science, Pilani. He has over 11 years of experience in purchase and project management in renewables. Before his association with our Company, he previously served as the deputy general manager – techno commercial with Parampujya Solar Energy Private Limited, subsidiary of Adani Green Energy Limited and as assistant manager - material with Enercon India Limited. The remuneration paid to him in Fiscal 2025 was ₹4.71 million.

Bipinchandra Ratilal Upadhyay is the General Manager – Product Development and Operations of Rotomotive. He has been associated with Rotomotive since 2020. In Rotomotive, he looks after sales, product development initiative, and ensure manufacturing quality standards. He holds a bachelor of engineering (mechanical) degree from Sardar Patel University, Gujarat and a diploma course in mechanical engineering from B & B Polytechnic Vallabh Vidhyanagar College, Gujarat. He has over 36 years of experience in gearbox manufacturing. Before his association with Rotomotive, he previously served as the general manager – manufacturing operations division with Elecon Engineering Company Limited and Kabra Extrusiontechnik Limited as deputy manager. The remuneration paid to him in Fiscal 2025 was ₹2.67 million.

Shibani Dam is the Deputy General Manager – Human Resources of our Company. She has been associated with our Company since June 2022. In our Company, she handles people strategy, fostering a positive work environment, and ensure that HR policies and practices are aligned with company values and business objectives. She holds a bachelor of science (economics) degree from the London School of Economics and Political Science, University of London, London, bachelor of arts degree from Maharaja Sayajirao University of Baroda, and a master of arts degree from Gujarat University, Ahmedabad. She has over 22 years of experience in the human resource development sector. Before her association with our Company, she has previously served as the director of operations and customer liaison with Aum Techno Ceramics, as coordinator (training & development) with at H.M.Patel Career Development Centre (CDC) at Charutar Vidya Mandal and as content manager with Nirogam India Private Limited. The remuneration paid to her in Fiscal 2025 was ₹0.43 million.

Advisor

Our Company has appointed Santanu Nath Bhaumik as an advisor for the new growth initiative of our Company. He holds a bachelor's degree in mechanical engineering from Jadavpur University, Kolkata and completed post graduate diploma course in business management from Institute of Management Technology, Ghaziabad. He has over 19 years of professional experience. Before his association with our Company, he was previously associated with Desein Private Limited, ENAM Financial Consultants Private Limited. Further, he was also the director in the investment banking department of Daiwa Capital Markets India Private Limited and Yes Bank Limited. Prior to joining our company, he has been a partner at Scube Financial Services LLP for more than 10 years and has advised our Company in fund raising from Banyantree Growth Capital II LLC and on acquisitions of Cyclo Transmissions Limited, Su-Vastika Systems Private Limited and Statcon Energiaa Private Limited.

Relationships among Key Managerial Personnel, Senior Management and Directors

Except as specified in “– *Relationships between our Directors and the Key Managerial Personnel or Senior Management*”, none of our Key Managerial Personnel or the Senior Management are related to each other or to the Directors of our Company.

Arrangements or understanding with major Shareholders, customers, suppliers or others

None of our Key Managerial Personnel or our Senior Management have been appointed pursuant to any arrangement or understanding with any major Shareholders, customers or suppliers of our Company, or others.

Changes in the Key Managerial Personnel or the Senior Management in the last three years preceding the date of this Draft Red Herring Prospectus:

Except as mentioned below, and as specified in “– *Changes to our Board in the last three years*” on page 309, there have been no changes in the Key Managerial Personnel or Senior Management in the last three years preceding the date of this Draft Red Herring Prospectus:

Name	Date of change	Reason
Shibani Dam	January 1, 2025	Appointment as Deputy General Manager – Human Resources
Prabhat Srivastava	May 10, 2024	Appointment as Chief Executive Officer – Solar Off-Grid Business
Vijayjeet Inderjeet Choudhury	January 21, 2025	Appointment as Chief Operating Officer of Rotomotive Powerdrives India Limited
Kuldeep Singh	April 21, 2025	Appointment as Chief Financial Officer
Priyank Dharmeshkumar Tuiwala	May 1, 2025	Appointment as Company Secretary and Compliance Officer

The rate of attrition of our Key Managerial Personnel and our Senior Management is not high in comparison to the industry in which we operate.

Status of Key Managerial Personnel and Senior Management

All our Key Managerial Personnel and Senior Management are permanent employees of our Group, as on the date of this Draft Red Herring Prospectus.

Service contracts, and retirement or termination benefits

Other than statutory benefits upon termination of their employment in our Group or retirement, no officer of our Group, including our Directors, our Key Managerial Personnel or Senior Management is entitled to any benefits upon termination of employment, including under any service contract with our Group.

Shareholding of the Key Managerial Personnel and Senior Management

Except as disclosed under “– *Shareholding of Directors in our Company*” on page 308, none of our other Key Managerial Personnel and the Senior Management hold any Equity Shares in our Company.

Contingent and deferred compensation payable to Key Managerial Personnel and Senior Management

As on the date of this Draft Red Herring Prospectus, there is no contingent or deferred compensation which accrued to our Key Managerial Personnel and members of Senior Management for Fiscal 2025, which does not form part of their remuneration for such period.

Bonus or profit-sharing plan of the Key Managerial Personnel and Senior Management

Our Company has no profit-sharing plan in which the Key Managerial Personnel and the Senior Management participate.

Our Company makes bonus payments along with performance-linked incentives to our Key Managerial Personnel or the Senior Management, in accordance with their terms of appointment.

Interest of Key Managerial Personnel and Senior Management

Our Key Managerial Personnel and the Senior Management are interested in our Company to the extent of the remuneration (including any variable pay or sales-linked incentives), or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of their service.

Except as disclosed herein, none of our Key Managerial Personnel or Senior Management have been paid any consideration of any nature from our Company, other than their remuneration.

Our Key Managerial Personnel and the Senior Management may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of Equity Shares held by them in our Company, and any share based employee benefit receivable by them.

Except as disclosed herein, our Key Managerial Personnel and Senior Management (including through relatives, as defined under the Companies Act, 2013), are not directly or indirectly interested in any current or proposed transaction, contract, agreement or arrangement entered into by our Company or our Subsidiaries and in which our Company or our Subsidiaries have a beneficial interest, and no payments have been made in respect of these contracts, agreements or arrangements or are proposed to be made.

Employee stock option plan

For details of our employee stock option plans, see “*Capital Structure - Employee Stock Option Plan*” on page 112.

Payment or benefit to officers of our Company (non-salary related)

No non-salary related amount or benefit has been paid or given within the two years preceding the date of this Draft Red Herring Prospectus or is intended to be paid or given to any officer of our Company, including our Directors, Key Managerial Personnel and Senior Management other than in the ordinary course of their employment.

OUR PROMOTERS AND PROMOTER GROUP

The Promoters of our Company are Umesh Mohan Balani, Neelam Umesh Balani, Priya Mohan Balani, Umesh Balani Family Private Trust and Neelam Balani Family Private Trust.

As on the date of this Draft Red Herring Prospectus, our Promoters collectively hold 72,913,205 Equity Shares, representing 72.18% of the pre-Offer issued, subscribed and paid-up Equity Share capital of our Company, on a fully diluted basis. For details, please see “*Capital Structure – Details of Shareholding of our Promoters and members of the Promoter Group in the Company*” on page 102.

Details of our Promoters

1. Umesh Mohan Balani



Umesh Mohan Balani, aged 58 years, is one of our Promoters and is also the Chairman and Managing Director on our Board. For the complete profile of Umesh Mohan Balani, along with details of his date of birth, personal address, educational qualifications, experience in the business or employment, position / posts held in the past, directorships held, business and financial activities, other directorships, other ventures and special achievements, see “*Our Management – Board of Directors*” on page 303.

His permanent account number is ACWPB4622K.

As on date of this Draft Red Herring Prospectus, Umesh Mohan Balani individually holds 39,811,846 Equity Shares representing 39.41% on a fully diluted basis, of the issued, subscribed and paid-up equity share capital of our Company, on a fully diluted basis.

2. Neelam Umesh Balani



Neelam Umesh Balani, aged 59 years, is one of our Promoters and is also the Whole-Time Director on our Board. For the complete profile of Neelam Umesh Balani along with details of her date of birth, personal address, educational qualifications, experience in the business or employment, position / posts held in the past, directorships held, business and financial activities, other directorships, other ventures and special achievements, see “*Our Management – Board of Directors*” on page 303.

Her permanent account number is ADGPB0091F.

As on the date of this Draft Red Herring Prospectus, Neelam Umesh Balani individually holds 2,881,160 Equity Shares representing 2.85% on a fully diluted basis, of the issued, subscribed and paid-up equity share capital of our Company, on a fully diluted basis.

3. Priya Mohan Balani



Priya Mohan Balani, aged 52 years, is one of our Promoters. Details of her date of birth and address are as follows:

Date of Birth: October 31, 1972

Address: 8500 Timberland Cir, Ellicott City, MD, 21043 USA

Priya Mohan Balani holds a bachelor of engineering (electrical) degree in electrical engineering from Maharaja Sayajirao University of Baroda and post graduate programme in business management with a specialisation in marketing from S.P. Jain Institute of Management & Research. She also has a master's degree in business administration from University of Virginia. She also has a diploma in business finance from the Institute of Chartered Financial Analysts of India. She has seven years of experience in the field of business strategies in retail and manufacturing industries. She has been previously associated with Compusystems Inc., and Luxottica Retail. She is currently associated with Centerbridge Partners L.P, New York, USA as a managing director.

Her permanent account number is ADGPB0090E.

As on the date of this Draft Red Herring Prospectus, Priya Mohan Balani individually holds 8,910,948 Equity Shares, representing 8.82% on a fully diluted basis of the issued, subscribed and paid-up equity share capital of our Company, on a fully diluted basis.

Our Company confirms that the permanent account number, bank account number, Aadhaar number, driving license number and passport number, as applicable, of our Promoters shall be submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus.

Details of our Promoter Trusts

1. Umesh Balani Family Private Trust ("Umesh Family Trust")

Trust information and history

Umesh Family Trust was formed as a private, revocable and discretionary trust pursuant to a registered deed of trust dated June 30, 2025 ("**Umesh Family Trust Deed**") in accordance with the provisions of Indian Trusts Act, 1882. The office of the Umesh Family Trust is located 2102/3, BH R.K. METAL, Vitthal, Udyognagar, Phase IV, Anand - 388 121, Gujarat, India.

PAN : AABTU5387R

Trustees

As on the date of this Draft Red Herring Prospectus, Umesh Mohan Balani and Neelam Umesh Balani are the trustees of Umesh Family Trust.

Beneficiaries

Umesh Mohan Balani and Neelam Umesh Balani are the primary beneficiaries of Umesh Family Trust.

Settlor

Umesh Mohan Balani is the settlor of Umesh Family Trust.

Objects functions, and reasons for formation of Umesh Family Trust

Pursuant to the Umesh Family Trust Deed, the objects and purpose of Umesh Family Trust are:

- a) To give effect to the intention of the Settlor to arrange the family affairs and consolidation of family wealth as well as to ensure peace and security of the family, avoiding litigation and saving family's honor and settle conflicting interests within the family.
- b) To ensure effective succession planning and intergenerational transfer of trust property for the benefit of the beneficiaries.
- c) To provide for medical, educational, travel and other financial and non- financial needs of beneficiaries.
- d) To provide for consolidation and protection of assets settled or received by the Umesh Family Trust for the benefit of the beneficiaries.
- e) To undertake investment activities in movable and immovable assets for the benefit of the beneficiaries.

Change in control of Umesh Family Trust

There has been no change in control of the Umesh Family Trust since incorporation of the trust.

2. Neelam Balani Family Private Trust ("Neelam Family Trust")

Trust information and history

Neelam Family Trust was formed as a private, revocable and discretionary trust pursuant to a registered deed of trust dated June 20, 2025 ("**Neelam Family Trust Deed**") in accordance with the provisions of Indian Trusts Act, 1882. The office of the Neelam Family Trust is located 2102/3, BH R.K. METAL, Vitthal, Udyognagar, Phase IV, Anand - 388 121, Gujarat, India.

PAN: AAETN9756A

Trustees

As on the date of this Draft Red Herring Prospectus, Neelam Umesh Balani and Umesh Mohan Balani are the trustees of Neelam Family Trust.

Beneficiaries

Neelam Umesh Balani and Umesh Mohan Balani are the primary beneficiaries of Neelam Family Trust.

Settlor

Neelam Umesh Balani is the settlor of Neelam Family Trust.

Objects functions, and reasons for formation of Neelam Family Trust

Pursuant to the Neelam Family Trust Deed, the objects and purpose of Neelam Family Trust are:

- a) To give effect to the intention of the Settlor to arrange the family affairs and consolidation of family wealth as well as to ensure peace and security of the family, avoiding litigation and saving family's honor and settle conflicting interests within the family.

- b) To ensure effective succession planning and intergenerational transfer of trust property for the benefit of the beneficiaries.
- c) To provide for medical, educational, travel and other financial and non- financial needs of beneficiaries.
- d) To provide for consolidation and protection of assets settled or received by the Neelam Family Trust for the benefit of the beneficiaries.
- e) To undertake investment activities in movable and immovable assets for the benefit of the beneficiaries.

Change in control of Neelam Family Trust

There has been no change in control of the Neelam Family Trust since incorporation of the trust.

Our Company confirms that the permanent account numbers and bank account numbers of Umesh Family Trust and Neelam Family Trust shall be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

Change in control of our Company

Pursuant to a Board Resolution dated September 18, our Company has identified Umesh Mohan Balani, Neelam Umesh Balani, Priya Mohan Balani, Umesh Balani Family Private Trust and Neelam Umesh Balani Family Private Trust as the Promoters of our Company. However, there has not been any change in the control of our Company in the five years immediately preceding the date of this Draft Red Herring Prospectus.

Interests of Promoters

Our Promoters are interested in our Company to the extent that they are the Promoters of our Company and to the extent of their respective shareholding in our Company, directorships in our Company and Subsidiaries and the dividends payable, if any, and any other distributions in respect of their respective shareholding in our Company, the shareholding of their relatives in our Company, or the shareholding of entities in which our Promoters are interested, in our Company. For details of the shareholding of our Promoters in our Company, see “*Capital Structure*” on page 98.

Further, our Promoters are also Directors on the boards or are shareholders, kartas, trustees, proprietors, members or partners of entities with which our Company has had related party transactions and may be deemed to be interested to the extent of the payments made by our Company, if any, to these entities. For further details of interest of our Promoters in our Company, see “*Other Financial Information – Related Party Transactions*” on page 391.

Our Promoters may also be deemed to be interested to the extent of remuneration, benefits, reimbursement of expenses, sitting fees and commission payable to them as the Managing Director and Directors on our Board and Key Managerial Personnel of our Company. For further details, see “*Our Management – Interest of Directors*” on page 308.

None of our Promoters have any interest, whether direct or indirect, in any property acquired by our Company within the preceding three years from the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company as on the date of this Draft Red Herring Prospectus, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Our Promoters are not interested as a member in any firm or company which has any interest in our Company. Further, no sum has been paid or agreed to be paid to any of our Promoters or to any firm or company in which any of our Promoters are interested as a member, in cash or shares or otherwise by any person either to induce any of our Promoters to become, or qualify them as a director, or otherwise for services rendered by any our Promoters or by

such firm or company in connection with the promotion or formation of our Company.

There is no conflict of interest between our Promoters or members of our Promoter Group and the suppliers of raw materials and third-party service providers, which are crucial for the operations of our Company.

There is no conflict of interest between our Promoters or members of our Promoter Group and lessors of the immovable properties, which are crucial for the operations of our Company.

Our Promoters do not have any interest in any venture that is involved in any activities similar to those conducted by our Company.

Experience of the Promoters in the business of our Company

Except Priya Mohan Balani, our individual Promoters have adequate experience in the business activities currently undertaken by our Company. Our Company do not intend to venture into any new line of business.

Companies or firms from which our Promoters have disassociated in the last three years

None of our individual Promoters have disassociated themselves from any other company or firm in the three years preceding the date of this Draft Red Herring Prospectus.

Payment or Benefits to Promoters or members of Promoter Group

Except as disclosed herein and as stated in “*Other Financial Information – Related Party Transactions*” at page 391, there has been no payment or benefits by our Company to our Promoters or any of the members of the Promoter Group during the two years preceding the date of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter Group as on the date of this Draft Red Herring Prospectus.

Material Guarantees

Our Promoters have not given any material guarantee to any third party, in respect of the Equity Shares, as of the date of this Draft Red Herring Prospectus.

Further, as disclosed under “*History and Certain Corporate Matters – Guarantees given by our Promoter Selling Shareholders*” on page 301, certain of our Promoters have given personal guarantees for certain loans availed by the Company and NCDs issued by the Company on private placement basis.

Promoter Group

In addition to our Promoters, the individuals and entities that form a part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations are set out below:

Natural persons who are part of the Promoter Group

The natural persons who are part of the Promoter Group, other than our Promoters, are as follow:

S. No.	Name of Promoter	Name of Promoter Group Member	Relationship with Promoter
1.	Umesh Mohan Balani	Neelam Umesh Balani	Spouse
		Aparna Tushar Patel	Sister
		Priya Mohan Balani	Sister
		Anjali Umesh Balani	Daughter
		Anita Ramesh Vailekar	Spouse's mother
		Shivani Daftardar	Spouse's sister
2.	Neelam Umesh Balani	Umesh Mohan Balani	Spouse
		Anjali Umesh Balani	Daughter
		Anita Ramesh Vailekar	Mother
		Shivani Daftardar	Sister
		Aparna Tushar Patel	Spouse's Sister
		Priya Mohan Balani	Spouse's Sister
3.	Priya Mohan Balani	Umesh Mohan Balani	Brother
		Aparna Tushar Patel	Sister

Entities forming part of Promoter Group

There are no entities forming part of the Promoter Group of our Company.

DIVIDEND POLICY

Our Board of Directors, pursuant to a resolution dated June 12, 2025, have adopted a dividend distribution policy. The declaration and payment of dividend on our Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, in accordance with provisions of our Articles of Association and applicable law, including the Companies Act (together with applicable rules issued thereunder).

Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on number of internal and external factors. Some of the internal factors on the basis of which our Company may declare dividend shall inter alia include, among others, profits earned during the year, retained earnings, earnings outlook, present and future capital expenditure plans/ working capital requirements of the company, past dividend trends, capital expenditure, expansion and debt repayment. The external factors on the basis of which our Company may declare the dividend shall inter alia include the dividend pay-out ratios of companies in the same industry, macro-economic environment, regulatory changes, technological changes, capital market environment and cost of capital to raise fresh funds through alternate resources and taxation policy. In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under our current or future loan or financing documents. For more information on restrictive covenants under our current loan agreements, see “*Financial Indebtedness*” on page 422. Our Board may also declare interim dividend from time to time.

Our Company has not declared any dividends on Equity Shares during the last three Fiscals, and during the period from April 1, 2025 until the date of filing of this Draft Red Herring Prospectus.

There is no guarantee that any dividends will be declared or paid in the future. Future dividends, if any, shall depend on various factors such as revenues, profits, cash flows, financial conditions and capital requirements of our Company and regulatory requirements. For details in relation to the risk involved, see “*Risk Factors – We cannot assure payment of dividends on the Equity Shares in the future and our ability to pay dividends in the future will depend on our earnings, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements and we may not be able to pay dividends in future*” on page 66.

SECTION VII – FINANCIAL INFORMATION
RESTATED CONSOLIDATED FINANCIAL INFORMATION

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INDEPENDENT AUDITOR’S EXAMINATION REPORT ON
RESTATED CONSOLIDATED FINANCIAL INFORMATION

The Board of Directors

Rotomag Enertec Limited (Formerly Known as Rotomag Motors and Controls Limited)

Plot No. 2102/3 & 4, GIDC

Estate, Vithal Udyognagar,

Anand, Gujarat – 388121,

India

Dear Sir/Madam,

1. We, **K C Mehta & Co LLP, Chartered Accounts (“We”, or “us”)** have examined the attached Restated Consolidated Financial Information of Rotomag Enertec Limited (Formerly known as Rotomag Motors and Controls Limited) (the “**Company**”) (CIN: U34100GJ1993PLC020063) and its subsidiaries (the Company and its subsidiaries together referred to as the “**Group**”), comprising the Restated Consolidated Statement of Assets and Liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023, the Restated Consolidated Statement of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity, the Restated Consolidated Cash Flow Statement for the financial years ended March 31, 2025, March 31, 2024 and, March 31, 2023, the summary statement of material accounting policies, and other explanatory information including the notes to the Restated Consolidated Financial Information (collectively, the “**Restated Consolidated Financial Information**”), as approved by the board of directors of the Company (“**Board of Directors**”) at their meeting held on September 18, 2025 for the purpose of inclusion in the Draft Red Herring Prospectus (“**DRHP**”) prepared by the Company in connection with its proposed Initial Public Offer of equity shares (“**IPO**”) and offer for sale (“**OFS**”) (together, the “**Offer**”) prepared 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, as amended (“**SEBI ICDR Regulations**”); and
 - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“**ICAI**”), as amended from time to time (the “**Guidance Note**”).
2. The Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the DRHP to be filed with the SEBI and BSE Limited and NSE Limited (together, the “**Stock Exchange**”) in connection with the proposed Offer. The Restated Consolidated Financial Information has been prepared by the management of the Company in accordance with the basis of preparation stated in note 1.2 to the Restated Consolidated Financial Information. The responsibility of the respective board of directors of the companies included in the Group includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The respective board of directors are also responsible for identifying and ensuring that the Group comply with the Act, the SEBI ICDR Regulations and the Guidance Note.
3. We have examined the Restated Consolidated Financial Information after taking into consideration:
 - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated July 8, 2025, in connection with the proposed Offer;

- b) The Guidance Note: The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
- c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and
- d) The requirements of Section 26 of the Act and the SEBI ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the SEBI ICDR Regulations and the Guidance Note in connection with the Offer.

4. The Restated Consolidated Financial Information have been compiled by the management from the:
 - a) Audited Consolidated Ind AS Financial Statements of the Group as at and for the financial year ended March 31, 2025 prepared in accordance with the Indian Accounting Standards (referred to as “**Ind AS**”) as prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended (the “**Ind AS Rules**”), and other accounting principles generally accepted in India, (the “**Consolidated Financial Statements**”) which have been approved by the Board of Directors at their meeting held on August 8, 2025.
 - b) Audited Consolidated Special Purpose Ind AS Financial Statements of the Group as at and for the financial years ended March 31, 2024 and March 31, 2023 prepared in accordance with the Ind AS as prescribed under Section 133 of the Act read with the Ind AS Rules, and other accounting principles generally accepted in India, (the “**Special Purpose Consolidated Financial Statements**”), which have been approved by the Board of Directors at their meetings held on August 8, 2025.
5. For the purpose of our examination, we have relied on:
 - a) Auditors’ report issued by us dated August 8, 2025 on the Consolidated Financial Statements of the Group as at March 31, 2025 as referred in Paragraph 4 above; and
 - b) Auditors’ Reports issued by the Company’s previous auditors, Mukund M. Chitale & Co., Chartered Accountants, (the “**Previous Auditors**”) dated August 8, 2025, on the Special Purpose Consolidated Financial Statements of the Group as at and for the years ended March 31, 2024 and March 31, 2023 respectively as referred in Paragraph 4 above.
- 5.1 The audits for the financial years ended March 31, 2024 and, March 31, 2023 were conducted by the Previous Auditors, and accordingly reliance has been placed on the Restated Consolidated Statement of assets and liabilities and the Restated Consolidated statements of profit and loss (including other comprehensive income), the Restated Consolidated statements of changes in equity, the Restated Consolidated cash flow statements, the Summary Statement of Material Accounting Policies, and other explanatory information including the notes thereto and (collectively, the “**2024 and 2023 Restated Consolidated Financial Information**”) examined by them for the said years. The examination report included for the said years is based on the reports mentioned in para 5(b) above submitted by the Previous Auditors. They have also confirmed that the 2024 and 2023 Restated Consolidated Financial Information:
 - a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial year ended March 31, 2024, and 2023 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the financial year ended March 31, 2025;
 - b) do not require any adjustments for the matters giving rise to modifications; and

- c) have been prepared in accordance with the Act, the SEBI ICDR Regulations and the Guidance Note.
6. The Auditor's reports issued by the Previous Auditors dated August 8, 2025 on the Special Purpose Consolidated Financial Statements of the Group as at and for the years ended March 31, 2024 and March 31, 2023 respectively, as referred in Paragraph 5 (b) above included the following Emphasis of Matters which did not require any adjustment in the Restated Consolidated Financial Information:
- a) Emphasis of Matter paragraph with respect to audit report issued by previous auditor referred in paragraph 5 (b) above:

For the year ended March 31, 2024

- i. We draw your attention to Note no 12(a) of the Special Purpose Consolidated financial Statements in respect of fixed deposit with Banks jointly held by the stepdown Subsidiary Company and erstwhile Promoters which have been incorporated in books of accounts as formalities relating to transfer of rights from joint holder to the name of Indirect Subsidiary Company is completed in the current year

Our opinion is not modified in respect of this matter.

For the year ended March 31, 2023

- i. We draw your attention to Note 14A(v) of the Special Purpose Consolidated Financial Statements in respect of approval pending from Registrar of Companies for the necessary forms filed for increase in authorized capital of the Subsidiary Company 'Rotomotive Powerdrives India Limited' due to merger.
- ii. We draw your attention to Note no 12(a) of the Special Purpose Consolidated Financial Statements in respect of fixed deposit with Banks jointly held by the subsidiary company and erstwhile Promoters which have not been incorporated in books of accounts as formalities relating to transfer of rights from joint holder to the name of subsidiary company is under process.

Our opinion is not modified in respect of the matters given above.

7. Based on our examination and according to the information and explanations given to us and also as per the reliance placed on the examination report submitted by the Previous Auditors for the respective periods, we report that the Restated Consolidated Financial Information:
- a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the financial years ended March 31, 2024 and March 31, 2023 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the financial year ended March 31, 2025;
 - b) there was one qualification each in the Audit Reports issued by Previous Auditors on the Special Purpose Consolidated Financial Statements for the Financial year ended on March 31, 2024 & March 31, 2023, with respect to non-appointment of independent director on the board of directors ("Board") of subsidiary, namely Rotomotive Powerdrives India Limited. Rotomotive Powerdrives India Limited has appointed independent director on its board on March 31, 2025 in accordance with the provisions of Companies Act, 2013, as amended. Hence, the above qualification does not subsist as of March 31, 2025 and as of date and they do not require any adjustments.

- c) have been prepared in accordance with the Act, the SEBI ICDR Regulations and the Guidance Note.
8. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the Special Purpose Consolidated Financial Statements and Consolidated Financial Statements mentioned in paragraph 4 above (except for the effect of the sub-division of equity shares and issue of bonus shares as described in Note 30 of the Restated Consolidated Financial Information).
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 or the Previous Auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.
10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
11. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with SEBI and the Stock Exchange in connection with the proposed Offer. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or whose hands it may come without our prior consent in writing.

For K C Mehta & Co LLP
Chartered Accountants
Firm's Registration No. 106237W/W100829

Chhaya M. Dave
Partner
Membership No.100434
UDIN: 25100434BMLKIO5165
Place: Vadodara
Date: September 18, 2025

Rotomag Enertec Limited (formerly known as Rotomag Motors and Controls Limited)
CIN : U34100GJ1993PLC020063
Restated Consolidated Statement of Assets and Liabilities

(Amounts in INR Millions, unless otherwise stated)

Particulars	Note No.	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
ASSETS				
Non-current assets				
(a) Property, Plant and Equipment	3(a)	1,084.91	447.19	453.16
(b) Right of use assets	3(b)	6.59	10.86	2.33
(c) Capital Work in Progress	3(c)	3.75	225.86	29.19
(d) Goodwill on Merger	4	1.11	1.11	1.11
(e) Goodwill on Consolidation		189.51	189.51	189.51
(f) Other Intangible assets	3(d)	7.22	5.77	7.53
(g) Intangible assets under development	3(e)	-	0.96	-
(h) Financial Assets				
(i) Non-current Investments	5	33.12	30.50	20.50
(ii) Loans	11	13.25	-	-
(iii) Other financial assets	6	212.98	540.14	69.09
(i) Deferred tax assets (net)	14	107.19	96.54	89.94
(j) Other non-current assets	7	36.24	46.48	27.55
Total Non-Current assets		1,695.87	1,594.92	889.91
Current assets				
(a) Inventories	8	1,724.46	1,473.89	1,290.22
(b) Financial Assets				
(i) Trade receivables	9	6,776.23	3,258.33	2,466.23
(ii) Cash and cash equivalents	10(a)	530.90	205.09	335.28
(iii) Bank balances other than (ii) above	10(b)	1,406.55	702.32	444.40
(iv) Loans	11	-	0.57	0.24
(v) Other financial assets	6	38.89	0.94	8.25
(c) Current Tax Assets (Net)	14	10.58	55.19	48.70
(d) Other current assets	7	308.64	229.62	251.63
Total Current assets		10,796.25	5,925.95	4,844.95
Total Assets		12,492.12	7,520.87	5,734.86
EQUITY AND LIABILITIES				
EQUITY				
(a) Equity Share capital	12(a)	25.62	25.62	25.62
(b) Other Equity	12(b)	5,996.16	4,322.73	3,610.99
Equity attributable to owners of the Parent		6,021.78	4,348.35	3,636.61
(c) Non Controlling Interest	12(c)	57.70	56.19	54.26
Total Equity		6,079.48	4,404.54	3,690.87
LIABILITIES				
Non-current liabilities				
(a) Financial Liabilities				
(i) Borrowings	15	455.60	371.05	280.23
(ii) Lease Liabilities	3(b)	2.43	3.27	0.43
(iii) Other financial liabilities	17	3.81	5.32	5.22
(b) Provisions	13	104.68	111.89	125.92
(c) Deferred tax liabilities (Net)	14	6.19	4.85	5.40
Total Non-Current Liabilities		572.71	496.38	417.20
Current liabilities				
(a) Financial Liabilities				
(i) Borrowings	15	2,314.19	956.19	35.91
(ii) Lease Liabilities	3(b)	3.20	6.03	0.27
(iii) Trade Payable				
- Total outstanding dues of micro and small enterprises	16	406.30	698.44	159.57
- Total outstanding dues of creditors other than micro and small	16	2,747.41	646.55	1,126.27
(iv) Other financial liabilities	17	65.52	30.91	30.89
(b) Other current liabilities	18	102.94	256.16	242.48
(c) Provisions	13	29.42	25.67	29.08
(d) Current Tax Liabilities (Net)	14	170.95	-	2.32
Total Current Liabilities		5,839.93	2,619.95	1,626.79
Total Equity and Liabilities		12,492.12	7,520.87	5,734.86

See accompanying notes forming part of the Restated Consolidated Financial Information

1-44

In terms of our report of even date attached

For K C Mehta & Co LLP

Chartered Accountants

Firm's Registration No. 106237W/W100829

For and on behalf of the Board of Directors of

Rotomag Enertec Limited (formerly known as Rotomag Motors and Controls Limited)

CIN : U34100GJ1993PLC020063

Chhaya M. Dave

Partner

Membership No. 100434

Place: Vadodara

Date: September 18, 2025

Umesh Balani

Director

DIN: 00273387

Place: Anand

Date: September 18, 2025

Neelam U. Balani

Director

DIN: 02260056

Place: Anand

Date: September 18, 2025

Kuldeep Singh

Chief Financial Officer

Place: Anand

Date: September 18, 2025

Priyank Tuiwala

Company Secretary

Membership No. 58553

Place: Anand

Date: September 18, 2025

Rotomag Enertec Limited (formerly known as Rotomag Motors and Controls Limited)
CIN : U34100GJ1993PLC020063
Restated Consolidated Statement of Profit and Loss
(Amounts in INR Millions, unless otherwise stated)

Particulars	Note No.	For the Year ended March 31, 2025	For the Year ended March 31, 2024	For the Year ended March 31, 2023
INCOME				
Revenue From Operations	19	12,649.96	6,941.82	7,042.19
Other Income	20	129.19	182.36	258.09
Total Income		12,779.15	7,124.18	7,300.28
EXPENSES				
Cost of materials consumed	21	8,149.65	4,631.43	5,164.45
Changes in inventories of finished goods and semi-finished goods	22	(180.55)	(51.02)	67.87
Employee benefits expense	23	256.39	215.08	201.22
Finance costs	24	181.00	84.76	38.75
Depreciation and amortization expense	25	85.14	74.94	71.13
Other expenses	26	1,984.30	1,210.38	1,046.04
Total expenses		10,475.93	6,165.57	6,589.46
Restated Profit before tax		2,303.22	958.61	710.82
Tax expense:				
Current Tax	14	635.58	251.75	168.37
Tax adjustment for earlier year	14	1.67	0.23	5.83
Deferred tax	14	(9.22)	(7.13)	(17.87)
Total tax expense		628.03	244.85	156.33
Restated Profit for the year		1,675.19	713.76	554.49
Restated Other Comprehensive Income	27			
A Items that will not be reclassified to profit or loss				
Remeasurement (Loss)/Gain on Defined benefit plans		(0.35)	(0.12)	0.08
Income tax effect on above		0.10	0.03	(0.02)
B Items that will be reclassified to profit or loss		-	-	-
Restated Total Other Comprehensive Income		(0.25)	(0.09)	0.06
Restated Total Comprehensive Income for the year (Comprising Restated Profit and Restated Other Comprehensive Income for the year)		1,674.94	713.67	554.55
Restated Profit for the year attributable to:				
- Owners of the Company		1,673.68	711.83	551.92
- Non-controlling interests		1.51	1.93	2.57
Restated Other comprehensive income for the year				
- Owners of the Company		(0.25)	(0.09)	0.06
- Non-controlling interests		0.00	0.00	-
Restated Total comprehensive income for the year				
- Owners of the Company		1,673.43	711.74	551.98
- Non-controlling interests		1.51	1.93	2.57
Earnings per equity share (face value of Re. 1 each):	30			
Basic (in Rs.)		20.10	8.55	6.63
Diluted (in Rs.)		16.85	7.30	5.46

See accompanying notes forming part of the Restated Consolidated Financial Information

1-44

In terms of our report of even date attached

For K C Mehta & Co LLP
Chartered Accountants
Firm's Registration No. 106237W/W100829

For and on behalf of the Board of Directors of
Rotomag Enertec Limited (formerly known as Rotomag
Motors and Controls Limited)
CIN : U34100GJ1993PLC020063

Chhaya M. Dave
Partner
Membership No. 100434
Place: Vadodara
Date: September 18, 2025

Umesh Balani
Director
DIN: 00273387
Place: Anand
Date: September 18, 2025

Neelam U. Balani
Director
DIN: 02260056
Place: Anand
Date: September 18, 2025

Kuldeep Singh
Chief Financial Officer
Place: Anand
Date: September 18, 2025

Priyank Tuiwala
Company Secretary
Membership No. 58553
Place: Anand
Date: September 18, 2025

Rotomag Enertec Limited (formerly known as Rotomag Motors and Controls Limited)
CIN : U34100GJ1993PLC020063
Restated Consolidated Statement of Cash Flows
(Amounts in INR Millions, unless otherwise stated)

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024	For the Year ended March 31, 2023
<u>A. Cash Flow From Operating Activities</u>			
Restated Profit before tax	2,303.22	958.61	710.82
<u>Adjustments for:</u>			
Depreciation and Amortisation Expenses	85.14	74.94	71.13
Interest and other finance expenses	168.07	69.95	38.75
Fair value (gain)/loss on financial instruments (net)	0.58	(8.19)	(90.96)
Fair value (gain) on warranty provision (net)	-	-	(55.31)
Interest and dividend income	(99.05)	(81.05)	(23.80)
Interest on Income Tax Refund	(0.13)	-	-
(Gain)/Loss on Sale of Property Plant and Equipments (net)	(0.43)	(0.44)	(33.17)
Allowance for expected credit loss (net of reversal)	104.29	54.25	11.31
Warranty provision (net)	77.11	46.13	61.70
Unwinding of Warranty provision	12.93	14.81	-
Unwinding of Security deposits	(0.11)	(0.02)	(0.01)
Sundry Balances written off	2.48	15.89	29.01
Liabilities / Provision no longer required written back	(2.82)	(20.78)	(41.82)
Provision for Obsolescence of Inventory(net of Reversals)	(7.44)	(56.05)	66.14
Interest payable to MSME	27.02	13.52	0.00
Marked to Market (Gain)/loss on derivative contracts	0.58	-	-
Provision for unspent CSR	0.60	-	11.02
Operating Profit Before Working Capital changes	2,672.04	1,081.57	754.81
<u>Changes in working capital</u>			
<u>(Increase)/Decrease in Current and Non Current Assets</u>			
(Increase)/Decrease in Inventories	(243.13)	(127.61)	(0.75)
(Increase)/Decrease in Trade Receivables	(3,622.20)	(846.35)	271.87
(Increase)/Decrease in Financials Assets	(123.37)	10.04	367.89
(Increase)/Decrease in Other Assets	(79.57)	21.90	(59.15)
<u>Increase/(Decrease) in Current and Non Current Liabilities</u>			
Increase/(Decrease) in Other Current Liabilities	(153.22)	13.68	107.59
Increase/(Decrease) in Other Financial Liabilities	29.54	0.12	28.97
Increase/(Decrease) in Trade Payables	1,809.06	64.05	(595.36)
Increase/(Decrease) in provisions	(80.57)	(63.57)	(62.99)
Cash generated from operations	208.58	153.83	812.88
Income tax (paid)/ refund	(448.81)	(264.79)	(216.96)
NET CASH FLOWS GENERATED FROM / (USED IN) OPERATING ACTIVITIES (TOTAL A)	(240.23)	(110.96)	595.92
<u>B. CASH FLOW FROM INVESTMENT ACTIVITIES:</u>			
Payment for Purchase of Property Plant and Equipments, Intangible Assets and Capital Work in Progress	(468.74)	(282.74)	(104.98)
Goodwill recognised due to merger	-	-	(1.11)
Goodwill on consolidation	-	-	0.15
Proceeds from Sale of Property Plant and Equipments	0.88	0.94	43.93
Investment made in term deposits	(291.33)	(731.65)	(129.95)
(Purchase)/ Sale of Investment	-	-	84.83
Interest income	96.56	78.77	22.83
Divided Income	2.28	2.30	0.97
Loan Given	(14.43)	(0.33)	-
NET CASH FLOWS GENERATED FROM / (USED IN) INVESTING ACTIVITIES (TOTAL B)	(674.78)	(932.71)	(83.33)
<u>C. CASH FLOW FROM FINANCING ACTIVITIES:</u>			
Repayment of lease liabilities (Net)	(4.17)	(1.52)	-
Net Proceeds /(Repayment) from Long Term Borrowings	55.94	65.05	(88.28)
Net Proceeds /(Repayment) from Short Term Borrowings	1,355.80	920.28	(181.68)
Interest and other finance expenses	(166.75)	(70.33)	(38.75)
NET CASH FLOWS GENERATED FROM / (USED IN) FINANCING ACTIVITIES: (TOTAL C)	1,240.82	913.48	(308.71)
Net Decrease of Cash & Cash Equivalents (A+B+C)	325.81	(130.19)	203.88
Add: Cash & Cash Equivalents at the beginning of the year	205.09	335.28	131.40
Cash & Cash Equivalents at the end of the year	530.90	205.09	335.28
<u>Reconciliation of cash and cash equivalents as per the cash flow statement</u>			
Components of cash and cash equivalents	For the Year ended March 31, 2025	For the Year ended March 31, 2024	For the Year ended March 31, 2023
i) Cash in hand	0.11	0.19	0.04
ii) Balances with bank- Current Account:	514.30	154.70	281.19
ii) Balances with bank- Debit balance of Cash credit and Overdraft account	11.99	-	-
iii) Balances with bank- Deposit	4.50	50.20	54.05
Cash and cash equivalents in cash flow statement	530.90	205.09	335.28

Notes :

1. All figures in bracket are outflow.
2. The statement of cash flow has been prepared as per Ind AS 7 "Statement of Cash Flows."
3. Debt reconciliation statement in accordance with Ind AS 7.

Rotomag Enertec Limited (formerly known as Rotomag Motors and Controls Limited)
CIN : U34100GJ1993PLC020063
Restated Consolidated Statement of Cash Flows
(Amounts in INR Millions, unless otherwise stated)

Particulars	Opening balance April 1, 2022	Cash flows	Non- cash / interest accrued movement	Closing balance March 31, 2023
Current borrowings	217.59	(181.68)	-	35.91
Non-current borrowings	368.51	(88.28)	-	280.23
Lease Liability	-	-	0.70	0.70
Total	586.10	(269.96)	0.70	316.84

Particulars	Opening balance April 1, 2023	Cash flows	Non- cash / interest accrued movement	Closing balance March 31, 2024
Current borrowings	35.91	920.28	-	956.19
Non-current borrowings	280.23	65.05	25.77	371.05
Lease Liability	0.70	(1.52)	10.12	9.30
Total	316.84	983.81	35.89	1,336.54

Particulars	Opening balance April 1, 2024	Cash flows	Non- cash / interest accrued movement	Closing Balance March 31, 2025
Current borrowings	956.19	1,355.80	2.20	2,314.19
Non-current borrowings	371.05	55.94	28.61	455.60
Leases	9.30	(4.17)	0.50	5.63
Total	1,336.54	1,407.57	31.31	2,775.42

See accompanying notes forming part of the Restated Consolidated Financial Information

1-44

In terms of our report of even date attached

For K C Mehta & Co LLP
Chartered Accountants
Firm's Registration No. 106237W/W100829

For and on behalf of the Board of Directors of
Rotomag Enertec Limited (formerly known as Rotomag Motors and
Controls Limited)
CIN : U34100GJ1993PLC020063

Chhaya M. Dave
Partner
Membership No. 100434
Place: Vadodara
Date: September 18, 2025

Umesh Balani
Director
DIN: 00273387
Place: Anand
Date: September 18, 2025

Neelam U. Balani
Director
DIN: 02260056
Place: Anand
Date: September 18, 2025

Kuldeep Singh
Chief Financial Officer
Place: Anand
Date: September 18, 2025

Priyank Tuiwala
Company Secretary
Membership No. 58553
Place: Anand
Date: September 18, 2025

Rotomag Enertec Limited (formerly known as Rotomag Motors and Controls Limited)

CIN : U34100GJ1993PLC020063

Restated Consolidated Statement of changes in Equity

(Amounts in INR Millions, unless otherwise stated)

A. Equity share capital

Particulars	Amount
ISSUED, SUBSCRIBED AND PAID UP CAPITAL	
Restated Balance as on April 1, 2022	25.62
Changes in equity share capital during the year	-
Restated Balance as on March 31, 2023	25.62
Changes in equity share capital during the year	-
Balance as on March 31, 2024	25.62
Changes in equity share capital during the year	-
Balance as on March 31, 2025	25.62

B. Other equity

Particulars	Capital Redemption Reserve	Capital Reserve	Securities Premium	Retained Earnings	Total Other Equity
Restated Balance as on April 1, 2022	0.63	40.00	0.01	3,017.34	3,057.98
Reversal of losses pursuant to merger of Magtor Servomotion Private Limited with Rotomotive Powerdrives Limited	-	-	-	1.03	1.03
Restated Profit for the year	-	-	-	551.92	551.92
Restated Other comprehensive income (net of tax)	-	-	-	0.06	0.06
Balance at the March 31, 2023	0.63	40.00	0.01	3,570.35	3,610.99
Restated Profit for the year	-	-	-	711.83	711.83
Restated Other comprehensive income (net of tax)	-	-	-	(0.09)	(0.09)
Balance as on March 31, 2024	0.63	40.00	0.01	4,282.09	4,322.73
Restated Profit for the year	-	-	-	1,673.68	1,673.68
Restated Other comprehensive income (net of tax)	-	-	-	(0.25)	(0.25)
Balance as on March 31, 2025	0.63	40.00	0.01	5,955.52	5,996.16

Refer note 12(b) for nature and purpose of reserves.

See accompanying notes forming part of the Restated Consolidated Financial Information

1-44

In terms of our report of even date attached

For K C Mehta & Co LLP
Chartered Accountants
Firm's Registration No. 106237W/W100829

For and on behalf of the Board of Directors of
Rotomag Enertec Limited (formerly known as Rotomag Motors and Controls Limited)

CIN : U34100GJ1993PLC020063

Chhaya M. Dave
Partner
Membership No. 100434
Place: Vadodara
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Chief Financial Officer
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Priyank Tuiwala
Company Secretary
Membership No. 58553
Place: Anand
Date: September 18, 2025

Corporate Information

Rotomag Enertec Limited (formerly known as Rotomag Motors and Controls Limited) ("the Company") is a unlisted public Company incorporated under erstwhile Companies Act, 1956. The registered office of the Company is at Plot no.2102/3 & 4, GIDC Estate, Vitthal Udhyog Nagar, Anand - 388121, Gujarat, India.

The Restated Consolidated Financial Information relates to the Company and its Subsidiary namely Rotomotive Powerdrives India Limited (RPIL) (collectively referred as "the Group"). The Group is mainly engaged in manufacturing and installation of electric motors, gearbox, gearmotor, drivetrain for Electric Vehicle, motors for railways, solar pump and solar pumping systems.

1 Material Accounting Policies

The material accounting policies applied by the Group in the preparation of its financial information are listed below. Such accounting policies have been applied consistently to all the periods presented in these financial information, unless otherwise indicated.

1.1 Statement of Compliance

The Restated Consolidated Financial Information of the Company comprise of the Restated Statement of Assets and Liabilities as at March 31, 2025, March 31, 2024 and March 31, 2023, the Restated Statement of Profit and Loss including other comprehensive income, the Restated Statement of Changes in Equity, the Restated Statement of Cash Flows for the year ended March 31, 2025, March 31, 2024 and March 31, 2023 and the Statement of Material Accounting Policies and other explanatory notes (collectively, the "Restated Consolidated Financial Information"). The Restated Financial Consolidated Information has been prepared by the company solely for the purpose of preparation of the Draft Red Herring Prospectus ('DRHP') which is to be filed by the Company with the Securities and Exchange Board of India, National Stock Exchange of India Limited and Bombay Stock Exchange Limited from time to time in connection with the proposed Initial Public Offer ('IPO') of equity shares of the Holding Company.

These Restated Consolidated Financial Information have been prepared 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, as amended from time to time ("ICDR Regulations"); and
- c) The Guidance note on Reports in Companies Prospectuses (Revised 2019), as amended issued by the Institute of Chartered Accountants of India ("ICAI") as amended from time to time (the "Guidance Note")

The Restated Consolidated Financial Information have been prepared by the Management of the Company from the Special purpose Ind AS Financial Statements as at and for the year ended March 31, 2024 and March 31, 2023, prepared in accordance with the Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Act read with relevant rules thereunder, as amended and other accounting principles generally accepted in India, which have been approved by Board of Directors at their respective meeting.

The Restated Consolidated Financial Information does not reflect the effects of events that occurred subsequent to the date of board meeting on Special purpose Ind AS Financial Statements as mentioned above.

The Restated Consolidated Financial Information :

- a) Have been prepared after incorporating adjustment in respect of changes in the accounting policies, material errors, if any, and regrouping/reclassification as at March 31, 2025, March 31, 2024 and March 31, 2023.
- b) Do not require any adjustment for qualification as there are no qualification in the underlying auditor's report which require any adjustments.

The accounting policies have been consistently applied by the Company in preparation of the Restated Consolidated Financial Information to the year presented.

1.2 Basis of Preparation of Restated Consolidated Financial Information

The Restated Consolidated Financial Information have been prepared under the historical cost convention with the exception of certain assets and liabilities that are required to be carried at fair value by Ind AS. 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

Classification into current and non-current:

As the operating cycle cannot be identified in normal course due to the nature of business, the same has been assumed to have duration of 12 months. Accordingly, all assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Ind AS-1 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013.

The Restated Consolidated Financial Information are presented in Indian Rupees, which is Company's functional currency and all values are rounded off to the nearest Millions rupees upto two decimal, unless otherwise indicated.

1.3 Principles of Consolidation

The Restated Consolidated Financial Information incorporate the financial statements of the Company and its subsidiaries (collectively referred as “the Group”).

Subsidiaries are entities controlled by the holding Company. The holding company controls an entity when it is exposed or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiary are consolidated from the date of their acquisition, being the date on which the holding Company obtains control and continue to be consolidated until the date that such control ceases.

The Restated Consolidated Financial Information are prepared using uniform accounting policies consistently for material like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company’s Restated Consolidated Financial Information except otherwise stated. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group’s accounting policies.

The Restated Consolidated Financial Information have been prepared by combining the financial statements of the company and its subsidiaries on a line-by-line basis by adding together the book values of like items of assets, liabilities, equity, income, expenses and cash flow after eliminating in full intra-group assets, liabilities, equity, income, expenses and cash flow relating to intra-group transactions and unrealized profits. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Such unrealized profit/losses are fully attributed to the Company.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Group’s ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group’s interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the noncontrolling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in the restated consolidated statement of profit and loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill) and liabilities of the subsidiary and any noncontrolling interests. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to the consolidated statement of profit and loss or transferred to another category of equity as specified/permitted by applicable Ind AS). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under Ind AS 109.

1.4 Critical Accounting Judgments, Assumptions and Key Sources of Estimation Uncertainty:

The preparation of the Restated Consolidated Financial Information requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures and the disclosure of contingent liabilities. These include recognition and measurement of financial instruments, estimates of useful lives and residual value of Property, Plant and Equipment and intangible assets, measurement of employee benefits, actuarial assumptions, provisions etc.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected. The Group uses the following critical accounting estimates and judgements in preparation of its Restated Consolidated Financial Information.

Assumptions and estimation uncertainties

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(i) Taxes

Deferred tax, subject to the consideration of prudence, is recognised on temporary differences between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are recognised to the extent that there is reasonable certainty that sufficient future tax income will be available against which such deferred tax assets can be realised. The measurement of MAT credit receivable and deferred tax balances requires estimation of the year of transition to the new tax regime basis the financial projections, availability of sufficient taxable income in the future and tax positions adopted by the Group.

(ii) Estimation of provision for warranty

Management estimates the related provision for future warranty claims based on certain percentages of revenue. The provision is based on historical information on the nature, frequency and average cost of warranty claims. Management also estimates regarding possible future outflow on servicing the customers for any corrective action in respect of product failure which is generally expected to be settled within 5 years from date of sale. The assumptions made in relation to the current period are consistent with those in the prior year. Factors that could impact the estimated claim information include the success of the Company's productivity and quality initiatives.

(iii) Useful Lives and method of Depreciation of Property, Plant and Equipment

The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value. Increasing an asset's expected life or its residual value would result in a reduced depreciation charge in the statement of profit and loss. The useful lives of the Group's assets are determined by management at the time the asset is acquired and reviewed at least annually for appropriateness. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

(iv) Fair value measurement

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including Discounted Cash flow Model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risks, credit risks and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

(v) Defined benefit obligations

The cost of defined benefit gratuity plans, and post-retirement medical benefit is determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, future salary increases, mortality rates and future pension increases. Due to the long-term nature of these plans, such estimates are subject to significant uncertainty.

1.5 Revenue and Income Recognition:

Revenue is recognised on the basis of approved contracts regarding the transfer of goods or services to a customer for an amount that reflects the consideration to which the entity expects to be entitled in exchange of those goods or services.

Sale of goods

Revenues are recognized when the Group satisfies the performance obligation by transferring a promised products to a customer. A product is transferred when the customer obtains control of that product, which is at the point of transfer of custody to customers where usually the title is passed, provided that the contract price is fixed or determinable and collectability of the receivable is reasonably assured. At contract inception, the Company assess the goods or services promised in a contract with a customer and identify as a performance obligation each promise to transfer to the customer.

Sale of Services

Revenue from services is recognised at a point in time or over the time depending upon the terms of the contract as and when performance obligations are fulfilled.

Export incentives:

Export incentives under various schemes notified by government are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same and is included in other operating revenue in the consolidated statement of profit & loss due to its operating nature.

Interest Income:

Interest income from financial assets is recognised when it is probable that the economic benefit will flow to the Company and the amount of income can be measured reliably. Interest income is recorded using the effective interest rate (EIR). Interest income is accrued on a time basis, by reference to the principal outstanding and the interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Other Income:

Other income is comprised of interest income, Gain / loss on investments, dividend income and Insurance claim. Dividend income and other income is recognized when the right to receive payment is established

1.6 Foreign Currency Transactions

Transactions in currencies other than the entity's functional currency are recorded at the rates of exchange prevailing on the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at the end of the reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

Exchange differences arising on the re-translation or settlement of other monetary items are included in the statement of profit and loss for the period.

In respect of forward cover contracts, the mark to market loss / gain as at the reporting date is charged to Consolidated Statement of Profit and Loss.

1.7 Property, Plant and Equipment:

Property, plant and equipment are stated at their cost of acquisition / installation / construction net of accumulated depreciation, and accumulated impairment losses, if any, except freehold land which is carried at cost less accumulated impairment losses. Subsequent expenditures are included in the asset's carrying amount or recognised as separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. Cost comprises of the purchase price net of eligible input tax credit, and any attributable cost of bringing the assets to its working condition for its intended use, including the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are satisfied. When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the property, plant and equipment as a replacement if the recognition criteria are satisfied. All other repairs and maintenance are charged to the statement of profit and loss during the reporting period in which they are incurred.

Spares which meet the definition of property, plant and equipment are capitalised as on the date of acquisition. The corresponding old spares are derecognized on such date with consequent impact in the statement of profit and loss.

Property, plant and equipment which are not ready for their intended use as on the balance sheet date are disclosed as "Capital work-in-progress". Capital work in progress is stated at cost, net of accumulated impairment loss, if any. Such items are classified to the appropriate category of property, plant and equipment when completed and ready for their intended use. Capital work in progress is stated at cost, net of accumulated impairment loss, if any.

Advances given towards acquisition / construction of property, plant and equipment outstanding at each balance sheet date are disclosed as Capital Advances under "Other non-current assets". Capital Expenses incurred by the company on construction/development of certain assets which are essential for production, supply of goods or for the access to any existing Assets of the company are recognised as Enabling Assets under Property, Plant and Equipment.

Depreciation on property, plant, and equipment

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on Property Plant and Equipment is provided using the Written down value Method (WDV) over the useful lives of the assets mentioned under the Act.

Asset Description	Asset useful life (years)
Electric Installations	10
Factory Building	30
Furniture & Fixtures	10
Instruments & Tools	15
Material Handling & Storage	15
Office Equipments	8
Plant & Machinery	15
Vehicles	8
Computer Systems	3

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

Transition to Ind AS

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 1, 2022 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

1.8 Intangible Assets and amortisation:

The Group has elected to continue with the carrying value of its intangible assets recognised as at transition date to Ind AS, measured as per the previous GAAP and use that as the deemed cost as at transition date pursuant to the exemption under Ind AS 101 "First-time Adoption of Indian Accounting Standards"

Intangible assets with finite useful life acquired separately, are recognized only if it is probable that future economic benefits that are attributable to the assets will flow to the enterprise and the cost of assets can be measured reliably. The intangible assets are recorded at cost and are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Intangible assets with indefinite useful life acquired separately, are recognized only if it is probable that future economic benefits that are attributable to the assets will flow to the enterprise and the cost of assets can be measured reliably. The intangible assets are recorded at cost and are tested for impairment on annual basis or when there is indication that the intangible assets may be impaired.

Intangible assets are amortized over the estimated period of benefit.

Intangible assets is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset, and recognized in the Statement of Profit and Loss when the asset is derecognized.

Intangible assets are amortised on Straight Line Method from the date they are available for use, over the useful lives of the assets as estimated by the Management as under:

Computer Software : 3 Years

Intellectual Property : 3 Years

1.9 Impairment of non-financial asset:

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's net selling price and its value in use. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses, including impairment on inventories, are recognized in the restated consolidated statement of profit & loss.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the company estimates the asset's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the restated consolidated statement of profit & loss.

1.10 Inventories

Inventories are valued at the lower of cost and net realizable value. Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Inventories	Cost Formula
Raw Materials, and Packing Materials	Cost includes purchase price, other costs incurred in bringing the inventories to their present location and condition, and includes non-refundable taxes. Materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a First In-First Out (FIFO) basis.
Stores & Spares and Consumables	Cost of stores and spares is determined on a First In-First Out (FIFO) basis and includes all applicable costs, including inward freight, incurred in bringing goods to their present location and condition.
Sem-finished goods and finished goods	Cost of work-in-progress and finished goods includes direct materials as aforesaid, direct labour cost and a proportion of manufacturing overheads based on total manufacturing overheads to raw materials consumed.

1.11 Borrowing Cost

Borrowings are initially recognized at fair value, net of transaction costs incurred. Subsequently, they are measured at amortized cost using the effective interest method. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in the Restated consolidated Statement of Profit and Loss over the period of the borrowings using the effective interest rate.

Borrowing costs that are directly attributable to the acquisition, construction, or production of a qualifying asset are capitalized as part of the cost of that asset, in accordance with Ind AS 23 – Borrowing Costs. All other borrowing costs are recognized as an expense in the period in which they are incurred.

Exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs are also considered as borrowing costs and may be capitalized if they meet the criteria under Ind AS 23.

1.12 Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Leases as Lessee (Assets taken on lease)

The Group recognizes a right-of-use asset and a lease liability at the lease commencement date except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the lease payments associated with these leases are expensed on a straight-line basis over the lease term.

Lease term is a non-cancellable period together with periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments to be paid over the lease term at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate. Subsequently, the lease liability is measured at amortized cost using the effective interest method.

Modifications to a lease agreement beyond the original terms and conditions are generally accounted for as a re-measurement of the lease liability with a corresponding adjustment to the ROU asset. Any gain or loss on modification is recognised in the Statement of Profit and Loss. However, the modifications that increase the scope of the lease by adding the right to use one or more underlying assets at a price commensurate with the stand-alone selling price are accounted for as a separate new lease. In case of lease modifications, discounting rates used for measurement of lease liability and ROU assets is also suitably adjusted.

1.13 Government Grant

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

Grant relating to Assets (Capital Grants)

The grant shall be deducted from the carrying amount of the asset. The grant shall be recognized in Restated Consolidated Statement of Profit and Loss over the useful life of the depreciable asset by way of a reduced depreciation charge

Grant related to Income (Revenue Grants)

Revenue grants are recognised in the Restated Consolidated Statement of Profit and Loss on a systematic basis over the periods in which the entity recognises as expenses the related cost for which the grants are intended to compensate.

1.14 Taxes on Income:

Income tax expense represents the sum of the current tax and deferred tax.

a. Current Tax

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the consolidated statement of profit & loss.

b. Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Restated Consolidated Financial Information and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

The Group restricts recognition of deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized. For recognition of deferred taxes, the timing differences which originate first are considered to reverse first.

At each reporting date, the Group re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Group writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

c. MAT Credit

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with asset will be realized.

1.15 Retirement and other employee benefits:

a. Post Employment Benefits:

i. Defined benefit plans

Gratuity liability is provided under a defined benefit plan. The Group's liability towards gratuity is determined on the basis of actuarial valuation done by an independent actuary, taking effect of actuarial gains and losses which is recognized in Other Comprehensive Income.

ii. Defined contribution plans

Contribution to Provident Fund, a defined contribution plan is charged to the Restated Consolidated Statement of Profit and Loss.

iii. Compensated absences

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as an actuarially determined liability at the present value of the defined benefit obligation at the Balance sheet date.

iv. Short term employees benefits

Short-term employee benefits are recognized as an expense at the undiscounted amount in the restated consolidated statement of profit and loss for the year in which the related service is rendered.

1.16 Provisions

Provisions are recognised when the Group has a legal/ constructive obligation as a result of a past event, for which it is probable that cash out flow may be required and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

1.17 Contingent liability

A contingent liability is a possible obligation that arises from the past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that arises from past events and that is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation. The Group does not recognise a contingent liability but discloses its existence in the financial statements.

1.18 Earning Per Share

Basic earnings per share are 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 year.

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.

1.19 Segment Reporting

Based on "management approach" as defined in Ind AS 108 - Operating segments, the management evaluates the Group's performance and allocates the resources based on an analysis of various performance indicators by business segments. The Group has only one business segment 'Manufacture of Gear box and electric motors'. The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Group as a whole.

1.20 Cash flow statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

1.21 Cash and bank balances

Cash and bank balances consist of:

- (i) Cash and cash equivalents - which includes cash on hand, deposits held at call with banks and other short-term deposits which are readily convertible into known amounts of cash, are subject to an insignificant risk of change in value and have original maturities of less than three months. These balances with banks are unrestricted for withdrawal and usage.
- (ii) Other balances with bank - which also include balances and deposits with banks that are restricted for withdrawal and usage.

1.22 Financial instruments

A financial instrument is a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Initial Measurement

Financial assets and financial liabilities are initially measured at fair value except trade receivable which are recorded at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial asset and liabilities at fair value through profit & loss) are added to or deducted from the fair value measured on initial recognition of the financial assets or financial liabilities.

(ii) Classification:

The Group classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flows characteristics of the financial asset.

All financial liabilities are classified as subsequently measured at amortised cost except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives, are subsequently measured at fair value, with any gains or losses arising on re-measurement recognised in profit or loss.

Financial instruments are classified as a liability or equity according to the substance of the contractual arrangement and not its legal form.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Group are recognised at the proceeds received, net of issue costs.

(iii) Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost, using the effective interest rate method, if:

- (a) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- (b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

This category generally applies to trade and other receivables.

(iv) Financial asset at fair value through other comprehensive income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within business whose objective is achieved by both collecting contractual cash flow and selling financial asset and the contractual terms of financial asset give rise on specific dates to cash flows that are solely payment of principal and interest on principal amount outstanding.

(v) Financial asset at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or fair value through other comprehensive income. Financial assets under this category are measured initially as well as at each reporting date at fair value with all changes recognized in profit or loss.

(vi) Financial Liabilities

All financial liabilities are subsequently measured at amortised cost except for financial liabilities measured at fair value through P&L. Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on re-measurement recognized in the statement of profit or loss.

(vii) Derecognition

A financial asset is derecognised when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and/or receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in the restated consolidated statement of profit or loss.

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing financial liability are substantially modified, such exchange or modification is accounted as derecognition of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the restated consolidated statement of profit or loss.

1.23 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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

The Group categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

- (i) Level 1: Quoted Prices (unadjusted) in active markets for identical assets or liabilities
- (ii) Level 2: inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the asset or liability.
- (iii) Level 3 : inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Company's assumptions about pricing by market participants.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines 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.

1.24 Impairment

a) Financial Asset

Group applies as per Ind AS 109 expected credit loss model for recognising impairment loss on trade receivables, other contractual rights to receive cash or other financial asset. Group applies simplified approach for recognition of expected credit loss on trade receivables and contract assets and general approach for other receivables.

b) Non-Financial Asset

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognized, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the higher of the fair value less cost of disposal and their value in use. Value in use is arrived at by discounting the future cash flows to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risk specific to the asset for which the estimates of future cash flows have not been adjusted. When there is indication that an impairment loss recognized for an asset in earlier accounting periods no longer exists or may have decreased such reversal of impairment loss is recognized in the Statement of Profit and Loss to the extent it does not exceed carrying value of an asset that would have been had the impairment loss not recognised.

2 First-Time Adoption – Mandatory Exceptions and Optional Exemptions

(a) Overall Principle

The Group has prepared the opening balance sheet as per Ind AS of April 1, 2022 (the transition date) by recognizing all assets and liabilities whose recognition is required by Ind AS, not recognizing items of assets or liabilities which are not permitted by Ind AS, by reclassifying certain items from Previous GAAP to Ind AS required under the Ind AS, and applying Ind AS in the measurement of recognized assets and liabilities. However, this principle is subject to certain mandatory exceptions and certain optional exemptions availed by the Company as detailed below.

(b) Deemed Cost of Property, Plant and Equipment and Intangible Assets

The Group has elected to continue with the carrying value of all its Property, Plant and Equipment and Intangible Assets recognized as of April 1, 2022 (transition date) measured as per the Previous GAAP and use that carrying value as its deemed cost as of the transition date.

(c) Classification and Measurement of Financial Assets

The Group has determined the classification and measurement of financial asset in terms of whether they meet the amortized cost criteria or the fair value through other comprehensive income (FVTOCI) criteria based on the facts and circumstances that existed as on the transition date.

(d) Impairment of Financial Assets

The Group has applied the impairment requirements of Ind AS 109 retrospectively; however, as permitted by Ind AS 101, it has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments were initially recognized in order to compare it with the credit risk at the transition date. Further, the Company has not undertaken an exhaustive search for information when determining, at the date of transition to Ind ASs, whether there have been significant increases in credit risk since initial recognition, as permitted by Ind AS 101.

Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS – 117 "Insurance Contracts" and amendments to Ind AS 116 – "Leases", relating to sale and leaseback transactions, applicable w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that the Company has not entered into transactions covered under Ind 117 & amendments to Ind AS 116 and therefore, there is no impact on the financial statements.

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Notes to the Restated Consolidated Financial Information

(Amounts in INR Millions, unless otherwise stated)

Note 3(a) : Property, Plant and Equipment

Particulars	Freehold Land	Factory Building	Computer Systems	Electrical Installation	Instruments & Tools	Office Equipments	Furniture & Fixtures	Plant & Machinery	Vehicles	Material Handling & Storage	Total
Deemed Cost											
Gross Block											
As at April 1, 2022	45.01	130.11	2.68	6.24	135.84	1.16	10.05	109.87	4.06	5.15	450.17
Additions	14.74	0.02	1.27	18.01	19.99	0.35	13.90	6.23	9.43	0.77	84.71
Disposal	-	0.18	-	0.25	3.13	-	9.94	0.02	0.27	-	13.79
As at March 31, 2023	59.75	129.95	3.95	24.00	152.70	1.51	14.01	116.08	13.22	5.92	521.09
Additions	18.96	0.79	1.68	5.65	12.13	1.81	3.20	15.09	0.20	5.67	65.18
Disposal	-	-	-	-	-	-	-	0.13	1.42	-	1.55
As at March 31, 2024	78.71	130.74	5.63	29.65	164.83	3.32	17.21	131.04	12.00	11.59	584.72
Additions	105.80	333.09	10.02	13.51	9.53	2.06	197.47	2.93	1.64	41.44	717.48
Disposal	-	-	-	-	-	1.49	0.38	-	-	-	1.86
As at March 31, 2025	184.51	463.83	15.65	43.16	174.36	3.89	214.30	133.97	13.64	53.03	1,300.34
Accumulated Depreciation											
As at April 1, 2022	-	-	-	-	-	-	-	-	-	-	-
Depreciation for the year	-	10.64	1.72	3.14	25.10	0.36	3.24	21.24	1.73	1.03	68.20
Deletions	-	0.02	-	-	0.05	-	0.20	-	-	-	0.27
As at March 31, 2023	-	10.62	1.72	3.14	25.05	0.36	3.04	21.24	1.73	1.03	67.93
Depreciation for the year	-	9.56	1.51	6.02	26.70	0.35	3.34	18.30	3.33	1.54	70.65
Deletions	-	-	-	-	-	-	-	-	1.05	-	1.05
As at March 31, 2024	-	20.18	3.23	9.16	51.75	0.71	6.38	39.54	4.01	2.57	137.53
Depreciation for the year	-	10.61	2.58	21.66	1.17	2.42	29.87	2.76	1.48	6.77	79.32
Deletions	-	-	-	-	-	1.39	0.03	-	-	-	1.42
As at March 31, 2025	-	30.79	5.81	30.82	52.92	1.74	36.22	42.30	5.49	9.34	215.43
Net Block											
As at March 31, 2023	59.75	119.33	2.23	20.86	127.65	1.15	10.97	94.84	11.49	4.89	453.16
As at March 31, 2024	78.71	110.56	2.40	20.49	113.08	2.61	10.83	91.50	7.99	9.02	447.19
As at March 31, 2025	184.51	433.04	9.84	12.34	121.44	2.15	178.08	91.67	8.15	43.69	1,084.91

Notes:

(i) The Group has elected to continue with carrying value for all of its Property Plant and Equipment as recognised in its Indian GAAP financial Statements, as its deemed cost as at the date of transition under Ind AS 101 "First-time Adoption of Indian Accounting Standards " i.e. April 1, 2022.

(ii) Reconciliation of Deemed cost to values under previous GAAP:

Particulars	Freehold Land	Factory Building	Computer Systems	Electrical Installation	Instruments & Tools	Office Equipments	Furniture & Fixtures	Plant & Machinery	Vehicles	Material Handling & Storage	Total
Gross block as at April 1, 2022	45.01	141.65	4.24	7.25	162.91	1.75	12.39	134.66	4.08	6.24	520.18
Accumulated depreciation as at April 1, 2022	-	11.54	1.56	1.01	27.07	0.59	2.34	24.79	0.02	1.09	70.01
Deemed cost as at April 1, 2022	45.01	130.11	2.68	6.24	135.84	1.16	10.05	109.87	4.06	5.15	450.17

(iii) The Group has not revalued any item of PPE for the period during the year.

(iv) Refer note 15 for details of Property, Plant and Equipment that have been pledged as a security/mortgaged with bank against the loan taken by the Group.

(v) Title deeds of all immovable properties are registered in the name of the respective companies in the Group.

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Notes to the Restated Consolidated Financial Information

(Amounts in INR Millions, unless otherwise stated)

Note : 3(b)

(i) Right of use assets

Particulars	Leasehold Land	Office Building	Total
Gross Block			
As at April 1, 2022	-	-	-
Additions	1.62	0.71	2.33
Deletions	-	-	-
As at March 31, 2023	1.62	0.71	2.33
Additions	-	9.95	9.95
Deletions	-	-	-
As at March 31, 2024	1.62	10.66	12.28
Additions	-	-	-
Deletions	-	1.06	1.06
As at March 31, 2025	1.62	9.60	11.22
Accumulated Depreciation			
As at April 1, 2022	-	-	-
For the year	-	-	-
Deletion	-	-	-
As at March 31, 2023	-	-	-
For the year	0.02	1.40	1.42
Deletion	-	-	-
As at March 31, 2024	0.02	1.40	1.42
For the year	0.02	3.69	3.71
Deletion	-	0.50	0.50
As at March 31, 2025	0.04	4.59	4.63
Net Block			
As at March 31, 2023	1.62	0.71	2.33
As at March 31, 2024	1.60	9.26	10.86
As at March 31, 2025	1.58	5.01	6.59

ii) The following amounts are recognised in the statement of profit and loss:

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Depreciation expenses of Right of Use Assets	3.71	1.42	-
Interest expenses on Lease Liabilities	0.88	0.38	-
Expenses relating to short-term leases and leases of low-value assets	10.00	4.71	3.99
Gain on termination of lease	0.02	-	-

iii) The following amounts are recognised in statement of cash flows:

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Total cash outflows for leases	4.17	1.52	-

iv) The Group has not revalued its Right-of-use assets.

Lease liabilities

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Non-current			
Lease liabilities	2.43	3.27	0.43
Total Non-current	2.43	3.27	0.43
Current			
Lease liabilities	3.20	6.03	0.27
Total Current	3.20	6.03	0.27

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Notes to the Restated Consolidated Financial Information

(Amounts in INR Millions, unless otherwise stated)

(i) The movement in lease liabilities (Non-current and Current) is as follows:

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
As at beginning of the year	9.30	0.70	-
Add: Addition	-	9.74	0.70
Add: Accretion of interest	0.88	0.38	-
Less: Deletion due to closure	(0.38)	-	-
Less: Payments	(4.17)	(1.52)	-
As at end of the year	5.63	9.30	0.70

(ii) The Group 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 lease liabilities as and when they fall due.

iii) The maturity analysis of undiscounted lease liabilities are as follows:

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Less than 1 Year	3.68	4.17	0.36
1 to 3 years	2.56	6.28	0.44
More than 3 years	-	-	-
Total	6.24	10.45	0.80

iv) The following amounts are recognised in the Restated Consolidated Statement of Profit and Loss:

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024	For the Year ended March 31, 2023
Expense relating to short term leases and low value assets including service charges (refer note 26)	10.00	4.71	3.99
Total	10.00	4.71	3.99

Note - 3(c) Capital Work in Progress

Particulars	Total
Cost	
As at April 1, 2022	10.16
Additions	33.34
Capitalised during the year	(14.31)
As at March 31, 2023	29.19
Additions	196.67
Capitalised during the year	-
As at March 31, 2024	225.86
Additions	309.90
Capitalised during the year	(532.01)
As at March 31, 2025	3.75

Capital Work in progress ageing schedule

As at March 31, 2025

Capital Work-in-progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	3.75	-	-	-	3.75
Projects temporarily suspended	-	-	-	-	-
Total	3.75	-	-	-	3.75

As at March 31, 2024

Capital Work-in-progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	196.67	29.19	-	-	225.86
Projects temporarily suspended	-	-	-	-	-
Total	196.67	29.19	-	-	225.86

As at March 31, 2023

Capital Work-in-progress	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	29.19	-	-	-	29.19
Projects temporarily suspended	-	-	-	-	-
Total	29.19	-	-	-	29.19

For capital work-in-progress, none of the assets are overdue for completion or has exceeded its cost compared to its original plan as at March 31, 2025, March 31, 2024 and March 31, 2023.

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Notes to the Restated Consolidated Financial Information

(Amounts in INR Millions, unless otherwise stated)

Note - 3(d) Other Intangible Assets

Particulars	Computer Software	Intellectual Property	Total
Deemed cost			
Gross Block			
As at April 1, 2022	8.49	0.74	9.23
Addition	0.94	0.29	1.23
Disposal	-	-	-
As at March 31, 2023	9.43	1.03	10.46
Addition	0.96	0.15	1.11
Disposal	-	-	-
As at March 31, 2024	10.39	1.18	11.57
Addition	3.56	-	3.56
Deletion	-	-	-
As at March 31, 2025	13.95	1.18	15.13
Accumulated amortisation			
As at April 1, 2022	-	-	-
For the year	2.45	0.48	2.93
Deletion	-	-	-
As at March 31, 2023	2.45	0.48	2.93
For the year	2.29	0.58	2.87
Deletion	-	-	-
As at March 31, 2024	4.74	1.06	5.80
For the year	1.99	0.12	2.11
Deletion	-	-	-
As at March 31, 2025	6.73	1.18	7.91
Net Block			
As at March 31, 2023	6.98	0.55	7.53
As at March 31, 2024	5.65	0.12	5.77
As at March 31, 2025	7.22	0.00	7.22

Notes:

(i) The Group has elected to continue with carrying value for all of its Property Plant and Equipment as recognised in its Indian GAAP financial Statements, as its deemed cost as at the date of transition under Ind AS 101 "First-time Adoption of Indian Accounting Standards " i.e. April 1, 2022.

(ii) Reconciliation of deemed cost to values under previous GAAP:

Particulars	Computer Software	Intellectual Property	Total
Gross block as at April 1, 2022	17.00	2.30	19.30
Accumulated amortisation as at April 1, 2022	8.51	1.56	10.07
Deemed cost as at April 1, 2022	8.49	0.74	9.23

(iii) The Group has not revalued any of its intangible assets.

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Notes to the Restated Consolidated Financial Information

(Amounts in INR Millions, unless otherwise stated)

Note - 3(e) Intangible Asset Under Development

Particulars	Development of Software
Cost	
As at April 1, 2022	-
Additions	-
Capitalised during the year	-
As at March 31, 2023	-
Additions	0.96
Capitalised during the year	-
As at March 31, 2024	0.96
Additions	-
Capitalised during the year	0.96
As at March 31, 2025	-

Intangible Asset under development ageing schedule

As at March 31, 2025

Intangible Asset under development	Amount in Intangible Assets Under Development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Total	-	-	-	-	-

As at March 31, 2024

Intangible Asset under development	Amount in Intangible Assets Under Development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	0.96	-	-	-	0.96
Projects temporarily suspended	-	-	-	-	-
Total	0.96	-	-	-	0.96

As at March 31, 2023

Intangible Asset under development	Amount in Intangible Assets Under Development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-
Total	-	-	-	-	-

Note - 4 Goodwill on Merger

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Goodwill on Merger	1.11	1.11	1.11
Total	1.11	1.11	1.11

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Note - 5 Non-current Investments

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Non-Current			
A) Quoted Equity instruments fully paid up			
Investment in Equity Instruments (At Fair Value through Profit and Loss)			
Bank of Baroda Ltd	3.41	3.94	2.52
No. of Equity shares : March 31, 2025 : 14,910 (March 31, 2024: 14,910) (March 31, 2023 : 14,910) of ₹ 2 each fully paid-up			
Investment in Mutual funds (At Fair Value through Profit and Loss)			
Nippon India Vision Fund	11.87	10.70	7.33
No. of units : March 31, 2025 : 1,95,547 (March 31, 2024 : 1,80,810) (March 31, 2023 : 1,66,255)			
Nippon India Growth Fund	17.34	15.36	9.90
No. of units : March 31, 2025 : 1,60,846 (March 31, 2024 : 1,49,479) (March 31, 2023 : 1,37,445)			
B) Un-quoted Equity instruments fully paid up			
Investment in Equity Instruments (At Fair Value through Profit and Loss)			
Abhyudaya Co-op Bank Ltd	0.50	0.50	0.50
49,980 Equity shares (March 31, 2024: 49,980) (March 31, 2023: 49,980) Equity Shares of Abhyudaya Co-op Bank Ltd of face value of Rs 10/- each, fully paid up			
Janseva Sahkari Bank Ltd	-	-	0.25
Nil shares (March 31, 2024 : Nil) (March 31, 2023 : 2,500) Equity shares of Janseva Sahkari Bank Ltd of ₹ 100 each fully paid-up			
Cyclo Foundry Limited-Shares	0.40	0.40	0.40
Less : Impairment	(0.40)	(0.40)	(0.40)
Total	33.12	30.50	20.50
Aggregate value of quoted investment	32.62	30.00	19.75
Aggregate value of unquoted investment	0.90	0.90	1.15
Aggregate amount of impairment in value of investments	(0.40)	(0.40)	(0.40)

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Note-6 Other Financial Assets

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Non-Current			
Considered Good			
Security Deposits	117.72	31.97	34.66
Deposits with banks having original maturity more than twelve months	4.06	-	-
Fixed deposit with remaining maturity of more than 12 months (Lien marked)	91.20	508.17	34.43
Total Non-current Financial asset	212.98	540.14	69.09
Current			
Considered Good			
Security Deposits	1.20	-	-
Interest Receivable on security deposit	0.37	0.01	0.01
Loans and Advances to Employees	1.26	0.37	0.60
Advances to others	-	0.40	-
Other Receivables - Share issue expense (Refer note (i) below)	15.66	-	-
Accrued interest on fixed deposits	0.20	0.09	0.13
Export Incentive receivable	2.74	-	-
Dividend receivable	0.18	0.07	-
Insurance claim receivable	17.28	-	7.51
Total Current Financial asset	38.89	0.94	8.25

(i) Share issue expenses will be recovered from the selling share holders in proportion to the number of equity shares to be sold by each of the selling share holders through the offer for sell.

Note-7 Other Assets

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Non Current			
Capital advances	18.01	45.45	26.62
Prepaid Expenses	1.59	1.03	0.93
Taxes paid under protest	16.64	-	-
Total Non- Current Assets	36.24	46.48	27.55
Current			
Prepaid expenses	21.51	15.14	13.95
Share issue expenses (Refer note (i) below)	6.53	-	-
Balances with Government Authorities	49.37	56.90	130.65
Advance to employees for expenses	-	-	0.02
Advance to Vendors	225.21	157.58	107.01
Other receivables	6.02	-	-
Total Current Assets	308.64	229.62	251.63

(i) Share issue expenses will be adjusted against share premium / retained earnings in proportion to the number of equity shares to be issued through the fresh issue.

Note - 8 Inventories

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Raw Materials (including Consumables and Goods in Transit)	1,280.85	1,218.27	1,141.67
Semi Finished Goods	29.80	51.01	81.97
Finished Goods (including in Transit)	478.14	276.38	194.40
Subtotal	1,788.79	1,545.66	1,418.04
Less : Provision for obsolescence and non moving inventory (Refer Note 8.1)	(64.33)	(71.77)	(127.82)
Total	1,724.46	1,473.89	1,290.22

8.1 Movement in provision for obsolescence and non moving inventory :

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	71.77	127.82	61.68
Add : Provision made/(reversed) during the year (Refer Note 20 and 26)	(7.44)	(56.05)	66.14
Balance at the end of the year	64.33	71.77	127.82

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Note - 9 Trade Receivables

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Trade Receivables			
Trade Receivables considered good - Unsecured *	6,776.23	3,258.33	2,466.23
Trade receivables which have significant increase in credit risk	205.91	101.72	47.47
Less: Allowance for expected credit loss	(205.91)	(101.72)	(47.47)
Total	6,776.23	3,258.33	2,466.23

* Refer Note 28 for details on Related Party transactions

(ii) The movement in allowance for expected credit loss is as follows:	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Balance as at beginning of the year	101.72	47.47	36.16
Additional allowance during the year (Refer Note 26)	104.44	54.32	11.97
Written off during year	(0.10)	-	-
Reversal during the year (Refer Note 20)	(0.15)	(0.07)	(0.66)
Balance as at the end of the year	205.91	101.72	47.47

(iii) There is no amount due from any director or any officer of the Company, either severally or jointly with any other person, or from any firms or private companies in which any director is a partner, a director or a member.

(iv) Trade Receivables Ageing Schedule as at:

As at March 31, 2025

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivables- considered good	3,490.62	1,896.68	835.35	436.59	116.99	-	6,776.23
(ii) Undisputed Trade Receivables- which have significant increase in credit	-	-	-	0.04	14.33	191.54	205.91
(iii) Disputed Trade Receivables- considered good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables- which have significant increase in credit	-	-	-	-	-	-	-
Total	3,490.62	1,896.68	835.35	436.63	131.32	191.54	6,982.14
Less: Allowance for Expected Credit Loss							(205.91)
Total							6,776.23

As at March 31, 2024

Particulars	Outstanding for following periods from due date of payment						
	Not Due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivables- considered good	317.18	1,158.89	907.51	551.59	187.56	135.60	3,258.33
(ii) Undisputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	15.24	86.48	101.72
(iii) Disputed Trade Receivables- considered good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
Total	317.18	1,158.89	907.51	551.59	202.80	222.08	3,360.05
Less: Allowance for Expected Credit Loss							(101.72)
Total							3,258.33

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As at March 31, 2023

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade Receivables- considered good	307.77	1,062.62	597.60	203.34	177.84	117.06	2,466.23
(ii) Undisputed Trade Receivables- which have significant increase in credit risk	-	-		-	47.46	0.01	47.47
(iii) Disputed Trade Receivables- considered good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables- which have significant increase in credit risk	-	-	-	-	-	-	-
Total	307.77	1,062.62	597.60	203.34	225.30	117.07	2,513.70
Less: Allowance for Expected Credit Loss							(47.47)
Total							2,466.23

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Note- 10(a) Cash and Cash Equivalents

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Cash in hand	0.11	0.19	0.04
Balances with bank			
-In Current Accounts	514.30	154.70	281.19
-Debit balance of Cash credit and Overdraft account	11.99	-	-
-Fixed Deposits (With original maturity of less than 3 months) *	4.50	50.20	54.05
Total	530.90	205.09	335.28

*During the financial year 2022-23 fixed deposit of Rs 0.36 millions has been confirmed by bank with external confirmation during audit process which has been incorporated in books of accounts during the year.

Note - 10(b) : Bank balances other than considered in cash and cash equivalents above

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Bank deposits (Current Portion of Deposits with original maturity after 12 months)	5.01	-	0.10
Bank deposits with original maturity after 3 months but upto 12 months	70.76	-	-
Bank deposits (pledged and lien marked)*	1,330.78	702.32	444.30
Total	1,406.55	702.32	444.40

* Bank Deposits have been lien marked against Bank Overdraft and Guarantee facilities.

Note - 11 Loans

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Non-Current			
Unsecured, considered good			
Loans to Others	13.25	-	-
Total Non-Current	13.25	-	-
Current			
Loan Receivables considered good - Unsecured*	-	0.57	0.24
Loan Receivables - Credit Impaired	-	0.09	0.09
Less: Allowance for bad and doubtful loans	-	(0.09)	(0.09)
		-	-
Total Current	-	0.57	0.24

* Includes Rs. Nil in March 31, 2025 (March 31, 2024: Nil and March 31, 2023: Rs 0.03 millions) given to erstwhile management of Step-down subsidiary.

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(Amounts in INR Millions, unless otherwise stated)

Note - 12(a) Equity Share Capital

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Authorised share capital: 20,00,00,000 Equity Shares of Re. 1 each (As at March 31, 2024 : 5,00,00,000 Equity Shares of Re. 1 each)* (As at March 31, 2023 : 5,00,00,000 Equity Shares of Re. 1 each)*	200.00	50.00	50.00
Total	200.00	50.00	50.00
Issued, Subscribed & Fully Paid up share capital: 2,56,17,960 Equity Shares of Re. 1 each fully paid up (As at March 31, 2024 : 2,56,17,960 Equity Shares of Re. 1 each fully paid up)* (As at March 31, 2023: 2,56,17,960 Equity Shares of Re. 1 each fully paid up)*	25.62	25.62	25.62
Total	25.62	25.62	25.62

a) Reconciliation of the shares outstanding at the beginning and at the end of the year:	As at March 31, 2025		As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
No. of Shares outstanding as at beginning of year	2,56,17,960	25.62	2,56,17,960	25.62	2,56,17,960	25.62
Issued/ Changes during the year on account of sub-division of shares	-	-	-	-	-	-
No. of Shares Outstanding as at end of year	2,56,17,960	25.62	2,56,17,960	25.62	2,56,17,960	25.62

b) Details of shareholders holding more than 5% of Equity shares in the Company:	As at March 31, 2025		As at March 31, 2024		As at March 31, 2023	
	No. of Shares Held*	% of Shareholding	No. of Shares Held*	% of Shareholding	No. of Shares Held*	% of Shareholding
Equity Shares						
Umesh M. Balani	1,68,11,840	65.63%	1,68,11,840	65.63%	1,68,11,840	65.63%
Neelam U. Balani	28,81,160	11.25%	28,81,160	11.25%	28,81,160	11.25%
Priya Balani	27,41,830	10.70%	27,41,830	10.70%	27,41,830	10.70%

c.1) Disclosure with respect to shareholding of promoters:	As at March 31, 2025		As at March 31, 2024		% Change in shareholding
	No. of Shares Held*	% of Total Shares	No. of Shares Held*	% of Total Shares	
Umesh M. Balani	1,68,11,840	65.63%	1,68,11,840	65.63%	-
Neelam Umesh Balani	28,81,160	11.25%	28,81,160	11.25%	-
Priya Balani	27,41,830	10.70%	27,41,830	10.70%	-

c.2) Disclosure with respect to shareholding of promoters:	As at March 31, 2024		As at March 31, 2023		% Change in shareholding
	No. of Shares Held*	% of Total Shares	No. of Shares Held*	% of Total Shares	
Umesh M. Balani	1,68,11,840	65.63%	1,68,11,840	65.63%	-
Neelam Umesh Balani	28,81,160	11.25%	28,81,160	11.25%	-
Priya Balani	27,41,830	10.70%	27,41,830	10.70%	-

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* Refer note (f) below regarding sub-division of shares during the year

d) Rights, Preferences & Restrictions attached to Shares:

1. The Holding Company has single class of shares referred to as Equity Shares having face value of Re. 1 each. Each holder of equity shares is entitled to one vote per share. Any dividend declared by the holding company shall be paid to each holder of Equity shares in proportion to the number of shares held to total equity shares outstanding as on that date. In the event of liquidation of the holding company, the holders of the equity shares will be entitled to receive remaining assets of the holding company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

e) Buyback of Shares:

The holding company had bought back 62,500 equity shares of face value of Rs. 10 each at premium of Rs. 790 per share being 2.38% of the total paid up equity share capital for a total consideration of Rs. 50 million and the equity share bought back were extinguished on June 24, 2021 in terms of provisions of section 68 of the Companies Act 2013.

f) Sub-division of Shares:

Pursuant to resolutions passed in extra-ordinary general meeting held on December 10, 2024, shareholders of the Holding Company have approved sub-division of each equity share of face value of Rs. 10 each into ten equity shares of face value of Re. 1 each resulting into sub-division of 25,61,796 equity shares of face value Rs. 10 each into 2,56,17,960 equity shares of face value Re. 1 each, fully paid-up. There was no change in the total share capital amount due to this sub-division.

Note - 12(b): Other Equity

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Retained Earnings	5,955.52	4,282.09	3,570.35
Securities Premium	0.01	0.01	0.01
Capital Reserve	40.00	40.00	40.00
Capital Redemption Reserve	0.63	0.63	0.63
Total	5,996.16	4,322.73	3,610.99

i. Retained Earnings

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year (As previously reported)	4,282.09	3,570.35	3,017.34
Balance at the beginning of the year	4,282.09	3,570.35	3,017.34
Reversal of losses pursuant to merger of Magtor Servomotion Private Limited with Rotomotive Powerdrives Limited	-	-	1.03
Restated Profit during the year	1,673.68	711.83	551.92
Restated Other comprehensive income (net of tax)	(0.25)	(0.09)	0.06
Balance at the end of the year	5,955.52	4,282.09	3,570.35

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ii. Securities Premium

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	0.01	0.01	0.01
- Additions during the year	-	-	-
Balance at the end of the year	0.01	0.01	0.01

iii. Capital reserve

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	40.00	40.00	40.00
Add: Additions during the year	-	-	-
Balance at the end of the year	40.00	40.00	40.00

iv. Capital Redemption Reserve

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	0.63	0.63	0.63
Add: Additions during the year	-	-	-
Balance at the end of the year	0.63	0.63	0.63

Nature and purpose of reserves:

Retained earnings

Surplus in the statement of profit and loss 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. It includes re-measurement loss / (gain) on defined benefit plans, net of taxes that will not be reclassified to Statement of Profit and Loss.

Capital Reserve

Capital Reserve emerges because of cancellation of old equity shares capital of the subsidiary company as per approved resolution plan by NCLT.

Securities Premium

Securities Premium Reserve is used to record the premium on issue of equity shares over and above the face value of equity shares . The reserve is utilized in accordance with the provision of the Companies Act, 2013.

Capital Redemption Reserve

Capital redemption reserve represents reserve created at the time of Buyback equivalent to the amount of nominal value of shares bought back which is as per provisions of Section 69 of Companies Act, 2013.

Note - 12(c): Non-Controlling Interest (NCI)

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Balance at the beginning of the year	56.19	54.26	51.69
Share in profit for the year	1.51	1.93	2.57
Share in OCI	(0.00)	0.00	-
Balance at the end of the year	57.70	56.19	54.26

Rs. 0.00 indicates below rounding off norms.

Note - 13 Provisions

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Non-Current			
Provision for Employee Benefits-			
- Gratuity [Refer Note No. 29]	4.20	1.97	1.97
- Compensated absences	10.92	8.82	8.55
Provision for Warranty	89.56	101.10	115.40
Total Non-Current	104.68	111.89	125.92
Current			
Provision for Employee Benefits-			
- Gratuity [Refer Note No. 29]	0.00	0.00	0.00
- Compensated absences	1.89	1.65	1.85
Provision for Warranty	27.53	24.02	27.23
Total Current	29.42	25.67	29.08

Rs. 0.00 indicates below rounding off norms.

Note - 13.1: Movement of Provision in warranty

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Opening Balance as at beginning of the year	125.12	142.63	168.57
Ind AS Adjustments	-	-	(30.23)
Add: Provision made during the year	48.53	44.25	4.29
Add: Unwinding of Warranty Provision	12.93	14.81	-
Less: Amount spent on warranty out of provision during the year	(69.49)	(76.57)	-
Closing Balance for the year	117.09	125.12	142.63

Note -14 Income Taxes

A. Components of income tax expense

Particulars	For the Year ended March 31, 2025	For the Year ended March 31, 2024	For the Year ended March 31, 2023
I. Tax expense recognised in Statement of Profit and Loss			
Current Tax Expense			
Current tax on profits for the year	635.58	251.75	168.37
Adjustments for the current tax of prior periods	1.67	0.23	5.83
Total Current Tax Expense	637.25	251.98	174.20
Deferred Tax Expense			
Origination and reversal of temporary differences	(9.22)	(7.13)	(17.87)
Total Deferred Tax Expense	(9.22)	(7.13)	(17.87)
Income tax expenses recognised in profit and loss	628.03	244.85	156.33
II. Tax expense recognised in Other Comprehensive Income			
Deferred Tax Credit			
Net (loss)/gain on remeasurements of defined benefit plans	0.10	0.03	(0.02)
Income tax expenses recognised in other comprehensive income	0.10	0.03	(0.02)

B. Reconciliation of Effective Tax Rate

The reconciliation between the statutory income tax rate applicable and the effective income tax rate is as follows:

Particulars	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
(a) Profit before tax	2,303.22	958.61	710.82
(b) Statutory income tax rate applicable for the year	25.17%	25.17%	29.12%
(c) Expected income tax at India's statutory rate (c) = (a) * (b)	579.72	241.28	206.99
Tax effect of:			
Expenses allowed in current year but not disallowed in previous year	(1.21)	2.02	-
Ind AS adjustments	-	-	(42.75)
Other disallowances/allowances	41.40	(8.04)	(13.74)
Difference in tax rate applicable to subsidiary	6.45	9.36	-
Tax adjustment of earlier years	1.67	0.23	5.83
Total Tax Expense	628.03	244.85	156.33
Income Tax expense reported in statement of profit and loss	628.03	244.85	156.33
Effective tax rate	27.27%	25.54%	21.99%

C. Deferred tax assets and liabilities

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Deferred Tax Assets	120.63	101.04	89.53
Deferred Tax Liabilities	19.63	9.35	4.99
Total Net Deferred tax (Liability)/Asset	101.00	91.69	84.54

Recognition in Restated Consolidated Statement of assets and liabilities

Deferred Tax Asset (net)	107.19	96.54	89.94
Deferred Tax Liability (net)	6.19	4.85	5.40

Particulars	Opening balance as at April 1, 2024	Recognised in Statement of profit and loss	Recognised in Other Comprehensive Income	Closing balance as at March 31, 2025
Deferred Tax Assets				
Expenses claimed for tax purpose on payment basis	0.58	5.40	0.09	6.08
Property Plant and equipments	-	4.95	-	4.95
Provision for diminution in value of Inventory	20.90	(4.71)	-	16.19
Provision for Bad and Doubtful debts and Warranty	76.90	(25.09)	-	51.81
Lease Liability	(2.15)	4.84	-	2.68
Disallowance for non-payment to MSME is Under Section 43B(h)	-	25.45	-	25.45
Accumulated Brought forward Losses and Unabsorbed Depreciation	-	11.89	-	11.89
MAT Credit	-	1.59	-	1.59
Total	96.23	24.32	0.09	120.63
Deferred Tax Liability				
Fair Value gain/loss on investments	2.06	(0.29)	-	1.77
Right of use assets	(2.23)	4.77	-	2.54
Property Plant and equipments	4.71	10.61	-	15.32
Total	4.54	15.10	-	19.63
Total Deferred Tax Asset / (Liability)	91.69	9.22	0.09	101.00

Particulars	Opening balance as at April 1, 2023	Recognised in Statement of profit and loss	Recognised in Other Comprehensive Income	Closing balance as at March 31, 2024
Deferred Tax Assets				
Expenses claimed for tax purpose on payment basis	0.70	(0.15)	0.03	0.58
Provision for diminution in value of Inventory	37.22	(16.32)	-	20.90
Provision for Bad and Doubtful debts and Warranty	51.22	25.68	-	76.90
Lease Liability	0.39	(0.14)	-	0.25
Right to use Asset	-	2.41	-	2.41
Total	89.53	11.48	0.03	101.04
Deferred Tax Liability				
Fair Value gain/loss on investments	0.06	2.00	-	2.06
Right of use assets	0.32	(0.14)	-	0.18
Property Plant and equipments	4.61	0.10	-	4.71
Lease Liability	-	2.40	-	2.40
Total	4.99	4.36	-	9.35
Total Deferred Tax Asset / (Liability)	84.54	7.12	0.03	91.69

Particulars	Opening balance as at April 1, 2022	Recognised in Statement of profit and loss	Recognised in Other Comprehensive Income	Closing balance as at March 31, 2023
Deferred tax asset on account of :				
Expenses claimed for tax purpose on payment basis	1.18	(0.50)	0.02	0.70
Provision for diminution in value of Inventory	17.85	19.37	-	37.22
Provision for Bad and Doubtful debts and warranty	60.16	(8.94)	-	51.22
Lease Liability	-	0.39	-	0.39
Total Deferred tax assets (A)	79.19	10.32	0.02	89.53
Deferred tax liability on account of :				
Right of use assets	-	0.32	-	0.32
Property Plant and equipments	12.54	(7.93)	-	4.61
Fair Value gain/loss on investments	-	0.06	-	0.06
Total Deferred tax liability (B)	12.54	(7.55)	-	4.99
Total Deferred Tax Asset / (Liability)	66.65	17.87	0.02	84.54

D. Tax assets and liabilities

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Current tax assets (net)			
Advance tax and tax deducted at source, net of provision for tax	10.58	55.19	48.70
Current tax liabilities (net)			
Provision for tax, net of advance tax and tax deducted at source.	170.95	-	2.32

Note -15 Borrowings

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Non-Current			
Secured			
Term Loan from Banks	236.71	161.48	55.51
Vehicle Loans from Banks	4.00	5.39	6.67
Less: Current Maturities of Long Term Debts	(73.85)	(55.95)	(16.31)
Sub-Total	166.86	110.92	45.87
Debentures			
0.01% 3,200 Compulsorily Convertible Debentures (Previous year 3,200) of Rs. 1,00,000 each issued at Rs. 1,00,000 each on Private Placement Basis	288.74	260.13	234.36
Total Non- Current	455.60	371.05	280.23
Current			
Secured from Banks			
Current maturities of Long term Loans	73.85	55.95	16.31
Working Capital Loans	2,240.34	900.24	19.60
Total Current	2,314.19	956.19	35.91

15.1: Details of Terms and Securities provided in respect of secured borrowings of Holding Company are as under:

- The Vehicle loan is from HDFC Bank which is secured by way of hypothecation of vehicle purchased. The loan is to be repaid in equal 60 monthly instalments of Rs. 1,47,200 with last instalment due in September 2027. The rate of interest of the loan is 7.90%.
- The term loans from Bank of Baroda are secured by hypothecation of Plant and Machinery, mortgage of Building and personal guarantees of two directors. The loans are to be repaid in 60 equal monthly instalments of ranging from Rs. 1,25,000 to Rs. 6,25,000 with last instalment due in December 2024. The rate of interest on the loans is 8.65%.
- The short term borrowings consists of Cash Credit, Working capital demand loans and overdraft facilities availed from banks and details of securities given are as under:
 - Hypothecation of Raw materials, Stock in process, Stores & spares, Finished goods and book debts of the Holding Company.
 - Equitable mortgage of Lease hold Industrial Plot situated at Plot No. 2102/3 and 2102/4 in GIDC Estate, Vitthal Udhogynagar, bearing R S No. 1330/P, Survey no. 1330/P, 1404/P and 1405/P, Plot No. 2102/4 and Construction carried out thereon standing in the name of holding company.
 - Equitable mortgage of Lease hold factory situated at C-1/1-2-3-4, GIDC Estate, Vitthal udhyogynagar, Tal and Sit. Anand and Construction carried out thereon standing in the name of the holding company.
 - Extension of Factory Land and building situated at R S No-223, 224, 244/2+3, 244/4 situated at Village Napa, Tal. Borsad, Dist. Anand belonging to subsidiary company .
 - Extension of Charge over Non agricultural land situated at Block/RS no.16 (New Block/RS no. 51) and construction carried out thereon standing in the name of subsidiary company.
 - Hypothecation of entire Machineries, Equipments, Electrical equipments, Furniture & Fixtures, Office Equipments and other movable fixed assets of the holding company situated at the above mentioned factory/office, present & future.
 - Personal Guarantee of Directors Mr. Umesh Balani & Mrs. Neelam Umesh Balani.
 - Corporate Guarantee by Subsidiary company "Rotomotive Powerdrives India Limited".
 - Overdraft facilities from bank is secured by Term Deposits/Fixed deposits as per list provided in Sanction Letter.

15.2: Details of Terms and Securities provided in respect of secured borrowings of Subsidiary Company are as under:

- The term loans from Banks includes loan from Bank of Baroda for Plant & Machinery, Office Building, Instruments & Tools.
 - The security provided for the term loan from Bank of Baroda is Mortgage of Factory Land and Factory Building and Hypothecation of entire Machineries, electrical installations, furniture and fixtures, office equipments, vehicles and other movable Property Plants & Equipments of subsidiary company.
 - The term loans are to be repaid in 38 to 60 equal monthly instalments of Rs. 5,73,637 to 27,85,675 with last instalment due in September 2028. The rate of interest of the loans is 8.90%.
 - The Subsidiary company has given undertaking to Bank of Baroda for the loan taken for Property Plants & Equipments that the holding company will not dilute the stake below 51% of the issued and paid up share capital till the repayment of the Loan.
 - The facility is secured by the personal guarantee from promoters of the subsidiary company.
 - The term loan is secured by Corporate guarantee from the Holding Company.
- The Subsidiary company has taken Vehicle loan from Bank of Baroda which is secured by way of hypothecation of vehicle purchased. The loans are to be repaid in 60 to 80 equal monthly instalments of Rs. 11,049 to Rs. 25,253 with last instalment due in November 2031. The rate of interest on the loans are ranging from 8.25% to 9.25%.

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c) The Cash Credit and Overdraft facility from the bank is taken for the purpose of the working capital needs of the subsidiary company.

-The rate of Interest payable is the variable rate linked with base rate of the bank.

-The facility is sanctioned for a year and to be renewed on yearly basis.

-The security provided for the facility is Hypothecation of entire raw materials, stock-in-process, packing materials, finished goods and Book-debts, both present and future of subsidiary company

-The facility is secured by the personal guarantee from promoters of the subsidiary Company.

-The facility is secured by Corporate guarantee from the holding company.

-The facility is secured by lien mark on Fixed Deposits (Refer Note no. 10(b)).

15.3. The Holding Company has Compulsorily Convertible Debentures (CCD) having a par value at Rs. 1,00,000 per debenture and bearing a coupon rate of 0.01% p.a. CCDs are convertible into equity shares of the holding company, based upon the agreed mechanism. As the number of shares to be issued are not fixed at inception, this will result in issuance of a variable number of equity shares of the Holding Company. Due to the variability in the number of shares to be issued by the Holding Company, the compulsory conversion feature at the time of conversion is a liability feature for the Holding Company as fixed for fixed criteria is not met, resulting in the entire such amount being considered as a liability. The said liability has been recognised at amortized cost.

15.4 There has been no defaults in repayment of any of the loans or interest thereon during the year.

15.5: The Group has borrowings from the bank on the basis of security of current account assets and it has provided the quarterly statements to the bank as per terms of the sanction letter. The revised quarterly statement have been provided to the bank which is in agreement with books of account.

15.6 Registration or Satisfaction of Charges with Registrar of Companies ("ROC")

The company has duly completed process for Registration or Satisfaction of Charges with ROC except in following cases:

Details of delay in Charge Registration/modification beyond the statutory period are as under :

Brief description of the Charges or Satisfaction	Concerned ROC	No. of days delay	Reason for delay in registration/modification
Modification of duplicate Charge created on credit facilities availed from BOB Bank *	Gujarat	-	Due to delay in executing required instruments for modifying charge

* The above charge has been subsequently satisfied on August 21, 2025

Rotomag Enertec Limited (formerly known as Rotomag Motors and Controls Limited)

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Notes to the Restated Consolidated Financial Information

(Amounts in INR Millions, unless otherwise stated)

Note - 16 Trade Payables

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Total outstanding Dues to Micro and Small Enterprises (Refer Note 36)	406.30	698.44	159.57
Total outstanding Dues to Creditors Other than Micro and Small Enterprises*	2,747.41	646.55	1,126.27
Total	3,153.71	1,344.99	1,285.84

*Refer Note 28 for related party transactions

Trade Payables ageing schedule

As at March 31, 2025

Particulars	Unbilled	Not Due	Outstanding for following periods from due date of payments				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Payable MSME	-	178.71	217.07	0.18	3.20	7.14	406.30
(ii) Undisputed Trade Payable Others than MSME	144.14	1,752.01	810.63	25.76	0.94	13.93	2,747.41
(iii) Disputed Trade Payable MSME	-	-	-	-	-	-	-
(iv) Disputed Trade Payable Others than MSME	-	-	-	-	-	-	-
Total	144.14	1,930.72	1,027.70	25.94	4.14	21.07	3,153.71

As at March 31, 2024

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payments				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Payable MSME	-	-	678.76	11.06	7.07	1.55	698.44
(ii) Undisputed Trade Payable Others than MSME	31.46	-	556.20	4.35	54.34	0.20	646.55
(iii) Disputed Trade Payable MSME	-	-	-	-	-	-	-
(iv) Disputed Trade Payable Others than MSME	-	-	-	-	-	-	-
Total	31.46	-	1,234.96	15.41	61.41	1.75	1,344.99

As at March 31, 2023

Particulars	Unbilled	Not due	Outstanding for following periods from due date of payments				
			Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Payable MSME	-	-	149.44	8.07	2.06	-	159.57
(ii) Undisputed Trade Payable Others than MSME	28.25	-	1,022.45	57.93	9.55	8.09	1,126.27
(iii) Disputed Trade Payable MSME	-	-	-	-	-	-	-
(iv) Disputed Trade Payable Others than MSME	-	-	-	-	-	-	-
Total	28.25	-	1,171.89	66.00	11.61	8.09	1,285.84

Rotomag Enertec Limited (formerly known as Rotomag Motors and Controls Limited)

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Notes to the Restated Consolidated Financial Information

(Amounts in INR Millions, unless otherwise stated)

Note - 17 Other Financial Liabilities

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Non- Current			
Security Deposits	3.81	5.32	5.22
Total Non- Current	3.81	5.32	5.22
Current			
Payable to Employees *	20.88	16.28	18.63
Interest Payable to MSME Vendors	40.63	13.44	0.00
Payable to Capital Creditors	1.80	-	-
Trade Deposits	1.03	1.19	1.24
Provision for CSR expenditure	0.60	-	11.02
Marked to Market on Forward contracts	0.58	-	-
Total Current	65.52	30.91	30.89

* This amount includes payable to erstwhile management of step-down subsidiary of Rs. Nil as at March 31, 2025, (Rs. Nil as at March 31, 2024, as at March 31, 2023 : Rs 3.16 millions).

Note -18 Other Current Liabilities

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Advance Received from Customers	21.22	241.68	220.71
Statutory dues payable	81.72	14.48	21.77
Total	102.94	256.16	242.48

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Notes to the Restated Consolidated Financial Information

(Amounts in INR Millions, unless otherwise stated)

Note -19 Revenue from Operations

Particulars	For the Year ended March 31, 2025	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Revenue from contracts with customers			
Sales of Products	9,872.81	5,678.03	6,023.14
Sale of Services	2,745.49	1,251.92	998.44
Other operating revenue			
Packing and Freight charges	3.92	2.80	4.79
Transportation Recovery	0.29	0.41	1.74
Tooling Development Income	3.65	0.58	-
Sale of Scrap	13.54	2.61	3.47
Export Incentives	10.26	5.47	10.61
Total	12,649.96	6,941.82	7,042.19

Note - 20 Other Income

Particulars	For the Year ended March 31, 2025	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Interest Income			
- on Fixed Deposits with banks	96.67	78.68	22.69
- on Income tax refund	0.13	-	-
- on Others (including security deposits, loan to employees, etc)	1.59	-	-
- on financial assets carried at amortised cost	-	-	0.14
- Unwinding of security deposits/warranty	0.11	0.02	0.01
Dividend Income	2.38	2.37	0.97
Other Non Operating Income			
Subsidy received	3.11	4.57	-
Reversal for Provision for warranty	-	0.36	-
Gain on sale of Property Plant & Equipment (Net)	0.43	0.44	33.17
Reversal for Provision for doubtful debts	0.15	0.07	0.66
Excess provision written back	-	-	0.25
Sundry balances written back	2.82	20.78	41.82
Foreign Exchange Gain (Net)	10.35	7.12	10.65
Fair value gain on financial instruments (Net)	-	8.19	90.96
Fair value gain on Warranty provision	-	-	55.31
Bad debts recovered	-	-	0.04
Reversal of provision for non moving inventory	7.44	56.05	-
Gain on termination of lease	0.02	-	-
Miscellaneous Income	3.99	3.71	1.42
Total	129.19	182.36	258.09

Note - 21 Cost of Material Consumed

Particulars	For the Year ended March 31, 2025	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Consumption of Raw Materials & Consumables			
Inventory at the beginning of the year	1,218.27	1,141.68	1,073.06
Purchase of Raw materials (including Freight & Other expenses)	8,212.23	4,708.02	5,233.07
Less: Inventory at the end of the year	(1,280.85)	(1,218.27)	(1,141.68)
Total	8,149.65	4,631.43	5,164.45

Note -22 Change in Inventories of Finished Goods and Semi Finished Goods

Particulars	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Inventory at the beginning of the year			
Semi-Finished Goods	51.01	81.97	86.59
Finished Goods	276.38	194.40	257.65
Total Opening Balance	327.39	276.37	344.24
Inventory at the end of the year			
Semi-Finished Goods	29.80	51.01	81.97
Finished Goods	478.14	276.38	194.40
Total closing Balance	507.94	327.39	276.37
(Increase) / Decrease in Inventory	(180.55)	(51.02)	67.87

Note -23 Employee Benefit Expenses

Particulars	For the Year ended March 31, 2025	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Salaries and Wages*	239.45	200.39	188.58
Contribution to Provident and other funds	7.51	5.04	4.62
Staff welfare expenses	9.43	9.65	8.02
Total	256.39	215.08	201.22

*Refer Note 28 for Related party transactions

Note-24 Finance Cost

Particulars	For the Year ended March 31, 2025	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Interest Expense			
-on Bank Borrowings	117.31	27.55	20.02
-on lease liability	0.88	0.38	-
-on Debentures	28.61	25.78	0.03
-on Others	2.62	-	18.15
-on Interest on Loans - Related Party	-	-	0.55
Unwinding of warranty Provision	12.93	14.81	-
Other Borrowing Cost	18.65	16.24	-
Total	181.00	84.76	38.75

Note -25 Depreciation and Amortization expense

Particulars	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Depreciation on Property plant and equipments [Refer Note 3(a)]	79.32	70.65	68.20
Amortisation on Right of use assets [Refer Note 3(b)]	3.71	1.42	-
Amortisation of Intangible Assets [Note 3(d)]	2.11	2.87	2.93
Total	85.14	74.94	71.13

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Notes to the Restated Consolidated Financial Information

(Amounts in INR Millions, unless otherwise stated)

Note -26 Other Expenses

Particulars	For the Year ended March 31, 2025	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Erection ,Commissioning & Installation Expenses	1,139.51	578.56	428.21
Power & Fuel	13.38	13.34	13.94
Labour Charges	139.33	133.25	126.44
Tooling Development Charges	-	0.78	0.17
Other Manufacturing Expenses	3.10	2.75	13.89
Administration Expenses	3.97	2.49	2.32
Exhibition Expenses	34.75	25.49	2.36
Carriage Outward	21.61	24.88	20.12
Annual Maintenance Contract Expense	6.15	6.28	0.52
Repairs & Maintenance expenses	27.71	42.86	34.63
CSR Expense (Refer Note 39)	14.00	12.79	12.09
Donations	2.68	2.36	0.47
Insurance Expense	24.59	21.00	14.60
Job Work Charges	51.93	46.51	52.05
Rent Expense (Refer Note 3(b))	10.00	4.71	3.99
Office Expenses	0.82	0.68	1.96
Rates and Taxes	9.55	2.78	15.05
Travelling Expenses	23.70	18.04	16.91
Legal & Professional Fees	70.44	50.37	32.39
Professional fees to Resolution Professional (Refer Note (ii) below)	-	-	1.87
Telephone, Internet & Sim Card Charges	64.30	37.80	29.93
Payment to Auditor* [Refer Note 26(i)]	3.26	2.16	2.30
Provision for Expected Credit Loss (Refer Note 9)	104.44	54.32	11.97
Warranty Expense (incl. provisions)	77.11	46.13	61.70
Commission Expenses	0.99	0.98	1.72
Selling and Distribution Expenses	36.60	27.75	34.15
Provision for Inventory	-	-	66.14
Late delivery charges	40.00	-	-
Interest on amount payable to MSME (Refer Note 36)	27.02	13.52	0.00
Interest on late payment of Statutory dues	0.08	0.09	0.02
Fair value loss on financial instruments (Net)	0.58	-	-
Sundry balances written off	2.48	15.89	29.01
Miscellaneous Expenses	30.22	21.82	15.12
Total	1,984.30	1,210.38	1,046.04

Note 26 (i) Payment to Auditors

Particulars	For the Year ended March 31, 2025	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
As Auditor			
- Statutory Audit Fees	2.36	2.12	2.25
- Taxation Matter	0.84	-	-
- Out of Pocket Expenses	0.06	0.04	0.05
Total	3.26	2.16	2.30

*Above fees does not include Rs.1.25 million for the year ended March 31, 2025 (March 31, 2024: Nil and March 31, 2023: Nil) which are disclosed as share issue expense under other current assets.

Note (ii) Professional fees to Resolution Professional			
- CIRP Cost	-	-	1.87
Total	-	-	1.87

Note -27 Other Comprehensive Income

Particulars	For the Year ended March 31, 2025	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
(A) Items that will not be reclassified to profit or loss			
(i) Remeasurements Gain /(Loss) on Defined Benefit Plans	(0.35)	(0.12)	0.08
(ii) Income tax on above	0.10	0.03	(0.02)
Total	(0.25)	(0.09)	0.06

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Notes to the Restated Consolidated Financial Information

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Note-28 Related Party Disclosure

In accordance with the requirements of Ind AS 24, on related party disclosures, name of the related party, related party relationship, transactions and outstanding balances including commitments where control exists and with whom transactions have taken place during reported periods, are as per detail below:

28.A : List of the Related Party and Nature of the Related Party Relationship are given as under:

Name of the Related Party	Nature of Relationship
Rotomotive Powerdrives India Limited	Subsidiary Company
Cyclo Transmissions Limited	Step down Subsidiary Company
Mr. Umesh Mohan Balani	Key Management Personnel (KMP)
Mrs. Neelam Umesh Balani	
Mr. Ashish Agarwal (resigned w.e.f. January 20, 2025)	
Mr. Giorgio Bosio	
Mr. Batuk Dave (resigned w.e.f. September 23, 2024)	
Ms. Priya Balani	
Ranganath Nugehalli Krishna (appointed w.e.f. January 31, 2025)	
Anil Kumar Raina (appointed w.e.f. January 31, 2025)	
Priyanka Gulati (appointed w.e.f. January 31, 2025)	
Rakesh Kumar Bhutoria (appointed w.e.f. April 11, 2025)	
Kuldeep Singh (appointed as CFO w.e.f. April 21, 2025)	
Priyank Dharmeshkumar Tuiwala (appointed as CS w.e.f. May 01, 2025)	
Motive SRL	Enterprises/Entity owned or significantly influenced by key management personnel or their relatives.
Mr. Vijendra Kumar Jain	Resolution Professional
Kanchansobha Debt Resolution Advisors LLP	
Mr. Manoj Munot (Up to April 30, 2022)	Custodian CFO

28.B : Disclosure of transactions between the Company and related parties

Sr. No.	Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
1 Sale of goods				
	Motive SRL	8.42	2.73	14.83
2 Sale of Fixed Assets				
	Mrs. Neelam Umesh Balani	-	-	99.39
3 Purchases of Material				
	Motive SRL	1.31	2.55	0.89
4 Guest House Expense				
	Ms. Priya Balani	0.05	0.10	0.19
5 Director's Remuneration				
	Mr. Umesh Mohan Balani	12.60	12.60	11.81
	Mr. Batuk Dave	2.05	1.99	-
	Mrs. Neelam Umesh Balani	4.40	3.30	5.00
6 Salary Expense (as relative of KMP)				
	Mrs. Neelam Umesh Balani	2.20	3.30	3.04
	Mr. Manoj Munot	-	-	0.10
7 Professional fees payable				
	Mr. Vijendra Kumar Jain	-	-	1.86
8 Reimbursement of expenses				
	Mr. Vijendra Kumar Jain	-	-	0.01
	Mr. Umesh Mohan Balani	2.05	0.04	-
	Mrs. Neelam Umesh Balani	0.48	-	-
9 Interest on loans				
	Mrs. Neelam Umesh Balani	-	-	0.54
10 Loan Repaid				
	Mrs. Neelam Umesh Balani	-	-	27.50
	Balance as at Year End			
Sr. No.	Particulars	March 31, 2025	March 31, 2024	March 31, 2023
	Assets			
1 Accounts Receivables				
	Motive SRL	2.17	0.46	2.32
	Total Assets	2.17	0.46	2.32

Rotomag Enertec Limited (formerly known as Rotomag Motors and Controls Limited)

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Notes to the Restated Consolidated Financial Information

(Amounts in INR Millions, unless otherwise stated)

Liabilities			
1 Director Remuneration Payable			
Mr. Umesh Mohan Balani	0.20	0.26	0.44
Mrs. Neelam Umesh Balani	0.20	-	-
Mr. Batuk Dave	-	0.16	0.17
2 Trade Payable			
Motive SRL	0.36	1.17	-
3 Expenses Payable			
Mr. Umesh Mohan Balani	-	0.04	-
Total Liabilities	0.76	1.63	0.61

Outstanding balances at the year-end are unsecured and interest free given which are unsecured but interest bearing. For the year ended March 31, 2025, the Group has not recorded any impairment of receivables relating to amounts owed by related parties (March 31, 2024:Nil and March 31, 2023:Nil).

28 C Related Party transactions eliminated during the year while preparing the Restated Consolidated Financial Information

The following are the details of the transactions eliminated during the year ended March 31, 2025, March 31, 2024 and March 31, 2023.

Rotomag Enertec Limited (formerly known as Rotomag Motors and Controls Limited)

Name of Party	Nature of transactions with Related Parties	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Rotomotive Power drives India Limited	Sale of goods	2.39	0.89	3.21
Rotomotive Power drives India Limited	Purchase of Raw material and services	26.07	9.91	27.64
Rotomotive Power drives India Limited	Interest income on Unsecured Loan given	1.20	0.05	2.00
Rotomotive Power drives India Limited	Interest expense on Advances received	0.25	-	-
Rotomotive Power drives India Limited	Rent expense	0.87	0.18	-
Rotomotive Power drives India Limited	Facility & Support Services Expenses	42.20	-	-
Cyclo Transmissions Limited	Purchase of Raw material and services	-	0.07	0.05

Rotomotive Power drives India Limited

Name of Related Party	Nature of transactions with Related Parties	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Cyclo Transmissions Limited	Sale of goods	0.82	2.58	5.50
Cyclo Transmissions Limited	Purchase of Raw material	0.01	-	2.27
Cyclo Transmissions Limited	Interest received on unsecured loan	3.34	2.86	3.87
Rotomag Enertec Limited (Formerly known as Rotomag Motors and Controls Limited)	Purchase of Raw material and services	2.39	0.89	3.21
Rotomag Enertec Limited (Formerly known as Rotomag Motors and Controls Limited)	Sale of goods	26.07	9.91	27.64
Rotomag Enertec Limited (Formerly known as Rotomag Motors and Controls Limited)	Interest on Unsecured loan received	1.20	0.05	2.00
Rotomag Enertec Limited (Formerly known as Rotomag Motors and Controls Limited)	Interest on Advances paid	0.25	-	-
Rotomag Enertec Limited (Formerly known as Rotomag Motors and Controls Limited)	Rent Income	0.87	0.18	-
Rotomag Enertec Limited (Formerly known as Rotomag Motors and Controls Limited)	Facility & Support Services Income	42.20	-	-

Rotomag Enertec Limited (formerly known as Rotomag Motors and Controls Limited)

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(Amounts in INR Millions, unless otherwise stated)

Cyclo Transmissions Limited

Name of Related Party	Nature of transactions with Related Parties	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Rotomotive Powerdrives India Ltd.	Purchase of Raw material	0.82	2.58	5.50
Rotomotive Powerdrives India Ltd.	Sale of goods	0.01	-	2.27
Rotomotive Powerdrives India Ltd.	Interest expense on Unsecured Loan	3.34	2.86	3.87
Rotomag Enertec Limited (Formerly known as Rotomag Motors and Controls Limited)	Sale of Raw material and services	-	0.07	0.05

28 D The following are the details of the balances eliminated during the year ended March 31, 2025, March 31, 2024 and March 31, 2023:

Rotomag Enertec Limited (formerly known as Rotomag Motors and Controls Limited)

Name of Party	Nature of transactions with Related Parties	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Rotomotive Powerdrives India Limited	Trade Receivables (incl. unbilled)	-	0.87	2.30
Rotomotive Powerdrives India Limited	Trade Payables (incl. unbilled)	46.50	0.05	-
Rotomotive Powerdrives India Limited	Interest Payable	0.15	-	-
Rotomotive Powerdrives India Limited	Rent Payable	0.14	0.05	-
Rotomotive Powerdrives India Limited	Investment in share capital	222.67	222.67	222.67
Rotomotive Powerdrives India Limited	Unsecured Loan Given	-	-	1.44

Rotomotive Power drives India Limited

Name of Related Party	Nature of transactions with Related Parties	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Rotomag Enertec Limited (Formerly known as Rotomag Motors and Controls Limited)	Trade Receivables (incl. unbilled)	46.50	0.05	-
Rotomag Enertec Limited (Formerly known as Rotomag Motors and Controls Limited)	Unsecured loan taken	-	-	1.44
Rotomag Enertec Limited (Formerly known as Rotomag Motors and Controls Limited)	Interest receivable	0.15	-	-
Rotomag Enertec Limited (Formerly known as Rotomag Motors and Controls Limited)	Rent receivable	0.14	0.05	-
Rotomag Enertec Limited (Formerly known as Rotomag Motors and Controls Limited)	Trade Payables (incl. unbilled)	-	0.87	2.30
Rotomag Enertec Limited (Formerly known as Rotomag Motors and Controls Limited)	Equity Share Capital and Securities Premium	222.67	222.67	222.67
Cyclo Transmissions Limited	Investment in subsidiary company	40.00	40.00	40.00
Cyclo Transmissions Limited	Earnest Money Deposit	-	-	1.00
Cyclo Transmissions Limited	Advance given for expenses	-	-	2.03
Cyclo Transmissions Limited	Trade Receivables (incl. unbilled)	0.20	0.26	0.95
Cyclo Transmissions Limited	Interest receivable	0.31	0.21	1.41
Cyclo Transmissions Limited	Trade Payables (incl. unbilled)	0.01	-	-
Cyclo Transmissions Limited	Loan Receivable	43.54	40.00	43.68

Cyclo Transmissions Limited

Name of Related Party	Nature of transactions with Related Parties	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Rotomotive Power drives India Limited	Equity Share Capital	40.00	40.00	40.00
Rotomotive Power drives India Limited	Trade Receivables (incl. unbilled)	0.01	-	-
Rotomotive Power drives India Limited	Trade Payable (incl. unbilled)	0.20	0.26	0.95
Rotomotive Power drives India Limited	Interest Payable	0.31	0.21	1.41
Rotomotive Power drives India Limited	Earnest Money Deposit	-	-	1.00
Rotomotive Power drives India Limited	Advance taken for expenses	-	-	2.03
Rotomotive Power drives India Limited	Borrowings	43.54	40.00	43.68

Note - 29 : Employee Benefits

i) Provident fund – Defined contribution plan

The Group has certain defined contribution plans. Contributions are made to provident fund in India for employees as per regulations. The contributions are made to registered provident fund administered by the government. The obligation of the Group is limited to the amount contributed and it has no further contractual nor any constructive obligation.

i) Defined Contribution Scheme (recognised as expenses in Statement of Profit and Loss)

Description	For the Year ended March 31, 2025	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Employer's Contribution to Provident Fund	4.18	3.72	3.28
Total	4.18	3.72	3.28

ii) Defined Benefit Scheme

Gratuity:

The Group has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service.

The plan is a non-contributory defined benefit arrangement providing gratuity benefits expressed in terms of final monthly salary and year of service. The defined benefits obligation has been calculated on a 'discontinuance' basis. The discontinuance liability is the gratuity liability that the Group would have to pay to the terminated employees.

a) Change in the present value of the defined benefit obligation representing reconciliation of balances thereof are as follows:

Particulars	For the year ended and as at March 31, 2025	For the Year ended and as at March 31, 2024	For the Year ended and as at March 31, 2023
Liability at the beginning of the year	9.07	8.02	8.41
Interest cost	0.64	0.58	0.24
Current service cost	1.51	1.13	0.56
Past service cost	3.59	0.04	-
Actuarial (Gain)/Loss on obligation	0.43	(0.07)	(0.10)
Benefits paid	(0.44)	(0.63)	(4.91)
Liability at the end of the year	14.80	9.07	4.20

b) Changes in the fair value of plan assets representing reconciliation of the opening and closing balances thereof are as follows.

Particulars	For the year ended and as at March 31, 2025	For the Year ended and as at March 31, 2024	For the Year ended and as at March 31, 2023
Fair value of the Plan assets at the beginning of the year	9.33	8.05	3.86
Expected return on plan assets	0.66	0.56	-
Contribution by the company	0.99	1.31	5.08
Benefits paid	(0.44)	(0.63)	(4.91)
Actuarial Gain/(Loss) on Plan Assets	0.06	0.04	0.04
Fair value of the Plan assets at the end of the year	10.60	9.33	4.07

c) Actual Return on Plan Assets

Particulars	For the year ended and as at March 31, 2025	For the Year ended and as at March 31, 2024	For the Year ended and as at March 31, 2023
Expected return on Plan Assets	0.66	0.56	0.22
Actuarial Gain / (Loss) on Plan Assets	0.06	0.04	0.04
Actual Return on Plan Assets	0.72	0.60	0.26

d) Amount Recognized in Balance sheet

Particulars	For the year ended and as at March 31, 2025	For the Year ended and as at March 31, 2024	For the Year ended and as at March 31, 2023
Liability at the end of the year	14.80	9.07	4.20
Fair value of Plan Assets at the end of the year	10.60	9.33	4.29
Amount recognised in the balance sheet Assets / (Liability)*	(4.20)	0.26	0.09
Current	0.00	0.00	0.00
Non-Current	(4.20)	1.97	1.97

* During previous years the holding company created gratuity liability on actual basis for it's KMP amounting to Rs. 2.23 million as at March 31, 2024 and Rs. 2.07 million as at March 31, 2023 over and above gratuity liability as ascertained by actuary.

e) Expenses /(Income) Recognised in Statement of Profit and loss

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Current service cost	1.51	1.13	0.56
Past service cost	3.59	0.04	-
Interest cost	0.64	0.57	0.23
Expected return on Plan Assets	(0.66)	(0.56)	(0.22)
Expenses /(Income) Recognised in statement of Profit and Loss	5.08	1.18	0.57

f) (Expenses) /Income Recognised in OCI

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Re-measurements on DBO			
Actuarial Gain/(Loss) from changes in demographic assumptions	(0.24)	-	-
Actuarial Gain/(Loss) from changes in financial assumptions	(0.37)	0.04	(0.02)
Actuarial Gain/(Loss) from experience over the past year	0.19	(0.11)	0.09
Return on plan assets, excluding amount included in net interest on the net defined benefit liability	0.07	(0.05)	0.01
(Expenses) /Income Recognised in OCI	(0.35)	(0.12)	0.08

g) Investment details of plan assets

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Funded*	10.60	9.33	4.29

*100% funded with insurance company which is conservative/non-unit linked except in case of Step-down subsidiary.

- h)** The estimates of future salary growth considered in the valuation take into account inflation, seniority, promotion and other relevant factors such as demand and supply in the employment market.

i) Details of Actuarial Assumptions:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the year ended March 31, 2023
Discount Rate	6.3% p.a.	6.9% to 7% p.a.	7% p.a.
Rate of return on plan assets	6.9% to 7% p.a.	7.1% p.a.	7.1% p.a.
Salary growth rate	8% to 10% p.a.	8% to 10% p.a.	8% to 10% p.a.
Withdrawal rate	15% to 25% p.a.	15% to 36% p.a.	15% to 36% p.a.
Mortality table	Indian Assured Life Mortality (2012-14)	Indian Assured Life Mortality (2012-14)	Indian Assured Life Mortality (2012-14)

j) Sensitivity Analysis:

Financial period ended March 31, 2025	Increases 1%	Decreases 1%
Salary Growth Rate	0.59	(0.55)
Discount Rate	(0.56)	0.61
Withdrawal Rate	(0.08)	0.09
Financial year ended 31 March 2024	Increases 1%	Decreases 1%
Salary Growth Rate	0.42	(0.39)
Discount Rate	(0.39)	0.43
Withdrawal Rate	(0.05)	0.05
Financial year ended March 31, 2023	Increases 1%	Decreases 1%
Salary Growth Rate	0.21	(0.20)
Discount Rate	(0.20)	0.22
Withdrawal Rate	(0.02)	0.02

k) Risk exposure

Through its defined benefit plan, the Company is exposed to a number of risks, the most significant of which are detailed below:

1. Interest rate risk:

A fall in the discount rate which is linked to the Government Security will increase the present value of the liability requiring higher provision.

2. Salary Risk:

The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

3. Asset Liability Matching (ALM) Risk:

The plan faces the ALM risk as to the matching cash flow. Company has to manage pay-out based on pay as you go basis from own funds.

4. Mortality risk:

Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

5. Inflation risk:

The salary growth rate assumption is the company's estimate of future salary increases take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. In a 'final salary' gratuity plan, the risk of higher earnings-inflation and merit-related salary growth could outweigh the assumptions employed for the valuation and increase the company's future defined benefit obligation.

6. Actuarial risk:

The benefits that will be paid from the plan will cost more than expected.

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Note - 30 : Basic and Diluted Earnings per Equity Share

For the purpose of calculation of Basic and Diluted Earnings Per Share, the following amounts are considered :

Particulars	For the Year ended March 31, 2025	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Restated Profit for the year, attributable to the owners of the Company [A]	1,673.68	711.83	551.92
Add: Interest on Compulsorily Convertible Debentures (Net of taxes thereon) (Rs.)	28.61	25.78	0.03
Restated Net Profit attributable to equity shareholders (including potential equity shares) (Rs.) – [B]	1,702.29	737.61	551.95

(a) Weighted Average No. of Equity Shares Outstanding during the year

-For Basic EPS [C]	8,32,58,379	8,32,58,379	8,32,58,379
-For Diluted EPS [D]*	10,10,13,260	10,10,13,260	10,10,13,260

* Dilutive Impact of Compulsory Convertible Debentures

(b) Earnings Per Share

- Basic EPS (in Rs) [A/C]	20.10	8.55	6.63
- Diluted EPS (in Rs) [B/D]	16.85	7.30	5.46
Face Value Per Equity Share (in Rs.)	1.00	1.00	1.00

(c) Reconciliation between number of shares used for calculating basic and diluted earnings per share

Weighted Average number of Equity Shares outstanding **	8,32,58,379	8,32,58,379	8,32,58,379
Add: Total Weighted Average Potential Equity Shares	1,77,54,881	1,77,54,881	1,77,54,881
Weighted Average number of Equity Shares for calculating Diluted EPS	10,10,13,260	10,10,13,260	10,10,13,260

** During the year ended March 31, 2025, the Parent Company has 'sub-divided' one share of face value Rs. 10 per share into 10 equity shares of face value Re. 1 per share fully paid up. Further, subsequent to the year ended March 31, 2025, the Parent Company has allotted the bonus shares in the ratio 9:4. EPS calculation for the year ended March 31, 2024 and March 31, 2023 reflects the above change in EPS and number of shares due to sub-division and bonus issue. (Refer note 44)

Note - 31 : Capital Commitments and Contingent Liabilities

(i) Capital Commitment:

(i) Estimated amount of contracts remaining to be executed on capital account and not provided (Net of Advances) as at March 31, 2025 is Rs. 32.46 million (March 31, 2024 is Rs.139.52 million, March 31, 2023 Rs. 148.74 million).

(ii) Contingent Liabilities :

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
a) Claims against the Group not acknowledged as debts (to the extent ascertained from available records):-			
i) Income tax demands contested by the Group	548.37	528.30	8.34
ii) Indirect tax demands contested by the Group	9.94	-	-
b) Bank Guarantees	226.40	622.69	402.42

(iii): Future cash outflows, if any, in respect of (i) and (ii) above is dependent upon the outcome of future events, etc. The Group does not expect any reimbursements in respect of above contingent liabilities.

(iv) Income Tax:

The Holding Company is involved in tax disputes amounting to Rs. 548.14 million (as at March 31, 2024 Rs. 528.11 million and as at March 31, 2023 Rs. 8.14 million) relating to Income Tax. This mainly relate to the incorrect addition of stock in trade and CSR expenses claimed on accrual basis and includes interest and penalty thereon which is pending at CIT (Appeals) and Appellate level, respectively.

In case of Subsidiary, it is involved in tax disputes amounting to Rs. 0.23 million (as at March 31, 2024 Rs. 0.19 million and as at March 31, 2023 0.20 million) relating to Income Tax. This mainly relate to the TDS demand which are pending at CPC Bangalore.

(v) Indirect Tax:

In case of Holding Company, tax disputes amounting to Rs. 9.94 million (as at March 31, 2024 Rs. Nil and as at March 31, 2023 Rs. Nil) relating to GST. This mainly relate to the ITC disallowance and others and interest thereon which is pending at Appellate level.

Note - 32 : Capital Management

The Group defines capital as total equity including issued equity capital, capital redemption, securities premium and all other equity reserves attributable to Equity Shareholders of the Holding company (which is the Group's net asset value). The Group manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The capital structure of the Group is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence.

The Group monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings less cash and cash equivalents and other bank balances. Adjusted equity comprises all components of equity.

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Borrowings	2,769.79	1,327.24	316.14
Less : Cash & Cash Equivalents	530.90	205.09	335.28
Less : Bank balances other than Cash and cash equivalents	1,406.55	702.32	444.40
Adjusted net debt	832.34	419.83	(463.54)
Total Equity (Equity Share Capital plus Other Equity)	6,021.78	4,348.35	3,636.60
Adjusted net debt to adjusted equity ratio	0.14	0.10	(0.13)
Debt equity considering only borrowings as debt	0.46	0.31	0.09

No changes were made in the objectives, policies or processes for managing capital during the period ended March 31, 2025 and year ended March 31, 2024 and year ended March 31, 2023.

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Note - 33 : Segment Reporting

33.a) Segment information

Segments have been identified in accordance with Indian Accounting Standards (Ind AS) 108 on Operating Segments considering the risk or return profiles of the business. As required under Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the performance and allocates resources based on analysis of various performance indicators. Accordingly, information has been presented for the Group's operating segments.

The Group operates in one business segment i.e. manufacturing and installation of electric motors, gearbox, gearmotor, drivetrain for Electric Vehicle, motors for railways, solar pump and solar pumping systems, which has similar risks and returns.

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024	For the Year Ended March 31, 2023
India	12,350.19	6,622.84	6,447.49
Outside India	299.77	318.98	594.70
Total	12,649.96	6,941.82	7,042.19

33.b) Revenue from Operations with single external customer amounting to 10% of the Group's revenue:

The Group had revenue from operation in excess of 10% of the Company's revenue with 2 external Customers amounting to Rs.2,755.26 Million during the year (for the year ended March 31, 2024 : 4 external customers amounting to Rs 2,527.90 Million and for the year ended March 31, 2023: 2 external customers amounting to Rs 1,779.83 Million).

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Note - 34 : Fair Value Measurements:**a. Accounting classification and fair value**

The fair values 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.

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

Category of financial instruments

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
Financial Assets			
At Fair Value through Profit and Loss			
Investments in Quoted Shares	3.41	3.94	2.52
Investment in Mutual Funds	29.21	26.06	17.23
Investments in Unquoted Shares	0.90	0.90	1.15
At Amortised Cost			
Financial Assets			
Trade Receivables	6,776.23	3,258.33	2,466.23
Cash and Cash Equivalents	530.90	205.09	335.28
Bank balances other than Cash and cash equivalents	1,406.55	702.32	444.40
Loans	13.25	0.57	0.24
Other Financial Assets	251.87	541.08	77.34
At Amortised Cost			
Financial Liabilities			
Borrowings	2,769.79	1,327.24	316.14
Trade Payables	3,153.71	1,344.99	1,285.84
Lease Liability	5.63	9.30	0.70
Other Financial Liabilities	69.33	36.23	36.11

b. Fair Value Hierarchy:

Particulars	As at March 31, 2025			As at March 31, 2024			As at March 31, 2023		
	Level of input used in			Level of input used in			Level of input used in		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Investment in Quoted Shares	3.41	-	-	3.94	-	-	2.52	-	-
Investment in Mutual Funds	29.21	-	-	26.06	-	-	17.23	-	-
Investments in Unquoted Shares	-	-	0.90	-	-	0.90	-	-	1.15

The fair value of financial instruments as referred to in note (a) above have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:

Level 1: Quoted prices for identical instruments in an active market;

Level 2: Directly or indirectly observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data.

The management assessed that the fair value of financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is 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.

The discount for lack of marketability represents the amounts that the Group has determined that market participants would take into account when pricing the investments.

Note - 35 : Financial risk management

The Group has exposure to the Credit risk, Liquidity risk and Market risk arising from financial instruments.

Risk Management Framework: The Holding Company's Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Board of Directors is responsible for monitoring the Group's risk management policies.

The Group's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Board of directors oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

The Group's financial risk management is an integral part of how to plan and execute its business strategies.

a. Credit Risk

Credit risk is the risk of financial loss to the company if a customer fails to meet its obligations under a financial instrument or customer contract. The carrying amount of financial assets represents the minimum credit exposure. The Group is exposed to credit risk from its operating activities (primarily trade receivables).

Trade receivables: Customer credit risk is managed by the respective Company's established policy. To minimise the risk from the counter parties the Group enters into financial transaction with counter parties who are major names in the industry.

A significant risk in respect of receivables is related to the default risk and credit risk. An impairment analysis is performed at each reporting date on a collective basis. The calculation is based on historical data. The maximum exposure to credit risk at the reporting date is the carrying value of receivables disclosed in Note 9. The Company does not hold collateral as security

Credit risk is the risk of financial loss to the Group if a customer or counter-party fails to meet its contractual obligations. Trade receivables concentration of credit risk with respect to trade receivables are limited, due to the Company's customer base being large and diverse.

Refer note 11 for information about the exposure to credit risk from customers and movement in allowance of impairment in respect of trade receivables as at March 31, 2025, March 31, 2024 and March 31, 2023.

Loans

The Group has loan receivables from employees. The Group does not perceive any credit risk pertaining to loans. The Group makes provision of expected credit losses to mitigate the risk of default payments and makes appropriate provision at each reporting date whenever outstanding is for a longer year and involves higher risk.

b. Liquidity Risk:

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group regularly monitors the rolling forecasts to ensure it has sufficient cash on an on-going basis to meet operational needs. Any short-term surplus cash generated, over and above the amount required for working capital management and other operational requirements, is retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits with appropriate maturities to optimise the cash returns on investments while ensuring sufficient liquidity to meet its liabilities.

The following table shows the maturity analysis of financial liabilities of the Group based on contractually agreed undiscounted cash flows as at the Balance Sheet date:

Particulars	Carrying Amount	Contractual Cashflow				
		Up to 1 year	1-2 years	2-5 years	More than 5 years	Total
As on March 31, 2025						
Non-derivative financial liabilities						
Trade payables	3,153.71	3,153.71	-	-	-	3,153.71
Borrowings	2,769.79	2,314.19	73.97	92.89	288.74	2,769.79
Lease Liabilities	5.63	3.68	2.56	-	-	6.24
Other financial Liabilities	69.33	69.33	-	-	-	69.33
As on March 31, 2024						
Non-derivative financial liabilities						
Trade payables	1,344.99	1,344.99	-	-	-	1,344.99
Borrowings	1,327.24	956.19	56.06	54.86	260.13	1,327.24
Lease Liabilities	9.30	4.17	6.28	-	-	10.45
Other financial Liabilities	36.23	36.23	-	-	-	36.23
As at March 31, 2023						
Non-derivative financial liabilities						
Trade payables	1,285.84	1,285.84	-	-	-	1,285.84
Borrowings	316.14	35.91	10.49	35.39	234.35	316.14
Lease Liabilities	0.70	0.36	0.44	-	-	0.80
Other financial Liabilities	36.11	36.11	-	-	-	36.11

c. Market Risk

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates and commodity prices, will affect the Group's income or the value of its financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables, long term debt and commodity prices. The Group is exposed to market risk primarily related to interest rate risk and commodity price risk.

d. Interest rate risk:

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest-bearing investments because of fluctuations in the interest rates, in cases where the borrowings are measured at fair value through the Statement of profit and loss. Cash flow interest rate risk is the risk that the future cash flows of floating interest-bearing investments will fluctuate because of fluctuations in the interest rates.

e. Currency risk:

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise.

The Group evaluates exchange rate exposure arising from foreign currency transactions and the Group follows established risk management policies .

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Particulars	Currency	Amount in Foreign Currency	Amounts in Rs. in Million	Amount in Foreign Currency	Amounts in Rs. in Million	Amount in Foreign Currency	Amounts in Rs. in Million
		March 31, 2025		March 31, 2024		March 31, 2023	
a) Trade Receivables	EUR	5,42,317	48.94	8,53,700	77.02	8,66,649	77.66
	USD	2,68,962	22.99	1,52,686	12.73	4,45,882	36.66
	GBP	73,302	8.02	56,436	5.94	57,765	5.71
b) Trade Payables	USD	6,04,559	52.10	10,72,575	89.42	21,74,204	178.76
	EUR	3,916	0.36	1,31,912	11.90	-	-
	JPY	12,00,000	0.66	-	-	-	-

Foreign Currency Sensitivity:

The Group is principally exposed to foreign currency risk against USD and Euro. Sensitivity of profit or loss arises mainly from various foreign currency denominated receivables and payables.

As per management's assessment of reasonable possible changes in the exchange rate of +/- 5% between foreign currency and Indian currency pair, sensitivity of profit or loss only on outstanding foreign currency denominated monetary items at the period end is presented below:

Sensitivity to risk

A 5% strengthening of the INR against key currencies to which the Company is exposed would have led to an additional gain as below in the Statement of Profit and Loss. A 5% weakening of the INR against these currencies would have led to an equal but opposite effect as below.

Particulars	Changes in Exchange Rate	Effect on profit before tax
March 31, 2025	5%	1.34
	-5%	(1.34)
March 31, 2024	5%	(0.28)
	-5%	0.28
March 31, 2023	5%	(2.94)
	-5%	2.94

Forward Contracts:

Details of outstanding forward contracts entered into by the Holding Company as at March 31, 2025:

Currency	Amount in Foreign Currency	Amount in Rs. in Millions	Buy/Sell
EURO	4,00,000	37.39	Buy

Note: There were no open forward contract as at March 31, 2024 and March 31, 2023

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Note - 36 : Disclosure of Creditors outstanding under MSMED Act, 2006

This information has been determined to the extent such parties have been identified on the basis of information available with the Group

Sr. No.	Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
a)	i) Principal amount remaining unpaid to supplier under the MSMED Act 2006	406.30	698.44	159.57
	ii) Interest on a) (i) above *(Refer note below)	1.13	13.60	0.00
b)	i) Amount of Principal paid beyond the appointed Date	-	-	-
	ii) Amount of interest paid beyond the appointed date (as per Section 16 of the said Act)	0.43	-	-
c)	Amount of Interest due and payable for the year of delay in making payment, but without adding the interest specified under section 16 of the said Act *(Refer note below)	25.46	-	-
d)	Amount of Interest accrued and due	27.02	13.60	0.00
e)	Amount of further interest remaining due and payable Even in succeeding years	-	-	-

*** Note on Interest on projects related MSME Suppliers:**

The interest due remaining unpaid to MSME suppliers does not include interest due to project related MSME suppliers on delayed payments during the year as well as on principal amount payable as at year end. According to management of the holding Company, the Holding Company has practice to make the payments to Project related suppliers as per pre-negotiated terms which may be beyond the appointed day as prescribed under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006). Since these Micro and Small Enterprises receive payments as per mutually agreed payment terms, none of the suppliers has claimed any interest from the Holding Company for payments made beyond the appointed day till date. The Holding Company is in process for seeking confirmation letters from project related vendors expressing their unwillingness to charge interest on payments made by the Holding Company after the appointed day. Basis this, no provision for Interest payable to project related MSME Vendors approximately amounting to Rs.20.41 millions have been made in books as at year end.

Note - 37 : There are no amounts due and outstanding to be credited to Investor Education and Protection Fund as at March 31, 2025, 31 March 2024 and March 31, 2023.

Note - 38 : Disclosure as per Ind AS 115 - Revenue from Contract with Customers**A) Disaggregation of Revenue from Contract with Customers**

Disaggregation of revenue from contract with customers in Operating Segments and Geographical areas for the year ended as follows:

Particulars	For the year ended		
	March 31, 2025	March 31, 2024	March 31, 2023
Type of Revenue			
Sales of Products	9,872.81	5,678.03	6,023.14
Sales of Service	2,745.49	1,251.92	998.44
Other Operating Revenue	31.66	11.87	20.61
Total	12,649.96	6,941.82	7,042.19
Geographical markets			
India	12,350.19	6,622.84	6,447.49
Outside India	299.77	318.98	594.70
Total	12,649.96	6,941.82	7,042.19
Timing of revenue recognition			
At a point in time	12,649.96	6,941.82	7,042.19
Over the period of time	-	-	-
Total	12,649.96	6,941.82	7,042.19

B) Contract balances

Particulars	As at		
	March 31, 2025	March 31, 2024	March 31, 2023
Receivable from customers * (Refer Note 9)	6,776.23	3,258.33	2,466.23
Advance from customers (Refer Note 18)	21.22	241.68	220.71

*Accounts receivable are recognised when the right to consideration becomes unconditional.

The Group has recognised revenue of Rs. 241.67 million (March 31, 2024 - Rs. 220.71 million and March 31, 2023 - Rs. 23.95 million) from the amounts included under advance received from customers at the beginning of the year.

C) Performance Obligation under contract with customers:

The Group is engaged primarily in the business of manufacturing of motors, solar pumps and gear boxes.

Performance obligations are satisfied at the point of time when the customer obtains the control of the goods. All the unsatisfied performance obligations as on March 31, 2025, March 31, 2024 and March 31, 2023 which are part of contract is expected to be completed within duration of one year.

All the contracts entered with the customers consists of single performance obligation thereby the consideration allocated to the performance obligation is based on standalone selling prices. Revenue is measured based on the consideration specified in a contract with a customer.

The Group has applied the practical expedient as provided in Ind AS 115 and excluded the disclosure relating to remaining performance obligation for:

(i) Contracts where the original expected duration is one year or less

(ii) Contracts where the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date. Typically this involves those contracts where invoicing is on time and material basis.

Remaining performance obligation estimates are subject to change and are affected by several factors such as terminations, changes in the scope of contracts, periodic revalidations of estimates and other macro economic factors.

D) Revenue recognition for future related to performance obligations that are unsatisfied (or partially satisfied) :

While disclosing the aggregate amount of transaction price yet to be recognised as revenue towards unsatisfied (or partially) satisfied performance obligations, along with the broad time band for the expected time to recognise those revenue, the Group has applied the practical expedient in Ind AS 115. There are no contracts where the original expected duration is more than a year.

E) Information about major customers

Refer Note 33b for number of customers which constitutes more than 10% of the total revenue of the Group.

Note - 39 : Corporate Social Responsibility

Particulars	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
Amount required to be spent by the Group during the year	14.00	12.79	12.09
Amount of expenditure incurred	13.40	16.70	1.10
Shortfall at the end of the year	0.60	-	10.99
Total of previous years shortfall	-	-	3.91
Amount actually spent in current year pertaining to previous years shortfall		11.02	7.25
Reason for shortfall	Provision made for the year, pending to be spent	NA	Shortfall is due to less amount spent and also the unspent amount was not transferred to a separate bank account within the prescribed time
Nature of CSR activities	Promoting Health Care, Rescue and rehabilitation of stray animals	Promoting Health Care, Rescue and rehabilitation of stray animals	Promoting Health Care
Details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard(1)	NA		
The Group does not have any ongoing projects as at March 31, 2025, March 31, 2024 and 31 March 2023.			
The Group has elected not to carry forward excess amount spent during the previous year.			
As at March 31, 2023, the Company has created a provision of Rs 7.11 million for unspent corporate social responsibility expenses for the year ended 31 March 2023. The same was subsequently expended during the financial year 2023-24.			

Rotomag Enertec Limited (formerly known as Rotomag Motors and Controls Limited)

CIN : U34100GJ1993PLC020063

Notes to the Restated Consolidated Financial Information

(Amounts in INR Millions, unless otherwise stated)

Note 40: Statement of Adjustments to the Audited Consolidated Financial Statements as at and for the year ended March 31, 2025, March 31, 2024 and March 31, 2023:

Summarized below are the restatement adjustments made to the Audited Consolidated Financial Statements as at and for the year ended March 31, 2025, March 31, 2024 and March 31, 2023 and their impact on equity and profit of the Group.

Part A : Statement of Adjustments to Audited Consolidated Financial Statements

Reconciliation between Audited equity and restated equity

Particulars	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023
A. Total Equity as per Audited Consolidated Financial Statements	6,079.48	4,373.56	3,674.23
B. Adjustments			
Material Restatement Adjustments			
(i) Deferred Tax adjustments	-	30.98	16.64
C. Total Impact of Adjustments			
	6,079.48	4,404.54	3,690.87
D. Total Equity as per Restated Consolidated Financial Information (A+C)			

Reconciliation between Audited Consolidated Profit and Restated Profit

Particulars	For the Year ended March 31, 2025	For the Year Ended March 31, 2024	For the Year Ended March 31, 2023
A. Profit after Tax as per Audited Consolidated Financial Statements	1,675.19	699.41	535.25
B. Adjustments			
Material Restatement Adjustments			
(i) Deferred Tax adjustments	-	14.35	19.24
C. Total Impact of Adjustments			
D. Restated Profit after tax as per Restated Consolidated Financial Information (A+C)	1,675.19	713.76	554.49

Notes to Adjustment:**i. Audit qualifications**

There are no audit qualifications in auditor's report for the year ended March 31, 2025. However, with respect to audit qualification in March 31, 2024 and March 31, 2023 in Subsidiary company with respect to non-appointment of Independent director which does not have any material financial impact on the restated consolidated financial information.

ii. Material Regrouping/Reclassification

There were no material regrouping/reclassification in Audited Consolidated Financial Statements for the year ended March 31, 2025, March 31, 2024 and March 31, 2023 requiring any adjustments in Restated Consolidated Financial Information.

iii. Material errors

There were no material errors in Audited Consolidated Financial Statements for the year ended March 31, 2025. However for year ended March 31, 2024 and March 31, 2023 adjustment pertains to deferred tax which has been recomputed as per requirements of Ind AS 12.

Rotomag Enertec Limited (formerly known as Rotomag Motors and Controls Limited)**CIN : U34100GJ1993PLC020063****Notes to the Restated Consolidated Financial Information**

(Amounts in INR Millions, unless otherwise stated)

Note - 41: Additional Information required by paragraph 2 of the general instructions for preparation of consolidated financial statements to schedule III of the Companies Act, 2013**For the Year Ended on March 31, 2025**

Particulars	Net Assets /(Liabilities), i.e. Total assets minus Total liabilities	Share is Statement of Profit and Loss	Share in Other Comprehensive Income	Share in Total Comprehensive Income
Holding Company				
Rotomag Enertec Limited (formerly known as Rotomag Motors and Controls Limited)				
-As % of	79.43%	93.35%	-3.98%	93.37%
-Amount (Rs. in Millions)	4,829.19	1,563.81	0.01	1,563.82
Subsidiary Company				
Rotomotive Powerdrives India Limited				
-As % of	21.57%	6.77%	-15.93%	6.77%
-Amount (Rs. in Millions)	1,311.27	113.37	0.04	113.41
Step - Down Subsidiary				
Cyclo Transmissions Limited				
-As % of	0.61%	1.41%	119.91%	1.39%
-Amount (Rs. in Millions)	37.12	23.59	(0.30)	23.29
Intra Group Elimination				
-As % of	-1.61%	-1.53%	-	-1.53%
-Amount (Rs. in Millions)	(98.10)	(25.58)	-	(25.58)
Total				
-As % of	100.00%	100.00%	100.00%	100.00%
-Amount (Rs. in Millions)	6,079.48	1,675.19	(0.25)	1,674.94

For the Year Ended on March 31, 2024

Particulars	Net Assets /(Liabilities), i.e. Total assets minus Total liabilities	Share is Statement of Profit and Loss	Share in Other Comprehensive Income	Share in Total Comprehensive Income
Holding Company				
Rotomag Enertec Limited (formerly known as Rotomag Motors and Controls Limited)				
-As % of	74.14%	77.80%	88.89%	77.80%
-Amount (Rs. in Millions)	3,265.37	555.28	(0.08)	555.20
Subsidiary Company				
Rotomotive Powerdrive India Limited				
-As % of	27.79%	22.64%	11.11%	22.65%
-Amount (Rs. in Millions)	1,224.17	161.63	(0.01)	161.62
Step - Down Subsidiary				
Cyclo Transmission Limited				
-As % of	0.23%	1.96%	0.00%	1.96%
-Amount (Rs. in Millions)	10.12	13.99	0	13.99

Rotomag Enertec Limited (formerly known as Rotomag Motors and Controls Limited)

CIN : U34100GJ1993PLC020063

Notes to the Restated Consolidated Financial Information

(Amounts in INR Millions, unless otherwise stated)

Intra Group Elimination				
-As % of	-2.16%	-2.40%	0.00%	-2.41%
-Amount (Rs. in Millions)	(95.12)	(17.14)	-	(17.14)
Total				
-As % of	100.00%	100.00%	100.00%	100.00%
-Amount (Rs. in Millions)	4,404.54	713.76	(0.09)	713.67

For the Year Ended on March 31, 2023

Particulars	Net Assets /(Liabilities), i.e. Total assets minus Total liabilities	Share is Statement of Profit and Loss	Share in Other Comprehensive Income	Share in Total Comprehensive Income
Holding Company				
Rotomag Enertec Limited (formerly known as Rotomag Motors and Controls Limited)				
-As % of	73.65%	61.26%	-166.67%	61.23%
-Amount (Rs. in Millions)	2,718.42	339.67	(0.10)	339.57
Subsidiary Company				
Rotomotive Powerdrive India Limited				
-As % of	29.00%	42.80%	266.66%	42.82%
-Amount (Rs. in Millions)	1,070.30	237.30	0.16	237.46
Step - Down Subsidiary				
Cyclo Transmission Limited				
-As % of	-0.10%	-0.78%	0.00%	-0.78%
-Amount (Rs. in Millions)	(3.86)	(4.33)	-	(4.33)
Intra Group Elimination				
-As % of	-2.55%	-3.27%	0.00%	-3.27%
-Amount (Rs. in Millions)	(93.99)	(18.15)	-	(18.15)
Total				
-As % of	100.00%	100.00%	100.00%	100.00%
-Amount (Rs. in Millions)	3,690.87	554.49	0.06	554.55

Note - 42: Disclosure given by the Subsidiary Company 'Rotomotive Powerdrives India Limited:

The Subsidiary Company applied to Office of Regional Director, Registrar of Companies (ROC) Ahmedabad, Gujarat, with the Scheme of Arrangement in the nature of Amalgamation of Magtor Servomotion Private Limited ('Transferor Company' or 'MSPL') with the Company ('Transferee Company') which was approved by their Creditor and respective shareholder ('Scheme'). Scheme is approved by ROC vide its order dated May 29, 2023. Further, the Scheme was made effective from April 1, 2022 ('Effective Date'). The financial statements of the Company have been prepared after giving effect of the Scheme.

The title deeds for agreements, loan documents, etc., if any, are being transferred in the name of the Company.

Consequent to the Amalgamation of MSPL with the Company and in accordance with the Clause 17 of the Scheme, Transferor Company is wholly owned subsidiary of the Transferee Company and as a result, upon this Scheme becoming effective, no shares of the Transferee Company shall be allotted in lieu or exchange of its holding in the Transferor Company and the entire issued, subscribed and paid up capital of the Transferor Company shall stand cancelled.

Rotomag Enertec Limited (formerly known as Rotomag Motors and Controls Limited)**CIN : U34100GJ1993PLC020063****Notes to the Restated Consolidated Financial Information**

(Amounts in INR Millions, unless otherwise stated)

As per Clause 20 of the Scheme, Company has accounted the amalgamation as per the 'purchase method of accounting' as prescribed by the Accounting Standard (AS 14 - Accounting for Amalgamations) issued by The Institute of Chartered Accountants of India. The value of assets and liabilities taken over, amount of consideration discharged and amount of Goodwill is as under

Particulars	Amount
Fair value of all assets taken over	13.80
Less: Fair value of all liabilities taken over	14.59
Net assets taken over	(0.79)
Add: Consideration paid (This represents original investment which is cancelled against paid up capital)	(0.32)
Goodwill	(1.11)

Rotomag Enertec Limited (formerly known as Rotomag Motors and Controls Limited)

CIN : U34100GJ1993PLC020063

Notes to the Restated Consolidated Financial Information

(Amounts in INR Millions, unless otherwise stated)

Note - 43: Additional disclosures as per Schedule III of the Companies Act, 2013:

(1) There is no benami property held by the Group and no proceedings have been initiated or pending against the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(2) The Group has not entered in to any transactions during the year with the companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956.

(3) The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

(4) Utilisation of Borrowed funds and share premium:

A) The Group has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall -

(i) 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

(ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;

B) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall -

(i) 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

(ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(5) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(6) There are no transactions which have not been recorded in the books of accounts and has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. Also, there are no previously unrecorded income and related assets.

(7) There is no immovable property where title deed of such immovable property is not held in the name of the Group or jointly held with others.

(8) The respective companies in the group has not been declared a wilful defaulter by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the RBI.

Note - 44: Events occurring after the reporting period

a) Change of name of Holding Company

Subsequent to March 31, 2025, the Holding Company has received approval from the Ministry of Corporate Affairs (MCA) for change of its name from Rotomag Motors and Controls Limited to Rotomag Enertec Limited, vide Certificate of Incorporation effective dated May 8, 2025.

Accordingly, the financial statements have been presented under the new name Rotomag Enertec Limited, which became effective subsequent to the reporting period but prior to the approval of these financial statements.

b) Issue of bonus shares

Subsequent to March 31, 2025, the Board of Directors have passed a resolution and approved the issue of bonus equity shares in its meeting which was further approved by shareholders in the meeting held on August 16, 2025 in the ratio of 9 equity shares of Re. 1 each for every 4 equity shares of Re. 1 each by capitalization of such sum standing to the credit of free reserves of the Group. No Significant Subsequent events have been observed which may require an adjustments to the financial statements.

c) Acquisition of subsidiary

Subsequent to March 31, 2025, the Group acquired 50.99% stake in Statcon Energiaa Private Limited in August 2025. As the acquisition is done after the reporting period, the financial effects of this event are not reflected in the Restated Consolidated Financial Information for the period ended March 31 2025.

d) Issue of Non-Convertible Debentures

Subsequent to March 31, 2025, the Group issued 11% 1,000 secured Non-Convertible Debentures (NCD) of Rs. 1,00,000 each to Neo Market Services Private Limited and 11% 9,000 secured Non-Convertible Debentures (NCD) of Rs. 1,00,000 each to Neo Asset Management Private Limited on August 25, 2025 having maturity of 36 months from allotment date. As the issuance of NCD is done after the reporting period, the financial effects of this event are not reflected in the Restated Consolidated Financial Information for the period ended March 31 2025.

In terms of our report of even date attached

For K C Mehta & Co LLP
Chartered Accountants
Firm Registration No. 106237W/W100829

Chhaya M. Dave
Partner
Membership No : 100434
Place : Vadodara
Date: September 18, 2025

For and on behalf of the Board of Directors of
Rotomag Enertec Limited (formerly known as Rotomag Motors
and Controls Limited)
CIN : U34100GJ1993PLC020063

Umesh Balani
Director
DIN: 00273387
Place: Anand
Date: September 18, 2025

Neelam U. Balani
Director
DIN: 02260056
Place: Anand
Date: September 18, 2025

Kuldeep Singh
Chief Financial Officer
Place: Anand
Date: September 18, 2025

Priyank Tuiwala
Company Secretary
Membership No. 58553
Place: Anand
Date: September 18, 2025

OTHER FINANCIAL INFORMATION

Accounting ratios derived from the Restated Consolidated Financial Information

The accounting ratios derived from the Restated Consolidated Financial Information required to be disclosed under the SEBI ICDR Regulations are set forth below. The table below should be read in conjunction with the sections titled “Risk Factors”, “Restated Consolidated Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, on pages 32, 331 and 392, respectively:

Particulars	As at and for the year ended March 31,		
	2025	2024	2023
Earnings per Equity Share (basic) ¹ (in ₹)	20.10	8.55	6.63
Earnings per Equity Share (diluted) ² (in ₹)	16.85	7.30	5.46
Return on Net worth ³ (in %)	27.98	16.52	15.35
Net Asset Value per Equity Share ⁴ (in ₹)	233.50	168.18	140.39
EBIDTA ⁵ (in ₹ million)	2,440.17	935.95	562.61

Notes:

1. Basic Earnings per share = Restated Profit for the year, attributable to the owners of the Company / Weighted average number of equity shares outstanding during the financial year (after considering the impact of sub-division and bonus)
2. Diluted Earnings per share = Restated Profit for the year, attributable to the owners of the Company add interest on compulsory convertible debentures (net of tax) / (Weighted average number of equity shares outstanding during the financial year add Weighted average number of potential equity shares outstanding during the financial year) (after considering the impact of sub-division and bonus).
3. Return on Net worth means is calculated as Restated profit for the year attributable to owners of the Company divided by Net Worth as restated as at year end.
4. Net asset value per equity share means Net worth as restated / Number of equity shares as at financial year end.
5. EBITDA is calculated as restated profit for the year less other income add finance costs, depreciation and amortization expense and total tax expense.

In accordance with the SEBI ICDR Regulations, the audited standalone financial statements of our Company and our Material Subsidiaries as at and for Fiscals 2025, 2024 and 2023 (collectively, the “**Audited Standalone Financial Statements**”) are available on our website at https://www.rotomag.com/investor_relation.html.

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Standalone Financial Statements and the reports thereon do not constitute, (i) a part of this Draft 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 to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere.

The Audited Standalone Financial Statements and the 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 or any entity in which our Shareholders have significant influence and should not be relied upon or used as a basis for any investment decision. None of the entities specified above, nor any of their advisors, nor BRLMs or any of the Selling Shareholders, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Standalone Financial Statements, or the opinions expressed therein.

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’ for the Fiscals 2025, 2024 and 2023, read with the SEBI ICDR Regulations, and as reported in the Restated Consolidated Financial Information, please see “Restated Consolidated Financial Information – Note 28 – Related Party Disclosure” on page 374.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our Restated Consolidated Financial Information, which is included in this Draft Red Herring Prospectus. The following discussion and analysis of our financial condition and results of operations are based on our Restated Consolidated Financial Information, including the related notes and reports, which are prepared under Ind AS, in accordance with requirements of the Companies Act, and restated in accordance with the SEBI ICDR Regulations, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries, and our assessment of the factors that may affect our prospects and performance in future periods. Accordingly, the degree to which our Restated Consolidated Financial Information will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Ind AS.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under "Risk Factors" and "Forward Looking Statements" on pages 32 and 21, respectively.

Unless otherwise indicated or the context requires otherwise, the financial information included herein is based on our Restated Consolidated Financial Information for Fiscals 2025, 2024 and 2023 included in this Draft Red Herring Prospectus. For further information, see "Restated Consolidated Financial Information" on page 331. Our fiscal year ends on March 31 of each year, and references to a particular Fiscal are to the twelve months ended March 31 of that year.

Unless otherwise indicated, or if the context otherwise requires, in this section, references to "the Company" or "our Company" are to Rotomag Enertec Limited on a standalone basis, and references to "the Group", "we", "us", "our", are to Rotomag Enertec Limited and its Subsidiaries, on a consolidated basis.

Unless otherwise indicated, industry and market data used in this section have been derived from the report titled "Assessing the Market Potential of Select Industrial Drive Solutions and Solar Products" dated September 2025 (the "F&S Report") prepared and released by Frost & Sullivan and exclusively commissioned and paid for by us in connection with the Offer, pursuant to an engagement letter dated February 3, 2025. The data included herein includes excerpts from the F&S Report and may have been re-ordered by us for the purposes of presentation. Unless otherwise indicated, financial, operational, industry and other related information derived from the F&S Report and included herein with respect to any particular year refers to such information for the relevant calendar year. For more information, see "Risk Factors — Certain sections of this Draft Red Herring Prospectus disclose information from the F&S Report which has been prepared exclusively for the Offer and commissioned and paid for by us exclusively in connection with the Offer and any reliance on such information for making an investment decision in the Offer is subject to inherent risks." on page 67.

Overview

We are a design-focused manufacturer and supplier of industrial drive solutions (comprising motors, gearboxes, drivetrains and railway products) and solar products (comprising solar pumps, solar pumping systems, inverters and energy storage systems), serving diverse applications across multiple industries. We entered the solar products industry in 1999 with the introduction of solar pumps, and according to the F&S Report, we were one of the early participants in the solar products industry. We are one of the key players in the Indian industrial electric motors market, known for our specialization in DC and AC motors (*Source: F&S Report*). We are also one of the key players in the Indian industrial gearboxes and gear motors market, offering a comprehensive portfolio of solutions tailored for various industrial applications (*Source: F&S Report*).

We commenced operations in 1993 and have developed an extensive operating history of innovation and growth, with strong focus on manufacturing a wide range of motors and gearboxes with technologies integrated with electronics and Internet of Things ("IoT"). Subsequently, we diversified our production into drivetrains for electric vehicle ("EV") manufacturers and BLDC fans. Leveraging our core expertise, we subsequently forayed into the renewable energy sector with the introduction of solar pumps. Government schemes such as the National Solar Pumping Program

(2014–15) and PM Kusum Scheme (2019) were launched to boost in irrigation in India (*Source: F&S Report*). According to the F&S Report, an estimated 676,777 number of solar pumps were installed across various states under the PM Kusum Scheme between Fiscals 2023 and 2025. Of these, we (through both direct and indirect channels) supplied approximately 113,176 solar pumps, accounting for about 16.72% of the total installations by volume during this period (*Source: F&S Report*).

Further, capitalizing on our extensive supply chain and established customer relationships, we strategically expanded into the power electronics segment, thereby enhancing our portfolio with power inverters, solar inverters and energy storage systems. These enable us to harness the opportunities presented by government initiatives.

For a detailed overview of our business, see “*Our Business - Overview*” on page 252.

Significant Factors Affecting our Financial Condition and Results of Operations

Our financial condition and results of operations have been, and will continue to be, affected by a number of factors, including the following:

Diversification of product portfolio

The key driver in the growth of our revenue from operations is our diversified range of products across our solar products (comprising solar pumps, solar pumping systems, inverters and energy storage systems) and industrial drive solutions (comprising motors, gearboxes, drivetrains and railway products). A diverse product mix increases sales by broadening our customer base, reduces risks of dependency on any single or few products or product categories and optimizes costs through shared resources. It enables us to meet a wider range of customer needs and creates new sources of revenue leading to economies of scale. In addition, diversification may allow us to generate sufficient cash flow from existing products to build the market share of newer products. Set out below are details of revenue generated from each of our product categories for the years indicated:

Particulars	Fiscal					
	2025		2024		2023	
	Amount (₹ million)	% of revenue from operations	Amount (₹ million)	% of revenue from operations	Amount (₹ million)	% of revenue from operations
Solar products (A)	10,423.93	82.40%	4,664.06	67.19%	4,301.11	61.08%
<i>Solar pumping systems</i>	9,509.82	75.18%	4,101.83	59.09%	3,823.21	54.29%
<i>Solar pumps</i>	914.12	7.23%	562.22	8.10%	477.90	6.79%
Industrial drive solutions (B)	2,194.36	17.35%	2,265.89	32.64%	2,720.47	38.63%
<i>AC motor</i>	1,131.95	8.95%	1,201.08	17.30%	1,403.26	19.93%
<i>Gearbox and gearmotor</i>	546.12	4.32%	516.78	7.44%	514.06	7.30%
<i>DC motors</i>	434.79	3.44%	487.28	7.02%	724.45	10.29%
<i>Drivetrain for EV manufacturers</i>	32.91	0.26%	45.53	0.66%	76.95	1.09%
<i>Railway products</i>	48.60	0.38%	15.22	0.22%	1.76	0.02%
Total (C=A+B)	12,618.29	99.75%	6,929.94	99.83%	7,021.59	99.71%

Cost and availability of raw materials

A significant portion of our expenses is attributable to our cost of materials consumed including changes in inventories of finished goods and semi-finished goods. We are dependent on certain raw materials and bought-out components include poly wrapped winding wire, rotor tube, solar photovoltaic module and flange (fabricated metal parts). We also rely on imports for certain raw materials, such as magnets, commutators, brush holders, carbon brushes, gears and laminations. Set out below are details of our cost of materials consumed including changes in inventories of finished goods and semi-finished goods for the years indicated:

Particulars	Fiscal					
	2025		2024		2023	
	Amount (₹ million)	% of total expenses	Amount (₹ million)	% of total expenses	Amount (₹ million)	% of total expenses
Cost of materials consumed including changes in inventories of finished goods and semi-finished goods	7,969.10	76.07%	4,580.42	74.29%	5,232.32	79.40%

We are exposed to fluctuations in availability and prices of our raw materials and we may not be able to effectively pass on all increases in cost of raw materials to our customers, which may affect our margins, results of operations and cash flows. The price of our raw materials may fluctuate due to several reasons including market fluctuations, currency fluctuations, production and transportation costs and changes in domestic and international trade policies. Any inability on our part to procure sufficient quantities of raw materials and on commercially acceptable terms, could lead to a change in our manufacturing and sales volumes.

Manufacturing capacity and capacity utilization

As of the date of this Draft Red Herring Prospectus, we operate six manufacturing facilities, out of which three facilities are situated in Anand, Gujarat, one facility is situated in Satara, Maharashtra, one facility is situated in Gurugram, Haryana and one facility is situated in Hapur, Uttar Pradesh. For information in relation to the installed capacity and capacity utilization for our manufacturing facilities, see “*Our Business – Description of our Business – Manufacturing Facilities – Installed Capacity and Capacity Utilization*” on page 272. Our ability to manage our capacity utilization is critical to maintaining our operating efficiencies. Optimum levels of capacity utilization and an enhanced standard of quality at our manufacturing facilities are essential to sustain the growth of our operations, which in turn impacts our competitiveness and profitability. Since the number of orders that our customers place with us may fluctuate from quarter to quarter, the utilization of our manufacturing facilities have varied in the past and may continue to do so in the future.

One of the key drivers in the growth of our revenue from operations is the volume of products manufactured and sold by us. Increased sales volume favourably affects our results of operations as it enables us to benefit from economies of scale in procurement and manufacturing and improves our operating margins through our ability to leverage our relatively fixed cost base. While our capacity utilization is dependent upon our ability to optimally operate our manufacturing facilities, which are subject to various risks, including those beyond our control, such as the breakdown and failure of equipment or industrial accidents, severe weather conditions and natural disasters, having an extensive manufacturing network enables us to benefit from diversification and manage risks.

Inorganic growth through acquisitions and expansion

Our growth and economies of scale are dependent on our ability to expand our operations through strategic acquisitions. These acquisitions enable expansion in our business and operations including through diversification of product offerings in existing and newer categories as well as end-use industries, and expansion of geographical footprint to newer regions together with consolidation of existing market share. For instance, we acquired 100% of the shareholding of Su-Vastika Systems Private Limited in June 2025 and acquired 50.99% of the shareholding in Statcon Energiaa Private Limited in August 2025 to enter into the power inverter, solar inverter and energy storage system markets. Our ability to succeed will depend on the synergies we are able to achieve through the integration of our acquired businesses. The acquisition of new businesses may also expose us to various challenges including supply chain integration and optimization, alignment of overall operations and restructuring of the organization structure, integration of processes and technology, retention and building of relationships with newly acquired employees and customers, navigation of rules, regulations and other processes customary in the newly expanded geographies. However, once we are able to integrate our strategic acquisitions, we believe that the effect of our acquisitions and the consolidation of the acquired businesses’ financial results in our financial statements will strengthen our financial performance.

Government regulations and policies

We depend on Government policies and incentives that support the sale of our products. For instance, according to the F&S Report, the Government of India launched the PM Kusum Scheme which contains (under Component B) the installation of 20 lakh standalone solar powered agriculture pumps. Any adverse changes in the schemes or its termination could have an adverse effect on our business, results of operations, financial condition and cash flows. Further, under the PM Kusum Scheme, a foreign company is neither allowed to participate on a standalone basis nor as a member of a consortium and it is mandatory for bidders to procure essential components integral to solar pumping systems, such as solar pumps with controller, solar module, structures and cables, from domestic sources. (*Source: F&S Report*) Allowing the import of these components or allowing foreign companies to participate in the PM Kusum Scheme could result in heightened competition from international players, which could have an adverse effect on our business, financial condition, cash flows and results of operations.

Our business is also subject to various statutory and regulatory permits, licenses, registrations and approvals. For more details, see “*Government and Other Approvals*” on page 431. These permits, licenses, registrations and approvals are subject to periodic renewals and may impose certain terms and conditions, both of which require us to incur significant costs. In addition, government regulations and policies of India as well as the other jurisdictions from which where we import our raw materials can affect the availability of raw materials that are critical to our operations. We have incurred and expect to continue incurring costs for compliance with such laws and regulations. These regulations and policies and the tax regimes to which we are subject could change at any time, with little or no warning or time for us to prepare. Any changes in government policies relating to the solar products or industrial drive solutions industries could adversely affect our business and results of operations.

Competition and other macroeconomic market conditions

The industry in which we operate is characterized by intense competition and is sensitive to broader macroeconomic market conditions. We face competition in our business from both domestic as well as international companies and our inability to compete effectively may adversely affect our business, cash flows, results of operations, financial condition, and may also lead to a lower market share or reduced operating margins. Our competitors may possess broader product portfolios and stronger brand recognition in certain regions. This competitive environment may require us to reduce our price points, increase marketing and advertising spend, all of which could adversely impact our profit margins and market share. Further, the competitive landscape encourages continuous improvement and provides opportunities to differentiate our brands through targeted marketing, product development, and customer engagement initiatives. In addition to competitive dynamics, our business is influenced by broader macroeconomic factors. Economic cycles, consumer spending patterns, and government incentives for the industries that we serve to, can impact demand for our products. Any prolonged periods of subdued private consumption or inflationary pressures may impact our business, cash flows and results of operations.

Material Accounting Policies

Summary of Material Accounting Policies

Revenue and Income Recognition:

Revenue is recognized on the basis of approved contracts regarding the transfer of goods or services to a customer for an amount that reflects the consideration to which the entity expects to be entitled in exchange of those goods or services.

Sale of Goods

Revenues are recognized when the Group satisfies the performance obligation by transferring a promised products to a customer. A product is transferred when the customer obtains control of that product, which is at the point of transfer of custody to customers where usually the title is passed, provided that the contract price is fixed or determinable and collectability of the receivable is reasonably assured. At contract inception, the Company assess the goods or services promised in a contract with a customer and identify as a performance obligation each promise to transfer to the customer.

Sale of Services

Revenue from services is recognised at a point in time or over the time depending upon the terms of the contract as and when performance obligations are fulfilled.

Export Incentives:

Export incentives under various schemes notified by government are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same and is included in other operating revenue in the consolidated statement of profit & loss due to its operating nature.

Interest Income:

Interest income from financial assets is recognised when it is probable that the economic benefit will flow to the Company and the amount of income can be measured reliably. Interest income is recorded using the effective interest rate (EIR). Interest income is accrued on a time basis, by reference to the principal outstanding and the interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Other Income:

Other income is comprised of interest income, Gain / loss on investments, dividend income and Insurance claim. Dividend income and other income is recognized when the right to receive payment is established.

Foreign Currency Transactions

Transactions in currencies other than the entity's functional currency are recorded at the rates of exchange prevailing on the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at the end of the reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

Exchange differences arising on the re-translation or settlement of other monetary items are included in the statement of profit and loss for the period.

In respect of forward cover contracts, the mark to market loss / gain as at the reporting date is charged to Consolidated Statement of Profit and Loss.

Property, Plant and Equipment:

Property, plant and equipment are stated at their cost of acquisition / installation / construction net of accumulated depreciation, and accumulated impairment losses, if any, except freehold land which is carried at cost less accumulated impairment losses. Subsequent expenditures are included in the asset's carrying amount or recognised as separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. Cost comprises of the purchase price net of eligible input tax credit, and any attributable cost of bringing the assets to its working condition for its intended use, including the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met.

When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the property, plant and equipment as a replacement if the recognition criteria are satisfied. All other repairs and maintenance are charged to the statement of profit and loss during the reporting period in which they are incurred

Spares which meet the definition of property, plant and equipment are capitalised as on the date of acquisition. The corresponding old spares are derecognized on such date with consequent impact in the statement of profit and loss.

Property, plant and equipment which are not ready for their intended use as on the balance sheet date are disclosed as "Capital work-in-progress". Capital work in progress is stated at cost, net of accumulated impairment loss, if any. Such items are classified to the appropriate category of property, plant and equipment when completed and ready for their intended use. Capital work in progress is stated at cost, net of accumulated impairment loss, if any.

Advances given towards acquisition / construction of property, plant and equipment outstanding at each balance sheet date are disclosed as Capital Advances under “Other non-current assets”. Capital Expenses incurred by the company on construction/development of certain assets which are essential for production, supply of goods or for the access to any existing Assets of the company are recognised as Enabling Assets under Property, Plant and Equipment.

Depreciation on property, plant, and equipment

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on Property Plant and Equipment is provided using the Written down value Method (WDV) over the useful lives of the assets mentioned under the Act.

Asset description	Asset useful life (years)
Electric Installations	10
Factory Building	30
Furniture & Fixtures	10
Instruments & Tools	15
Material Handling & Storage	15
Office Equipment	8
Plant & Machinery	15
Vehicles	8
Computer Systems	3

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in profit or loss.

Transition to Ind AS

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 1, 2022 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Intangible Assets and amortization

The Group has elected to continue with the carrying value of its intangible assets recognised as at transition date to Ind AS, measured as per the previous GAAP and use that as the deemed cost as at transition date pursuant to the exemption under Ind AS 101 "First-time Adoption of Indian Accounting Standards"

Intangible assets with finite useful life acquired separately, are recognized only if it is probable that future economic benefits that are attributable to the assets will flow to the enterprise and the cost of assets can be measured reliably. The intangible assets are recorded at cost and are carried at cost less accumulated amortization and accumulated impairment losses, if any.

Intangible assets with indefinite useful life acquired separately, are recognized only if it is probable that future economic benefits that are attributable to the assets will flow to the enterprise and the cost of assets can be measured reliably. The intangible assets are recorded at cost and are tested for impairment on annual basis or when there is indication that the intangible assets may be impaired.

Intangible assets are amortized over the estimated period of benefit.

Intangible assets is derecognized on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset, and recognized in the Statement of Profit and Loss when the asset is derecognized.

Intangible assets are amortized on Straight Line Method from the date they are available for use, over the useful lives of the assets as estimated by the Management as under:

- Computer Software: 3 years
- Intellectual Property: 3 years

Impairment of non-financial asset:

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's net selling price and its value in use. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

Impairment losses, including impairment on inventories, are recognized in the restated consolidated statement of profit & loss.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the company estimates the asset's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the restated consolidated statement of profit & loss.

Inventories

Inventories are valued at the lower of cost and net realizable value. Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Inventories	Cost Formula
Raw Materials and Packing Materials	Cost includes purchase price, other costs incurred in bringing the inventories to their present location and condition, and includes non-refundable taxes. Materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a First In-First Out (FIFO) basis.
Stores & Spares and Consumables	Cost of stores and spares is determined on a First In-First Out (FIFO) basis and includes all applicable costs, including inward freight, incurred in bringing goods to their present location and condition.
Sem-finished Goods and Finished Goods	Cost of work-in-progress and finished goods includes direct materials as aforesaid, direct labour cost and a proportion of manufacturing overheads based on total manufacturing overheads to raw materials consumed.

Borrowing Cost

Borrowings are initially recognized at fair value, net of transaction costs incurred. Subsequently, they are measured at amortized cost using the effective interest method. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in the Restated consolidated Statement of Profit and Loss over the period of the borrowings using the effective interest rate.

Borrowing costs that are directly attributable to the acquisition, construction, or production of a qualifying asset are capitalized as part of the cost of that asset, in accordance with Ind AS 23 – Borrowing Costs. All other borrowing costs are recognized as an expense in the period in which they are incurred.

Exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs are also considered as borrowing costs and may be capitalized if they meet the criteria under Ind AS 23.

Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Leases as Lessee (Assets taken on lease)

The Group recognizes a right-of-use asset and a lease liability at the lease commencement date except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the lease payments associated with these leases are expensed on a straight-line basis over the lease term.

Lease term is a non-cancellable period together with periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments to be paid over the lease term at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate. Subsequently, the lease liability is measured at amortized cost using the effective interest method.

Modifications to a lease agreement beyond the original terms and conditions are generally accounted for as a re-measurement of the lease liability with a corresponding adjustment to the ROU asset. Any gain or loss on modification is recognised in the Statement of Profit and Loss. However, the modifications that increase the scope of the lease by adding the right to use one or more underlying assets at a price commensurate with the stand-alone selling price are accounted for as a separate new lease. In case of lease modifications, discounting rates used for measurement of lease liability and ROU assets is also suitably adjusted.

Government Grant

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

Grant relating to Assets (Capital Grants)

The grant shall be deducted from the carrying amount of the asset. The grant shall be recognized in Restated Consolidated Statement of Profit and Loss over the useful life of the depreciable asset by way of a reduced depreciation charge

Grant related to Income (Revenue Grants)

Revenue grants are recognised in the Restated Consolidated Statement of Profit and Loss on a systematic basis over the periods in which the entity recognises as expenses the related cost for which the grants are intended to compensate.

Taxes on Income:

Income tax expense represents the sum of the current tax and deferred tax.

a) Current Tax

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the consolidated statement of profit & loss.

b) Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the Restated Consolidated Financial Information and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

The Group restricts recognition of deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized. For recognition of deferred taxes, the timing differences which originate first are considered to reverse first.

At each reporting date, the Group re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Group writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

c) MAT Credit

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with asset will be realized.

Retirement and other employee benefits:

a) Post Employment Benefits:

i. Defined benefit plans

Gratuity liability is provided under a defined benefit plan. The Group's liability towards gratuity is determined on the basis of actuarial valuation done by an independent actuary, taking effect of actuarial gains and losses which is recognized in Other Comprehensive Income.

ii. Defined contribution plans

Contribution to Provident Fund, a defined contribution plan is charged to the Restated Consolidated Statement of Profit and Loss.

iii. Compensated absences

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as an actuarially determined liability at the present value of the defined benefit obligation at the Balance sheet date.

iv. Short term employees benefits

Short-term employee benefits are recognized as an expense at the undiscounted amount in the restated consolidated statement of profit and loss for the year in which the related service is rendered.

Provisions

Provisions are recognised when the Group has a legal/ constructive obligation as a result of a past event, for which it is probable that cash out flow may be required and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Earning Per Share

Basic earnings per share are 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 year.

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.

Cash and bank balances

Cash and bank balances consist of:

(i) Cash and cash equivalents - which includes cash on hand, deposits held at call with banks and other short-term deposits which are readily convertible into known amounts of cash, are subject to an insignificant risk of change in value and have original maturities of less than three months. These balances with banks are unrestricted for withdrawal and usage.

(ii) Other balances with bank - which also include balances and deposits with banks that are restricted for withdrawal and usage.

Financial instruments

A financial instrument is a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Initial Measurement

Financial assets and financial liabilities are initially measured at fair value except trade receivable which are recorded at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial asset and liabilities at fair value through profit & loss) are added to or deducted from the fair value measured on initial recognition of the financial assets or financial liabilities.

(ii) Classification:

The Group classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flows characteristics of the financial asset.

All financial liabilities are classified as subsequently measured at amortised cost except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives, are subsequently measured at fair value, with any gains or losses arising on re-measurement recognised in profit or loss.

Financial instruments are classified as a liability or equity according to the substance of the contractual arrangement and not its legal form.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by a Group are recognised at the proceeds received, net of issue costs.

(iii) Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost, using the effective interest rate method, if:

(a) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and

(b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

This category generally applies to trade and other receivables.

(iv) Financial asset at fair value through other comprehensive income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within business whose objective is achieved by both collecting contractual cash flow and selling financial asset and the contractual terms of financial asset give rise on specific dates to cash flows that are solely payment of principal and interest on principal amount outstanding.

(v) Financial asset at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or fair value through other comprehensive income. Financial assets under this category are measured initially as well as at each reporting date at fair value with all changes recognized in profit or loss.

(vi) Financial Liabilities

All financial liabilities are subsequently measured at amortised cost except for financial liabilities measured at fair value through P&L. Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on re-measurement recognized in the statement of profit or loss.

(vii) Derecognition

A financial asset is derecognised when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and/or receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in the restated consolidated statement of profit or loss.

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing financial liability are substantially modified, such exchange or modification is accounted as derecognition of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the restated consolidated statement of profit or loss.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

The Group categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

- Level 1: Quoted Prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the asset or liability.
- Level 3: inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Company's assumptions about pricing by market participants.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines 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.

Impairment

a) Financial Asset

Group applies as per Ind AS 109 expected credit loss model for recognising impairment loss on trade receivables, other contractual rights to receive cash or other financial asset. Group applies simplified approach for recognition of expected credit loss on trade receivables and contract assets and general approach for other receivables.

b) Non-Financial Asset

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognized, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the higher of the fair value less cost of disposal and their value in use. Value in use is arrived at by discounting the future cash flows to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risk specific to the asset for which the estimates of future cash flows have not been adjusted. When there is indication that an impairment loss recognized for an asset in earlier accounting periods no longer exists or may have decreased such reversal of impairment loss is recognized in the Statement of Profit and Loss to the extent it does not exceed carrying value of an asset that would have been had the impairment loss not recognised.

First-Time Adoption – Mandatory Exceptions and Optional Exemptions

(a) Overall Principle

The Group has prepared the opening balance sheet as per Ind AS of April 1, 2022 (the transition date) by recognizing all assets and liabilities whose recognition is required by Ind AS, not recognizing items of assets or liabilities which are not permitted by Ind AS, by reclassifying certain items from Previous GAAP to Ind AS required under the Ind AS, and applying Ind AS in the measurement of recognized assets and liabilities. However, this principle is subject to certain mandatory exceptions and certain optional exemptions availed by the Company as detailed below.

(b) Deemed Cost of Property, Plant and Equipment and Intangible Assets

The Group has elected to continue with the carrying value of all its Property, Plant and Equipment and Intangible Assets recognized as of April 1, 2022 (transition date) measured as per the Previous GAAP and use that carrying value as its deemed cost as of the transition date.

(c) Classification and Measurement of Financial Assets

The Group has determined the classification and measurement of financial asset in terms of whether they meet the amortized cost criteria or the fair value through other comprehensive income (FVTOCI) criteria based on the facts and circumstances that existed as on the transition date.

(d) Impairment of Financial Assets

The Group has applied the impairment requirements of Ind AS 109 retrospectively; however, as permitted by Ind AS 101, it has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments were initially recognized in order to compare it with the credit risk at the transition date. Further, the Company has not undertaken an exhaustive search for information when determining, at the date of transition to Ind ASs, whether there have been significant increases in credit risk since initial recognition, as permitted by Ind AS 101.

Principal Components of our Statement of Profit and Loss

The following descriptions set forth information with respect to the key components of our profit and loss statement.

Income

Revenue from operations. Revenue from operations includes sale of products, sale of services and other operating revenue. Sale of products includes the sale of our solar products (comprising solar pumps, solar pumping systems, inverters and energy storage systems) and industrial drive solutions (comprising motors, gearboxes, drivetrains and railway products). Sale of services include erection, commissioning and installation services. Other operating revenue includes packing and freight charges, transportation recovery, tooling development income (attributable to revenue generated in relation to development of specialized tools for highly customized product orders), sale of scrap and export incentives.

Other income. Other income primarily includes interest income, dividend income and other non operating income such as foreign exchange gains (net), fair value gain on financial instruments (net), fair value gain on warranty provision, reversal of provision for non moving inventory and sundry balances written back.

Expenses

Cost of materials consumed. Cost of materials consumed includes the consumption of raw materials such as poly wrapped winding wire, rotor tube, solar photovoltaic module and flange (fabricated metal parts).

Changes in inventories of finished goods and semi-finished goods. Changes in inventories of finished goods and semi-finished goods represent the difference between our inventories at the start of the year and the end of the year.

Employee benefits expense. Employee benefit expenses comprise salaries and wages, contribution to provident and other funds and staff welfare expenses.

Finance costs. Finance costs primarily comprise interest expense on bank borrowings, lease liability, debentures and loans from related parties. It also includes unwinding of warranty provision and other borrowing costs.

Depreciation and amortisation expense. Depreciation and amortisation expenses comprise depreciation on property, plant and equipment, amortisation on right of use of assets and amortisation on intangible assets.

Other expenses. Other expenses primarily include: (i) erection, commissioning and installation expenses; (ii) labour charges; (iii) provision for expected credit loss; (iv) job work charges; (v) repairs and maintenance expenses; (vi) insurance expense; (vii) travelling expenses; (viii) legal and professional fees; (ix) telephone, internet and sim card charges; (x) warranty expense (including provisions); and (xi) selling and distribution expenses.

Results of Operations

The following table sets forth selected financial data from our restated statement of profit and loss for Fiscals 2025, 2024 and 2023, the components of which are expressed as a percentage of total income for such years:

	Fiscal					
	2025		2024		2023	
	(₹ million)	% of total income	(₹ million)	% of total income	(₹ million)	% of total income
Income						
Revenue from operations	12,649.96	98.99%	6,941.82	97.44%	7,042.19	96.46%
Other income	129.19	1.01%	182.36	2.56%	258.09	3.54%
Total income	12,779.15	100.00%	7,124.18	100.00%	7,300.28	100.00%
Expenses						
Cost of materials consumed	8,149.65	63.77%	4,631.43	65.01%	5,164.45	70.74%
Changes in inventories of finished goods and semi-finished goods	(180.55)	(1.41)%	(51.02)	(0.72)%	67.87	0.93%
Employee benefits expense	256.39	2.01%	215.08	3.02%	201.22	2.76%
Finance costs	181.00	1.42%	84.76	1.19%	38.75	0.53%
Depreciation and amortization expense	85.14	0.67%	74.94	1.05%	71.13	0.97%
Other expenses	1,984.30	15.53%	1,210.38	16.99%	1,046.04	14.33%
Total expenses	10,475.93	81.98%	6,165.57	86.54%	6,589.46	90.26%
Restated profit before tax	2,303.22	18.02%	958.61	13.46%	710.82	9.74%
Tax expense:						
Current tax	635.58	4.97%	251.75	3.53%	168.37	2.31%
Tax adjustment for earlier year	1.67	0.01%	0.23	0.00%	5.83	0.08%
Deferred tax	(9.22)	(0.07)%	(7.13)	(0.10)%	(17.87)	(0.24)%
Total tax expense	628.03	4.91%	244.85	3.44%	156.33	2.14%
Restated profit for the year	1,675.19	13.11%	713.76	10.02%	554.49	7.60%
Restated total other comprehensive income	(0.25)	(0.00)%	(0.09)	(0.00)%	0.06	0.00%
Restated total comprehensive income for the year (comprising restated profit and other comprehensive income for the year)	1,674.94	13.11%	713.67	10.02%	554.55	7.60%

Fiscal 2025 compared to Fiscal 2024

Total Income. Our total income increased by 79.38% from ₹7,124.18 million in Fiscal 2024 to ₹12,779.15 million in Fiscal 2025 primarily due to the reasons discussed below.

Revenue from operations. Our revenue from operations increased by 82.23% from ₹6,941.82 million in Fiscal 2024 to ₹12,649.96 million in Fiscal 2025, primarily due to an increase in sale of products and sale of services. Our sale of products increased by 73.88% from ₹5,678.03 million in Fiscal 2024 to ₹9,872.81 million in Fiscal 2025 and our sale of services increased by 119.30% from ₹1,251.92 million in Fiscal 2024 to ₹2,745.49 million in Fiscal 2025. These increases were in line with the growth in the domestic solar pumps market which according to the F&S Report, grew at a CAGR of 32.9% from ₹30,000 million in Fiscal 2023 to ₹53,000 million in Fiscal 2025. Our increase in revenue from operations was primarily due to an increase in revenue from solar pumping systems from ₹4,101.83 million in Fiscal 2024 to ₹9,509.82 million in Fiscal 2025 and revenue from solar pumps from ₹562.22 million in Fiscal 2024 to ₹914.12 million in Fiscal 2025. Our actual production of solar products (comprising solar pumping systems and solar pumps) increased from 35,103 to 55,976 from Fiscal 2024 to Fiscal 2025. Further, we installed 32,053 solar pumping systems in Fiscal 2025 as compared to 14,731 solar pumping systems in Fiscal 2024 and sold 23,477 solar pumps in Fiscal 2025 as compared to 17,027 solar pumps in Fiscal 2024, in line with the growth in our business.

Further, our revenue from our industrial drive solutions marginally decreased by 3.16% from ₹2,265.89 million in Fiscal 2024 to ₹2,194.36 million in Fiscal 2025, primarily due to a decrease in demand for AC motors, DC motors and drivetrains for EV manufacturers together with a decrease in realization driven by a decline in pricing. This led to

a consequent decrease in sales of our industrial drive solutions. The decline in our revenues from industrial drive solutions business was primarily attributable to lower sales of DC motors, which decreased from ₹487.28 million in Fiscal 2024 to ₹434.79 million in Fiscal 2025, driven by a reduction in sales volumes from 78,260 units to 66,967 units during the same period. In addition, sales of AC motors declined from ₹1,201.08 million in Fiscal 2024 to ₹1,131.95 million in Fiscal 2025, while sales from drivetrain for EV manufacturers reduced from ₹45.53 million to ₹32.91 million.

Set out below are details of our revenues generated from each of our product offerings for the years indicated:

Particulars	Fiscal			
	2025		2024	
	Amount (₹ million)	% of revenue from operations	Amount (₹ million)	% of revenue from operations
Solar products (A)	10,423.93	82.40%	4,664.06	67.19%
<i>Solar pumping systems</i>	9,509.82	75.18%	4,101.83	59.09%
<i>Solar pumps</i>	914.12	7.23%	562.22	8.10%
Industrial drive solutions (B)	2,194.36	17.35%	2,265.89	32.64%
<i>AC motor</i>	1,131.95	8.95%	1,201.08	17.30%
<i>Gearbox and gearmotor</i>	546.12	4.32%	516.78	7.44%
<i>DC motors</i>	434.79	3.44%	487.28	7.02%
<i>Drivetrain for EV manufacturers</i>	32.91	0.26%	45.53	0.66%
<i>Railway products</i>	48.60	0.38%	15.22	0.22%
Total (C=A+B)	12,618.29	99.75%	6,929.94	99.83%

Our other operating revenue also increased by 166.67% from ₹11.87 million in Fiscal 2024 to ₹31.66 million in Fiscal 2025, primarily due to an increase in sale of scrap and export incentives.

Other income. Other income decreased by 29.15% from ₹182.36 million in Fiscal 2024 to ₹129.19 million in Fiscal 2025, primarily due to a decrease in reversal of provision for non moving inventory from ₹56.05 million in Fiscal 2024 to ₹7.44 million in Fiscal 2025 and sundry balances written back from ₹20.78 million in Fiscal 2024 to ₹2.82 million in Fiscal 2025. This was partially offset by an increase in interest on fixed deposits with banks from ₹78.68 million in Fiscal 2024 to ₹96.67 million in Fiscal 2025.

Total Expenses. Total expenses increased by 69.91% from ₹6,165.57 million in Fiscal 2024 to ₹10,475.93 million in Fiscal 2025 primarily due to the reasons discussed below.

Cost of materials consumed. Cost of materials consumed increased by 75.96% from ₹4,631.43 million in Fiscal 2024 to ₹8,149.65 million in Fiscal 2025.

Changes in inventories of finished goods and semi finished goods. Our changes in inventories of finished goods and semi finished goods was ₹(180.55) million in Fiscal 2025 as compared to ₹(51.02) million in Fiscal 2024 primarily due to higher closing stock at the end of Fiscal 2025.

The increase in our revenue from operations outpaced the increase in cost of materials consumed (including changes in inventories of finished goods and semi-finished goods), due to an improvement in material cost efficiency. The material margin improved from 34.02% in Fiscal 2024 to 37.00% in Fiscal 2025. This was primarily attributable to an increase in margins for our solar products led by a decrease in input costs, including a reduction in the prices of solar photovoltaic modules, leading to a reduction in our overall costs.

Employee benefits expenses. Employee benefits expenses increased by 19.21% from ₹215.08 million in Fiscal 2024 to ₹256.39 million in Fiscal 2025, primarily due to an increase salaries and wages from ₹200.39 million in Fiscal 2024 to ₹239.45 million in Fiscal 2025. This increase was on account of increase in permanent employees from 318 as of March 31, 2024 to 349 as of March 31, 2025 along with annual increments, in line with the growth in our operations. However, our employee benefits expenses as a percentage of revenue from operations decreased from 3.10% in Fiscal 2024 to 2.03% in Fiscal 2025.

Finance costs. Finance costs increased by 113.54% from ₹84.76 million in Fiscal 2024 to ₹181.00 million in Fiscal 2025, primarily due to an increase in bank borrowings from ₹1,067.11 million as of March 31, 2024 to ₹2,481.05 million as of March 31, 2025. This increase was attributable to an increase in term loans from ₹161.48 million as of March 31, 2024 to ₹236.71 million as of March 31, 2025 and an increase in working capital loans from ₹900.24 million as of March 31, 2024 to ₹2,240.34 million as of March 31, 2025. The increase in term loans was primarily driven by additional term loans availed for capital expenditures, incurred by our Subsidiary, Rotomotive Powerdrives India Limited. In addition, we availed additional working capital loans in Fiscal 2025 to support our incremental working capital needs in line with the growth in our operations.

Depreciation and amortisation expense. Depreciation and amortisation expense increased by 13.61% from ₹74.94 million in Fiscal 2024 to ₹85.14 million in Fiscal 2025, primarily due to an increase in depreciation on property, plant and equipment from ₹70.65 million in Fiscal 2024 to ₹79.32 million in Fiscal 2025. This increase was due to an increase in gross block of property, plant and equipment from ₹584.72 million as of March 31, 2024 to ₹1,300.34 million as of March 31, 2025, attributable to the capital expenditure incurred by our Subsidiary, Rotomotive Powerdrives India Limited.

Other expenses. Other expenses increased by 63.94% from ₹1,210.38 million in Fiscal 2024 to ₹1,984.30 million in Fiscal 2025. However, other expenses as a percentage of our revenue from operations decreased from 17.44% in Fiscal 2024 to 15.69% in Fiscal 2025. The increase in our other expenses was primarily due to the following:

Particulars	Fiscal 2024 (₹ million) (A)	Fiscal 2025 (₹ million) (B)	Increase (%) between (A) and (B)	(A) as a % of total income in Fiscal 2024	(B) as a % of total income in Fiscal 2025	Primary reasons for increase
Erection, commissioning and installation expenses	578.56	1,139.51	96.96%	8.12%	8.92%	Growth in our solar pumping systems business which involves corresponding erection, commissioning and installation expenses
Provision for expected credit loss	54.32	104.44	92.26%	0.76%	0.82%	Increase in overdue amount from various state nodal agencies pertaining to our solar pumping systems operations
Warranty expense	46.13	77.11	67.15%	0.65%	0.60%	Growth in our solar pumping systems and solar pumps operations
Late delivery charges	-	40.00	NA	-	0.31%	This expense was attributable to a provision made to cover a one-off expense arising from project delivery delays caused by unforeseen logistical disruptions.

Restated profit before tax. For the various reasons discussed above, restated profit before tax increased by 140.27% from ₹958.61 million in Fiscal 2024 to ₹2,303.22 million in Fiscal 2025.

Tax expense. Current tax increased by 152.47% from ₹251.75 million in Fiscal 2024 to ₹635.58 million in Fiscal 2025, in line with an increase in our total income and restated profit before tax. Tax adjustment for earlier year increased by 614.37% from ₹0.23 million in Fiscal 2024 to ₹1.67 million in Fiscal 2025 and deferred tax was ₹(9.22) million in Fiscal 2025 as compared to ₹(7.13) million in Fiscal 2024.

Restated profit for the year. For the various reasons discussed above, restated profit for the year increased by 134.70% from ₹713.76 million in Fiscal 2024 to ₹1,675.19 million in Fiscal 2025.

Restated total comprehensive income for the year (comprising restated profit and other comprehensive income for the year): Restated total comprehensive income for the year (comprising restated profit and other comprehensive income for the year) increased by 134.69% from ₹713.67 million in Fiscal 2024 to ₹1,674.94 million in Fiscal 2025.

Fiscal 2024 compared to Fiscal 2023

Total Income. Our total income decreased by 2.41% from ₹7,300.28 million in Fiscal 2023 to ₹7,124.18 million in Fiscal 2024 primarily due to the reasons discussed below.

Revenue from operations. Our revenue from operations decreased marginally by 1.43% from ₹7,042.19 million in Fiscal 2023 to ₹6,941.82 million in Fiscal 2024 primarily due to a decrease in sale of products by 5.73% from ₹6,023.14 million in Fiscal 2023 to ₹5,678.03 million in Fiscal 2024 which was largely offset by an increase in our revenue from sale of services by 25.39% from ₹998.44 million in Fiscal 2023 to ₹1,251.92 million in Fiscal 2024. The decrease in sale of products was attributable to the decrease in sale of our industrial drive solutions by 16.71% from ₹2,720.47 million in Fiscal 2023 to ₹2,265.89 million in Fiscal 2024 due to reduced demand for AC motors, DC motors and drivetrains for EV manufacturers together with a decrease in realization driven by a decline in pricing. Revenues from our industrial solutions business declined primarily due to lower sales of AC motors, which decreased from ₹1,403.26 million in Fiscal 2023 to ₹1,201.08 million in Fiscal 2024, driven by a reduction in sales volumes from 119,522 units in Fiscal 2023 to 104,886 units in Fiscal 2024. Revenues from DC motors also declined from ₹724.45 million to ₹487.28 million, with sales volumes reducing from 99,765 units to 78,260 units during the same period. In addition, revenues from drivetrain solutions for EV manufacturers decreased from ₹76.95 million in Fiscal 2023 to ₹45.53 million in Fiscal 2024.

Further, the increase in our revenue from sale of services from ₹998.44 million in Fiscal 2023 to ₹1,251.92 million in Fiscal 2024 was attributable to the growth in our solar products. This increase was in line with the growth in the domestic solar pumps market which according to the F&S Report, grew at a CAGR of 32.9% from ₹30,000 million in Fiscal 2023 to ₹53,000 million in Fiscal 2025. Our actual production of solar products (comprising solar pumping systems and solar pumps) increased from 24,057 to 35,103 from Fiscals 2023 to 2024. Further, we installed 14,731 solar pumping systems in Fiscal 2024 as compared to 13,810 solar pumping systems in Fiscal 2023, and we sold 17,027 solar pumps in Fiscal 2024 as compared to 12,078 solar pumps in Fiscal 2023.

Set out below are details of our revenues generated from each of our product offerings for the years indicated:

Particulars	Fiscal			
	2024		2023	
	Amount (₹ million)	% of revenue from operations	Amount (₹ million)	% of revenue from operations
Solar products (A)	4,664.06	67.19%	4,301.11	61.08%
<i>Solar pumping systems</i>	4,101.83	59.09%	3,823.21	54.29%
<i>Solar pumps</i>	562.22	8.10%	477.90	6.79%
Industrial drive solutions (B)	2,265.89	32.64%	2,720.47	38.63%
<i>AC motor</i>	1,201.08	17.30%	1,403.26	19.93%
<i>Gearbox and gearmotor</i>	516.78	7.44%	514.06	7.30%
<i>DC motors</i>	487.28	7.02%	724.45	10.29%
<i>Drivetrain for EV manufacturers</i>	45.53	0.66%	76.95	1.09%
<i>Railway products</i>	15.22	0.22%	1.76	0.02%
Total (C=A+B)	6,929.94	99.83%	7,021.59	99.71%

Other income. Other income decreased by 29.34% from ₹258.09 million in Fiscal 2023 to ₹182.36 million in Fiscal 2024 primarily due to a decrease in fair value gain on financial instruments (net) from ₹90.96 million in Fiscal 2023 to ₹8.19 million in Fiscal 2024. Our fair value gain in warranty provision also decreased from ₹55.31 million in Fiscal 2023 to nil in Fiscal 2024, attributable to certain adjustments undertaken due to the transition from preparing our financial statements under Indian GAAP to Ind AS in Fiscal 2023. Further, our gain on sale of property plant and equipment (net) decreased from ₹33.17 million in Fiscal 2023 to ₹0.44 million in Fiscal 2024 and sundry balances written back decreased from ₹41.82 million in Fiscal 2023 to ₹20.78 million in Fiscal 2024. These decreases were partially offset by an increase in reversal of provision for non-moving inventory from nil in Fiscal 2023 to ₹56.05 million in Fiscal 2024 and an increase in interest on fixed deposits with banks from ₹22.69 million in Fiscal 2023 to ₹78.68 million in Fiscal 2024.

Total Expenses. Total expenses decreased by 6.43% from ₹6,589.46 million in Fiscal 2023 to ₹6,165.57 million in Fiscal 2024 primarily due to the reasons discussed below.

Cost of materials consumed. Cost of materials consumed decreased by 10.32% from ₹5,164.45 million in Fiscal 2023 to ₹4,631.43 million in Fiscal 2024.

Changes in inventories of finished goods and semi-finished goods. Our changes in inventories of finished goods and semi finished goods was ₹(51.02) million in Fiscal 2024 compared to ₹67.87 million in Fiscal 2023, primarily due to higher closing stock at the end of Fiscal 2024.

While our revenue from operations declined by 1.43% in Fiscal 2024 compared to Fiscal 2023, our cost of materials consumed (including changes in inventories of finished goods and semi-finished goods) declined by 12.46%, reflecting improved material cost efficiency. As a result, the material margin improved from 25.70% in Fiscal 2023 to 34.02% in Fiscal 2024. This was primarily driven by a decrease in solar photovoltaic modules prices and conversion of contracts with certain installation partners from a fixed-fee model to a profit-sharing model, resulting in them sharing a part of the raw material expenses.

Employee benefits expenses. Employee benefits expenses increased by 6.89% from ₹201.22 million in Fiscal 2023 to ₹215.08 million in Fiscal 2024 primarily due to an increase in salaries and wages from ₹188.58 million in Fiscal 2023 to ₹200.39 million in Fiscal 2024 on account of annual increments. Our employee benefits expenses as a percentage of revenue from operations increased from 2.86% in Fiscal 2023 to 3.10% in Fiscal 2024.

Finance cost. Finance cost increased by 118.74% from ₹38.75 million in Fiscal 2023 to ₹84.76 million in Fiscal 2024 primarily due to an increase in interest expense on debentures from ₹0.03 million in Fiscal 2023 to ₹25.78 million in Fiscal 2024 attributable to certain adjustments undertaken due to the transition from preparing our financial statements under Indian GAAP to Ind AS in Fiscal 2023. Further, unwinding of warranty provision increased from nil in Fiscal 2023 to ₹14.81 million in Fiscal 2024 attributable to certain adjustments undertaken due to the transition from preparing our financial statements under Indian GAAP to Ind AS in Fiscal 2023. Other borrowing costs comprising bank charges and commission, bank guarantee charges and loan processing fees also increased from nil in Fiscal 2023 to ₹16.24 million in Fiscal 2024.

Depreciation and amortisation expense. Depreciation and amortisation expense increased by 5.36% from ₹71.13 million in Fiscal 2023 to ₹74.94 million in Fiscal 2024 primarily due to an increase in depreciation on property, plant and equipment from ₹68.20 million in Fiscal 2023 to ₹70.65 million in Fiscal 2024. This increase was due to an increase in gross block of property, plant and equipment from ₹521.09 million as of March 31, 2023 to ₹584.72 million as of March 31, 2024.

Other expenses. Other expenses increased by 15.71% from ₹1,046.04 million in Fiscal 2023 to ₹1,210.38 million in Fiscal 2024, primarily due to the following:

Particulars	Fiscal 2023 (₹ million) (A)	Fiscal 2024 (₹ million) (B)	Increase (%) between (A) and (B)	(A) as a % of total income in Fiscal 2023	(B) as a % of total income in Fiscal 2024	Primary reasons for change
Erection, commissioning and installation expenses	428.21	578.56	35.11%	5.87%	8.12%	Growth in our solar pumping systems business which involves corresponding erection, commissioning and installation expenses
Provision for expected credit loss	11.97	54.32	353.94%	0.16%	0.76%	Increase in overdue amount from various state nodal agencies pertaining to our solar pumping systems operations

This increase in other expenses was marginally offset by a decrease in provision for inventory from ₹66.14 million in Fiscal 2023 to nil in Fiscal 2024.

Restated profit before tax. For the various reasons discussed above, restated profit before tax increased by 34.86% from ₹710.82 million in Fiscal 2023 to ₹958.61 million in Fiscal 2024.

Tax expense. Current tax increased by 49.52% from ₹168.37 million in Fiscal 2023 to ₹251.75 million in Fiscal 2024, in line with an increase in our profit before tax. Tax adjustment for earlier year decreased by 95.99% from ₹5.83 million in Fiscal 2023 to ₹0.23 million in Fiscal 2024. Deferred tax was ₹(7.13) million in Fiscal 2024 compared to ₹(17.87) million in Fiscal 2023.

Restated profit for the year. For the various reasons discussed above, restated profit for the year increased by 28.72% from ₹554.49 million in Fiscal 2023 to ₹713.76 million in Fiscal 2024.

Restated total comprehensive income for the year (comprising restated profit and other comprehensive income for the year): Restated total comprehensive income for the year (comprising restated profit and other comprehensive income for the year) increased by 28.69% from ₹554.55 million in Fiscal 2023 to ₹713.67 million in Fiscal 2024.

Liquidity and Capital Resources

Our primary liquidity requirements have been for financing our capital expenditure, working capital and repayment of debt needs. In recent periods, we have met these requirements through cash flows from operations, as well as term loans and working capital loans. As of March 31, 2025, we had ₹530.90 million in cash and cash equivalents. We believe that, after taking into account the expected cash to be generated from IPO proceeds, operations and our borrowings, we will have sufficient liquidity for our present requirements and anticipated requirements for working capital, interest obligations and other operating needs under our current business plans for the next 24 months. We continue to assess our liquidity requirements depending on business growth and market developments and take appropriate actions to manage the liquidity through various sources, internal and external.

Cash Flows

The following table sets forth our cash flows for the years indicated:

Particulars	Fiscal		
	2025	2024	2023
	(₹ million)		
Net cash flows generated from/ (used in) operating activities (A)	(240.23)	(110.96)	595.92
Net cash flows (used in) investing activities (B)	(674.78)	(932.71)	(83.33)
Net cash flows generated from/ (used in) financing activities (C)	1,240.82	913.48	(308.71)
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	325.81	(130.19)	203.88
Cash and cash equivalents at the end of the year	530.90	205.09	335.28

Net cash flows generated from/ (used in) operating activities

Fiscal 2025

Net cash flows used in operating activities was ₹240.23 million in Fiscal 2025. Our restated profit before tax was ₹2,303.22 million in Fiscal 2025, which was adjusted primarily for:

- interest and other finance expenses for ₹168.07 million;
- allowance for expected credit loss (net of reversal) of ₹104.29 million;
- depreciation and amortization expenses of ₹85.14 million;
- warranty provision (net) of ₹77.11 million; and
- interest and dividend income of ₹99.05 million.

Our operating profit before working capital changes was ₹2,672.04 million in Fiscal 2025. Our changes in working

capital in Fiscal 2025 were primarily due to:

- increase in trade receivables of ₹3,622.20 million. This is due to the growth in our solar products business, which in turn increases our dependence on government entities and exposes us to the risk of delays in payments, thereby increasing our receivable cycle;
- increase in inventories of ₹243.13 million; and
- decrease in other current liabilities of ₹153.22 million;
- increase in trade payables of ₹1,809.06 million.

Cash generated from operations amounted to ₹208.58 million and income taxes paid was ₹448.81 million.

Fiscal 2024

Net cash flows used in operating activities was ₹110.96 million in Fiscal 2024. Our restated profit before tax was ₹958.61 million in Fiscal 2024, which was adjusted primarily for:

- depreciation and amortisation expenses of ₹74.94 million;
- interest and other finance expenses of ₹69.95 million;
- allowance for expected credit loss (net of reversal) of ₹54.25 million;
- warranty provision (net) of ₹46.13 million;
- interest and dividend income of ₹81.05 million; and
- provision for obsolescence of inventory (net of reversals) of ₹56.05 million;

Our operating profit before working capital changes was ₹1,081.57 million in Fiscal 2024. Our changes in working capital in Fiscal 2024 were primarily due to:

- increase in trade receivables of ₹846.35 million. This is due to the growth in our solar products business, which in turn increases our dependence on government entities and exposes us to the risk of delays in payments, thereby increasing our receivable cycle;
- increase in inventories of ₹127.61 million; and
- increase in trade payables of ₹64.05 million

Cash generated from operations amounted to ₹153.83 million and income taxes paid was ₹264.79 million.

Fiscal 2023

Net cash flows generated from operating activities was ₹595.92 million in Fiscal 2023. Our restated profit before tax was ₹710.82 million in Fiscal 2023, which was adjusted primarily for:

- depreciation and amortisation expenses of ₹71.13 million;
- provision for obsolescence of inventory (net of reversals) of ₹66.14 million;
- warranty provision (net) of ₹61.70 million;
- fair value gain on financial instruments (net) of ₹90.96 million; and
- fair value (gain) on warranty provision (net) of ₹55.31 million

Our operating profit before working capital changes was ₹754.81 million in Fiscal 2023. Our changes in working capital in Fiscal 2023 were primarily due to:

- decrease in financial assets of ₹367.89 million;
- decrease in trade receivables of ₹271.87 million; and
- decrease in trade payable of ₹595.36 million.

Cash flows from operations amounted to ₹812.88 million and income taxes paid was ₹216.96 million.

Net cash flows (used in) investing activities

Fiscal 2025

Net cash flows used in investing activities in Fiscal 2025 was ₹674.78 million, which primarily consisted of:

- payments for purchase of property plant and equipment, intangible assets and capital work in progress amounting to ₹468.74 million primarily in relation to setting up the second plant of our Material Subsidiary, Rotomotive Powerdrives India Limited located at Napa Gana Unit; and
- investment made in term deposits amounting to ₹291.33 million.

This was partially offset by interest and dividend income of ₹98.83 million.

Fiscal 2024

Net cash flows used in investing activities in Fiscal 2024 was ₹932.71 million, which primarily consisted of:

- investment made in term deposits amounting to ₹731.65 million; and
- payments for purchase of property plant and equipment, intangible assets and capital work in progress amounting to ₹282.74 million primarily in relation to setting up the second plant of our Material Subsidiary, Rotomotive Powerdrives India Limited located at Napa Gana Unit.

This was partially offset by interest and dividend income of ₹81.07 million.

Fiscal 2023

Net cash flows used in investing activities in Fiscal 2023 was ₹83.33 million, which primarily consisted of:

- investment made in term deposits amounting to ₹129.95 million; and
- payments for purchase of property plant and equipment, intangible assets and capital work in progress amounting to ₹104.98 million.

This was partially offset by proceeds from sale of investment of ₹84.83 million, proceeds from sale of property plant and equipment of ₹43.93 million and interest and dividend income of ₹23.80 million.

Net cash flows generated from/ (used in) financing activities

Fiscal 2025

Net cash flows generated from financing activities in Fiscal 2025 was ₹1,240.82 million, which primarily included:

- net proceeds from short term borrowings of ₹1,335.80 million; and
- net proceeds from long term borrowings of ₹55.94 million.

This was marginally offset by interest and other finance expenses of ₹166.75 million.

Fiscal 2024

Net cash flows generated from financing activities in Fiscal 2024 was ₹913.48 million, which primarily included:

- net proceeds from short term borrowings of ₹920.28 million; and
- net proceeds from long term borrowings of ₹65.05 million.

This was marginally offset by interest and other finance expenses of ₹70.33 million.

Fiscal 2023

Net cash flows used in financing activities in Fiscal 2023 was ₹308.71 million, which included:

- net repayment of short term borrowings of ₹181.68 million;
- net repayment of long term borrowings of ₹88.28 million; and
- interest and other finance expenses of ₹38.75 million.

Capital Expenditures

In Fiscal 2025, Fiscal 2024 and Fiscal 2023, our payments for purchase of property, plant and equipment, intangible assets and capital work in progress were ₹468.74 million, ₹282.74 million and ₹104.98 million respectively.

Indebtedness

The following table sets forth a summary of our aggregate outstanding borrowings as of March 31, 2025:

	As of March 31, 2025 (₹ million)
Current borrowings	2,314.19
Non-current borrowings	455.60
Total Borrowings	2,769.79

For further information on our indebtedness, see “*Financial Indebtedness*” on page 422.

Capital Commitments and Contingent Liabilities

Capital Commitments

The following table sets forth our capital commitments as of the dates indicated:

	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
	(₹ million)		
Estimated amount of contracts remaining to be executed on capital account (net of advances)	32.46	139.52	148.74

For further information, see “*Restated Consolidated Financial Information – Note 31(i) Capital Commitments*” on page 379.

Contingent Liabilities

	As of March 31, 2025	As of March 31, 2024	As of March 31, 2023
	(₹ million)		
a) Claims against the Group not acknowledged as debts (to the extent ascertained from available records):			
i) Income tax demands contested by the Group	548.37	528.30	8.34
ii) Indirect tax demands contested by the Group	9.94	-	-
b) Bank guarantees	226.40	622.69	402.42

For further information, see “*Restated Consolidated Financial Information – Note 31(ii) Contingent Liabilities*” on page 379.

Non-GAAP Measures

Material Margin, EBITDA, EBITDA margin, PAT Margin, Return on Equity, Return on Capital Employed, Net Debt, Net Debt to EBITDA, Net Debt to Equity, Net Fixed Assets Turnover Ratio and other non-GAAP measures, (together,

“Non-GAAP Measures”), presented in this Draft Red Herring Prospectus is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, 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 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. In addition, such Non-GAAP Measures are not standardized terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company’s management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company’s operating performance.

Reconciliation for the following Non-GAAP financial measures (based on Restated Consolidated Financial Information) included in this Draft Red Herring Prospectus are set out below for the years indicated:

Reconciliation of Material Margin

Particulars	Fiscal		
	2025	2024	2023
	(₹ million, unless indicated otherwise)		
Revenue from Operations (I)	12,649.96	6,941.82	7,042.19
Adjustments:			
Less: Cost of materials consumed (II)	8,149.65	4,631.43	5,164.45
Less: Changes in inventories of finished goods and semi-finished goods (III)	(180.55)	(51.02)	67.87
Material Margin (IV = (I - II - III)/I)	37.00%	34.02%	25.70%

Reconciliation of EBITDA and EBITDA Margin

Particulars	Fiscal		
	2025	2024	2023
	(₹ million, unless indicated otherwise)		
Restated Profit for the year (I)	1,675.19	713.76	554.49
Adjustments:			
Less: Other Income (II)	129.19	182.36	258.09
Add: Total tax expense (III)	628.03	244.85	156.33
Add: Finance costs (IV)	181.00	84.76	38.75
Add: Depreciation and amortization expense (V)	85.14	74.94	71.13
Earnings Before Interest, Tax, Depreciation and Amortization (EBITDA) (VI = I - II + III + IV + V)	2,440.16	935.94	562.61
Revenue from Operations (VII)	12,649.96	6,941.82	7,042.19
EBITDA Margin (VIII = VI/VII)	19.29%	13.48%	7.99%

Reconciliation of PAT Margin

Particulars	As of and for the financial year ended March 31,		
	2025	2024	2023
	(₹ million)		
Restated Profit for the year (I)	1,675.19	713.76	554.49
Total Income (II)	12,779.15	7,124.18	7,300.28
PAT Margin (III=I/II)	13.11%	10.02%	7.60%

Reconciliation of Return on Equity

Particulars	Fiscal		
	2025	2024	2023
	(₹ million)		
Equity attributable to owners of the parent (I)	6,021.78	4,348.35	3,636.61
Adjustments:			
Less: Capital Reserve (II)	40.00	40.00	40.00
Net Worth (III) = (I - II)	5,981.78	4,308.35	3,596.61
Restated Profit for the year attributable to Owners of the Company (IV)	1,673.68	711.83	551.92
Return on Equity (V = IV/III)	27.98%	16.52%	15.35%

Reconciliation of Return on Capital Employed

Particulars	As of and for the financial year ended March 31,		
	2025	2024	2023
	(₹ million)		
Equity attributable to owners of the parent (I)	6,021.78	4,348.35	3,636.61
Adjustments:			
Less: Capital Reserve (II)	40.00	40.00	40.00
Net Worth (III) = (I - II)	5,981.78	4,308.35	3,596.61
Non Controlling Interest (IV)	57.70	56.19	54.26
Non-current Borrowings (V)	455.60	371.05	280.23
Current Borrowings (VI)	2,314.19	956.19	35.91
Capital Employed (VII = III + IV + V + VI)	8,809.27	5,691.78	3,967.01
Restated Profit for the year (VIII)	1,675.19	713.76	554.49
Adjustments:			
Add: Total tax expense (IX)	628.03	244.85	156.33
Add: Finance costs (X)	181.00	84.76	38.75
Earnings Before Interest and Tax (EBIT) (XI = VIII + IX + X)	2,484.22	1,043.36	749.57
Return on Capital Employed (XII = XI/VII)	28.20%	18.33%	18.89%

Reconciliation of Net Debt, Net Debt to EBITDA and Net Debt to Equity

Particulars	As of and for the financial year ended March 31,		
	2025	2024	2023
	(₹ million)		
Non-current Borrowings (I)	455.60	371.05	280.23
Current Borrowings (II)	2,314.19	956.19	35.91
Total Borrowings (III = I + II)	2,769.79	1,327.24	316.14
Adjustments:			
Less: Cash and cash equivalents (IV)	530.90	205.09	335.28
Less: Bank balances other than above (V)	1,406.55	702.32	444.40
Net Debt (VI = III - IV - V)	832.34	419.84	(463.54)
Restated Profit for the year (VII)	1,675.19	713.76	554.49
Adjustments:			
Less: Other income (VIII)	129.19	182.36	258.09
Add: Total tax expense (IX)	628.03	244.85	156.33
Add: Finance costs (X)	181.00	84.76	38.75
Add: Depreciation and amortization expenses (XI)	85.14	74.94	71.13
Earnings Before Interest, Tax, Depreciation and Amortization (EBITDA) (XII = VII - VIII + IX + X + XI)	2,440.16	935.94	562.61
Net Debt to EBITDA (XIII = VI/XII)	0.34x	0.45x	NM

Particulars	As of and for the financial year ended March 31,		
	2025	2024	2023
	(₹ million)		
Total Equity (XIV) (Excluding Capital Reserve)	6,039.48	4,364.54	3,650.87
Net Debt to Equity (XV = VI/XIV)	0.14x	0.10x	(0.13x)

Reconciliation of Net Fixed Assets Turnover Ratio

Particulars	As of and for the financial year ended March 31,		
	2025	2024	2023
	(₹ million)		
Revenue from Operations (I)	12,649.96	6,941.82	7,042.19
Property, Plant and Equipment (II)	1,084.91	447.19	453.16
Right of use assets (III)	6.59	10.86	2.33
Capital Work in Progress (IV)	3.75	225.86	29.19
Goodwill on Merger (V)	1.11	1.11	1.11
Goodwill on Consolidation (VI)	189.51	189.51	189.51
Other Intangible assets (VII)	7.22	5.77	7.53
Intangible assets under development (VIII)	-	0.96	-
Total Net Fixed Assets (IX = II + III + IV + V + VI + VII + VIII)	1,293.10	881.25	682.84
Net Fixed Assets Turnover Ratio (X = I/IX)	9.78x	7.88x	10.31x

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that we believe have or are reasonably likely to have a current or future material effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

Related Party Transactions

We enter into various transactions with related parties in the ordinary course of business. Related party transactions principally include sale of fixed assets, director's remuneration, salary expense with respect to key managerial personnel, sale of goods and purchase of materials with respect to entity owned or significantly influenced by key managerial personnel or their relatives. For further information relating to our related party transactions, see "Restated Consolidated Financial Information – Note 28 Related Party Disclosure" on page 374.

Auditor's Observation

There are no qualifications or emphasis of matter included by our Statutory Auditors in their examination report to the Restated Consolidated Financial Information.

Also see "Risk Factors – The examination report of our Restated Consolidated Financial Information highlights certain qualifications (with respect to non-appointment of independent director on the board of directors of our Subsidiary) and emphasis of matter that were included by the previous auditor in their audit reports for Fiscals 2023 and 2024. While these qualifications and emphasis of matter do not subsist in Fiscal 2025, there can be no assurance that our audit reports for any future periods or financial years will not contain qualifications, matters of emphasis or other observations, including any observations that may have an effect on our financial statements and which could adversely affect our business, financial condition, cash flows and results of operations." on page 39.

Quantitative and Qualitative Disclosures about Market Risk

We are exposed to credit risk, liquidity risk and market risk. Our Board has the overall responsibility for the

establishment and oversight of our risk management framework. Our Board is responsible for monitoring our risk management policies.

Our risk management policies are established to identify and analyze the risks faced by us, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and our activities.

Our financial risk management is integral for planning and executing our business strategies.

Credit Risk

Credit risk is the risk of financial loss to us if a customer fails to meet its obligations under a financial instrument or customer contract. The carrying amount of financial assets represents the minimum credit exposure. We are exposed to credit risk from our operating activities (primarily trade receivables).

Set out below is our trade receivables ageing schedule as of March 31, 2025:

Ageing	Not Due	Less than 6 months	6 months to 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade Receivables-considered good	3,490.62	1,896.68	835.35	436.59	116.99	-	6,776.23
(ii) Undisputed Trade Receivables-which have significant increase in credit risk	-	-	-	0.04	14.33	191.54	205.91
(iii) Disputed Trade Receivables-considered good	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables-which have significant increase in credit risk	-	-	-	-	-	-	-
Total	3,490.62	1,896.68	835.35	436.63	131.32	191.54	6,982.14
Less: Allowance for Expected Credit Loss							(205.91)
Total							6,776.23

Liquidity Risk

Liquidity risk is defined as the risk that we will not be able to settle or meet our obligations on time or at a reasonable price. Our approach to managing liquidity is to ensure, as far as possible, that we will have sufficient liquidity to meet our liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to our reputation.

Set out below is the maturity analysis of our financial liabilities based on contractually agreed undiscounted cash flows as of March 31, 2025:

Particulars	Carrying amount	Contractual Cashflow				
		Up to 1 year	1-2 years	2-5 years	More than 5 years	Total
Non-derivative financial liabilities						
Trade payables	3,153.71	3,153.71	-	-	-	3,153.71
Borrowings	2,769.79	2,314.19	73.97	92.89	288.74	2,769.79
Lease liabilities	5.63	3.68	2.56	-	-	6.24
Other financial liabilities	69.33	69.33	-	-	-	69.33

Market Risk

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates and commodity prices, will affect our income or the value of our financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables, long term debt and commodity prices. We are exposed to market risk primarily related to interest rate risk and commodity price risk.

Interest Rate Risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest-bearing investments because of fluctuations in the interest rates, in cases where the borrowings are measured at fair value through the statement of profit and loss. Cash flow interest rate risk is the risk that the future cash flows of floating interest-bearing investments will fluctuate because of fluctuations in the interest rates.

Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. We undertake transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise.

Particulars	Currency	As of March 31, 2025		As of March 31, 2024		As of March 31, 2023	
		Amount in Foreign Currency	Amount in ₹	Amount in Foreign Currency	Amount in ₹	Amount in Foreign Currency	Amount in ₹
		(million)					
a) Trade Receivables	EUR	5,42,317	48.94	8,53,700	77.02	8,66,649	77.66
	USD	2,68,962	22.99	1,52,686	12.73	4,45,882	36.66
	GBP	73,302	8.02	56,436	5.94	57,765	5.71
b) Trade Payables	USD	6,04,559	52.10	10,72,575	89.42	21,74,204	178.76
	EUR	3,916	0.36	1,31,912	11.90	-	-
	JPY	12,00,000	0.66	-	-	-	-

For further information, see “*Restated Consolidated Financial Information – Note 35 Financial Risk Management*” on page 381.

Unusual or Infrequent Events or Transactions

Except as disclosed in this Draft Red Herring Prospectus, there have been no other events or transactions that, to our knowledge, may be described as “unusual” or “infrequent” that led to a material adverse effect on our business and operations.

Known Trends or Uncertainties

Our business has been subject, and we expect it to continue to be subject, to significant economic changes. To our knowledge, except as discussed in this Draft Red Herring Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on income from our operations. For further information regarding trends and uncertainties, please see “- *Significant Factors Affecting Our Financial Condition and Results of Operations*” on page 393 and “*Risk Factors*” on page 32.

Future Relationship between Cost and Income

Except as disclosed in this Draft Red Herring Prospectus, there are no known factors that will have a material adverse impact on our operations and finances. For further information, see “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” on pages 32, 252 and 392, respectively.

Seasonality of Business

Our business is subject to seasonality as we experience low demand for our solar products during the first half of the Fiscal. For further information, see “*Risk Factors – Our solar products business is subject to seasonality which causes fluctuations in our sales and working capital surge during certain quarters*” on page 56.

Significant Dependence on a Single or Few Customers or Suppliers

We depend on certain of our customers for a significant portion of our revenue. In Fiscals 2025, 2024 and 2023, our top 10 customers accounted for 58.62%, 57.14% and 54.24%, respectively, of our revenue from operations. For further information, see “*Risk Factors – We depend on certain key customers for a portion of our revenues (our top 10 customers contributed to 58.62% of our revenue from operations in Fiscal 2025). Any decrease in revenues from any of our key customers or any loss of these customers may adversely affect our business, financial condition, cash flows and results of operations*” on page 37.

We depend on certain of our suppliers for a portion of our raw materials. In Fiscals 2025, 2024 and 2023, our top 10 suppliers accounted for 63.41%, 50.17% and 48.28% of our total purchases, respectively. For further information, see “*Risk Factors - Our operations are subject to volatility in the supply and pricing of raw materials, which constitute a significant portion of our total expenses. We are dependent on third parties for certain raw materials and an inability to procure the required quality and quantity, at competitive prices, could have an adverse effect on our business, financial condition, cash flows and results of operations*” on page 35.

Segment Reporting

As required under Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the performance and allocates resources based on the analysis of various performance indicators. We operate in one business segment i.e., manufacturing and installation of electric motors, gearbox, gearmotor, drivetrain for electric vehicle, motors for railways, solar pump and solar pumping systems, which have similar risks and returns.

For further information relating to our related party transactions, see “*Restated Consolidated Financial Information – Note 33 a) Segment Information*” on page 380.

Significant Economic Changes

Our business has been subject, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect income from operations. See “*Risk Factors*” and “*—Significant Factors Affecting Our Financial Condition and Results of Operations*” on pages 32 and 393, respectively.

New Products or Business Segment

Apart from the disclosures in “*Our Business*” on page 252, we currently have no plans to develop new products or establish new business segments that are expected to have a material impact on our business, results of operations or financial condition.

Competitive Conditions

We operate in a competitive environment. Please refer to the sections “*Industry Overview*”, “*Our Business*”, and “*Risk Factors*” on pages 156, 252 and 32, respectively, for further information on our industry and competition.

Significant Developments subsequent to March 31, 2025

Except as disclosed below and elsewhere in this Draft Red Herring Prospectus, no circumstances have arisen since the date of the last financial statements as disclosed in this Draft Red Herring Prospectus which materially or 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 12 months:

S. No.	Details of Material developments
1.	Company has acquired a 100% equity share capital in Su-Vastika Systems Private Limited on June 30, 2025.
2.	Company has taken additional ₹2,400 million borrowings (fund based and non-fund based) from various banks.
3.	Company has acquired 50.99% stake in Statcon Energjaa Private Limited on August 29, 2025.

CAPITALISATION STATEMENT

The following table sets forth our capitalisation as of March 31, 2025, derived from our Restated Consolidated Financial Information. The table below should be read in conjunction with the sections titled “*Risk Factors*”, “*Restated Consolidated Financial Information*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*”, on pages 32, 331 and 392, respectively:

(₹ in million, other than the ratios)

Particulars	Pre-Offer at March 31, 2025	As adjusted for the proposed Offer**
Borrowings		
Current borrowings	2,240.34	[●]
Non-current borrowings (including current maturity and interest accrued and due on borrowings)	529.45	[●]
Total Borrowings (A)	2,769.79	
Equity		
Equity share capital	25.62	[●]
Other equity	5,996.16	[●]
Total equity (B)	6,021.78	[●]
Total Capitalisation (A+B)	8,791.57	[●]
Ratio: Non-current borrowings/ Total Equity (Times)	0.09	[●]
Ratio: Total Borrowings / Total Equity (Times)	0.46	[●]

*These terms shall carry the meaning as per Schedule III of the Companies Act, 2013 (as amended).

**To be updated upon finalization of the Offer Price.

Notes

1) The above has been computed on the basis on amounts derived from the Restated Consolidated Financial Information.

2) Changes in the share capital since March 31, 2025

a. The Company has allotted 57,640,419 Equity Shares to shareholders on August 27, 2025 pursuant to a bonus issue, in the ratio of 9:4 Equity Shares of ₹1 each, authorised by Shareholders through an ordinary resolution at their meeting held on August 16, 2025.

FINANCIAL INDEBTEDNESS

Our Company and our Subsidiaries avail loans and financing facilities in the ordinary course of their business for meeting their working capital and business requirements. For details regarding the borrowing powers of our Board, please see “*Our Management – Borrowing powers*” on page 306.

We have obtained the necessary consents required under the relevant financing documentation for undertaking activities in relation to the Offer, including, *inter alia*, effecting changes in our capital structure, shareholding pattern, Board composition and constitutional documents.

As of August 31, 2025, our outstanding borrowings (on a consolidated basis) aggregated to ₹7,045.21 million.

The details of the indebtedness of our Company (on a consolidated basis) as on August 31, 2025 are provided below:

(in ₹ million)		
Category of borrowing	Sanction Amount as at August 31, 2025	Outstanding amount as at August 31, 2025
Secured		
Term Loans	399.40	224.41
Working Facilities	5,379.50	4,217.52
(A) Fund based	*	2,597.03
(B) Non-fund based	*	1,620.49
Vehicle Loan	19.41	11.77
FD backed OD Limits	1,138.40	1,146.32
Vendor Financing	150.00	64.48
Debentures (CCD and NCD)	1,820.00	1,320.00
Total Secured	8,906.61	6,984.50
Unsecured Loan	67.53	60.71
Total Loan	8,974.14	7,045.21

As certified by the K C Mehta & Co. LLP, Chartered Accountants, pursuant to certificate dated September 23, 2025.

**Our Company and our Subsidiaries have been sanctioned working capital facilities which contains both fund based and non-fund based limits which can be used interchangeably.*

For further details in relation to financial indebtedness of our Company, see “*Restated Consolidated Financial Information*” on page 331.

Principal terms of the borrowings availed by our Company and our Subsidiaries:

The details provided below are indicative and there may be additional terms, conditions and requirements under the various financing documentation executed by our Company and our Subsidiaries in relation to our indebtedness.

1. **Interest:** Financing arrangements of our Company typically have fixed interest rate linked to a base rate plus spread, as specified by respective lenders, from time to time. The interest rate is in a range of 7.10% to 18.00%.
2. **Validity/Tenor:** The working capital facilities availed by our Company are typically available for a period of 12 months, subject to periodic review by the relevant lender. The tenor of the term loans availed by our Company typically range from 3 years to 8 years.
3. **Penal interest:** The terms of certain of our borrowings prescribe penalties for non-compliance of certain obligations by our Company, *inter alia*, delay in the repayment of principal instalment, interest, charges or other monies due on the facility, non-submission of annual financial statements and other irregularities as specified in the terms of sanction. The default interest payable on our borrowings typically ranges from 1% to 2% per annum. Additional interest as specified by the lenders may be charged in case of continuation of the non-compliance beyond a certain period.
4. **Pre-payment penalty:** The terms of the borrowings availed by our Company typically have pre-payment provisions, which allow for pre-payment of the outstanding amount on giving notice to the concerned lender, the

payment of prepayment penalty in accordance with the relevant financing arrangement mutually agreed from time to time.

5. **Repayment:** The working capital facilities are typically repayable on demand or on their respective due dates within the maximum tenure. The term loans are typically repayable in structured instalments.
6. **Security:** A uniform security package is required across all lenders, with strict deadlines for perfection security package:
 - a. first *pari-passu* charge over all current assets (present and future);
 - b. second *pari-passu* charge on specified immovable properties and movable fixed assets;
 - c. corporate guarantee from our Subsidiary, Rotomotive Powerdrives India Limited; and
 - d. personal guarantees from our Promoters, Umesh Mohan Balani and Neelam Umesh Balani.

The above is an indicative list and there may be additional securities created under various borrowing arrangements by the Company.

7. **Key Covenants:** Certain of our borrowing arrangements provide for covenants restricting certain corporate actions, and we are required to take the prior approval of the relevant lender before undertaking such corporate actions, such as following:
 - a. effecting any change in the constitution / composition of our Company or permitting any transfer of controlling interest or effecting any change in the management set-up;
 - b. effecting any change in our ownership or capital structure where the shareholding of the existing promoter and promoter group gets diluted below certain specified levels or leads to dilution in controlling stake;
 - c. making any amendments in the Memorandum of Association or Articles of Association;
 - d. sell, assign, mortgage or otherwise dispose of any assets charged by the lender;
 - e. formulate any scheme of amalgamation or reconstruction or effecting any mergers and acquisitions;
 - f. failure to pay any amount due and payable to lender, including instalments, servicing of interest on the facilities availed by our Company;
 - g. declare dividends for any year except out of profits relating to that year;
 - h. invest by way of share capital in or lend or advance fund to or place deposits with other concern, including group concerns, with the exception of normal trade credit or security deposit in the ordinary course of business or advances to employees;
8. **Events of default:** The borrowing arrangements entered into by our Company contain standard events of default, including:
 - a. default in payment of interest, other charges or instalment amount due or repayment of principal amounts;
 - b. non-compliance with ownership, financial, performance and/or security covenants;
 - c. any change of ownership, control and/or management of our Company;
 - d. material adverse change affecting the business or financial position of our Company;
 - e. utilisation of the facilities or any part thereof for purposes other than as sanctioned by the lender;
 - f. any security furnished to secure obligations or liabilities of the Company to the lender is or becomes invalid or unenforceable;
 - g. cessation of business or threat of cessation of business of our Company;
 - h. expropriation, nationalisation or compulsory acquisition by authority of government;
 - i. initiation of winding-up or liquidation proceedings of our Company; and
 - j. cross defaults across other facilities of our Company or its affiliates or associated companies.

The above is an indicative list and there may be additional terms that may amount to an event of default under the various borrowing arrangements entered into by our Company.

9. **Consequences of occurrence of events of default:** Upon the occurrence of events of default, our lenders may:
 - a. accelerate the maturity of facility and declare all amounts outstanding in respect of facility due and payable

- immediately;
- b. recall advance and take any recovery action;
- c. convert whole or part of the outstanding loan obligations into fully paid-up Equity Shares;
- d. enforce security or change any of the terms of sanction;
- e. impose penal interest on the principal amount; and
- f. appoint a nominee director on board of our Company.

The above is an indicative list and there may be additional consequences of an event of default under the various borrowing arrangements entered into by our Company.

For risk in relation to the financial and other covenants required to be complied with in relation to our borrowings, see *“Risk Factors – We have incurred indebtedness in the past. Our inability to obtain further financing or meet our obligations, including financial and other restrictive covenants under our debt financing arrangements could adversely affect our business, financial condition, cash flows and results of operations”* on page 48.

Issue of Non-Convertible Debentures

Our Company has issued 10,000 fully paid up, senior, secured, unlisted, redeemable, non-convertible debentures, each having a face value of ₹0.10 million each aggregating to ₹1,000.00 million (the **“Non-Convertible Debentures”**) to Neo Income Plus Fund (acting through Neo Asset Management Private Limited) and Neo Markets Services Private Limited (collectively the **“Debenture Holders”**).

In terms of the debenture trust deed dated August 22, 2025 executed between our Company and Catalyst Trusteeship Limited (the **“Debenture Trustee”** and such debenture trust deed the **“DTD”**), the principal terms of the Non-Convertible Debentures are as follows:

1. **Tenor:** The tenure of the Debentures is 36 months from the deemed date of allotment of the Debentures.
2. **Coupon Rate:** The coupon rate for the Debentures is 11% per annum and the coupon payment frequency is on a monthly basis.
3. **Key covenants:** In terms of the DTD, our Company is required to comply with certain financial and restrictive covenants, and is required to obtain the prior written consent of the Debenture Trustee before carrying out certain corporate actions, including but not limited to the following:
 - a. make or permit or implement, any change in the authorized share capital, shareholding pattern or capital structure of the Company until the completion of the Offer;
 - b. create or permit or record any security interest or encumbrance on or with respect to any of the secured assets;
 - c. change the accounting policies or accounting reference date of the Company, change its fiscal year or methodology for preparing financial statements unless required by applicable law;
 - d. enter into any joint ventures, strategic alliance, partnership or modify the terms of any joint venture, strategic alliances or partnership;
 - e. undertake any amalgamation, acquisition or expansion of business, merger, de-merger or enter into a scheme of arrangement or compromise with creditors or shareholders;
 - f. make any change to the nature or scope of our Company’s business; and
 - g. modify the structure of the Debentures in terms of coupon, conversion, redemption or otherwise.

SECTION VIII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND OTHER MATERIAL DEVELOPMENTS

*Except as disclosed in this section, there are no outstanding (i) criminal proceedings (including matters at FIR stage where no / some cognizance has been taken by any court or any other judicial authority); (ii) actions (including all penalties and show-cause notices) by regulatory authorities and statutory authorities (including any judicial, quasi-judicial, administrative or enforcement authorities); (iii) claims related to direct or indirect tax liabilities; or (iv) proceedings (other than proceedings covered under (i) to (ii) above) which have been determined to be material pursuant to the Materiality Policy (as disclosed herein below), involving our Company, Subsidiaries, Directors or Promoters (the “**Relevant Parties**”).*

Additionally, except as disclosed in this section, there are no outstanding: (i) criminal proceedings (including matters at FIR stage where no / some cognizance has been taken by any court or any other judicial authority) involving the key managerial personnel and senior management of the Company; and (ii) actions (including all penalties and show-cause notices) by regulatory and statutory authorities (including any judicial, quasi-judicial, administrative or enforcement authorities) against the Key Managerial Personnel and Senior Management of our Company.

*In relation to (iv) above, our Board in its meeting held on September 18, 2025 has considered and adopted a policy of materiality for identification of material litigation / arbitration (“**Materiality Policy**”). In terms of the Materiality Policy, the following shall be considered ‘material’ for the purposes of disclosure in this Draft Red Herring Prospectus:*

- (i) Any pending litigation / arbitration involving the Relevant Parties, in which the aggregate monetary amount claimed, to the extent quantifiable, by or against the Relevant Parties (individually or in the aggregate) in any such pending litigation / arbitration proceedings is equal to or in excess of (i) two per cent of the turnover of the Company as per the last completed fiscal year in the Restated Consolidated Financial Information of the Company; or (ii) two per cent of the net worth of the Company, as per the last completed fiscal year in the Restated Consolidated Financial Information of the Company; or (iii) five per cent of the average of absolute value of profit or loss after tax for the last three fiscal years, as per the Restated Consolidated Financial Information included in the Offer Documents, whichever is lower (“**Materiality Threshold**”); or*
- (ii) Any pending litigation / arbitration proceedings involving the Relevant Parties wherein a monetary liability is not quantifiable, or which does not fulfil the threshold as specified in point (i) above, but the outcome of which could, nonetheless, have a material adverse effect on the business, operations, performance, prospects, financial position or reputation of our Company; or*
- (iii) Any pending litigation / arbitration proceedings involving the Relevant Parties where the decision in one litigation is likely to affect the decision in similar litigations, such that the cumulative amount involved exceeds the Materiality Threshold, even though the amount involved in an individual litigation may not exceed the Materiality Threshold.*

Two percent of turnover, as per the Restated Consolidated Financial Information for Fiscal 2025 is ₹255.58 million, two percent of net worth, as per the Restated Consolidated Financial Information as at March 31, 2025 is ₹121.59 million and five percent of the average of absolute value of profit or loss after tax, as per the Restated Consolidated Financial Information for the Fiscals 2025, 2024 and 2023 is ₹49.06 million. Accordingly, ₹49.06 million has been considered as the materiality threshold for the purpose of (i) above. Further, except as disclosed in this section, there are no disciplinary actions (including penalties) taken against any of our Promoters by SEBI or any stock exchange in the five Fiscals preceding the date of this Draft Red Herring Prospectus.

For the purposes of the above, pre-litigation notices received by any of the Relevant Parties from third parties (excluding those notices issued by statutory / regulatory / governmental / tax / judicial/ quasi-judicial authorities or notices threatening criminal action) shall, unless otherwise decided by the Board, not be considered as litigation and accordingly not be disclosed in the Offer Documents until such time that Relevant Parties, as applicable, are impleaded as defendants in litigation proceedings before any judicial, arbitral forum or government authority, or is notified by any governmental, statutory or regulatory authority of any proceeding that may be commenced.

All terms defined in a particular litigation disclosure below are for that particular litigation only.

Further, our Board, in its meeting held on September 18, 2025 has approved that a creditor of our Company shall be considered ‘material’ if the amount due to such creditor exceeds five percent of the consolidated trade payables of our Company as of the end of the most recent period covered in the Restated Consolidated Financial Information. The consolidated trade payables of our Company as on March 31, 2025 were ₹3153.71 million. Accordingly, a creditor has been considered ‘material’ if the amount due to such creditor exceeds ₹157.69 million as on March 31, 2025.

For outstanding dues to any micro, small or medium enterprise (“MSME”), the disclosure shall be based on information available with the Company regarding the status of the creditor as defined under Micro, Small and Medium Enterprises Development Act, 2006, as amended, read with the rules and notifications thereunder.

Unless stated to the contrary, the information provided below is as on the date of this Draft Red Herring Prospectus.

Litigation proceedings involving our Company

(a) Criminal proceedings

As on the date of this Draft Red Herring Prospectus, there are no pending criminal proceedings involving our Company.

(b) Actions by statutory or regulatory authorities

As on the date of this Draft Red Herring Prospectus, there are no pending actions initiated by statutory or regulatory authorities against our Company.

(c) Claims related to direct and indirect taxes

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, there are no pending claims related to direct and indirect taxes involving our Company:

S. No.	Nature of Proceedings	Number of cases	Amount in dispute/demand (in ₹ million)
1.	Direct Tax	4	545.59*
2.	Indirect Tax	3	11.42**
Total		7	557.01

*To the extent quantifiable

**Includes one case involving a refund of ₹ 1.48 million

Material Tax Litigation

For the assessment year 2021-22, the Assessing Officer, National Faceless Assessment Centre (“**Assessing Officer**”), vide order dated December 22, 2022 under Section 143(3) read with Section 144B of the IT Act, (a) treated ₹986.79 million as unexplained income on account of the difference between turnover as per GST/Form 26AS and the turnover disclosed in the Profit and Loss account, and (b) withdrew ₹5.05 million from the deduction claimed under Section 35(1) of the IT Act. Consequently, a demand of ₹369.23 million was raised against our Company, and penalty proceedings under Section 270A of the IT Act for under-reporting of income were initiated. Our Company filed a writ petition before the High Court of Gujarat (“**High Court**”). By order dated October 4, 2024, the writ petition was disposed of as not pressed, with liberty to pursue the statutory appellate remedy. By a subsequent order dated October 9, 2024, the High Court directed that the time spent in the writ proceedings be treated as bona fide for condonation of delay and that the interim relief earlier granted on January 23, 2023, restraining recovery shall continue to operate for a further period of four weeks. Pursuant thereto, our Company filed an appeal under Section 246A in Form 35 on October 21, 2024, before the Commissioner of Income-tax (Appeals), NFAC, disputing the above additions and demand. Our Company has also made a suo-moto application before the Assessing Officer seeking to keep the demand in abeyance pending

disposal of the appeal. The appeal is currently pending.

(d) Other material proceedings

As on the date of this Draft Red Herring Prospectus, there are no other proceedings involving our Company, which have been considered material by our Company in accordance with the Materiality Policy.

Litigation proceedings involving our Subsidiaries

Litigation by the Subsidiaries

(a) Criminal proceedings

1. Krunalbhai Virendrakumar Bhatt, holding the position of a senior executive at Rotomotive (the “**Complainant**”) has registered a first information report with the Borsad Rural Police Station, Anand, Gujarat against Shakil Ranjitsinh Rana (the “**Accused**”), an erstwhile employee in the winding department of Rotomotive under Section 306 of the Bharatiya Nyaya Sanhita on the grounds of stealing enamelled copper wire from the premises of Rotomotive. The matter is currently pending.
2. Statcon (the “**Complainant**”) has filed a complaint under Section 138 read with Section 141 of the Negotiable Instruments Act, 1881, against Kotak Urja Private Limited (the “**Accused**”). The Accused had placed a purchase order dated January 14, 2016 (“**Purchase Order**”) for the supply of three sets of solar power generating systems, amounting to ₹3.97 million. On April 15, 2016, the Complainant had presented the cheque amounting to ₹3.67 million with Punjab National Bank as part payment against the Purchase Order. However, the said cheque was dishonoured with the endorsement of insufficient funds. The Complainant has issued a legal notice dated August 3, 2016 to the Accused demanding payment of the said amount, however the Accused failed to pay the amount of the dishonoured cheque. Pursuant to the dishonour of cheque, Statcon has filed the criminal case before the court of Chief Judicial Magistrate, Gautam Buddh Nagar, Noida, Uttar Pradesh for the recovery of amount of ₹3.67 million. The matter is currently pending.
3. Statcon (the “**Complainant**”) has filed a complaint under Section 138 read with Section 141 of the Negotiable Instruments Act, 1881, against G.E.T Power Limited (the “**Accused**”). The Accused had placed a purchase order dated July 04, 2012 (“**Purchase Order**”) for the supply of two sets of battery bank, charger along with accessories, amounting to ₹45.84 million. On May 16, 2013, the Complainant had presented cheques amounting to ₹10 million each with State Bank of India, Noida against the Purchase Order. However, the said cheques were dishonoured with the endorsement of exceeds arrangements. The Complainant has issued a legal notice dated July 14, 2013 to the Accused demanding payment of the said amount, however the Accused failed to pay the amount of the dishonoured cheque. Pursuant to the dishonour of cheque, Statcon has filed the criminal case before the court of Chief Judicial Magistrate, Gautam Buddh Nagar, Noida, Uttar Pradesh for the recovery of amount of ₹20 million. The matter is currently pending.
4. Statcon (the “**Complainant**”), through its authorised representative, Chitranjan Raut has filed a complaint letter with the Office of Police Commissioner, Guatam Buddh Nagar, Noida, Uttar Pradesh against Helios Synergy Private Limited (the “**Accused**”) under Section 406 and 420 of the Indian Penal Code on the grounds of fraud and criminal breach of trust. The Complainant had placed a purchase order dated May 20, 2022 (“**Purchase Order**”) for setting up a solar plant, amounting to ₹5.35 million. Owing to the lack of available goods, the Purchase Order was reduced to an amount of ₹4.28 million and the same was paid by the Complainant. Against the Purchase Order, the Accused dispatched goods worth ₹2.14 million and refused to honour the balance amount. The matter is currently pending.
5. Su-Vastika (the “**Complainant**”) has filed a complaint dated August 6, 2019 under section 138 of the NI Act against Lokesh Trading Co. pursuant to the dishonour of cheque raised by the Complainant. The matter is

currently pending before the Chief Judicial Magistrate, Gurugram.

(b) Other pending litigations

1. A criminal complaint dated September 13, 2021, was filed by Anuj Aggarwal (“**Complainant**”) against Su-Vastika before the Judicial Magistrate, North District, Rohini Court, Delhi. As on the date of this Draft Red Herring Prospectus, Su-Vastika has not received notices or any other document in relation to this matter.

(c) Actions by statutory or regulatory authorities

As on the date of this Draft Red Herring Prospectus, there are no pending actions initiated by statutory or regulatory authorities against our Subsidiaries.

(d) Claims related to direct and indirect taxes

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, there are no pending claims related to direct and indirect taxes involving our Subsidiaries:

S. No.	Nature of Proceedings	Number of cases	Amount in dispute/demand (in ₹ million)*
1.	Direct Tax	1	0.23
2.	Indirect Tax	2	4.61
Total		3	4.84

*To the extent quantifiable.

(e) Other material proceedings

As on the date of this Draft Red Herring Prospectus, there are no other proceedings involving any of our Subsidiaries, which have been considered material by our Subsidiaries in accordance with the Materiality Policy.

Litigation proceedings involving our Directors

(a) Criminal proceedings

As on the date of this Draft Red Herring Prospectus, there are no pending criminal proceedings involving any of our Directors.

(b) Actions by statutory or regulatory authorities

As on the date of this Draft Red Herring Prospectus, there are no pending actions initiated by statutory or regulatory authorities against our Directors.

(c) Claims related to direct and indirect taxes

As on the date of this Draft Red Herring Prospectus, there are no pending claims related to direct or indirect taxes involving our Directors.

(d) Other pending proceedings

As on the date of this Draft Red Herring Prospectus there are no other pending proceedings involving any of our Directors, which have been considered material by our Company in accordance with the Materiality Policy.

Litigation proceedings involving our Promoters

(a) Criminal proceedings

As on the date of this Draft Red Herring Prospectus, there are no pending criminal proceedings involving our

Promoters.

(b) Actions by statutory or regulatory authorities

As on the date of this Draft Red Herring Prospectus, there are no pending actions initiated by statutory or regulatory authorities against our Promoters.

(c) Claims related to direct and indirect taxes

As on the date of this Draft Red Herring Prospectus, there are no pending claims related to direct or indirect taxes involving our Promoters.

(d) Other pending proceedings

As on the date of this Draft Red Herring Prospectus, there are no other pending proceedings involving our Promoters, which have been considered material by our Company in accordance with the Materiality Policy.

(e) Disciplinary action including any penalty taken against our Promoters in the five Fiscals preceding the date of this Draft Red Herring Prospectus by SEBI or any stock exchange

No disciplinary action including any penalty has been taken against our Promoters in the five Fiscals preceding the date of this Draft Red Herring Prospectus either by SEBI or any stock exchange.

Litigation proceedings involving our Key Managerial Personnels and members of Senior Management

(a) Criminal proceedings

As on the date of this Draft Red Herring Prospectus, there are no pending criminal proceedings involving any of our Key Managerial Personnels or members of Senior Management.

(b) Actions by statutory or regulatory authorities

As on the date of this Draft Red Herring Prospectus, there are no pending actions initiated by statutory or regulatory authorities against our Key Managerial Personnels or members of Senior Management.

Outstanding dues to small scale undertakings, material creditors, and any other creditors

In terms of the Materiality Policy, such creditors are considered 'material' to whom the amount due exceeds five percent of the consolidated trade payables of our Company as on March 31, 2025. As on March 31, 2025, there are three material creditors towards whom our Company has overdues amount of ₹1,978.80 million. For complete details of overdues to material creditors, along with the name and amounts involved for each material creditor, see https://www.rotomag.com/investor_relation.html.

Our Company owed a total sum of ₹3,153.71 million to a total number of 738 creditors as on March 31, 2025. The details of our outstanding dues to the MSMEs and other creditors, on a consolidated basis, as on March 31, 2025, are as follows:

Particulars*	Number of Creditors	Amount involved (in ₹ million)
MSMEs	423	2,552.08
Other creditors	315	601.63
Total	738	3,153.71

* As certified by the K C Mehta & Co. LLP, Chartered Accountants, pursuant to certificate dated September 23, 2025

Material Developments

Except as stated in the section "Management's Discussion and Analysis of Financial Condition and Results of

Operations” on page 392, there have not arisen, since the date of the last Restated Consolidated Financial Information disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect or are likely to affect our trading or profitability taken as a whole or the value of our consolidated 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 all material consents, licenses, approvals, registrations, and permits obtained by our Company and our Material Subsidiaries which are considered material and necessary for the purpose of undertaking our business activities and operations, and except as disclosed herein, we have obtained all material consents, licenses, registrations, permissions and approvals from various governmental, statutory and regulatory authorities, which are considered material and necessary for undertaking the current business activities and operations of our Company and our Material Subsidiaries. In the event any of the material approvals and licenses that are required for our business and operations expire in the ordinary course, we make applications for their renewal from time to time. Unless otherwise stated, these approvals are valid as on the date of this Draft Red Herring Prospectus.

For details in connection with the regulatory and legal framework within which our Company operates, see “Key Regulations and Policies in India” on page 282.

For Offer related approvals obtained by our Company, see “Other Regulatory and Statutory Disclosures” on page 440. For details of the risk associated with a delay in obtaining, or not obtaining, the requisite material approvals, see “Risk Factors – We are required to obtain, renew or maintain statutory and regulatory permits, licenses and approvals to operate our business, and any delay or inability in obtaining, renewing or maintaining such permits, licenses and approvals could result in an adverse effect on our business, financial condition, cash flows and results of operations” on page 56.

I. Approvals in relation to the Offer

For details regarding the approvals and authorisations obtained by our Company in relation to the Offer, see “*Other Regulatory and Statutory Disclosures – Authority for the Offer*” on page 440.

II. Material approvals in relation to our Company

(i) Incorporation details

- a) Certificate of incorporation dated August 24, 1993, issued by the Registrar of Companies, Gujarat, Dadra & Nagar Haveli, in the name of ‘Rotomag Motors and Controls Private Limited’, with CIN ‘U34100GJ1993PTC020063’.
- b) Certificate of incorporation consequent upon conversion to public company dated April 29, 2025 issued by the Registrar of Companies, Central Processing Centre, pursuant to conversion of our Company from a ‘private limited company’ to a ‘public limited company’ and consequential change in our name from ‘Rotomag Motors and Controls Private Limited’ to ‘Rotomag Motors and Controls Limited’, with the new CIN ‘U34100GJ1993PLC020063’.
- c) Certificate of incorporation pursuant to change of name dated May 8, 2025 issued by the Registrar of Companies, Central Processing Centre pursuant to the change of name of our Company from ‘Rotomag Motors and Controls Limited’ to ‘Rotomag Enertec Limited’.

For further details in relation to the incorporation of our Company, see “*History and Certain Corporate Matters*” on page 291.

(ii) Tax related approvals

- a) The permanent account number of our Company is ‘AAACR9061K’, issued by the Income Tax Department, Government of India under the Income-tax Act, 1961.
- b) The tax deduction account number of our Company is ‘BRDR00897B’, issued by the Income Tax Department, Government of India under the Income-tax Act, 1961.

- c) Goods and service tax registration under the Gujarat Goods and Service Tax Act, 2017.
- d) Professional tax certificate issued under the Gujarat State Tax on Professions, Trades, Callings and Employment Act, 1976.

(iii) Business and environment related approvals

- a) Consolidated consent and authorisation, issued by the Gujarat Pollution Control Board under Section 21 of Air (Prevention and Control of Pollution) Act, 1981, Section 25 of Water (Prevention and Control of Pollution) Act, 1974 and Rule 6 and Rule 18(7) of Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 for our Udyognagar Unit.
- b) Factories licenses issued by the Directorate Industrial Safety and Health, Gujarat State, under the Factories Act, 1948 to enable our Company to operate Udyognagar Unit.
- c) Certificate of importer-exporter code issued by the Directorate General of Foreign Trade, Ministry of Commerce and Industry, Government of India under the Foreign Trade (Development and Regulation) Act, 1992.
- d) Certificate of stability issued under the Gujarat Factories Rules, 1963.

(iv) Labour / employment related approvals

- a) Certificate of registration issued by the Employees' Provident Fund Organisation under the Employees Provident Fund and Miscellaneous Provisions Act, 1952.
- b) Certificates of registration issued by the Assistant Labour Commissioner, Anand, Government of Gujarat under the Contract Labour (Regulation and Abolition) Act, 1970.

III. Approvals in relation to our Material Subsidiaries

Rotomotive Powerdrives India Limited ("Rotomotive")

(i) Incorporation details

- a) Certificate of incorporation dated July 6, 2006, issued by the Registrar of Companies, Gujarat, Dadra & Nagar Haveli, in the name of 'Rotomotive Powerdrives India Limited', with CIN 'U31103GJ2006PLC048638'.

(ii) Tax related approvals

- a) The permanent account number of Rotomotive is 'AADCR3368J', issued by the Income Tax Department, Government of India under the Income-tax Act, 1961.
- b) The tax deduction account number of Rotomotive is 'BRDR01445D', issued by the Income Tax Department, Government of India under the Income-tax Act, 1961.
- c) Rotomotive has obtained Goods and service tax registration under the Gujarat Goods and Service Tax Act, 2017.
- d) Rotomotive has obtained professional tax certificate issued under the Gujarat State Tax on Professions, Trades, Callings and Employment Act, 1976.

(iii) Business and environment related approvals

- a) Consent to operate and authorisation, issued by the Gujarat Pollution Control Board under Section 21 of Air

(Prevention and Control of Pollution) Act, 1981, Section 25 of Water (Prevention and Control of Pollution) Act, 1974 and Rule 6 and Rule 18(7) of Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016 for our Napa Talpad Unit.

- b) Factories license issued by the Directorate Industrial Safety and Health, Gujarat State, under the Factories Act, 1948 to operate the Napa Talpad Unit.
- c) Provisional factory license issued by the Office of Assistant Director Industrial Safety & Health, Anand, Gujarat for our Napa Gana Unit.
- d) Importer-exporter code, issued by Directorate General of Foreign Trade, Ministry of Commerce and Industry, Government of India under Foreign Trade (Development and Regulation) Act, 1992.

(iv) Labour / employment related approvals

- a) Certificate of registration issued by the Employees' Provident Fund Organisation under the Employees Provident Fund and Miscellaneous Provisions Act, 1952.
- b) Certificates of registration issued by the Assistant Labour Commissioner, Anand, Government of Gujarat under the Contract Labour (Regulation and Abolition) Act, 1970 for the Napa Gana Unit and Napa Talpad Unit.

Statcon Energiaa Private Limited ("Statcon")

(i) Incorporation details

- a) Certificate of incorporation dated July 26, 1991 issued by the Registrar of Companies, Delhi & Haryana at New Delhi, in the name of 'Triport Electronics Private Limited', with corporate identity number ("CIN"): 'U31100DL1991PTC045130'.
- b) Certificate of incorporation dated December 26, 2014 issued by the Registrar of Companies, Delhi at Delhi pursuant to the change of name of our Company from 'Triport Electronics Private Limited' to 'Statcon Energiaa Private Limited'.

(ii) Tax related approvals

- a) The permanent account number of Statcon is 'AAACT2688L', issued by the Income Tax Department, Government of India under the Income-tax Act, 1961.
- b) The tax deduction account number of Statcon is 'BRDR0I445D', issued by the Income Tax Department, Government of India under the Income-tax Act, 1961.
- c) Statcon has obtained Goods and service tax registration under the Uttar Pradesh Goods and Service Tax Act, 2017.
- d) Statcon has obtained professional tax certificates to the extent applicable, for the states where its business operations are situated.

(iii) Business and environment related approvals

- a) Consent to operate and authorisation, issued by the Uttar Pradesh Pollution Control Board under Section 21 of Air (Prevention and Control of Pollution) Act, 1981 and Section 25 of Water (Prevention and Control of Pollution) Act, 1974 to operate the Hapur Unit.
- b) Factories license issued by the Director of Factories, Uttar Pradesh under the Factories Act, 1948 to operate the Hapur Unit.

- c) Importer-exporter code, issued by Directorate General of Foreign Trade, Ministry of Commerce and Industry, Government of India under Foreign Trade (Development and Regulation) Act, 1992.
- d) No objection certificate issued by the Uttar Pradesh Fire and Emergency Services Act, 2022 to operate the Hapur Unit.
- e) Extended Producer Responsibility certificate issued by the Central Pollution Control Board under the E-Waste (Management) Rules, 2022.

(v) Labour / employment related approvals

- a) Certificate of registration issued by the Employees' Provident Fund Organisation under the Employees Provident Fund and Miscellaneous Provisions Act, 1952.
- b) Certificate of registration issued by the Employees State Insurance Corporation under the Employee State Insurance Act, 1948.
- c) Certificates of registration issued by the Deputy Labour Commissioner, Ghaziabad, Government of Uttar Pradesh under the Contract Labour (Regulation and Abolition) Act, 1970 for the Hapur Unit.

IV. Material approvals pending in respect of our Company and its Material Subsidiaries

Material approvals applied for, including renewal applications, but not received

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, there are no material approvals which our Company and Material Subsidiaries have applied for, but which have not been received:

Applicant Entity	Description	Authority
Company	Application for registration as a producer under E-Waste Management Rules, 2022*	Central Pollution Control Board
Rotomotive	Application dated May 22, 2025 for factory license for the Napa Gana Unit	Office of Industrial Safety and Health
Rotomotive	Application dated May 22, 2025 for consolidated consent and authorisation for the Napa Gana Unit	Gujarat Pollution Control Board
Rotomotive	Application for registration as a producer under E-Waste Management Rules, 2022*	Central Pollution Control Board

* Dates not ascertainable

Material approvals expired and renewals yet to be applied for

As on the date of this Draft Red Herring Prospectus, there are no material approvals which have expired and for which renewal applications are yet to be made by our Company and its Material Subsidiaries.

Material approvals required but not obtained or applied for

As on the date of this Draft Red Herring Prospectus, there are no material approvals which are required but which have not been obtained or for which applications are yet to be made by our Company and its Material Subsidiaries.

V. Intellectual property

As on the date of this Draft Red Herring Prospectus, our Company has the following two trademarks registered in India:

Registered Trade Mark	Trade Mark Number	Class	Registering Authority	Validity (in years)
	618567	7	Trade Marks Registry, Ahmedabad	10
<i>Water from the Sun</i>	2606645	7	Trade Marks Registry, Mumbai	10

The following trademarks have been applied for, by the Company which have been opposed, as on the date of this Draft Red Herring Prospectus:

Trade Mark	Trade Mark Type	Application number	Class	Application date
Rotomag Solar	Device	2606637	7	October 3, 2018
Rotosol	Device	2606650	7	October 3, 2018

Further, our Company has applied for the following trademarks which are currently pending:

Trade Mark	Trade Mark Type	Application number	Class	Application date
	Device	7237174	7	September 15, 2025
	Device	7237175	7	September 15, 2025

As on the date of this Draft Red Herring Prospectus, our Material Subsidiaries have the following nine trademarks registered in India:

Registered Trade Mark	Material Subsidiaries	Trade Mark Number	Class	Registering Authority	Validity (in years)
	Rotomotive	1629361	7	Trade Marks Registry, Ahmedabad	10
	Rotomotive	1629364	7	Trade Marks Registry, Ahmedabad	10

Registered Trade Mark	Material Subsidiaries	Trade Mark Number	Class	Registering Authority	Validity (in years)
 rotomotive Unlike any other	Rotomotive	16293643	7	Trade Marks Registry, Ahmedabad	10
	Rotomotive	2746290	7	Trade Marks Registry, Mumbai	10
ENERGIAAX	Statcon	6394670	9	Trade Marks Registry, Mumbai	10
	Statcon	6394671	9	Trade Marks Registry, Mumbai	10
ENERGENIE	Statcon	6394672	9	Trade Marks Registry, Mumbai	10
	Statcon	3048420	9	Trade Marks Registry, Mumbai	10
	Statcon	3048422	35	Trade Marks Registry, Mumbai	10

Further, our Material Subsidiaries have applied for the following trademarks which are currently pending at different stages:

Trade Mark	Applicant	Trade Mark Type	Application number	Class	Application date
	Rotomotive	Device	7237176	9	September 15, 2025
	Statcon	Device	6934659	9	April 1, 2025

As on the date, our Company has obtained eight design registrations in India in relation to the design of its products.

As on the date of the DRHP, one of our Material Subsidiaries, Rotomotive has obtained 13 designs in relation to the design of its products in India, eight design patents in China and eight design registrations in Europe. Further, Statcon Energiaa Private Limited has obtained one design registration in India and has applied for a design in India.

For further details, see “*Our Business - Intellectual Property*” on page 279.

OUR GROUP COMPANY

In accordance with the SEBI ICDR Regulations and the applicable accounting standards, for the purpose of identification of ‘group company’, our Company has considered (i) such companies (other than the Promoters and the Subsidiaries of our Company) with which there were related party transactions during the period for which Restated Consolidated Financial Information have been disclosed in this Draft Red Herring Prospectus, as covered under the applicable accounting standards (*i.e.*, Ind AS 24); and (ii) any other companies which are considered material by our Board.

In respect of point (ii) above, and in accordance with the Materiality Policy, a company shall be considered material and disclosed as a ‘group company’ in this Draft Red Herring Prospectus if, a company (a) is a member of the Promoter Group; and (b) has entered into one or more transactions with the Company during the last completed full Financial Year and the most recent period included in the Restated Consolidated Financial Information, which individually or cumulatively in value exceeds 10% of the revenue from operations of the Company derived from the Restated Consolidated Financial Information of the last completed full financial year, it shall be considered material and disclosed as a ‘group company’.

Accordingly, all such companies (other than our Subsidiaries) with which our Company had related party transactions as covered under the relevant accounting standard (*i.e.*, Ind AS 24), as per the Restated Consolidated Financial Information, have been considered as group company in terms of the SEBI ICDR Regulations.

Based on the parameters set out above, our Group Company is Motive SRL.

Details of our Group Company

Registered office

Motive SRL registered office is situated at Via Le Ghiselle, 20, 25014 Castenedolo (BS) – Italy.

Financial Information

In accordance with the SEBI ICDR Regulations, information with respect to: (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit/(loss) after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value, of our Group Company determined on the basis of its annual turnover, based on its audited financial statements for the preceding three years is available at https://www.rotomag.com/investor_relation.html.

Our Company has provided links to such websites solely to comply with the requirements specified under the SEBI ICDR Regulations. The information provided on the website given above should not be relied upon or used as a basis for any investment decision.

Nature and extent of interest of Group Company

In the promotion of our Company

Our Group Company does not have any interest in the promotion of our Company and do not hold any Equity Shares.

In the properties acquired by our Company in the three years preceding the date of filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company

Our Group Company is not interested in the properties (i) acquired by our Company in the three years preceding the date of filing of this Draft Red Herring Prospectus; or (ii) proposed to be acquired by our Company, as on the date of this Draft Red Herring Prospectus.

In the transactions for acquisition of land, construction of building and supply of machinery, etc.

Our Group Company does not have an interest in any transaction by our Company pertaining to acquisition of land, construction of building, supply of machinery, etc.

Related business transactions within our group and significance on the financial performance of our Company

Except the transactions disclosed in “*Restated Consolidated Financial Information – Note - 28 Related party disclosure*” on page 374, there are no other related business transactions between our Group Company and our Company.

Common pursuits

Except for Motive SRL, which is also engaged in the business of AC motor and gearbox, there are no common pursuits amongst our Group Company and our Company.

Business and other interests

Our Group Company does not have or currently propose to have any business or other interest in our Company.

Litigation

As on the date of this Draft Red Herring Prospectus, there is no pending litigation involving our Group Company which may have a material impact on our Company.

Other confirmations

As on date of this Draft Red Herring Prospectus, our Group Company is not listed on any stock exchange in India or abroad. Further, our Group Company has not made any public, rights issue or composite issue (as defined under the SEBI ICDR Regulations) of securities in the preceding three years.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorized by a resolution of our Board dated September 18, 2025 and the Fresh Issue has been authorized by a special resolution of our Shareholders dated September 19, 2025. Further, our Board has taken on record the consents of the Selling Shareholders, severally and not jointly, to participate in the Offer for Sale pursuant to a resolution passed at its meeting held on September 18, 2025.

Our Board, pursuant to its resolution dated September 26, 2025, has approved this Draft Red Herring Prospectus.

Each of the Selling Shareholders have, severally and not jointly, consented and/or authorised for inclusion of their respective portion of the Offered Shares as part of the Offer for Sale, as set out below:

Name of the Selling Shareholder	Type of the Selling Shareholder	Offered Shares	Date of Selling Shareholder's consent letter	Date of corporate authorisation
Umesh Mohan Balani	Promoter Selling Shareholder	Up to 8,000,000 Equity Shares of face value of ₹1	September 16, 2025	NA
Neelam Umesh Balani	Promoter Selling Shareholder	Up to 1,872,754 Equity Shares of face value of ₹1	September 16, 2025	NA
Priya Mohan Balani	Promoter Selling Shareholder	Up to 1,782,189 Equity Shares of face value of ₹1	September 16, 2025	NA
Anjali Umesh Balani	Promoter Group Selling Shareholder	Up to 801,650 Equity Shares of face value of ₹1	September 16, 2025	NA
BanyanTree Growth Capital II, LLC	Investor Selling Shareholder	Up to 10,101,325* Equity Shares of face value of ₹1	September 15, 2025	September 3, 2025
Pooja Tushar Patel	Other Selling Shareholder	Up to 689,409 Equity Shares of face value of ₹1	September 16, 2025	NA
Siddharth Tushar Patel	Other Selling Shareholder	Up to 792,835 Equity Shares of face value of ₹1	September 16, 2025	NA

** Includes Equity Shares that will be issued upon conversion of the outstanding CCDs prior to filing of the Red Herring Prospectus. As on the date of this Draft Red Herring Prospectus, 3,200 CCDs of face value ₹100,000 each, are outstanding and will be converted up to a maximum of 17,754,881 Equity Shares of face value ₹1 each, prior to the filing of the Red Herring Prospectus with the RoC in accordance with Regulation 5(2) of the SEBI ICDR Regulations.*

In-principle listing approvals

Our Company has received in-principle approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated [●] and [●], respectively.

Prohibition by SEBI, RBI or other governmental authorities

Our Company, our Promoters, our Directors, the members of the Promoters Group and each of the Selling Shareholders are not prohibited from accessing the capital markets and are not debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any other authority / court.

Compliance with the Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoters, the members of the Promoter Group and each of the Selling Shareholders severally and not jointly confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable thereto in respect of their respective holding in our Company, as on the date of this Draft Red Herring Prospectus.

Directors associated with the securities market

None of our Directors are, in any manner, associated with the securities market, as on the date of this Draft Red Herring Prospectus.

There are no outstanding action(s) initiated by SEBI against the Directors of our Company in the five years preceding the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible to undertake the Offer in accordance with the eligibility criterion provided in Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

1. Our Company has had net tangible assets of at least ₹30.00 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each) i.e. as on and for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023, of which not more than 50% are held in monetary assets;
2. Our Company has an average pre-tax operating profit of at least ₹150.00 million, calculated on a restated and consolidated basis, during the preceding three years (of 12 months each) i.e. as on and for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023, with operating profit in each of these preceding three years;
3. Our Company has a net worth of at least ₹10.00 million in each of the preceding three full years (of 12 months each) i.e. as on and for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023, calculated on a restated and consolidated basis; and
4. The name of our Company was changed from 'Rotomag Motors and Controls Private Limited' to 'Rotomag Enertec Limited' in the last one year. At least 50% of our revenue, on a restated and consolidated basis, for the full preceding one year has been earned by the activity indicated by our new name.

Our Company's restated net tangible assets, restated monetary assets, restated monetary assets as a percentage of restated net tangible assets, operating profits and net worth, derived from the Restated Consolidated Financial Information included in this Draft Red Herring Prospectus, as at and for the Fiscals ended March 31, 2025, March 31, 2024, and March 31, 2023 are set forth below:

Particulars	(₹ in million, unless otherwise stated)		
	As at and for the year ended		
	March 31, 2025	March 31, 2024	March 31, 2023
Net tangible assets, as restated	5,774.45	4,110.65	3,402.78
Monetary assets, as restated	530.90	205.09	335.28
Monetary assets as a percentage of net tangible assets (in %), as restated	9.19%	4.99%	9.85%
Operating profit, as restated	2,355.02	861.01	491.48
Net worth, as restated	5,981.78	4,308.35	3,596.61

Notes:

1. "Net tangible assets" means the sum of all net assets(arrived at by deducting non-current liabilities and current liabilities from total assets) of the Company as per the Restated Consolidated Financial Information excluding Intangible Assets as defined under the Indian Accounting Standards (Ind AS) 38 prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015)and excluding deferred tax assets.
2. "Monetary Assets" means cash in hand, balance with bank in current and deposit account (net of bank deposits not considered as cash and cash equivalent)
3. 'Operating Profit' has been calculated as profit before tax and exceptional items excluding other income and finance costs, each on a restated basis.
4. Net Worth is calculated as Equity attributable to owners of the parent less Capital Reserve.

Our Company has operating profits in each of Fiscal 2025, 2024 and 2023 based on our Restated Consolidated Financial Information. Our average operating profit, as restated, for Fiscals 2025, 2024 and 2023 is ₹1,235.84 million.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the

number of Allottees under the Offer shall not be less than 1,000, and should our Company fail to do so, the Bid Amounts received by our Company shall be refunded to the Bidders, in accordance with the SEBI ICDR Regulations and applicable law.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 5 and 7(1) of the SEBI ICDR Regulations are as follows:

- (a) None of our Company, our Promoters, members of our Promoter Group, our Directors or any of the Selling Shareholders are debarred from accessing the capital markets by SEBI.
- (b) None of our Promoters or Directors are promoters or directors of companies which are debarred from accessing the capital markets by SEBI.
- (c) None of our Company, our Promoters or Directors is a Wilful Defaulter or a Fraudulent Borrower.
- (d) None of our Promoters or Directors has been declared a Fugitive Economic Offender in accordance with the Fugitive Economic Offenders Act, 2018.
- (e) Except for the CCDs issued by our Company, 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, as on the date of this Draft Red Herring Prospectus. All CCDs will be converted into Equity Shares prior to the filing of the Red Herring Prospectus with the RoC.
- (f) Our Company along with Registrar to the Offer has entered into tripartite agreements dated June 2, 2025 and July 11, 2025 with NSDL and CDSL, respectively, for dematerialisation of the Equity Shares.
- (g) The Equity Shares of our Company held by our Promoters are in dematerialized form.
- (h) All the Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus.
- (i) There is no requirement for us to make firm arrangements of finance under Regulation 7(1)(c) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance.

Each of the Selling Shareholders, severally and not jointly, confirms that they are in compliance with Regulation 8 of the SEBI ICDR Regulations and approved its participation in the Offer for Sale in relation to its portion of the Offered Shares. Further, each of the Selling Shareholders, severally and not jointly, confirms compliance with and will comply with the conditions specified in Regulation 8 of the SEBI ICDR Regulations, to the extent applicable.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS 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 THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, EQUIRUS CAPITAL PRIVATE LIMITED, CLSA INDIA PRIVATE LIMITED AND JM FINANCIAL LIMITED (COLLECTIVELY, THE “BRLMS”) HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS 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 THIS DRAFT RED HERRING PROSPECTUS AND EACH OF THE SELLING SHAREHOLDERS IS RESPONSIBLE FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THIS DRAFT RED HERRING PROSPECTUS ABOUT OR IN RELATION TO ITSELF OR ITS RESPECTIVE PORTION OF THE OFFERED SHARES, THE BRLMs ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDERS DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 26, 2025, 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, AS AMENDED.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

The filing of this Draft Red Herring Prospectus also does not absolve the Selling Shareholders from any liabilities to the extent of the statements specifically made or confirmed by themselves in respect of themselves and of their respective portion of the Offered Shares, under Section 34 or Section 36 of Companies Act, 2013.

All legal requirements pertaining to this Offer will be complied with at the time of filing of the Red Herring Prospectus with the RoC 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 in terms of Sections 26, 32, 33(1) and 33(2) of the Companies Act.

Disclaimer from our Company, our Directors, the Selling Shareholders and the Book Running Lead Managers

Our Company, our Directors, the Selling Shareholders, and the Book Running Lead Managers accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website <https://www.rotomag.com/>, would be doing so at his or her own risk. Unless required by law, each Selling Shareholder and wherever applicable, their respective affiliates, directors, trustees, officers and associates accept or undertake no responsibility for any statements, disclosures or undertakings other than those specifically undertaken or confirmed by such Selling Shareholder in relation to itself and its respective portion of the Offered Shares.

The Book Running Lead Managers accepts no responsibility, save to the limited extent as provided in the Offer Agreement and as will be provided in the Underwriting Agreement.

All information shall be made available by our Company, the Selling Shareholders, severally and not jointly (to the extent that the information pertain to themselves and their respective portions of the Offered Shares through the Offer Documents), and the Book Running Lead Managers to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding Centres or elsewhere.

Prospective investors who Bid in the Offer will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, Underwriters, Book Running Lead Managers and their respective directors, 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 issue, 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. Our Company, each of the Selling Shareholders, Underwriters, Book Running Lead Managers and their respective directors, officers, designated partners, trustees, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The Book Running Lead Managers and their associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, our Promoters, members of the Promoter Group, the Selling Shareholders and their respective directors and officers, group company, affiliates or associates or third parties 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, the Promoters, members of the Promoter Group, the Selling Shareholders and their respective directors, officers, group company, affiliates or associates or third parties, 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 Mumbai, Maharashtra 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, multilateral and bilateral development financial institutions, domestic Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), 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, 2013, permitted provident funds (subject to applicable law) and pension funds, 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, systemically important NBFCs registered with the RBI 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 Draft Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares in the Offer in any jurisdiction, including India. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the 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.

Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about and to observe, any such restrictions.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor 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 or the Selling Shareholders since the date of this Draft Red Herring Prospectus or that the information contained herein is correct as of any time subsequent to this date.

Eligibility and transfer restrictions

Eligibility and Transfer Restrictions

The offer and sale of 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 in the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, 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 under the U.S. Securities Act and referred to in this Draft 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 Draft Red Herring Prospectus as “QIBs”) in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (ii) outside the United States in offshore transactions as defined in and in compliance with Regulation S under the U.S. Securities Act and 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 and sold:

- (a) within 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
- (b) outside the United States in “offshore transactions” as defined in, and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur;

and in each case on the basis that each such purchaser is deemed to have made the representations set forth immediately below.

Equity Shares Offered in the Offer within the United States

Each purchaser that is acquiring the Equity Shares offered in the Offer within the United States, by submitting a Bid cum Application Form, will be deemed to have acknowledged, represented and warranted to and agreed with our Company, the Selling Shareholders and each of the Book Running Lead Managers that it has received a copy of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus and such other information as it deems necessary to make an informed investment decision and that:

- (a) the purchaser is authorised to consummate the purchase of the Equity Shares offered in the Offer in compliance with all applicable laws and regulations;
- (b) the purchaser acknowledges that the offer and sale of the Equity Shares in 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 the United States and accordingly, may not be offered or sold within the United States except in an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act;
- (c) 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, and (iii) 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;

- (d) the purchaser is not an affiliate of our Company or a person acting on behalf of an affiliate;
- (e) 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 under the U.S. Securities Act, or (ii) in an “offshore transaction” complying with Rule 903 or Rule 904 of Regulation S under the U.S. Securities Act; 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;
- (f) the purchaser acknowledges that 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;
- (g) the purchaser will not deposit or cause to be deposited such Equity Shares into any unrestricted depositary receipt facility established or maintained by a depositary bank, so long as such Equity Shares are “restricted securities” within the meaning of Rule 144(a)(3) under the U.S. Securities Act;
- (h) 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 under the U.S. Securities Act in the United States with respect to the Equity Shares or any form of “general solicitation” or “general advertising” (as defined in Regulation D under the U.S. Securities Act) in connection with any offer or sale of the Equity Shares;
- (i) 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 (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 OR SOLD WITHIN THE UNITED STATES EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS AND 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 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 ANOTHER EXEMPTION FROM, OR TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT, OR (2) OUTSIDE THE UNITED STATES 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.”

- (j) the purchaser acknowledges that our Company will not recognise any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and
- (k) the purchaser acknowledges that our Company, the Selling Shareholders, 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 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 in the Offer outside the United States, by submitting a Bid cum Application Form, will be deemed to have acknowledged, represented to and agreed with our Company, the Selling Shareholders and each of the Book Running Lead Managers that it has received a copy of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus and such other information as it deems necessary to make an informed investment decision and that:

- (a) the purchaser is authorised to consummate the purchase of the Equity Shares offered in the Offer in compliance with all applicable laws and regulations;
- (b) the purchaser acknowledges that the offer and sale of the Equity Shares offered in 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;
- (c) the purchaser is purchasing the Equity Shares offered in the Offer in an offshore transaction meeting the requirements of Rule 903 of Regulation S under the U.S. Securities Act;
- (d) the purchaser 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;
- (e) the purchaser is not an affiliate of our Company or a person acting on behalf of an affiliate;
- (f) 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 under the U.S. Securities Act and (B) in accordance with all applicable laws, including the securities laws of the States of 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;
- (g) 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 under the U.S. Securities Act in the United States with respect to the Equity Shares;
- (h) 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 (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 OR SOLD 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.”

- (i) the purchaser acknowledges that our Company will not recognise any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and
- (j) the purchaser acknowledges that our Company, the Selling Shareholders, 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 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.

Our Company, the Selling Shareholders, the Book Running Lead Managers and their affiliates will rely upon the truth and accuracy of the foregoing representation, acknowledgement and agreement.

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 off-shore 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 this Draft Red Herring Prospectus will be submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Disclaimer clause of NSE

As required, a copy of this Draft Red Herring Prospectus will be submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to the RoC filing.

Listing

The Equity Shares issued pursuant to the Red Herring Prospectus and the Prospectus are proposed to be listed on BSE and NSE. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised. Applications will be made to the BSE and NSE for obtaining their permission for the listing and trading of the Equity Shares.

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 the Red Herring Prospectus in accordance with applicable law.

If our Company does not allot Equity Shares pursuant to the Offer within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders in accordance with applicable law for the delayed period. For avoidance of doubt, no liability to make any payment of interest or expenses shall accrue to any Selling Shareholder unless the delay in making any of the payments / refund hereunder or the delay in obtaining listing or trading approvals or any other approvals in relation to the Offer is caused solely by and is directly attributable to, an act or omission of such Selling Shareholder and to the extent of their portion of the Offered Shares.

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. Each Selling Shareholder, severally and not jointly, confirms that they shall extend reasonable support and co-operation (to the extent of its portion of the Offered Shares) as required by law for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges 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 three 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.

Each of the Selling Shareholders, severally and not jointly, confirms that they shall provide such reasonable support and cooperation as may be requested by our Company and the BRLMs, to the extent such support and cooperation is required from such Selling Shareholder in relation to its respective portion of the Offered Shares to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within three Working Days from the Bid / Offer Closing Date or such other time as prescribed by SEBI.

Consents

Consents in writing of: (a) each of the Selling Shareholders, our Directors, our Company Secretary and Compliance Officer, our Statutory Auditors, Independent Chartered Accountant, Independent Chartered Engineer, our legal counsel to the Company as to Indian law, Bankers to our Company, the Book Running Lead Managers, the Registrar to the Offer, and F&S have been obtained and such consents have not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus; (b) consents in writing of the Monitoring Agency, Syndicate Members, Public Offer Account Bank, Sponsor Bank(s), Escrow Collection Bank(s) and Refund Bank(s) to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act, and such consents, which have been obtained under (a) above, have not be withdrawn up to the time of delivery of this Draft Red Herring Prospectus.

Experts to the Offer

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent dated September 26, 2025 from our Statutory Auditors, K C Mehta & Co. LLP, Chartered Accountants, to include their name as required under section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft 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 our Statutory Auditors, and in respect of their (i) examination report, dated September 18, 2025 on our Restated Consolidated Financial Information; and (ii) their report dated September 26, 2025 on the statement of special tax benefits included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

Our Company has also received written consent dated September 26, 2025, from GMJ and Co., Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act, 2013, in respect of various certifications issued by them in their capacity as Independent Chartered Accountant to our Company on certain financial and operational information included in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Our Company has received written consent dated September 26, 2025 from Atishkumar Naishadbhai Patel, Chartered Engineer to include his name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act, 2013 to the extent and in his capacity as Independent Chartered Engineer in relation to his certificate dated September 26, 2025 and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Further, our Company has received written consent dated September 26, 2025 from Ladhawala Associates LLP, independent practicing company secretary, to include their name in this Draft Red Herring Prospectus, as an “expert”

as defined under section 2(38) of the Companies Act, 2013, in respect of their search report dated September 26, 2025, in connection with certain untraceable corporate records of our Company, certain details of which have been included in this Draft Red Herring Prospectus.

Such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus.

Particulars regarding public or rights issues by our Company during the last five years and performance vis-à-vis objects

Our Company has not made any public issue or rights issues (as defined under the SEBI ICDR Regulations) during the five years preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Last issue of our subsidiaries and our promoters

As on date of this Draft Red Herring Prospectus, our Company does not have a corporate promoter. Further, as on the date of this Draft Red Herring Prospectus, our Subsidiaries are not listed.

Underwriting commission, brokerage and selling commission paid on previous issues of the Equity Shares

Since this is the initial public issue of Equity Shares, no sum has been paid or is payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

Capital issue during the previous three years by our Company

Other than as disclosed in “*Capital Structure*” on page 98, our Company has not undertaken a capital issue in the last three years preceding the date of this Draft Red Herring Prospectus.

Capital issue during the previous three years by listed subsidiaries, group company, or associates of our Company

Our Company does not have any listed Subsidiaries or Group Company. Further, as on the date of this Draft Red Herring Prospectus, our Company does not have any associate company.

Price information of past issues handled by the Book Running Lead Managers

A. Equirus Capital Private Limited

1. Price information of past issues handled by Equirus Capital Private Limited (during the current Fiscal and two Fiscals preceding the current financial year):

Sr. No.	Issue Name	Issue Size (₹ million)	Issue Price (₹)	Listing Date	Opening Price on listing date (₹)	+/- % 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.	Dee Development Engineers Limited [§]	4,180.15	203.00 ¹	June 26, 2024	339.00	+81.16% [+2.25%]	+47.44% [+8.67%]	+56.33% [-1.18%]
2.	Ecos (India) Mobility & Hospitality Limited [§]	6,012.00	334.00	September 04, 2024	390.00	+42.28% [+0.20%]	-0.51% [-3.66%]	-46.42% [-12.20%]
3.	Kross Limited [§]	5,000.00	240.00	September 16, 2024	240.00	-19.45% [-1.29%]	-9.21% [-2.42%]	-26.15% [-11.77%]
4.	Godavari Biorefineries Limited [#]	5,547.50	352.00	October 30, 2024	310.55	-0.16% [-1.12%]	-35.24% [-5.72%]	-49.47% [-0.91%]
5.	Concord Enviro Systems Limited [#]	5,003.26	701.00	December 27, 2024	832.00	-8.15% [-3.19%]	-27.98% [-1.79%]	-18.52% [+4.26%]
6.	Senores Pharmaceuticals Limited [§]	5,821.10	391.00	December 30, 2024	600.00	+28.49% [-2.91%]	+45.93% [-0.53%]	+45.32% [+8.43%]
7.	Unimech Aerospace and Manufacturing Limited [#]	5,000.00	785.00	December 31, 2024	1,491.00	+65.87% [-2.06%]	+23.08% [-0.93%]	+67.39% [+7.58%]
8.	Crizac Limited [#]	8,600.00	245.00	July 09, 2025	280.00	+22.90% [-3.49%]	N.A.	N.A.
9.	M & B Engineering Limited [§]	6,500.00	385.00 ²	August 06, 2025	385.00	+6.71% [+0.65%]	N.A.	N.A.
10.	Vikram Solar Limited [§]	20,793.69	332.00	August 26, 2025	338.00	-1.48% [+1.40%]	N.A.	N.A.

Source: www.bseindia.com and www.nseindia.com for price information and prospectus/basis of allotment for issue details.

Notes:

1. A discount of ₹19 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of Dee Development Engineers Limited IPO

2. A discount of ₹36 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of M & B Engineering Limited IPO

3. Price on Designated Stock Exchange of the respective Issuer is considered for all of the above calculations.

4. In the event any day falls on a holiday, the price/index of the immediately preceding trading day has been considered.

5. N.A. (Not Applicable) – Period not completed.

The S&P BSE SENSEX is considered as the Benchmark Index

§ The S&P CNX NIFTY is considered as the Benchmark Index

2. Summary statement of price information of past public issues handled by Equirus Capital Private Limited:

Financial Year	Total no. of IPOs	Total funds raised (₹ million)	Nos. of IPOs trading at discount as on 30th calendar day from listing date			Nos. of IPOs trading at premium as on 30th calendar day from listing date			Nos. of IPOs trading at discount as on 180th calendar day from listing date			Nos. of IPOs trading at premium as on 180th calendar day 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%
2025-2026*	3	35,893.69	-	-	1	-	-	2	-	-	-	-	-	-
2024-2025	7	36,564.01	-	-	3	2	2	-	-	3	1	2	1	-
2023-2024	8	61,882.55	-	1	1	2	2	2	-	1	2	3	2	-

* The information is as on the date of this Offer Document.

The information for each of the financial years is based on issues listed during such financial year.

B. CLSA India Private Limited

1. Price information of past issues handled by CLSA India Private Limited:

S. No.	Issue name	Issue size (in ₹ million)	Issue Price (in ₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180 th calendar days from listing
1.	Oswal Pumps Limited	13,873.40	614.00	20-Jun-25	634.00	+17.96%, [-0.57%]	+29.28%, [+0.87%]	NA
2.	Unicommerce eSolutions Limited	2,765.72	108.00	13-Aug-24	235.00	+109.98%, [+3.23%]	+89.71%, [+0.04%]	+39.56%, [-2.40%]
3.	Juniper Hotels Limited	18,000.00	360.00	28-Feb-24	365.00	+43.76%, [+1.71%]	+21.22%, [+4.47%]	+9.83%, [+13.08%]

Source: www.nseindia.com, www.bseindia.com

Notes:

1. Designated Stock Exchange as disclosed by the respective issuer at the time of the issue considered for benchmark index and for disclosing the price information. CNX NIFTY is considered as the Benchmark Index where Designated Stock Exchange was NSE. BSE Sensex is considered as the Benchmark Index where Designated Stock Exchange was BSE. Price on the Designated Stock Exchange is considered for all of the above calculations.
2. Equity public issues in last 3 financial years considered
3. In case 30th/90th/180th day is not a trading day, closing price on the Designated Stock Exchange of the previous trading day has been considered.

2. Summary statement of price information of past issues handled by CLSA India Private Limited

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount as on 30 th calendar day from listing date			No. of IPOs trading at premium as on 30 th calendar day from listing date			No. of IPOs trading at discount as on 180 th calendar day from listing date			No. of IPOs trading at premium as on 180 th calendar day 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%
2025-26	1	13,873.40	-	-	-	-	-	1	-	-	-	-	-	-
2024-25	1	2,765.72	-	-	-	1	-	-	-	-	-	-	1	-
2023-24	1	18,000.00	-	-	-	-	1	-	-	-	-	-	-	1

Notes:

1. For 2025-26, the information is as on the date of this Offer Document

2. The Total number of IPOs and the Total amount of funds raised have been included for each financial year based on the IPO listed during such financial year

C. JM Financial Limited

1. Price information of past issues handled by JM Financial Limited

Price information of past issues (during the current Financial Year and two Financial Years preceding the current Financial Year) handled by JM Financial 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] - 30 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90 th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180 th calendar days from listing
1.	Urban Company Limited ^{*12}	19,000.00	103.00	September 17, 2025	162.25	Not Applicable	Not Applicable	Not Applicable
2.	Vikram Solar Limited*	20,793.69	332.00	August 26, 2025	338.00	-1.48% [1.40%]	Not Applicable	Not Applicable
3.	JSW Cement Limited*	36,000.00	147.00	August 14, 2025	153.50	1.17% [1.96%]	Not Applicable	Not Applicable
4.	Brigade Hotel Ventures Limited ^{*11}	7,596.00	90.00	July 31, 2025	81.10	-3.22% [-1.38%]	Not Applicable	Not Applicable
5.	GNG Electronics Limited*	4,604.35	237.00	July 30, 2025	355.00	42.55% [-1.42%]	Not Applicable	Not Applicable
6.	Indique Spaces Limited ^{*7}	7,000.00	237.00	July 30, 2025	216.00	-9.64% [-1.42%]	Not Applicable	Not Applicable
7.	Anthem Biosciences Limited ^{#9}	33,950.00	570.00	July 21, 2025	723.10	43.54% [-0.68%]	Not Applicable	Not Applicable
8.	Smartworks Coworking Spaces Limited ^{*10}	5,825.55	407.00	July 17, 2025	435.00	11.79% [-1.91%]	Not Applicable	Not Applicable
9.	HDB Financial Services Limited*	1,25,000.00	740.00	July 2, 2025	835.00	2.51% [-2.69%]	Not Applicable	Not Applicable
10.	Kalpataru Limited ^{*8}	15,900.00	414.00	July 1, 2025	414.00	-2.83% [-2.69%]	-9.66% [0.44%]	Not Applicable

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

BSE as Designated Stock Exchange

* NSE as Designated Stock Exchange

Notes:

1. Opening price information as disclosed on the website of the Designated Stock Exchange.
2. Change in closing price over the issue/offer price as disclosed on Designated Stock Exchange.
3. For change in closing price over the closing price as on the listing date, 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.
4. In case of reporting dates falling on a trading holiday, values for the trading day immediately preceding the trading holiday have been considered.
5. 30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days; 180th calendar day has been taken as listing date plus 179 calendar days.
6. Restricted to last 10 issues.
7. A discount of Rs. 22 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.
8. A discount of Rs. 38 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.
9. A discount of Rs. 50 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.
10. A discount of Rs. 37 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.
11. A discount of Rs. 3 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.
12. A discount of Rs. 9 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion.

2. Summary statement of price information of past issues handled by JM Financial Limited:

Financial Year	Total no. of IPOs	Total funds raised (Millions)	Nos. of IPOs trading at discount on as on 30 th calendar days from listing date			Nos. of IPOs trading at premium on as on 30 th calendar days from listing date			Nos. of IPOs trading at discount as on 180 th calendar days from listing date			Nos. of IPOs trading at premium as on 180 th 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%
2025-2026	15	3,67,872.20	-	1	4	-	3	4	-	-	-	-	-	-
2024-2025	13	2,55,434.10	-	-	5	5	2	1	1	3	1	4	1	2
2023-2024	24	2,88,746.72	-	-	7	4	5	8	-	-	5	7	5	7

Track record of past issues handled by the BRLMs

For details regarding the track record of the Book Running Lead Managers, as specified in circular (reference CIR/MIRSD/1/2012) dated January 10, 2012, issued by SEBI, please see the website of the Book Running Lead Managers, as set forth in the table below:

S. No.	Name of the Book Running Lead Managers	Website
1.	Equirus Capital Private Limited	www.equirus.com
2.	CLSA India Private Limited	www.india.clsa.com
3.	JM Financial Limited	www.jmfl.com

Stock market data of Equity Shares

This being an initial public offer of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for redressal of investor grievances in the Offer

The agreement between the Registrar to the Offer, our Company and the Selling Shareholders provides for 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 pursuant to the Offer to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

Bidders can contact the 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 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, Bidders may also write to the BRLMs or the Registrar to the Offer, in the manner provided below.

All Offer related grievances, other than by Anchor Investors, may be addressed to the Registrar to the Offer, with a copy to the relevant Designated Intermediary, with whom the ASBA Form was submitted, quoting the full name of the sole or first Bidder, ASBA Form number, Bidders' DP ID, Client ID, UPI ID, PAN, address of the Bidder, number of Equity Shares applied for, date of ASBA Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number (for Bidders other than UPI Bidders using the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of UPI Bidders using the UPI Mechanism. Further, the Bidder shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents / information mentioned hereinabove. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders. For offer related grievances, investors may contact the Book Running Lead Managers, details of which are given in "General Information – Book Running Lead Managers" on page 90.

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.

SEBI, by way of its master circular bearing number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024 ("SEBI ICDR Master Circular") has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism *inter alia* in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries / SCSBs and failure to unblock funds for cancelled / withdrawn / deleted cases in the stock exchange platforms, failure to unblock funds in cases of partial allotment by the next working day from the finalisation of basis of allotment, failure to unblock the funds in cases of non-allotment by the Offer Closing Date, SCSBs blocking multiple amounts for the same UPI mechanism, and SCSBs blocking more amount in the investors' accounts than the application amount.

As per the SEBI ICDR Master Circular read with the March 2021 Circular, and the June 2021 Circular, as amended by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, each to the extent applicable and not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations, SEBI has prescribed certain mechanisms for initial public offerings to ensure proper management of investor issues arising out of the UPI Mechanism, including (i) identification of a nodal officer by SCSBs for IPO applications processed through UPI as a payment Mechanism; (ii) delivery of SMS alerts and invoice in the inbox by SCSBs for blocking and unblocking of UPI Mandate Requests; (iii) periodic sharing of statistical details of mandate blocks / unblocks, performance of apps and UPI handles, network latency or downtime, etc., by the Sponsor Bank to the intermediaries forming part of the closed user group vide web portal; (iv) limiting the facility of reinitiating UPI Bids to Syndicate Members only to once per Bid; and (v) mandating SCSBs to ensure that the unblock process for non-allotted / partially allotted applications is completed by the closing hours of one Working Day subsequent to the finalisation of the Basis of Allotment.

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, in accordance with the March, 2021 Circular, as amended by the SEBI circular dated June 2, 2021 and SEBI master circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the application amount, whichever is higher for the entire duration of delay exceeding two 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.

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 or such other rate of interest as may be prescribed under applicable law for any delay beyond this period of 15 days.

The following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹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 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 application amount and 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 finalization of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the Book Running Lead Managers shall be liable to compensate the investor ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. 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.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI RTA Master Circular.

Our Company, each of the Selling Shareholders, severally and not jointly, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

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, name and address of the Book Running Lead Managers, unique transaction reference number, the name of the relevant bank, 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. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

All grievances relating to Bids submitted with Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Offer. Further, Bidders shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries in addition to the information mentioned hereinabove.

Disposal of investor grievances by our Company

Our Company shall, after filing this Draft Red Herring Prospectus, obtain authentication on the SCORES in compliance with the SEBI circular bearing reference no. SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023, in relation to redressal of investor grievances through SCORES.

Our Company has also constituted a Stakeholders' Relationship Committee, to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and issue of duplicate shares. For details of our Stakeholders' Relationship Committee, please see "*Our Management - Committees of our Board*" on page 310.

Our Company has also appointed Priyank Dharmeshkumar Tuiwala, Company Secretary of our Company, as the Compliance Officer for the Offer. For details see, "*General Information – Company Secretary and Compliance Officer*" on page 90. Each of the Selling Shareholders, severally and not jointly, has authorised the Company Secretary and Compliance Officer of the Company, and the Registrar to the Offer to deal with, on their behalf, any investor grievances received in the Offer in relation to their respective portion of the Offered Shares.

Our Company has not received any investor complaint during the three years preceding the date of this Draft Red Herring Prospectus.

Further, no investor complaint in relation to our Company is pending as on the date of this Draft 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 10 Working Days from the date of receipt of the complaint provided however, in relation to complaints pertaining to blocking / unblocking of funds, investor complaints shall be resolved on 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.

Exemptions from complying with any provision of securities laws, if any, granted by SEBI

Our Company has not applied for any exemption from complying with any provisions of securities laws before SEBI, as on the date of this Draft Red Herring Prospectus.

Other confirmations

No person connected with the Offer shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the Offer, except for fees or commission for services rendered in relation to the Offer.

There are no conflicts of interest between (i) the suppliers of raw materials and third party service providers (crucial for operations of our Company) or (ii) the lessors of our immovable properties (crucial for our operations) and our Company, Promoters, Promoter Group, Key Managerial Personnels, Directors, Subsidiaries, Group Company and their directors.

Except as disclosed in this Draft Red Herring Prospectus, there are no findings / observations pursuant to any inspections of the Company by SEBI or any other regulatory authority that we considered material and non-disclosure of which may have bearing on the investment decisions of the Bidders.

SECTION IX - OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being issued, offered and Allotted pursuant to the Offer are subject to the provisions of the Companies Act, the SCRA, SCRR, SEBI ICDR Regulations, the SEBI Listing Regulations, our Memorandum of Association and Articles of Association, the terms of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the Abridged Prospectus, the Bid cum Application Form, the Revision Form, CAN, and other terms and conditions as may be incorporated in the Allotment Advice and other documents or certificates that may be executed in respect of this Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital, offer for sale, and listing and trading of securities offered from time to time by SEBI, the GoI, the Stock Exchanges, the RoC, the RBI, and/or other authorities, as in force on the date of this Offer and to the extent applicable, or such other conditions as may be prescribed by such governmental, regulatory or statutory authority while granting its approval for the Offer.

The Offer

The Offer comprises a Fresh Issue by our Company and an Offer for Sale by the Selling Shareholders. Expenses for the Offer shall be shared amongst our Company and the Selling Shareholders in the manner specified in “*Objects of the Offer*”, on page 114.

Ranking of the Equity Shares

The Equity Shares being issued, offered and Allotted in the Offer shall rank *pari passu* in all respects with the existing Equity Shares including rights in respect of dividend and other corporate benefits if any, declared by our Company after the date of Allotment. For further details, see “*Articles of Association*” on page 495.

Mode of payment of dividend

Our Company shall pay dividends, if declared, to the Shareholders as per the provisions of the Companies Act, 2013, our Memorandum of Association and Articles of Association, the SEBI Listing Regulations and other applicable law. All dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Allottees, in accordance with applicable law. For further details in relation to dividends, see “*Dividend Policy*” and “*Articles of Association*” on pages 330 and 495, respectively.

Face Value, Floor Price, Price Band and Offer Price

The face value of the Equity Shares is ₹1. The Floor Price of Equity Shares is ₹[●] per Equity Share and the Cap Price is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹[●] per Equity Share. The Offer Price, Price Band and minimum Bid Lot for the Offer will be decided by our Company, in consultation with the BRLMs, and advertised in all editions of [●], an English national daily newspaper, all editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Gujarati daily newspaper (Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located), each with wide circulation, respectively, at least two Working Days prior to the Bid / Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their 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 at 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 Book Building Process.

At any given point of time there shall 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.

Rights of the Shareholders

Subject to applicable laws, rules, regulations and guidelines and the provisions of our Articles of Association, our Shareholders shall have the following rights:

- the right to receive dividend, if declared;
- the right to attend general meetings and exercise voting rights, unless prohibited by law;
- the right to vote on a poll either in person or by proxy or ‘e-voting’ in accordance with the provisions of the Companies Act;
- the right to receive offers for rights shares and be allotted bonus shares, if announced;
- the right to receive surplus on liquidation, subject to any statutory and preferential claims being satisfied;
- the right to freely transfer their Equity Shares, subject to foreign exchange regulations and other applicable laws, including rules framed by the RBI; and
- such other rights, as may be available to a shareholder of a listed public company under applicable law, including the Companies Act, 2013, the terms of the SEBI Listing Regulations, and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture and lien, transfer and transmission, and/or consolidation / splitting, see “*Articles of Association*” on page 495.

Allotment in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013 and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. Hence, the Equity Shares offered through the Red Herring Prospectus can be applied for in the dematerialised form only. In this context, our Company has entered into the following agreements with the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated June 2, 2025, amongst our Company, NSDL and Registrar to the Offer.
- Tripartite agreement dated July 11, 2025, amongst our Company, CDSL and Registrar to the Offer.

Market lot and trading lot

The trading of our Equity Shares on the Stock Exchanges shall only be in dematerialised form, consequent to which, the tradable lot is one Equity Share. Allotment of Equity Shares will be only in electronic form in multiples of [●] Equity Shares, subject to a minimum Allotment of [●] Equity Shares to QIBs and RIBs. For NIIs allotment shall not be less than the minimum Non-Institutional Portion application size. For the method of Basis of Allotment, see “*Offer Procedure*” on page 470.

Joint holders

Subject to provisions contained in our Articles, where two or more persons are registered as the holders of any Equity Share, they shall be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

Jurisdiction

The competent courts of Mumbai, Maharashtra, India will have exclusive jurisdiction in relation to this Offer.

Period of operation of subscription list

See “*Bid / Offer Programme*” on page 461.

Nomination facility to Bidders

In accordance with Section 72 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole or First Bidder, along with other joint Bidders, may nominate any one person in whom, in the event of the death of the Sole Bidder or in case of joint Bidders, the 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 varied or

cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of death of the original holder(s), shall be entitled to the same advantages to which such person would be entitled if such person 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 the 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 nominating holder of such Equity Shares. A nomination may be cancelled or varied 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. A buyer will be entitled to make a fresh nomination in the manner prescribed. A fresh nomination can be made only on the prescribed form, which is available on request at our Registered and Corporate Office or with the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 as mentioned above, shall, upon the production of such evidence as may be required by our Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- 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, our Board may thereafter withhold payment of all dividend, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment will be made only in dematerialised form, there shall be no requirement for a separate nomination with our Company. Nominations registered with the respective Collecting Depository Participant of the Bidder will prevail. If Bidders wish to change their nomination, they are requested to inform their respective Collecting Depository Participant.

Bid / Offer Programme

BID / OFFER OPENS ON	[●] ⁽¹⁾
BID / OFFER CLOSES ON	[●] ⁽²⁾⁽³⁾

⁽¹⁾ Our Company, may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid / Offer Period shall be one Working Day prior to the Bid / Offer Opening Date in accordance with the SEBI ICDR Regulations.

⁽²⁾ Our Company, may, in consultation with the BRLMs, consider closing the Bid / Offer Period for QIBs one day prior to the Bid / Offer Closing Date in accordance with the SEBI ICDR Regulations.

⁽³⁾ UPI mandate end time and date shall be at 5.00 p.m. on Bid / Offer Closing Date.

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors) / unblocking of funds from ASBA Account*	On or about [●]
Credit of Equity Shares to demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

* 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, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid / Offer Closing Date by the SCSB 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. The Bidder shall be compensated in the manner specified in the SEBI ICDR Master, which for the avoidance of doubt, shall be deemed to be incorporated in the agreements to be entered into between our Company with the relevant intermediaries, to the extent applicable.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the SEBI ICDR Master Circular, which for the avoidance of doubt, shall be deemed to be incorporated in the agreements to be entered into between our Company with the relevant intermediaries, to the extent applicable.

The above timetable, other than the Bid / Offer Closing Date, is indicative and does not constitute any obligation or liability on our Company, the Selling Shareholders or the BRLMs.

While the 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 from the Bid / Offer Closing Date or such period as may be prescribed by the SEBI, the timetable may be extended 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. Each Selling Shareholder, severally and not jointly, confirm that they shall extend complete co-operation required by our Company and the BRLMs for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within such time period as may be prescribed.

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 or such other time as may be prescribed by SEBI, 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 Draft Red Herring Prospectus may result in changes to the listing timelines. Further, the offer procedure is subject to change to 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. (Indian Standard Time ("IST"))
Bid / Offer Closing Date*	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For Retail Individual Bidders	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹0.50 million)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	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 of QIBs and NIIs where Bid Amount is more than ₹0.50 million)	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification / Revision / cancellation of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Bidders 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 Retail Individual Bidders	Only between 10.00 a.m. and up to 5.00 p.m. IST

**UPI mandate end time and date shall be at 5.00 pm on Bid / Offer Closing Date.*

[#] QIBs and Non-Institutional Bidders 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 by QIBs and Non-Institutional Bidders; and
- (ii) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs.

On Bid / Offer Closing Date, extension of time will be granted by the Stock Exchanges only for uploading Bids received by Retail Individual Bidders, after taking into account the total number of Bids received 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 SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid / Offer Opening Date till the Bid / Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the Book Running Lead Managers and the Registrar to the Offer on a daily basis, as per the format prescribed in 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 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 Draft 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, as is typically experienced in public offerings in India, it may lead to some Bids not being 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 the Bids, will be accepted only during Working Days, during the Bid / Offer Period. Bids will be accepted only during Monday to Friday (excluding any public holiday), during the Bid / Offer period. Investors may please note that 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 and public 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. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price will not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price, subject to minimum 105% of the Floor Price.

In case of revision in the Price Band, the Bid / Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid / Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company and the Selling Shareholders, 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 Price Band, and the revised Bid / Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the websites of the BRLMs and terminals of the Syndicate Members and by intimation to the Designated Intermediaries. 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.

Minimum Subscription

In the event our Company does not receive (i) a minimum subscription of 90% of the Fresh Issue on the Bid / Offer Closing Date; and (ii) a minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR or if the subscription level falls below the thresholds mentioned above after the Bid / Offer Closing Date, on account of withdrawal of Bids 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 in the Offer, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law or under any direction or order of SEBI or any other Governmental Authority. If there is a delay beyond four days, our Company, and every Director of our Company who is an officer in default, to the extent applicable, shall pay interest at the rate of 15% or such other interest rate as prescribed under applicable law, including SEBI ICDR Master Circular and SEBI RTA Master Circular.

In the event of an under-subscription in the Offer, subject to compliance with Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, the Allotment for valid Bids will be made in the following order: (i) all subscriptions received shall first be applied towards subscription of 90% of the Fresh Issue, up to the entire amount of the Fresh Issue; (ii) if there remain any balance valid Bids in the Offer after allocation towards the Fresh Issue, such balance valid Bids shall be applied towards the sale of the Offered Shares by the Selling Shareholders, on a pro rata basis; and (iii) only after the sale of all of the Offered Shares, any remaining valid Bids shall be applied towards the balance Fresh Issue.

Further, in accordance with 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 delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company and the Selling Shareholders shall be liable to pay interest on the application money in accordance with applicable laws.

Each Selling Shareholder shall reimburse, severally and not jointly, and only to the extent of the Equity Shares offered by such Selling Shareholder in the Offer, any expenses and interest incurred by our Company on behalf of them for any delays in making refunds as required under the Companies Act, the UPI Circulars and any other applicable law, provided that the Selling Shareholders shall not be responsible or liable for payment of such expenses or interest, unless such delay is solely and directly attributable to an act or omission of the Selling Shareholders.

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, no arrangements for disposal of odd lots are required.

New financial instruments

Our Company is not issuing any new financial instruments through this Offer.

Restriction on transfer and transmission of Equity Shares

Except for the lock-in of the pre-Offer Equity Shares, the minimum Promoters' contribution and Equity Shares allotted to Anchor Investors pursuant to the Offer, as detailed in "*Capital Structure*" on page 98, and except as provided in our Articles, there are no restrictions on transfers and transmission of Equity Shares or on their consolidation or splitting. See, "*Articles of Association*" at page 495.

Option to receive Equity Shares in Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges. However, Allottees may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.

Withdrawal of the Offer

The Offer shall be withdrawn in the event that 90% of the Fresh Issue portion of the Offer is not subscribed.

Our Company, in consultation with the BRLMs, reserve 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 same newspapers, in which the pre-Offer and price band advertisements 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. Further, the Stock Exchanges on which the Equity Shares are proposed to be listed shall be informed promptly in this regard by our Company and the BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank(s) to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. In the event of withdrawal of the Offer and subsequently, plans of a fresh public offering of Equity Shares by our Company, a fresh draft red herring prospectus will be filed again with SEBI.

Notwithstanding the foregoing, this Offer is also subject to obtaining (i) 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 period as may be prescribed under applicable law, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded / unblocked within the time prescribed under applicable law.

OFFER STRUCTURE

The Offer is of up to [●] Equity Shares of face value of ₹1 each for cash at a price of ₹[●] per Equity Share (including a premium of ₹[●] per Equity Share) aggregating up to ₹[●] million comprising of a Fresh Issue of up to [●] Equity Shares of face value of ₹1 each aggregating up to ₹5,000.00 million by our Company and an Offer of Sale of up to 24,040,162 Equity Shares of face value of ₹1 each aggregating up to ₹[●] million by the Selling Shareholders.

The Offer shall constitute [●]% of the post-Offer paid-up Equity Share capital of our Company.

Our Company, in consultation with the BRLMs, may consider a further issue of specified securities as may be permitted under applicable law, aggregating up to ₹1,000.00 million (the “**Pre-IPO Placement**”), prior to the filing of the Red Herring Prospectus. The Pre-IPO Placement, if undertaken, will be at a price to be decided by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the amount raised pursuant to the Pre-IPO Placement will be reduced from the Fresh Issue, subject to compliance with Rule 19(2)(b) of the SCRR. The Pre-IPO Placement, if undertaken, shall not exceed 20% of the size of the Fresh Issue. Prior to the completion of the Offer, our Company shall appropriately intimate the subscribers to the Pre-IPO Placement, prior to allotment pursuant to the Pre-IPO Placement, that there is no guarantee that our Company may proceed with the Offer, or that the Offer may be successful and will result in the listing of the Equity Shares on the Stock Exchanges. Further, relevant disclosures in relation to such intimation to the subscribers to the Pre-IPO Placement (if undertaken) shall be appropriately made in the relevant sections of the Red Herring Prospectus and Prospectus.

In terms of Rule 19(2)(b) of the SCRR, the Offer is being made through Book Building Process, in compliance with Regulation 6(1) and 31 of the SEBI ICDR Regulations.

Particulars	QIBs ⁽¹⁾	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment / allocation* ⁽²⁾	Not more than [●] Equity Shares of face value of ₹1 each	Not less than [●] Equity Shares of face value of ₹1 each available for allocation or Offer less allocation to QIB Bidders and Retail Individual Bidders	Not less than [●] Equity Shares of face value of ₹1 each available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer Size available for Allotment / allocation	Not more than 50% of the Offer size shall be available for allocation to QIB Bidders. However, 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance Net QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Offer, or the Offer less allocation to QIB Bidders and Retail Individual Bidders will be available for allocation, out of which: a) one third of Non -Institutional Portion shall be reserved for Bidders with application size of more than ₹0.20 million and up to ₹1.00 million; and b) two third of Non - Institutional Portion shall be reserved for Bidders with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to Bidders in the other sub - category of Non - Institutional Bidders.	Not less than 35% of the Offer, or the Offer less allocation to QIB Bidders and Non-Institutional Bidders
Basis of Allotment / allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): a) Up to [●] Equity Shares of face value of ₹1 each shall be available for allocation on a	The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following:	The allotment to each Retail Individual Bidder 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.

Particulars	QIBs ⁽¹⁾	Non-Institutional Bidders	Retail Individual Bidders
	proportionate basis to Mutual Funds only; and b) Up to [●] Equity Shares of face value of ₹1 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 [●] Equity Shares of face value of ₹1 each (comprising of up to 60% of the QIB Portion) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Domestic Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price	(i) one-third of Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million, and (ii) two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders. The Allotment to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis. For details, see “Offer Procedure” on page 470.	For details, see “Offer Procedure” on page 470.
Minimum Bid	Such number of Equity Shares in multiples of [●] Equity Shares, that the Bid Amount exceeds ₹0.20 million	Such number of Equity Shares in multiples of [●] Equity Shares that the Bid Amount exceeds ₹0.20 million	[●] Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer (excluding the Anchor Portion), subject to applicable limits under applicable law	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer (excluding the QIB Portion), subject to limits prescribed under applicable law	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹0.20 million
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Mode of allotment	Compulsorily in dematerialised form for QIBs and RIBs. For NIBs allotment shall not be less than the Minimum NIB Application Size		
Allotment Lot	A minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Trading Lot	One Equity Share		
Who can apply ⁽³⁾⁽⁵⁾	Public financial institutions (as specified in Section 2(72) of the Companies Act), scheduled commercial banks, Mutual Funds, Eligible FPIs, VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of ₹250.00 million, pension funds with minimum corpus of ₹250.00 million, with the Pension Fund Regulatory and Development Authority, National Investment Fund set up by the Government of India, the insurance funds set up	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions societies and trusts and any individuals, corporate bodies and family offices which are re-categorised as category II FPIs and registered with SEBI	Resident Indian individuals, Eligible NRIs and HUFs (in the name of the karta)

Particulars	QIBs ⁽¹⁾	Non-Institutional Bidders	Retail Individual Bidders
	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 Non-Banking Financial Companies.		
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 by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank(s) through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.		
Mode of Bidding [^]	ASBA only (excluding the UPI Mechanism) except for Anchor Investors	ASBA only (including UPI Mechanism for Bids up to ₹0.50 million)	ASBA only (including the UPI Mechanism)

* Assuming full subscription in the Offer.

[^] SEBI vide its SEBI ICDR Master Circular and vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), has mandated that ASBA applications in Public Issues shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, Stock Exchanges shall, for all categories of investors viz. QIB, NIB and Retail and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

- (1) 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 and subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹50 million per Anchor Investor, and (iii) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five Anchor Investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million or part thereof will be permitted, subject to minimum allotment of ₹50 million per Anchor Investor. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion. For further details, see "Offer Procedure" on page 470.
- (2) Subject to valid Bids being received at or above the Offer Price. The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 45 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 Offer shall be available for allocation on a proportionate basis to QIBs. Such number of Equity Shares representing 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to all QIBs. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders 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 Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the Non-Institutional Portion shall be reserved for Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million, and (ii) two-third of the Non-Institutional Portion will be available for allocation to Bidders with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders.
- 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, at the discretion of our Company in consultation with the BRLMs, Registrar to the Offer and the Designated Stock Exchange. In the event of under-subscription in the Offer, subject to receiving minimum subscription for 90% of the Fresh Issue and compliance with Rule 19(2)(b) of the SCRR, the Allotment for the balance valid Bids will be made proportionately towards Fresh Issue and the Offered Shares. For further details, see "Terms of the Offer" on page 459.
- (3) In the event that a Bid is submitted in joint names, 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. 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 in any or all categories.
- (4) Anchor Investors shall pay the entire Bid Amount at the time of submission of the Anchor Investor Bid, provided that any positive difference between the Anchor Investor Allocation Price and the Offer Price, shall be payable by the Anchor Investor Pay-in Date as mentioned in the CAN.
- (5) Bids by FPIs with certain structures as described under "Offer Procedure - Bids by FPIs" on page 477 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.

Note: Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, 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 pursuant to the Offer.

OFFER PROCEDURE

All Bidders should read the General Information Document for investing in public issues prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 issued by the SEBI 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, 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. Investors should note that the details and process provided in the General Information Document should be read along with this section.

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 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 (to the extent this circular is not rescinded by the SEBI RTA Master Circular and the SEBI ICDR Master Circular) read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 (now rescinded and replaced by the SEBI ICDR Master Circular), had introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phase 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 for T+6 days (“UPI Phase I”). The UPI Phase I was effective till 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 for 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 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 ₹0.20 million to ₹0.50 million for all the individual investors applying in public issues. All individual Bidders in initial public offerings whose application sizes are up to ₹0.50 million shall use the UPI Mechanism. Pursuant to SEBI circular SEBI/HO/CFD/TPDI/CIR/P/2023/140 dated August 9, 2023, (“T+3 Notification”) the final reduced timeline of T+3 days using the UPI Mechanism for applications by UPI Bidders (“UPI Phase III”) has been made voluntary for public issues opening on or after September 1, 2023, and mandatory for public issues opening on or after December 1, 2023. This Offer shall be undertaken pursuant to the processes and procedures under UPI Phase III on mandatory basis, subject to any circulars, clarification or notification issued by 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 Draft Red Herring Prospectus. The SEBI RTA Master Circular has consolidated the aforementioned circulars (excluding SEBI circular no. SEBI/HO/CFD/TPDI/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 the SEBI ICDR Regulations, the timelines and processes mentioned in 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.

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 BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Pursuant to circular no. NSDL/CIR/II/28/2023 dated August 8, 2023, issued by NSDL and circular no. CDSL/OPS/RTA/POLCY/2023/161 dated August 8, 2023 issued by CDSL, our Company may request the Depositories to suspend / freeze the ISIN in depository system till withdrawal of the Offer or listing / trading effective date. Pursuant to the aforementioned circulars, our Company may request the Depositories to suspend / freeze the ISIN in depository system from or around the date of the Red Herring Prospectus till withdrawal of the Offer or listing and commencement of trading of our Equity Shares. The shareholders who intend to transfer the pre-Offer shares may request our Company and/ or the Registrar for facilitating transfer of shares under suspended / frozen ISIN by submitting requisite documents to our Company and/or the Registrar. Our Company and/ or the Registrar would then send the requisite documents along with applicable stamp duty and corporate action charges to the respective depository to execute the transfer of shares under suspended ISIN through corporate action. The transfer request shall be accepted by the Depositories from our Company till one day prior to Bid / Offer Opening Date.

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 influencers. Further, investors are advised to rely only on the information contained in the Offer document and Price Band Advertisement for making investment decision.

Further, our Company, the Selling Shareholders and the BRLMs are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. 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 Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

The BRLMs shall be the nodal entity for any issues arising out of public issuance process.

Our Company, the Selling Shareholders and the BRLMs are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Offer.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 6(1) and 31 of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be available for allocation to QIBs on a proportionate basis, 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 one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from them at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis 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, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not more less 15% of the Offer shall be available for allocation to Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹0.20 million and up to ₹1.00 million, and (ii) two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders.

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 on proportionate basis, at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange subject to applicable laws.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchanges.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press releases dated June 25, 2021, September 17, 2021 and March 30, 2022 and March 28, 2023 and any subsequent press releases in this regard.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including the DP ID and the Client ID and the PAN and UPI ID (for UPI Bidders Bidding through the UPI Mechanism), 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 UPI for Bids by RIBs as per the UPI Circulars

SEBI has issued UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles by introducing an alternate payment mechanism using UPI. Pursuant to the UPI Circulars, UPI 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 the ASBA) for applications by UPI Bidders through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced and implemented the UPI payment mechanism in three phases in the following manner:

- (a) **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 until June 30, 2019. Under this phase, an RIB also had the option to submit the ASBA Form with any of the Designated Intermediaries and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing would continue to be six Working Days.
- (b) **Phase II:** This phase was 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 is later. SEBI vide its circular bearing number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, pursuant to SEBI circular dated March 30, 2020, this phase was extended till further notice. Under this phase, submission of the ASBA Form without UPI by RIBs 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.
- (c) **Phase III:** This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023 vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification**"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

This Offer is being made under Phase III of the UPI Circulars (on a mandatory basis) in accordance with the SEBI ICDR Master Circular and the T+3 Notification (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations).

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circulars include, appointment of a nodal

officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send 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 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. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post-Offer BRLMs will be required to compensate the concerned investor.

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 a 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 using the UPI.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the SEBI ICDR Master Circular, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 each to the extent applicable and not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations. Further, pursuant to the SEBI ICDR Master Circular and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), all individual bidders in initial public offerings whose application sizes are up to ₹0.50 million shall use the UPI Mechanism and 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. This circular has come into force for initial public offers opening on or after May 1, 2022 and the provisions of these circular are deemed to form part of this Draft Red Herring Prospectus.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Electronic registration of Bids

- a) The Designated Intermediary may register the Bids using the online 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 online facilities for the Book Building process on a regular basis before the closure of the Offer.
- b) On the Bid / Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.
- c) Only Bids that are uploaded on the Stock Exchanges' platform are considered for allocation / Allotment. The Designated Intermediaries are given till 5:00 pm on the Bid / Offer Closing Date to modify select fields uploaded in the Stock Exchanges' 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 Bidders 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 relevant Bidding Centers and at our Registered and Corporate Office. An electronic copy of the ASBA Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid / Offer Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Offer. Anchor Investors are not permitted to participate in this Offer through the ASBA process. Bidders (other than Anchor Investors and UPI Bidders Bidding using the UPI Mechanism) must provide bank account details and authorisation by the ASBA account holder to block funds in their respective ASBA Accounts in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that does not contain such details are liable to be rejected.

Retail Individual Bidders submitting their Bid cum Application Form to any Designated Intermediary (other than SCSBs) shall be required to Bid using the UPI Mechanism and must provide the UPI ID in the relevant space provided in the Bid cum Application Form. Bids submitted by Retail Individual Bidders with any Designated Intermediary (other than SCSBs) without mentioning the UPI ID are liable to be rejected. UPI Bidders Bidding using the UPI Mechanism may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of SEBI.

Further, ASBA Bidders shall ensure that the Bids are submitted at the Bidding Centres only on ASBA Forms bearing the stamp of a Designated Intermediary (except in case of electronic ASBA Forms) and ASBA Forms not bearing such specified stamp may be liable for rejection. Bidders using the ASBA process to participate in the Offer must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked therein. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about the Bid Amounts blocked / unblocked.

Since the Offer is made under Phase III (on a mandatory basis), ASBA Bidders may submit the ASBA Form in the manner below:

- (i) RIBs (other than the RIBs 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 using the UPI Mechanism, 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 NIBs not using the UPI Mechanism may submit their ASBA Forms with SCSBs, Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs.

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.

In terms of the SEBI ICDR Master Circular and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), all 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. The circular shall be applicable for all categories of investors viz. Retail Individual Bidder, QIB and NIB and also for all modes through which the applications are processed.

Non-Institutional Bidders bidding through UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form. UPI Bidders Bidding using the UPI Mechanism must provide the UPI ID in the relevant space provided in the Bid cum Application Form.

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	[●]
Non-Residents including FPIs, Eligible NRIs applying on a repatriation basis, FVCIs and	[●]

Category	Colour of Bid cum Application Form*
registered bilateral and multilateral institutions	
Anchor Investors	[●]

* Excluding electronic Bid cum Application Forms.

Notes:

(1) Electronic Bid cum Application forms will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).

(2) Bid cum Application Forms for Anchor Investors will be made available at the offices of the BRLMs.

In case of ASBA Forms, the relevant Designated Intermediaries 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. Designated Intermediaries (other than SCSBs) shall submit / deliver the ASBA Forms (except Bid cum Application Forms submitted by UPI Bidders Bidding using the UPI Mechanism) to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank(s). For UPI Bidders using the UPI Mechanism, 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 a UPI Mandate Request to such UPI Bidders for blocking of funds. Stock Exchanges shall 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. 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 Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to RIBs, 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 RIBs (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (*i.e.*, the Sponsor Bank(s), NPCI or the issuer bank) 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 BRLMs for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI ICDR Master Circular.

For all pending UPI Mandate Requests, the Sponsor Bank 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 (“**Cut-Off Time**”). Accordingly, UPI Bidders should accept UPI Mandate Requests for blocking of funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse.

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 BRLMs in the format and within the timelines as specified under the 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.

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid / Offer Opening Date till 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.

Participation by Promoters, Promoter Group, the BRLMs, associates and affiliates of the BRLMs and the Syndicate Members and the persons related to Promoters, Promoter Group, BRLMs and the Syndicate Members and Bids by Anchor Investors

The BRLMs and the Syndicate Members shall not be allowed to purchase / subscribe the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members may purchase / subscribe to the Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders and such subscription may be on their own account or on behalf of their clients. All categories of investors, including respective 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 for 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 associates of the BRLMs, nor (ii) any person related to the Promoter and Promoter Group shall apply in the Offer under the Anchor Investor Portion.

Further, an Anchor Investor shall be deemed to be an “associate of the Book Running Lead Managers” if: (i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLMs.

Further, the Promoters and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer, except in accordance with the applicable law. Furthermore, persons related to the Promoters and the Promoter Group shall not apply in the Offer under the Anchor Investor Portion. It is clarified that a qualified institutional buyer who has rights under a shareholders’ agreement or voting agreement entered into with any of the Promoters or members of the Promoter Group of our Company, veto rights or a right to appoint any nominee director on our Board, shall be deemed to be a person related to the Promoters or Promoter Group of our Company.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, the Company in consultation with BRLMs reserves the right to reject any Bid without assigning any reason thereof. 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 may be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund will not be treated as multiple Bids, provided that such Bids clearly indicate the scheme for which the Bid is submitted.

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 scheme. No Mutual Fund under all its schemes should own more than 10% of any 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 offices of the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs Bidding on a repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident External Accounts (“**NRE Account**”), or Foreign Currency Non-Resident Accounts (“**FCNR Account**”), and Eligible NRIs bidding on a non-repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident Ordinary (“**NRO**”) accounts for the full Bid amount, at the time of submission of the Bid cum Application Form. Participation of Eligible NRIs in the Offer shall be subject to the FEMA regulations. 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.

In accordance with the FEMA NDI Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% 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 and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling

of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company. Pursuant to the special resolution dated June 20, 2025, passed by our Shareholders, the aggregate ceiling of 10% was raised to 24%.

Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour).

For details of restrictions on investment by NRIs, see “*Restrictions on Foreign Ownership of Indian Securities*” on page 493.

Bids by HUFs

Bids by HUFs, should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form as follows: “Name of sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Bids by HUFs will be considered at par with Bids from individuals.

Bids by FPIs

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 terms of applicable FEMA NDI Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, *i.e.*, the individual holding of an FPI (including its investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control) shall be below 10% of our post-Offer Equity Share capital on a fully diluted basis. In case the total holding of an FPI or investor group increase 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 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.

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 in consultation with BRLMs, reserve 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 ([●] in colour).

To ensure compliance with the above requirement, SEBI, pursuant to its SEBI RTA Master Circular, 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 issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI is permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

- (a) such offshore derivative instruments are issued only by persons registered as Category I FPIs;
- (b) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs;
- (c) such offshore derivative instruments are issued after compliance with the ‘know your client’ norms as specified by SEBI; and
- (d) such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (a) to (d)); and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids and are liable to be rejected:

- FPIs which utilise the multi-investment manager structure in accordance with the SEBI master circular bearing reference number EBI/HO/AFD-2/CIR/P/2022/175 dated December 19, 2022 to facilitate implementation of SEBI FPI Regulations (such structure “**MIM Structure**”) provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs;
- 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.

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. MIM Bids by an FPI Bidder utilising the MIM Structure shall be aggregated for determining the permissible maximum Bid.

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 Collecting Depository Participants issued to facilitate implementation of SEBI FPI Regulations, such multiple Bids shall be rejected.

FPIs must ensure that any Bid by a single FPI and/or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collectively, the “**FPI Group**”) shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Any Bids by FPIs and/or the FPI Group (including but not limited to (a) FPIs Bidding through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Offer Equity Share capital on a fully diluted basis shall be liable to be rejected.

Participation of FPIs in the Offer shall be subject to the FEMA NDI Rules.

There is no reservation for Eligible NRI Bidders, AIFs and FPIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

Bids by SEBI registered AIFs, VCFs and FVCIs

The SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Post the repeal of the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 (the “**SEBI VCF Regulations**”), VCFs which have not re-registered as AIFs 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. The SEBI FVCI Regulations prescribe the investment restrictions on FVCIs.

The Category I and II AIFs cannot invest more than 25% of their investible funds in one investee company. A Category III AIF cannot invest more than 10% of its investible funds in one investee company. A VCF registered as a Category I AIF, cannot invest more than one-third of its investible funds, in the aggregate, in certain specified instruments, including by way of subscription to an initial public offering of a venture capital undertaking. An FVCI can invest only up to 33.33% of its investible funds, in the aggregate, in certain specified instruments, which includes subscription to an initial public offering of a venture capital undertaking or an investee company (as defined under the SEBI AIF Regulations) whose shares are proposed to be listed.

Participation of AIFs, VCFs and FVCIs 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.

Our Company, the Selling Shareholders or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

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 and, in consultation with 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 RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company’s investment committee is required to be attached to the Bid cum Application Form, failing which our Company, in consultation with BRLMs, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the “**Banking Regulation Act**”) and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended is 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 last audited balance sheet or a subsequent balance sheet, whichever is less. Further, the aggregate equity investment in subsidiaries and other entities engaged in financial and non-financial services company, including overseas investments, cannot exceed 20% of the bank’s paid-up share capital and reserves. A banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if: (a) the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or (b) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the bank’s interest on loans / investments made to a company, provided that the bank is required to submit a time-bound action plan for disposal of such shares (in this sub-clause (b)) within a specified period to the RBI. A banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed) and investment in a non-financial

services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI ICDR Master Circular and circulars dated September 13, 2012 and January 2, 2013 issued by SEBI, each to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations. 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 Bids.

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, the Company in consultation with BRLMs, reserves the right to reject any Bid without assigning any reason thereof. The exposure norms for insurers are prescribed under Regulation 9 of the Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016 read with the investments – master circular issued by IRDAI dated October 27, 2022, each as amended (“**IRDA Investment Regulations**”) and are 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. Bidders are advised to refer to the IRDA 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.

The exposure norms for insurers, prescribed under the IRDA Investment Regulations, are broadly set forth below:

- a) equity shares of a company: the lower of 10%* of the outstanding equity shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer or health insurer;
- b) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or health insurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- c) the industry sector in which the investee company operates: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or health insurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (a), (b) and (c) above, as the case may be.

**The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000 million or more but less than ₹2,500,000 million.*

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by NBFC-SI, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid-cum Application Form. Failing this, our Company, in consultation with BRLMs, reserve the right to reject any Bid, without assigning any reason thereof. NBFC-SI participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time. Investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, Eligible FPIs, AIFs, Mutual Funds, insurance companies, NBFC-SI, insurance funds set up by the army, navy or air force of the 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 (subject to applicable laws) and pension funds with a minimum corpus of ₹250 million, 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, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company, in consultation with the BRLMs, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company, in consultation with the BRLMs, may deem fit.

Bids by provident funds / pension funds

In case of Bids made by provident funds / pension funds, subject to applicable laws, with minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under Section 3(1) of the Pension Fund Regulatory and Development Authority Act, 2013, a certified copy of 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 BRLMs reserve the right to reject any Bid, without assigning any reason therefor.

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.

- (a) Anchor Investor Application Forms to be made available for the Anchor Investor Portion at the offices of the BRLMs.
- (b) The Bids are required to 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.
- (c) One-third of the Anchor Investor Portion is reserved for allocation to domestic Mutual Funds.
- (d) Bidding for Anchor Investors will open one Working Day before the Bid / Offer Opening Date and will be completed on the same day.
- (e) Our Company, in consultation with the BRLMs will finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion is not less than:
 - maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹100 million;
 - minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million, subject to a minimum Allotment of ₹50 million per Anchor Investor; and
 - in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million, subject to minimum Allotment of ₹50 million per Anchor Investor.
- (f) Allocation to Anchor Investors is required to be completed on the Anchor Investor Bid / Offer Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation will be made, is required to be made available in the public domain by the BRLMs before the Bid / Offer Opening Date, through intimation to the Stock Exchanges.
- (g) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

- (h) 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.
- (i) Neither the BRLMs nor any associate 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 or pension funds sponsored by entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the and 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 associates of the BRLMs) can apply in the Offer under the Anchor Investor Portion.
- (j) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered as multiple Bids.
- (k) 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 Offer 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 Offer Price, Allotment to successful Anchor Investors will be at the higher price.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders 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 Draft Red Herring Prospectus, when filed. 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 laws or regulation and as specified in the Red Herring Prospectus, when filed.

In accordance with RBI regulations, OCBs cannot participate in the Offer.

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 and/or the BRLMs 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 this Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

In the event of an upward revision in the Price Band, RIBs who had Bid at Cut-off Price could either (i) revise their Bid or (ii) shall make additional payment based on the cap of the revised Price Band (such that the total amount i.e. original Bid Amount plus additional payment does not exceed ₹0.20 million with respect to RIBs if the Bidder wants to continue to Bid at Cut-off Price). The revised Bids must be submitted to the same Designated Intermediary to whom the original Bid was submitted. If the total amount (i.e. the original Bid Amount plus additional payment) exceeds ₹0.20 million with respect to RIBs, the Bid will be considered for allocation under the Non-Institutional Portion. If, however, the Retail

Individual Bidder does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the Retail Individual Bidder and the Retail Individual Bidder is deemed to have approved such revised Bid at Cut-off Price.

In the event of a downward revision in the Price Band, Retail Individual Bidders who have bid at Cut-off Price may revise their Bid; otherwise, the excess amount paid at the time of Bidding would be unblocked after Allotment is finalised.

Any revision of the Bid shall be accompanied by instructions to block the incremental amount, if any, to be paid on account of the upward revision of the Bid.

Pre-Offer and Price Band Advertisement

Subject to Section 30 of the Companies Act, our Company will, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer and Price Band advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of [●], a widely circulated English national daily newspaper, all editions of [●], a widely circulated Hindi national daily newspaper, and [●] editions of [●], a widely circulated Gujarati daily newspaper (Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located). Our Company shall, in the pre-Offer and Price Band advertisement state the Bid / Offer Opening Date, the Bid / Offer Closing Date and the QIB Bid / Offer Closing Date, as applicable, as well as the Price Band decided by our Company in consultation with the BRLMs. 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.

Signing of Underwriting Agreement and filing of Prospectus with the RoC

Our Company and the Selling Shareholders intend to enter into an Underwriting Agreement with the Underwriters on or after the finalisation of the Offer Price but prior to the filing of the Prospectus. After signing the Underwriting Agreement, the Company will file the Prospectus with the RoC. The Prospectus would have details of the Offer Price, Anchor Investor Offer Price, Offer size and underwriting arrangements and would be complete in all material respects.

General Instructions

Please note that QIBs and Non-Institutional Bidders are not permitted 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. Retail Individual Bidders can revise or withdraw their Bid(s) until the Bid / Offer Closing Date. Anchor Investors are not allowed to withdraw or lower the size of their Bids after the Anchor Investor Bidding Date.

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. All Bidders (other than Anchor Investors) should submit their Bids using the ASBA process only;
3. Ensure that you have Bid within the Price Band;
4. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than UPI Bidders Bidding using the UPI Mechanism) in the Bid cum Application Form and such ASBA account belongs to you and no one else. UPI Bidders using the UPI Mechanism must mention their correct UPI ID and shall use only his / her own bank account which is linked to such UPI ID and not the bank account of any third party;
5. UPI Bidders Bidding using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;
6. UPI Bidders Bidding using the UPI Mechanism shall make Bids only through the SCSBs, mobile applications and

UPI handles whose name 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. An application made using incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned on the SEBI website is liable to be rejected;

7. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
8. Ensure that the details about the PAN, DP ID, Client ID and UPI ID (where applicable) are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in dematerialized form only;
9. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time. UPI Bidders using UPI Mechanism, may submit their ASBA Forms with Syndicate, Sub-Syndicate Members, Registered Brokers, RTA or CDP;
10. In case of joint Bids, ensure that First Bidder is the ASBA Account holder (or the UPI-linked bank account holder, as the case may be) and the signature of the First Bidder is included in the Bid cum Application Form;
11. Retail Individual Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and not with any other Designated Intermediary;
12. Ensure that they 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. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank(s) for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;
13. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;
14. 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 Collecting 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;
15. Bidders should ensure that they receive the Acknowledgment Slip or the acknowledgement number duly signed and stamped by a Designated Intermediary, as applicable, for submission of the Bid cum Application Form;
16. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process to any of the Designated Intermediaries;
17. Ensure that you submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
18. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular MRD/DoP/Dep/Cir-09/06 dated July 20, 2006 and SEBI circular no. MRD/DoP/SE/Cir-13/06 dated September 26, 2006, may be exempted from specifying their PAN for transacting in the securities market, and (iii) any other category of Bidders, including without limitation, multilateral / bilateral institutions, which may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be

rejected;

19. Ensure that the Demographic Details are updated, true and correct in all respects;
20. 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;
21. 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;
22. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;
23. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
24. UPI Bidders Bidding using the UPI Mechanism, should ensure that they approve the UPI Mandate Request generated by the Sponsor Bank(s) to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;
25. Note that in case the DP ID, UPI ID (where applicable), Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, UPI ID (where applicable), Client ID and PAN available in the Depository database, then such Bids are liable to be rejected; However, Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilise the MIM structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs.
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. In case of QIBs and NIBs (other than for Anchor Investor and UPI Bidder), ensure that while Bidding through a Designated Intermediary, the ASBA Form 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 <http://www.sebi.gov.in>);
28. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB or the 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 at the time of submission of the Bid;
29. UPI Bidders Bidding using the UPI Mechanism 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 authorization of the mandate using his / her UPI PIN, the Retail Individual Bidder shall be deemed to have verified the attachment containing the application details of the UPI Bidder Bidding using the UPI Mechanism in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank(s) to issue a request to block the Bid Amount mentioned in the Bid Cum Application Form in his / her ASBA Account;
30. UPI Bidders Bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the First Bidder (in case of joint account) in the Bid cum Application Form;
31. UPI Bidders Bidding using the UPI Mechanism, 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 authorise blocking of funds equivalent to the revised Bid Amount in his / her account and subsequent debit of funds in case of allotment in a timely manner;

32. UPI Bidders who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which UPI Bidders 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 UPI's Bidders' ASBA Account;
33. Ensure that Anchor Investors submit their Bid cum Application Forms only to the BRLMs.
34. Ensure that ASBA bidders shall ensure that bids above ₹0.50 million, are uploaded only by the SCSBs;
35. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank(s) prior to 5:00 p.m. on the Bid / Offer Closing Date.
36. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press releases dated June 25, 2021, September 17, 2021 and March 28, 2023.

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 SEBI RTA Master Circular is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not Bid for a Bid Amount exceeding ₹0.20 million (for Bids by RIBs);
4. Do not Bid on another Bid cum Application Form after you have submitted a Bid to a Designated Intermediary;
5. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
6. Do not send Bid cum Application Forms by post, instead submit the same to the Designated Intermediary only;
7. Bids by HUFs not mentioned correctly as provided in "*Bids by HUFs*" on page 477;
8. Anchor Investors should not Bid through the ASBA process;
9. Do not submit the ASBA Forms to any non-SCSB bank or to our Company or at a location other than the Bidding Centers;
10. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;
11. Do not Bid on a physical Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
12. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
13. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for exceeds the Offer / Issue size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;

14. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid / Offer Closing Date (for online applications) and after 12:00 p.m. on the QIB Bid / Offer Closing Date (for physical applications);
15. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
16. If you are a UPI Bidders using UPI Mechanism, do not submit more than one Bid cum Application Form for each UPI ID;
17. In case of ASBA Bidders (other than 3 in 1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹0.50 million;
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 (where 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 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 Bidding using the UPI Mechanism, in the UPI-linked bank account where funds for making the Bid are available;
21. 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 Bidder. Retail Individual Bidders can revise or withdraw their Bids until the Bid / Offer Closing Date;
22. 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 Bidder;
23. 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 Retail Individual Bidders using the UPI Mechanism;
24. 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;
25. 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);
26. Do not submit more than one Bid cum Application Form per ASBA Account. If you are a UPI Bidder Bidding using the UPI Mechanism, do not submit Bids through an SCSB and/or mobile application and/or UPI handle that is not listed on the website of SEBI;
27. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;
28. Do not Bid for Equity Shares more than specified by respective Stock Exchanges for each category;
29. Do not submit a Bid cum Application Form with third party UPI ID or using a third party bank account (in case of Bids submitted by UPI Bidders using the UPI Mechanism); and
30. Do not Bid if you are an OCB.

For helpline details of the Book Running Lead Managers pursuant to the SEBI ICDR Master Circular and SEBI circular bearing reference number SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 (to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations), see “*General Information – Book Running Lead Managers*” on page 90.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied

with.

Grounds for Technical Rejection

For details of grounds for technical rejections of a Bid cum Application Form, please see the General Information Document. In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids could be rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;
3. Bids submitted on a plain paper;
4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;
5. 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));
6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;
7. Bids submitted without the signature of the First Bidder or Sole Bidder;
8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
9. ASBA Form by the UPI Bidders by using third party bank accounts or using third party linked bank account UPI IDs;
10. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are “suspended for credit” in terms of SEBI circular no. CIR/MRD/DP/ 22 /2010 dated July 29, 2010;
11. GIR number furnished instead of PAN;
12. Bids by RIBs with Bid Amount of a value of more than ₹0.20 million (net of retail discount, if any);
13. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;
14. Bids accompanied by stock invest, money order, postal order or cash; and
15. Bids uploaded by QIBs after 4.00 pm on the QIB Bid / Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid / Offer Closing Date, Bids by Retail Individual Bidders uploaded after 5.00 p.m. on the Bid / Offer Closing Date, unless extended by the Stock Exchanges. On the Bid / Offer Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Retail Individual Investors, 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 informed to the Stock Exchanges.

In case of any pre-Offer or post Offer related issues regarding demat credit / refund orders / unblocking, etc., investors shall reach out to the Company Secretary and Compliance Officer, and the Registrar. For details of the Company Secretary and Compliance Officer and the Registrar, see “*General Information –Company Secretary and Compliance Officer*” on page 90.

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 BRLMs 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 circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI ICDR Master Circular, and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, each to the extent not rescinded by the SEBI ICDR Master Circular in relation to the SEBI ICDR Regulations, in case of delays in resolving investor grievances in relation to blocking / unblocking of funds.

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 BRLMs 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 through the Red Herring Prospectus 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 Retail Individual Bidders, Non-Institutional Bidders 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 each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to the availability of Equity Shares in Retail Portion and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Further, the allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB Application Size, 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 in accordance with the conditions specified in this regard in the SEBI ICDR Regulations.

Payment into Escrow Account(s) for Anchor Investors

Our Company, in consultation with the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the Allotment Advice 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. The payment instruments for payment into the Escrow Accounts should be drawn in favour of:

- (i) In case of resident Anchor Investors: “[●]”
- (ii) In case of Non-Resident Anchor Investors: “[●]”

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholders, the Syndicate, the Bankers to the Offer and the Registrar to the Offer to facilitate collections from Anchor Investors.

Allotment Advertisement

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 of the Issuer 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.

Our Company, the BRLMs and the Registrar shall publish an allotment advertisement before the commencement of trading, disclosing the date of commencement of trading in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper) and [●] editions of [●] (a widely circulated Gujarati daily newspaper, Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located), each with wide circulation.

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). In this context, tripartite agreements had been signed amongst our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite agreement dated June 2, 2025, amongst our Company, NSDL and Registrar to the Offer.
- Tripartite agreement dated July 11, 2025, amongst our Company, CDSL and Registrar to the Offer.

Undertakings by our Company

Our Company undertakes the following:

- (i) that the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- (ii) that if the Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded / unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;
- (iii) that all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within three Working Days of the Bid / Offer Closing Date or such other time as may be prescribed by SEBI;
- (iv) that funds required for making refunds / unblocking to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- (v) where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the 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;
- (vi) 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 advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
- (vii) that if our Company, in consultation with the BRLMs, withdraw the Offer after the Bid / Offer Closing Date, our Company shall be required to file a fresh draft offer document with SEBI, in the event our Company and/or the Selling Shareholders subsequently decide to proceed with the Offer thereafter;
- (viii) that adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors;
- (ix) that minimum promoters' contribution shall be brought in advance before the Bid / Offer Opening Date;
- (x) that except for (i) any allotment of Equity Shares to employees of our Company pursuant to exercise of stock options granted under the ESOP Scheme 2025, (ii) pursuant to the conversion of outstanding CCDs to Equity

Shares, and (iii) Pre-IPO Placement, no further issue of Equity Shares shall be made until the Equity Shares issued or offered through the Red Herring Prospectus are listed or until the Bid monies are refunded / unblocked in the ASBA Accounts on account of non-listing, under-subscription, etc.

- (xi) Compliance with all disclosure and accounting norms as may be specified by SEBI from time to time.

Undertakings by the Selling Shareholders

Each of the Selling Shareholder, severally and not jointly, undertake and/or confirm the following in respect of itself as the Selling Shareholder and its respective portion of the Offered Shares:

- (i) that the Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations and are in dematerialised form;
- (ii) that it is the legal and beneficial owner of and have clear and marketable title to the Offered Shares;
- (iii) that it shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to the Bidder for making a Bid in the Offer and shall not make any payment, direct or indirect, in the nature of discounts, commission, allowance or otherwise to any person who makes a Bid in the Offer;
- (iv) that the Equity Shares being sold by it pursuant to the Offer are free and clear of any pre-emptive rights, liens, mortgages, charges, pledges or any other encumbrances and shall be in dematerialized form at the time of transfer and shall be transferred to the eligible investors within the time specified under applicable law;
- (v) that it shall provide reasonable co-operation as requested by our Company in relation to the completion of Allotment and dispatch of the Allotment Advice and CAN, if required, and refund orders to the extent of the Offered Shares;
- (vi) that it shall deposit its Equity Shares offered for sale in the Offer in an escrow demat in accordance with the share escrow agreement to be executed between the parties to such share escrow agreement;
- (vii) that it shall not have recourse to the proceeds of the Offer for Sale which shall be held in escrow in its favour, until final listing and trading approvals have been received from the Stock Exchanges; and
- (viii) that it will provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the BRLMs in redressal of such investor grievances that pertain to the Offered Shares.

Utilisation of Offer Proceeds

Our Board certifies 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;
- details of all monies utilized out of the Fresh Issue shall be disclosed and continue to be disclosed till the time any part of the Offer proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized; and
- details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below: “Any person who – (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its

securities; or (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.” The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹1 million or one per cent 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 million or one per cent 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 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. Under the Industrial Policy, 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. The Government of India has from time to time made policy pronouncements on foreign direct investment (“**FDI**”) through press notes and press releases.

The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly, Department of Industrial Policy and Promotion) (“**DPIIT**”) issued the Consolidated FDI Policy Circular of 2020 (“**FDI Policy**”) which, with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that: (i) the activities of the investee company are under the automatic route under the Consolidated 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 Consolidated FDI policy, and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI / RBI.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, had notified the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, 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 Foreign Exchange Management (Non-debt Instruments) Rules, 2019. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“**Restricted Investors**”), will require prior approval of the Government of India, as prescribed in the Consolidated FDI Policy and the FEMA NDI Rules.

Further, in the event of transfer of ownership of any existing or future FDI 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. 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 Bid / Offer Period. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 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 or fund in India. These investment restrictions shall also apply to subscribers of offshore derivative instruments.

As per the Consolidated FDI Policy, FDI in companies engaged in manufacturing sector is permitted up to 100% of the paid-up share capital of such company under the automatic route.

As per the existing policy of the Government of India, OCBs cannot participate in the Offer. For further details, see ‘*Offer Procedure*’ on page 470.

The offer and sale of 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 in the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold (i) within the United States only to persons reasonably believed to be “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red

Herring Prospectus as “U.S. QIBs”) in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act, or (ii) outside the United States in “offshore transactions” as defined in and in compliance with Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. For the avoidance of doubt, the term “U.S. QIBs” does not refer to a category of institutional investors defined under applicable Indian regulations and referred to in this Draft Red Herring Prospectus as “QIBs”.

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. Our Company, the Selling Shareholders and the members of the Syndicate are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations, seek independent legal advice about its liability to participate in the Offer and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under applicable laws or regulations.

SECTION X – ARTICLES OF ASSOCIATION

Capitalized terms used in this section have the meanings that have been given to such terms in the Articles of Association of our Company. Pursuant to the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below. No material clause of the Articles of Association that has a bearing on the Offer and on the disclosures in this Draft Red Herring Prospectus has been excluded.

The Articles of Association of our Company have been approved by our Board pursuant to a resolution dated September 18, 2025 and by our Shareholders at an extra-ordinary general meeting held on September 19, 2025. While our Company has filed the necessary form with the RoC, the approval from the RoC is pending as on the date of this Draft Red Herring Prospectus.

INTERPRETATION

- (1) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modifications thereof in force at the date on which the Articles become binding on the Company. In these regulations --
- i. The “Act” means Companies Act, 2013 and included where the context so admits, any re-enactments or statutory modification thereof for the time being in force.
 - ii. The “Company” or “This Company” means ROTOMAG ENERTEC LIMITED and Company is a Public Company under Section 2(71) of the Companies Act, 2013 which states that “public company” means a company which is not a private company provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles ;
 - iii. “Alter” or “alteration” includes the making of additions, omissions and substitutions.
 - iv. “Auditors” - means and includes those persons appointed as such for the time being by the Company.
 - v. “Board of Directors” or “Board”, in relation to a company, means the collective body of the directors of the company;
 - vi. “Capital” - means the share capital for the time being raised or authorized to be raised, for the purpose of the Company.
- “**Chairperson**” means the chairman of the Board of Directors for the time being of the Company or the person elected or appointed to preside over the Board and/or General Meetings of the Company;
- vii. “Debenture” includes debenture stock, bonds or any other instrument of a company evidencing a debt, whether constituting a charge on the assets of the company or not.
 - viii. “Director” means a director appointed to the Board of a company.
 - ix. “Dividend” includes any interim dividend.
 - x. “Document” includes summons, notice, requisition, order, declaration, form and register, whether issued, sent or kept in pursuance of this Act or under any other law for the time being in force or otherwise, maintained on paper or in electronic form.
 - xi. “Gender” The word importing the masculine gender include the feminine gender.
 - xii. “In writing” “in writing” and “written” - include printing, lithography and other modes and “written” of representing or reproducing words in a visible form.

- xiii. “Member” in relation to a company, means—
- (i) the subscriber to the memorandum of the company, who shall be deemed to have agreed to become member of the company, and on its registration, shall be entered as member in its register of members;
 - (ii) every other person who agrees in writing to become a member of the company and whose name is entered in the register of members of the company;
 - (iii) every person holding shares of the company and whose name is entered as a beneficial owner in the records of a depository;
- xiv. “Memorandum” means the memorandum of association of a company as originally framed or as altered from time to time in pursuance of any previous company law or of this Act.
- xv. “Meeting” or “General Meeting” - means a meeting of members.
- xvi. “Annual General Meeting” - means a General meeting of the members held in accordance with the provisions of Section 96 of the Act.
- xvii. “Electronic Mode” shall mean any communication sent by a company through its authorized and secured computer programme which is capable of producing confirmation and keeping record of such communication addressed to the person entitled to receive such communication at the last electronic mail address provided by the member.
- xviii. “Extraordinary General Meeting” - means an Extraordinary General meeting of the Members duly called and constituted and adjourned holding thereof.
- xix. “Month” - means a calendar month.
- xx. “Office” - means the Registered Office for the time being of the Company.
- xxi. “Ordinary or special resolution” means an ordinary resolution, or as the case may be, special resolution referred to in section 114.
- xxii. “Paid Up” - includes credited as paid up.
- xxiii. “Persons” - includes corporations of firm as well as individuals.
- xxiv. “Postal Ballot” means voting by post or through any electronic mode;
- xxv. “Proxy” - means an instrument whereby any person is authorized to vote for a Member at a General Meeting on Poll.
- xxvi. “Register of Members” - means the Register of Members to be kept pursuant to the Act.
- xxvii. “The Registrar” - means the Registrar of the Companies.
- xxviii. “Seal” - means the Common Seal for the time being of the Company.
- xxix. “Share” means a share in the share capital of a company and includes stock.
- xxx. “Singular Number” Words importing the singular number include, where the context admits or requires, the plural number and vice versa.

- xxxi. “Year” means the calendar year and “Financial Year” shall have the meaning assigned thereto by Section 2 (41) of the Companies Act, 2013.records of a depository;
- xiv. “Memorandum” means the memorandum of association of a company as originally framed or as altered from time to time in pursuance of any previous company law or of this Act.
- xv. “Meeting” or “General Meeting” - means a meeting of members.
- xvi. “Annual General Meeting” - means a General meeting of the members held in accordance with the provisions of Section 96 of the Act.
- xvii. “Electronic Mode” shall mean any communication sent by a company through its authorized and secured computer programme which is capable of producing confirmation and keeping record of such communication addressed to the person entitled to receive such communication at the last electronic mail address provided by the member.
- xviii. “Extraordinary General Meeting” - means an Extraordinary General meeting of the Members duly called and constituted and adjourned holding thereof.
- xix. “Month” - means a calendar month.
- xx. “Office” - means the Registered Office for the time being of the Company.
- xxi. “Ordinary or special resolution” means an ordinary resolution, or as the case may be, special resolution referred to in section 114.
- xxii. “Paid Up” - includes credited as paid up.
- xxiii. “Persons” - includes corporations of firm as well as individuals.
- xxiv. “Postal Ballot” means voting by post or through any electronic mode;
- xxv. “Proxy” - means an instrument whereby any person is authorized to vote for a Member at a General Meeting on Poll.
- xxvi. “Register of Members” - means the Register of Members to be kept pursuant to the Act.
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- xxviii. “Seal” - means the Common Seal for the time being of the Company.
- xxix. “Share” means a share in the share capital of a company and includes stock.
- xxx. “Singular Number” Words importing the singular number include, where the context admits or requires, the plural number and vice versa.
- xxxi. “Year” means the calendar year and “Financial Year” shall have the meaning assigned thereto by Section 2 (41) of the Companies Act, 2013.

SHARE CAPITAL AND VARIATION OF RIGHTS

1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par 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 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 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.

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 within three months after allotment or within two months after the application for the registration of transfer or transmission, sub-division, consolidation or renewal of any of its shares as the case may be, or within such other period as the conditions of issue shall be provided, -
 - a) one certificate for all his shares of each or denomination registered in his name without payment of any charges; or
 - b) several certificates, if the directors so approve, each for one or more of his shares of shares of each class or denomination registered in his name, upon payment of twenty rupees for each certificate after the first.
 - (ii) Every certificate shall be under the seal and shall specify the shares to which it relates, number and distinctive numbers of shares in respect of which it is issued and the amount paid-up thereon in such form as the Directors may prescribe and approve, and shall be signed by two Directors or by a director and the company secretary, wherever the company has appointed a company secretary, provided that in case the company has a common seal it shall be affixed in the presence of the persons required to sign the certificate.
 - (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders
3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under this Article shall be issued without payment of fees if the Directors decide or, on payment of such fees, not exceeding two rupees for each certificate as the Directors may prescribe. Provided that no fee shall be charged for the issue of new certificates in the replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

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 rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable thereof in this regard.

- (ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.

Subject to the provisions of Section 89 of the Act, a Person whose name is entered in the register of Members of the Company as the holder of the Shares but who does not hold the beneficial interest in such Shares shall file with the Company, a declaration to that effect in the form prescribed under the Act and the Company shall make necessary filings with the Registrar as may be required, within a prescribed period as set out in the Act and the rules framed thereunder.

Subject to provisions of Section 90 of the Act, every individual, who acting alone or together, or through one or more persons or trust, including a trust and Persons resident outside India, holds beneficial interests, of not less than twenty-five per cent. or such other percentage as may be prescribed under the Act, in Shares of the Company or the right to exercise, or the actual exercising of significant influence or control as defined in clause (27) of Section 2 of the Act, over the Company shall make a declaration to the Company, specifying the nature of his interest and other particulars, in such manner and within such period of acquisition of the beneficial interest or rights and any change thereof. The Company shall maintain a register of the interest declared by such individuals and changes therein which shall include the name of individual, his date of birth, address, details of ownership in the Company and such other details as may be prescribed under the Act.

4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
5.
 - (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made there under.
 - (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
 - (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.
 - (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.
9. Any debentures, debenture-stock or other securities may be issued at a 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, 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.

FURTHER ISSUE OF SHARES

10. (1) Where at any time after the expiry of two years from the formation of the company or at any time after the expiry of one year from the allotment of shares in the company made for the first time after its formation, whichever is earlier, it is proposed to increase the subscribed capital of the company by allotment of further shares then:
- (a) Such further shares shall be offered to the persons who, at the date of the offer, are holders of the equity shares of the company, in proportion, as nearly as circumstances admit, to the capital paid-up on those shares at that date;
 - (b) The offer aforesaid shall be made by a notice specifying the number of shares offered and limiting a time not being less than fifteen days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined;
 - (c) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in sub-clause (b) shall contain a statement of this right;
 - (d) After the expiry of the time specified in the notice aforesaid, 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 them in such manner as they think most beneficial to the company.
- (2) Notwithstanding anything contained in sub-clause (1) 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 general meeting, or
 - (b) Where no such resolution is passed, if the votes cast (whether on a show of hands or on a poll as the case may be) in favour of the proposal contained in the resolution moved in that general meeting (including the casting vote, if any, of the Chairman) by members who, being entitled so to do, 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 made by the Board of Directors in this behalf, that the proposal is most beneficial to the company.
- (3) Nothing in sub-clause (c) of (1) hereof shall be deemed:
- (a) To extend the time within which the offer should be accepted; or
 - (b) To authorize 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 comprised in the renunciation.
- (4) Nothing in this Article shall apply to the increase of the subscribed capital of the company caused by the exercise of an option attached to the debentures issued by the company:
- (a) To convert such debentures or loans into shares in the company; or
 - (b) To subscribe for shares in the company

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 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 in this behalf, has also been approved by the special resolution passed by the company in General Meeting before the issue of the loans.

11. Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the directors who may issue, allot or otherwise dispose of the same or any of them to such person, 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 Sections 52 and 53 of the Act) at a discount 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 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. As regards all allotments, from time to time made, the Board shall duly comply with Sections 23 and 39 of the Act, as the case may be.

LIEN

12. (i) The Company shall subject to applicable law, have a first and paramount lien –
- (a) on every share and debenture (not being a fully paid share/debenture), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share/debenture; and
 - (b) on all shares/debentures (not being fully paid shares) standing registered in the name of each member (whether solely or jointly with others), upon the proceeds of the sale thereof for all monies whether presently payable by him or his estate to the company or not, and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect:

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) That 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 money called or payable at a fixed time in respect of such shares;
 - (ii) The company's lien, if any, on a share/debenture shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
 - (iii) 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. The Directors may at any time declare any shares / debentures wholly or in part to be exempt from the provisions of this clause.
13. The company may sell, in such manner as the Board thinks fit, any shares / debentures on which the company has a lien:

Provided that no sale shall be made –

- (a) 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.

14. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares / debentures sold to the purchaser thereof
- (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.
15. (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.
- (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.

CALLS ON SHARES

16. (i) The Board may, subject to the provisions of the Act and any other applicable law, 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, except with the sanction of the Company in general meetings:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.
- (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.
- (iii) A call may be revoked or postponed at the discretion of the Board.
17. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.
18. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
19. (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 ten percent per annum or at such lower rate, if any, as the Board may determine.
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
20. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
21. The Board—
 - (a) Subject to section 50 of the Act, may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

- (b) Upon all or any of the monies so advanced or so much thereof as from time to time exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, twelve percent per annum, or as may be agreed upon between the Board and the member paying the sum in advance.

Provided that money paid in advance of calls shall not confer a right to participate in profits or dividend and shall not be entitled to any voting rights in respect of the money, so paid by him until the same would but for such payment, become presently payable.

- (c) The Directors may at any time repay the amount so advanced.
- (d) The provisions of these Articles shall mutatis mutandis apply to the calls on debentures of the Company.

TRANSFER OF SHARES

- 22. (i) Unless otherwise permitted under Section 56 of the Companies Act, 2013 and statutory modification thereof for the time, the instrument of transfer of any share in the Company shall be in writing and executed by or on behalf of both the transferor and transferee, and all provisions of Section 56 of the Companies Act, 2013 and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof.
 - (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
 - (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 document.
 - (iv) A common form for registration of transfer of shares shall be used by the company.
23. Subject to the provisions of Section 59, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the company under these Articles or otherwise to register the transfer of the right to any shares or interest of a Member in or debentures of the company.

The company shall within one month from the date on which the instrument of transfer, was delivered to company, send notice of the refusal to the transferee and the transferor giving reasons for such refusal.

Provided that the registration of a 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 where the company has a lien on shares.

24. The Board may, subject to the right of appeal conferred by section 58 decline to register—
- (a) The transfer of a share, not being a fully paid share, to a person of whom they do not approve; or Any transfer of shares on which the company has alien.
25. The Board may decline to recognize any instrument of transfer unless-
- (a) The instrument of transfer is in the form as prescribed in rules made under sub- section (1) of section 56.

- (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.
26. On giving not less than seven days' previous notice in accordance with section 91 and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

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.

TRANSMISSION OF SHARES

- 27. (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 recognized by the 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.
- 28. (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—
 - (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.
- 29. (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.
- (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 regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
- 30. 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.

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.

- (30A) Subject to the provisions of Section 59, these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may refuse whether in pursuance of any power of the Company under these Articles or otherwise to register the transmission by operation of law of the right to, any shares or interest of a Member in or debentures of the Company.

The Company shall within one month from the date on which the intimation of such transmission was delivered to Company, send notice of the refusal to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal.

- (30B) No fee shall be charged for registration of transmission of shares (including by way of probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document).

FORFEITURE OF SHARES

31. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
32. The notice afore said 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.
33. 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.
34. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
35. (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 to the Company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) 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.
36. (i) A duly verified declaration in writing that the declaring 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;
- (ii) The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favor of the person to whom the share is sold or disposed of;
- (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 or disposal of the share.
37. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment 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.

ALTERATION OF CAPITAL

38. 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.
39. Subject to the provisions of section 61, the company may, by ordinary resolution—
- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares.
 - (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.
40. 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 regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near there to as Circumstances admit.

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 that privilege or advantage.
 - (c) Such of the regulations of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.
41. The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law,—
- (a) Its share capital;
 - (b) Any capital redemption reserve account; or

- (c) Any share premium account.

CAPITALISATION OF PROFITS

42. (i) The Company in general meeting may, upon the recommendation of the Board, resolve-
- (a) That it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - (b) That such sum is 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 regulation, be applied in the paying up of unissued shares to be
 - (e) Issued to members of the Company as fully paid bonus shares.
 - (f) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.
43. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
- (a) Make all appropriations and applications of the undivided profits resolved to be capitalized there by, and all allotments and issues of fully paid shares if any; and
 - (b) Generally do all acts and things required to give effect here to.
- (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 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 to which they may be entitled upon such capitalization, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, 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.

BORROWING AND FINANCIAL MATTERS

- (43A) Subject to the provisions of the Act and these Articles, the Board may, from time to time, at its discretion, borrow, raise or secure the payment of any sum of money for and on behalf of the company (including, by way of issue of debentures or other instruments representing such borrowings, whether secured or unsecured, and whether redeemable or convertible into shares) in such manner and upon such terms and conditions as it may think appropriate, with the power to secure the payment or repayment of such money by creation of an encumbrance upon the whole or any part of the assets, property and/or revenue of the company (present and future).
- (43B) (1) Notwithstanding anything to the contrary contained in these Articles, so long as any money shall be owing by the Company to any financial institutions, corporations, banks or such other financing entities (including any debenture holders and trustees acting on their behalf) ("hereinafter referred as "Lenders") or so long as any of the aforesaid Lenders hold any securities including debentures in the Company, then in that event any of the said Lenders shall subject to an agreement in that behalf between it and the Company, appoint one or more persons as Director(s) on the Board of Director as their nominee in accordance with the applicable laws and the terms of such agreement. The aforesaid Lenders may at any time and from time to time remove the Nominee Director appointed by it and may in the event of such removal and also in case of the Nominee Director ceasing to hold office for any reason whatsoever including resignation or death, appoint any other Nominee Director to fill up the vacancy. Such appointment or removal shall be made in writing by the relevant Lender and shall be delivered to the Company.
- (2) The provisions of Articles 11, 23, 24, 25 and 26 (including any restrictions or requirements thereunder) shall not apply, to any shares or securities of the Company which are pledged or otherwise subject to any lien or other security interest in favour of any Lenders, or to any transfer of such shares or securities pursuant to the terms of any agreement or document between the Company or holders of such shares or securities and such Lenders (having the benefit of such pledge, lien or other security interest).
- (3) The restrictions or requirements of Articles 23, 24, 25 and 26 above shall not apply to any secured debentures of the Company issued to any person, and such debentures may be transferred freely in accordance with the provisions of any agreement or document executed by the Company with such debenture holders (or any trustee acting on their behalf).
- (4) Any actions of or in respect of the Company, which require prior written consent of any holders of any secured debentures issued by the Company (or any trustee acting on their behalf), under the provisions of any agreement or document executed by the Company with such debenture holders (or any trustee acting on their behalf) are incorporated herein by reference."

BUY-BACK OF SHARES

44. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

GENERAL MEETINGS

45. All general meetings other than annual general meeting shall be called extraordinary general meeting.
46. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

PROCEEDINGS AT GENERAL MEETINGS

47. (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.

- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
- 48. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.
- 49. 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.
- 50. 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.

ADJOURNMENT OF MEETING

- 51. (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.
- (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.
- (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.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING RIGHTS

- 52. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
 - (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.
- 53. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
- 54. (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.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
- 55. 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.
- 56. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
- 57. 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.

58. (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.
- (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

59. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
60. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
61. 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:

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

62. The name of the First Director of the Company are as under:

1. Mr. Umesh Mohan Balani
2. Mrs. Nirmala Narendra Kulkarni

The Board shall consist of a minimum of three (3) directors and a maximum of fifteen (15) directors.

63. (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.
- (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—
- (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.
64. The Board may pay all expenses incurred in getting up and registering the company.
65. The Company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
66. All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

67. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
- 67A. Nominee director: (a) Any Shareholder of the Company who owns at least 5% of the Equity Share Capital of the Company on a fully diluted basis (the “Nominating Shareholder”), shall have the right but not an obligation to nominate one (1) Director on the Board (the “Nominee Director”).
68. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (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.

PROCEEDINGS OF THE BOARD

69. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (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.
70. (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.
- (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
71. 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.
72. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (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 numbers to be Chairperson of the meeting.
73. (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.
- (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.
74. (i) A committee may elect a Chairperson of its meetings.
- (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.
75. (i) A committee may meet and adjourn as it thinks fit.

- (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.
- 76. 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.
- 77. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

- 78. Subject to the provisions of the Act, --
 - (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
 - (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
- 79. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

THE SEAL

- 80. (i) The Board shall provide for the safe custody of the seal.
- (ii) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose, and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

DIVIDENDS AND RESERVE

- 81. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
- 82. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
- 83. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.

- (ii) The Board may also carry forward any profits which it may consider necessary not, to divide, without setting them aside as a reserve.
- 84.
- (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
 - (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
 - (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.
85. 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.
- 86.
- (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
 - (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
87. 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.
88. 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.
89. No dividend shall bear interest against the Company.
- 90.
- (i) Where the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of 30 days, to a special account to be opened by the company in that behalf in any scheduled bank, to be called "Unpaid Dividend Account".
 - (ii) Any money transferred to the unpaid dividend account of a company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the company to the Fund known as Investor Education and Protection Fund established under section 125 of the Act.
91. No unclaimed or unpaid dividend shall be forfeited by the Board, unless the claim becomes barred by law.

ACCOUNTS

- 92.
- (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
 - (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorized by the Board or by the company in general meeting.

WINDING UP

93. Subject to the provisions of Chapter XX of the Act and rules made there under—

- (a) 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.
- (b) 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.
- (c) 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

94. 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 favor or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

SECTION XI – OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company), which are or may be deemed material will be attached to the copy of the Red Herring Prospectus and the Prospectus which will be filed with the RoC. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at our Registered and Corporate Office between 10:00 a.m. and 5:00 p.m. on all Working Days from the date of filing of the Red Herring Prospectus until the Bid / Offer Closing Date (except for such agreements executed after the Bid / Offer Closing Date) and will be available on the website of our Company at https://www.rotomag.com/investor_relation.html.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so, required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

A. Material contracts for the Offer

1. Offer Agreement dated September 26, 2025, entered into between our Company, the Selling Shareholders and the BRLMs.
2. Registrar Agreement dated September 18, 2025, entered into between our Company, the Selling Shareholders and the Registrar to the Offer.
3. Cash Escrow and Sponsor Bank Agreement dated [●] entered into between our Company, the Selling Shareholders, the Registrar to the Offer, Syndicate Members, the BRLMs and the Banker(s) to the Offer.
4. Share Escrow Agreement dated [●] entered into between the Selling Shareholders, our Company and the Share Escrow Agent.
5. Syndicate Agreement dated [●] entered into between our Company, the Selling Shareholders, the BRLMs, the Syndicate Members and the Registrar to the Offer.
6. Monitoring Agency Agreement dated [●] entered into between our Company and the Monitoring Agency.
7. Underwriting Agreement dated [●] entered into between our Company, the Selling Shareholders and the Underwriters.

B. Material documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company, as amended from time to time.
2. Certificate of incorporation dated August 24, 1993, issued by the Registrar of Companies, Gujarat, Dadra & Nagar Haveli to our Company under the name '*Rotomag Motors and Controls Private Limited*'.
3. Certificate of incorporation consequent upon conversion to public company dated April 29, 2025 issued by the Registrar of Companies, Central Processing Centre, pursuant to conversion of our Company from a 'private limited company' to a 'public limited company' under the name '*Rotomag Motors and Controls Limited*'.
4. Certificate of incorporation pursuant to change of name dated May 8, 2025 issued by the Registrar of Companies, Central Processing Centre to our Company under the name '*Rotomag Enertec Limited*'.
5. Resolution of the Board of Directors dated September 18, 2025 authorising the Offer and other related matters.

6. Resolution of the Shareholders dated September 19, 2025 authorising the Fresh Issue and other related matters.
7. Resolution of the Board of Directors dated September 26, 2025 approving this Draft Red Herring Prospectus.
8. Resolution dated September 26, 2025, passed by the Audit Committee approving the key performance indicators of our Company.
9. Consent letters dated September 16, 2025, from the Promoter Selling Shareholders, Promoter Group Selling Shareholder and the Other Selling Shareholders, authorising their respective participation in the Offer for Sale.
10. Consent letter dated September 15, 2025 from the Investor Selling Shareholder, authorising their participation in the Offer for Sale.
11. Resolution of the Board of Directors dated September 18, 2025, taking on record the participation of the Selling Shareholders in the Offer for Sale.
12. The shareholders' agreement dated August 20, 2015, entered into by and amongst our Company, Umesh Mohan Balani, Neelam Umesh Balani and BanyanTree Growth Capital II, LLC.
13. The waiver-cum-amendment agreement dated September 19, 2025, for amending the Shareholders' Agreement executed by and amongst our Company, Umesh Mohan Balani, Neelam Umesh Balani and BanyanTree Growth Capital II, LLC.
14. Confirmation order of the scheme of merger or amalgamation dated May 29, 2023 pursuant to section 233 of the Companies Act, 2013 in relation to amalgamation of Magtor Servomotion Private Limited and Rotomotive Powerdrives India Limited.
15. Share purchase agreement dated June 27, 2025, with our Company, Khushboo Sachdev, Su-Vastika Systems Private Limited.
16. Share purchase agreement dated August 2, 2025, entered into by and amongst Manoj Pande, Pranjal Pande, Charusmita, Sunita Pande, Kaushlendra Pandey, Anil Dhar and Ganesh Prasad Mishra, Statcon Energia Private Limited and our Company.
17. Valuation report on fair market value of equity shares of Magtor Servomotion Private Limited dated June 28, 2021 issued by Kunvarji Finstock Private Limited for the purpose of transfer of equity shares of Magtor Servomotion Private Limited.
18. Valuation report on fair market value of equity shares of Su-Vastika Systems Private Limited dated July 18, 2025, issued by Ravi Ashok Kumar Jain, registered valuer for the purpose of purchase of equity shares of Su-Vastika Systems Private Limited.
19. Valuation report on fair market value of equity shares of Statcon Energia Private Limited dated July 25, 2025, issued by Ravi Ashok Kumar Jain, registered valuer for the purpose of purchase of equity shares of Statcon Energia Private Limited.
20. Consent letter dated September 19, 2025 from F&S to rely on and reproduce part or whole of the report titled "*Assessing the Market Potential of Select Industrial Drive Solutions and Solar Products*" dated September 2025, and include their name in this Draft Red Herring Prospectus.
21. Industry report titled "*Assessing the Market Potential of Select Industrial Drive Solutions and Solar Products*" dated September 2025, issued by F&S which is a paid report and was commissioned by us pursuant to an engagement letter dated February 3, 2025, exclusively in connection with the Offer, and which is available on the website of our Company.
22. Consent letter dated September 26, 2025 from our Statutory Auditors, K C Mehta & Co LLP, Chartered Accountants, to include their name as required under section 26 (5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft 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 our Statutory Auditors, and in respect of their (i) examination report, dated September 18, 2025, on our Restated Consolidated Financial Information; (ii) report dated September 26, 2025, on the statement of special tax benefits available to our Company, its Shareholders and Rotomotive Powerdrives India Limited under the applicable direct and indirect tax laws included in this Draft Red Herring Prospectus; and (iii) other certifications issued by them to be disclosed in this Draft Red Herring Prospectus and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

23. The examination report dated September 18, 2025 from our Statutory Auditors on our Restated Consolidated Financial Information.
24. Report issued by the Statutory Auditors dated September 26, 2025, on the statement of special tax benefits available to our Company, our Shareholders and our Material Subsidiary, Rotomotive Powerdrives India Limited.
25. Report issued by the Varma Anil & Associates, Chartered Accountants, dated September 19, 2025, on the statement of special tax benefits available to our Material Subsidiary, Statcon Energias Private Limited.
26. Consent letter dated September 26, 2025, from GMJ and Co., Chartered Accountants, to include their name as required under Section 26(5) of the Companies Act, 2013 read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act, 2013, in respect of various certifications issued by them in their capacity as Independent Chartered Accountant to our Company on certain financial and operational information included in this Draft Red Herring Prospectus.
27. Consent letter dated September 26, 2025 from Atishkumar Naishadbhai Patel, Chartered Engineer, to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act, 2013, in relation to their certificate on various information in relation to the manufacturing facilities of our Company and Subsidiaries.
28. Consent letter dated September 26, 2025 from Ladhawala & Associates, independent practicing company secretaries, to include their name in this Draft Red Herring Prospectus, as an “expert” as defined under section 2(38) of the Companies Act, 2013, in respect of their search report dated September 26, 2025, in connection with certain untraceable corporate records of our Company, certain details of which have been included in this Draft Red Herring Prospectus.
29. Certificate dated September 26, 2025, issued by GMJ and Co., Chartered Accountants certifying the key performance indicators of our Company and on the basis for the Offer Price.
30. Certificates dated September 26, 2025, issued by GMJ and Co., Chartered Accountants, certifying (i) details of the weighted average cost of acquisition and average cost of acquisition of securities of our Company by the Promoters Selling Shareholders, Promoter Group Selling Shareholder, Other Selling Shareholders and Investor Selling Shareholder, (ii) details of ESOP Scheme, and (iii) details of the projected working capital requirements.
31. Certificates dated September 23, 2025, issued by K C Mehta & Co LLP, Chartered Accountants, certifying (i) details of the financial indebtedness of our Company (on a consolidated basis), and (ii) details of the outstanding dues to creditors of our Company.
32. Copies of annual reports of our Company for the Fiscals 2025, 2024 and 2023.
33. Consent of our Directors, BRLMs, Syndicate Members, the legal counsel to the Company, Registrar to the Offer, Monitoring Agency, Banker(s) to the Offer, Bankers to our Company, Chief Financial Officer, and Company Secretary and Compliance Officer, as referred to in their specific capacities.
34. Board resolution dated September 26, 2025, approving the projected working capital requirements of our Company from the Net Proceeds for the Fiscals 2026 and 2027.
35. Tripartite agreement dated June 2, 2025, amongst our Company, NSDL and the Registrar to the Offer.

36. Tripartite agreement dated July 11, 2025, amongst our Company, CDSL and the Registrar to the Offer.
37. The employee stock option scheme of our Company, titled the 'Rotomag Employee Stock Option Plan 2025' approved by our Shareholders on June 20, 2025.
38. Due diligence certificate dated September 26, 2025, addressed to SEBI from the BRLMs.
39. In-principle listing approvals dated [●] and [●] issued by BSE and NSE, respectively.
40. SEBI observation letter bearing reference number [●] dated [●].

DECLARATION

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

SIGNED BY THE DIRECTOR OF OUR COMPANY

Umesh Mohan Balani

(Chairman and Managing Director)

Place: Anand

Date: September 26, 2025

DECLARATION

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

SIGNED BY THE DIRECTOR OF OUR COMPANY

Neelam Umesh Balani
(*Whole-Time Director*)

Place: Anand

Date: September 26, 2025

DECLARATION

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

SIGNED BY THE DIRECTOR OF OUR COMPANY

Priyanka Gulati
(Independent Director)

Place: New Delhi

Date: September 26, 2025

DECLARATION

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

SIGNED BY THE DIRECTOR OF OUR COMPANY

Ranganath N Krishna
(Independent Director)

Place: Nilgiris

Date: September 26, 2025

DECLARATION

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

SIGNED BY THE DIRECTOR OF OUR COMPANY

Anil Kumar Raina
(Independent Director)

Place: Ahmedabad

Date: September 26, 2025

DECLARATION

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

SIGNED BY THE DIRECTOR OF OUR COMPANY

Rakesh Kumar Bhutoria

Non-Executive Nominee Director

Place: Mumbai

Date: September 26, 2025

DECLARATION

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

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Kuldeep Singh
(Chief Financial Officer)

Place: Anand

Date: September 26, 2025

DECLARATION

I, Umesh Mohan Balani hereby certify and confirm that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself, as a Promoter Selling Shareholder, and the Equity Shares being offered by me in the Offer, are true and correct. I, Umesh Mohan Balani assume no responsibility, for any other statements, disclosures or undertakings including any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY THE PROMOTER SELING SHAREHOLDER

Umesh Mohan Balani

Place: Anand

Date: September 26, 2025

DECLARATION

I, Neelam Umesh Balani hereby certify and confirm that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself, as a Promoter Selling Shareholder, and the Equity Shares being offered by me in the Offer, are true and correct. I, Neelam Umesh Balani assume no responsibility, for any other statements, disclosures or undertakings including any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY THE PROMOTER SELLING SHAREHOLDER

Neelam Umesh Balani

Place: Anand

Date: September 26, 2025

DECLARATION

I, Priya Mohan Balani hereby certify and confirm that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself, as a Promoter Selling Shareholder, and the Equity Shares being offered by me in the Offer, are true and correct. I, Priya Mohan Balani assume no responsibility, for any other statements, disclosures or undertakings including any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY THE PROMOTER SELLING SHAREHOLDER

Priya Mohan Balani

Place: Ellicot City, USA

Date: September 26, 2025

DECLARATION

I, Anjali Umesh Balani hereby certify and confirm that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself, as a Promoter Selling Shareholder, and the Equity Shares being offered by me in the Offer, are true and correct. I, Anjali Umesh Balani assume no responsibility, for any other statements, disclosures or undertakings including any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY THE PROMOTER GROUP SELLING SHAREHOLDER

Anjali Umesh Balani

Place: Brunschweig, Germany

Date: September 26, 2025

DECLARATION

We, BanyanTree Growth Capital II, LLC hereby certify and confirm that all statements, disclosures and undertakings made or confirmed by us in this Draft Red Herring Prospectus about or in relation to us, as an Investor Selling Shareholder, and the Equity Shares being offered by us in the Offer, are true and correct. We, BanyanTree Growth Capital II, LLC assume no responsibility, for any other statements, disclosures or undertakings including any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

SIGNED FOR AND ON BEHALF OF BANYANTREE GROWTH CAPITAL II, LLC

Ashley Gujadhur

Authorised Signatory

Place: Mauritius

Date: September 26, 2025

DECLARATION

I, Pooja Tushar Patel hereby certify and confirm that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself, as Other Selling Shareholder, and the Equity Shares being offered by me in the Offer, are true and correct. I, Pooja Tushar Patel assume no responsibility, for any other statements, disclosures or undertakings including any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY THE OTHER SELLING SHAREHOLDER

Pooja Tushar Patel

Place: Brooklyn, USA

Date: September 26, 2025

DECLARATION

I, Siddharth Tushar Patel hereby certify and confirm that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or in relation to myself, as Other Selling Shareholder, and the Equity Shares being offered by me in the Offer, are true and correct. I, Siddharth Tushar Patel assume no responsibility, for any other statements, disclosures or undertakings including any of the statements, disclosures or undertakings made or confirmed by or relating to the Company or any other Selling Shareholder or any other person(s) in this Draft Red Herring Prospectus.

SIGNED BY THE OTHER SELLING SHAREHOLDER

Siddharth Tushar Patel

Place: Miami, USA

Date: September 26, 2025